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Einladung zur ordentlichen Generalversammlung Trifork Holding AG

Betroffene Organisation:

Trifork Holding AG
CHE-474.101.854
Neuhofstrasse 10
8834 Schindellegi

Angaben zur Generalversammlung:

19.04.2024, 12:00 Uhr, Grabenstrasse 2, 6340 Baar, Switzerland

Einladungstext/Traktanden:

For details, please refer to the invitation in the appendix.

TO THE SHAREHOLDERS OF

Trifork Holding AG,
Schindellegi (Feusisberg)

INVITATION

to the Annual General
Meeting 2024 (AGM) of
Trifork Holding AG
(Company)

AS OF

19 April 2024 at 12.00 p.m. CEST
(door opening 11.45 a.m. CEST)

AT

Grabenstrasse 2,
6340 Baar, Switzerland

1. Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2023; acknowledgment of the reports of the auditors and approval of the ESG report for the financial year 2023

1.1. Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2023; acknowledgment of the reports of the auditors

The Board of Directors proposes to approve the annual report, the annual financial statements and the consolidated financial statements for the financial year 2023.

EXPLANATION

The Board of Directors is required by law to submit the annual report, the annual financial statements and the consolidated financial statements to the AGM for approval. In its reports to the AGM, Ernst & Young AG, Zurich, as statutory auditors, recommends without qualification that the consolidated and standalone annual financial statements of the Company be approved.

1.2. Approval of the ESG report for the financial year 2023

The Board of Directors proposes to approve the ESG report for the financial year 2023.

EXPLANATION

Since the beginning of the year 2024, the Board of Directors is required by law to submit the ESG report to the AGM for its approval.

2. Use of balance sheet profit

2.1. Appropriation of retained earnings

The Board of Directors proposes to carry forward the retained earnings to the new account as set out as follows:

Retained earnings	CHFk
Balance carried forward from prior year	58,250
Net income	2,770
Transactions with treasury shares	-85
Amount at the discretion of the AGM	60,935
Balance to be carried forward	60,935

EXPLANATION

The AGM is by law and by the Company's Articles of Association competent for passing resolutions on the allocation of the retained earnings. Given the proposed payout from capital reserves under agenda item 2.2, the Board of Directors proposes to carry forward the full amount of the retained earnings.

2.2. Payout from capital contribution reserves

Instead of distributing a dividend from retained earnings, the Board of Directors proposes to make a payout from capital contribution reserves to the shareholders.

The Board of Directors proposes to payout EUR 0.10 per share. Applying the currency exchange rate as per 31 December 2023, it results in a total payout amount of CHFk 1,828. To anticipate a potential impact of exchange rate fluctuations until the AGM, the Board of Directors proposes a maximum dividend of CHFk 2,100.

Capital contribution reserves	CHFk
Balance carried forward from prior year	23,928
Payout in 2023	-2,691
Amount as of 31 December 2023	21,237
Payout proposed*	-2,100
Balance to be carried forward	19,137

** The proposed payout from capital contribution reserves is not subject to Swiss withholding tax and is – at least for natural persons with tax domicile in Switzerland – not subject to Swiss income tax.*

The payout from capital contribution reserves is declared in CHF (Swiss Francs) and paid out in DKK (Danish Kroner).

The final CHF amount will be determined by applying the exchange rate at the date of the AGM.

Treasury shares held by the Company are not entitled to receive a payout.

EXPLANATION

The proposed payout from capital contribution reserves requires a resolution of the AGM and is in accordance with the distribution policy of the Company.

3. Discharge of the members of the Board of Directors and the Executive Management

The Board of Directors proposes to discharge all members of the Board of Directors and the Executive Management for the financial year 2023.

EXPLANATION

By discharging the members of the Board of Directors and the Executive Management, the Company and the approving shareholders declare that they will not hold the responsible persons accountable for events from the past financial year that were brought to the attention of the AGM.

4. Elections

4.1. (Re-)Election of the Chairperson and the members of the Board of Directors

The Board of Directors proposes to:

- a. Re-elect Julie Birgitte Galbo as Chairperson and member of the Board of Directors for a one-year term of office

- until (and including) the next AGM;
- b. Re-elect Maria Helene Hjorth as member of the Board of Directors for a one-year term of office until (and including) the next AGM;
- c. Re-elect Olivier Frédéric Jaquet as member of the Board of Directors for a one-year term of office until (and including) the next AGM;
- d. Re-elect Casey Louis Rosenthal as member of the Board of Directors for a one-year term of office until (and including) the next AGM;
- e. Re-elect Anne Templeman-Jones as member of the Board of Directors for a one-year term of office until (and including) the next AGM;
- f. Re-elect Erik Theodor Jakobsen as member of the Board of Directors for a one-year term of office until (and including) the next AGM.
- g. Elect Geeta Suresh Shukla Schmidt as new member of the Board of Directors for a one-year term of office until (and including) the next AGM.

