

CORPORATE GOVERNANCE

STATUS ON DECEMBER 31, 2022

INTRODUCTION	12
GROUP STRUCTURE AND SHAREHOLDERS	12
CAPITAL STRUCTURE	12
OPERATIONAL MANAGEMENT STRUCTURE	13
BOARD OF DIRECTORS	16
GROUP MANAGEMENT	20
REMUNERATION, PARTICIPATIONS AND LOANS	22
SHAREHOLDERS' PARTICIPATION RIGHTS	22
CHANGE IN CONTROL AND DEFENCE MEASURES	23
AUDITOR	23
INFORMATION POLICY	23
QUIET PERIODS	24

INTRODUCTION

Basis of the corporate governance report

The corporate governance report 2022 of the Interroll Group is based on the Directive of the SIX Swiss Exchange regarding information on corporate governance, issued on June 29, 2022, on the implementation of the Minder Initiative in accordance with the provisions of the Swiss Ordinance against Excessive Compensation in Listed Stock Corporations (VegüV) applicable until the end of 2022 on best practices developed for the implementation of the Minder Initiative and on the provisions of the “Swiss Code of Best Practice for Corporate Governance” (as amended on December 31, 2022).

Cross references

To avoid repetition, cross references are made to other reports in certain areas. This applies in particular to financial reporting.

GROUP STRUCTURE AND SHAREHOLDERS

Group structure

The operational management structure is disclosed in Chapter 4 of this report.

Holding company and stock listing

The holding company of the Interroll Group, Interroll Holding AG, is headquartered in Sant'Antonino (Ticino), Switzerland, and is listed on the main board of the SIX Swiss Exchange under the security number 637289. Further information on the listing can be found in the online annual report in the chapter “Interroll on the capital market” https://www.interroll.com/annual-report/fileadmin/user_upload/gb2022/pdf/en/Interroll_AR2022_Capital-Market_EN.pdf.

Consolidation range

Subsidiaries belonging to the consolidation range of the Interroll Group are disclosed in note 8.4 of the Group's financial statements. No other equity instruments are publicly traded except those of Interroll Holding AG.

Significant shareholders

All significant shareholders with a reportable share of the Interroll Group are disclosed in note 3.5 (“Significant shareholders”) of the financial statements of Interroll Holding AG. Changes made during the year can be viewed on the SIX Swiss Exchange website (available at: <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html>) under “Significant Shareholders with Interroll.”

Cross shareholdings

The Interroll Group holds neither capital nor voting rights with other entities.

CAPITAL STRUCTURE

Share capital and voting rights

The ordinary share capital of Interroll Holding AG amounts to CHF 854,000 and is made up of 854,000 fully paid registered shares with a par value of CHF 1 each. Each share has one vote.

Authorized or conditional capital

There was no authorized or conditional capital in the financial year 2022 and there is no capital band or conditional capital.

Other equity or participation instruments

Furthermore, there are no other equity-like instruments such as profit-sharing rights or participation certificates.

Changes in capital

There were no changes to the capital structure in the reporting or previous year.

Limitations on transferability and nominee rights

Acquirers of shares will be entered in the share register as shareholders with voting rights upon request against proof of acquisition if they expressly declare that they hold the shares in their own name and for their own account. Registered shares of nominees exceeding 2% of the outstanding share capital will only be entered in the register as shares with voting rights if the nominee has agreed in writing to disclose, if applicable, the names, addresses and shareholdings of the persons for whom he holds 0.5% or more of the outstanding share capital. A change in the statutory restrictions on transferability and nominee registrations requires a resolution of the General Meeting of Shareholders with a majority of at least two thirds of the votes represented and an absolute majority of the nominal share value represented.

Further information on equity

Additional information on consolidated equity is disclosed in the statement of changes in equity of the financial statements of the Interroll Group (see “1.5 Consolidated statement of changes in equity”) and in the respective notes.

OPERATIONAL MANAGEMENT STRUCTURE

Functional organizational structure

The Interroll Group consists of one single business unit. The complete product range is sold in all markets through local sales organizations. Interroll caters to the needs of its customers (original equipment manufacturers, system integrators, end users) by offering a tailor-made product portfolio and expert consulting. The Interroll manufacturing units focus on the production of specific product ranges. Assembly units receive semifinished products from the manufacturing units and assemble products for their local markets. The Innovation Projects and Development Center (IPDC), which is centrally located, researches new application technologies and develops new products. Global Centers of Excellence continue developing the product range they focus on.

