



# 21 Annual Report

We Enable Energy

**vonRoll**

## Key Facts

**75.9%**

Equity ratio

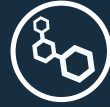
CHF **21.9** million  
EBIT

CHF **30.8** million  
Group earnings after taxes



CHF **218.6** million  
Net sales

## Product portfolio



Composites



Resins



Electrical  
insulation materials



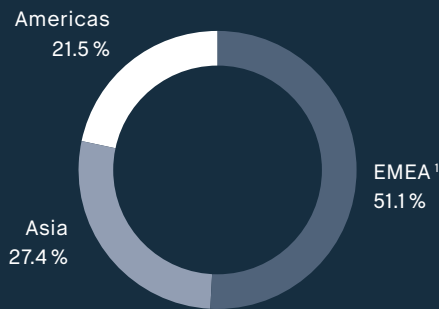
Wires

# vonRoll

World-leading manufacturer of electrical and thermal insulation systems and advanced composites for industrial applications

## Sales split by region

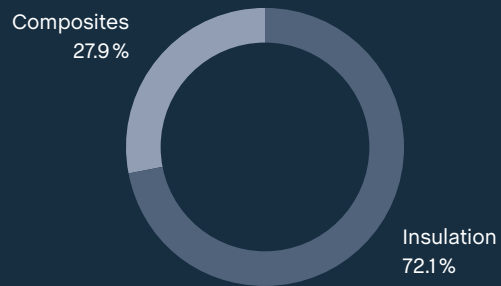
Share of total sales



<sup>1</sup> Europe, Middle East and Africa

## Sales split by segment

Share of total sales



Distribution networks in over

**80**  
countries

about **1,000**  
employees

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## Dear Shareholders,

Once again, the past financial year has been dominated by the global pandemic. Although the global markets have now adapted better to the disruptions caused by the pandemic, repeated waves of infection, significant supply chain disruptions and surging raw material prices have created significant challenges.

Von Roll performed well in this environment. In order to ensure our ability to deliver, we deliberately increased our inventories early-on. In addition, we passed on most of the massive changes in raw material and logistics costs to the market at periodic intervals.

Net sales increased to CHF 218.6 million for the financial year 2021 (2020: CHF 212.2 million). Before currency effects and taking into account the changes in the scope of consolidation, organic revenue growth amounted to CHF 24.3 million (+12.5%) compared to the previous year. The increase in order intake by 19.2% to CHF 234.8 million would have enabled an even larger revenue growth, but this was prevented by a fire at our Swiss production site.

Operating profit (EBIT) was CHF 21.9 million, following a loss of CHF -16.6 million in the previous year. This includes one-off other operating income from the sale of real estate and the insurance payments related to the settlement of the fire damage.

The priorities in the past financial year were:

- » Sale of real estate that will no longer be required in the future in Breitenbach, Switzerland
- » Start of series production for our newly developed insulation system for generators in the currently largest offshore wind turbines in the world
- » Development cooperation with one of Europe's leading aerospace manufacturers to qualify our innovative laminates for cabin interiors
- » Complete redesign and modernization of Group website

With the sale of some of the areas at our production site in Switzerland, we were able to seize a favorable opportunity at the beginning of the year to generate profit by divesting land and buildings that had not been used for many years. In addition to the liquidity inflow of CHF 25 million achieved in this way, the associated time-consuming and cost-intensive administrative effort will no longer be required in the future.

The launch of the world's largest offshore wind turbines, with a capacity of over 15 MW, has seen the successful application of our new Samicabond® Plus insulation system. Thus, we see ourselves well positioned in the rapidly growing market for large-scale offshore installations.



Our newly developed resin system is the origin of a novel product range for aircraft cabin interiors. For qualification and market launch, we have concluded an exclusive cooperation agreement with one of the leading aerospace manufacturers in Europe. We expect the first relevant revenues as early as spring of 2023.

The completely redesigned and modernized website now provides a clear overview of our current activities and strategic priorities. It is aimed not only at potential customers and investors, but also in particular at attracting and recruiting new talent.

In addition to the systematic expansion of our operating business, we continue to explore suitable acquisition targets. However, due to the generally high investment pressure, asking prices for potential acquisition candidates are not economically attractive in most cases. We will therefore also explore and actively pursue consoli-

ation opportunities in our core markets over the coming months.

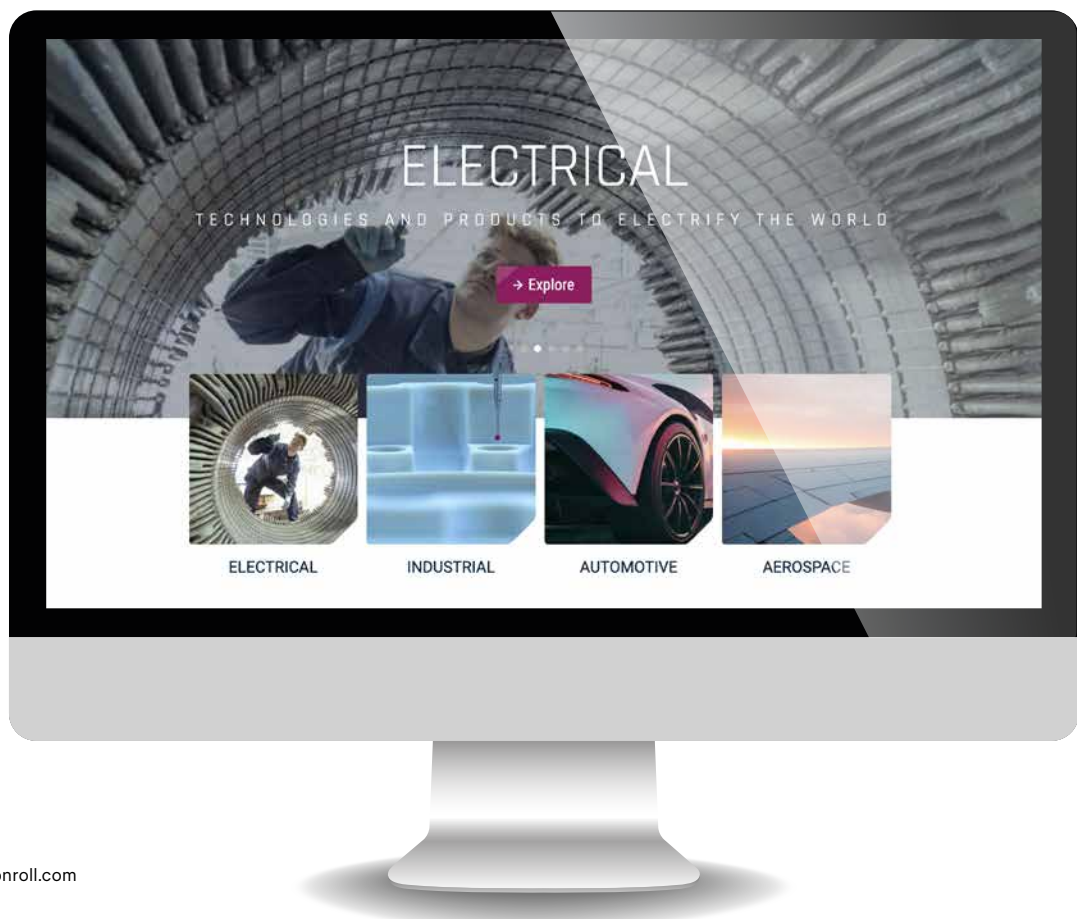
On behalf of the Board of Directors and the Executive Management, we would like to thank our shareholders for their trust and our business partners for the successful cooperation. We would also like to thank all our employees around the world for their outstanding commitment and loyalty to Von Roll.

