



Pre-announcement of the Public Tender Offer

by

GC-2 AG (new: EnergyGroup Holding AG), St. Gallen, Switzerland

for all publicly held registered shares with a nominal value of CHF 50 each of

Leclanché S.A., Yverdon-les-Bains, Switzerland

Background

On February 20, 2006, Leclanché S.A., Yverdon-les-Bains, Switzerland (**Leclanché**) and the shareholders of Bullith Batteries AG, Ismaning, Germany (**Bullith**) agreed that Leclanché will acquire 100% of the share capital of Bullith. The Bullith shareholders will receive shares in Leclanché in exchange for the Bullith Shares.

Based on this acquisition, GC-2 AG (new: EnergyGroup Holding AG), St. Gallen, Switzerland (the **Offeror**) will launch, presumably on March 27, 2006, a public tender offer (the **Offer**) in accordance with art. 22 et seq. of the Federal Act on Stock Exchanges and Securities Trading for all the publicly held registered shares of Leclanché.

The main terms of the Offer are expected to be as follows:

Offer

The Offer will be made for all publicly held registered shares of Leclanché with a nominal value of CHF 50 each (**Leclanché Share**). The Offer will not be made with respect to treasury shares held by Leclanché.

Offer Price

The Offeror offers **CHF 150 net** in cash for each Leclanché Share. The offer price will be adjusted for the gross amount of any dilution effects for each Leclanché Share occurring until the consummation of the Offer.

Offer Period

The Offer period of 20 trading days is expected to begin on March 27, 2006 and to end on April 25, 2006, 16:00 hours CET. The Offeror reserves the right to extend the Offer period one or several times (beyond 40 trading days as approved by the Swiss Takeover Board). If the Offer is successful, an additional acceptance period of ten trading days for subsequent acceptance of the Offer will be available after the expiration of the (possibly extended) offer period.

Conditions

The Offer will be subject to the fulfillment of the following conditions:

- In connection with the acquisition of Bullith, the Ordinary Shareholders' Meeting of Leclanché has resolved to increase the company's share capital of CHF 6,352,500 by the amount of CHF 2,117,500 divided into 42,350 shares of CHF 50 nominal value each to CHF CHF 8,470,000 and to cancel the subscription rights of the existing shareholders in favour of all existing shareholders of Bullith (**the Capital Increase**).
- The Capital Increase has been registered into the competent commercial register.
- No competent court or governmental body shall have issued a decision or an order preventing the consummation of the Offer.

The above conditions are conditions precedent within the meaning of Article 13 (1) of the Swiss Takeover Ordinance. The Offeror reserves the right to waive one or more of the conditions set forth above, either in whole or in part, and to withdraw the Offer if one or more of the above conditions is not met.

Sales Restrictions

General

The Offer to the shareholders of Leclanché will not be made in any jurisdiction, where it breaches applicable law or where the applicable law requires the Offeror, in any way to change the Offer, to submit an additional application to any authorities or other institutions, or to take any additional actions in connection with this Offer. It is not intended to extend the Offer to any such jurisdictions. Documents related to the offer may neither be distributed in such jurisdictions nor be sent into such jurisdictions. Such documents may not be used to solicit purchases of equity securities of Leclanché by persons in such jurisdictions.

U.S. Sales Restrictions

Offeror is not soliciting the tender of shares of Leclanché by any holder of such shares in the United States of America. The Offer is not made in or into the United States of America and may only be accepted outside the United States of America. Accordingly, copies of this offer prospectus are not being made and should not be mailed or otherwise distributed or made available or sent in, into or from the United States of America, and persons receiving this offer prospectus (including custodians, nominees and trustees) must not distribute or send them or any related documents in, into or from the United States of America.

Further Information

Detailed information on the tender offer will be published on March 27, 2006 in the Neue Zürcher Zeitung, Le Temps and l'Agefi.

Leclanché S.A., Yverdon Registered shares with a nominal value of CHF 50 each

Securities Number

ISIN

Ticker Symbol

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CH0016271550

LECN.SW, LECN.S, LECN

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