

REMUNERATION REPORT

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The remuneration report provides information on the principles of the remuneration policy, the management process and the remuneration of the Board of Directors of Interroll Holding AG (hereinafter referred to as the Board of Directors) and the Group Management of Interroll Holding AG and its subsidiaries (hereinafter referred to as the Interroll Group). It complies with Art. 734 ff. of the Swiss Code of Obligations (CO), the Directive on Information on Corporate Governance of the SIX Swiss Exchange and the principles of the “Swiss Code of Best Practice for Corporate Governance” from Economiesuisse. This remuneration report 2023 has been further improved in terms of transparency and comprehensibility. The aim of transparency is to ensure the best possible comprehensibility for the reader.

BASIC PRINCIPLES OF REMUNERATION

A fair and transparent remuneration system should contribute to the sustainable development and safeguarding of the Interroll Group's business success and be in line with the strategic objectives adopted by the Board of Directors. The Interroll Group's remuneration system is in line with the corporate strategy and is designed to reward short- and long-term targets appropriately and in a comprehensible manner. Interroll should be able to attract, develop, train and retain the best people in its field and in the industry.

The Interroll Group's remuneration policy is based on the following principles:

- The remuneration of the Board of Directors comprises exclusively a fixed remuneration in cash. This ensures the independence of the Board in its supervision of the Group Management.
- The ratio between fixed and variable remuneration for members of the Group Management should be reasonable, balanced and transparent. In order to ensure the continued success of the company, the individual's willingness to take risks in particular should not be influenced in a way that is contrary to the medium and long-term interests of the company.
- Both, the responsibility to make a concrete individual contribution to the company's success as well as the individual burden of the respective function must be duly reflected in the remuneration, also with regard to the competitiveness of the remuneration.
- Share programs as a remuneration component of the Group Management should reward the achievement of long-term Group targets in the interests of shareholders and to reward long-term entrepreneurial performance.

The Board of Directors is responsible for the principles of the remuneration policy and for the management process and is supported in this by the Remuneration and Nomination Committee. The Board of Directors decides on the remuneration of the Board of Directors and the Group Management and submits these proposals to the Annual General Meeting (hereinafter also referred to as the AGM) for approval.

In accordance with the Articles of Incorporation of Interroll Holding AG, the Remuneration and Nomination Committee consists of two or more members of the Board of Directors, each of whom is elected individually by the AGM for a term of office until the conclusion of the next AGM.

The Remuneration and Nomination Committee prepares all proposals and decision-making bases for the remuneration of the Board of Directors and Group Management for the attention of the Board of Directors in accordance with Articles of Incorporation Art. 23^{bis} (Remuneration Committee). Its main tasks include:

- Proposal and regular review of the remuneration policy of the Interroll Group
- Proposal and draft of the remuneration regulations for the Board of Directors and the Group Management
- Proposal and determination of the remuneration principles for the next financial year
- Proposal on the remuneration of the members of the Board of Directors
- Proposal on the remuneration of the CEO and of the other members of the Group Management
- Proposal on the terms of employment, significant changes to existing employment contracts of the Group Management and on other strategic personnel decisions

For information on the number of and attendance at regularly scheduled meetings of the Remuneration and Nomination Committee in the financial year 2023, see page 19 of the Corporate Governance Report 2023 of the Interroll Group.

At the Annual General Meeting of Interroll Holding AG on May 3, 2024, the Board of Directors will propose for approval the maximum possible total remuneration of the Board of Directors for the period until the Annual General Meeting 2025 and the maximum possible total remuneration of the Group Management for the financial year 2024. The voting modalities for approving the remuneration of the Board of Directors and the Group Management are set out in the Articles of Incorporation under Art. 12^{bis} (Remuneration of the Board of Directors and the Group Management). The Articles of Incorporation are under <https://www.interroll.com/company/about-interroll/corporate-governance/>.

