

# 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, Thursday, 16 April 2020 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 recommendation
<b>1. Minutes of General Meeting of the Shareholders of 12 April 2019</b>			
<u>Proposition:</u> Approval of the minutes.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<b>2. Annual Report 2019</b>			
<u>Proposition:</u> Approval of the annual report 2019.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<b>3. Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2019</b>			
<u>Proposition:</u> Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2019.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<b>4. Proposed appropriation the Capital Contribution Reserve, the Other Capital Reserves, the General Legal Reserve and the Retained Earnings</b>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<u>Proposition:</u> a) Dividend distribution	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<b>Appropriation of the Capital Contribution Reserve</b>			
Balance at 1 January 2019	CHF k	2,226	
Dividend from Capital Contribution Reserve	CHF k	-2,218	
Allocation to Capital Contribution Reserve	CHF k	957	
<b>Capital Contribution Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>965</b>	
Dividend proposed	CHF k	-965	
<b>Capital Contribution Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>-</b>	
b) Allocation to Retained Earnings	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Agree
<b>Appropriation of the Other Capital Reserve</b>			
Balance at 1 January 2019	CHF k	24,638	
<b>Other Capital Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>24,638</b>	

Transfer of accumulated net gains to retained earnings	CHF k	-1,289
<b>Capital Contribution Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>23,349</b>
<b>Appropriation of the General Legal Reserve</b>		
Balance at 1 January 2019	CHF k	866
<b>Other Capital Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>866</b>
Reversal	CHF k	-456
<b>General Legal Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>410</b>
<b>Appropriation of the Retained Earnings</b>		
Balance at 1 January 2019	CHF k	17,545
Net income for 2019	CHF k	7,273
Transactions with treasury shares	CHF k	628
Allocation to Legal Reserve for Treasury Shares held by Group Companies	CHF k	-967
<b>Retained Earnings as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>24.479</b>
Allocation from Other Capital Reserve	CHF k	1,289
Allocation from General Legal Reserve	CHF k	456
<b>Retained Earnings to be carried forward to new account</b>	<b>CHF k</b>	<b>26,224</b>

- 5. Discharge of the Members of the Board of Directors**   Agree
- Proposition: Grant of discharge to the members of the board of directors for their activity during the financial year 2019
- 6. Re-election of the Board of Directors**
- 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
- Proposition: Re-election of Mr. Olivier Jaquet until the next ordinary General Meeting of the Shareholders.   Agree
- Proposition: Re-election of Mr. Casey Rosenthal until the next ordinary General Meeting of the Shareholders.   Agree
- 7. Re-election of the Chairman of the Board of Directors**   Agree
- Proposition: Re-election of Mr. Olivier Jaquet until the next ordinary General Meeting of the Shareholders.
- 8. Election of the Statutory Auditor**   Agree
- Proposition: Re-election of Ernst & Young AG, Zurich until the next ordinary General Meeting of the Shareholders.

In case of unannounced votes to agenda items and/or new agenda items, the Proxy votes according to the recommendation of the Board of Directors.

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 recommendation
<b>1. Minutes of General Meeting of the Shareholders of 12 April 2019</b>			
<u>Proposition:</u> Approval of the minutes.	<input type="checkbox"/>	<input type="checkbox"/>	Agree
<b>2. Annual Report 2019</b>			
<u>Proposition:</u> Approval of the annual report 2019.	<input type="checkbox"/>	<input type="checkbox"/>	Agree
<b>3. Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2019</b>			
<u>Proposition:</u> Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	Agree
<b>4. Proposed appropriation the Capital Contribution Reserve, the Other Capital Reserves, the General Legal Reserve and the Retained Earnings</b>			
<u>Proposition:</u> a) Dividend distribution	<input type="checkbox"/>	<input type="checkbox"/>	Agree
<b>Appropriation of the Capital Contribution Reserve</b>			
Balance at 1 January 2019	CHF k	2,226	
Dividend from Capital Contribution Reserve	CHF k	-2,218	
Allocation to Capital Contribution Reserve	CHF k	957	
<b>Capital Contribution Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>965</b>	
Dividend proposed	CHF k	-965	
<b>Capital Contribution Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>-</b>	
b) Allocation of Retained Earnings	<input type="checkbox"/>	<input type="checkbox"/>	Agree
<b>Appropriation of the Other Capital Reserve</b>			
Balance at 1 January 2019	CHF k	24,638	
<b>Other Capital Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>24,638</b>	
Transfer of accumulated net gains to retained earnings	CHF k	-1,289	
<b>Capital Contribution Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>23,349</b>	
<b>Appropriation of the General Legal Reserve</b>			
Balance at 1 January 2019	CHF k	866	
<b>Other Capital Reserve as of 31 December and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>866</b>	
Reversal	CHF k	-456	
<b>General Legal Reserve to be carried forward to new account</b>	<b>CHF k</b>	<b>410</b>	
<b>Appropriation of the Retained Earnings</b>			
Balance at 1 January 2019	CHF k	17,545	
Net income for 2019	CHF k	7,273	
Transactions with treasury shares	CHF k	628	
Allocation to Legal Reserve for Treasury Shares held by Group Companies	CHF k	-967	
<b>Retained Earnings as of 31 December</b>			

<b>and at the disposal of the General Meeting</b>	<b>CHF k</b>	<b>24.479</b>
Allocation from Other Capital Reserve	CHF k	1,289
Allocation from General Legal Reserve	CHF k	456
<b>Retained Earnings to be carried forward to new account</b>	<b>CHF k</b>	<b>26,224</b>

- |  |                          |                          |       |
|--|--------------------------|--------------------------|-------|
| <b>5. Discharge of the Members of the Board of Directors</b>   | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Grant of discharge to the members of the board of directors for their activity during the financial year 2018. |                          |                          |       |
| <b>6. Re-election of the Board of Directors</b>  | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Joern Larsen until the next ordinary General Meeting of the Shareholders.                   | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Kristian Wulf-Andersen until the next ordinary General Meeting of the Shareholders.         | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Lars Dybkjær until the next ordinary General Meeting of the Shareholders.                   | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Olivier Jaquet until the next ordinary General Meeting of the Shareholders.                 | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Casey Rosenthal until the next ordinary General Meeting of the Shareholders.                | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <b>7. Re-election of the Chairman of the Board of Directors</b>  | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Mr. Olivier Jaquet until the next ordinary General Meeting of the Shareholders.                 |                          |                          |       |
| <b>8. Election of the Statutory Auditor</b>  | <input type="checkbox"/> | <input type="checkbox"/> | Agree |
| <u>Proposition:</u> Re-election of Ernst & Young AG, Zurich until the next ordinary General Meeting of the Shareholders.           |                          |                          |       |

In case of unannounced votes to agenda items and/or new agenda items, the Proxy shall vote:

- As recommended by the Board of Directors
- Against unannounced votes and/or new agenda items
- Abstention from voting

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](mailto: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, 13 April 2020, at 23.59.