

# Minutes

of the

## extraordinary General Meeting of Shareholders

of

### Trifork Holding AG

with registered office in Feusisberg

The meeting takes place on Monday, 24 October 2016, 10:00 p.m., in the offices of Trifork Holding AG, Neuhofstrasse 8, 8834 Schindellegi.

#### 1. CONSTITUTION OF THE GENERAL MEETING

Joern Larsen opens the meeting and takes the chair. According to article 12 of the articles of association the chairman of the board presides over the shareholders' meeting. In accordance with art. 10 of the articles of association, the chairman appoints as keeper of the minutes and as vote counter Kristian Wulf-Andersen.

The board appointed in view of this meeting **Klaus Nordstrøm, VP Securities**, Copenhagen, as independent voting right representative. As no one gave proxy to Klaus Nordstrøm, he is not present today.

The meeting passes its resolutions by absolute majority of the share votes represented, unless otherwise provided for by law or in the Articles of Association (art. 11 of the articles of association).

The invitation to today's extraordinary general meeting of shareholders was published on the company's website on 29 September 2016 in accordance with the legal requirements. The registered shareholders have been invited by email. The shareholders have been informed of the agenda in the invitation.

There have been no objections against holding today's extraordinary general meeting of shareholders.

According to article 11 of the articles of association, the chairman shall hold open votes and elections provided that neither the chairman nor a shareholder requests a secret ballot.

The chairman is happy to inform that at the today's general meeting are 14'351'646 shares represented with voting power out of the total of 18'537'230 shares. Therefrom are 8'863'620 shares of CHF 0.10 each from shareholders present, 5'488'026 shares of CHF 0.10 each represented by the board of directors. The absolute majority of the represented votes therefore amounts to 7'175'824 votes.

Today's extraordinary general meeting of shareholders is properly constituted and has a quorum, and may thus take valid decisions on all agenda items.

There are no objections against these appointments and statements.

## **2. AGENDA**

### ***AGENDA ITEM 1***

#### ***Election of the Board of Directors***

Upon motion duly made by the Board of Directors, the following person is unanimously elected as additional member of the Board of Directors until the next ordinary General Meeting of Shareholders.

**Jørn Peter Jensen**, born 2 January 1964, Danish citizen, resident in Kvaesthusgade 6E, 3., 1251 Copenhagen, Denmark

The declaration of acceptance of mandate has been presented.

### ***AGENDA ITEM 2***

#### ***Election of new Chairman of the Board of Directors***

Upon motion duly made by the Board of Directors, the following person is unanimously elected as Chairman of the Board of Directors:

**Jørn P. Jensen**, aforementioned

### ***AGENDA ITEM 3***

#### ***Election of new group auditor***

Upon motion duly made by the Board of Directors, the former statutory auditor OBT AG, Rapperswil-Jona, has been deselected and the following company is unanimously elected as statutory auditor until the next ordinary General Meeting of Shareholders:

**Ernst & Young AG** (CHE-491.907.686), Zürich

The declaration of acceptance of mandate has been presented.

### ***AGENDA ITEM 4***

#### ***Mandate to the Board of Directors to process with planning of a demerger of Trifork Holding AG***

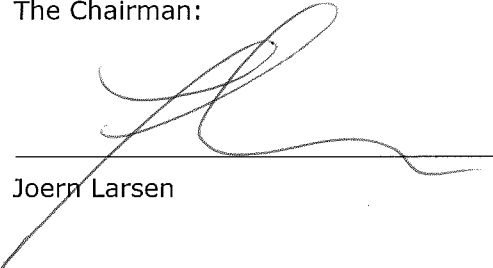
The General Meeting agrees that the Board of Directors proceeds in planning a demerger of Trifork Holding AG. The final demerger-plan is to be presented for the Ordinary General Meeting for approval.

### 3. Entry in the Commercial Register

The Board of Directors shall file the resolutions adopted for entry and publication at the Commercial Registry of the Canton of Schwyz.

Feusisberg, 24 October 2016

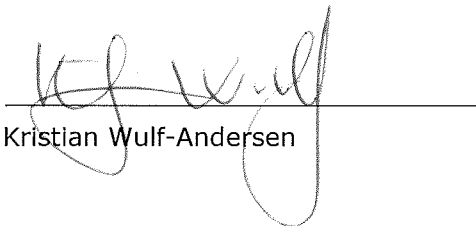
The Chairman:



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Joern Larsen

The Secretary:



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Kristian Wulf-Andersen