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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:

12.04.2023, 10:00 Uhr, Grabenstrasse 2, 6430 Baar, Switzerland

Einladungstext/Traktanden:

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

Agenda and Motions of the Board of Directors

TO THE SHAREHOLDERS OF

Trifork Holding AG,
Schindellegi (Feusisberg)

INVITATION

to the Annual General
Meeting 2023 (AGM) of
Trifork Holding AG
(company)

WHEN?

12 April 2023 at 10.00 a.m. CET
(door opening 9.45 a.m. CET)

WHERE?

Grabenstrasse 2,
6430 Baar, Switzerland

1. Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2022; 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 2022.

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.

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	64,070
Dividends paid	-7,785
Transactions with treasury shares	-27
Net income	1,992
Amount at the discretion of the AGM	58,250
Balance to be carried forward	58,250

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 repayment 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. Repayment from capital contribution reserves

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

The Board of Directors proposes to repay EUR 0.14 per share, resulting in a repayment from capital contribution reserves of CHFk 2,689 as set out in the table below (by application of the exchange rate as per preparation of the financial statements).

Capital contribution reserves	CHFk
Balance carried forward from prior year	23,928
Amount at the discretion of the AGM	23,928
Repayment proposed*	-2,689
Balance to be carried forward	21,239

The repayment from capital contribution reserves is declared in CHF (Swiss Francs) and paid out in DKK (Danish Kroner). Until the date of the AGM, the dividend amount is subject to DKK/CHF exchange rate fluctuations.

(The final CHF amount will be determined by applying the exchange rate at the date of the AGM and can in all cases not be higher than CHFk 3,000).

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

** The proposed repayment 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.*

EXPLANATION

The proposed distribution 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 2022.

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 Oliver 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. Elect Erik Theodor Jakobsen as 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 members of the Board of Directors ends upon the conclusion of this AGM, they must be re-elected by the AGM. The (re-)elections will be carried out individually.

Christoffer Jonathan Carl Holten has decided not to stand for a re-election. The Board of Directors thanks Christoffer Jonathan Carl Holten for his valued services and past commitment towards the Company.

For the presentation of the new candidate and his 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 believes that Ernst & Young AG is best qualified to serve as the Company's auditors for reasons of continuity. Ernst & Young AG confirmed its independence required for this mandate.

4.4. Re-election of the Independent Proxy

The Board of Directors proposes to re-elect Mr. André Weber, lic. iur., 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 inde-

pendence 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 2022

The Board of Directors proposes to approve the remuneration report 2022 in a consultative vote.

EXPLANATION

The remuneration report 2022 is available as part of the annual report 2022 on pages 60 to 65. 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 2022 and 2021. According to the report of the auditors, the remuneration report complies with the law and the Articles of Association as well as with the ordinance against excessive remuneration.

5.2. Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors from the AGM 2023 to the AGM 2024

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 2023 to the AGM 2024.

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 six 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. Further details can be found in the remuneration report 2022 on pages 60 to 65 of the annual report 2022.

5.3. Approval of the maximum aggregate amount of fixed remuneration for the members of the Executive Management for the financial year 2024

The Board of Directors proposes to approve the maximum aggregate amount of the fixed remuneration of EUR 1,850,000 for the members of the Executive Management for the financial year 2024.

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. The remuneration of the Executive Management is agreed on in two different currencies. To prevent a surpassing of the approved maximum amount due to material exchange rate fluctuations, as seen in the recent past, the Board of Directors

increases the amounts approved at the previous AGM by 5%.

The principles of remuneration are set forth in Art. 26 et seqq. of the current Articles of Association. Further details can be found in the remuneration report 2022 on pages 60 to 65 of the annual report 2022.

5.4. Approval of the maximum aggregate amount of variable remuneration for the members of the Executive Management for the financial year 2024

The Board of Directors proposes to approve the maximum aggregate amount of the variable remuneration of EUR 3,150,000 for the members of the Executive Management for the financial year 2024.

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 after the AGM. The remuneration of the Executive Management is agreed on in two different currencies. To prevent a surpassing of the approved maximum amount due to material exchange rate fluctuations, as seen in the recent past, the Board of Directors increases the amounts approved at the previous AGM by 5%. The maximum aggregate amount of variable remuneration of the Executive Management is composed as follows: the amount of the performance-related cash component to be allocated as short-term incentives and the value of the restricted Trifork share units to be allocated as long-term incentives. The principles of remuneration are set forth in Art. 26 et seqq. of the current Articles of Association. Further details can

be found in the remuneration report 2022 on pages 60 to 65 of the annual report 2022.

