



To the shareholders of

Interroll Holding AG

INVITATION AND AGENDA of the Ordinary Annual General Meeting of Shareholders

Date: Friday, 3 May 2019, 2:30 PM (doors open at 1:30 PM)

Location: Interroll Holding AG, Via Gorelle 3, CH-6592 Sant'Antonino

Agenda items and motions of the Board of Directors

1. Annual Report, Financial Statements and Consolidated Financial Statements 2018, Auditor's Report

The Board of Directors proposes to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2018.

2. Appropriation of the balance sheet profit

The Board of Directors proposes to appropriate the balance sheet profit as follows:

Result of Interroll Holding AG	CHF	31,901,298
Profit carried forward from the previous year	CHF	127,780,435

Total at disposition at the Annual General Meeting	CHF	159,681,733
Total distribution of a dividend	CHF	18,788,000
Carry forward to new account	CHF	140,893,733

Dividend:

The dividend of CHF 18,788,000 corresponds to a dividend of **CHF 22.00 per share** (previous year CHF 16.50 per share). In the event that this motion is accepted, the dividend will be paid in the second quarter of 2018.

3. Discharge from liability of the members of the Board of Directors and Group Management

The Board of Directors proposes to grant discharge to the members of the Board of Directors and Group Management for the business year 2018.

4. Approval of the remuneration of the Board of Directors and Group Management

All explanations and details concerning the remuneration can be found in detail in the Remuneration Report 2018. The Remuneration Report 2018 is part of the Annual Report 2018 (pages 53-62) and is also available electronically on the Interroll website www.interroll.com under Investor Relations/Corporate Governance/Remuneration Report.

The Remuneration Report 2018 has been further improved in terms of transparency and comprehensibility for readers. Transparency should allow the best possible comprehensibility for the reader.

4.1 Remuneration of the Board of Directors

CHF 800,000 in remuneration for the Board of Directors was approved at the Annual General Meeting in 2018, and CHF 624,000 was effectively paid out. At the AGM 2018, a member of the Board of Directors did not stand for re-election and was not replaced immediately.

At this year's Annual General Meeting, the Board of Directors is proposing the approval of the maximum possible total remuneration of the Board of Directors for the forthcoming term of office, the Annual General Meeting 2019 to the Annual General Meeting 2020, in the amount of CHF 1,200,000 (one million and two hundred thousand Swiss francs).

The increase shall cover the remuneration of an additional board member and further adjustments in remuneration. It shall provide a reserve as well.

4.2 Remuneration of Group Management

At the Annual General Meeting in 2018, CHF 5.9 million in remuneration for Group Management in 2018 was approved and CHF 5.4 million effectively paid out.

At this year's Annual General Meeting, the Board of Directors will propose the approval of the maximum possible total remuneration of the members of Group Management for the current business year 2019 in the amount of CHF 5.9 million (five million nine hundred thousand Swiss francs).

The requested sum is thus unchanged compared to the previous year.

5. Elections to the Board of Directors

The Board of Directors proposes the re-election for each term of office until the conclusion of the next Annual General Meeting for Mr. Urs Tanner, Mr. Paolo Bottini, Mr. Philippe Dubois, Mr. Stefano Mercorio and Mr. Ingo Specht.

Dr. Elena Cortona is proposed for new election to the Board. Elena Cortona, born in 1970, is a Swiss and Italian citizen. Since 2017, she has been Senior Vice President Digital Transformation in the CTO Division of the Schindler Group, headquartered in Ebikon, Switzerland, having worked in the elevator business since 2001 in various management positions.

Ms. Cortona has extensive expertise in research and development, the transformation of market requirements into the development of products, and the digitization of work processes. She has a degree in mechanical engineering from the Technical University of Turin and a PhD in mechanical engineering from ETH Zurich.

Information on the Board of Directors can be found in the Annual Report "Corporate Governance Report - Board of Directors." This is also available electronically on the Interroll website www.interroll.com in the section entitled Investor Relations/Corporate Governance/Board of Directors.

- 5.1 Re-election of Mr. Urs Tanner and re-election as President of the Board of Directors (in the same vote)
- 5.2 Re-election of Mr. Paolo Bottini
- 5.3 Re-election of Mr. Philippe Dubois
- 5.4 Re-election of Mr. Stefano Mercorio
- 5.5 Re-election of Mr. Ingo Specht
- 5.6 New election of Ms. Elena Cortona, PhD

6. Elections to the Remuneration Committee

The Board of Directors proposes the re-election of Mr. Urs Tanner and Mr. Stefano Mercorio as members of the Board of Directors' Remuneration Committee each for a term until the end of the next Annual General Meeting.

