Corporate Governance

Status on December 31, 2024

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Introduction

Basis of the corporate governance report
The corporate governance report 2024 of the Interroll Group is based on the Directive on Information relating to Corporate Governance of SIX Swiss Exchange (in the respective valid version), and the provisions of the "Swiss Code of Best Practice for Corporate Governance" of Economiesuisse.

Cross references
To avoid repetition, cross references are made to other reports in certain areas.

Group structure and shareholders

Group structure
The operational management structure is disclosed in Chapter 4 of this report.

Holding company and stock listing
The holding company of the Interroll Group, Interroll Holding AG, is headquartered in Sant'Antonino (Ticino), Switzerland, and is listed in the International Reporting Standard of the SIX Swiss Exchange under security number 637289. Further information on the listing can be found in the online Annual Report in the chapter "Interroll on the capital market" https://investors.interroll.com/reporting/annual-report-2024/capital-market.

Consolidation range
Subsidiaries belonging to the consolidation range of the Interroll Group are disclosed in note 7.4 of the Group's financial statements. Except for Interroll Holding AG, the range of consolidation does not include any listed companies.

Significant shareholders
Investors or groups of investors who held a reportable interest in Interroll Holding AG as of December 31, 2024, are listed in the notes to the financial statements of Interroll Holding AG under note 2.5. Disclosure notifications relating to significant shareholdings in Interroll Holding AG which were filed during the year under review can be viewed on SIX Swiss Exchange's website via the following link: https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html.

Cross shareholdings
The Interroll Group holds neither capital nor voting rights with other entities.

Capital structure

Share capital and voting rights
The ordinary share capital of Interroll Holding AG amounts to CHF 854,000 and is made up of 854,000 fully paid registered shares with a par value of CHF 1 each. Each share equates to one vote.

Authorized or conditional capital; capital band
Interroll Holding AG has neither authorized or conditional capital nor a capital band.

Participation and dividend right certificates
Interroll Holding AG has not issued any participation certificates or dividend right certificates.

Changes in capital
There have been no changes in Interroll Holding AG's capital in the past three reporting years.

Limitations on transferability and nominee rights
Upon request and presentation of proof of acquisition, acquirers of shares of Interroll Holding AG are entered in the share register as shareholders with voting rights if they expressly declare that they hold the shares in their own name and for their own account. Registered shares of nominees exceeding 2% of the outstanding share capital will only be entered in the register as shares with voting rights if the nominee has agreed in writing to disclose, if applicable, the names, addresses and shareholdings of the persons for whom he holds 0.5% or more of the outstanding share capital.
A change in the statutory restrictions on transferability and nominee registrations requires a resolution of the General Meeting of Shareholders with a majority of at least two thirds of the shares represented and an absolute majority by nominal value of the shares represented.

Convertible bonds and options
There are no outstanding convertible bonds nor options on participation rights of Interroll Holding AG.

Further information on equity
Additional information on consolidated equity is disclosed in the statement of changes in equity of the financial statements of the Interroll Group (see "Consolidated statement of changes in equity") on page ## and in respective notes.

Operational management structure

Functional organizational structure

The Interroll Group consists of one single business unit. The complete product range is sold in all markets through local sales organizations. Interroll caters to the needs of its customers (original equipment manufacturers, system integrators, end users) by offering a tailor-made product portfolio and expert consulting. The Interroll manufacturing units focus on the production of specific product ranges. Assembly units receive semi-finished products from the manufacturing units and assemble products for their local markets. The Innovation Projects and Development Center (IPDC), which is centrally located, researches new application technologies and develops new products. Global Centers of Excellence (CoE) develop specific product ranges.

Management structure

Group Management and Interroll management structures are organized by function (Overall Management, Sales, Operations, Technology and Finance) and by region (Americas and Asia-Pacific). The Board of Directors bases its financial management of the Group on the turnover generated in the product groups and geographic markets and on consolidated financial reports. In addition, Group Management assesses the achievement of financial and qualitative targets and other key performance indicators of all subsidiaries.

The Interroll Group has no advisory body.

Board of Directors[1)]

CHAIRMAN
Paul Zumbühl

VICE CHAIRMAN
Markus Asch

AUDIT COMMITTEE
Susanne Schreiber*
Stefano Mercorio

REMUNERATION & NOMINATION COMMITTEE
Markus Asch*
Stefano Mercorio

SUSTAINABILITY COMMITTEE
Dr. Elena Cortona*
Ingo Specht

*Chair of the Committee

Group Management[2)]

CHIEF EXECUTIVE OFFICER
Ingo Steinkrüger

CHIEF FINANCIAL OFFICER
Heinz Hössli

CHIEF OPERATING OFFICER
Alp Ayhan Demirel

CHIEF SALES OFFICER
Maurizio Catino

CHIEF TECHNOLOGY OFFICER
Ingo Steinkrüger a.i.

