



To the shareholders of

## Interroll Holding AG

### INVITATION AND AGENDA

to the Ordinary General Meeting of Shareholders 2021

**Date:** Friday, May 7, 2021, 2:30 p.m.

**Location:** 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 2020, Auditor's Report**

The Board of Directors proposes to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2020.

**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	1,911,283
Balance sheet profit carried forward from previous year	CHF	124,561,878
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Total at the disposal of the Annual General Meeting	CHF	126,473,161
Total distribution of a dividend	CHF	23,058,000
Carried forward to new account	CHF	103,415,161

**Dividend:**

The distribution amount of CHF 23,058,000 corresponds to a dividend of **CHF 27.00 per share** (previous year CHF 22.50 per share). In the event that this motion is accepted, the dividend payment will be paid in the second quarter of 2021.

**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 2020.

**4. Amendment of Articles 14 and 20 of the Articles of Association of Interroll Holding AG.**

**4.1 Amendment of Article 14 (Chair/Secretary/Vote Counter)**

The Board of Directors proposes to amend Article 14 of the Articles of Incorporation to the effect that all members of the Board of Directors, instead of the Chairman of the Board of Directors or the Vice Chairman or an ad hoc elected Chairman of the day, may chair the Annual General Meeting.

*Motion: Corrected wording of Art. 14*

*The General Shareholders' Meeting of the company is chaired by the Chairman ~~or Vice-Chairman or a member of~~ the Board of Directors ~~or an ad hoc elected Chairman of the day~~. The Chairman shall appoint the Secretary and, if necessary, one or more scrutineers, who do not need to be shareholders.*

#### **4.2 Amendment of Article 20 (Constitution of the Board of Directors)**

The Board of Directors proposes the amendment of Article 20 of the Articles of Incorporation to the effect that the Board of Directors, with the exception of the Compensation Committee, constitutes itself and appoints a Secretary. The formulation of the designation of a Vice Chairman is waived.

*Motion: Corrected wording of Art. 20*

*The Board of Directors constitutes itself ~~except for~~ the election of the Chairman and the members of the Compensation Committee, and ~~appoints a Vice Chairman from among its members and~~ a Secretary, who does not need to be a member of the Board of Directors or a shareholder.*

### **5. Approval of the remuneration of the Board of Directors and the Group Executive Committee**

All explanations and details concerning the remuneration can be found in detail in the Remuneration Report 2020. The Remuneration Report 2020 is part of the Annual Report 2020 (pages 60–67) and is also available electronically on the Interroll website [www.interroll.com](http://www.interroll.com) in the Investor Relations/Corporate Governance section.

#### **5.1 Remuneration of the Board of Directors**

At the Annual General Meeting 2020, CHF 1,200,000 in Board of Directors' fees was approved and CHF 913,000 effectively paid out.

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 2021 to ordinary Annual General Meeting 2022, in the amount of CHF 1,550,000 (one million five hundred fifty thousand Swiss francs); previous year; CHF 1,200,000). As in the previous year, the proposed maximum remuneration includes a reserve for contingencies.

Despite various new appointments to the Board of Directors and the Group Executive Committee, as well as the expansion of the Board of Directors by one member, the cumulative maximum compensation of the Board of Directors and the Group Executive Committee together proposed at this year's Annual General Meeting will be reduced by a total of CHF 350,000. For more information, please refer to the Compensation Report 2020 (pages 60–67).

#### **5.2 Compensation of the Group Management**

At the Annual General Meeting in 2020, CHF 5.9 million in remuneration for Group Management 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 amount remuneration of the members of the Group Management for the current business year 2021 in the amount of CHF 5.2 million (five million two hundred thousand Swiss francs; previous year CHF 5.9 million).

The requested amount is therefore CHF 0.7 million below the approved maximum possible total amount for the last three fiscal years 2018, 2019 and 2020.

## 6. Elections to the Board of Directors

The Board of Directors proposes the reelections for one term each until the end of the next Annual General Meeting for Dr. Elena Cortona and Messrs. Urs Tanner, Stefano Mercurio, Ingo Specht and Markus Asch.

Mr. Paolo Bottini is resigning from the Board of Directors.