Overview of responsibilities of the Remuneration and Nomination Committee, Board of Directors and Annual General Meeting

Stages of authorization	Recommendation	Review	Authorization
Principles of remuneration (Articles of Incorporation)	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Detailed remuneration model (remuneration regulations)	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Maximum total remuneration of the Board of Directors	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Individual remuneration for members of the Board of Directors	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Maximum total remuneration of Group Management	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Remuneration of the CEO	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Individual remuneration for all other members of Group Management	CEO	Remuneration & Nomination Committee	Board of Directors

REMUNERATION OF THE BOARD OF DIRECTORS

Remuneration model and determination of the remuneration

The members of the Board of Directors receive exclusively a fixed, task-related remuneration in cash and no variable component. In this way, the Interroll Group ensures the independence of the Board of Directors in the supervision of the Group Management. Remuneration is based on the workload and the high level of responsibility of the Board of Directors.

The annual remuneration paid to the members of the Board of Directors of Interroll Holding AG covers all mandates held at Interroll Holding AG and directly or indirectly controlled Group companies.

The Board of Directors determines annually for the period until the next AGM, subject to approval by the AGM, the fixed remuneration of the members of the Board of Directors on the basis of Art. 22^{bis} (total remuneration of the Board of Directors and the Group Management) of the Articles of Incorporation, and at any time at the request of the Remuneration and Nomination Committee. All social security contributions are paid by Interroll Holding AG.

The duration of the contracts underlying the remuneration of members of the Board of Directors may not exceed the term of office.

The members of the Board of Directors and their related parties do not hold any options to subscribe to shares of Interroll Holding AG.

TOTAL REMUNERATION FOR THE 2023 TERM OF OFFICE (AUDITED)

The remuneration of the members of the Board of Directors is disclosed in accordance with 734a CO as follows:

in thousand CHF		Bar	Shares / Options	Pension benefits	Other Services remuneration	Total
Paul Zumbühl						
2023	P	340				340
2022	AP	692				692
Markus Asch						
2023	VP, VRC	150		25		175
2022	LD, VRC	135		22		157
Dr. Elena Cortona						
2023		100		16		116
2022		90		15		105
Stefano Mercorio						
2023	RC, AC	120		24		144
2022	RC, AC	110		22		132
Susanne Schreiber						
2023	VAC	110		18		128
2022	VAC	100		16		116
Ingo Specht**						
2023		100		16		116
2022		90		15		105
Total Board of Directors						
2023		920		99		1,019
2022		1,217		90		1,307

AP: Active Chairman of the BoD; P: Chairman of the BoD; LD: Lead Independent Director; VP: Vice Chairman of the BoD; VAC: Chair of the Audit Committee; AC: Audit Committee; VRC: Chair of the Remuneration and Nomination Committee; RC: Remuneration and Nomination Committee.

* Pension benefits include contributions to AHV/IV on both sides.

** In addition to remuneration as a member of the Board of Directors, Ingo Specht receives remuneration as Managing Director of Interroll SA as follows: 2023 (2022) Cash 321 (338), pension benefits 146 (150), other benefits 8 (8), total 475 (496)

2022 = term of office from the 2022 AGM to the 2023 AGM; 2023 = term of office from the 2023 AGM to the 2024 AGM

Assessment of the total remuneration for the 2023 term of office

The total remuneration of CHF 1,019,000 (previous year CHF 1,307,000) for the Board of Directors from the 2023 AGM to the 2024 AGM is below the total amount of CHF 1,100,000 approved at the 2023 Annual General Meeting. In the 2023 term of office (AGM 2023 to AGM 2024), the Chairman of the Board of Directors holds office without the additional duties as “Active Chairman”, which was limited to 2 years (term of office from the AGM 2021 to the AGM 2023), so that his fee was reduced to a regular level of approx. half. After 6 years of unchanged fees, the other members of the Board of Directors also received an increase totaling CHF 55,000. p.a. (per member an increase in the fee of CHF 10,000 and for the Vice President by CHF 15,000; plus pension benefits).

Outlook for the total remuneration for the 2024 term of office

At the Annual General Meeting on May 3, 2024 the Board of Directors will propose a maximum total remuneration of CHF 1,100,000 for the term of office until the next Annual General Meeting in 2025 (previous year CHF 1,100,000). The maximum total remuneration for the BoD proposed at the Annual General Meeting on May 3, 2024 therefore remains unchanged compared to the previous year.