Management structure

The Group Management and Interroll management structures are organized by function (Overall Management, Products & Technology, Global Sales & Solutions, Marketing and Finance). The Board of Directors bases its financial management of the Group on both the turnover generated in the product groups and geographic markets as well as on consolidated financial reports. In addition, Group Management assesses the achievement of financial and qualitative targets and other key performance indicators of all subsidiaries.

The Interroll Group has no advisory body.

Board of Directors

ACTIVE CHAIRMAN			
Paul Zumbühl			
LEAD INDEPENDENT DIRECTOR	AUDIT COMMITTEE	REMUNERATION COMMITTEE	OTHER MEMBERS
Markus Asch	Stefano Mercorio Susanne Schreiber	Markus Asch Stefano Mercorio	Ingo Specht Dr. Elena Cortona

Group Management

CHIEF EXECUTIVE OFFICER			
Ingo Steinkrüger			
CHIEF FINANCIAL OFFICER			SENIOR VICE PRESIDENT CORPORATE MARKETING & PEOPLE DEVELOPMENT
Heinz Hössli			Jens Karolyi
EXECUTIVE VICE PRESIDENT GLOBAL SALES & SOLUTIONS			EXECUTIVE VICE PRESIDENT PRODUCTS & TECHNOLOGY
Maurizio Catino			Jens Strüwing
REGIONS			
Executive Vice President Americas		Richard Keely	
Executive Vice President Asia-Pacific		Dr. Ben Xia	

Innovation

The Innovation Projects and Development Center (IPDC) develops new products and platform concepts in close cooperation with the Sales Solution Directors and the Group Management. Moreover, the IPDC is in charge of managing Interroll's patent activities and ensures the protection of its intellectual property.

FUNCTIONAL UNIT	MANAGED BY	COMPANY
Research & Development	Dr. Christian Ripperda	Interroll Innovation GmbH, Baal/Hückelhoven (DE)

Global Centers of Excellence (CoE)

The nine Interroll Centers of Excellence are responsible worldwide for product development, strategic purchasing and the application and development of production technologies for selected product ranges. Furthermore, they produce and supply semifinished goods to Group companies. The global Centers of Excellence of Interroll Group are managed by the following persons:

COUNTRY	FUNCTIONAL UNIT	MANAGED BY	COMPANY
A	Software & Electronics	Andreas Eglseer	Interroll Software & Electronics GmbH, Linz (AT)
CH	Technopolymers	Ingo Specht	Interroll Ltd, Sant'Antonino (CH)
D	Sorters	Steffen Flender	Interroll Automation GmbH, Sinsheim (DE)
D	Conveyors	Jens Strüwing	Interroll Conveyor GmbH, Mosbach (DE)
D	Rollers, RollerDrive	Armin Lindholm	Interroll Engineering GmbH, Wermelskirchen (DE)
D	Industrial Drum Motors	Thomas Baack	Interroll Trommelmotoren GmbH, Baal/Hückelhoven (DE)
DK	Commercial Belt Drives & Conveyors	Andreas Traberg	Interroll Joki A/S, Hvidovre (DK)
F	Dynamic Storage Products	Bertrand Reymond	Interroll SAS, La Roche-sur-Yon (FR)
USA	Belt Curves	Shane Belcher	Interroll Engineering West Inc., Cañon City (US)

Worldwide sales and production companies

Regional Centers of Excellence (RCoE)

Regional Centers of Excellence produce for the EMEA, Americas and Asia-Pacific regions. These centers handle the full product range of the global Centers of Excellence and provide the regional sales and service subsidiaries with finished products and the assembly sites with semifinished products.

Production companies and local assemblies

Guided by the production processes and production technologies of the global Centers of Excellence, local production companies manufacture and assemble specific products from the Interroll product portfolio. They also assemble semifinished products for their local markets.

Sales and service subsidiaries

The sales companies concentrate on specific market and customer segments offering the full range of Interroll products and a 24-hour repair service.