Paul Zumbühl is proposed for election as Chairman of the Board of Directors. He was CEO of the Interroll Group from January 1, 2000 to April 30, 2021. Assuming his election, Paul Zumbühl will exercise the function of Active Chairman for two terms of office (Annual General Meeting 2021–Annual General Meeting 2023). This additional function is intended to support new CEO Ingo Steinkrüger, who will act as of May 1, 2021, in clearly defined strategic areas and projects. This is to ensure the seamless, continuous and further successful development of the Interroll Group. After two years, the function of Active Chairman will be returned to the regular Chairman function.

At the same time, following his reelection, Urs Tanner will be appointed Lead Independent Director for the first year 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 55 of the Annual Report.

Susanne Schreiber is also proposed for election to the Board of Directors. Ms. Schreiber, born in 1974, holds German citizenship. She has been a partner at Bär & Karrer AG in Zurich, Switzerland, since 2015 and co-heads the law firm's tax department. Previously, she worked for an international law firm in Germany and for KPMG in Zurich, where she headed the Swiss Mergers & Acquisitions (M&A) tax department until 2015. She has extensive experience in international M&A transactions, capital markets transactions, and restructurings.

Susanne Schreiber finished her studies with the second state law examination in Bavaria and is admitted to practice as a tax advisor in Germany and as a lawyer and certified tax expert in Switzerland.

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

- 6.1 New election of Mr. Paul Zumbühl as Chairman of the Board of Directors
- 6.2 Reelection of Mr. Urs Tanner
- 6.3 Reelection of Mr. Stefano Mercurio
- 6.4 Reelection of Mr. Ingo Specht
- 6.5 Reelection of Dr. Elena Cortona
- 6.6 Reelection of Mr. Markus Asch
- 6.7 New election of Ms. Susanne Schreiber

## 7. Elections to the Remuneration Committee

The Board of Directors proposes the reelection of Mr. Urs Tanner and 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.

7.1 Reelection of Mr. Urs Tanner

7.2 Reelection of Mr. Stefano Mercurio

## 8. Election of the auditors

The Board of Directors proposes the reelection of PricewaterhouseCoopers as auditors for the business year beginning January 1, 2021.

## 9. Election of the independent proxy

The Board of Directors proposes the reelection 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.

## Organizational information

We would like to inform you that due to the ongoing exceptional situation in connection with the coronavirus as well as official orders by the Federal Council and the government of the Canton of Ticino, the Annual General Meeting 2021 of Interroll will again be held **by livestream. Consequently, we regret to inform you that it is no longer possible for shareholders to be physically present.**

According to Art. 6 Covid-19 Ordinance special situation (SR 818.101.26), it is (since October 29, 2020 and probably longer) generally prohibited to hold events. This prohibition also applies to meetings of companies (general meetings). Accordingly, the Interroll Board of Directors has decided, in accordance with COVID-19 Ordinance 3 of the Federal Council of June 19, 2020 (as of February 8, 2021 - SR 818.101.24) and in particular its Article 27, that **the exercise of shareholders' rights at the Annual General Meeting can only be carried out by the independent proxy. We kindly ask for your understanding.**

As the organizer, we therefore feel compelled to request that shareholders exercise their rights exclusively in writing or in electronic form through the independent proxy designated by us, Francesco Adami, attorney-at-law, Molino Adami Galante, Via G.B. Pioda 14, 6900 Lugano, Switzerland.

We offer the possibility to follow the Annual General Meeting live (only in German) as streaming transmission at the link [www.interroll.com/GV2021](http://www.interroll.com/GV2021). You will find your registration data in the enclosed letter.

### Important notes:

If you have not already done so, you can use the enclosed reply form titled **Instruction to the Independent Proxy** (now without the option of ordering admission cards) 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 Interroll 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 [www.netvote.ch/interroll](http://www.netvote.ch/interroll). The log-in data can be found on the enclosed reply coupon. Any changes to electronically submitted instructions can be made until May 4, 2021, 11:59 a.m. Central European Summer Time 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 the instructions distribution system [www.netvote.ch/interroll](http://www.netvote.ch/interroll) under the option "Select dispatch."

Sant'Antonino, March 19, 2021

Interroll Holding AG

For the Board of Directors  
Urs Tanner, Chairman