



To the shareholders of the

## Interroll Holding AG

### INVITATION AND AGENDA

to the Ordinary Annual General Meeting of Shareholders 2022

**Date:** Friday, May 13, 2022, 2:30 o'clock

**Place:** At the Company's registered office (**no physical attendance possible**; see below regarding online transmission).

Dear Sir or Madam,

#### Agenda items and motions of the Board of Directors

**1. Annual Report, Financial Statements and Consolidated Financial Statements 2021, Auditor's Report**

The Board of Directors proposes to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2021.

**2. Appropriation of the balance sheet profit**

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

Result of Interroll Holding AG	CHF	60,188,197
Balance sheet profit carried forward from previous year	CHF	104,206,423
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Total at the disposal of the Annual General Meeting	CHF	164,394,620
Total distribution of a dividend	CHF	26,474,000
Carried forward to new account	CHF	137,920,620

**Dividend:**

The distribution amount of CHF 26,474,000 corresponds to a dividend of **CHF 31.00 per share** (previous year CHF 27.00 per share). In the event that this motion is accepted, the dividend payment will be paid in the second quarter 2022.

**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 the Executive Committee for the business year 2021.

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

All explanations and details concerning the remuneration can be found in detail in the Remuneration Report 2021. The Remuneration Report 2021 is part of the Annual Report 2021 (pages 32–39) and is also available electronically on the Interroll website [www.interroll.com](http://www.interroll.com) in the Investors/Corporate Governance section.

#### **4.1 Remuneration of the Board of Directors**

At the Annual General Meeting 2021, CHF 1,550,000 in Board of Directors' fees was approved from the Annual General Meeting 2021 to the Annual General Meeting 2022 and CHF 1,406,000 was effectively paid out. The remuneration of the Board of Directors includes the higher fee of the Chairman of the Board of Directors for the first year (of a total of two years) with his additional duties as "Active Chairman" as well as the fee of the additional member of the Board of Directors and is below the total amount approved at the Annual General Meeting 2021.

At this year's Annual General Meeting, the Board of Directors is proposing the approval of the maximum possible total remuneration for the Board of Directors for the forthcoming term of office (Annual General Meeting 2022 to Annual General Meeting 2023) in the amount of CHF 1,400,000 (one million, four hundred thousand Swiss francs; previous year, CHF 1,550,000). Due to the reduction of the Board of Directors to the constellation with six members, the total compensation is also reduced. As in the previous year, the proposed maximum remuneration includes a reserve for contingencies.

The cumulative maximum remuneration of the Board of Directors and the Group Management proposed at this year's Annual General Meeting will decrease by a total of CHF 550,000 compared to the previous year. For more information, please refer to the Remuneration Report 2021 (pages 32–39).

#### **4.2 Remuneration of Group Management**

At the Annual General Meeting 2021, CHF 5.2 million in remuneration was approved for compensation 2021 to the Group Executive Committee and CHF 4.38 million was paid out.

At this year Annual General Meeting, the Board of Directors will propose the approval of the maximum possible total amount of remuneration for the members of the Group Management for the current business year 2022 in the amount of CHF 4.8 million (four million, eight hundred thousand Swiss francs; previous year CHF 5.2 million). The decrease is mainly due to the CEO change.

### **5. Elections to the Board of Directors**

The Board of Directors proposes the reelection for one term each until the completion of the next Annual General Meeting of Dr. Elena Cortona, Mrs. Susanne Schreiber and Messrs. Stefano Mercurio, Ingo Specht, Markus Asch and Paul Zumbühl.

Urs Tanner is resigning from the Board of Directors. The Board of Directors expresses its sincere thanks to him for his excellent services and valuable contribution to the Interroll Group during his 14 years as a member of the Board of Directors, including five years as Chairman. The Board of Directors will again comprise six members for the coming term of office.