Breitenbach, March 2022

*P. Kalantzis* *Ch. Hennerkes*

Dr. Peter Kalantzis  
Chairman of the  
Board of Directors

Dr. Christian Hennerkes  
Chief Executive Officer



www.vonroll.com



## Business development

Von Roll generated revenue of CHF 218.6 million in the financial year 2021 (2020: CHF 212.2 million). Before currency effects and taking into account the changes in the scope of consolidation, organic revenue growth amounted to CHF 24.3 million (+12.5%) compared to the previous year. Order intake increased by 19.2% to CHF 234.8 million. The operating income (EBIT) amounted to CHF 21.9 million (2020: CHF -16.6 million).

Once again, our core markets were impacted by the ongoing Covid-19 pandemic. On the one hand, demand saw a noticeable upswing as part of the economic recovery. On the other hand, this was accompanied by strained supply chains worldwide and a massive shortage of and increase in the price of relevant raw materials.

Our operational focus was therefore on maintaining our ability to deliver. Due to a strategic build-up of inventories in conjunction with agile production planning and forward-looking logistics, we succeeded in achieving this goal. We deliberately prioritized maintaining our ability to deliver over optimizing working capital, which is reflected in a low operating cash flow of CHF 0.2 million (2020: CHF 6.8 million).

Following positive business development until the third quarter of the past financial year, both revenue and the result were severely impacted by a fire at our production

site in Switzerland. While the loss of operating profit was largely compensated for by the insurance company as part of the claims settlement, customer sales already budgeted for in the amount of several million could not be realized.

Group earnings after tax (EAT) were CHF 30.8 million (2020: CHF -24.2 million). Cash and cash equivalents amounted to CHF 69.4 million at the end of 2021. The equity ratio remained at a very high level of 75.9%.

In order to strengthen liquidity and simplify administration, during the past year we divested real estate mainly used for non-operating purposes. This transaction meant we realized operating income of CHF 6.7 million and other non-operating income of CHF 12.9 million. In total, we received CHF 25 million in cash. We will use some of these funds to focus all our administrative and production activities on the remaining production site in Switzerland, which covers around 70,000 m<sup>2</sup>.

To accelerate our activities in the new aerospace business area, we managed to win an important reference customer by agreeing to a development cooperation with a leading European aerospace manufacturer. Both parties collaborate to speed up the process of product qualification according to the strict aerospace standards as far as possible.



### Group key figures

in CHF 1,000	2021	2020
Order intake	234,795	196,998
Net sales	218,637	212,237
Earnings before interest, taxes, depreciation and amortization (EBITDA)	49,796	-4,920
Operating result before deconsolidation	21,903	-5,283
Operating result (EBIT)	21,903	-16,595
Earnings after tax (EAT)	30,807	-24,215
Cash flow from operating activities	164	6,831
Capital expenditures for property, plant and equipment and intangible assets	5,900	7,061
Equity	199,871	167,907
Equity ratio (%)	75.9	74.5
Number of employees (FTE)	911	973

As part of the rapid growth of e-mobility, the mineral mica is a hugely important component for the thermal protection of vehicle batteries. For this reason, we have focused our attention on expanding our SMETA-qualified operations for mica extraction in Brazil, where we will continue to invest in the coming months. With this setup, the Von Roll Group is the only fully integrated provider worldwide to manufacture thermal and electrical insulation products from mica extraction to the end product.

We have fundamentally redesigned and modernized our website to present the Von Roll Group in way that will win over customers, investors and employees.

### Von Roll Insulation

With a share of about two thirds, this segment continues to be the main driver of the Group's sales. The Insulation segment includes the product areas "electrical insulation materials" "resins and varnishes" and "insulated wires". These products offer electrical, mechanical and thermal protection, primarily for electrical applications in generators, transformers and motors, as well as high- and low-voltage equipment.

Here, our core competency lies not only in the production, but also in the development and technical design of all the core components. In this regard, highly developed resins, varnishes and electrical insulation materials and wire products are offered as integrated and customized insulation systems.

Our key markets and customers mainly comprise producers of generators, electrical drives, various electronic applications and transformers, as well as power transmission networks and fire-resistant cables. Von Roll is the global pioneer and technology leader for electrical insulation systems, and is also involved in numerous interdisciplinary research projects.

Driven by the strong demand for insulation materials, especially for the installation of wind turbines, revenue in the Insulation segment amounted to CHF 157.7 million (2020: CHF 156.1 million). Before currency effects and taking into account the discontinued business unit in France in 2020, this corresponds to organic revenue growth in the Insulation segment of 10.4%.

The market for the Insulation segment can be divided into two areas: high-voltage and low-voltage.

### High-voltage insulation

The high-voltage insulation segment comprises all operating activities of Von Roll that focus on high-voltage applications. Demand for products in this segment developed positively throughout the past financial year.

Despite the increasing importance of renewable energies, our products for the electrical insulation of turbo generators continued to be in good demand. This type of generator is mainly used in gas and nuclear power plants, which are an important bridge technology.

We experienced a particularly high increase in demand for insulation materials in China. The rapidly rising economic momentum on the Chinese market coincided with the ongoing structural expansion in the energy sector. This resulted in strong demand for insulation products for large-scale electrical generators.

In 2021, we recorded the strongest growth with insulation materials for the construction of wind power generators, particularly for the offshore segment. We are observing a high level of interest on the market for our new high-temperature insulation system (Samicabond® Plus), which offers unique advantages to offshore wind turbines generating more than 10 MW. In this context, we managed to successfully start series production as the main supplier for the insulation system of the largest wind generators currently on the market. Further, we won additional important major orders for our coil production in India.



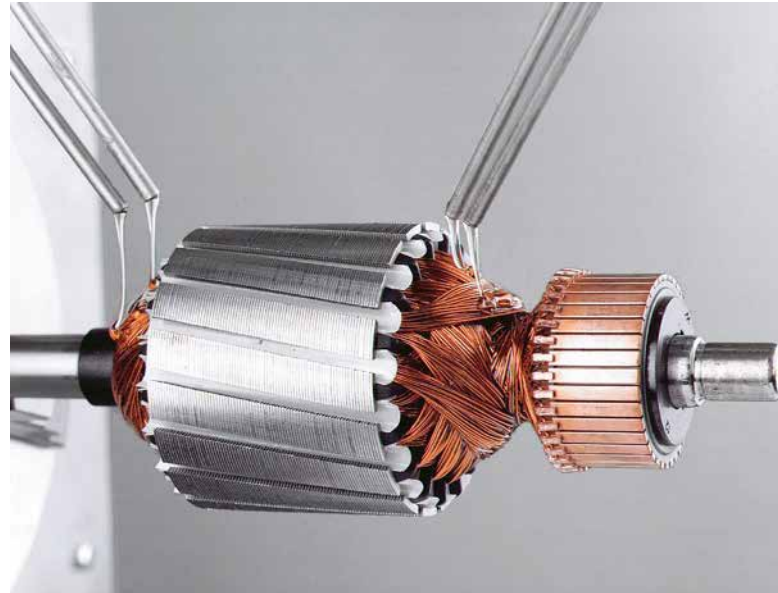
### Low-voltage insulation

The low-voltage insulation segment comprises all operating activities of Von Roll that focus on low-voltage applications. Von Roll is one of the world's largest producers of liquid insulation materials. These materials are predominantly based on internally developed formulations and are, for the most part, distributed under the globally renowned brand "Dolph's®". Another core product of our low-voltage product range is insulation paper, which is used to insulate electric motors.

