To the shareholders of

Interroll Holding AG

INVITATION AND AGENDA

of the Ordinary Annual General Meeting of Shareholders

Date: Friday, 12 May 2017, 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 2016, Auditor's Report**
   The Board of Directors proposes to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2016.

2. **Appropriation of the balance sheet profit**
   The Board of Directors proposes to appropriate the balance sheet profit as follows:

Result of the Interroll Holding AG	CHF	17,018,178
Profit carried forward from the previous year	CHF	131,630,437
Total at disposition at the Annual General Meeting	CHF	148,648,615
Total distribution of a dividend	CHF	13,664,000
Carry forward to new account	CHF	134,984,615

   Dividend:
   The dividend of CHF 13,664,000 corresponds to a dividend of **CHF 16.00 per share** (previous year CHF 12.00 per share). In the event that this motion is accepted, the dividend will be paid in the second quarter of 2017.

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 2016.

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

All explanations and details concerning the remuneration as well as its development during the last years can be found in detail in the Remuneration Report 2016. The Remuneration Report 2016 is part of the Annual Report 2016 (pages 53 - 61) and is available electronically on the Interroll website www.interroll.com under Investor Relations/Corporate Governance.

4.1 Remuneration of the Board of Directors

CHF 700,000 in remuneration for the Board of Directors was approved at the Annual General Meeting in 2016, and CHF 527,000 was effectively paid out. For the first time in eleven years in which remuneration has remained unchanged, an increase in remuneration for the Board of Directors by a maximum of CHF 160,000 in total is being proposed this year.

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 2017 to the Annual General Meeting 2018, in the amount of CHF 800,000 (eight hundred thousand Swiss francs).
The requested sum is thus CHF 100,000 higher than in the previous year.

4.2 Remuneration of Group Management

At the Annual General Meeting in 2016, CHF 5.80 million in remuneration for Group Management in 2016 was approved and CHF 5.77 million effectively paid out. The remuneration paid out includes a one-time special compensation of CHF 0.63 million (in the form of 700 shares with a 5-year vesting period) to the Group CEO Paul Zumbühl. This special compensation is intended to express our appreciation for his exceptional achievements and merits during his over 17 years of excellent management work for the Interroll Group. Since he took office on 1 January 2000 (2½ years after the IPO), stock market capitalisation has increased tenfold. To date, no compensation has ever been paid to the CEO for additional or extraordinary achievements. Thus, this special compensation is of a one-time nature. The regular compensation paid out in 2016 without this one-time special compensation amounted to CHF 5.14 million (previous year: CHF 4.94 million) and is thus regarded as a reference for total remuneration in 2017.

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 2017 in the amount of CHF 5.90 million (five million nine hundred thousand Swiss francs).
The requested sum is thus CHF 100,000 higher than in 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, Mr. Ingo Specht and Prof. Dr. Horst Wildemann. 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 Investors/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 Re-election of Prof. Dr. Horst Wildemann

6. Elections to the Remuneration Committee

The Board of Directors proposes the re-election of Mr. Urs Tanner and Prof. Dr. Horst Wildemann 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 Prof. Dr. Horst Wildemann

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 2017.

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, 23 March 2017

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 2016 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, 24 March 2017. 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 8 May 2017. Shareholders registered in the share register as at 28 April 2017, 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 10 May 2017, 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, CH4614 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.