



To the shareholders of the

Interroll Holding AG

INVITATION AND AGENDA

to the Ordinary Annual General Meeting of Shareholders 2023

Date: Friday, May 12, 2023, 2:30 pm

Place: PalaCinema Locarno, Piazza Remo Rossi 1, 6600 Locarno (room 2)

Dear Sir or Madam,

Agenda items and motions of the Board of Directors

1. Approval of the Management Report, the Financial Statements of Interroll Holding AG and the Consolidated Financial Statements 2022

The Board of Directors proposes to approve the Management Report, the Financial Statements of Interroll Holding AG and the Consolidated Financial Statements 2022.

Explanation

The Board of Directors is required by law to submit the management report, the annual financial statements and the consolidated financial statements to the Annual General Meeting for approval. In their audit reports printed in the Annual Report, the auditors PricewaterhouseCoopers AG, Zurich, recommend that the Annual General Meeting approve the annual and consolidated financial statements 2022 without qualification.

2. Appropriation of available earnings

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

Result of Interroll Holding AG	CHF	18,483,145
Balance sheet profit carried forward from previous year	CHF	138,994,057

Total at the disposal of the Annual General Meeting	CHF	157,477,202
Total distribution of a dividend	CHF	27,328,000
Carried forward to new account	CHF	130,149,202

Dividend:

The distribution amount of CHF 27,328,000 corresponds to a dividend of **CHF 32.00 per share** (previous year CHF 31.00 per share). No dividends will be paid on treasury shares held by Interroll Holding AG at the time of dividend distribution. In the event that this motion is accepted, the dividend payment will be paid in the second quarter 2023.

Explanation

Dividends can only be distributed by resolution of the Annual General Meeting. The auditors PricewaterhouseCoopers AG, Zurich, have audited the proposed appropriation of available earnings and confirm that it is in accordance with the law and the Articles of Incorporation.

3. Advisory vote on the Remuneration Report 2022

The Board of Directors proposes to confirm the Remuneration for the financial year 2022 in an advisory vote.

Explanation

The Board of Directors is required by law to submit the compensation report for the financial year 2022 to the Annual General Meeting for a consultative vote. The auditors PricewaterhouseCoopers AG, Zurich, have audited the legally required parts of the compensation report and confirm that it complies with the law and Art. 14-16 of the Ordinance against Excessive Compensation in Listed Stock Corporations.

4. Advisory vote on the Sustainability Report 2022

The Board of Directors proposes to confirm the Sustainability Report 2022 in an advisory vote.

Explanation

The Board of Directors is required by law to prepare a report on non-financial matters and to submit it to the General Meeting of Shareholders for approval, for the first time for the financial year 2023. The Board of Directors of Interroll Holding AG attaches particular importance to sustainability. It has therefore decided to prepare a sustainability report already for the financial year 2022 and to submit it to the General Meeting for approval.

5. 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 2022.

Explanation

By granting discharge to the members of the Board of Directors and the Executive Board, the Company and the approving shareholders declare that they will no longer hold the responsible persons accountable for events of the past financial year. The discharge applies only to disclosed facts.

6. Amendment of the Articles of Incorporation of Interroll Holding AG

The Board of Directors proposes to amend the Articles of Incorporation of Interroll Holding AG AG to meet the requirements of the Swiss corporate law reform that came into force on January 1, 2023, and to take into account current best corporate governance practices.

All explanations and details regarding the proposed amendments to the Articles of Incorporation are contained in detail in the separate information brochure, which is available on the Interroll website www.interroll.com in the Company/Investor Relations/Annual General Meeting section.

6.1 Amendment of the company's purpose (Art. 2)

6.2 Amendments regarding the form of the (Art. 4, 5)

6.3 Amendments regarding share transfers/transfer restrictions (Art. 6)

6.4 Virtual general meetings (Art. 10 Abs. 3)

6.5 Amendments regarding special provisions for anchor shareholders (Art. 13bis, 19)

6.6 Amendments of the rules on compensation of the Board of Directors and the Group Management (Art. 12bis, 23bis, 24, 25)

6.7 Further amendments (Art. 5, 5bis, 7, 9, 10, 11, 12, 13bis, 15, 17, 18, 19, 21, 22, 23, 25, 28, 31)

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

Explanation

All explanations and details concerning the remuneration can be found in detail in the Remuneration Report 2022. The Remuneration Report 2022 is part of the Annual Report 2022 (pages 25–35) and is also available electronically on the Interroll website www.interroll.com in the Company/Sustainability/Corporate Governance section.

