Remuneration Report

Introduction

The remuneration report provides information on the principles of the remuneration policy, the management process and the remuneration of the Board of Directors of Interroll Holding AG (hereinafter referred to as the Board of Directors) and the Group Management of Interroll Holding AG and its subsidiaries (hereinafter referred to as the Interroll Group). It complies with art. 734 et seq. of the Swiss Code of Obligations ("CO"), the Directive on Information on Corporate Governance of the SIX Swiss Exchange, the principles of the "Swiss Code of Best Practice for Corporate Governance" of Economiesuisse and the articles of incorporation of Interroll Holding AG ("Articles of Incorporation"). This remuneration report 2024 has been further improved in terms of transparency and comprehensibility to ensure the best possible comprehensibility for the reader.

Basic principles of remuneration

A fair and transparent remuneration system should contribute to the sustainable development and safeguarding of the Interroll Group's business success and be in line with the strategic objectives adopted by the Board of Directors. The remuneration system of Interroll Group is in line with the corporate strategy. It is designed to reward short- and long-term targets appropriately and in a comprehensible manner, enabling Interroll to attract, develop, train and retain the best people in their field and in the industry.

The Interroll Group's remuneration policy is based on the following principles:

- The remuneration of the Board of Directors comprises exclusively a fixed, task-related remuneration in cash but no variable component. This ensures the independence of the Board of Directors in its supervision of the Group Management.
- The ratio between fixed and variable remuneration for members of the Group Management should be reasonable, balanced and transparent. This is particularly intended to ensure that the continued success of the company, i.e., the medium- and long-term interests of the company, is not adversely affected by the risk appetite of individuals.
- Remuneration takes due account of the individual's responsibility and specific contribution to the company's success as well as the workload of the respective role, thereby ultimately also ensuring that remuneration is competitive.
- Share programs are a component of the Group Management's remuneration and intend to reward the achievement of long-term Group targets in the interest of the company's shareholders and to reward long-term entrepreneurial performance.

Organization, responsibilities and decision-making powers

Board of Directors

The Board of Directors is responsible for determining the principles of the remuneration policy and the management process. It is supported in this by the Remuneration and Nomination Committee. The Board of Directors decides on the remuneration of the members of the Board of Directors and the Group Management and submits these proposals to the Annual General Meeting (hereinafter also referred to as the AGM) for approval.

In accordance with art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation, the Board of Directors determines the fixed remuneration of the members of the Board of Directors for the period until the next AGM and the total remuneration of the Group Management for the next financial year, in each case subject to approval by the AGM. Both the fixed remuneration of the Board of Directors and the total remuneration of the CEO are determined by the Remuneration and Nomination Committee and submitted to the Board of Directors for approval, subject to approval by the AGM. The total remuneration of the other members of the Group Management is determined by the CEO and submitted to the Remuneration and Nomination Committee for approval by the Board of Directors, subject to approval by the AGM.

Remuneration and Nomination Committee

In accordance with the Articles of Incorporation, the Remuneration and Nomination Committee consists of two or more members of the Board of Directors, each of whom is elected individually by the AGM for a term of office until the conclusion of the next AGM.

The Remuneration and Nomination Committee prepares all proposals and decision-making bases for the remuneration of the Board of Directors and Group Management for the attention of the Board of Directors in accordance with art. 23bis (Remuneration Committee) of the Articles of Incorporation. Its main tasks include:

- Proposal and regular review of the remuneration policy of the Interroll Group
- Proposal and draft of the remuneration regulations for the Board of Directors and the Group Management
- Proposal and determination of the remuneration principles for the next financial year
- Proposal on the remuneration of the members of the Board of Directors
- Proposal on the remuneration of the CEO and of the other members of the Group Management
- Proposal on the terms of employment, significant changes to existing employment contracts of the Group Management and on other strategic personnel decisions

For information on the number of and attendance at regularly scheduled meetings of the Remuneration and Nomination Committee in the financial year 2024, see page ## of the Corporate Governance Report 2024 of the Interroll Group.