REGIONS

Executive Vice President Americas	Richard Keely
Executive Vice President Asia-Pacific	Dr. Ben Xia

1) For significant changes in the composition of the Board of Directors after the balance sheet date, please refer to Chapter "Significant changes since the balance sheet date" this report.

2) For significant changes in the composition of the Group Management after the balance sheet date, please refer to Chapter "Significant changes since the balance sheet date" of this report.

Innovation

The Innovation Projects and Development Center (IPDC) develops new products and platform concepts in close cooperation with the Product Marketing Managers (PMMs) and the Group Management. The IPDC is also responsible for coordinating Interroll's patent activities and protection of its intellectual property.

Functional unit	Managed by	Company
Research & Development	Ingo Steinkrüger a.i.	Interroll Innovation GmbH, Baal/Hückelhoven (DE)

Global Centers of Excellence (CoE)

Interroll's nine Centers of Excellence are responsible for worldwide product development, strategic purchasing and the application and development of production technologies for selected product ranges. They also produce and supply semi-finished goods to Group companies. The global Centers of Excellence of Interroll Group are managed by the following persons:

Country	Functional unit	Managed by	Company
A	Software & Electronics	Andreas Eglseer	Interroll Software & Electronics GmbH, Linz (AT)
CH	Technopolymers	Ingo Specht	Interroll SA, Sant'Antonino (CH)
D	Sorters	Steffen Flender	Interroll Automation GmbH, Sinsheim (DE)
D	Conveyors	Timo Grom	Interroll Conveyor GmbH, Mosbach (DE)
D	Rollers, RollerDrive	Armin Lindholm	Interroll Engineering GmbH, Wermelskirchen (DE)
D	Industrial Drum Motors	Thomas Baack	Interroll Trommelmotoren GmbH, Baal/Hückelhoven (DE)
DK	Commercial Belt Drives & Conveyors	Andreas Traberg	Interroll Joki A/S, Hvidovre (DK)
F	Dynamic Storage Products	Bertrand Reymond	Interroll SAS, La Roche-sur-Yon (FR)
USA	Belt Curves	Shane Belcher	Interroll Engineering West Inc., Cañon City (US)

Worldwide sales and production companies

Regional Centers of Excellence (RCoE)

Regional Centers of Excellence produce for the EMEA, Americas and Asia-Pacific regions. These centers manage the full product range of the global Centers of Excellence and provide the regional sales and service subsidiaries with finished products and the assembly sites with semi-finished products.

Production companies and local assemblies

Guided by the production processes and production technologies of the global Centers of Excellence, local production companies manufacture and assemble specific products from the Interroll product portfolio. They also assemble semi-finished products for their local markets.

Sales and service subsidiaries

The sales companies concentrate on specific market and customer segments offering the full range of Interroll products and a 24-hour repair service.

Management of operational companies

Management of each of the following companies has been delegated to the following persons:

Europe, Middle East and Africa (EMEA)

Function	Region/country	Managed by	Company
Sales	Central Europe	Jörg Mandelatz	Interroll Fördertechnik GmbH, Wermelskirchen (DE)
Sales	France	Marc Langlois	Interroll SAS, Saint-Pol-de-Léon (FR)
Sales	Northern Europe	Anders Jørgensen	Interroll Nordic A/S, Hvidovre (DK)
Sales	Great Britain, Ireland	Hilton Campbell	Interroll Ltd., Kettering (GB)
Sales	Iberian peninsula	Carlos Álvarez García-Luján	Interroll España SA, Cerdanyola del Vallès (ES)
Sales	Czech Rep., Balkans, Hungary	Fritz Ratschiller	Interroll CZ s.r.o., Breclav (CZ)
Sales	Poland	Fritz Ratschiller	Interroll Polska sp.z.o.o., Warsaw (PL)
Sales	Turkey, Middle East	Bulent Caliskan	Interroll Lojistik Sistemleri Ticaret Limited, Istanbul (TR)
Sales	Italy	Claudio Carnino	Interroll Italia Srl, Rho (IT)
Sales, assembly	Africa	Gavin Hall	Interroll SA (Proprietary) Ltd., Johannesburg (ZA)
Service	EMEA	Peter Martin	Interroll Automation GmbH, Sinsheim (DE)

Americas

Function	Region/country	Managed by	Company
RCoE	USA	John Downs	Interroll Corporation, Wilmington/NC (US)
RCoE	USA	Scott Cone	Interroll Atlanta LLC, Hiram/GA (US)
Sales, service	USA	Darren Milgate	Interroll USA LLC, Wilmington/NC (US)
Sales, installation, service	Canada	Sean Gravelle	Interroll Canada Ltd., Newmarket/Toronto (CA)
Sales, assembly, service	Brazil, Argentina	Marcos Gaio	Interroll Logística Ltda., Jaguariuna/São Paolo (BR)
Sales, service	Mexico	Antonio Garcia	Interroll Mexico S. de R.L. de C.V., Mexico City (MX)