7.1 Remuneration of the Board of Directors

The Board of Directors proposes at this year's Annual General Meeting the approval of the maximum possible total amount of the remuneration of the Board of Directors for the coming term of office, i.e. ordinary Annual General Meeting 2023 to ordinary Annual General Meeting 2024, in the amount of CHF 1,100,000 (one million one hundred thousand Swiss francs; previous year; CHF 1,400,000).

Explanation

On the occasion of the Annual General Meeting 2022, CHF 1,400,000 in directors' fees were approved and CHF 1,307,000 were effectively paid out.

The Chairman of the Board of Directors exercised his office with additional duties as "Active Chairman" within a period limited to 2 years (term of office AGM 2021 to AGM 2023) and received a higher fee during this period. As of the term of office 2023 (AGM 2023 to AGM 2024), the Chairman of the Board of Directors will perform his office without the additional duties as "Active Chairman", so that his fee will be reduced to a regular level of approximately half. After 6 years of unchanged fees, the Board of Directors also proposes an increase of CHF 55'000.- p.a. in total for the other members of the Board of Directors (per member an increase of the fee by CHF 10'000.-, Vice Chairman by CHF 15'000.- plus pension benefits). As in the previous year, the proposed maximum compensation includes a reserve for contingencies.

7.2 Remuneration of Group Management

At this year's Annual General Meeting, the Board of Directors proposes the approval of the maximum possible total amount of compensation for the members of the Group Executive Committee for the current financial year 2023 in the amount of CHF 4.8 million (four million eight hundred thousand Swiss francs; previous year CHF 4.8 million).

Explanation

At the 2022 Annual General Meeting, CHF 4.8 million was approved for 2022 compensation to the Group Executive Committee and CHF 3.7 million was effectively paid out.

8. Elections to the Board of Directors

The Board of Directors proposes the re-election of the current members of the Board of Directors (incl. the Chairman of the Board of Directors), of Dr. Elena Cortona, Ms. Susanne Schreiber and Messrs. Stefano Mercorio, Ingo Specht, Markus Asch and Paul Zumbühl each for a term of office until the end of the next Annual General Meeting.

Explanation

The term of office of the Chairman of the Board of Directors and the members of the Board of Directors will end at the close of the Annual General Meeting on May 12, 2023. They must therefore be re-elected by the Annual General Meeting.



As the current Chairman of the Board of Directors, Paul Zumbühl, is proposed for re-election. He was CEO of the Interroll Group from January 01, 2000 to April 30, 2021. Assuming his re-election, Paul Zumbühl will assume his office as Chairman for the term of office (Annual General Meeting 2023 - Annual General Meeting 2024), after two years as Active Chairman, without these additional duties.

At the same time, Markus Asch, assuming his reelection as a member of the Board of Directors will be appointed Vice Chairman of the Board of Directors for the coming term of office without the additional function of Lead Independent Director.

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" (page 16 – 17). This is also available electronically on the Interroll website www.interroll.com in the section Company/Sustainability/Corporate Governance.

- 8.1 Reelection of Mr. Paul Zumbühl as member and Chairman of the Board of Directors
- 8.2 Reelection of Mr. Stefano Mercorio
- 8.3 Reelection of Mr. Ingo Specht
- 8.4 Reelection of Dr. Elena Cortona
- 8.5 Reelection of Mr. Markus Asch
- 8.6 Reelection of Ms. Susanne Schreiber

9. Elections to the Remuneration Committee

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

Explanation

The terms of office of the members of the Compensation Committee expire at the close of the Annual General Meeting on May 12, 2023. They must therefore be re-elected by the Annual General Meeting.

- 9.1 Reelection of Mr. Markus Asch
- 9.2 Reelection of Mr. Stefano Mercorio

10. Election of the auditors

The Board of Directors proposes the reelection of PricewaterhouseCoopers as auditors for the financial year beginning January 1, 2023.