Paul Zumbühl is proposed for reelection as Chairman of the Board of Directors. He was CEO of the Interroll Group from January 1, 2000 to April 30, 2021. Assuming his reelection, Paul Zumbühl will also exercise the function of Active Chairman in the second of two terms of office (Annual General Meeting 2021 to Annual General Meeting 2023). This additional function has been established to support the new CEO Ingo Steinkrüger, who became CEO on May 1, 2021, in clearly defined strategic areas and projects. This is to continue to ensure the seamless, continuous and further successful development of the Interroll Group. After the end of the term of office in 2022 (Annual

General Meeting 2022 to Annual General Meeting 2023), the function of Active Chairman will be returned to the regular Chairman function.

At the same time, Markus Asch, assuming his reelection as a member of the Board of Directors, will be appointed as Lead Independent Director for the coming term of office in order to ensure, together with the Board of Directors, effective control and supervision during the transition phase as well as strict compliance with the recognized corporate governance guidelines. For further details, please refer to page 27 the Annual Report.

Information on the members of the Board of Directors and their areas of competence 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](http://www.interroll.com) in the section Investors/Corporate Governance/Board of Directors.

- 5.1 Reelection of Mr. Paul Zumbühl as Chairman of the Board of Directors
- 5.2 Reelection of Mr. Stefano Mercurio
- 5.3 Reelection of Mr. Ingo Specht
- 5.4 Reelection of Dr. Elena Cortona
- 5.5 Reelection of Mr. Markus Asch
- 5.6 Reelection of Ms. Susanne Schreiber

#### **6. Elections to the Remuneration Committee**

The Board of Directors proposes the election of Mr. Markus Asch and the reelection of Mr. Stefano Mercurio as members of the Board of Directors' Remuneration Committee, each for a term of office until the end of the next Annual General Meeting.

- 6.1 New election of Mr. Markus Asch
- 6.2 Reelection of Mr. Stefano Mercurio

#### **7. Election of the auditors**

The Board of Directors proposes the reelection of PricewaterhouseCoopers as auditors for the financial year beginning January 1, 2022.

#### **8. Election of the independent proxy**

The Board of Directors proposes the reelection of Mr. Francesco Adami, RA, MAG Legis SA, Via G.B. Pioda 14, 6900 Lugano, as an independent proxy of Interroll Holding AG until the end of the next Annual General Meeting.

### **Organizational notes**

Due to the ongoing exceptional situation in connection with the COVID-19 pandemic, our top priority is to protect our shareholders from any potential health risk. Although the Swiss authorities have started to lift restrictions, infection rates are still high. Therefore, as a precautionary measure, the Board of Directors has decided to hold the 2022 Annual General Meeting again without the physical presence of shareholders, in accordance with the COVID-19 Ordinance 3 of the Swiss Federal Council.

**For these reasons, the Annual General Meeting will be conducted by livestream. Consequently, the exercise of shareholders' rights at the General Meeting can only be exercised by the independent proxy.**



We ask shareholders to exercise their rights exclusively in writing or in electronic form through the independent proxy designated by us, Mr. Francesco Adami, attorney-at-law, MAG Legis SA, Via G.B. Pioda 14, 6900 Lugano.

We offer the possibility to follow the Annual General Meeting live (in German only) as a streaming transmission under the link [www.interroll.com/GV2022](http://www.interroll.com/GV2022). Participants may ask questions during the transmission; questions will be answered at the end of the event. You will find your registration data in the enclosed letter.

Important notes:

The enclosed reply form "Instruction to the Independent Proxy" may be used to grant power of attorney.

If you do not check any boxes for instructions, by signing, you instruct the independent proxy to exercise your votes in accordance with the motions of the Board of Directors on the announced motions as well as on unannounced proposals and new items of business.

Shareholders can participate in votes and elections by issuing powers of attorney and instructions electronically to the independent proxy at <https://interroll.netvote.ch>. The log-in data can be found on the enclosed reply coupon. Any changes to electronically issued instructions are possible until 11:59 a.m., Central European Summer Time on May 10, 2022, at the latest.

If you would to receive the invitation to the Annual General Meeting electronically in the future, please register this in the instruction dispatch system, <https://interroll.netvote.ch>, under the option "Dispatch type."

Sant'Antonino, March 18, 2022

Interroll Holding AG

For the Board of Directors  
Paul Zumbühl, Active Chairman