Management of the operational companies

The management of each of the following companies has been delegated to the following persons:

EUROPE, MIDDLE EAST AND AFRICA (EMEA)

FUNCTION	REGION/COUNTRY	MANAGED BY	COMPANY
Sales	Central Europe	Jörg Mandelatz	Interroll Fördertechnik GmbH, Wermelskirchen (DE)
Sales	France	Marc Langlois	Interroll SAS, Saint-Pol-de-Léon (FR)
Sales	Northern Europe	Anders Jørgensen	Interroll Nordic A/S, Hvidovre (DK)
Sales	Great Britain, Ireland	Hilton Campbell	Interroll Ltd., Kettering (GB)
Sales	Iberian peninsula	Carlos Álvarez García-Luján	Interroll España SA, Cerdanyola del Vallès (ES)
Sales	Czech Rep., Balkans, Hungary	Fritz Ratschiller	Interroll CZ s.r.o., Breclav (CZ)
Sales	Poland	Fritz Ratschiller	Interroll Polska sp.z.o.o., Warsaw (PL)
Sales	Turkey, Middle East	Bulent Caliskan	Interroll Lojistik Sistemleri Ticaret Limited, Istanbul (TR)
Sales	Italy	Claudio Carnino	Interroll Italia Srl, Rho (IT)
Sales, assembly	Africa	Kerr Walker	Interroll SA (Proprietary) Ltd., Johannesburg (ZA)
Service	EMEA	Peter Martin	Interroll Automation GmbH, Sinsheim (DE)

AMERICAS

FUNCTION	REGION/COUNTRY	MANAGED BY	COMPANY
RCoE	USA	Adam McCombs	Interroll Corporation, Wilmington/NC (US)
RCoE	USA	Scott Cone	Interroll Atlanta LLC, Hiram/GA (US)
Sales, service	USA	Barry Miller	Interroll USA LLC, Wilmington/NC (US)
Sales, installation, service	Canada	Sean Gravelle	Interroll Canada Ltd., Newmarket/Toronto (CA)
Sales, assembly, service	Brazil, Argentina	Marcos Gaio	Interroll Logística Ltda., Jaguariuna/São Paulo (BR)
Sales, service	Mexico	Antonio Garcia	Interroll Mexico S. de R.L. de C.V., Mexico City (MX)

ASIA-PACIFIC

FUNCTION	REGION/COUNTRY	MANAGED BY	COMPANY
RCoE	Asia-Pacific	Mike Zhang	Interroll (Suzhou) Co. Ltd., Suzhou (CN)
RCoE	Asia-Pacific	M.K. Lo	Interroll Shenzhen Co. Ltd., Shenzhen (CN)
Sales, service	China	Justin Wang	Interroll Holding Management Co. Ltd., Shanghai (CN)
Sales, service	South Korea	Seong Joon Jeong	Interroll Korea Corp., Seoul (KR)
Sales, service	Japan	Yusuke Urabe	Interroll Japan Co. Ltd., Tokyo (JP)
Sales, installation, service	Thailand	Grisorn Nakapong	Interroll (Thailand) Co. Ltd., Panthong (TH)
Sales, service	Singapore, South East Asia	Maurizio Catino a.i.	Interroll (Asia) Pte. Ltd., Singapore (SG)
Sales, assembly, service	Australia	Pat Cieri	Interroll Australia Pty. Ltd., Melbourne (AU)

BOARD OF DIRECTORS

Principles of the election procedure, term of office

The Board of Directors is composed of five to seven members. Since the 2015 Annual General Meeting, the members of the Board of Directors are elected individually for a one-year term. Reelection is permitted. The shareholders Dieter Specht and Bruna Ghisalberty or their direct first-generation descendants are entitled to nominate two representatives (one representative per family) in total, as long as they hold at least 10% each of the share capital.

MEMBERS, PROFESSIONAL BACKGROUND AND VESTED INTERESTS OF THE BOARD OF DIRECTORS



MARKUS ASCH

(born 1971, German, independent)

has a degree in mechanical engineering (Dipl.-Ing.) of the Esslingen University of Applied Sciences and versatile expertise in the areas of technology and service. Since February 2021, he has been CEO of Rittal International and Chairman of the Management Board. Previously, he had been with Kärcher since 1995 and assumed several management positions there, until he was appointed to the management board in 2007. From 2010, Asch served as vice chairman at the Alfred Kärcher SE & Co. KG with headquarters in Winnenden, Germany, and since January 2020 as Chief Technology Officer (CTO). He has been a member of the Board of Directors of Interroll Holding AG since 2020 and currently Lead Independent Director and member of the Remuneration Committee. He holds no other external Board of Directors' mandates.



