



**English translation of the
Protocol
General Assembly Interroll Holding AG**

Friday, May 3rd 2024, 2:00p.m.
Location: PalaCinema Locarno, Piazza Remo Rossi 1, CH-6600 Locarno



1. Opening, determination of the convocation, quorum and constitution

Paul Zumbühl (hereinafter PZ), Chairman of the Board of Directors and Chair of the Annual General Meeting (pursuant to Art. 14, para. 1 of the Articles of Association), opens the Annual General Meeting of Interroll Holding AG at 2:00 p.m. and welcomes the shareholders.

Before the Management Board gives an overview of the main events of the financial year 2023, the Chairman points out some necessary formalities.

He pointed out that the Annual General Meeting had been convened in due form and time by means of a personalized letter sent to registered shareholders on 25 March 2024.

The Chairman also noted that the 2023 Annual Report and Auditors' Report, the consolidated financial statements and the report of the Group auditors (Appendix A) as well as the proposals of the Board of Directors (Appendix B) had been available for inspection by shareholders at the company's registered office for more than 20 days. The Annual General Meeting is therefore quorate with regard to these agenda items.

In accordance with Article 14, paragraph 1 of the Articles of Association, PZ will chair today's General Meeting as Chairman of the Board of Directors.

Mr. Francesco Adami, law firm, MAG Legis, was appointed as independent shareholder representative in accordance with Art. 689c of the Swiss Code of Obligations.

Mr. Gerhard Siegrist from PricewaterhouseCoopers is present as representative of the auditors.

Mr. Frédéric Angehrn and Mr. Maurizio Bianchini of Interroll Management AG were appointed as vote counter.

Ms. Sabrina Moretti, Secretary of the Board of Directors of Interroll Holding AG, was appointed as secretary in accordance with Article 14, paragraph 2 of the Articles of Association.

PZ thanks the functionaries for their cooperation.

PZ explains that all shareholders can speak on the items on the agenda. In this case, shareholders are asked to introduce themselves with their full name and to limit their requests to speak to five minutes. He explains that all shareholders entered in the share register and their representatives have the right to speak.

PZ informs that the entire Annual General Meeting will be recorded on an audio carrier in the interests of keeping accurate minutes.

In accordance with the applicable safety regulations, PZ draws everyone's attention to the fact that the emergency exits are located by the gray doors with the green symbol.



2. Operational and financial reporting for the financial year 2023

Before dealing with the formal agenda items, Mr. Ingo Steinkrüger, CEO, and Mr. Heinz Hössli, CFO, gave an overview of the financial year 2023. The speakers' presentation documents form part of these minutes as "Appendix C".

After the operational and financial report on the financial year 2023, the Chairman thanked the presenters and gave the opportunity to ask questions and make comments.

As there were no requests to speak, the Chairman moved on to the agenda and read out the attendance list.

3. Dealing with the agenda items and resolutions

Determination of the presence and quorum of the Annual General Meeting

The nominal share capital of Interroll Holding AG amounts to CHF 854,000 and is divided into 854,000 registered shares with a nominal value of CHF 1.00 each.

The Chairman referred to the share capital of Interroll Holding AG and announced the attendance report of the accounting office. According to the attendance list, 582,250 voting shares with a nominal value of CHF 1.00 each with a total nominal value of CHF 582,250 were represented at the Annual General Meeting. This corresponds to 68.18% of the total share capital of CHF 854,000 (854,000 registered shares). The absolute majority is 291,126 votes. The independent proxy, attorney Francesco Adami, has been authorized to represent 556,731 votes (Appendix D). 57 shareholders are present in person at today's Annual General Meeting.

The Chairman established that a quorum was present and moved on to the agenda.

Agenda item 1: Votes on the financial and non-financial reporting for the financial year 2023

The Chairman pointed out that the report on non-financial matters pursuant to Art. 964 must be prepared for the first time for the financial year 2023. Interroll has already submitted the Sustainability Report 2022 to the Annual General Meeting for confirmation by an advisory vote. The report on non-financial matters will not be submitted today as an advisory vote, but for approval under agenda item 1.2.