Annual General Meeting

At the Annual General Meeting of Interroll Holding AG on June 6, 2025, the Board of Directors will propose for approval by the Annual General Meeting the maximum possible total remuneration of the Board of Directors for the period until the Annual General Meeting 2026 and the maximum possible total remuneration of the Group Management for the financial year 2025. The voting modalities for approving the remuneration of the Board of Directors and the Group Management are set out in the Articles of Incorporation under art. 12bis (Remuneration of the Board of Directors and Management). The Articles of Incorporation are available under https://investors.interroll.com/about-interroll/corporate-governance/downloads

Overview of responsibilities of the Remuneration and Nomination Committee, Board of Directors and Annual General Meeting

Stages of authorization	Recommendation	Review	Authorization
Principles of remuneration (Articles of Incorporation)	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Detailed remuneration model (remuneration regulations)	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Maximum total remuneration of the Board of Directors	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Individual remuneration for members of the Board of Directors	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Maximum total remuneration of Group Management	Remuneration & Nomination Committee	Board of Directors	Annual General Meeting (mandatory vote)
Remuneration of the CEO	Remuneration & Nomination Committee	Board of Directors	Board of Directors
Individual remuneration for all other members of Group Management	CEO	Remuneration & Nomination Committee	Board of Directors

Remuneration of the Board of Directors

Remuneration model

The members of the Board of Directors exclusively receive a fixed, task-related remuneration in cash but no variable component. In this way, the Interroll Group ensures the independence of the Board of Directors in its supervision of the Group Management. The remuneration of the members of the Board of Directors takes into account the high level of responsibility of the Board of Directors and the functions and duties performed by the respective Board member. The total annual remuneration for each member of the Board of Directors consists of an annual base fee and additional fees for service on committees. It is paid annually in cash in November.

Apart from the reimbursement of actual travel expenses, the members of the Board of Directors do not receive any lump-sum compensation for business expenses.

With the payment of the annual total remuneration to the members of the Board of Directors of Interroll Holding AG, all mandates held by the members of the Board of Directors at Interroll Holding AG and directly or indirectly controlled group companies are compensated in full, unless otherwise stated herein.

The remuneration of the Board of Directors is subject to customary social security contributions, which are borne in full by Interroll Holding AG.

Total remuneration for the 2024 term of office (audited)

The total remuneration of the members of the Board of Directors is disclosed in accordance with art. 734a CO as follows:

in thousands CHF		Cash	Shares / options	Social security contributions*	Other benefits	Total remuneration
Paul Zumbühl						
2024	C	340				**340**
2023	C	340		–		**340**
Markus Asch						
2024	VC, CRC	150		25		**175**
2023	VC, CRC	150		25		**175**
Elena Cortona						
2024	CSC	110		18		**128**
2023		100		16		**116**
Stefano Mercorio						
2024	RC, AC	120		24		**144**
2023	RC, AC	120		24		**144**
Susanne Schreiber						
2024	CAC	110		18		**128**
2023	CAC	110		18		**128**
Ingo Specht **						
2024	SC	110		18		**128**
2023		100		16		**116**
Total Board of Directors						
2024		**940**	**–**	**103**	**–**	**1,043**
2023		**920**	**–**	**99**	**–**	**1,019**

C: Chairman of the BoD; VC: Vice Chairman of the BoD; CAC: Chair of the Audit Committee; AC: Audit Committee; CRC: Chair of the Remuneration and Nomination Committee; RC: Remuneration and Nomination Committee; CSC: Chair of the Sustainability Committee; SC: Sustainability Committee.

* Social security contributions include contributions to AHV/IV on both sides.
** In addition to remuneration as a member of the Board of Directors, Ingo Specht receives remuneration as Managing Director of Interroll SA as follows: 2024 (2023) Cash 314 (303), social security contributions 145 (146), other benefits 26 (26), total 485 (475)

2023 = term of office from the 2023 AGM to the 2024 AGM; 2024 = term of office from the 2024 AGM to the 2025 AGM

Assessment of the total remuneration for the 2024 term of office

The total remuneration of CHF 1,043,000 (previous year: CHF 1,019,000) paid to the Board of Directors for the term of office from the 2024 AGM to the 2025 AGM is less than the total amount of CHF 1,100,000 approved at the 2024 Annual General Meeting. Compared to the previous year, each member of the newly created Sustainability Committee received an additional fee of CHF 10,000 for the additional duties assumed in the function as a member of the Sustainability Committee.