DR. ELENA CORTONA

(born 1970, Swiss and Italian, independent)

has versatile expertise in the transformation of market requirements into the development and digitalization of products and work processes. She holds a degree in mechanical engineering from the Technical University of Turin in Italy as well as a doctorate in Mechanical Engineering from the ETH Zurich in Switzerland. Since June 2021, she has been Chief Technology Officer (CTO) and member of the Group Executive Committee of the Belimo Group. Since 2017, she was Senior Vice President Digital Transformation in the CTO Division of the Schindler Group with Headquarters in Ebikon, Switzerland, having already held various management positions in the elevator group since 2001. She has been a member of the Board of Directors since 2019. She holds no other external Board of Directors' mandates.



STEFANO MERCORIO

(born 1963, Italian, not independent, representative of the Ghisalberty family)

holds a degree in economics and has diverse expertise in corporate law and finance. He is a legal auditor in Italy and founder and senior partner of the studio Castellini Mercorio & Partners. Since 1987, he has been Dottore Commercialista iscritto al "Albo dei Dottori Commercialisti e degli Esperti contabili di Bergamo." Since 2013, Mercorio has been a member of the Board of Directors of Interroll Holding AG and currently is a member of the Audit Committee and the Remuneration Committee. He holds no other external Board of Directors' mandates.



SUSANNE SCHREIBER

(born 1974, German, independent)

holds the second state law examination in Bavaria and is admitted to practice as a tax advisor in Germany as well as in Switzerland as a lawyer and certified tax expert. She has extensive experience in international mergers and acquisitions (M&A) transactions and international tax law. She joined Bär & Karrer AG in Zurich in 2015 as partner and cohead of the tax department, where she also holds the office of Chairman of the Board of Directors. Previously, she worked for an international law firm in Germany and for KPMG in Zurich, where she headed the Swiss M&A tax department until 2015. Susanne Schreiber has been a member of the Board of Directors since 2021 and is currently a member of the Audit Committee. She holds no other external Board of Directors' mandates.



INGO SPECHT

(born 1964, German, not independent, representative of the Specht family)

holds a degree in industrial management from the Chamber of Industry and Commerce Cologne, Germany. He has extensive expertise in the areas of production strategy, process digitization and quality management. He was the owner and managing director of Luxis in Locarno, Switzerland, and had various senior positions in the areas of Information Technology (IT), Marketing and Business Development of the Interroll Group. In his current activity, he is the Managing Director of Interroll SA. Specht has been a member of the Board of Directors since 2006. He holds no other external Board of Directors' mandates.



PAUL ZUMBÜHL

(born 1957, Swiss, not independent, previously CEO)

holds a degree in engineering (Dipl.-Ing.) from the University of Applied Sciences and Arts in Lucerne, Switzerland. He also holds an MBA degree from the Joint-University Program of the Universities of Boston, Bern and Shanghai and has completed an AMP from the Kellogg Business School of Northwestern University Evanston/Chicago. Furthermore, he holds a degree as a federally certified marketing manager. He has broad expertise in corporate strategy and leadership, innovation, M&A transactions, corporate culture and investor relations. After working for Symalit AG as Sales Manager/ Engineer, he held various management positions and was a Managing Director in the Sarna Group. From 1994 to 1999, he was CEO of Mikron Plastics Technology and a member of the Group Management of the Mikron Group. From January 2000 to April 2021, he was CEO of the Interroll Group. Zumbühl is also Chairman of the Board of Directors of the listed Swiss companies Schlatter Industries AG and Mikron Holding AG. Since May 2021, he has been Chairman of the Board of Directors of Interroll Holding AG in the function of "Active Chairman." The additional function as "Active Chairman" is planned until the Annual General Meeting in May 2023 (see also page 19).

Constitution and committees of the Board of Directors

The Board of Directors consists of the Chairman, the “Lead Independent Director” and the other members. Two standing committees support the Board of Directors in the areas of auditing (Audit Committee) and remuneration policy (Remuneration Committee).

Audit Committee

The Audit Committee receives the audit reports prepared by the local external auditors and by the Group auditor and prepares a report for the Board of Directors. In particular, the Audit Committee ensures that the Group companies are being audited on a regular basis. The Audit Committee mandates the execution of internal audits and reviews the resulting audit reports.