Agenda item 1.1: Approval of the management report, the annual financial statements of Interroll Holding AG and the consolidated financial statements for the financial year 2023

The Board of Directors proposes that the management report, the annual financial statements of Interroll Holding AG and the consolidated financial statements for 2023 be approved.

The Chairman points out that the complete management report, the consolidated and annual financial statements for 2023 and the reports of the Group auditor and the statutory auditor have been published since March 15, 2024 and have been available for inspection by shareholders at the company's registered office since that date. PZ informed that, in view of the presentations on the financial year 2023, he did not wish to make any further comments on the annual report 2023.

In response to the question of whether the report of the Group auditors and the statutory auditors should be read out or explained, no one asked to speak. The Chairman asked Mr. Gerhard Siegrist



whether he wished to make any further additions to these reports. He confirmed that there was nothing further to add to the reports of March 15, 2024.

The Chairman asked the shareholders whether, in accordance with Art. 17 of the Articles of Association, they wished to put questions to the auditors regarding the conduct and results of their audit.

The Chairman also asked whether anyone wished to ask the Board of Directors and the Management Board questions about the management report, the annual financial statements of Interroll Holding AG and the consolidated financial statements for 2023.

As there were no questions, PZ proposed to proceed to the vote.

The Chairman pointed out that, in accordance with Article 15 of the Articles of Association, voting on motions and election proposals is generally open. When asked whether anyone requested a written vote, no comments were made, so that the vote could be conducted openly.

The Chairman added that the following agenda items would also be voted on openly, unless a written ballot was expressly requested.

Agenda item 1.1: The motion is **adopted**.

Votes in favor: 581'702

Votes against: 98

Abstentions: 454

PZ thanks the Board for accepting the motion and moves on to the next item on the agenda.

Agenda item 1.2: Approval of the report on non-financial matters for the financial year 2023

The Board of Directors proposes that the report on non-financial matters for the financial year 2023 be approved.

Agenda item 1.2: The motion is **adopted**.

Votes in favor: 581'171

Votes against: 276

Abstentions: 807

PZ thanks the Board for accepting the motion and moves on to the next item on the agenda.

Agenda item 2: Proposal for the appropriation of retained earnings

The Board of Directors proposes that the retained earnings of CHF 179,455,700 as at 31 December 2023 be appropriated as follows:

Dividend payment	CHF 27'328'000

Balance carried forward	CHF 152'127'700

PZ declares that the distribution amount of CHF 27,328,000 corresponds to a dividend of CHF 32.00 per share (previous year CHF 32.00 per share). If this proposal is accepted, the share will be traded ex-dividend on May 7, 2024 and the dividend payment will take place on May 10, 2024.

At the request of the Chairman, there were no requests to speak.

The Chairman moved on to the vote.



Agenda item 2: The motion is **adopted**.

Votes in favor: 582'137
Votes against: 9
Abstentions: 108

PZ expresses his thanks and moves on to the next item on the agenda.

Agenda item 3: Discharge of the members of the Board of Directors and the Group Executive Board

The Board of Directors proposes that discharge be granted to all members of the Board of Directors and Group Management for their activities in the financial year 2023 in a single vote.

In accordance with Art. 695 para. 1 of the Swiss Code of Obligations, the Chairman drew attention to the fact that para. 1 CO, the Chairman pointed out that the members of the Board of Directors and other persons who have participated in the management of the company in any way have no voting rights in resolutions on the discharge of the Board of Directors and Group Management. This applies to both for the Board of Directors and the Group Management of Interroll Holding AG.

At the request of the Chairman, there were no requests to speak.
The Chairman moved on to the vote.

Agenda item 3: The motion is **adopted**.

Votes in favor: 542'449
Votes against: 1'527
Abstentions: 502

PZ expresses his thanks and moves on to the next item on the agenda.

Agenda item 4: Approval of the remuneration of the Board of Directors and Group Executive Board

Based on the Articles of Association and Article 735 of the Swiss Code of Obligations, the Board of Directors proposes a separate vote on the remuneration of the Board of Directors and Group Management at the 2024 Annual General Meeting.