Explanation

According to the law and the Articles of Incorporation, the Annual General Meeting must elect the auditors. PricewaterhouseCoopers AG, Zurich, is a company supervised by the Swiss Federal Audit Oversight Authority. The Board of Directors is of the opinion that PricewaterhouseCoopers AG is best suited for the role as auditors of Interroll Holding Ltd.

11. 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.



Explanation

According to the law and the Articles of Incorporation, the Annual General Meeting must elect the independent proxy. Mr. Adami has the necessary independence to exercise his mandate.

Important information

Documents

The Annual Report 2022 including the Compensation Report and the Reports of the Statutory Auditors are now available for inspection at the Company's registered office or can be viewed and downloaded on the Internet at <https://www.interroll.com/investor-relations/reports-and-publications/>.

Invitation

Shareholders with voting rights who are entered in the share register up to and including April 28, 2023 at 5:00 p.m. (CEST) will receive this invitation to the Annual General Meeting together with the items on the agenda.

Proxy/Power of Attorney

Shareholders who do not attend the Annual General Meeting in person may appoint any person, who need not be a shareholder, or be represented by the independent proxy Mr. Francesco Adami, RA, MAG Legis SA, Via G.B. Pioda 14, 6900 Lugano. To grant power of attorney, the enclosed reply form "Instruction to the independent proxy" may be used.

Remote voting by means of proxy and instructions to the independent voting right representative

Shareholders may issue proxies and instructions to the independent proxy Mr. Francesco Adami, attorney-at-law, MAG Legis SA, Via G.B. Pioda 14, 6900 Lugano, by electronic means at <https://interroll.netvote.ch>. They may also use the enclosed reply form "Instruction to the independent proxy". They can also use this method to register for the Annual General Meeting and order their voting and admission cards. The personalized login data required for this purpose are on the enclosed reply letter. Any changes to electronically submitted instructions are possible until May 9, 2023, 11:59 p.m. (CEST) at the latest.

Voting right

Shareholders of Interroll Holding Ltd. entered in the share register with voting rights on April 28, 2023 at 5:00 p.m. (CEST) are entitled to vote. Shareholders who sell their shares after this time are not admitted to the votes and elections of the General Meeting. From April 28, 2023 at 5:00 p.m. (CEST) until and including May 12, 2023, no entries will be made in the share register. The registration in the share register does not affect the trading of shares held by registered shareholders before, during or after the Annual General Meeting.

Registration

Shareholders may submit their instructions, their registration for the Annual General Meeting and their order for voting and admission cards to areg.ch ag, Fabrikstrasse 10, 4614 Hädendorf (Switzerland) by no later than May 9, 2023 (reply letter received by areg.ch ag) using the enclosed reply letter.

Admission

To determine the attendance correctly, any shareholder entering the Annual General Meeting or leaving the Annual General Meeting early or temporarily is asked to present the admission card. Shareholders who have not received an admission card may obtain one on the day of the AGM upon presentation of the reply card or their ID at the information desk.

