

## Invitation

to the

**Ordinary General Meeting of the Shareholders**

of

**Trifork Holding AG**

The board of directors of Trifork Holding AG (the "Company") is pleased to invite you to the ordinary General Meeting of the Shareholders of the Company to be held on April 9, 2015, at 10:00 am, taking place at the offices of Grunder Rechtsanwälte AG, Zugerstrasse 32, 6340 Baar, Switzerland. Please find below the relevant information.

### Agenda

**1. Minutes of extraordinary General Meeting of the Shareholders of 20 February 2014**

Proposition: Approval of the minutes.

**2. Annual Report 2014**

Proposition: Approval of the annual report 2014.

**3. Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2014**

Proposition: Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2014.

**4. Proposed appropriation of capital contribution reserve and of available earnings**

Proposition: Appropriation of capital contribution reserve

Balance at December 31, 2014	CHF	33,507,384
Release to available earnings	CHF	-10,000,000
Balance carried forward	CHF	23,507,384

Appropriation of available earnings

Net income (loss) for 2014	CHF	-3,042,369
Allocation from capital contr. reserve	CHF	10,000,000
Allocation to general legal reserve	CHF	-866,226
Proposed dividend	CHF	-1,368,637
Balance carried forward	CHF	4,722,769

**5. Discharge of the Members of the Board of Directors**

Proposition: Grant of discharge to the members of the board of directors for their activity during the financial year 2014.

**6. Election of the Board of Directors**

Proposition: Re-election of Mr. Johan Blach Petersen until the next ordinary General Meeting of the Shareholders.

Proposition: Re-election of Mr. Joern Larsen until the next ordinary General Meeting of

the Shareholders.

Proposition: Re-election of Mr. Kristian Wulf-Andersen until the next ordinary General Meeting of the Shareholders.

**7. Election of the Chairman of the Board of Directors**

Proposition: Re-election of Mr. Johan Blach Petersen until the next ordinary General Meeting of the Shareholders.

**8. Election of the Statutory Auditor**

Proposition: Re-election of OBT AG, Rapperswil-Jona until the next ordinary General Meeting of the Shareholders.

**9. Authorized Capital**

Proposition: To create an authorized capital of a nominal amount of CHF 173'245.10 supplementary to the ordinary capital, to authorize the Board of Directors to perform the capital increase until April 8<sup>th</sup>, 2017 and to amend the Articles of Association as follows:

**Artikel 4a**

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 8. April 2017 das Aktienkapital der Gesellschaft im Maximalbetrag von CHF 173'245.10 durch Ausgabe von höchstens 1'732'451 vollständig zu liberierenden Namenaktien im Nennwert von je CHF 0.10 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet. Der Zeitpunkt der Ausgabe, die Art der Einlagen und mögliche Sachübernahmen sowie der Zeitpunkt der Dividendenberechtigung werden durch den Verwaltungsrat bestimmt. Der Ausgabepreis wird ebenfalls durch den Verwaltungsrat festgelegt, wobei die Preisbestimmung gestützt auf anerkannte Bewertungsmethoden erfolgen soll und der Ausgabebetrag pro Aktie nicht unter EUR 4.00 liegen darf. Die Übertragbarkeit der neuen Aktien ist nicht eingeschränkt.

Die Bezugsrechte der bestehenden Aktionäre werden ausgeschlossen, um die Beteiligung eines neuen Leadinvestors im Zusammenhang mit dem geplanten Börsengang an der London Börse zu ermöglichen. Dieser Leadinvestor soll über ein Netzwerk und nachgewiesenes Know-how für Börsenkotierungen in Grossbritannien verfügen.

**Article 4a**

The Board of Directors is authorised to increase the share capital of the Corporation at any time up to 8 April 2017 by an amount not exceeding CHF 173'245.10 through the issue of up to 1'732'451 registered shares, payable in full, each with a nominal value of CHF 0.10. Increases by underwriting as well as partial increases are permitted. The date of issue, the type of contribution and any possible acquisition of assets, and the date of dividend entitlement will be determined by the Board of Directors. The issue price will be also determined by the Board of Directors, while price shall be calculated based on recognized evaluation models and not to a price below EUR 4.00. The transfer of the new shares is not restricted.

The subscription rights of the existing shareholders are excluded to facilitate the participation of a new lead investor in relation to the planned IPO on London Stock Exchange. The lead investor shall have network and proven know-how in listing companies in the United Kingdom.

## 10. Amendment of Articles of Association

Proposition: To amend the Article 11 of the Articles of Association as follows (changes are underlined below):

### **Artikel 11**

Jede Aktie berechtigt zu einer Stimme. Jeder Aktionär kann sich in der Generalversammlung durch einen Dritten aufgrund einer schriftlichen oder elektronischen Vollmacht vertreten lassen.

Die Generalversammlung fasst ihre Beschlüsse und vollzieht ihre Wahlen mit der absoluten Mehrheit der vertretenen Aktienstimmen, soweit nicht das Gesetz oder die Statuten abweichende Bestimmungen enthalten.

Der Vorsitzende hat keinen Stichtscheid. Kommt bei Wahlen im ersten Wahlgang die Wahl nicht zustande, findet ein zweiter Wahlgang statt, in dem das relative Mehr entscheidet.

Die Wahlen und Abstimmungen finden offen statt, sofern nicht der Vorsitzende oder einer der Aktionäre verlangt, dass sie geheim erfolgen. Die elektronische Abstimmung ist zulässig.

### **Article 11**

Each share entitles to one vote. Each shareholder may be represented at the Shareholders' Meeting by another person who is authorized by a written or electronic proxy.

Unless otherwise provided for by law or in the Articles of Incorporation the Shareholders' Meeting shall pass its resolutions and carry out its elections upon an absolute majority of the share votes represented.

The chairman shall have no casting vote. If an election cannot be completed upon the first ballot, there shall be a second ballot at which the relative majority shall decide.

Elections and votes shall take place openly provided that neither the chairman nor a shareholder requests a secret ballot. Electronic voting is permitted.

## **Minutes, Annual Report, Auditors' Report and Annual Financial Statements**

The Minutes of the extraordinary General Meeting of the Shareholders dated of 20 February 2014, the Annual Report, the Auditors' Report, the Annual Financial Statements and the Consolidated Financial Statements for the year 2014 are available for inspection by the shareholders at Trifork Holding AG, Neuhofstrasse 8, 8834 Schindellegi, Switzerland, as from March 16, 2015, during business hours. The before mentioned reports and statements can also be downloaded from the investor website of Trifork Holding AG ([investor.trifork.com](http://investor.trifork.com)).

## **Participation and representation**

The shareholders registered in the share register with voting right at the close of business on April 7, 2015, are entitled to participate in and to vote at the Ordinary General Meeting of Shareholders.

The shareholders unable to attend the meeting in person may be represented by proxy by giving a power of attorney to the Board of Directors or another person.

A form for the power of attorney is attached to this invitation and can be downloaded from the investor site of Trifork. You can also complete the electronic proxy as set out on the investor portal of Trifork, which can be found at <http://investor.trifork.com/investor-relations/investor-portal/> by April 7, 2015, at 23.59 at the latest.

Schindellegi, March 16, 2015

**The Board of Directors**

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Johan Blach Petersen

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Jørn Larsen

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Kristian Wulf-Andersen