



To the shareholders of

## Interroll Holding AG

### NOTICE AND AGENDA of the Ordinary Annual General Meeting

**Date:** Friday, 13 May 2016, 2.30 pm (doors open at 1.30 pm)  
**Venue:** Interroll Holding AG, Via Gorelle 3, CH-6592 Sant'Antonino

#### Agenda and Proposals of the Board of Directors

**1. Annual Report 2015, Financial Statements 2015 and Information of Auditor's Report**

The Board of Directors proposes approval of the Annual Report 2015, the Financial Statements 2015 and the consolidated Financial Statements 2015.

**2. Appropriation of available earnings**

The Board of Directors proposes to appropriate the available earnings as follows:

Result	CHF	37.489.725
Available earnings carried over from the previous year	CHF	104.371.732
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Total at disposition of Board of Directors	CHF	141.861.457
Total distribution of a dividend	CHF	10.248.000
Balance brought forward	CHF	131.613.457

The distribution amount of CHF 10.248.000 corresponds to a distribution of CHF 12.00 per share. In case of acceptance of this request the pay-out will be done during 2<sup>nd</sup> quarter 2016.

**3. Discharge from Liability of the Members of the Board of Directors and the Members of the Management**

The Board of Directors proposes discharge from liability for each of its members and for each of those of the Management for the business year 2015.

#### **4. Voting on the Remuneration of the Members of the Board of Directors and 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 2015. The Remuneration Report 2015 is part of the Annual Report 2015 and is available electronically on the Interroll website [www.interroll.com](http://www.interroll.com) under Investor Relations/Corporate Governance.

##### **4.1 Total Remuneration for the Members of the Board of Directors**

The Board of Directors requests that the shareholders approve the maximum total amount of remuneration for the members of the Board of Directors for the time period from the Ordinary Annual General Meeting 2016 until the Ordinary Annual General Meeting 2017, that is, CHF 700.000 CHF (seven hundred thousand Swiss Francs). This amount corresponds to the request approved last year.

##### **4.2 Total Remuneration for members of Group Management**

The Board of Directors requests that the shareholders approve the maximum total amount of remuneration that has been directed at, promised to, or granted to the members of Management for the fiscal year 2016, that is, CHF 5.800.000 (five million eight hundred thousand Swiss Francs). This amount corresponds to the request approved last year.

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

The Board of Directors proposes the re-election of Urs Tanner (new as Chairman of the Board of Directors in a single vote), Paolo Bottini, Philippe Dubois, Stefano Mercurio, Ingo Specht and Prof. Dr. Horst Wildemann as members of the Board of Directors, each until the end of the next Annual General Meeting. Kurt Rudolf does not apply for a re-election any more. Information on the members of the Board of Directors is to be found in the Annual Report, Corporate Governance Report – Board of Directors. It is also available electronically on the Interroll website [www.interroll.com](http://www.interroll.com) under Investor Relations/Corporate Governance/Board of Directors.

- 5.1 Re-election of Urs Tanner and election as Chairman of the Board of Directors (in a single vote)
- 5.2 Re-election of Paolo Bottini
- 5.3 Re-election of Philippe Dubois
- 5.4 Re-election of Stefano Mercurio
- 5.5 Re-election of Ingo Specht
- 5.6 Re-election of Prof. Dr. Horst Wildemann

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

The Board of Directors proposes the election of Urs Tanner and the re-election of Prof. Dr. Horst Wildemann as members of the Compensation Committee, each until the end of the next Annual General Meeting.

- 6.1 Election of 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 auditor for the financial year starting 1 January 2016.

#### **8. Election of the Independent Proxy**

The Board of Directors proposes the re-election of Francesco Adami, Anwaltsbüro Molino Adami Galante, Via G.B. Pioda 14, 6900 Lugano, as Independent Proxy for Interroll Holding AG until the end of the next Annual General Meeting.

Sant'Antonino, 17 March 2016

Interroll Holding AG

For the Board of Directors  
Kurt Rudolf, Chairman

## **Organisational Notes**

#### **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 2015 together with the financial statements and the Group's consolidated financial statements and the auditor's report for the business year 2015 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, 18 March 2016. The Annual Report is available on the Company website at [www.interroll.com](http://www.interroll.com). All registered shareholders can request a printed version of the Annual Report. All shareholders who registered to automatically receive the annual report by mail order or do so after having received this invitation will receive a printed version of the report.

#### **Tickets of Admission**

Holders of registered shares whose name appear in the share register as shareholders with voting rights will be sent an order form together with the invitation to the Annual General Meeting. Admission cards and voting materials may be ordered until 9 May 2016. Shareholders registered in the share register as at 29 April 2016, 5 pm (CET) (record date) 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 such shares.



### **Appointment of Proxy**

Shareholders who are not able to attend personally at the Annual General Meeting can appoint a proxy in writing. 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 response card and the 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 favor 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](http://www.netvote.ch/interroll) by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. The requisite login data is enclosed with the meeting materials supplied to shareholders. Any changes of electronically communicated instructions must occur prior to 11 May 2016, 11.59 pm (CET).

### **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 an 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](mailto:areg.ch), Fabrikstrasse 10, CH-4614 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.

Subsequent to the Annual General Meeting, a snack will be served.

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.