In addition to our polyester-, polyesterimide- and epoxy-based impregnation resins, the Von Roll Innovation Lab Low Voltage is working hard to expand our next-generation potting resin solutions. Such potting resins play a key role in progressing automation and digitalization technology. They protect electronic assemblies from environmental influences, prevent short circuits and efficiently dissipate operating heat. These properties are significant for use of electrical devices in everyday life. Potting resins increase the longevity of cell phones and enhance the energy efficiency of household appliances and washing machines. Innovative potting resins are needed for the rapidly increasing number of electric vehicles in order to raise drive motors and sensor technology to the next performance level. In addition, our newly developed green potting resins protect particularly sensitive electronic control units, which are increasingly used in all modern vehicles.

Our products are manufactured in our global production network with sites in the USA, France, Italy, India and China, and are sold in more than 80 countries.

The shortages on the raw material markets last year had a particularly negative impact on the low-voltage sector. Despite force majeure events and massive capacity reductions at some of our suppliers, Von Roll maintained its ability to deliver. This enabled us to serve the strong demand for our impregnation resins for electric drives, particularly from Asia.



We were able to further increase the sales of resin products for the protection of electronic components in line with the ongoing digitalization and electrification processes. Various manufacturers of sensors and control electronics could be acquired as new customers during the past year.

The transition to environmentally friendly resin systems has accelerated in almost all areas of application. We particularly benefited from this with our solvent-free impregnation resins and newly developed green potting and impregnation systems.

Overall, our strategic focus in the low-voltage segment lies on increasing customer added value through functional properties, easy workability, competitive costs and the best environmental credentials. The main challenges in this respect are to adapt the product to the customers' wishes and still achieve the best possible symbiosis of all our quality features listed before.



### Von Roll Composites

The Composites segment comprises composites that are offered as semi-finished products, prepregs or machined parts. The perfect interaction of mechanical, thermal and sometimes also electrical properties is very important for the respective area of application.

The fiber-reinforced plastics developed and produced by Von Roll are used in power generation, power transmission and power storage systems. In addition, Von Roll offers specific solutions for a wide range of industrial applications, including for industrial presses and ovens, for the consumer goods, electronics, paper and textile industries, as well as for hydraulic applications and ball bearings.

Von Roll sets itself apart from many competitors on the composites market by vertically integrating very different competencies and production stages along the entire value chain. As technology leaders in specialty resins, our experts are masters at developing tailor-made resin formulations. These form the basis for our innovative laminates, whose properties can be specifically optimized for the respective area of application. Combined with the use of various impregnation processes, materials with superior performance characteristics are produced at attractive costs.

In addition to our wide range of industrial composites, we also develop and produce ready-to-install machined components according to customer specifications. Using the latest milling and grinding technology, we manufacture even complex assemblies in small and large series. In doing so, we support our customers from prototyping to series production stages – and meet the highest standards in terms of tolerances and quality. Our plants are therefore also certified as suppliers for the aerospace and automotive industries.

After the Covid-19 pandemic severely affected many of our customers in the Composites segment in 2020,

demand recovered noticeably in the financial year 2021. The revenue in the Composites segment amounted to CHF 60.9 million (2020: CHF 56.1 million). Before currency effects and taking into account the discontinued business unit in France in 2020, this corresponds to organic sales growth of 18.2%.

High-pressure laminate products used in many devices, machines and systems benefited in particular from the strong economic recovery. For example, revenues generated from laminates used in pumps have surged as intensive care units around the world have been upgraded with additional sterilization pumps as a result of Covid-19.

Products from the low-pressure laminates sector benefited especially from strong demand for energy feed-in and transmission solutions. Decentralized sustainable power generation using wind power requires local voltage conversion and the use of power converters at the respective wind farm. Therefore, the demand for transformers and transistors for switching high-voltage currents has increased steadily in recent years.



## New business areas



### Aerospace and transport industry

The Aerospace business area serves the special requirements of the aerospace industry. At the very heart of these requirements is the desire for lightweight alternatives and outstanding fire protection properties. Our optimized, NxtGen composite products offer convincing solutions to meet these requirements.

The aerospace industry recovered noticeably in the past financial year. This is reflected in our recent increase in order intake. Many customers are actively looking for eco-friendly and particularly sustainable alternatives to existing materials. Since development and product qualification can take a long time, we push selected projects forward in a targeted approach. For example, we have entered into a development cooperation with a leading European aerospace manufacturer to accelerate the qualification and market introduction of our NxtGen products.

### Automotive

The Automotive business area comprises innovative solutions for automotive engineering. Our products and business activities focus on technologies for the rapidly advancing mobility transition. Our Dolph's®-branded resin formulations are essential for manufacturing highly efficient and exceptionally durable electric drives. As a second area of application, we offer EV battery-related solutions. Our resins and mica products increase performance, service life and safety of the battery.

The market environment last year was characterized by a difficult raw materials situation and particularly the shortage of semiconductors for automotive production. Nevertheless, the Automotive team managed to further expand both revenue and our product range. Several orders from well-known manufacturers were won relating to the production of thermal protection shields for high-voltage batteries and electrical insulation materials for the new generation of electric drives. We expect further stimulus for growth as a result of steadily increasing sales of hybrid and electric vehicles, particularly in Europe and the USA.



## Von Roll Innovation Lab

In the Von Roll Innovation Lab, our industry experts develop innovative solutions for a wide range of applications in close cooperation with our customers. In doing so, we respond to current market trends in agile teams with high intensity and reaction speed.

The latest insights from science and academia are combined with the global understanding of the industry within the entire Von Roll Group. In the past financial year, we were able to further strengthen the team with numerous new additions and experienced experts from industry.

Short and efficient development cycles accelerate the time taken from the idea to the start of series production for our customers. Numerous innovations are currently in the customer qualification phase.



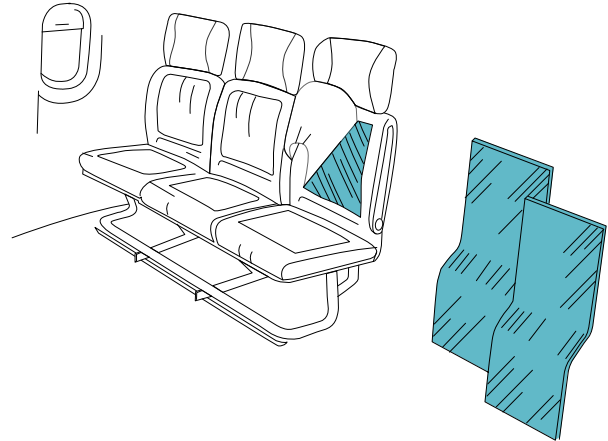
A trend of recent years has emerged even more strongly in the pandemic-related deceleration of the aircraft market: lower fuel consumption through weight reduction in the aircraft reduces operating costs, but it is also an essential component of future environmental considerations.

In the interior cabin, the passenger seats in particular could be redesigned. Most of today's passenger seats are made of metals like aluminum. There are already proven seat designs on the market that replace these with lighter composite materials. However, the carbon prepregs used in these designs contain phenolic resins that are harmful to both people's health and the environment.