Asia-Pacific

Function	Region/country	Managed by	Company
RCoE	Asia-Pacific	Mike Zhang	Interroll (Suzhou) Co. Ltd., Suzhou (CN)
RCoE	Asia-Pacific	M.K. Lo	Interroll Shenzhen Co. Ltd., Shenzhen (CN)
Sales, service	China	Justin Wang	Interroll Holding Management Co. Ltd., Shanghai (CN)
Sales, service	South Korea	Kim Jun Hyung	Interroll Korea Corp., Seoul (KR)
Sales, service	Japan	Yusuke Urabe	Interroll Japan Co. Ltd., Tokyo (JP)
Sales, installation, service	Thailand	Grisorn Nakapong	Interroll (Thailand) Co. Ltd., Panthong (TH)
Sales, service	Singapore, South East Asia	Keith Lim	Interroll (Asia) Pte. Ltd., Singapore (SG)
Sales, assembly, service	Australia	Pat Cieri	Interroll Australia Pty. Ltd., Melbourne (AU)
Sales, assembly	India	Maurizio Catino	Interroll India Private Limited (IN)

Board of Directors

Members of the Board of Directors

On December 31, 2024, the Board of Directors consisted of six members, the majority of whom are independent given that Paul Zumbühl's engagement as CEO of Interroll Group ended more than 3 years ago. The Board of Directors comprises the following members:

From left to right: Markus Asch, Ingo Specht, Susanne Schreiber, Paul Zumbühl, Dr. Elena Cortona, Stefano Mercorio

Paul Zumbühl
(born 1957, Swiss, independent)
has a degree in Engineering (Dipl. Ing.) from Lucerne University of Applied Sciences and Arts – School of Engineering in Lucerne, Switzerland. He holds an MBA (Corporate Finance) from the Joint University Program of the universities in Boston, Bern and Shanghai and earned a Master of Advanced Studies in Philosophy and Management from the University of Lucerne. He also successfully completed an AMP at the Kellogg Business School of Northwestern University in Evanston/Chicago, USA and holds a degree as a federally Certified Marketing Manager. He has extensive expertise and experience in the areas of corporate strategy and leadership, innovation, M&A transactions, corporate finance, marketing and investor relations. After working as a sales manager/engineer at Symalit AG, Lenzburg, Switzerland, he was a Managing Director in the Sarna Group (now part of the Sika Group). From 1994 to 1999, he was CEO of Mikron Plastics Technology and a member of the group management of the Mikron Group. From January 2000 until April 2021, he was CEO of the Interroll Group. Mr. Zumbühl is Chairman of the Board of Directors of Mikron Holding AG and, until May 6, 2025, also of Schlatter Industries AG, both listed Swiss companies. Since May 2021, he has been Chairman of the Board of Directors of Interroll Holding AG.

Markus Asch*
(born 1971, German, independent)
has a degree in Mechanical Engineering (Dipl. Ing.) from Esslingen University of Applied Sciences and wide-ranging expertise in the areas of technology and service. From February 2021 until October 2024, he was CEO and Chairman of the Management Board of Rittal International. From 1995 until 2020, he had been with Kärcher, where he held several management positions and was appointed to the management board in 2007. From 2010 until the end of 2020, Markus Asch served as Vice Chairman at the Alfred Kärcher SE & Co. KG with headquarters in Winnenden, Germany, and from January 2020 until end of 2020 as Chief Technology Officer (CTO). He has been a member of the Board of Directors of Interroll Holding AG since 2020 and is currently Vice Chairman and Chair of the Remuneration and Nomination Committee. He holds no other external Board of Directors' mandates.

Dr. Elena Cortona
(born 1970, Swiss and Italian, independent)
has extensive experience in market transformation based on the development and digitalization of products and work processes. She holds a degree in Mechanical Engineering from the Technical University of Turin in Italy and a doctorate in Mechanical Engineering from ETH Zurich in Switzerland. Since June 2021, she has been Chief Technology Officer (CTO) and member of the Group Executive Committee of the Belimo Group. From 2017 until April 2021, she was Senior Vice President, Head of Digital Transformation in the CTO Division of the Schindler Group with headquarters in Ebikon, Switzerland, having already held various management positions with the group since 2001. Since October 2022, Dr. Elena Cortona is a member of the Innovation Council of Innosuisse, the innovation agency of the Swiss Confederation. She has been a member of the Board of Directors since 2019 and is currently Chair of the Sustainability Committee. She holds no other external Board of Directors' mandates.

Stefano Mercorio
(born 1963, Italian, not independent, representative of the Ghisalberti family)
holds a degree in economics and has wide-ranging expertise in corporate law and finance. He is a legal auditor in Italy and founder and senior partner of the studio Mercorio Maiocco Valentini & Partners. Since 1987, he has been Dottore Commercialista iscritto all'"Albo dei Dottori Commercialisti e degli Esperti contabili di Bergamo." Since 2013, Mr. Mercorio has been a member of the Board of Directors of Interroll Holding AG and currently is a member of the Audit Committee and the Remuneration and Nomination Committee. He is also President of the Board of Directors of Alex Servizi S.r.l. and member of the Board of Directors of Fondazine Italiana per Ricerca in Reumatologia – FIRA ETS as well as statutory auditor in profit and non-profit companies.