6. Amendments to the Articles of Association

The Board of Directors proposes to amend the Articles of Association of the Company as follows:

6.1. Change of purpose

6.2. Amendments of Art. 3b, 8, 9, 10, 11, 13, 14, 21, 23, 26, 29 and Creation of Art. 11a

6.3. Amendments of Art. 4, 5, 6, 12, 15, 16, 20, 22, 24 and 35

EXPLANATION

The Articles of Association of the Company shall be amended in order to comply with the requirements of the revised Swiss corporate law, which entered into force on 1 January 2023, and at the same time to introduce various modernizations and implement formal additions, which also take into account the current "best practice" in the field of corporate governance.

Comprehensive explanations and the text of the proposed revised Articles of Association (including the capital band) can be found at <https://investor.trifork.com/general-meeting/>.



7. Capital band

The Board of Directors proposes,

- a. subject to the approval of agenda item 7.b, the cancellation of the existing authorized capital in Art. 3a of the Articles of Association; and
- b. the introduction of the new Art. 3a of the Articles of Association to create a capital band between CHF 2,121,938.80 (upper limit) and CHF 1,875,765.50 (lower limit), within the framework of which the Board of Directors is authorized to increase or decrease the share capital once or several times and in any amounts until 11 April 2028, or until the capital band is no longer in effect before this date.

EXPLANATION

With the entry into force of the revised Swiss corporate law, the institute of the so-called capital band was newly created. The capital band corresponds to a large extent to the previous authorized capital, which was deleted under the new law. Under the capital band, the AGM can authorize the Board of Directors to increase the share capital registered in the commercial register within a certain range, namely up to a maximum of 150% (upper limit), or to reduce it to a maximum of 50% (lower limit). The authorization is limited by law to five years. The AGM has the right to withdraw shareholders' subscription rights directly or may delegate this right to the Board of Directors, provided that it expressly states the reasons for the withdrawal of subscription rights in the Articles of Association.

The Company's existing authorized capital will cease to exist on 29 April 2023. Thus, the Board of Directors would like to take the opportunity to cancel the existing authorized capital and adjust it to the new provisions of the capital band. Accordingly, the Board of Directors proposes to introduce a capital band for a maximum period of five years into the Articles of Association (new Art. 3a) and, subject to the adoption of the capital band, to cancel the Company's existing authorized capital (existing Art. 3a). The upper limit of the capital band shall be set at 107% (rounded) and the lower limit at 95% of the share capital currently registered in the commercial register. Together with the existing conditional capital (Art. 3b), the authorization of the Board of Directors to increase the share capital of the Company is limited to an aggregate of 10% of the Company's share capital. The maximum number of shares that can be issued or cancelled will be regularly adjusted by the Board of Directors after a capital increase or reduction, as applicable, within the capital band. As with the existing authorized capital, the Board of Directors shall also be entitled to exclude shareholders' subscription rights under the capital band in the course of capital increases.

The text of the proposed Art. 3a of the Articles of Association can be found at <https://investor.trifork.com/general-meeting/>.



Organizational Notes

Registration of e-mail addresses

To facilitate the interaction between Trifork Holding AG and its investors and to reduce the environmental impact of physical mail, shareholders are kindly requested to register their e-mail address on the e-voting platform.

Documentation

The annual report 2022, including the remuneration report 2022, the consolidated financial statements 2022, the annual financial statements 2022 and the respective reports of the auditors are available for inspection at the Company's headquarters at Neuhoferstrasse 10, 8834 Schindellegi, Switzerland. Furthermore, these documents can be viewed under <https://investor.trifork.com/>.

For the annual report:



For the result presentation:



Voting rights

Shareholders entered in the share register of Trifork Holding AG on 31 March 2023 at 5 p.m. CET (Record Date) are entitled to vote.

Access cards

You 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 not later than 6 April 2023).

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 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, lic. iur., attorney-at-law, Bahnhofstrasse 10, 8001 Zurich, Switzerland, as the independent proxy for the AGM 2023, 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 6 April 2023 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 email 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 9 April 2023 at 11.59 p.m. CET at the latest.

Livestream

The AGM will be streamed live on the internet. Shareholders who wish to participate in the livestream shall register on the e-voting platform of Computershare no later than 9 April 2023 at 11.59 p.m. CET.

Schindellegi (Feusisberg), 20 March 2023
Trifork Holding AG

On behalf of the Board of Directors
Julie Birgitte Galbo