Using AI software, the Von Roll Innovation Lab has developed a leading-edge epoxy resin that exceeds the stringent fire safety requirements of the aircraft industry. Although our epoxy resin is an environmentally friendly alternative to existing phenolic resins, it outperforms them both in the extremely important fire safety performance and in mechanical properties. The anhydride-, phenolic- and solvent-free NxtGen resin system is particularly easy to process and can be stored for long periods. Our new prepregs from the Innovation Lab can be processed at low cost and without the need to use autoclaves, making them particularly suitable for next-generation passenger seats.

With our innovative product range, we offer a unique solution to the high demand for greener and more sus-

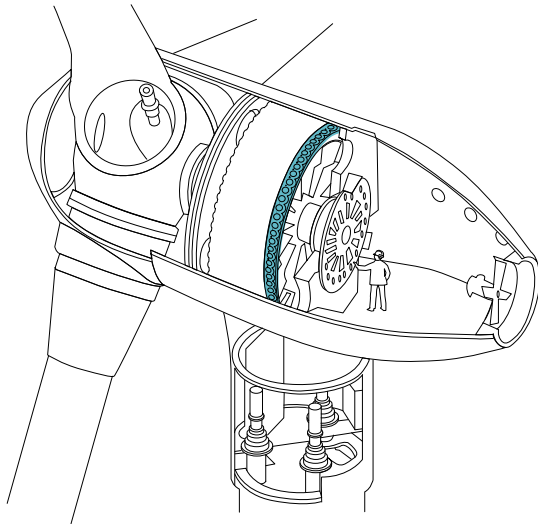
tainable materials in the aircraft industry and have successfully introduced our products into the qualification processes of leading manufacturers.



As part of the energy transition needed to meet the goals set out in the Paris Agreement, electricity demand will rise sharply in the coming years. The number of new installations of sustainable power plants will increase rapidly to enable electrification of core areas such as transportation as well as heat generation using heat pumps.

Our electrical insulation materials for high-voltage generators are a vital technology for power generation in wind and hydroelectric power plants, as well as in nuclear and gas-fired power plants. The sharp increase in the number of high-voltage generators will also increase the need for materials for generator repair and maintenance.

Our Innovation Lab supports this market growth by developing environmentally friendly and sustainable insulation systems for electrical generators. We give special attention to the sources of raw materials and the chemical composition. Our green solutions for high-performance (Class H) applications combine best-in-class storability and processability with the benefits of environmentally friendly chemistry. These solvent- and CMR-free insulation systems are ready for market launch once final high-voltage tests have been completed at our High-Voltage Institute.



E-mobility is on the rise. However, there are still hurdles on its path to success, such as the charging infrastructure, charging times, and the "range anxiety" of some consumers. Rapid-charging systems or heavy use of the battery often result in an undesirably high level of heat buildup.

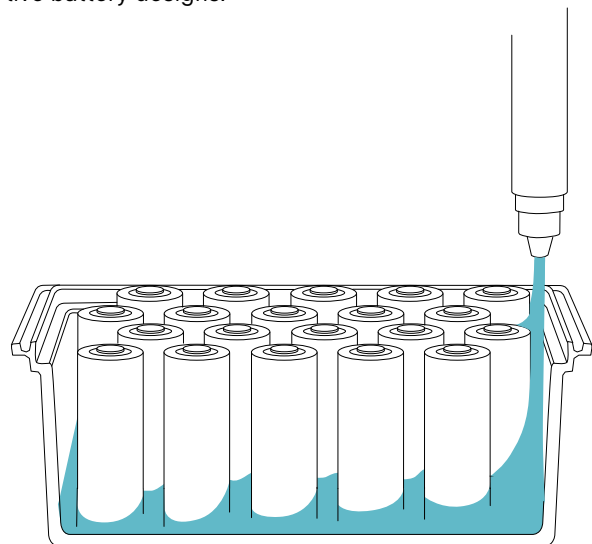
The accumulated heat, especially in so-called hotspots within the cell, can lead to accelerated aging and, in the worst case, to a short circuit. Active and passive temperature management in the battery is therefore a decisive factor for its performance, service life and safety.

In a typical EV battery, the individual cells are connected to the cooling system via heat-conductive foils while also needing to be mechanically fixed. However, this design is complex to assemble and not very effective in terms of temperature management. Heat dissipation only takes place at the contact point, so that critical temperature differences can remain within the individual cells.

The newly developed potting resin from our Innovation Lab ensures effective heat dissipation. The battery cells are enclosed in this highly heat-conductive resin and at the same time fixed in the battery in a shock-proof way. Our latest-generation polyurethane resins are free of solvents and CMR hazards and combine excellent processability with low weight.

In addition to battery temperature management, manufacturers are exploring a wide range of solutions to further improve battery safety. Effective protection for passengers in the event of a battery fire caused by malfunctions or external influences remains essential. In order to customize appropriate protective materials, such as the Von Roll Shield T series, a detailed understanding of the hazards and damage events is required. An essential prerequisite for this are comprehensive test procedures that can be used to simulate stress events in a precise and repeatable form.

For this purpose, the Innovation Lab has defined a specific test procedure, including the required test setup, with which enhanced battery protection systems can be developed. In this way, novel concepts can be extensively tested and compared with reference materials. The method is not only significantly more cost-effective than complex abuse tests, since the cell venting process can be simulated in the laboratory in a very time-efficient manner, but also enables accelerated product development. The variable test design also allows for the simulation of rare and extreme effects and innovative battery designs.



# VonRoll

WORLDWIDE



## PRODUCTION & SALES

- CH Breitenbach
- DE Augsburg
- FR Meyzieu
- FR Valdoie
- GB Bradford
- IT Trofarello
- BR Maracanaú
- IN Bangalore
- IN Bhopal
- US Cleveland
- US Schenectady
- CN Shanghai
- SG Singapore

The Von Roll distribution network and service locations extend across the globe and are supplemented by representatives and authorized distributors in the countries where we do not have our own organization. Our specialized production and development centers are strategically located in the major regional markets.

- Electrical insulation materials
- Resins
- Composites
- Wires



# Corporate governance

Von Roll Holding AG is organized in accordance with Swiss law and complies with the current Directive on Information relating to Corporate Governance of SIX Swiss Exchange Regulation AG dated June 18, 2021. Unless specified otherwise, the disclosures are made as at the balance sheet date of December 31, 2021.

## 1. Group structure and shareholders

### 1.1 Group structure

#### Operating Group structure

The operating activities of Von Roll Holding AG and its subsidiaries are divided into the “Von Roll Insulation” and “Von Roll Composites” segments. Further details are available in the segment reporting part of the “Financial reporting” section (see note 5 on page 50 of this annual report).

#### Listed companies

Since August 11, 1987, Von Roll Holding AG, with its registered office in Breitenbach and its domicile at Passwangstrasse 20, 4226 Breitenbach, has been listed on the SIX Swiss Exchange AG (valoren symbol: ROL, valoren number: 324.535, ISIN: CH0003245351). As at December 31, 2021, it had a market capitalization of CHF 381,642,040. There are no other listed companies within the scope of consolidation of Von Roll Holding AG.

#### Non-listed companies

A list of significant non-listed, consolidated companies is disclosed in note 15 of the “Financial reporting” section on page 60 of this annual report.