Several times a year, the Audit Committee also commissions a report on audits undertaken and planned as well as on any proposals to improve the audit function. The Audit Committee submits its proposals to the Board of Directors for decision.

Remuneration Committee

The Remuneration Committee submits its proposals for the compensation package of the CEO, the members of Group Management and the Board of Directors to the Board of Directors for decision. At the request of the CEO, it defines the targets for bonus payments at the beginning of the year. The Remuneration Committee is also responsible for establishing the terms of the share ownership scheme. The remuneration scheme is described in the remuneration report on pages 25 to 33 of this Annual Report.

Mandates

Pursuant to § 19 of the Articles of Incorporation (available at: <https://www.interroll.com/company/sustainability/corporate-governance/>) of Interroll Holding AG, a member of the Board of Directors may simultaneously hold a maximum of five further mandates as a member of the supreme management or administrative body of listed legal entities and a maximum of twenty further mandates as a member of the supreme management or administrative body in non-listed legal entities. Mandates in interrelated legal entities which are exercised in the function as a member of the supreme governing or administrative body of a legal entity shall count collectively as one mandate.

Mode of collaboration of the Board of Directors and its committees

The Board of Directors meets as often as business requires, but at least five times per year.

The meetings are convened by the Chairman of the Board of Directors. Each member of the Board of Directors may demand that a meeting be convened, specifying the item on the agenda to be discussed. The CEO participates in the meetings of the Board of Directors. Members of Group Management and other members of management may participate in meetings as required. The Board of Directors did not call in any consultants in the past financial year.

The Board of Directors is deemed quorate if an absolute majority of its members is present in person. Resolutions are adopted on the basis of an absolute majority of votes present. If votes are tied, the Chairman’s vote counts double. All resolutions of the Board of Directors are recorded in the minutes. In 2022, the Board of Directors met seven times for regularly scheduled meetings. All were present for all meetings in the reporting year. The meetings usually take a full day.

Meetings of the Audit Committee and the Remuneration Committee are convened as required and can be called by any member of the respective committee. In year 2022, the Remuneration Committee twice for regularly scheduled meetings. All required members were present for all meetings in the reporting year. The sessions usually last 2–4 hours.

Statutory base for authority regulations

All basic competences and tasks of the governing bodies are defined in the Articles of Incorporation (available at: <https://www.interroll.com/company/sustainability/corporate-governance/>) of Interroll Holding AG. The Articles of Incorporation define in Art. 12 non-transferable and inalienable duties of the Board of Directors to third parties.

Responsibility of the Board of Directors

The Board of Directors is responsible for the Group's strategy and governs the overall management, supervision and control over the operational management of the Interroll Group. The Board of Directors has exercised its statutory authority to delegate management to third parties who need not be shareholders (Group Management).

Management and organizational regulations

Under the organizational regulations, the Board of Directors has delegated the management of ongoing business to the Chief Executive Officer (CEO). The CEO is responsible for the overall management of the Interroll Group and for all matters that do not fall under the purview of another governing body as specified by law, the Articles of Incorporation (available at: <https://www.interroll.com/company/sustainability/corporate-governance/>) or the organizational regulations. In particular, the CEO is responsible for the operational management. Competencies and controls are specified within a set of organizational regulations. The organizational regulations are available at: <https://www.interroll.com/company/sustainability/corporate-governance/>.

Active Chairman of the Board of Directors

The Chairman of the Board of Directors shall serve for two terms, Annual General Meeting (AGM) 2021 to AGM 2023, in an executive function ("Active Chairman"). This is linked to the objective of a thorough, careful introduction of the new CEO and ensuring the seamless, continuous and successful further development of the Interroll Group.

His tasks are:

- Chairing the Annual General Meeting and representing the company externally
- Leading the Board of Directors
- Preparation and supervision of the execution of the resolutions of the Board of Directors
- Audit as well as strategic support with focus on:
 1. long-term projects with strategic focus on digitalization, innovation, marketing and sales and expansion
 2. projects in the area of mergers & acquisitions
 3. investor relations

In both terms of office AGM 2021 to AGM 2023, the Vice Chairman will be replaced by the "Lead Independent Director." The latter is to ensure strict compliance with the corporate governance guidelines and represent the Active Chairman of the Board of Directors in the event of any conflicts of interest.

Reporting to the Board of Directors

At each meeting, the CEO informs the Board of Directors of the course of business, the principal events within the Group and the discharge of duties delegated to the Group Management.