Other benefits (audited)

During the reporting period, no other payments, whether in cash or in kind, or other remunerations, such as commissions for the acquisition or transfer of companies or parts thereof, were made to any member of the Board of Directors or to any person related to any member of the Board of Directors.

Loans and credits (audited)

The terms and conditions for any loans and credits to the members of the Board of Directors are set out in art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation.

In the reporting period, no group company of the Interroll Group has granted any loan or credit to any member of the Board of Directors nor to any person related to any member of the Board of Directors. As of December 31, 2024, no loans or credits to any member of the Board of Directors or to any person related to any member of the Board of Directors were outstanding.

Contractual terms

There are no agreements with or claims of any member of the Board of Directors for the payment of a severance payment, nor was any such payment made during the reporting period, whereby remuneration that is owed until the end of the contractual relationship is not considered to be a severance payment. None of the contracts concluded with a member of the Board of Directors based on which the remuneration of the respective member of the Board of Directors is based, exceeds the term of office of the respective member of the Board of Directors.

Activities at other companies (audited)

The number of activities of the members of the Board of Directors in other companies within the meaning of art. 626 para. 2 no. 1 CO during the financial year 2024 are disclosed below:

	Company	Board	Function
Paul Zumbühl	Schlatter Industries AG (stock listed)	Board of Directors	President (until 06.05.25)
	Mikron Holding AG (stock listed)	Board of Directors	President
	Zumbühl Management AG	Board of Directors	Member of the Board of Directors
Markus Asch	Rittal International Stiftung & Co. KG und Rittal GmbH & Co. KG	Group Management	Chief Executive Officer (until 31.10.2024)
	Condividi GmbH & Co. KG	Management	Managing Partner
	Valorata GmbH	Management	Managing Partner
Dr. Elena Cortona	Belimo Holding AG	Group Management	Chief Technology Officer
	Innosuisse	Innovation Council	Member of the Innovation Council
Stefano Mercorio	Mercorio Maiocco Valentini & Partners	Partner	Founding Partner
	Fondazione Italiana per la Ricerca in Reumatologia – FIRA ETS	Board of Directors	Member of the Board of Directors
	Alex Servizi S.r.l.	Board of Directors	President
Susanne Schreiber	Bär & Karrer AG	Board of Directors	President
Ingo Specht	TiTop Sagl	Management	Managing Director

The provisions of art. 24 (External Mandates) of the Articles of Incorporation are complied with.

Participation rights and options to receive such rights of the Board of Directors (audited)

As of December 31, 2024, the members of the Board of Directors (including their related parties), each held the following participation rights in Interroll Holding AG. None of these persons held any options to receive such rights as of December 31, 2024:

	Shares per 31.12.		Share of voting rights in % as of 31.12.	
in thousands CHF	**2024**	**2023**	**2024**	**2023**
Paul Zumbühl Chairman	21,966	22,565	2.71	2.76
Markus Asch Vice Chairman	–	–	–	–
Elena Cortona Member	15	15	–	–
Stefano Mercorio Member	–	–	–	–
Susanne Schreiber Member	15	15	–	–
Ingo Specht ** Member	–	14,000	–	1.71
Total	**21,996**	**64,695**	**2.71**	**4.48**

**In the annual report 2023, the number of shares held by Ingo Specht was mistakenly stated as 42,100, which is the number of shares held by the Specht family as disclosed in note 2.5 on page ## under significant shareholders.

