



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Invitation to the ordinary general meeting Trifork Holding AG

Organisation concerned:

Trifork Holding AG
CHE-474.101.854
Neuhofstrasse 10
8834 Schindellegi

General meeting details:

20.04.2022, 14:00 Uhr, at the registered office of Trifork Holding AG (Neuhofstrasse 10, 8834 Schindellegi)

Invitation/Agenda:

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

INVITATION

to the Annual General Meeting 2022 (AGM) of

Trifork Holding AG (Company)

20 April 2022 at 2.00 p.m. CET,
(at the offices of Trifork Holding AG, Neuhofstrasse 10, 8834 Schindellegi)

Important Notice: The Board of Directors has decided to hold the AGM without the personal attendance of the shareholders, in accordance with the Ordinance 3 of the Federal Council regarding measures on combatting the coronavirus. All shareholders shall be represented at the AGM exclusively by the independent proxy. There will be an online livestream of the AGM. For information on how to issue your voting instructions to the independent proxy as well as on the livestream, please refer to the organizational notes at the end of this invitation.

Agenda and Motions of the Board of Directors

1. Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2021; acknowledgment of the reports of the auditors

The Board of Directors proposes that the annual report, the annual financial statements and consolidated financial statements for the financial year 2021 is to be approved.

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 is to be approved.

2. Use of balance sheet profit

The Board of Directors proposes to pay a dividend out of retained earnings of EUR 0.38 gross per share, resulting in a total dividend amount of up to CHFk 8,000 as set out in the table below.

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

Retained earnings

Balance carried forward from prior year	CHFk	35,338
Dividends paid	CHFk	- 11,926
Transactions with treasury shares	CHFk	81
Net income	CHFk	40,577
Amount at the discretion of the AGM	CHFk	64,070
Dividend proposed*	CHFk	-8,000
Balance carried forward	CHFk	56,070

* The dividend payment is subject to 35% Swiss withholding tax. Shareholders that are non-Swiss residents for tax purposes and that are receiving dividend payments can reclaim such tax in part or in full if the country in which such shareholder is resident for tax purposes has entered into a treaty for the avoidance of double taxation with Switzerland (e.g. applicable for shareholders with tax residency in Denmark) and the further prerequisites of the treaty for a refund have been met.

The dividend distribution 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.

Treasury shares held by the Company are not entitled to receive dividend distributions.

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 2021.

4. Elections

4.1 Election of the Chairperson and the members of Board of Directors

The Board of Directors proposes:

- a. Re-election of 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-election of 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-election of 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-election of Casey Louis Rosenthal as member of the Board of Directors for a one-year term of office until (and including) the next AGM.
- e. Election of Christoffer Jonathan Carl Holten as member of the Board of Directors for a one-year term of office until (and including) the next AGM.
- f. Election of Anne Templeman-Jones as member of the Board of Directors for a one-year term of office until (and including) the next AGM.

For the presentation of the new candidates refer to:

<https://investor.trifork.com/general-meeting/>



4.2 Election of the members of the Nomination and Remuneration Committee

The Board of Directors proposes:

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

4.3 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.

4.4 Election of the Independent Proxy

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

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 2021

The Board of Directors proposes that the remuneration report 2021 be approved in a consultative vote.

5.2 Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors from the AGM 2022 to the AGM 2023

The Board of Directors proposes that the maximum aggregate amount of remuneration of EUR 600,000 for the members of the Board of Directors for the period from the AGM 2022 to the AGM 2023 is to be approved.

5.3 Approval of the maximum aggregate amount of fixed remuneration for the members of the Executive Management for the financial year 2023

The Board of Directors proposes that the maximum aggregate amount of the fixed remuneration of EUR 1,750,000 for the members of the Executive Management for the financial year 2023 is to be approved.

5.4 Approval of the maximum aggregate amount of variable remuneration for the members of the Executive Management for the financial year 2023

The Board of Directors proposes that the maximum aggregate amount of the variable remuneration of EUR 3,000,000 for the members of the Executive Management for the financial year 2023 is to be approved.

Organizational Notes

Registration of e-mail addresses

In order to facilitate the communication 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 2021, including the remuneration report 2021, the consolidated financial statements 2021, the annual financial statements 2021 and the respective reports of the auditors are available for inspection at the Company's headquarters at Neuhofstrasse 10, 8834 Schindellegi. Furthermore, these documents can be viewed on the internet under <https://investor.trifork.com/>.

For the annual report:



For the result presentation:



Voting rights and Motions and Questions

Shareholders entered in the share register of Trifork Holding AG on 8 April 2022 at 5 p.m. CET (**Record Date**) are entitled to vote via the independent proxy (see below).

Shareholders may, to the extent permissible under applicable law, submit motions on agenda items or questions by e-mail. The Board of Directors will comment on the proposed motions and answers the questions at the AGM. In addition to the video livestream (see below), the comments and answers will be made available to the shareholders via the minutes of the AGM. Any motions or questions must be submitted by e-mail no later than 15 April 2022 at 11.59 p.m. CET, to shareholder-support@trifork.com.

Proxy and granting of powers of attorney

Shareholders may exercise their rights solely by appointment of Mr. André Weber, lic. iur., attorney-at-law, Bahnhofstrasse 10, 8001 Zurich, Switzerland, as the independent proxy for the AGM 2022, either by way of electronic voting (see below) 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 15 April 2022 will be considered and entitled for voting at the AGM.

Electronic granting of powers of attorney and issuance of instructions to the independent proxy

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 power of attorney and issuance of instructions is possible until 17 April 2022 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 17 April 2022 at 11.59 p.m. CET.

Schindellegi (Feusisberg), 28 March 2022

Trifork Holding AG

On behalf of the Board of Directors

Julie Birgitte Galbo