Other remuneration (audited) and further information

The members of the BoD do not receive any payments in cash or in kind or other remuneration, such as commissions for the acquisition or transfer of companies or parts thereof.

Severance payments to members of the BoD are inadmissible, whereby remuneration that is owed until the end of the contractual relationship is not considered severance pay.

With the exception of compensation for actual travel expenses, members of the BoD do not receive any lump-sum compensation for business expenses.

Loans and credits (audited)

The terms and conditions for any loans and credits to the members of the BoD are set out in the Articles of Incorporation under Art. 22^{bis} (Total remuneration of the Board of Directors and the Group Management).

In the reporting years 2023 and 2022, the Group companies of the Interroll Group have neither granted loans to the members of the BoD, nor were any outstanding at December 31, 2023.

Remuneration, loans and credit to related parties of the Board of Directors (audited)

The companies of the Interroll Group have neither directly nor indirectly paid non-market remuneration to persons related to current or former members of the Board of Directors in the reporting years 2023 and 2022, nor were any outstanding at December 31, 2023.

Activities at other companies (audited)

The number of activities of the members of the BoD in other companies within the meaning of Art. 626 para. 2 No. 1 of the Swiss Code of Obligations during the financial year 2023 are disclosed below:

	Company	Board	Function
Paul Zumbühl	Schlatter Industries AG (stock listed)	Board of Directors	President (until 06.05.25)
	Mikron Holding AG (stock listed)	Board of Directors	President
	Zumbühl Management AG	Board of Directors	Member of the Board of Directors
Markus Asch	Rittal International Stiftung & Co. KG und Rittal GmbH & Co. KG	Group Management	Chief Executive Officer
	Condividi GmbH & Co. KG	Management	Managing Partner
	Valorata GmbH	Management	Managing Partner
Dr. Elena Cortona	Belimo Holding AG	Konzernleitung	Chief Technology Officer
	Innosuisse	Innovation Council	Member of the Innovation Council
Stefano Mercorio	Mercorio Maiocco Valentini & Partners	Partner	Founding Partner
	Fondazione Italiana per la Ricerca in Reumatologia – FIRA ETS	Board of Directors	Member of the Board of Directors
	Susanne Schreiber	Bär & Karrer AG	Board of Directors
Ingo Specht	TiTop Sagl	Management	Managing Director

The provisions of Art. 24 (External mandates) of the Articles of Incorporation are complied with.

Participation rights and options on such Rights of the Board of Directors

At December 31, 2023, the members of the Board of Directors including their related parties, each held the following participation rights in Interroll Holding AG (at December 31, 2023, these persons did not hold any options to subscribe to such rights):

	Shares per 31.12.		Share of voting rights in % as of 31.12. (rounded)	
	2023	2022	2023	2022
Paul Zumbühl Chairman	22,565	22,565	2.76	2.84
Markus Asch Vice Chairman	–	–	–	–
Dr. Elena Cortona Member	15	15	0.00	0.00
Stefano Mercorio Member	–	–	–	–
Susanne Schreiber Member	15	15	0.00	0.00
Ingo Specht Member	42,100	52,000	5.16	6.56
Total	64,695	74,595	7.92	9.40

REMUNERATION OF THE GROUP MANAGEMENT

Remuneration model and determination of the total compensation

Each member of the Group Management has an individual remuneration agreement, which is based on the following criteria for determining remuneration and the conditions of the market for top managers (industry) in the respective country. The total remuneration plan consists of fixed remuneration and variable remuneration, consisting of cash remuneration (Short-Term incentive (STI)) and long-term remuneration in shares with a vesting period of at least 4 years (Long-Term Incentive, LTI).

The projected total remuneration may be undercut or exceeded depending on performance and business development. In its actions, the Group Management should at all times focus on long-term and sustainable value creation and not on maximizing profits in the short term.

The total remuneration of the members of the Group Management and in particular the CEO are composed in line with this objective.