Remuneration of the Group Management

Objectives

The compensation system applicable to the Group Management is designed to ensure that the Group Management focuses on long-term and sustainable value creation of the Interroll Group and does not pursue short-term profit maximization. Such long-term thinking is one of the four defined values of the Interroll Group. In addition, the compensation system is designed to ensure that the Group Management participates in long-term value creation of the Interroll Group through its commitment and influence, while at the same time bearing the entrepreneurial risk as a shareholder (and co-owner) and identifying with the values of the Interroll Group.

Remuneration model

Each year, an individual remuneration agreement is concluded with each member of the Group Management, setting out the planned total remuneration. In accordance with art. 22bis (Total Remuneration of the Board of Directors and Management), the planned total remuneration of the members of the Group Management consists of a fixed remuneration in cash and a variable, performance-related remuneration, one part of which is paid in cash (which may, at the discretion of the respective member of the Group Management, also be paid partly or entirely in shares) (hereinafter referred to as "Short-Term Incentive") and another part of which is paid in the form of shares with a four-year blocking period based on the share plan of the Interroll Group (hereinafter referred to as "Long-Term Incentive"). In addition, other benefits and social security contributions are paid, see the table on page 9.

The Short-Term Incentive is based on the annual budget and is determined annually on the basis of the achievement of the performance targets defined for the Short-Term Incentive for the financial year in question (see the explanatory information on the Short-Term Incentive below).

In contrast, the Long-Term Incentive is based on a five-year plan (and not on the annual budget) and is determined annually on the basis of the achievement of the long-term financial performance targets, which are set for a five-year period for all members of the Group Management (see the explanatory information on the Long-Term Incentive below). This is intended to encourage the Group Management to focus on long-term and sustainable value creation of the Interroll Group.

By awarding parts of the variable remuneration each year in shares with a four-year blocking period based on the Interroll Group's share plan, the achievement of sustainable results and a long-term focus on the interests of stakeholders is further promoted.

The planned total remuneration is determined on the basis of the following main criteria and the conditions of the market for top managers (industry) in the respective country:

- Professional and market-related experience
- Complexity of the area of responsibility
- Global responsibility of the function
- Specific personal performance contribution of the holder of the position to the long-term strategic development and value enhancement of the Interroll Group

Depending on personal performance and the development of the business, the actual total remuneration may be higher or lower than the planned total remuneration.

The planned total remuneration includes all remuneration paid by companies of the Interroll Group to the members of the Group Management for all their activities within the Interroll Group, regardless of whether these activities (based on one or more separate employment contracts) are performed for one or more group companies of the Interroll Group in Switzerland or abroad.

The Interroll Group consults external consultants on a case-by-case basis when structuring and determining the remuneration. When new appointments are made to the Group Management, market comparisons for top management positions (industry) are carried out with the respective recruitment consultants and consulted to determine the remuneration.

In addition, regular comparisons are made on the basis of detailed salary studies, e.g. Kienbaum or Mercer salary study for top managers (industry). The last comparison took place in December 2024 and the next comparison is planned to take place in 2 years time. The reference group used consists primarily of comparable companies in the manufacturing industry and production. In principle, such comparisons are based on a median positioning and adjustments are made where necessary.

Overview: Composition of the planned total remuneration for the Group Management

Definition	Instrument	Purpose
Fixed remuneration	Monthly cash payments	Remuneration for performance of the function and all qualifications required to perform the role
Variable remuneration (Short-Term Incentive)	Annual cash payment (which may, at the discretion of the respective member of the Group Management, also be paid partly or entirely in shares which are generally subject to a four-year blocking period)	Remuneration for the achievement of financial and individual targets inthe reporting year, which are set annually on the basis of the budget for the relevant financial year
Variable remuneration (Long-Term Incentive)	Annual allocation of shares which are generally subject to a four-year blocking period	Remuneration for the achievement of long-term financial targets in the reporting year, which are set on the basis of a five-year plan and fixed for a period of five years Promoting sustainable results and a long-term focus on the interests of stakeholders
Social security contributions and other benefits	Retirement provision, insurance and non-monetary benefits	Protection against risks and coverage of business expenses (vehicle)

Fixed remuneration

The fixed remuneration is paid monthly in cash. The amount of the fixed remuneration is determined contractually and usually remains unchanged for 3 to 5 years for the same role. Adjustments may be made on the basis of individual performance and in the event of any changes to the area of responsibility.