### 1.2 Significant shareholders

As at November 20, 2008, the von Finck group of shareholders (comprising the shareholders August von Finck, Francine von Finck, August François von Finck, Maximilian von Finck and Maria Theresia von Finck), together with Von Roll Holding AG [treasury shares]), declared a shareholding of 66.75 %, which corresponds to 123,334,009 bearer shares (out of a total of 184,778,889 bearer shares issued as at November 20, 2008). The company learned that Mr. August von Finck unfortunately passed away on November 28, 2021.

There were no disclosure notifications regarding shareholdings of other significant shareholders or groups of shareholders in the reporting year. For details about the disclosure notifications, please refer to the SIX Exchange Regulation AG website ([www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html](http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html)).

### 1.3 Cross-shareholdings

There are no cross-shareholdings with other companies. Possible cross-shareholdings may result from the disclosed significant shareholder structure.

## 2. Capital structure

### 2.1 Capital

The issued share capital amounts to a nominal CHF 35,667,480.40 (registered in the commercial register: CHF 35,655,880.40), corresponding to 356,674,804 (registered in the commercial register: 356,558,804) fully paid-up bearer shares, each with a nominal value of CHF 0.10.

The Articles of Incorporation of Von Roll Holding AG provide for an increase by the Board of Directors of share capital as a component of the conditional capital by up to CHF 363,677.00, which corresponds to up to 3,636,770 bearer shares to be fully paid up, each with a nominal value of CHF 0.10. As a result of partial conversions of the 1.00 %

convertible bond CHF 150,000,000 2016–2022 in the reporting year, this amount was reduced and totals up to CHF 352,077.00, corresponding to a maximum of 3,520,770 bearer shares to be fully paid up, each with a nominal value of CHF 0.10.

The Articles of Incorporation of Von Roll Holding AG provide for an increase by the Board of Directors of share capital as a component of the authorized capital by up to CHF 14,000,000.00, which corresponds to up to 14,000,000 bearer shares to be fully paid up, each with a nominal value of CHF 0.10.

## 2.2 Authorized and conditional capital

The Board of Directors is authorized to increase the share capital of the company, as a component of the conditional capital, by up to CHF 352,077.00, representing a 0.99% increase of the issued share capital of CHF 35,667,480.40 by issuing a maximum of 3,520,770 bearer shares to be fully paid up, each with a nominal value of CHF 0.10, based on the exercise of conversion rights granted in connection with bonds or similar obligations of Von Roll Holding AG or Group companies. The holders of conversion rights at that time are entitled to acquire the new shares. Shareholders' subscription rights are excluded. Shareholders' advance subscription rights can be restricted or excluded by resolution of the Board of Directors to finance or refinance the acquisition of companies, parts of companies or shareholdings, or new investments planned by the company or to issue convertible bonds on national or international capital markets. If advance subscription rights are excluded, the bonds are to be placed at market conditions, the period for exercising the conversion rights is to be set at a maximum of 10 years from bond issuance and, when conversion rights are exercised, new shares are to be issued at conditions that take the market price of the shares into account.

The Board of Directors is authorized to increase the share capital of the company at any time until April 30, 2023, by a maximum amount of CHF 14,000,000.00 by issuing a maximum of 140,000,000 bearer shares to be fully paid up, each with a nominal value of CHF 0.10, which makes up 39.25% of the issued share capital of CHF 35,667,480.40. Increases by way of firm underwriting (by a bank, a banking syndicate or a third party) and increases in partial amounts are permitted. The Board of Directors determines the time of issue, the issue price, the type of contributions to be made and the time of dividend entitlement. The Board of Directors is authorized to permit, restrict or exclude trading in subscription rights. The Board of Directors may place subscription rights that have not been exercised or shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interest of the company. The Board of Directors is authorized to restrict or cancel shareholders' subscription rights in the event of shares being used in connection with mergers, acquisitions (including takeovers) of companies, parts of companies, shareholdings or new investments of the company and/or of Group companies, the financing or refinancing of such mergers, acquisitions or new investments, the conversion of loans or financial liabilities.

## 2.3 Changes in capital

### In the reporting year:

The share capital was increased by a nominal amount of CHF 11,600.00 from CHF 35,655,880.40 to CHF 35,667,480.40 as a result of the partial conversions of the 1.00% convertible bond CHF 150,000,000 2016 – 2022; the amount of up to CHF 363,677.00 existing as at December 31, 2020, by which the Board of Directors could increase the share capital as a component of the conditional capital, was reduced accordingly by CHF 11,600.00 to a maximum of CHF 352,077.00. The ordinary General Meeting of April 30, 2021, approved an amount of up to CHF 14,000,000.00 by which the Board of Directors may increase the share capital as a component of the authorized capital; this amount did not change in the reporting year.

### In 2020:

No changes were made to the ordinary or conditional capital in 2020. As at March 12, 2020, however, the partial conversion in 2019 of the 1.00% convertible bond CHF 150,000,000 2016 – 2022 were entered into the commercial register. The Board of Directors was authorized to increase the share capital of the company at any time until April 24, 2020, by a maximum amount of CHF 2,245,725.80 by issuing a maximum of 22,457,258 bearer shares to be fully paid up, each with a nominal value of CHF 0.10. The Board of Directors did not make use of this authorization, and as at December 31, 2020, there was no more authorized capital.

### In 2019:

In 2019, the share capital was increased by a nominal amount of CHF 1,400.00 from CHF 35,654,480.40 to CHF 35,655,880.40 as a result of the partial conversions of the 1.00% convertible bond CHF 150,000,000 2016 – 2022; the amount of up to CHF 365,077.00 existing as at December 31, 2018, by which the Board of Directors could increase the share capital as a component of the conditional capital, was reduced accordingly by CHF 1,400.00 to up to CHF 363,677.00. The amount of up to CHF 2,245,725.80 as at December 31, 2018, by which the Board of Directors could increase the share capital as a component of the authorized capital did not change in 2019.

The changes in share capital in the last three reporting years are shown in the table below:

Type of capital (in CHF)/reporting date	31.12.2021	31.12.2020	31.12.2019
Ordinary capital (issued capital)	35,667,480.40 <sup>1</sup>	35,655,880.40	35,655,880.40 <sup>2</sup>
Ordinary capital (capital registered in the commercial register)	35,655,880.40	35,655,880.40	35,654,480.40
Conditional capital	352,077.00	363,677.00	363,677.00
Authorized capital	14,000,000.00	0.00	2,245,725.80

<sup>1</sup> The issued capital was registered in the commercial register as at March 8, 2022.

<sup>2</sup> The issued capital was registered in the commercial register as at March 12, 2020.

#### 2.4 Shares and participation certificates

As at December 31, 2021, 356,674,804 bearer shares with a nominal value of CHF 0.10 had been issued and were fully paid up. One bearer share carries one voting right. Each shareholder possesses statutory membership and proprietary rights, in particular the entitlement to receive dividends and voting rights. No participation certificates were outstanding.

#### 2.5 Dividend rights certificates

Von Roll Holding AG has not issued any dividend rights certificates.

#### 2.6 Limitations on transferability and nominee registrations

There are no limitations on transferability or nominee registrations.