The actual total remuneration is determined on the basis of the following main criteria:

- Professional and market-related experience
- Complexity of the area of responsibility
- Global responsibility of the function
- Personal and specific performance contribution to long-term strategic development and value enhancement of the Interroll Group

The Interroll Group consults external consultants on a case-by-case basis when structuring and determining remuneration. When new appointments are made to Group Management, market comparisons for top management positions (industry) are carried out with the respective recruitment consultants and consulted to determine remuneration.

In addition, regular comparisons are made on the basis of detailed salary studies, e.g. Kienbaum or Mercer salary study for top managers (industry). The next comparison will take place in 2024. The reference group used are primarily comparable companies in the manufacturing industry and production. In principle, such comparisons are based on a median positioning and adjustments are made where necessary.

Overview of the remuneration model for the Group Management: composition of total remuneration

Definition	Instrument	Purpose
Fixed remuneration	Monthly cash payments	Remuneration for performance of the function and all qualifications required to perform the role
Variable remuneration (Short-Term Incentive, STI)	Annual cash payment	Remuneration for the achievement of financial and individual targets in the reporting year
Long-term share participation (Long-Term Incentive, LTI)	Annual share allocation with multi-year vesting period	Promoting sustainable results and a longterm focus for stakeholders' interests
Social security contributions and fringe benefits	Retirement provision, insurance and non-monetary benefits	Protection against risks and coverage of business expenses (vehicle)

When determining the total annual remuneration, all remuneration paid by all Group companies of the Interroll Group to the members of the Group Management are taken into account. Regardless whether global or local activities for one or more Group companies of the Interroll Group in Switzerland and abroad (on the basis of separate contract of employment) of a member of the Group Management are compensated.

The Board of Directors determines the total remuneration of the Group Management annually on the basis of the Articles of Incorporation under Art. 22^{bis} (Total remuneration of the Board of Directors and the Group Management) and at the request of the Remuneration and Nomination Committee, since 2015 subject to approval by the AGM. The remuneration of the CEO is determined by the Remuneration and Nomination Committee. The total remuneration of the other members of the Group Management are proposed by the CEO and submitted to the Remuneration and Nomination Committee annually for approval by the Board of Directors. At the Annual General Meeting of Interroll Holding AG on May 3, 2024, the Board of Directors will set the maximum possible remuneration of the Group Management for the financial year 2024 for approval.

Fixed remuneration

The amount of the fixed remuneration is determined contractually and usually remains unchanged for 3 to 5 years for the same function. Adjustments may be made on the basis of individual performance and in the event of any changes to the area of responsibility.

Variable remuneration

In accordance with Art. 22^{bis} of the Articles of Incorporation, the variable remuneration of Articles of Incorporation may not exceed 60 percent of the total remuneration (or 150 percent of the fixed remuneration).

In the case of the CEO, the variable remuneration amounts to approx. 60 percent of the fixed remuneration (with a maximum of approx. 100 percent and a minimum of 0 percent). For operational management functions, and central holding functions the plan value of the variable remuneration is approx. 30 percent of the fixed remuneration (with a maximum of approximately 50 percent and a minimum of 0 percent). The maximum is a theoretical cap and not a planned target figure. See also page 32 (Overview: Weighting of variable remuneration in relation to fixed remuneration).

The basis for calculating the variable remuneration is on the one hand the measurable sustainable financial success (of the Interroll Group or a part of it) and on the other hand annual individual targets, which must be measurable and of high strategic relevance. The weighting of the "financial success" component of the variable remuneration for the CEO and the operational and central holding functions is approx. 70 percent.

Overview: Weighting of variable remuneration in relation to fixed remuneration:

Function of the Group Management	Variable remuneration in relation to fixed remuneration			Share of component "Financial success" component of the variable remuneration	Share of component "Individual targets" component of the variable remuneration
	Min.	Plan	Max. ³⁾		
Group CEO	0%	approx. 60%	approx. 100%	approx. 70%	approx. 30%
Executive VP ¹⁾	0%	approx. 30%	approx. 50%	approx. 70%	approx. 30%
Corporate VP ²⁾	0%	approx. 30%	approx. 50%	approx. 70%	approx. 30%

¹⁾ Executive Vice President (EVP): operational management function

²⁾ Corporate Vice President (CVP): central holding function (i.e. Corp. Finance, Corp. Marketing)

