

PROXY

THE UNDERSIGNED

Shareholders name: _____

Address: _____

Bank/depositary/VP-no: _____

being the holder of: _____ registered shares in **Trifork Holding AG**, (the "Company") hereby gives a proxy to the ordinary general meeting of shareholders in Trifork Holding AG, Friday, April 6, 2018 in the following way:

- A) Proxy is given to the following **third party** to vote on behalf of the shareholder with the right of substitution, all powers to represent him at the ordinary meeting of the shareholders of the Company and to decide in his name and vote:

Name and address of Proxy holder: _____

OR

- B) Proxy is given to the **Board of Directors** of the Company to vote in accordance with the recommendations from the Board of Directors in the following way:

	AGREE	DISAGREE	Board recom- mendation
1. Minutes of extraordinary General Meeting of the Shareholders of September 25, 2017 <u>Proposition:</u> Approval of the minutes.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
2. Annual Report 2017 <u>Proposition:</u> Approval of the annual report 2017.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
3. Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2017 <u>Proposition:</u> Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2017.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
4. Use of the Annual Retained Earnings <u>Proposition:</u> Appropriation of available earnings	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
Balance at January 1, 2017	CHF	15,381,047	
Net income for 2017	CHF	-311,867	
Proposed dividend	CHF	0	
Balance carried forward	CHF	15,069,180	
Appropriation of reserves from capital contributions			
Balance at January 1, 2017	CHF	5,083,002	
Proposed dividend	CHF	-2,880,802	
Balance carried forward	CHF	2,202,198	

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 2017 Agree

6. Election of the Board of Directors

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

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

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

Proposition: Re-election of Mr. Lars Dybkjær until the next ordinary General Meeting of the Shareholders. Agree

7. Election of the Chairman of the Board of Directors

Proposition: Election of Mr. Johan Blach Petersen until the next ordinary General Meeting of the Shareholders. Agree

8. Election of the Statutory Auditor

Proposition: Re-election of Ernst & Young AG, Zurich until the next ordinary General Meeting of the Shareholders. Agree

9. Authorized Capital

Proposition: The General Meeting authorises the Board of Directors at any time up to April 6, 2020 to issue an additional 926'862 (5%) new shares equal to nominal CHF 92'686.2 at a price above EUR 5.50 per share. With no subscription rights of the existing shareholders. The new issue are excluded to facilitate the participation of new lead investors in relation to the planned IPO, acquisitions and Employee share program. Agree

The existing article 4a in the Articles of Association is to be deleted and the existing article 4 is to be amended as follows:

Artikel 4

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 6. April 2020 das Aktienkapital der Gesellschaft im Maximalbetrag von CHF 92'686.2 durch Ausgabe von höchstens 926'862 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 Verwal-

Article 4

The Board of Directors is authorised to increase the share capital of the Corporation at any time up to 6 April 2020 by an amount not exceeding CHF 92'686.2 through the issue of up to 926'862 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 de-

tungsrat 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 5.50 liegen darf. Die Übertragbarkeit der neuen Aktien ist nicht eingeschränkt.

terminated 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 5.50. The transfer of the new shares is not restricted.

Die Bezugsrechte der bestehenden Aktionäre werden ausgeschlossen, um die Beteiligung neuer Leadinvestoren im Zusammenhang mit dem geplanten Börsengang zu ermöglichen, Beteiligungen zu erwerben und/oder für ein Mitarbeiteraktienprogramm.

The subscription rights of the existing shareholders are excluded to facilitate the participation of new lead investors in relation to the planned IPO, acquisitions and/or an Employee share program.

OR

C) Proxy is given to **Klaus Nordstrøm, VP-Securities** who in person or by a substitute will represent my voting at the General Meeting:

		AGREE	DISAGREE	Board recom- mendation
1.	Minutes of extraordinary General Meeting of the Shareholders of September 25, 2017	<input type="checkbox"/>	<input type="checkbox"/>	Agree
	<u>Proposition:</u> Approval of the minutes.			
2.	Annual Report 2017	<input type="checkbox"/>	<input type="checkbox"/>	Agree
	<u>Proposition:</u> Approval of the annual report 2017.			
3.	Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2017	<input type="checkbox"/>	<input type="checkbox"/>	Agree
	<u>Proposition:</u> Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2017.			
4.	Use of the Annual Retained Earnings	<input type="checkbox"/>	<input type="checkbox"/>	Agree
	<u>Proposition:</u> Appropriation of available earnings			
	Balance at January 1, 2017	CHF	15,381,047	
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Die Bezugsrechte der bestehenden Aktionäre werden ausgeschlossen, um die Beteiligung neuer Leadinvestoren im Zusammenhang mit dem geplanten Börsengang zu ermöglichen, Beteiligungen zu erwerben und/oder für ein Mitarbeiteraktienprogramm.

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and to do any and all acts and things which the undersigned might or could do if personally present, hereby ratifying and confirming all that said Proxy or his substitute(s) may lawfully do or cause to be done by virtue hereof. Proxy or his substitute(s) shall be entitled to also represent other shareholders of the Company in all matters referred to above (multiple representation).

Place, date

(signature)

This Proxy must be received by e-mail to investor@trifork.com or by regular mail to VP Investor Services A/S, Weidekampsgade 14, Box 4040, DK-2300 Copenhagen S, Denmark at the latest on Monday, April 2, 2018, at 23.59.