- 6.1 Re-election of Mr. Urs Tanner
- 6.2 Re-election of Mr. Stefano Mercorio

7. Election of the auditor

The Board of Directors proposes the re-election of PricewaterhouseCoopers as the auditor for the business year beginning on 1 January 2019.

8. Election of the independent proxy

The Board of Directors proposes the re-election of Mr. Francesco Adami, Anwaltsbüro Molino Adami Galante, Via G.B. Pioda 14, 6900 Lugano, as an independent proxy of Interroll Holding AG until the end of the next Annual General Meeting.

Sant'Antonino, 21 March 2019

Interroll Holding AG

For the Board of Directors
Urs Tanner, President

Organizational information

No trading restriction on shares of Interroll Holding AG

The registration of shareholders for voting purposes does not affect the trading of Interroll Holding AG shares held by registered shareholders before, during or after a General Meeting.

Annual Report

The Annual Report 2018 together with the report of the Board of Directors and Group Management, the financial report, the remuneration report and the report of the auditor PricewaterhouseCoopers AG, as well as the Minutes of the previous Annual General Meeting will be available for inspection by shareholders at the Registered Office of the Company from Friday, 22 March 2019. The Annual Report is available on the Company website at www.interroll.com. All registered shareholders can request a printed version of the Annual Report.



All shareholders who have registered to automatically receive the annual report by mail order or do so after having received this invitation will receive a printed copy of the report.

Admission tickets

Holders of registered shares whose names appear in the share register as shareholders with voting rights will be sent a reply form together with the invitation to the Annual General Meeting. Admission cards and voting materials may be ordered until 30 April 2019. Shareholders registered in the share register as at 18 April 2019, 5:00 pm (CET) are entitled to vote. If shares for which admission cards have been issued are sold before the Annual General Meeting, the shareholder is not entitled to exercise the voting rights for these shares.

Appointment of Proxy

Shareholders who are unable to personally attend the Annual General Meeting may appoint a proxy. Appointed proxies can be a legal representative, another shareholder entitled to vote or the Independent Proxy, Francesco Adami, Anwaltsbüro Molino Adami Galante, Via G.B. Pioda 14, 6900 Lugano. Please note that family members who are not shareholders cannot be appointed as proxy.

Shareholders may use the enclosed reply form "Instructions to the independent voting representative" for proxy voting. If you do not tick off the respective boxes for instructions, you authorize the Independent Proxy with your signature to vote in favour of the proposals of the Board of Directors relating to the announced agenda items as well as to agenda items not announced or new agenda items respectively.

Shareholders may now cast their votes remotely at www.netvote.ch/interroll by issuing electronic authorisations and instructions to the Independent Voting Rights Representative. The required login data will be provided together with the meeting materials supplied to shareholders. Any changes of electronically communicated instructions are only possible before 30 April 2019, 11.59 pm (CET), at the latest.

If you would like to receive the invitation to the Annual General Meeting electronically in the future, please register this under the corresponding option in the instructions distribution system www.netvote.ch/interroll. You will find your login data on the enclosed reply form.

Leaving the Annual General Meeting early

Shareholders who leave the Annual General Meeting early are requested to hand in their unused voting materials on their way out in order to guarantee accurate presence.

Proposals from shareholders on agenda items

Proposals from shareholders on agenda items are only permissible if they are put to the Annual General Meeting by the shareholders themselves or by an individual proxy acting on their behalf. The Independent Proxy cannot act as individual proxy in this sense.

Additional remarks

All correspondence relating to the Annual General Meeting is to be mailed to areg.ch.ag, Fabrikstrasse 10, CH-4614 Hägendorf, Phone +41 62 209 16 61, Fax +41 62 209 16 69.

The official language of the Annual General Meeting is German.

You will receive a location map together with the admission card.

A snack will be served after the Annual General Meeting.

There will be a shuttle service free of charge from the train station in Sant'Antonino to Interroll Holding AG. The shuttle will depart at 13.15 pm and 13.45 pm. Upon completion of the Annual General Meeting, there will also be a shuttle service free of charge to the train station in Sant'Antonino.