EXPLANATION

As the current term of office of the Chairperson and the existing members of the Board of Directors ends upon the conclusion of this AGM, they must be individually re-elected by the AGM.

Further, the Board of Directors proposes the election of an additional member of the Board of Directors.

For the presentation of the new candidate and her experience and know-how refer to: <https://investor.trifork.com/general-meeting/>



4.2. Re-election of the members of the Nomination and Remuneration Committee (NRC)

The Board of Directors proposes to:

- a. Re-elect Julie Birgitte Galbo as member of the NRC for a one-year term of office until (and including) the next AGM;
- b. Re-elect Oliver Frédéric Jaquet as member of the NRC for a one-year term of office until (and including) the next AGM;
- c. Re-elect Casey Louis Rosenthal as member of the NRC for a one-year term of office until (and including) the next AGM.

EXPLANATION

As the current term of office of the members of the NRC ends upon the conclusion of this AGM, they must be re-elected by the AGM.

4.3. Re-election of the Auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Zurich, as auditors for a one-year term of office.

EXPLANATION

According to the Company's Articles of Association, the AGM shall elect the auditors of the Company for each financial year. The Board of Directors proposes to re-elect Ernst & Young AG for reasons of continuity. Ernst & Young AG confirmed its independence required for this mandate.

Ernst & Young AG was first appointed as the Company's statutory auditors for the financial year 2016.

The auditor in charge of the audit engagement took office as engagement partner for financial year 2019. According to the law, the auditor in charge must be rotated every seven years.

4.4. Re-election of the Independent Proxy

The Board of Directors proposes to re-elect Mr. André Weber, attorney-at-law, as independent proxy for a one-year term of office until (and including) the next AGM.

EXPLANATION

According to the law, the independent proxy must be elected annually by the AGM. Mr. André Weber fulfils the independence criteria and does not have any other mandates for the Company. Thus, the Board of Directors proposes to re-elect him for reasons of continuity.

5. Approval of remuneration for the members of the Board of Directors and the Executive Management

5.1. Consultative vote on the remuneration report for the financial year 2023

The Board of Directors proposes to approve the remuneration report 2023 in a consultative vote.

EXPLANATION

The remuneration report 2023 is available as part of the annual report 2023 at pages 60 to 70. The remuneration report describes the policies, organization and elements of the remuneration for the Board of Directors and the Executive Management in a qualitative manner and provides quantitative information of the remuneration for the financial years 2023 and 2022. According to the report of the auditors, the remuneration report complies with the law and the Articles of Association.

5.2. Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors from the AGM 2024 to the AGM 2025

The Board of Directors proposes to approve the maximum aggregate amount of remuneration of EUR 600,000 for the members of the Board of Directors for the period from the AGM 2024 to the AGM 2025.

EXPLANATION

The AGM approves annually the proposal of the Board of Directors in relation to the maximum aggregate remuneration of the Board of Directors for the period until the next AGM. The remuneration system for the Board of Directors provides for a fixed remuneration in the form of a cash payment for all seven members (including the Chairperson), which is not linked to performance components. There is no share-based remuneration and members of the Board of Directors are not entitled to pension benefits. The amount of remuneration for the members of the Board of Directors varies depending on their function and the committees they sit on. Even though the Board of Directors proposes the election of a new additional member of the Board of Directors, the maximum remuneration amount for all members remains unchanged compared to the amounts approved at the previous AGM.

5.3. Approval of the maximum aggregate amount of fixed remuneration for the members of the Executive Management for the financial year 2025

The Board of Directors proposes to approve the maximum aggregate amount of the fixed remuneration of EUR 2,450,000 for the members of the Executive Management for the financial year 2025.

EXPLANATION

The AGM approves annually the proposal of the Board of Directors in relation to the maximum aggregate amount of fixed remuneration of the Executive Management for the next financial year after the AGM.

For the assessment of the maximum aggregate amount, the Board of Directors took into account the increase of the Executive Management by one member (compared to the amounts approved at the previous AGM). Further, the proposed amount includes a reserve, thereby addressing significant exchange rate fluctuations, as have occurred in the recent past, as the remunerations with the members of the Executive Management are agreed in EUR and CHF.

5.4. Approval of the maximum aggregate amount of variable remuneration for the members of the Executive Management for the financial year 2025

The Board of Directors proposes to approve the maximum aggregate amount of the variable remuneration of EUR 4,900,000 for the members of the Executive Management for the financial year 2025.