The Chairman points out that the Compensation Report 2023 is available electronically on the Interroll website and was sent to the shareholders entered in the share register who had registered to receive the Annual Report on March 25, 2024.

PZ explains that the remuneration of the Board of Directors and Group Executive Management is in line with market conditions, complexity, performance and results. Remuneration is determined over several years.

**Agenda item 4.1: Consultative vote on the 2023 remuneration report**

The Board of Directors proposes that the remuneration report for the 2023 financial year be approved in a consultative vote.

At the request of the Chairman, there were no requests to speak.

The Chairman moved on to the vote.

Agenda item 4.1: The motion is adopted.

Votes in favor: 367'259

Votes against: 185'869

Abstentions: 29'126

PZ thanks and moves on to the next agenda item.

Agenda item 4.2: Vote on the total remuneration of the members of the Board of Directors from the 2024 Annual General Meeting to the 2025 Annual General Meeting

At this year's Annual General Meeting, the Board of Directors proposes the approval of the maximum possible total amount of remuneration for the Board of Directors for the coming term of office, i.e. from the 2024 Annual General Meeting to the 2025 Annual General Meeting, in the amount of CHF 1,100,000 (one million one hundred thousand Swiss francs; previous year; CHF 1,100,000). The principles of remuneration of the Board of Directors of Interroll Holding AG are set out in detail in the Remuneration Report 2023.

At the request of the Chairman, there were no requests to speak.

The Chairman moved on to the vote.

Agenda item 4.2: The motion is adopted.

Votes in favor: 579'319

Votes against: 2'400

Abstentions: 535

Agenda item 4.3: Vote on the remuneration of the members of the Group Management for the 2024 financial year

At this year's Annual General Meeting, the Board of Directors is proposing the approval of the maximum possible total amount of remuneration for the members of the Group Management for the current 2024 financial year of CHF 4.6 million (four million six hundred thousand Swiss francs; previous year; CHF 4.8 million). PZ points out that the reduction is due to the fact that there will be one less member of the Group Management in 2024. The principles of remuneration for the Group Management of Interroll Holding AG are set out in detail in the 2023 Remuneration Report.

At the request of the Chairman, there were no requests to speak.

The Chairman moved on to the vote.

Agenda item 4.3: The motion is adopted.

Votes in favor: 506'240

Votes against: 75'351

Abstentions: 663



Agenda item 5: Elections to the Board of Directors

The Board of Directors proposes the re-election of the current members of the Board of Directors (including the Chairman of the Board of Directors), Dr Elena Cortona, Mrs. Susanne Schreiber and Mr. Stefano Mercorio, Ingo Specht, Markus Asch and Paul Zumbühl, each for a term of office until the end of the next Annual General Meeting.

PZ points out that the elections will be held individually.
As there were no requests to speak, the Chairman moved on to the vote.

Agenda item 5.1: Re-election of Mr. Paul Zumbühl as member and Chairman of the Board of Directors

The Board of Directors proposes that Mr. Paul Zumbühl be re-elected as a member and Chairman of the Board of Directors.

Agenda item 5.1: The motion is **adopted**.

Votes in favor: 461'359
Votes against: 120'428
Abstentions: 467

Paul Zumbühl thanks for the trust and expresses his pleasure about the task and the trust.

Agenda item 5.2: Re-election of Mr. Stefano Mercorio

The Board of Directors proposes that Mr. Stefano Mercorio be re-elected.

Agenda item 5.2: The motion is **adopted**.

Votes in favor: 497'040
Votes against: 84'808
Abstentions: 406

Stefano Mercorio dankt für das Vertrauen.

Traktandum 5.3: Wiederwahl von Herrn Ingo Specht in den Verwaltungsrat

Der Verwaltungsrat schlägt vor, Herrn Ingo Specht wieder zu wählen.

Agenda item 5.3: The motion is **adopted**.

Ja-Stimmen: 534'033
Votes against: 47'886
Abstentions: 335

Ingo Specht thanks for the trust.



Agenda item 5.4: Re-election of Dr Elena Cortona to the Board of Directors

The Board of Directors proposes that Dr Elena Cortona be re-elected.

