



PRECIOUS WOODS

Precious Woods Holding Ltd
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Zug, 26 April 2023

Invitation to the 32nd ordinary Annual General Meeting

Wednesday, 17 May 2023, 2 pm, at the Volkshaus Zürich, Stauffacherstrasse 60, Zurich, Switzerland

Dear Shareholders

We are very pleased to invite you to the ordinary Annual General Meeting of Precious Woods Holding Ltd. (PW Holding).

Brief overview of the agenda items:

1. Welcome, agenda overview, and information on the Annual General Meeting
2. Reporting on fiscal year 2022 and outlook
3. Annual report, consolidated financial statements and financial statements, audit reports 2022
4. Consultative vote on the remuneration report
5. Discharge of the Members of the Board of Directors and Management
6. Appropriation of the accumulated loss of PW Holding
7. Cancellation of authorized capital, Article 3d, and introduction of a capital band, Article 3c of the Articles of Association
8. Addition to purpose, Article 2 of the Articles of Association
9. General revision of the Articles of Association
10. Election of the Board of Directors
11. Election of the auditor

At the end of the meeting, we cordially invite you to a reception with “apéro riche” that allow having some free conversation.

We would be very pleased to welcome you in person. Doors will open at 1:30 pm.

Yours faithfully

Katharina Lehmann, Chairwoman of the Board of Directors



Explanatory notes on the agenda items and motions of the Board of Directors

Agenda item 3: Annual report, consolidated financial statements and financial statements, audit reports 2022

Motion of the Board of Directors: To approve the annual report, the consolidated financial statements, and the financial statements of PW Holding Ltd for the fiscal year 2022, and to take note of the audit reports.

Explanatory notes of the Board of Directors: The annual report, the consolidated financial statements, and the financial statements provide information on the financial position and net assets in 2022. The auditor, Ernst & Young AG, Zurich, has audited the consolidated financial statements and financial statements of PW Holding Ltd and recommends them for approval.

Agenda item 4: Consultative vote on the remuneration report

Motion of the Board of Directors: To take note of and approve the remuneration report 2022 of Precious Woods Holding Ltd by way of a consultative vote.

Explanatory notes of the Board of Directors: The overview of the remuneration report is presented in note 9 to the financial statements of PW Holding Ltd.

Agenda item 5: Discharge of the Members of the Board of Directors and Management

Motion of the Board of Directors: Granting of discharge to the Members of the Board of Directors and Management for the year 2022.

Explanatory notes of the Board of Directors: By discharging the Members of the Board of Directors and Management, the approving Shareholders and the Company declare that they will no longer hold the Members of the Board of Directors and Management liable for events from the past fiscal year that were brought to the attention of the Annual General Meeting.

Agenda item 6: Appropriation of the accumulated loss of PW Holding

Motion of the Board of Directors: To carry forward the net loss for the year of CHF 11.5 million to new account.

Explanatory notes of the Board of Directors: The loss, which resulted primarily from value adjustments on investments of the companies in Gabon due to cost increases, is to be carried forward to the next account.

Agenda item 7: Cancellation of authorized capital, Article 3d, and introduction of a capital band, Article 3c of the Articles of Association

Motion of the Board of Directors: Cancellation of the existing authorized capital expiring on 19 May 2023 and introduction of a capital band between CHF 7 052 745 (lower limit) and CHF 8 452 745 (upper limit). The Board of Directors would be authorized to increase the share capital at any time until 17 May 2028 in the maximum amount of CHF 1 400 000 once or in any amounts. The



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capital increase may be effected by issuing a maximum of 1 400 000 fully paid-up registered shares with a nominal value of CHF 1.00 each.

Explanatory notes of the Board of Directors: The existing authorized capital of CHF 1 000 000 expires on 19 May 2023. Pursuant to the new law on public limited companies, which entered into force on 1 January 2023, the newly introduced "capital band" (capital fluctuation margin) replaces the previous rule. The Board of Directors has shown sufficient sound judgement in the past to continue to use the powers granted by the Annual General Meeting responsibly.