EXPLANATION

The AGM approves annually the proposal of the Board of Directors in relation to the maximum aggregate amount of variable remuneration of the Executive Management for the next financial year 2025.

The Remuneration Policy of Trifork Group defines that the variable remuneration of the Executive Management may not exceed 200% of the annual fixed remuneration. For the assessment of the maximum

aggregate amount, the Board of Directors refers to agenda item 5.3 as its basis.

For agenda items 5.2, 5.3 and 5.4 the principles of remuneration and further details are set forth in Art. 26 et seqq. of the current Articles of Association, the Remuneration Policy and in the remuneration report 2023 on pages 60 to 70 of the annual report 2023.

6. Amendment to the Articles of Association – Change of Company name

The Board of Directors proposes changing the name of the Company from "Trifork Holding AG" to "Trifork Group AG" and thus to amend the rubrum and Art. 1 of the Articles of Association accordingly.

EXPLANATION

In order to change the name of the Company, the Articles of Association of the Company must be amended. The rubrum and Art. 1 of the Articles of Association shall be amended to reflect the new name of the Company. The new Articles of Association shall therefore be revised and amended and read as follows:

*"Articles of Association
of
Trifork Group AG
with registered office in Feusisberg*

- I. *Company Name, Duration, Legal Form, Registered Office and Purpose of the Company*

Art. 1: *Company Name, Duration, Legal Form and Registered Office*

*Under the company name of Trifork Group AG (**the Company**) exists for an indefinite period of time a company pursuant to the articles 620 et seq. of the Swiss Code of Obligations (CO) with registered office in Feusisberg, SZ."*

The Articles of Association of the Company are written in English and German. The German version of the Articles of Association, which prevails, shall be adapted according to the changes mentioned above.

Organizational Notes

Documentation

The annual report 2023, including the remuneration report 2023, the consolidated financial statements 2023, the annual financial statements 2023, the respective reports of the auditors and the ESG report are available for inspection at the Company's headquarters at Neuhofstrasse 10, 8834 Schindellegi, Switzerland. Furthermore, these documents can be viewed under <https://investor.trifork.com/>.

For the annual report:



For the result presentation:



For the ESG report:



Voting rights

Shareholders entered in the share register of Trifork Holding AG on 9 April 2024 at 5 p.m. CEST (**Record Date**) are entitled to vote.

Access cards

Shareholders can order an access card to the AGM either by way of electronic request (see below) or by using the form available under <https://investor.trifork.com/general-meeting/>, which has to be completed, duly signed and returned by mail to: Computershare Schweiz AG, Trifork Holding AG, Postfach, 4601 Olten, Switzerland (must be received no later than 13 April 2024).

Proxy and granting of powers of attorney

Shareholders who do not attend the AGM in person may authorize a third person who does not need to be a shareholder to represent their rights by means of a written power of attorney. Shareholders are asked to use the form available under <https://investor.trifork.com/general-meeting/>.

Shareholders may alternatively exercise their rights by appointment of Mr. André Weber, attorney-at-law, Bahnhofstrasse 10, 8001 Zurich, Switzerland, as the independent proxy for the AGM 2024, either by way of electronic voting (see as follows) or by using the power of attorney available under <https://investor.trifork.com/general-meeting/>, which has to be completed, duly signed and returned by mail to: Computershare Schweiz AG, Trifork Holding AG, Postfach, 4601 Olten, Switzerland. All duly signed forms received no later than 13 April 2024 will be considered and entitled for voting at the AGM.

Electronic granting of powers of attorney and issuance of instructions to the independent proxy / electronic order of access cards

Shareholders can use the e-voting platform of Computershare to grant power of attorney and issue instructions to the independent proxy electronically. Shareholders registered in the share register on the Record Date receive the login codes with the invitation to the AGM. Shareholders who acquire shares after the publication of this invitation in the Swiss Official Gazette of Commerce but before the Record Date shall contact the Company by e-mail to shareholder-support@trifork.com, if they wish to exercise their voting rights. The electronic granting of powers of attorney and issuance of instructions as well as ordering access cards is possible until 16 April 2024 at 11.59 p.m. CEST at the latest.

Livestream

The AGM will be streamed live on the internet for information purposes only. It is not possible to exercise any shareholders' rights via the live-stream. Shareholders who wish to participate in the livestream shall register on the e-voting platform of Computershare no later than 16 April 2024 at 11.59 p.m. CEST.

Schindellegi (Feusisberg), 26 March 2024
Trifork Holding AG

On behalf of the Board of Directors
Julie Birgitte Galbo