³⁾ Max. theoretical value for capping; no planned target to be achieved

"Financial performance" component of the variable remuneration:

The financial performance of the company for the calculation of the financial success component of variable remuneration balances the amount and quality of success achieved. For this purpose, the amount of the operating profit achieved in the financial year (EBIT) is multiplied by a predefined percentage. The determination of the amount of this percentage is derived from the plan remuneration and plan EBIT. In a second step, the quality of the success is taken into account by multiplying the resulting remuneration by the achievement of financial performance parameters in comparison to a predefined benchmark defined for 3 years. This benchmark includes two perspectives: on one hand, the relative positioning compared to companies with a solid market position and comparable size within the relevant industry (material handling in Europe/USA, Asia) and, on the other hand, individual ambitious, longer-term financial performance targets.

Depending on the strategic position of the company or function of the individual members of the Group Management, individual performance parameters for the performance assessment are weighted differently or not taken into account.

The table below illustrates the performance measurement:

Overview of the calculation of the "financial performance" component of variable remuneration (STI)

	Performance parameters (financial year)	Importance
Level of success	Operating profit (x % EBIT)	Earning power
Quality of success	Operating profit margin (EBIT %)	Profitability
	Sales growth (% from PY)	Market position, innovation
	Gross margin (% Sales)	Price strength, procurement strength
	Return on capital (ROIC)	Management of current and fixed assets

"Individual targets" component of variable remuneration:

For the individual targets component, three to a maximum of five individual and measurable targets are agreed every year, with either the same or different weighting. These targets must make an important contribution to the current or long-term success of the Group or parts thereof. These also include sustainability targets such as reduction of CO₂ emissions and other targets in accordance with environmental, social, and governance (ESG) requirements. The annual targets in accordance with the ESG sustainability requirements to be adopted by the Board of Directors will amount to approximately 30% to 50% of the individual targets from the 2022 financial year onward. The ESG sustainability targets are based on the ESG Roadmap presented at the Annual General Meeting on May 13, 2022.

For the Group Management, the Board of Directors sets overall targets for the CEO, who in turn sets individual targets derived from this for the members of the Group Management.

The individual targets concern, for example,

- the development and market launch of new products
- the development of new markets and customer segments
- the successful integration of an acquisition
- the reduction of harmful emissions in accordance with specific ESG target or respective KPIs
- specific employee development programs in accordance with targets, qualifications and further training as part of a long-term oriented organizational and personnel development.

The Remuneration and Nomination Committee may decide in favor of a Group Management member to deviate from agreements in regards to variable remuneration, if the lack of target achievement is a result of external factors. There were no deviations in the current reporting year.

Variable remuneration: cash component (Short-Term Incentive, STI) and share participation (Long-Term Incentive, LTI)

In line with Art.22^{bis} (total remuneration the Board of Directors and Group Management) of the Articles of Incorporation, the Group Management may be allocated shares with multi-year vesting periods as part of the total remuneration.

Through its commitment and influence, the Group Management should participate in the value creation of the Interroll Group in the long term, while also assuming the entrepreneurial risk as a shareholder (and equity

co-owner) and identify themselves with the values of the Interroll Group.

Share plan for the Group Management:

The share plan for the Group Management was introduced as a long-term remuneration component with the reorganization of the Group structure in 2011. The members of the Group Management receive a number of shares as a long-term component of remuneration. The proportion is to be drawn with minimum 20 percent and maximum 100 percent of the variable remuneration. The individual share to be drawn by each member of the Group Management needs to be communicated latest by December 15 of the current financial year, if not 20 percent will be allocated. These shares are blocked for a period of 4 years. The portion of the variable compensation of not allocated share amounts will be compensated in cash.

Allocation modalities:

The relevant conversion price for the number of shares is the respective stock market price on 31.12. of the current financial year, less the deduction permitted for tax purposes for the duration of the blocking period. The allocation takes place in the first quarter of the new financial year after the audited results of the past financial year are available.