Susanne Schreiber
(born 1974, Swiss and German, independent)
holds the second state law examination in Bavaria and is admitted to practice as a tax advisor, a lawyer and certified tax expert in Germany and Switzerland. She has extensive experience in international mergers and acquisitions transactions and international tax law. She joined Bär & Karrer AG in Zurich in 2015 as partner and co-head of the tax department, where she is also chair of the Board of Directors. Previously, she worked for an international law firm in Germany and for KPMG in Zurich, where she headed the Swiss M&A tax department until 2015. Susanne has been a member of the Board of Directors since 2021 and is currently Chair of the Audit Committee. She holds no other external Board of Directors' mandates.

Ingo Specht
(born 1964, German, not independent, representative of the Specht family)
holds a degree in Industrial Management from the Chamber of Industry and Commerce Cologne, Germany. He has extensive expertise in the areas of production strategy, process digitization and quality management. He was owner and managing director of Luxis in Locarno, Switzerland, and had various senior positions in the areas of Information Technology (IT), marketing and business development at Interroll. Currently, Ingo Specht is the Managing Director of Interroll SA and TiTop Sagl. He has been a member of the Board of Directors since 2006 and is a member of the Sustainability Committee.
He holds no other external Board of Directors' mandates.

* Markus Asch resigned from the Board of Directors with effect from March 3, 2025 and has taken over as CEO of Interroll Holding AG with effect from March 1, 2025, see also chapter 14 of this report.

The Board of Directors, as composed on December 31, 2024, has the following experience and competencies:

Represented proportionally
Leadership/management
Other board of directors experiences
Law/regulatory/risk management
Accounting/financial/audit
HR and remuneration
Operational management (purchasing, manufacturing, logistics)
Research and development
Sales and marketing
ESG
IT/digital/information security
Experience in sectors close to the material handling industry or other sectors relevant to Interroll Group
Strategic planning/M&A

Other activities and vested interests

Information on other activities and vested interests of the members of the Board of Directors can be found in the remuneration report on page ## of this Annual Report.

Number of permitted activities

In accordance with art. 24 of the Articles of Incorporation of Interroll Holding AG (available at: https://investors.interroll.com/about-interroll/corporate-governance/downloads), a member of the Board of Directors may not hold more than ten mandates in other companies, of which no more than six mandates may be in listed companies. Mandates as chair of the Board of Directors of a company count double.

Mandates in companies controlled by Interroll Holding AG and mandates in structures managing the personal assets or family assets of members of the Board of Directors and/or their related parties are not subject to these restrictions.

A "mandate" is defined as any membership in the Board of Directors, group management or advisory board, or any comparable function under foreign law, of a company with an economic purpose. Mandates in different legal entities of the same group or on behalf of Interroll Holding AG or another company pursuant to art. 24 para. 1 or 2 of the Articles of Incorporation of Interroll Holding AG (including in pension funds and joint ventures) are counted as one mandate.

Principles of the election procedure, term of office

The Board of Directors is composed of five to seven members. The members of the Board of Directors are elected individually by the annual general meeting of shareholders ("Annual General Meeting") for a one-year term, which ends with the next Annual General Meeting. Re-election is permitted.

Constitution and allocation of tasks within the Board of Directors

The Board of Directors, with the experience and competencies distributed as set out in the table above, consists of the Chairman, the Vice Chairman and the other members. Except for the election of the Chairman and the members of the Remuneration and Nomination Committee by the Annual General Meeting, the Board of Directors constitutes itself. The allocation of tasks between the Board of Directors and the Chief Executive Officer (CEO), as well as the duties and powers of the Chairman, the committees of the Board of Directors and other governing bodies, are set out in the organizational regulations of Interroll Holding AG and related committee charters.

Committees of the Board of Directors

Three standing committees support the Board of Directors in the areas of auditing (Audit Committee), remuneration and nomination policy (Remuneration and Nomination Committee) and sustainability (Sustainability Committee).

Audit Committee

The Audit Committee receives audit reports prepared by local external auditors and by the Group auditor and prepares a report for the Board of Directors. In particular, the Audit Committee ensures that Group companies are audited on a regular basis. The Audit Committee mandates the execution of internal audits and reviews the resulting audit reports.

Several times a year, the Audit Committee also commissions a report on audits undertaken and planned as well as on any proposals to improve the audit function. The role of the Audit Committee is exclusively advisory and includes the preparation of resolutions of the Board of Directors. The decision-making authority of the full Board of Directors remains unaffected.

