



**PRECIOUS WOODS**

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Zug, 24 April 2017

**Invitation to the 26<sup>th</sup> ordinary Annual General Meeting**

**On Thursday, 18 May 2017, 2.30 pm, at the Zoo Zurich, Hall Rio Paraguay,  
Zürichbergstrasse 221 in Zurich, Switzerland.**

Dear Shareholders

We are pleased to invite you to our ordinary General Meeting on 18 May 2017 and hope that you can attend in person. In case you cannot attend, you have the option of exercising your voting rights by proxy. The meeting will be chaired by Ernst A. Brugger, Chairman of the Board of Directors, in German.

**For the first part** (2.30 pm), the following agenda applies for the Annual General Meeting:

<b>Agenda item</b>	<b>Motions of the Board of Directors</b>
1. Welcome, agenda and notes on the Annual General Meeting	
2. Reporting on the financial year 2016	Discussion and Information
3. Annual Report, consolidated financial statements and financial statements 2016	Approval and to note the reports of the statutory auditor
4. Consultative vote on the remuneration Report (cf. page 79 of the Annual Report 2016)	Approval
5. Discharge of the members of the Board of Directors and Management for the financial year 2016	Approval
6. Carrying forward of the net profit of the year	Approval
7. Renewal of Article 3a of the Articles of Association (Conditional capital of 1.5 Mio shares)	Approval
8. Renewal of Article 3d of the Articles of Association (Authorized capital of 1 Mio shares)	Approval



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| 9.  | Election of the Board of Directors | Elections separately for a one year term:<br>9a. Re-election Katharina Lehmann<br>9b. Re-election Prof. Dr. Jürgen Blaser<br>9c. Re-election Robert Hunink<br>9d. Election Markus Brütsch<br>9e. Election Kurt Lüscher |
| 10. | Election of the auditor            | To re-elect Ernst & Young AG, Zurich, for a term of one year   |

**In the second part** (directly after the General Meeting), a guided tour of the Zurich Zoo takes place. Zoo Zurich is a cultural and educational institution of the town of Zurich and serves as an ambassador between people, animals and nature. The zoo appeals to a broad part of the population and thus contributes to the sustainable preservation of biological diversity.

We cordially invite you to join us for this guided tour. The tour takes about an hour. We kindly ask you to register for the Zoo tour in the registration form for the Annual General Meeting.

Following this second part of the Annual General Meeting, we cordially invite you to an "Apéro riche".

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### **Comments on the agenda items and motions of the Board of Directors**

#### Explanatory notes on agenda item 7 (Renewal 3a Article of Association):

To continue to ensure sufficient business flexibility, the Board of Directors applies to create new conditional capital, based on exercising option or conversion rights granted in connection with issuing of convertible loans or similar bonds by the Company, through issuance of up to 1.5 million registered and fully paid in shares with a value of CHF 1.00 each.

#### Explanatory notes on agenda item 8 (Renewal 3d Article of Association):

The authorized capital (Article 3d of the Articles of Association) expires on 25 May 2017. To continue to ensure sufficient business flexibility, the Board of Directors applies to create new authorized capital to allow performing at any time a capital increase through issuance of a maximum of 1 million fully paid registered shares with a nominal value of CHF 1.00 each. The term expires 25 May 2019.

#### Explanatory notes on agenda item 9 (Election):

According to the Bylaws Article 2 "Board of Directors" a member resigns from the Board of Directors after reaching the year becoming 70 years old at the next Annual General Meeting. For this reason, Ernst A. Brugger will no longer take part in the re-election. The existing board members Katharina Lehmann, Robert Hunink and Jürgen Blaser have agreed to be available for the re-election. The Board of Directors proposes for election additionally Kurt Lüscher and



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Markus Brüttsch as additional board members. Katharina Lehmann will act as Chairwoman and Markus Brüttsch as Delegate of the Board of Directors in addition to his responsibility as CEO and CFO.

**Kurt Lüscher** (Born in 1957) was CEO of Energie 360° AG between July 2008 and December 2016. He studied telecommunications at the University of Applied Sciences in Bern. At the University of St. Gallen and the Harvard Business School in Boston, he also completed business studies. His professional experience includes marketing and sales-oriented leadership in companies such as UBS, Telefónica, Swisscom and Sunrise. Under his management, Energie 360° developed into an innovative and successful company group. As an energy and ICT expert, since January 2017, Kurt Lüscher has been providing various companies with consulting and management services. In addition, he will continue to serve as president and board member in companies in the energy sector.

### General matters

Shareholders who are unable to attend the Annual General Meeting in person may arrange to be represented by

1. The independent proxy (Dr. Urs Egli, of epartners Rechtsanwälte AG, Puls 5, Hardturmstrasse 11, 8005 Zurich), by completing the proxy form on the admission card and sending it to the independent proxy;
2. Another person with capacity to act (who need not be a shareholder), by completing the proxy form on the admission card and passing it to the designated proxy; or
3. The custodian bank, by completing the proxy form on the admission card and forwarding it to the custodian bank.

Save express contrary instructions, votes shall be cast in favour of the motions of the Board of Directors, unless additional or amendment motions are submitted to the Annual General Meeting.

Custodian proxies, in the terms of the Article 689d of the Swiss Code of Obligations, are required to inform the company of the number and par values of the shares they represent. They shall do so no later than during the admission process of the meeting. Custodian proxies shall be institutions governed by the Swiss Federal Act of 8 November 1934 on banks and savings banks and commercial asset managers.

The shareholders entered in the share register as of 5 May 2017 with voting rights shall be entitled to vote. No entries shall be made in the share register in the period from 08 to 18 May 2016.



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Please return the enclosed registration form to Nimbus no later than 5 May 2017. We will be taken into account later received registrations also.

Yours sincerely

In the name of the Board of Directors

Ernst A. Brugger

Chairman

Encl.:

- Registration form for the ordinary Annual General Meeting,
- Return envelope to Nimbus
- Location plan of the Zoo Zürich