#### 2.7 Convertible bonds and options

##### 1.00% convertible bond CHF 150,000,000 2016 – 2022

On April 11, 2016, Von Roll Holding AG issued an unsecured convertible bond (valoren code: ROL16; valoren number: 31954490; ISIN: CH0319544901) in the amount of CHF 150 million, due on April 11, 2022. It is convertible into 150,000,000 bearer shares (subject to any adjustments due to the dilution protection clause) of Von Roll Holding AG. The shares to be delivered upon conversion will be made available through the provision of new shares from the conditional capital and, as far as necessary, from the authorized capital.

The conversion price is set at CHF 1.00. The offering and redemption prices are set at 100% each. The convertible bond carries a coupon rate of 1.00% per annum, payable annually in arrears. In 2016, existing shareholders were granted subscription rights to subscribe for the convertible bond in proportion to their current shareholding. Accordingly, based on an issue total of CHF 150 million, each shareholder had the right to purchase a convertible bond with a nominal value of CHF 1,000 for every 1,185 shares held on March 22, 2016, at close of trading. Any exercise of conversion rights can have a dilutive effect on the shares. The convertible bond can be redeemed early at any time if more than 85% of the original bond total is converted and/or redeemed or, since May 2, 2018, if the closing price of the Von Roll Holding AG bearer share on the SIX Swiss Exchange is 130% or more of the respective conversion price over a period of 20 out of 30 consecutive trading days (also see note 18 on page 63 and note 8 on page 75 et seq.).

A nominal value of CHF 977,000 of this convertible bond was still outstanding on December 31, 2021. If this remaining outstanding share of the convertible bond were also to be fully converted, the share capital would increase by CHF 97,700, which equates to 0.27% of the existing share capital as at December 31, 2021.

##### Options

Von Roll Holding AG has not issued any options.

### 3. Board of Directors

#### 3.1 Members of the Board of Directors

As at December 31, 2021, the Board of Directors of Von Roll Holding AG comprises the following members:

Name	Nationality	Born in	Member since	Function
Dr. Peter Kalantzis	CH/GR	1945	2007	Chairman <sup>1</sup> , non-executive
Guido Egli	CH	1951	2007	Vice-Chairman, non-executive
Gerd Amtstätter	D	1943	2007	Member, non-executive
Gerd Peskes	D	1944	2000	Member, non-executive
August François von Finck	CH	1968	2010	Member, non-executive
Dr. Christian Hennerkes	D	1971	2016	Delegate, executive

<sup>1</sup> Chairman since December 2010

#### Dr. Peter Kalantzis

Chairman of the Board of Directors

#### Education

Dr. rer. pol., University of Basel, Switzerland

#### Professional career

1971 – 1990:

Various management positions, last position as Delegate of the Board of Directors of Lonza AG, Basel, Switzerland

1991 – 2000:

General Director and Member of Executive Management of Alusuisse-Lonza Group AG, Zurich, Switzerland; from 1991 to 1996 Head of the Chemistry division and subsequently responsible for Group development from 1997 to 2000

#### Other activities and vested interests

Chairman of the Board of Directors of Clair AG, Cham, Switzerland; Chairman of the Board of Directors of Degussa Sonne/Mond Goldhandel AG, Cham, Switzerland; Chairman of the Board of Directors of Hardstone Services SA, Geneva, Switzerland; Member of the Board of Directors of Paneuropean Oil and Industrial Holdings S. A., Luxembourg, Luxembourg; Member of the Board of Directors of Consolidated Lamda Holdings Ltd., Luxembourg, Luxembourg; President of the Foundation Board of John S. Latsis Public Benefit Foundation, Vaduz, Principality of Liechtenstein; President of the Foundation Board of Gnosis Foundation, Vaduz, Principality of Liechtenstein.



**Guido Egli**

Vice-Chairman of the Board of Directors

**Education**

Degree from University of Applied Sciences, Switzerland

Degree from the London Business School, United Kingdom

**Professional career**

1977 – 1996:

Various management positions, e.g. as Director of Sales and Marketing with the Emmi Group, Switzerland; CEO and Delegate of the Board of Directors of Hero, Lenzburg, Switzerland

1996:

Foundation of own consulting company “ifm Food Marketing”, Lucerne, Switzerland, with various consultancy mandates in Switzerland and abroad since then

2001 – 2014:

Mövenpick Foods Switzerland Ltd., Baar, Switzerland, Chairman of the Board of Directors and CEO

2006 – 2014:

Mövenpick Holding AG, Baar, Switzerland, CEO

**Other activities and vested interests**

Chairman of the Board of Directors of Kursaal-Casino AG Luzern, Lucerne, Switzerland; Chairman of the Board of Directors of Grand Casino Luzern AG, Lucerne, Switzerland; Chairman of the Board of Directors of Casino Online AG, Lucerne, Switzerland; Chairman of the Board of Directors of Parkhaus Casino-Palace AG, Lucerne, Switzerland; Chairman of the Board of Directors of Meyerhans Mühlen AG, Weinfelden, Switzerland; Member of the Board of Directors of Remimag Holding AG, Rothenburg, Switzerland; Member of the Board of Directors of Remimag Gastronomie AG, Rothenburg, Switzerland; Member of the Board of Directors of Remimag AG, Rothenburg, Switzerland; Member of the Board of Directors of REITZEL S.A., Fribourg, Switzerland; Member of the Board of Directors of Riviera Restaurants AG, Bern, Switzerland; Member of the Board of Directors of Degussa Sonne/Mond Goldhandel AG, Cham, Switzerland; Member of the Foundation Board of the Foundation of the Pontifical Swiss Guard in the Vatican, Fribourg, Switzerland; Member of the Supervisory Board of J. Bauer GmbH & Co. KG, Wasserburg, Germany.

**Gerd Amtstätter**

Member of the Board  
of Directors

**Education**

Degree in Law from the University of Munich, Germany

**Professional career**

1971 – 1975:

Member of the Management Team of a medium-sized company

1975 – 1998:

Government of the Free State of Bavaria, Germany, most recently as Assistant Secretary of State (Ministerialdirektor) at the Ministry of Finance

Since 1998:

General Manager of von Finck'sche Hauptverwaltung, Munich, Germany

**Other activities and vested interests**

Supervisory Board Chairman of Nymphenburg Immobilien AG, Munich, Germany; Supervisory Board Chairman of Amira Verwaltungs SE, Munich, Germany; Supervisory Board Chairman of Custodia Holding SE, Munich, Germany; Supervisory Board Chairman of Staatliche Mineralbrunnen AG, Bad Brückenau, Germany; Supervisory Board Chairman of Oppmann Immobilien AG, Würzburg, Germany.

**Gerd Peskes**

Member of the Board  
of Directors

**Education**

Business degree from Bochum University of Applied Sciences, Germany, professional auditor

**Professional career**

Since 1978:

Managing Director of Gerd Peskes GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany

**Other activities and vested interests**

Member of the Board of Directors of Clair AG, Cham, Switzerland; Member of the Board of Directors of Carlton Holding AG, Schaan, Principality of Liechtenstein; Supervisory Board Chairman of ARAG Holding SE, Düsseldorf, Germany; Supervisory Board Chairman of Substantia AG, Munich, Germany; Member of the Supervisory Board of Claas KGaA, Harsewinkel, Germany; Chairman of the Advisory Board of Katjes Holding & Co. KG, Emmerich, Germany; Member of the Advisory Board of LK Mahnke & Co. KG, Mülheim, Germany.