Total remuneration for the financial year 2023 (audited)

The remuneration of the members of the Group Management is determined in accordance with Art. 734 ff. of the Swiss Code of Obligations, the Directive on Information relating to Corporate Governance of the SIX Swiss Exchange and the principles of the from the “Swiss Code of Best Practice for Corporate Governance” from Economiesuisse as follows:

in thousand CHF	Remuneration (net)					Total Remuneration
	Fix	Variable: Cash (STI) ¹⁾	Variable: Shares (LTI) ^{2/3)}	Pension benefits ⁴⁾	Other Services	
CEO (highest amount)						
2023	474	126	77	280	31	988
2022	460	226	31	288	31	1,036
Other Group Management						
2023	1,523	355	431	483	143	2,935
2022	1,332	320	421	458	151	2,682
Total Group Management						
2023	1,997	481	508	763	174	3,923
2022	1,792	546	452	746	182	3,718

1) The difference between the provision recognized in the previous year and the bonuses actually paid is offset against the planned variable remuneration in the reporting year.

2) For the reporting year, no options on participation rights in Interroll Holding AG were issued to members of the Group Management.

3) For the reporting year, a total of 211 treasury shares were allocated to senior employees as part of bonus plans (previous year: 189 treasury shares) with a restriction period of four years (from the date of allocation). The share-based compensation corresponds to the tax value.

4) Pension benefits include employee and employer contributions to AHV/IV and the pension plan.

Explanation of the calculation method

The calculation method according to IFRS differs in two points from the calculation of the remuneration of the Board of Directors and the Group Management in accordance with the Swiss Code of Obligations 734a ff:

- Compensation for company vehicles is calculated in accordance with IFRS on the basis of the expenses recognized in the financial statements, including depreciation/lease installments. According to the Swiss Code of Obligation, monthly 0.9% of the acquisition value of the vehicles is calculated.
- In accordance with IFRS, share-based payments are calculated at market value on the date of allocation. Under the Swiss Code of Obligations, shares are valued at tax value, which is derived from the market value. As a result of the vesting period granted, the tax value is reduced compared to the market value, depending on the defined blocking period.
- The difference of CHF 0.153 million (previous year: CHF 0.130 million) related to business vehicles CHF 0.020 million (previous year: CHF 0.011 million) and share-based remuneration of CHF 0.133 million (previous year: CHF 0.119 million).

Assessment of the total remuneration for the financial year 2023

The total remuneration paid to the Group Management in the past year, in line with the financial and individual targets achieved, at CHF 3.92 million was higher than of previous year (CHF 3.72 million) and lower than the maximum total remuneration of CHF 4.8 million, approved at the Annual General Meeting 2023.

The total remuneration paid for the Group Management in 2023, based on the calculated target achievement in accordance with the calculation methodology described, was 93% (previous year 92%) of the total plan remuneration. Postponed projects and less customer demand due to the difficult economic environment and the destocking of important customers prevented the exceeding of the planned total remuneration. The value of the share component of the total remuneration 2023 amounted to 12% (previous year 16%).

The variable remuneration for the Group Management amounted to 31% (previous year: 28%) of fixed remuneration with a plan value of 40%. Compared to the total remuneration, it amounted to 23% (previous year 22%) with a planned value of 29%. The amount of the variable remuneration for the Group Management was below previous year and below plan and reflects the fact that the plan figures were not fully achieved for the target values. In particular, the targets in terms of sales were not achieved.

Outlook for the total remuneration for the financial year 2024

A maximum possible total remuneration of CHF 4.6 million (previous year CHF 4.8 million) will be proposed to the Annual General Meeting on May 3, 2024 for approval. As in previous years, the total remuneration includes a reserve for contingencies and currency fluctuations and assumes that the targets set will be significantly exceeded. The mentioned reserve also takes into account any additional remuneration in connection with new appointments of members of the Group Management after May 3, 2024. The application of Art. 12^{bis} para. 3 (additional amount) of the Articles of Incorporation is reserved irrespective of this. The total remuneration actually paid out is generally lower than the maximum approved at the Annual General Meeting, as the amount of variable remuneration 2024 and its payment is based on the targets actually achieved in 2024. The fixed remuneration 2024 was adjusted for two members of the Group Management.