Management Information System

The management information system (MIS) of the Interroll Group consolidates the balance sheet, income statement and cash flow statement, as well as various key figures relating to subsidiaries, on a monthly basis and compares the current figures with those of the previous year and the budget. On the basis of the quarterly financial statements, the budget is assessed in the form of a forecast as to whether it is attainable with regard to each entity and also for the consolidated Group. The financial reports are discussed during the meetings of the Board of Directors.

Internal audit and control instruments

On behalf of the Audit Committee, internal audits are performed annually at selected subsidiary companies. The focal points of the audit are defined according to the risk profile of the respective entity. The reports of the Audit Committee are discussed with local management.

Extraordinary occurrences and decisions of material importance are immediately brought to the attention of the Board of Directors in writing.

GROUP MANAGEMENT

MEMBERS, PROFESSIONAL BACKGROUND AND VESTED INTERESTS OF GROUP MANAGEMENT

**INGO STEINKRÜGER**

(born 1972, German)

*Chief Executive Officer
(CEO)*

holds degrees in mechanical engineering (production technology) and in industrial engineering from the University of applied Science of Cologne. He brings more than 20 years of proven management and technical expertise with a focus on project and product business, automation, engineering, and production technology, and has extensive global sales and service experience in the automotive industry. He began his career in the ThyssenKrupp Group in 2000 at Johann A. Krause Maschinenfabrik GmbH in Bremen as a sales/project engineer. After holding several successful management positions in project management, business development, and global key account management, Ingo Steinkrüger took over overall responsibility for Global Sales & Service as vice president. From mid-2016, Steinkrüger led the same standalone business unit ThyssenKrupp System Engineering as CEO. Since May 2021, Ingo Steinkrüger leads the Interroll Group as Chief Executive Officer (CEO). He holds no Board of Directors' mandates.

**HEINZ HÖSSLI**

(born 1969, Swiss)

*Chief Financial Officer
(CFO)*

graduated as Certified Public Accountant (CPA) from EXPERTsuisse, Zurich, Switzerland, and holds a Global Executive MBA from Duke's Fuqua School of Business in Durham, United States, with recognition as a Fuqua Scholar. His previous roles included Chief Financial Officer/Vice President Advanced Materials (since 2012) at Bühler Group as well as Vice President Finance & Controlling Advanced Materials and Chief Financial Officer (CFO) of the Business Area Die Casting (from 2009 to 2011). From 2002 to 2009, Mr. Hössli held a number of leadership roles as CFO of Bühler subsidiaries and spent eight years in the United States and Mexico. Before joining Bühler in 1999 as Internal Group Auditor, he worked as Auditor for Ernst & Young, Zurich. In April 2020, he joined the Interroll Group as Chief Financial Officer (CFO). He holds no Board of Directors' mandates.

**JENS STRÜWING**

(born 1969, German)

*Executive Vice President
Products & Technology*

graduated in production technology (production systems and materials handling) from Karlsruhe University, Germany (master's degree, Dipl. Ing). In his role as Director of Global Operations at Mahle Aftermarket GmbH, he was responsible for the operations of 18 production and logistics sites globally as well as for Mahle Consulting. Previous to this, Strüwing was responsible for the planning of logistical processes as well as standardization and automation of production processes at Mahle GmbH's pistons and engine components product line. This followed various senior management positions with focus on logistics and production at the Daimler Group and at Fairchild Dornier GmbH. In 2018, he joined Interroll Group as Executive Vice President Products & Technology and member of Group Management. He holds no Board of Directors' mandates.



MAURIZIO CATINO

(born 1976, Italian)

*Executive Vice President
Global Sales & Solutions*

graduated in Electronic engineering at the Politecnico of Turin in 2002. He looks back on several years of experience in the automotive business, starting in the FCA group where he was involved in different projects related to cost analysis and production optimization. Catino started his “sales career” afterwards in the automation business as global key account manager for big automotive end users for a Japanese company. In 2013, he joined the Interroll Group and opened successfully the new Italian branch as General Manager followed by the position of Global Industry Manager for the automotive and tire market. From 2018, Catino held the position of Senior Director Global Sales & Services. In July 2020, he took over the role of Executive Vice President Global Sales & Solutions and member of Group Management. He holds no Board of Directors’ mandates.