Variable remuneration (Short-Term Incentive)

The Short-Term Incentive rewards the achievement of financial and individual performance targets during the respective financial year. The financial and individual performance targets are set annually based on the budget for the respective financial year and separately for each member of the Group Management. For the calculation of the Short-Term Incentive, the financial performance targets are weighted at approximately 70% and the individual performance targets are weighted at approximately 30%.

The financial performance targets include sales, operating profit margin and individual targets. The financial and individual targets are weighted uniformly for all members of the Group Management.

Financial and individual targets for the Short-Term Incentive and their weighting:

Short-Term Incentive targets	Importance	Explanation	Weighting
Sales	Measures market position, innovation	Yearly defined target	35 %
Operating profit margin (EBIT in %)	Measures profitability	Yearly defined target	35 %
Individual targets	Measures individual performance	Approx. 50-67% function related targets Approx. 33-50% ESG targets	30 %

In addition to the financial performance targets, three to five individual performance targets for the respective financial year that are measurable and of high strategic relevance are set for each member of the Group Management. These individual performance targets may include, for example, the innovation or market launch of new products, the development of new markets and customer segments, or the successful integration of an acquisition. They further include sustainability targets such as the reduction of CO_2 emissions, the reduction of the lost time incidence rate and other sustainability targets in line with ESG (Environmental, Social, Governance) sustainability requirements, which the Board of Directors has set on the basis of the ESG roadmap. The share of the sustainability targets in the individual performance targets is approx. 33-50%.

In accordance with art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation, the Short-Term Incentive of the CEO at plan amounts to approx. 50% of the fixed remuneration. For the other members of the Group Management, the Short-Term Incentive at plan amounts to approx. 25-30% of the fixed remuneration. If the financial and individual performance targets are exceeded, the Short-Term Incentive for the CEO is limited to approx. 75% of the fixed compensation and for the other members of the Group Management to approx. 50% of the fixed compensation.

The Short-Term Incentive is paid out annually either entirely in cash or – at the discretion of the respective member of the Group Management – partially or entirely in the form of shares based on the Interroll Group's share plan. The shares allocated under the share plan are blocked for a period of four years, although this blocking period may be prematurely lifted if certain conditions arise, e.g. in the event of death or invalidity or upon the occurrence of a change of control. As regards the election and share allocation modalities, see page 9.

When determining the amount of the Short-Term Incentive, the Remuneration and Nomination Committee may in exceptional cases deviate in favor of a member of the Group Management from the remuneration agreement concluded with the respective member of the Group Management if the failure to achieve the targets is solely a result of external factors.

Weighting of the Short-Term Incentive in relation to fixed remuneration:

	Short-Term Incentive in relation to fixed remuneration		
Role within the Group Management	**Min.**	**Plan**	**Max.**[1]
Group CEO	0%	approx. 50%	approx. 75%
Other members of the Group Management	0%	approx. 25-30%	approx. 50%

[1] Maximum value for capping the Short-Term Incentive; not a target to be achieved.

Variable remuneration (Long-Term Incentive)

The Long-Term Incentive in terms of KPIs (key performance indicators) sets longer-term targets to reward the sustainable development of Interroll Group's financial success. 4 performance parameters are determined in comparison to a predefined benchmark set for a planning period of 5 years. This benchmark includes two perspectives: on the one hand, the relative positioning of Interroll Group compared to companies with a solid market position and comparable size within the relevant industry (material handling in Europe, USA, Asia) and, on the other hand, internal performance parameters derived from the 5-year plan (KPIs). The KPIs for the Long-Term Incentive are average targets (as thresholds) over a 5-year period, which may be exceeded or fallen short of. The KPIs remain constant during the planning period and balance the level and quality of success over the longer term. The Long-Term Incentive is equally weighted for all members of the Group Management and based on the following targets:

Financial performance targets for the Long-Term Incentive and their weighting:

Long-Term Incentive targets	Explanation (long-term effect)	Weighting
Long-term sales growth	Market share expansion, innovation, global expansion etc.	25%
Long-term EBIT margin development	Profitability (market position, cost management)	25%
Long-term Return on Net Asset Development (RoNA)	Management of current and fixed assets	25%
Long-term gross margin development (GM)	Pricing power, procurement strength	25%

The Long-Term Incentive is paid annually in the form of shares based on the share plan of Interroll Holding AG. In this way, the achievement of the objective that the Group Management participates in the long-term value creation of the Interroll Group through its commitment and influence, while at the same time bearing the entrepreneurial risk as a shareholder (and co-owner) and identifying with the values of the Interroll Group, is further promoted.

In accordance with art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation, the Long-Term Incentive of the CEO at plan amounts to approx. 15% of the fixed remuneration. For the other members of the Group Management, the Long-Term Incentive at plan amounts to approx. 5-10% of the fixed remuneration. If the financial performance targets are exceeded, the Long-Term Incentive for the CEO is limited to approx. 25% of the fixed compensation and for the other members of the Group Management to approx. 15% of the fixed compensation.

Weighting of the Long-Term Incentive in relation to fixed remuneration:

	Long-Term Incentive in relation to fixed remuneration		
Role within the Group Management	**Min.**	**Plan**	**Max.**
Group CEO	0%	approx. 15%	approx. 25%
Other members of the Group Management	0%	approx. 5-10%	approx. 15%

Share plan

The variable compensation components rewarded to the members of the Group Management in the form of shares based on Interroll Holding AG's share plan are blocked for a period of four years. This blocking period may be prematurely lifted if certain conditions arise, e.g. in the event of death or invalidity or upon the occurrence of a change of control.

Allocation modalities:
The Long-Term Incentive is entirely rewarded in the form of shares. The Short-Term Incentive can also be rewarded partly or entirely in shares. For the Short-Term Incentive each member of the Group Management must notify the company by no later than December 15 of the relevant financial year, indicating if and to what extent the short-term variable compensation is to be rewarded in the form of shares. Otherwise the respective member of the Group Management will not be allocated any shares from the Short-Term Incentive.

The relevant conversion price applicable to the number of shares allocated is the respective stock market price on December 31 of the respective financial year (2024), less the deduction permitted for tax purposes for the duration of the blocking period of 20.79%. The allocation takes place in the first quarter of the new financial year (2025) after the audited results of the past financial year are available.

Total remuneration for the financial year 2024 (audited)

The remuneration of the members of the Group Management is determined in accordance with art. 734 et seq. CO, the Directive on Information on Corporate Governance of the SIX Swiss Exchange, the principles of the “Swiss Code of Best Practice for Corporate Governance” of Economiesuisse and the Articles of Incorporation as follows:

	Remuneration (net)					
in thousands CHF	Fix	Variable Cash[1]	Variable Shares[2/3]	Social security contributions[4]	Other benefits	**Total remuneration**
CEO (highest amount)						**–**
2024	476	216	59	250	31	**1,032**
2023	474	126	77	280	31	**988**
Other Group Management						
2024	1,220	310	355	331	123	**2,339**
2023	1,523	355	431	483	143	**2,935**
Total Group Management						
2024	**1,696**	**526**	**414**	**581**	**154**	**3,371**
2023	**1,997**	**481**	**508**	**763**	**174**	**3,923**

1) The difference between the provision recognized in the previous year and the bonuses actually paid is offset against the planned variable remuneration in the reporting year.

2) For the reporting year, no options on participation rights in Interroll Holding AG were issued to members of the Group Management.

3) For the reporting year, a total of 171 treasury shares were allocated to senior employees as part of bonus plans (previous year: 211 treasury shares) with a restriction period of four years (from the date of allocation). The share-based compensation corresponds to the tax value.

4) Social security contributions include employee and employer contributions to AHV/IV and the pension plan.