**August François  
von Finck**

Member of the Board  
of Directors

**Education**

Master of Business Administration (MBA), Georgetown University, USA  
Bachelor of Science (BSc), Georgetown University, USA  
Banking degree, Swiss Bank Corporation, Basel, Switzerland

**Professional career**

Self-employed entrepreneur

**Other activities and vested interests**

Vice-Chairman of the Board of Directors of Bank von Roll AG, Zurich, Switzerland; Member of the Board of Directors of Clair AG, Cham, Switzerland; Member of the Board of Directors of Degussa Sonne/Mond Goldhandel AG, Cham, Switzerland; Member of the Supervisory Board of Custodia Holding SE, Munich, Germany; Member of the Supervisory Board of Staatliche Mineralbrunnen AG, Bad Brückenau, Germany; Member of the Board of Directors of Degussa Sonne/Mond Goldhandel GmbH, Munich, Germany.

**Dr. oec. Christian  
Hennerkes**

Delegate of the  
Board of Directors,  
Chief Executive Officer  
(CEO)

**Education**

Doctorate in Economics (Hohenheim, Germany)  
First and Second State Exam in Law  
(Constance and Stuttgart, Germany; San Francisco, USA)

**Professional career**

2001 – 2004:

The Boston Consulting Group (Manager/Principal)

2005 – 2016:

Managing Director and Partner of various companies in the consumer and industrial goods sector (including the Theo Müller Group, Travel IQ GmbH, Menerga GmbH, Germany)

Since October 1, 2016:

Chief Executive Officer (CEO) of Von Roll Holding AG, Breitenbach, Switzerland

**Other activities and vested interests**

Member of the Supervisory Board of Interstuhl Büromöbel GmbH & Co. KG, Messstetten-Tieringen, Germany.

None of the non-executive members of the Board of Directors belonged to either Executive Management of Von Roll Holding AG or to one of its subsidiaries, nor did they have significant business relations with the latter during the reporting year or the three financial years preceding it.

### 3.2 Other activities and vested interests

Information on the other activities and vested interests of members of the Board of Directors is shown in Section 3.1 (page 17 et seq.).

### 3.3 Regulations under the Articles of Incorporation regarding the permissible number of activities in accordance with Article 12 (1) Section 1 of the Swiss Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (“ERCO”)

The permissible number of external offices is determined with binding effect in Section 3 B, Article 24, (1) and (3) of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/):

Members of the Board of Directors may not simultaneously hold more than 20 offices in top-tier management or administrative bodies of legal entities outside the Group that are subject to entry in the Swiss commercial register or a similar register in another country. Of these offices, no more than 15 may be held in listed legal entities. Multiple offices within the same group and offices exercised on behalf of a group or legal entity (including offices in care institutions, joint ventures and legal entities in which a significant stake is held) count as one office. Offices in nonprofit or charitable legal entities such as clubs, associations and foundations are not subject to the above restrictions, but must not exceed 15.

### 3.4 Elections and terms of office

The Chairman of the Board of Directors, the other members of the Board of Directors and the members of the People & Remuneration Committee are each elected by the General Meeting for a one-year term, which runs until the end of the next ordinary General Meeting. The Vice-Chairman of the Board of Directors, the Chairman of the People & Remuneration Committee and the Chairman and members of the Audit Committee are elected by the full Board of Directors. Re-election is permitted without restrictions. There is no age limit. The year the individual members of the Board of Directors were elected for the first time is listed under Section 3.1 (page 17).

### 3.5 Internal organization

The organization, tasks and areas of responsibility of the Board of Directors and its committees are detailed in the organizational regulations. These can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/). The following paragraphs summarize the essential elements of the organizational regulations.

#### Allocation of tasks within the Board of Directors

The individual functions (Chairman, Vice-Chairman and Delegate) are listed in Section 3.1 (page 17).

The Chairman’s responsibilities and tasks particularly include setting and preparing the agenda items for the General Meeting and (together with the Delegate of the Board of Directors/CEO) for meetings of the Board of Directors, convening meetings of the Board of Directors, chairing the General Meeting and meetings of the Board of Directors, ordering and monitoring the implementation of resolutions of the General Meeting, monitoring compliance with resolutions of the meetings of the Board of Directors and the guidelines and regulations on business policy approved by the Board of Directors, supervising and monitoring the business development and activities of Executive Management on an ongoing basis, submitting motions to the Board of Directors for appointing and dismissing the CEO, CFO and any other members of Executive Management, observing ad hoc notification requirements in collaboration with Executive Management, and making executive resolutions in urgent and unavoidable cases. The Vice-Chairman represents the Chairman if he is prevented from exercising his function.

The Delegate of the Board of Directors manages the Von Roll Group in the role of CEO. He decides on all matters that are not non-transferable duties of the Board of Directors in accordance with Article 716a of the Swiss Code of Obligations (CO) or Article 22 of the Articles of Incorporation (which can be viewed under Section 3 B, Article 22 at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/)) and do not fall under the decision-making power of the Board of Directors (see page 23 et seq., Section 3.6). He helps the Chairman to prepare for the meetings of the Board of Directors. He also makes resolutions in consultation with the Chairman in urgent cases.

### **Membership of all committees of the Board of Directors, their responsibilities and the scope of their competences**

The Board of Directors has the following committees:

#### **Audit Committee**

The Audit Committee is a standing committee of the Board of Directors. It supports the Board of Directors in the assumption of its responsibility for the Group in the area of financial reporting, the application of accounting standards and systems, and the external audit. The activities of the Audit Committee do not release the Board of Directors from its legal obligations, and the decision-making power remains with the full Board of Directors. The Audit Committee comprises members of the Board of Directors Gerd Peskes (Chairman), Gerd Amtstätter and Dr. Peter Kalantzis.

#### **People & Remuneration Committee**

The People & Remuneration Committee is a standing committee of the Board of Directors. It assists the Board of Directors with setting and reviewing the company's remuneration strategy and guidelines and qualitative and quantitative remuneration criteria, as well as with preparing motions for the General Meeting relating to the remuneration of the Board of Directors and Executive Management. The People & Remuneration Committee can make suggestions and recommendations to the Board of Directors regarding remuneration issues. The People & Remuneration Committee can call in external specialists. The activities of the People & Remuneration Committee do not release the Board of Directors from its legal obligations, and the decision-making power remains with the full Board of Directors, with the exception of the approval of the bonus model for employees below the level of Executive Management, which is solely decided by the People & Remuneration Committee. The People & Remuneration Committee is made up of Gerd Amtstätter (Chairman), Guido Egli and August François von Finck, all of whom are members of the Board of Directors.

### **Working methods of the Board of Directors and its committees**

The Board of Directors shall constitute a quorum when the majority of its members are present. If such an attendance-based quorum is not reached, the Board of Directors shall constitute a quorum provided that all absent members subsequently consent to the relevant motion in writing. No attendance-based quorum is required for the Board of Directors to make resolutions on a capital increase report or for resolutions that require public certification. The Board of Directors makes its resolutions and decides its elections with an absolute majority of the votes cast. The Chairman participates in the vote and has the casting vote in the event of a tie. Resolutions may also be made by circular letter insofar as no member requests an oral debate. If an oral debate is requested, the resolution shall not be made in writing. All members of the Board of



Directors are to be asked for their opinion for resolutions made by circular letter. Resolutions of this kind require the absolute majority of all members of the Board of Directors and are to be included in the minutes of the next meeting. At least two members must be present for the Audit Committee and People & Remuneration Committee to make resolutions. Resolutions are made by an absolute majority of the votes cast. The respective Chairman participates in the vote and has the casting vote in the event of a tie.

