



To the shareholders of

Interroll Holding AG

INVITATION AND AGENDA of the Ordinary Annual General Meeting of Shareholders

Date: Friday, 8 May 2020, 2:30 PM (doors open at 1:30 PM)
Location: PalaCinema Locarno, Piazza Remo Rossi 1, 6600 Locarno

Agenda items and motions of the Board of Directors

1. Annual Report, Financial Statements and Consolidated Financial Statements 2019, Auditor's Report

The Board of Directors proposes to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2019.

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	2,224,986
Profit carried forward from the previous year	CHF	141,171,439

Total at disposition at the Annual General Meeting	CHF	143,396,425
Total distribution of a dividend	CHF	19,215,000
Carry forward to new account	CHF	124,181,425

Dividend:

The dividend of CHF 19,215,000 corresponds to a dividend of **CHF 22.50 per share** (previous year CHF 22.00 per share). In the event that this motion is accepted, the dividend will be paid in the second quarter of 2020.

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 2019.

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 2019. The Remuneration Report 2019 is part of the Annual Report 2019 (pages 57-65) and is also available electronically on the Interroll website www.interroll.com under investor relations/corporate governance.

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

At the Annual General Meeting 2019, CHF 1,200,000 in Board of Directors' fees were approved and CHF 904,000 effectively paid out. At the AGM 2019, Dr. Elena Cortona was newly elected to the Board of Directors. The Board of Directors now again comprises six members. It has to comprise at least five members, but can comprise up to seven members.

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 2020 to the Annual General Meeting 2021, in the amount of CHF 1,200,000 (one million and two hundred thousand Swiss francs). The difference between CHF 904,000 (currently paid out) and CHF 1,200,000 (approved) is to be regarded as a reserve. Further information can be found in the 2019 remuneration report. For the forthcoming term with six members in the Board of Directors, no raise in Board of Directors' fees is planned.

The amount requested is therefore unchanged and corresponds to the approved maximum possible total amount of the previous term of office.

4.2 Remuneration of Group Management

At the Annual General Meeting in 2019, CHF 5.9 million in remuneration for Group Management in 2019 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 2020 in the amount of CHF 5.9 million (five million nine hundred thousand Swiss francs).

The amount requested is therefore unchanged and corresponds to the maximum total amount approved for the last three financial years 2017, 2018 and 2019.

5. Elections to the Board of Directors

The Board of Directors proposes re-elections, each for a term of office until the end of the next Annual General Meeting for Dr. Elena Cortona and Messrs Urs Tanner, Paolo Bottini, Stefano Mercurio and Ingo Specht.

Mr Philippe Dubois is retiring from the Board of Directors for reasons of age.

Mr. Markus Asch is proposed for election to the Board of Directors. Asch, born 1971, is a German citizen. He began his career at Kärcher in 1995 and held several management positions until he was appointed to the Kärcher Management Board in 2007. In 2010, Asch was appointed Deputy Chairman at Alfred Kärcher SE & Co. KG with headquarters in Winnenden, Germany. Since January

1, 2020, he has been Chief Technology Officer (CTO). In addition to his duties, he is CEO of the subsidiary in the United States and also has overall responsibility for the North and South America regions.

With more than 12 years on the Kärcher Board of Management, Markus Asch brings with him versatile management expertise with a global perspective. His experience focuses on the establishment and further development of modular product and solution platforms, digitalization, and a strong anchoring of services as well as a sales organization adapted to customer needs. He holds a degree in mechanical engineering (Dipl.-Ing.) from the University of Applied Sciences in Esslingen.

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 Board of Directors section within investor-relations/corporate-governance

- 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. Stefano Mercorio
- 5.4 Re-election of Mr. Ingo Specht
- 5.5 Re-election of Ms. Elena Cortona, PhD
- 5.6 New election of Mr. Markus Asch

6. Elections to the Remuneration Committee

The Board of Directors proposes the re-election of Mr. Urs Tanner and of 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 2020.

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, 20 March 2020

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 2019 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, 20 March 2020. 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 5 May 2020. Shareholders registered in the share register as at 24 April 2020, 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 5 May 2020, 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 60, 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.