Other remuneration (audited) and further information

The expense and pension fund regulations are derived from the applicable local terms and conditions of employment and the corresponding legal and customary market conditions in the countries concerned, in particular Germany, the USA, China and Switzerland, and correspond to the provisions of Art. 22^{bis} (Total remuneration of the Board of Directors and the Group Management) of the Articles of Incorporation. Outside of the total remuneration of the Group Management shown in the table, only actual travel expenses, after the submission of receipts and in accordance with the travel expense regulations applicable to the members of the Group Management are reimbursed. Any lump-sum expenses are part of the remuneration and are therefore included in the total remuneration table.

In Switzerland, the member of the Group Management pays one third of the savings portion of the pension fund, the rest is paid by the employer.

The members of the Group Management are entitled to a company car and a cell phone for business and private purpose or a corresponding monthly lump sum is paid. The maximum limits for the company car are regulated internally. The company car is included in the total remuneration under "Other benefits."

No further payments in cash or in kind or other remuneration, such as commissions for the acquisition or transfer of companies or parts thereof, are paid to members of the Group Management.

Severance payments to members of the Group Management are not permitted, whereby remuneration that is owed until the termination of the contractual terms is not considered as severance pay.

The notice periods for members of the Group Management are between 6 and 9 months and thus correspond to Art. 25 (employment and mandate contracts) of the Articles of Incorporation. There are no fixed-term employment contracts with members of the Group Management.

Loans and credits (audited)

The terms and conditions for any loans or credits to the members of the Group Management are set out in Art. 22^{bis} (Total remuneration of the Board of Directors and the Group Management) of the Articles of Incorporation.

The Group companies of the Interroll Group did not grant any loans, advances or credits to members of the Group Management in the two reporting years 2023 and 2022.

Remuneration, loans and credit to related persons of the Group Management (audited)

The Group companies of the Interroll Group have neither directly nor indirectly paid non-market-rate remuneration to persons related to current or former members of the Group Management and no loans or credits were granted to these persons in 2023 and 2022, nor were any such loans or credits outstanding at December 31, 2023.

Activities at other companies (audited)

None of the Group Management members, has any activities in other companies according to Art. 626 para. 2 no. 1 of the Swiss Code of Obligations.

Participation rights and options to such rights

At December 31, 2023, the members of the Group Management, including their related parties held the following participation rights in Interroll Holding AG (at December 31, 2023, these persons did not hold options to subscribe to such rights):

in thousand CHF	Shares per 31.12		Share of voting rights in % as at 31.12. (rounded)	
	2023	2022	2023	2022
Ingo Steinkrüger CEO	43	12	0.01	0.00
Heinz Hösli CFO	35	21	0.00	0.00
Maurizio Catino Executive Vice President Global Sales & Solutions	46	21	0.01	0.00
Jens Karolyi Senior Vice President Corporate Marketing & People Development	104	127	0.01	0.02
Richard Keely Executive Vice President America	95	170	0.01	0.02
Dr. Ben Xia Executive Vice President Asia-Pacific	883	809	0.11	0.10
Total	1,206	1,160	0.15	0.15

Note: As per 31.12.2022 Mr. Jens Strüwing held 92 shares (left Group Management as of 30.09.2023).



REPORT OF THE STATUTORY AUDITOR TO THE GENERAL MEETING OF INTERROLL HOLDING AG SANT'ANTONINO

Report on the audit of the remuneration report

Opinion

We have audited the remuneration report of INTERROLL HOLDING AG (the Company) for the year ended 31 December 2023. The audit was limited to the information pursuant to article 734a-734f CO in the tables marked 'audited' on pages 25 to 35 of the remuneration report.

In our opinion, the information pursuant to article 734a-734f CO in the remuneration report (pages 25 to 35) complies with Swiss law and the Company's articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the 'Auditor's responsibilities for the audit of the remuneration report' section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked 'audited' in the remuneration report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the remuneration report

The Board of Directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information pursuant to article 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

PricewaterhouseCoopers AG



Gerhard Siegrist
Licensed audit expert
Auditor in charge



Regina Spälti
Licensed audit expert

Zurich, 14 March 2024

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