Agenda item 8: Addition to purpose, Article 2 of the Articles of Association

Motion of the Board of Directors: To approve the amended purpose article as published in the Swiss Official Gazette of Commerce and on the Precious Woods website.

Explanatory notes of the Board of Directors: Precious Woods intends to obtain B Corp certification, which requires the purpose article to be amended with this addition.

Agenda item 9: General revision of the Articles of Association

The Board of Directors proposes that the revised Articles of Association of Precious Woods Holding Ltd, which have been adapted to today's needs and standards and to the revised Swiss law on public limited companies that entered into force on 1 January 2023, be approved. The Articles of Association must be amended within two years of the revised law entering into force. An English translation of the Articles of Association has also been prepared, although the German version of the Articles of Association is legally binding. While the exact wording of the amendments to the Articles of Association is not included in the invitation to the Annual General Meeting, a detailed overview of the proposed amendments to the Articles of Association can be found in the *Enclosure to the invitation to the Annual General Meeting* published on the Precious Woods website at www.preciouswoods.com/en/investors-relations/annual-general-meeting, which was also published in the Swiss Official Gazette of Commerce (SOGC, publication date 26 April 2023). A printed version of the *Enclosure to the invitation to the Annual General Meeting* can be ordered upon express request by email (media@preciouswoods.com) in advance of the Annual General Meeting.

Motion of the Board of Directors: Approval of the new Articles of Association, noting that both Art. 3a and Art. 3b remain unchanged analogous to the previous Articles of Association and are adopted and supplemented by an English translation.

Agenda item 9, General revision of the Articles of Association, includes the following amended articles and the new wording as published in the Swiss Official Gazette of Commerce and on the Precious Woods website:

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| I. Basis | Amended Article 1 – Name, registered office |
| II. Equity | Amended Articles 3, 4, 5, 6 and the existing Articles 3a and 3b remain unchanged in their wording and are taken over as such. There shall only be an English translation. |



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- III. **Organization of the Company**
 - A. **Shareholders' Meeting** Amended Articles 7, 8, 11, 12 and 13 and new Articles 9, 10
 - B. **Board of Directors** Amended Articles 14, 15 and 17 and new Article 16 and 18
 - C. **Auditors** Amended Article 19 and new Article 20
- IV. **Annual Accounts and Appropriation of Profits**
Amended Articles 21 and 22 and new Article 23
- V. **Notification** Amended Article 24
- VI. **Contributions in kind and acquisitions in kind**
Existing Articles 20 to 25 of the Articles of Association to be repealed without replacement.

Agenda item 10: Election of the Board of Directors

After 15 years of service on the Board of Directors, including 6 years as Chairwoman, Katharina Lehmann has decided not to stand for re-election. The current Members of the Board of Directors Markus Brüttsch, Werner Fleischmann, Robert Hunink, and Jürgen Blaser are standing for re-election. The Board of Directors proposes Bernhard Pauli and Olivier Kobel as new Members. Markus Brüttsch will assume the office of Chairman and hand over his current responsibilities as CEO and CFO to his successors over the course of the year.

Elections are held individually for each Member for a term of one year.

Agenda item 10a: Re-election of Markus Brüttsch

Motion of the Board of Directors: To elect Markus Brüttsch, who is to serve as Chairman, as a Member of the Board of Directors for a further term of one year.

Agenda item 10b: Re-election of Prof. Dr. Jürgen Blaser

Motion of the Board of Directors: To elect Prof. Dr. Jürgen Blaser as a Member of the Board of Directors for a further term of one year.

Agenda item 10c: Re-election of Robert Hunink

Motion of the Board of Directors: To elect Robert Hunink as a Member of the Board of Directors for a further term of one year.

Agenda item 10d: Re-election of Werner Fleischmann

Motion of the Board of Directors: To elect Werner Fleischmann as a Member of the Board of Directors for a further term of one year.



Agenda item 10e: Election of Olivier Kobel

Motion of the Board of Directors: To elect Olivier Kobel as a new Member of the Board of Directors for a term of one year.