Agenda item 5.4: The motion is **adopted**.

Votes in favor: 581'828
Votes against: 76
Abstentions: 350

Dr. Elena Cortona thanks for the trust.

Agenda item 5.5: Re-election of Mr. Markus Asch to the Board of Directors

The Board of Directors proposes that Mr. Markus Asch be re-elected.

Agenda item 5.5: The motion is **adopted**.

Votes in favor: 558'659
Gegenstimmen: 23'181
Abstentions: 414

Markus Asch thanks for the trust.

Agenda item 5.6: Re-election of Mrs. Susanne Schreiber to the Board of Directors

The Board of Directors proposes that Mrs. Susanne Schreiber be re-elected.

Agenda item 5.6: The motion is **adopted**.

Votes in favor: 581'765
Votes against: 76
Abstentions: 413

Susanne Schreiber thanks for the trust.

PZ expresses his thanks and moves on to the next item on the agenda.

Agenda item 6: Elections to the Remuneration Committee

The Board of Directors proposes the re-election of Mr. Markus Asch and Mr. Stefano Mercorio as members of the Remuneration Committee of the Board of Directors for a term of office of one year each until the end of the next Annual General Meeting.

PZ points out that the elections will be held individually.
As there were no requests to speak, the Chairman moved on to the vote.



Agenda item 6.1: Resolution on the re-election of Mr. Markus Asch to the Remuneration Committee

The Board of Directors proposes that Mr. Markus Asch be re-elected.

Agenda item 6.1: The motion is **adopted**.

Votes in favor: 533'465

Votes against: 48'474

Abstentions: 315

Markus Asch thanks for the trust.

Agenda item 6.2: Resolution on the re-election of Mr. Stefano Mercorio to the Remuneration Committee

The Board of Directors proposes that Mr. Stefano Mercorio be re-elected.

Agenda item 6.2: The motion is **adopted**.

Votes in favor: 488'781

Votes against: 93'178

Abstentions: 295

Stefano Mercorio thanks for the trust.

Agenda item 7: Election of the auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers as auditors for a term of office of one year.

As no one wished to speak on this agenda item, the Chairman moved on to the vote.

Agenda item 7: The motion is **adopted**.

Votes in favor: 561'400

Votes against: 20'719

Abstentions: 135

PricewaterhouseCoopers was thus re-elected for a further year.

Agenda item 8: Election of the independent proxy

The Board of Directors proposes the election of Mr. Francesco Adami, Attorney at Law, MAG Legis SA, Via G.B. Pioda 14, 6900 Lugano, as Independent Proxy of Interroll Holding AG for a term of office of one year until the end of the next Annual General Meeting.

As no one wished to speak on this agenda item, the Chairman moved on to the vote.



Agenda item 8: The motion is **adopted**.

Votes in favor: 582'189

Votes against: 17

Abstentions: 48

Mr. Francesco Adami was thus elected as independent proxy for a further year.
Mr. Adami thanked the shareholders for their trust.

PZ thanks the Annual General Meeting and notes that all motions on the agenda have been dealt with.

Miscellaneous

The Chairman asks whether anyone else from those present wishes to speak.
As there were no further questions, he closed the Annual General Meeting and announced the next financial dates:

- the financial figures for the first half of 2024 will be published on 2 August 2024
- the 2025 Annual General Meeting will take place on 6 June 2025.

On behalf of the Board of Directors and the Group Executive Board, PZ would like to thank the shareholders for their support and the trust they have placed in the company and invites everyone to an aperitif.

End of the General Assembly: 15:20 o'clock

Locarno, May 3rd 2024

Paul Zumbühl
Chairman of the Board of Directors

Sabrina Moretti
Secretary of the Board of Directors

Enclosures to the minutes:

- Appendix A: Management Report, the Financial Statements of Interroll Holding AG and the Consolidated Financial Statements for the financial year 2023 (see annual report in English)
- Appendix B: Proposals of the Board of Directors / Invitation to the Annual General Meeting (see English invitation)
- Appendix C: Presentation slides (in German only)
- Appendix D: Notice of attendance and notification of shareholder proxies (in German only)