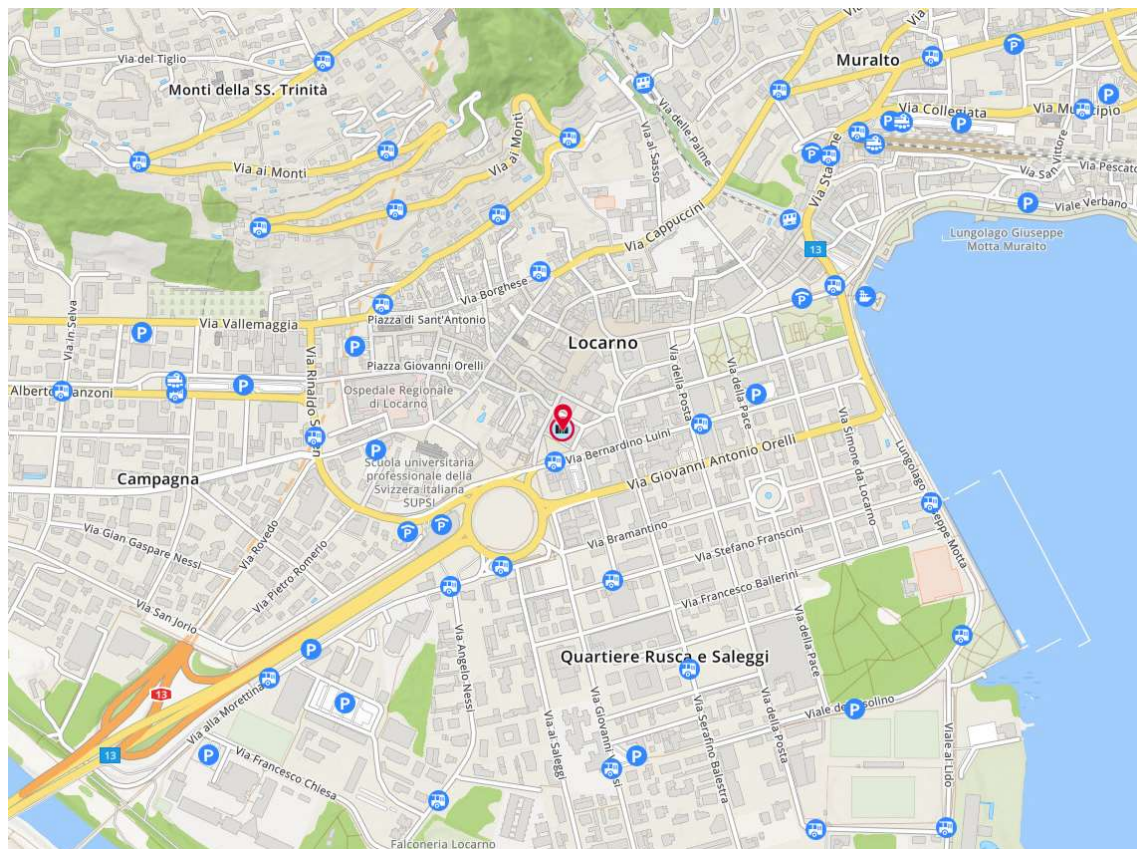
Admission cards already issued lose their validity if the shares belonging to them are sold before the General Meeting and the sale of such shares is reported in the share register.

Electronic invitation to the Annual General Meeting

If you wish to receive the invitation to the Annual General Meeting and the shareholders' letter electronically earlier and without paper in the future, please enter this in the instruction issuing system <https://interroll.netvote.ch> under the option "Select dispatch".

Access map/means of transport

PalaCinema Locarno, Piazza Remo Rossi 1, 6600 Locarno (room n. 2) is centrally located overlooking Piazza Remo Rossi, between Piazza Grande and Piazza Castello, next to Via Bernardino Luini and Via Franchino Rusca.