Explanatory notes of the Board of Directors: Olivier Kobel is a corporate finance and corporate development expert with extensive experience in mid-cap M&A and corporate finance in Switzerland, Western Europe, and Brazil. He primarily assists mid-cap companies, entrepreneurs, family offices, and financial investors with transactions, investments, and capital raising in the sustainable business sector. Since 2009, his work has focused on renewable energy, energy efficiency, renewable building materials, waste management and recycling, and nature-based carbon solutions. With his academic training as a Master in International Political Economy and International Economic Relations, he has applied his expertise nationally and internationally. He is a citizen of Switzerland and France and 55 years old.

Agenda item 10f: Election of Prof. Dr. Bernhard Pauli

Motion of the Board of Directors: To elect Prof. Dr. Bernhard Pauli as a new Member of the Board of Directors for a term of one year.

Explanatory notes of the Board of Directors: Prof. Dr. Bernhard Pauli is the head of the Division of Forest Science at the School of Agricultural, Forest and Food Sciences (HAFL) at the Bern University of Applied Sciences. With his university degree in forest management, he worked as a researcher at the Department of Forest Policy and Forest History of LMU Munich/Weihenstephan. With his further university degree in industrial engineering, he worked at the Bavarian State Institute of Forestry and at Jaakko Pöyry Management Consulting. He has lectured forest and wood economy and logistics at the Swiss College of Agriculture since 2004 and at HAFL since 2010. He is a citizen of Switzerland and Germany and 56 years old.

Agenda item 11: Election of the auditor

Motion of the Board of Directors: To elect KPMG AG, Zug, as the auditor for fiscal year 2023.

Explanatory notes of the Board of Directors: According to the Articles of Association, the auditor shall be elected each year by the Annual General Meeting. KPMG AG, Zug, is registered as an audit firm subject to public supervision by the Swiss Federal Audit Oversight Authority (FAOA) and will replace Ernst & Young.

General matters

Shareholders who do not attend the General Meeting in person may be represented as follows:

1. The independent proxy (Dr. Urs Egli, Suter Howald Rechtsanwälte, Räffelstrasse 26, 8021 Zurich). The enclosed registration/grant of proxy form is sufficient for granting power of proxy (admission ticket does not have to be requested);
2. Another person with capacity to act (who does not have to be a Shareholder). The admission ticket will be sent directly to the proxy; or



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3. The custodian bank, by completing the proxy form on the admission ticket and forwarding it to the custodian bank.

In the absence of express instructions to the contrary, voting rights shall be exercised in accordance with the motions of the Board of Directors; this shall also apply in the event that additional motions or amendments are proposed at the Annual General Meeting.

Proxy holders of deposited shares within the meaning of Article 689e(3) of the Swiss Code of Obligations are requested to inform the Company of the number and nominal value of the shares they represent as soon as possible, but no later than at the time of admission control.

Shareholders entered in the share register with voting rights on 5 May 2023 are entitled to vote. No more entries will be made in the share register in the period from 8 May to 17 May 2023.

We kindly ask you to return the enclosed registration form to ShareCommService AG by 17 May 2023, 12 noon (time of receipt) at the latest.

The complete annual report is now available for download and in an online version on the website www.preciouswoods.com. A printed version can also be ordered via the grant of proxy form.

Enclosures:

- Registration/grant of proxy form for the ordinary Annual General Meeting
- Return envelope to ShareCommService, Glattbrugg

Direction Volkshaus Zürich

Volkshaus Zürich – Travel Stauffacherstrasse 60, 8004 Zürich

Public transport	Station Stauffacher:	Tram No. 2, 3, 8, 9, 14
	Station Bezirksgebäude:	Tram No. 2, 3
	Station Helvetiaplatz:	Tram No. 8, Bus No. 32

Under <https://www.stadt-zuerich.ch/vbz/de/index/fahrplan/liniennetzplaene.html>, you can see the route network map of the Zurich city transport authority

Car parks City Parking Casino, Gessnerallee 14, CH-8001 Zürich

Under <https://www.parkingzuerich.ch/> you can find more car parks