The Audit Committee is composed of the following members:

Audit Committee
Susanne Schreiber, Chair
Stefano Mercorio

Remuneration and Nomination Committee

The Remuneration and Nomination Committee submits its proposals for the compensation package of the CEO, the members of Group Management and the Board of Directors to the Board of Directors to be decided upon. At the request of the CEO, it defines the targets for bonus payments at the beginning of the year. The Remuneration and Nomination Committee is also responsible for establishing the terms of the share ownership scheme. The remuneration scheme is described in the remuneration report on pages ## to ## of the Annual Report. The role of the Remuneration & Nomination Committee is exclusively advisory and includes the preparation of resolutions of the Board of Directors. The decision-making authority of the full Board of Directors remains unaffected.

The Remuneration and Nomination Committee is composed of the following members:

Remuneration and Nomination Committee
Markus Asch, Chair
Stefano Mercorio

Sustainability Committee

The Sustainability Committee supports the Board of Directors in advising on the sustainability strategy, objectives, initiatives and legislation on ESG issues and monitors the sustainable development of the Interroll Group. It reviews the long-term qualitative and quantitative environmental, social and governance ("ESG") targets and the annual ESG risk inventory and submits these to the Board of Directors. The Sustainability Committee assesses the completeness and accuracy of the sustainability reporting and monitors the progress of the initiatives introduced and the achievement of targets. The role of the Sustainability Committee is exclusively advisory and includes the preparation of resolutions of the Board of Directors. The decision-making authority of the full Board of Directors remains unaffected.

The Sustainability Committee is composed of the following members:

Sustainability Committee
Dr. Elena Cortona, Chair
Ingo Specht

Working method of the Board of Directors and its committees

The Board of Directors meets as often as necessary, but at least four times per year. Meetings of the Board of Directors are convened by the Chairman of the Board of Directors or, if he is unable to do so, by the Vice-Chairman of the Board of Directors or by any other member appointed by the Board of Directors. Meetings of the Board of Directors may also be held by telephone or video conference. Each member of the Board of Directors and the CEO are entitled to request that a meeting be convened, stating the subject of the meeting. The CEO regularly attends the meetings of the Board of Directors in a consulting capacity. Other members of Group Management or third parties may be invited to attend the meetings as required. The meetings of the Board of Directors are usually full-day meetings.

The Board of Directors constitutes a quorum if more than 50% of its members are present. Participation by telephone or video equates to attendance in person. As a rule, resolutions are passed by an absolute majority of the votes present. In the event of a tie, the Chairman has the casting vote. All resolutions of the Board of Directors are recorded in the minutes. Resolutions may also be passed by way of a circular resolution (by mail or by email) unless a member requests oral deliberation. However, circular resolutions are binding only if they have been approved by all members of the Board of Directors.

In the financial year 2024, the Board of Directors met eight times for regularly scheduled meetings, of which six meetings were full-day meetings and two meetings lasted between one and two hours. All meetings in the reporting year were attended by all members of the Board of Directors.

Board Meetings	
Number of meetings	8
Attendance	100%
Paul Zumbühl	8 / 8
Markus Asch	8 / 8
Dr. Elena Cortona	8 / 8
Stefano Mercorio	8 / 8
Susanne Schreiber	8 / 8
Ingo Specht	8 / 8

The meetings of the Audit Committee, the Remuneration and Nomination Committee and the Sustainability Committee are held as required and can be convened by any member of the respective committee. The meetings generally last two to four hours. The duties, mission and responsibilities as well as the reporting by the committees to the Board of Directors are set out in the respective committee charters adopted by the Board of Directors, to the extent that they are not prescribed by the Articles of Incorporation or a resolution of the General Meeting of Shareholders. In the financial year 2024, the Audit Committee met five times, the Remuneration and Nomination Committee three times and the Sustainability Committee three times for regularly scheduled meetings, which generally lasted two to four hours. All meetings in the reporting year were attended by all members of the respective committees.

Meetings of the Audit Committee

Number of meetings	5
Attendance	100%
Susanne Schreiber	5 / 5
Stefano Mercorio	5 / 5

Meetings of the Remuneration and Nomination Committee

Number of meetings	3
Attendance	100%
Markus Asch	3 / 3
Stefano Mercorio	2 / 3

Meetings of the Sustainability Committee

Number of meetings	3
Attendance	100%
Dr. Elena Cortona	3 / 3
Ingo Specht	3 / 3

Statutory base for authority regulations

All basic competences and tasks of the governing bodies are defined in the Articles of Incorporation (available at: https://investors.interroll.com/about-interroll/corporate-governance/downloads) of Interroll Holding AG. Article 22 of the Articles of Incorporation defines the duties of the Board of Directors, which are non-transferable and inalienable to third parties.

Responsibility of the Board of Directors and the Group Management

The Board of Directors is responsible for the Group's strategy and governs the overall management, supervision and control over the operational management of the Interroll Group. The Board of Directors has exercised its statutory authority to delegate management of ongoing business to the Group Management under the leadership of the CEO, unless otherwise provided by statutory legal provisions, the Articles of Incorporation or the organizational regulations ("Organizational Regulations") of Interroll Holding AG. The duties and powers of the CEO are set out in the Organizational Regulations which are available at: https://investors.interroll.com/about-interroll/corporate-governance/downloads, and the duties and powers of the Group Management are set out in the Organizational Regulations and the management regulations determined by the CEO.

