

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, April 9, 2015 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 20 February 2014			
	<u>Proposition:</u> Approval of the minutes.	☒	☐	Agree
2.	Annual Report 2014			
	<u>Proposition:</u> Approval of the annual report 2014.	☒	☐	Agree
3.	Receipt of the Auditors' Report, Annual Financial Statements and the Consolidated Financial Statements for the Year 2014			
	<u>Proposition:</u> Approval of the Annual Financial Statements and the Consolidated Financial Statements for the year 2014.	☒	☐	Agree
4.	Use of the Annual Retained Earnings			
	<u>Proposition:</u> Appropriation of capital contribution reserve	☒	☐	Agree
	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 capital distribution CHF -1,368,637			
5.	Discharge of the Members of the Board of Directors			
	<u>Proposition:</u> Grant of discharge to the members of the board of directors for their activity during the financial year 2014.	☒	☐	Agree

6. Election of the Board of Directors

<u>Proposition:</u>	Re-election of Mr. Johan Blach Petersen until the next ordinary General Meeting of the Shareholders.	☒	☐	Agree
<u>Proposition:</u>	Re-election of Mr. Joern Larsen until the next ordinary General Meeting of the Shareholders.	☒	☐	Agree
<u>Proposition:</u>	Re-election of Mr. Kristian Wulf-Andersen until the next ordinary General Meeting of the Shareholders.	☒	☐	Agree

7. Election of the Chairman of the Board of Directors

<u>Proposition:</u>	Election of Mr. Johan Blach Petersen until the next ordinary General Meeting of the Shareholders.	☒	☐	Agree
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8. Election of the Statutory Auditor

<u>Proposition:</u>	Re-election of OBT AG, Rapperswil-Jona until the next ordinary General Meeting of the Shareholders.	☒	☐	Agree
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9. Authorized Capital

<u>Proposition:</u>	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 th , 2017 and to amend the Articles of Association as follows:	☒	☐	Agree
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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 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 evaluations 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. 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):



Agree

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.

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 VP Investor Services A/S, Weidekampsgade 14, Box 4040, DK-2300 Copenhagen S, Denmark at the latest on Tuesday, April 7, 2015, at 23.59. It's also possible to register the proxy electronically using the Shareholders portal which can be found on: <http://investor.trifork.com/investor-relations/investor-portal/>