

# Minutes

of the

## extraordinary General Meeting of Shareholders

of

### Trifork Holding AG

with registered office in Feusisberg

The meeting takes place on Wednesday, 3 May 2017, 16:00 p.m., in the offices of Grunder Rechtsanwälte AG, Zugerstrasse 32, 6340 Baar.

#### 1. CONSTITUTION OF THE GENERAL MEETING

Kristian Wulf-Andersen opens the meeting and takes the chair. According to article 10 of the articles of association the president of the board or another board member presides over the shareholders' meeting. In accordance with art. 10 of the articles of association, the chairman appoints **Mrs Rahel Merenda** as keeper of the minutes and as vote counter.

- The board appointed in view of this meeting **VP Securities**, Copenhagen, as independent voting right representative. As no one gave proxy to VP Securities, no one from VP Securities is 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).
- The invitation to today's Ordinary General Meeting of Shareholders was published on the company's website on 12 April 2017 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.
- The report of the statutory auditor on the proposal of the board of directors for the appropriation of available earnings has been available for inspection at the Company's offices since 12 April 2017. Furthermore, the report was also published on our Website.
- There have been no objections against holding today's ordinary 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 of the total of 18'537'230 shares of the company there are 14'447'790 shares represented with voting power at today's general meeting. Therefrom are 8'725'893 shares of CHF 0.10 each represented by shareholders present and 5'721'897 shares of CHF 0.10 each represented by the board of directors. The absolute majority of the represented votes therefore amounts to 7'223'895 votes.
- Today's Extra Ordinary General Meeting of Shareholders is properly constituted and has a quorum, and may thus take valid decisions on all agenda items.

## 2. AGENDA

### ***Appropriation of available earnings***

In the invitation for the Annual General Meeting of Shareholders which was held on 10 April 2017 the board proposed to pay dividends in the amount of CHF 1'075'998 from the available earnings and to carry forward retained earnings of CHF 14'305'049.

However, due to a recent tax ruling issued after the publication of the invitation to the shareholders it will be possible to pay an extraordinary dividend out of the reserves from capital contributions which is favourable from a tax point of view. Since it was recommended to formally introduce this change of events to the shareholders and to invite them for an extraordinary meeting the shareholders rejected the respective proposal in favour of the extraordinary shareholders' meeting.

The board of directors proposes to approve an extraordinary dividend at the expense of reserves for capital contributions in the amount of CHF 1'091'081. The extraordinary dividend is proposed to be CHF 0.06 per each of the 18'184'679 distribution-entitled shares (corresponding to DKK 0.4 per share at a DKK/CHF conversion rate of 0.15). Proposed distribution does not apply to treasury shares.

Appropriation of available earnings (in CHF)	2016	2015
Balance at January 1	7'239'935	4'739'888
Net income	8'141'114	2'500'047
Available earnings	15'381'047	7'239'935
Dividend according to resolution of the Annual General Meeting on 10 April 2017	0	0
Balance carried forward	15'381'047	7'239'935

Appropriation of reserves from capital contributions (in CHF)	2016	2015
Balance at December 31	6'202'409	6'202'409
Extraordinary dividend at the expense of reserves for capital contributions	-1'091'081	0
Balance carried forward	5'111'328	6'202'409

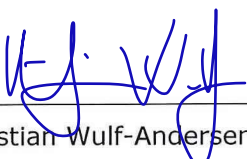
The chairman notes that there are no contributions to the discussion and that the shareholders unanimously approve the proposal concerning the appropriation of available earnings.

We have now come to the end of the agenda. The board of directors wishes to thank the shareholders for their support and their confidence.

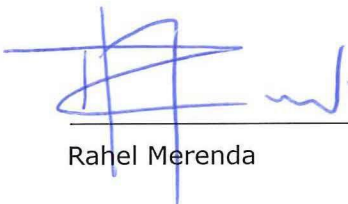
The chairman closes the extraordinary general meeting.

Baar, 3 May 2017

The Chairman:

  
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Kristian Wulf-Andersen

The Secretary:

  
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Rahel Merenda