Information and control instruments vis-à-vis the Group Management

Reporting to the Board of Directors

At each meeting of the Board of Directors, the CEO informs the Board of Directors about the current course of business, the Group's most important business transactions and the completion of tasks delegated to the Group Management.

Management Information System

The management information system (MIS) of the Interroll Group consolidates the balance sheet, income statement and cash flow statement, as well as various key figures relating to subsidiaries, on a monthly basis and compares the current figures with those of the previous year and the budget. On the basis of the quarterly financial statements, the budget is assessed in the form of a forecast as to whether it is attainable with regard to each entity and for the consolidated Group. Financial reports are discussed during the meetings of the Board of Directors.

Internal audit and control instruments

On behalf of the Audit Committee, internal audits are conducted at selected subsidiary companies. The focal points of the audit are defined according to the risk profile of the respective entity. The reports of the internal audit on behalf of the Audit Committee are discussed with local management.

Extraordinary occurrences and decisions of material importance are immediately brought to the attention of the Board of Directors in writing.

Group Management

Members of the Group Management

On December 31, 2024, the Group Management consisted of the following members:

From left to right: Alp Ayhan Demirel, Maurizio Catino, Ingo Steinkrüger, Heinz Hössli, Richard Keely, Dr. Ben Xia

Ingo Steinkrüger* *(born 1972, German)*
Chief Executive Officer (CEO)
holds degrees in Mechanical Engineering (Production Technology) and in Industrial Engineering from the University of Applied Science of Cologne. He brings more than 20 years of proven management and technical expertise with a focus on project and product business, automation, engineering, and production technology, and has extensive global sales and service experience in the automotive industry. He began his career at the ThyssenKrupp Group in 2000 at Johann A. Krause Maschinenfabrik GmbH in Bremen as a sales/project engineer. After holding several management positions in project management, business development, and global key account management, Ingo Steinkrüger took on overall responsibility for Global Sales & Service as Vice President. From mid-2016, he led the same standalone business unit at ThyssenKrupp System Engineering as CEO. Since May 2021, Ingo Steinkrüger leads the Interroll Group as Chief Executive Officer (CEO). He holds no Board of Directors' mandates.

Heinz Hössli *(born 1969, Swiss)*
Chief Financial Officer (CFO)
graduated as a Certified Public Accountant (CPA) from EXPERTsuisse, Zurich, Switzerland, and holds a Global Executive MBA from Duke's Fuqua School of Business in Durham, United States, with recognition as a Fuqua Scholar. His previous roles included Chief Financial Officer/Vice President Advanced Materials (since 2012) at Bühler Group and Vice President Finance & Controlling Advanced Materials and Chief Financial Officer (CFO) of the Business Area Die Casting (from 2009 to 2011). From 2002 to 2009, Heinz Hössli held a number of leadership roles as CFO of Bühler subsidiaries and spent eight years in the United States and Mexico. Before joining Bühler in 1999 as Internal Group Auditor, he worked as Auditor for Ernst & Young, Zurich. In April 2020, he joined the Interroll Group as Chief Financial Officer (CFO). He holds no Board of Directors' mandates.

Maurizio Catino *(born 1977, Italian)*
Chief Sales Officer (CSO)
graduated in Electronic Engineering from the Politecnico di Torino in 2002, Mr. Catino has extensive experience in the automotive sector. He began his career with the FCA Group, focusing on cost analysis and production optimization projects. Transitioning into the automation industry, he started his sales career as a Global Key Account Manager for major automotive end users with a Japanese company. In 2013, Mr. Catino joined the Interroll Group, where he successfully established the new Italian branch as General Manager. He later served as Global Industry Manager for the automotive and tire market. From 2018, he held the role of Senior Director Global Sales & Services. In July 2020, Mr. Catino was appointed Executive Vice President Global Sales & Solutions and became a member of Group Management. In 2023, he assumed the position of Chief Sales Officer (CSO), taking on additional responsibility for the Marketing, Service, and Project Management teams. He holds no Board of Directors' mandates.

Alp Ayhan Demirel *(born 1972, German)*
Chief Operating Officer (COO)
graduated from Nuremberg Institute of Technology with a degree in business management. He has more than 25 years of experience in production management. His previous roles include Vice President Global Plant Performance (since 2019) at Festo. Prior to that he held several management positions in the production environment at Festo, Schaeffler Technologies, Leoni, Siemens, and AEG-Electrolux-Hausgeräte. In September 2024, he joined Interroll Group as Chief Operating Officer. He holds no Board of Directors' mandates.