JENS KAROLYI

(born 1970, German)

*Senior Vice President
Corporate Marketing &
People Development*

studied business administration at the Universities of Bamberg and Giessen, Germany. He started his career with Ericsson where he held various management positions in Marketing, Branding and Communications and was based in Stockholm, Zurich and Düsseldorf. In 2007, he was promoted to Vice President Marketing & Communications Northern Europe. In 2011, he joined Interroll Group as Vice President Corporate Marketing and member of the Interroll Group Management. In February 2015, he took over additional responsibilities as Senior Vice President Corporate Marketing & Culture, and in 2020 as Senior Vice President Corporate Marketing & People Development. He also heads the Interroll Academy. He holds no Board of Directors’ mandates.



DR. BEN XIA

(born 1966, Chinese)

*Executive Vice President
Asia-Pacific*

graduated with a Bachelor of Science degree in electrical engineering from Shanghai Jiaotong University, China. After that, he studied electrical machinery at the Moscow Power Engineering Institute, Russia, and holds a PhD in electrical engineering (Dr.-Ing.). He also passed the Advanced Management Program for Senior Executives at the China Europe International Business School (CEIBS) in Shanghai, China. After working for Pirelli Cables Asia-Pacific as Marketing Manager, he held positions as General Manager of Shanghai Citel Electronics Co. Ltd. and Managing Director of Vanderlande Industries North Asia. In 2013, he joined the Interroll Group as Executive Vice President Asia-Pacific and is a member of Interroll Group Management. He holds no Board of Directors’ mandates.



RICHARD KEELY

(born 1972, American)

*Executive Vice President
Americas*

majoring in Industrial Engineering at North Carolina State University and completed the AMP program at Harvard Business School. He has more than 20 years of manufacturing experience in operations and consulting. He began his career in the automotive industry and later transitioned to strategic consulting. He joined the Interroll team in 2006 as Vice President of Manufacturing/General Manager for Interroll Wilmington. In 2011, he was promoted to Senior Vice President of Operations for the Americas. In 2018, he joined Interroll Group as Executive Vice President Americas and is a member of Interroll Group Management. He holds no Board of Directors’ mandates.

Mandates

Pursuant to § 19 of the Articles of Incorporation (available at: <https://www.interroll.com/company/sustainability/corporate-governance/>) of Interroll Holding AG, a member of the Group Management may simultaneously hold a maximum of two further mandates as a member of the supreme management or administrative body of listed legal entities and a maximum of five further mandates as a member of the supreme management or administrative body in non-listed legal entities. These mandates require the approval of the Board of Directors. Mandates in interrelated legal entities which are exercised in the function as a member of the supreme management and administrative body of a legal entity shall count collectively as one mandate.

REMUNERATION, PARTICIPATIONS AND LOANS

Details of the principles of the compensation system, the compensation granted, shareholdings and loans to current and former members of the Board of Directors and the Group Management can be found in the Remuneration Report on pages 25 to 33 and in the Notes to the Consolidated Financial Statements on page 80 of this Annual Report.

SHAREHOLDERS' PARTICIPATION RIGHTS

Representation and restriction of voting rights

The governing shareholders' participation rights comply with the statutory provisions of the Swiss Code of Obligations. Voting rights may only be exercised if the shareholder is entered in the share register of Interroll Holding AG as a shareholder with voting rights. Shares held in treasury by the Company do not carry voting rights. Irrespective of the share capital ownership, no shareholder or beneficial owner of shares – through own or represented shares - may directly or indirectly exercise more than 5% of the total votes. Individual nominees are, however, entitled to exercise more than 5% of the total number of votes if they disclose the identity of the beneficiaries they represent and if the respective beneficiaries as a whole do not exercise more than 5% of the voting rights. This restriction of

voting rights does not apply to the founding families, insofar as the individual families hold at least 10% of the share capital. A cancellation of the statutory voting right restrictions requires a resolution of the General Meeting of Shareholders with a majority of at least two thirds of the votes represented and an absolute majority of the nominal share value represented. Shareholders may be represented by a third party. Representatives must identify themselves by means of a written power of attorney. Furthermore, shareholders may issue powers of attorney and instructions to the independent proxy in writing or electronically.

Information on restrictions on transferability and nominee registrations is provided in Chapter 3 ("Capital structure") on page 12 of the Corporate Governance Report of the Interroll Group.

Statutory quorum

Subject to contrary statutory or legal provisions, the Annual General Meeting is quorate irrespective of the number of shareholders present and the shares represented by proxy.