Explanation of the calculation method

The calculation method according to IFRS differs in two points from the calculation of the remuneration of the Board of Directors and the Group Management in accordance with the art. 734a et seq. CO:

- Compensation for company vehicles is calculated in accordance with IFRS on the basis of the expenses recognized in the financial statements, including depreciation/lease installments. According to the Swiss Code of Obligations, monthly 0.9% of the acquisition value of the vehicles is calculated.
- In accordance with IFRS, share-based payments are calculated at market value on the date of allocation. Under the Swiss Code of Obligations, shares are valued at tax value, which is derived from the market value. As a result of the blocking period granted, the tax value is reduced compared to the market value, depending on the defined blocking period.
- The difference of CHF 0.117 million (previous year: CHF 0.153 million) related to business vehicles CHF 0.008 million (previous year: CHF 0.020 million) and share-based remuneration of CHF 0.109 million (previous year: CHF 0.133 million).

Assessment of the total remuneration for the financial year 2024

The total remuneration paid to the Group Management in the past financial year of CHF 3.37 million was lower than that of the previous year (CHF 3.92 million) due to the financial and individual targets achieved and the reduced number of members to the Group Management (COO just joined in September 2024), and lower than the maximum total remuneration of CHF 4.6 million, approved at the Annual General Meeting 2024.

The total remuneration paid for the Group Management in 2024, based on the calculated target achievement in accordance with the calculation methodology described and calculated on gross compensation, was 99% (previous year: 93%) of the planned total remuneration.

The variable remuneration (Short-Term Incentive and Long-Term Incentive) for the Group Management in 2024 amounted to 39% of the fixed remuneration paid in 2024 (previous year: 31%) with a planned value of 41%. The share of the Long-Term Incentive amounted to 7% of the fixed remuneration paid in 2024 with a planned value of 8%. The share of the Short-Term Incentive amounted to 32% of the fixed remuneration paid in 2024 with a planned value of 33%. 40% of the total variable compensation was received in the form of shares. The variable remuneration for the Group Management was below plan given that the targets, particularly the targets in terms of sales growth, were not achieved.

There were no deviations from existing remuneration agreements with the members of the Group Management in the reporting year.

Other benefits and social security contributions (audited)

The other benefits and pension fund regulations are derived from the applicable local terms and conditions of employment and the corresponding legal and customary market conditions in the countries concerned, in particular Germany, the USA, China and Switzerland, and correspond to the provisions of art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation. One third of the contributions to Swiss pension funds are paid by the respective member of the Group Management, with the remainder being paid by the employer.

The members of the Group Management are entitled to a company car and a cell phone for business and private purposes or a corresponding monthly lump-sum is paid. The maximum limits for the company car are regulated internally. The company car is included in the total remuneration disclosed in the above table regarding the total remuneration paid in 2024 under the header entitled “Other benefits”.

With the exception of actual travel expenses, which are reimbursed to the members of the Group Management upon presentation of receipts and in accordance with the expense policy, the members of the Group Management do not receive any remuneration in excess of the total remuneration disclosed in the above table regarding the total remuneration paid in 2024. Any flat-rate expenses are part of the remuneration and are therefore included in the total remuneration shown in the table mentioned.

During the reporting period, no further payments, whether in cash or in kind, or other remuneration, such as commissions for the acquisition or transfer of companies or parts thereof, were paid to the members of the Group Management or to persons related to them.

Loans and credits (audited)
The terms and conditions for any loans or credits to the members of the Group Management are set out in art. 22bis (Total Remuneration of the Board of Directors and the Management) of the Articles of Incorporation.

In the reporting period, no group company of Interroll Group has granted any loan or credit to any member of the Group Management nor to any person related to any member of the Group Management. As of December 31, 2024, no loans or credits to any member of the Group Management or to any person related to any member of the Group Management were outstanding.

Contractual terms
The employment agreements concluded with the CEO and the other members of the Group Management provide for notice periods of between six and nine months and thus comply with art. 25 (Employment and Agency Agreements) of the Articles of Incorporation. There are no fixed-term employment agreements with members of the Group Management. There are no agreements with or claims of any member of the Group Management for the payment of a severance payment, nor was any such payment made during the reporting period, whereby remuneration that is owed until the end of the contractual relationship is not considered to be a severance payment.