Richard Keely *(born 1972, American)*
Executive Vice President Americas
majored in Industrial Engineering at North Carolina State University and completed the AMP program at Harvard Business School. He has more than 30 years of manufacturing experience in operations and consulting. He began his career in the automotive industry and later transitioned to strategic consulting. He joined the Interroll team in 2006 as Vice President of Manufacturing/General Manager for Interroll Wilmington. In 2011, he was promoted to Senior Vice President of Operations for the Americas. In 2018, he joined Interroll Group as Executive Vice President Americas and is a member of Interroll Group Management. He holds no Board of Directors' mandates.

Dr. Ben Xia *(born 1966, Chinese)*
Executive Vice President Asia-Pacific
graduated with a Bachelor of Science degree in Electrical Engineering from Shanghai Jiaotong University, China. He then studied Electrical Machinery at the Moscow Power Engineering Institute, Russia, and holds a PhD in Electrical Engineering (Dr. Ing.). He also passed the Advanced Management Program for Senior Executives at the China Europe International Business School (CEIBS) in Shanghai, China. After working for Pirelli Cables Asia-Pacific as Marketing Manager, he held positions as General Manager of Shanghai Citel Electronics Co. Ltd. and Managing Director of Vanderlande Industries North Asia. In 2013, he joined the Interroll Group as Executive Vice President Asia-Pacific and is a member of Interroll Group Management. He holds no Board of Directors' mandates.

* Ingo Steinkrüger left Interroll Holding AG at the end of February 2025, see also chapter 14 of this report.

Other activities and vested interests
None of the Group Management members has any activities in other companies in accordance with art. 626 para. 2 no. 1 of the Swiss Code of Obligations.

Number of permitted activities
In accordance with art. 24 of the Articles of Incorporation (available at: https://investors.interroll.com/about-interroll/corporate-governance/downloads), a member of Group Management may not hold more than four mandates in other companies, of which no more than two additional mandates may be in listed companies. Members of the Group Management may not hold mandates as chair of the Board of Directors of other companies. Such mandates require the prior approval of the Board of Directors.

Mandates in companies controlled by Interroll Holding AG and mandates in structures managing the personal assets or family assets of members of the Group Management and/or their related parties are not subject to these restrictions.

A "mandate" is defined as any membership of the Board of Directors, group management or advisory board, or any comparable function under foreign law, of a company with an economic purpose. Mandates in different legal entities of the same group or on behalf of Interroll Holding AG or another company pursuant to art. 24 para. 1 or 2 of the Articles of Incorporation of Interroll Holding AG (including in pension funds and joint ventures) are counted as one mandate.

Management contracts
There are no management contracts with third parties.

Compensation, shareholdings and loans

Information on the compensation, shareholdings and loans to current and former members of the Board of Directors and the Group Management can be found in the Remuneration Report on pages ## to ## and in the Notes to the Consolidated Financial Statements on page ## of this Annual Report.

Shareholders' participation rights

Representation and restriction of voting rights
The governing shareholders' participation rights comply with the statutory provisions of the Swiss Code of Obligations. Voting rights may only be exercised if the shareholder is entered in the share register of Interroll Holding AG as a shareholder with voting rights. Shares held in treasury by the company do not carry voting rights. Irrespective of the share capital ownership, no shareholder or beneficial owner of shares – through their own or represented shares – may directly or indirectly exercise more than 5% of the total votes. Individual nominees are, however, entitled to exercise more than 5% of the total number of votes if they disclose the identity of the beneficiaries they represent and if the respective beneficiaries as a whole do not exercise more than 5% of the voting rights. A cancellation of the statutory voting right restrictions requires a resolution of the General Meeting of Shareholders with a simple majority of the votes cast.

Shareholders may be represented by a third party. Representatives must identify themselves by means of a written power of attorney. Furthermore, shareholders may issue powers of attorney and instructions to the independent proxy in writing or electronically.

Information on restrictions on transferability and nominee registrations is provided in Chapter "Capital structure" on page 2.

Statutory quorum
Subject to contrary statutory or legal provisions, the general meeting of shareholders ("General Meeting of Shareholders") is quorate irrespective of the number of shareholders present and the shares represented by proxy.

Convocation of the General Meeting of Shareholders
The invitation to the General Meeting of Shareholders is sent by letter or electronically at least 20 days prior to the General Meeting of Shareholders to the shareholders entered in the share register.

Agenda and inclusion of items on the agenda
The invitation to the General Meeting of Shareholders has to include all items on the agenda as well as all motions put forward by the Board of Directors and, if applicable, by shareholders who have called for a General Meeting of Shareholders or the inclusion of an item on the agenda. No resolutions shall be passed on motions relating to items that have not been announced in the requisite manner, with the exception of those motions relating to the convocation of an extraordinary General Meeting of Shareholders or the execution of a special investigation.

Shareholders who together represent at least 0.5% of Interroll Holding AG's share capital or voting rights may, at least 40 days in advance of the General Meeting of Shareholders concerned, request in writing that (a) an item be placed on the agenda of the General Meeting of Shareholders, provided they submit proposals at the same time, or that (b) proposals concerning agenda items are included in the invitation convening the General Meeting of Shareholders.