Convocation of the Annual General Meeting

The invitation to the Annual General Meeting is issued at least 20 days prior to the AGM. In addition, the Board of Directors sends out a letter of invitation to the shareholders entered in the share register.

Agenda and registration in the share register

The invitation to the Annual General Meeting has to include all items on the agenda as well as all motions put forward by the Board of Directors and, if applicable, by the shareholders who have called for a General Meeting or the inclusion of an item on the agenda. No resolutions shall be passed on motions relating to items that have not been announced in the requisite manner, with the exception of those motions relating to the convocation of an Extraordinary General Meeting or the execution of a special audit. No entries are made into the share register less than ten days prior to an Annual General Meeting up to the day subsequent to the AGM.

CHANGE OF CONTROL AND DEFENSIVE MEASURES

Obligation to make an offer

There are no statutory regulations regarding opting up and opting out.

Change in control clauses

There are no agreements for severance pay, other agreements and plans in the event of a change in control or upon termination of a contract of employment.

AUDITORS

Duration of the mandate and term of office of the lead auditor

By decision of the Annual General Meeting of May 13, 2022, Interroll Holding AG has appointed PricewaterhouseCoopers (PwC) as auditors for another term of one year as its auditing company. PwC has been the Group Auditor of the Interroll Group since 2011. Gerhard Siegrist is the lead auditor with audit responsibility since the financial year 2019.

Audit fees

The audit fees charged by PwC for the audit of fiscal year 2022 amounted to CHF 0.7 million. The audit fees charged by PwC in 2021 amounted to CHF 0.6 million. In both the 2022 financial year and the previous year, PwC charged CHF 0.0 million for consultancy services.

Supervisory and control instruments pertaining to the audit

The Audit Committee is responsible for evaluating the external audit. The external auditors prepare an audit report to be submitted to the Board of Directors. At least two consultations are held each year between the external auditors and the Audit Committee. Material findings for each entity as well as for the consolidated accounts are presented in the “Detailed report to the Audit Committee and to the Board of Directors for the year ended December 31, 2022” that is discussed in detail.

INFORMATION POLICY

Contact

Interroll maintains an active, open, timely, transparent and simultaneous information policy towards all stakeholders. To ensure this, the Group CEO and the Group CFO are available as direct contacts. Contact can be established at any time via investor.relations@interroll.com.

At <https://www.interroll.com/investor-relations/news-service/>, interested persons can subscribe to a mailing list in order to receive, for example, ad hoc announcements or further company information. All published media releases of the Interroll Group of the last years are available at <https://www.interroll.com/investor-relations/ad-hoc-press-releases/>.

Headquarters:

Interroll Holding AG
Via Gorelle 3
6592 Sant'Antonino
Switzerland
<https://www.interroll.com>

Reports on the course of business

The Interroll Group publishes comprehensive financial reports twice a year: for the first half and for the financial year as a whole. In addition to the financial results that are presented in accordance with IFRS, shareholders and financial markets are regularly informed of significant changes and developments.

Source of information

Half-year and annual reports, as well as the first sustainability report, can also be downloaded as PDF documents from <https://www.interroll.com/investor-relations/reports-and-publications/>. Since 2021, Interroll also offers online versions of its reports at <https://www.interroll.com/annual-report/en/home.html>. Shareholders recorded in the share register may request the annual report in printed form and register for automatic delivery of the Annual Report with the Investor Relations department investor.relations@interroll.com. The financial calendar can be accessed at <https://www.interroll.com/investor-relations/financial-calendar/>.

QUIET PERIODS

The general trading blackout periods are from January 2 until the publication of the annual report and from July 1 until the publication of the half-year report. In the reporting year 2022, the trading blackout periods lasted from January 7 to March 17, 2022, inclusive, and from June 23 to August 1, 2022, inclusive.

The deadlines for the trading blackout periods were communicated to the addressees via e-mail. In this context, the addressees were also informed that insider information must be treated as strictly confidential and must not be disclosed to non-insiders (including family members), either inside or outside Interroll. It was also pointed out that trading recommendations are not permitted and that non-insiders who act on the basis of insider information (“tipsters”) may be subject to criminal prosecution.

The addressees of the trading blackout periods included all members of the Board of Directors and Group Management, all Corporate Finance employees worldwide, and the Investor Relations department.