Activities at other companies (audited)
The number of activities of the Group Management in other companies within the meaning of art. 626 para. 2 no. 1 CO during the financial year 2024 are disclosed below:

	Company	**Board**	**Function**
Alp Ayhan Demirel	D&A GmbH	Management	Managing Director

Participation rights and options to such rights (audited)
As of December 31, 2024, the members of the Group Management (including their related parties), each held the following participation rights in Interroll Holding AG. None of these persons held any options to receive such rights as of December 31, 2024:

	Shares per 31.12.		Share of voting rights in % as at 31.12.	
in thousand CHF	**2024**	**2023**	**2024**	**2023**
Ingo Steinkrüger CEO	70	43	0.01	0.01
Heinz Hössli CFO	60	35	0.01	0.00
Maurizio Catino CSO	68	46	0.01	0.01
Alp Ayhan Demirel COO	–	–	–	–
Richard Keely Executive Vice President America	108	95	0.01	0.01
Dr. Ben Xia Executive Vice President Asia-Pacific	951	883	0.12	0.11
Total	**1,257**	**1,102**	**0.15**	**0.14**

Note: As per 31.12.2023 Mr. Jens Karolyi held 104 shares (left Group Management as of 01.01.2024).

Outlook

At the Annual General Meeting on June 6, 2025, the Board of Directors will propose a maximum total remuneration of CHF 1,100,000 for the term of office until the next Annual General Meeting in 2026 (previous year: CHF 1,100,000). Two changes are planned to the composition of the Board remuneration. Firstly, there will be a temporary reduction of one member on the Board during the next term of office. Secondly, the Chairman shall receive an adequate increase of his fee of CHF 90,000 (plus social costs) due to his higher workload resulting in a major contribution to the group. Due to his extensive experience at Interroll and his in-depth knowledge of customers, markets and technology, the Chairman has taken on various tasks beyond his formal role as Chairman that are valuable to the group. He will handle certain investor relations duties and support the new CEO in several strategic fields.

The maximum total remuneration for the members of the Group Management for 2025 shall be CHF 5.8 million (previous year: CHF 4.6 million). The proposed increase of CHF 1.2 million of the total remuneration is based on two reasons. Firstly, the positions of COO and CTO, which were vacant either entirely or in part in the previous year, are now filled. Secondly, additional remuneration costs are being incurred for the outgoing CEO during his notice period. As in previous years, the total remuneration for the members of the Group Management includes a reserve for contingencies and currency fluctuations and assumes that the performance targets set will be significantly exceeded. The mentioned reserve also takes into account any additional remuneration in connection with new appointments of members of the Group Management after June 6, 2025, whereby the application of art. 12bis para. 3 (Remuneration of the Board of Directors and Management) of the Articles of Incorporation is reserved irrespective of this. The total remuneration actually paid to the members of the Group Management is usually lower than the maximum approved at the Annual General Meeting, as the amount of the variable remuneration actually paid in 2025 is based on the targets actually achieved in 2025.

Report of the statutory auditor to the General Meeting of Interroll Holding AG Sant'Antonino

Report on the audit of the remuneration report

Opinion

We have audited the remuneration report of INTERROLL HOLDING AG (the Company) for the year ended December 31, 2024. The audit was limited to the information pursuant to article 734a-734f of the Swiss Code of Obligation (CO) in the tables marked 'audited' on pages 1 to 10 of the remuneration report.

In our opinion, the information pursuant to article 734a-734f CO in the remuneration report (pages 1 to 10) complies with Swiss law and the Company's articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the 'Auditor's responsibilities for the audit of the remuneration report' section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked 'audited' in the remuneration report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the remuneration report

The Board of Directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information pursuant to article 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

PricewaterhouseCoopers AG

Gerhard Siegrist Licensed audit expert Auditor in charge	Regina Spälti Licensed audit expert

Zurich, March 12, 2025