Registration in the share register
Ten days prior to a General Meeting of Shareholders until the day after the General Meeting of Shareholders has been held no entries are made into the share register of Interroll Holding AG.

Change of control and defense measures

Obligation to make an offer
There are no statutory regulations regarding opting-up and opting-out.

Change of control clauses
There are no agreements for severance pay or other agreements and plans benefiting the members of the Board of Directors or the Group Management in the event of a change in control or upon termination of a contract of employment.

Transparency on non-financial matters

Information on environmental issues (in particular Interroll's CO_2 targets), social issues, employee issues, respect for human rights and the fight against corruption can be found in the Sustainability Report, which is made available as a PDF document under the following link no later than 20 days prior to the next Annual General Meeting: https://investors.interroll.com/about-interroll/corporate-governance/annual-general-meeting

Auditors

Duration of the mandate and term of office of the lead auditor
By decision of the AGM of May 3, 2024, Interroll Holding AG has appointed PricewaterhouseCoopers (PwC) as auditors for another term of one year as its auditing company. PwC has been the Group Auditor of the Interroll Group since 2011. Gerhard Siegrist has been the lead auditor with audit responsibility since the financial year 2019.

Audit and additional fees
The audit fees charged by PwC for the audit of fiscal year 2024 amounted to CHF 0.6 million. The audit fees charged by PwC in 2023 amounted to CHF 0.7 million. The previous year's audit fee where higher due to the additional audit work performed with the introduction of the SAP S/4HANA ERP. In the financial year 2024, PwC charged CHF 0.0 million for consultancy services (previous year: CHF 0.0 million.

Supervisory and control instruments pertaining to the audit
The Audit Committee is responsible for evaluating the external audit. The external auditors prepare an audit report to be submitted to the Board of Directors. At least two consultations are held each year between the external auditors and the Audit Committee. Material findings for each entity as well as for the consolidated accounts are presented in the "Detailed report to the Audit Committee and to the Board of Directors for the year end December 31, 2024" where these are discussed in detail.

Information policy

Contact
Interroll maintains an active, open, timely, transparent and simultaneous information policy towards all stakeholders. Therefore, the CEO and the CFO are available as direct contacts. Contact can be established at any time via investor.relations@interroll.com.

At https://investors.interroll.com/financial-information/financial-information/news-service-subscription, interested persons can subscribe to a mailing list in order to receive, for example, ad hoc announcements or further company information. All published media releases of the Interroll Group of the last years are available at https://investors.interroll.com/news.

Headquarters:
Interroll Holding AG
Via Gorelle 3
6592 Sant'Antonino
Switzerland
www.interroll.com

Reports on the course of business
The Interroll Group publishes comprehensive financial reports twice a year: for the first half of the year and for the full financial year. In addition to the financial results that are presented in accordance with IFRS, shareholders and financial markets are regularly informed of significant changes and developments.

Source of information
Half-year and annual reports, as well as the sustainability report, can also be downloaded as PDF documents from https://investors.interroll.com/download-center. Since 2021, Interroll also offers online versions of its reports at https://investors.interroll.com/reporting/annual-report-2024/overview. Shareholders recorded in the share register may request the Annual Report in printed form and register for automatic delivery of the Annual Report with the Investor Relations department investor.relations@interroll.com. The financial calendar can be accessed at https://investors.interroll.com/financial-information/financial-information/financial-calendar.

Quiet periods

In October 2024, the insider guidelines of Interroll Holding AG have been updated and the general trading blackout periods have been newly defined. Going forward, the general trading blackout periods start (i) with respect to the annual report on January 3 or, if this is not a trading day, on the first following trading day and end one trading day immediately following the publication of the annual report and (ii) with respect to the half-year report on July 1 or, if this is not a trading day, on the first following trading day and end one trading day immediately following the publication of the half-year report. For the year 2024, the trading blackout periods lasted from January 3 up to and including March 14, 2024, regarding the Annual Report 2023, and from July 1 up to and including July 31, 2024, regarding the Half-Year Report 2024.

Deadlines for the trading blackout periods were communicated to the addressees via e-mail.
In this context, the addressees were also informed that insider information must be treated as strictly confidential and must not be disclosed to non-insiders (including family members), either inside or outside Interroll. It was also pointed out that trading recommendations are not permitted and that non-insiders who act on the basis of insider information ("tipsters") may be subject to criminal prosecution.

The addressees of the trading blackout periods included all members of the Board of Directors and Group Management, all Corporate Finance employees worldwide, the Investor Relations department and other employees that have access to insider information.

Significant changes since the balance sheet date

Markus Asch resigned from the Board of Directors effective as of March 3, 2025.
On March 1, 2025, Markus Asch took over as CEO of Interroll Holding AG from Ingo Steinkrüger who left Interroll Holding AG at the end of February 2025.