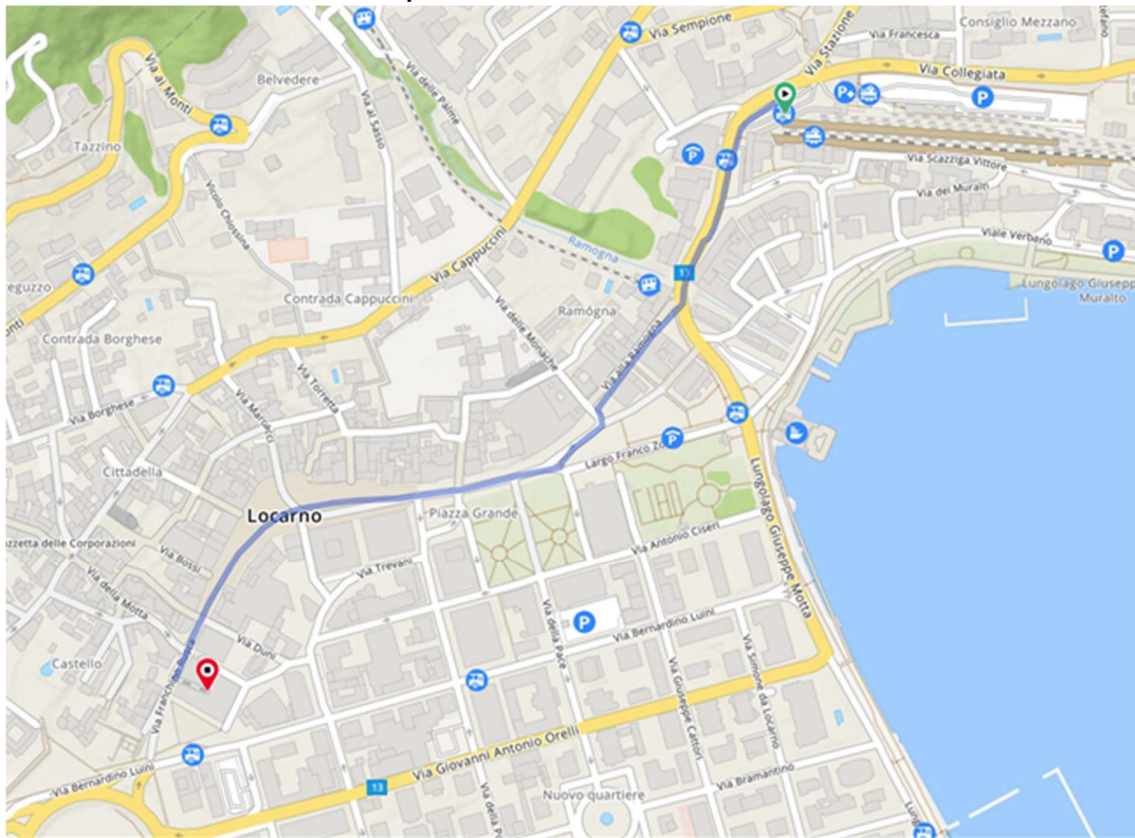
Arrival by train (SBB Locarno station)

From Locarno train station you can reach PalaCinema Locarno on foot in less than 10 minutes. Bus lines n. 1 / 7 / 311 from "Locarno Piazza Stazione" to "Locarno Piazza Castello" run regularly (timetable www.sbb.ch). The bus stop is located opposite the PalaCinema.

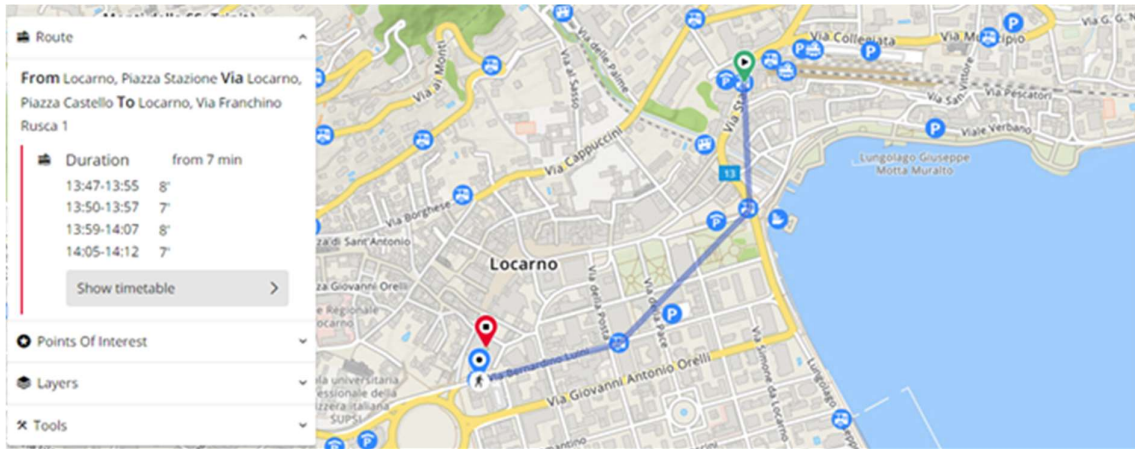
Arrival by car:

A13 direction Locarno through the Mappo-Morettina tunnel. Exit Locarno. Parking is available at the "Parcheggio Centro Castello". On foot you can reach the PalaCinema in less than 5 min.

SBB Locarno > PalaCinema: 750m / 10 min. on foot



Bus route Locarno Piazza Stazione > Locarno Piazza Castello



Sant'Antonino, March 27, 2023

Interroll Holding AG

For the Board of Directors
Paul Zumbühl, Active Chairman