In the reporting year, the CFO participated in an advisory capacity without voting rights in meetings of the Board of Directors for the agenda items relating to business activities. The Delegate of the Board of Directors/CEO and the CFO regularly attended meetings of the Audit Committee and the People & Remuneration Committee in an advisory capacity without voting rights in the reporting year. The Chairman attended the meetings of the People & Remuneration Committee in the reporting year. In the reporting year, meetings of the Audit Committee and the People & Remuneration Committee were occasionally also attended by other members of the Board of Directors who do not belong to the committee in question. In the reporting year, external consultants were not brought in to either a meeting of the Board of Directors, the Audit Committee or the People & Remuneration Committee. The auditor Deloitte AG attended two out of three meetings of the Audit Committee in the reporting year.

The invitation letters to a meeting show all the agenda items that a member of the Board of Directors, a committee or a member of Executive Management wishes to discuss. The dates for the ordinary meetings are set with due advance notice so that all members are able to attend in person. For all motions, the participants of the meeting receive detailed written documentation in advance. The Chairmen of the committees report to the Board of Directors on the committee's activities. The minutes of the committee meetings are provided to members of the Board of Directors. As a rule, the Chairman convenes the Board of Directors approximately every two months, or as often as business operations require, and also when a member submits a request in writing specifying the desired agenda items. The Board of Directors met six times during the reporting year. Meetings lasted 10 hours and 10 minutes in total, which reflects an average of roughly 1 hour and 40 minutes per session. A meeting was also held with the exclusive participation of the Delegate of the Board of Directors/CEO to prepare the public deed for the purpose of deleting the provision in the Articles of Incorporation regarding the authorized capital increase of April 24, 2018. The Audit Committee and the People & Remuneration Committee gather as often as business operations require, and at least twice annually. During the reporting year, the Audit Committee met three times. Meetings lasted 2 hours and 55 minutes in total, which reflects an average of roughly 1 hour per session. The People & Remuneration Committee met twice during the reporting year. Meetings lasted 1 hour in total, which reflects an average of 30 minutes per session.

### 3.6 Definition of areas of responsibility

The areas of responsibility and nature of cooperation between the Board of Directors and Executive Management are stipulated in the organizational regulations. These can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/). The Board of Directors has delegated responsibility for business operations to the Delegate of the Board of Directors/CEO. In addition to the responsibilities mentioned in the organizational regulations, however, the Board of Directors also makes decisions about the following:

- » Non-transferable duties in accordance with Article 716a of the Swiss Code of Obligations (CO) and Article 22 of the Articles of Incorporation (see [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/) under Section 3 B.)
- » Investments in companies and involvement in joint ventures
- » Partnerships and licensing agreements with financial commitments exceeding CHF 5 million
- » Acquisition and divestment of companies
- » Internal restructuring of the Group
- » Human resources principles
- » Basic principles of salary and bonus systems
- » Introduction of and major changes to company retirement plans
- » Purchase and sale of real estate over CHF 2 million
- » Real estate rental agreements with a term of more than five years and costs of over CHF 5 million

### 3.7 Information and instruments for monitoring Executive Management

The Delegate of the Board of Directors/CEO forms the link between the Board of Directors and Executive Management. He ensures that the Chairman is regularly updated on business activities and all important issues and events. Each member of the Board of Directors receives the detailed monthly financial statements, plus comments, and the semi-annual and annual financial statements. The Delegate of the Board of Directors/CEO and the CFO report to the meetings of the Board of Directors on a regular basis regarding business activities, key transactions and all matters relevant to the Group. The Delegate of the Board of Directors/CEO and the CFO regularly attend the meetings of the Audit Committee and the People & Remuneration Committee. Site visits serve to complete the information at hand. Each year, based on the proposals of Executive Management, the Board of Directors discusses and approves the following year's budget, which it then regularly reviews. Once a year, the Board of Directors reviews the strategic direction of the Group.

The Board of Directors and Executive Management attach a great deal of importance to dealing carefully with risk, and operate a system for monitoring and managing the risks associated with business activities. This process includes identifying, analyzing and managing risk, and risk reporting.

The Von Roll Group compliance program manages compliance with laws, regulations and guidelines for proper company management and introduces any activities required for preventing breaches and identifying them at an early stage.

## 4. Executive Management

### 4.1 Members of Executive Management

As at December 31, 2021, Executive Management of Von Roll Holding AG comprises the following members:

Name	Nationality	Born in	Term of office	Function
Dr. Christian Hennerkes	D	1971	Since 2016	Delegate of the Board of Directors and CEO
Artur Lust	D	1982	Since 2017	CFO

#### Dr. oec. Christian Hennerkes

Delegate of the Board of Directors, Chief Executive Officer (CEO)

#### Education

Doctorate in Economics (Hohenheim, Germany)  
First and Second State Exam in Law  
(Constance and Stuttgart, Germany; San Francisco, USA)

#### Professional career

2001 – 2004:  
The Boston Consulting Group (Manager/Principal)  
2005 – 2016:  
Managing Director and Partner of various companies in the consumer and industrial goods sector (including the Theo Müller Group, Travel IQ GmbH, Menerga GmbH, Germany)  
Since October 1, 2016:  
Chief Executive Officer (CEO) of Von Roll Holding AG, Breitenbach, Switzerland

#### Other activities and vested interests

Member of the Supervisory Board of Interstuhl Büromöbel GmbH & Co. KG, Messstetten-Tieringen, Germany.

#### Artur Lust

Chief Financial Officer (CFO)

#### Education

Degree in Business Administration from the University of Applied Sciences for Economics and Management, Essen, Germany  
Certified accountant (Chamber of Commerce and Industry)

#### Professional career

2004 – 2012:  
Various management positions in family-owned, medium-sized companies and large listed corporations in the consumer and industrial goods sector, most recently as Company Controlling Manager at Ericsson GmbH, Düsseldorf, Germany  
2012 – 2015:  
Commercial Director and Authorized Representative at Menerga GmbH, Mülheim an der Ruhr, Germany  
2016 – 2017:  
Head of Corporate Development of Von Roll Management AG, Breitenbach, Switzerland  
Since October 1, 2017:  
Chief Financial Officer (CFO) of Von Roll Holding AG, Breitenbach, Switzerland

#### Other activities and vested interests

No other activities or vested interests.

#### 4.2 Other activities and vested interests

Information on the other activities and vested interests of members of Executive Management is shown in Section 4.1 (page 25).

#### 4.3 Regulations under the Articles of Incorporation regarding the permissible number of activities in accordance with Article 12 (1) Section 1 of the Swiss Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (“ERCO”)

The permissible number of external offices is determined with binding effect in Section 3 B, Article 24, (2) and (3) of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/):

Subject to the approval of the Board of Directors, members of Executive Management may simultaneously hold a maximum of five offices in top-tier management or administrative bodies of legal entities outside the Group that are subject to entry in the Swiss commercial register or a similar register in another country. Of these offices, no more than two may be held in listed legal entities. Multiple offices within the same group and offices exercised on behalf of a group or legal entity (including offices in care institutions, joint ventures and legal entities in which a significant stake is held) count as one office. Offices in nonprofit or charitable legal entities such as clubs, associations and foundations are not subject to the above restrictions, but must not exceed 15.

#### 4.4 Management contracts

There are no management or service contracts with third parties.

## 5. Remuneration, shareholdings and loans

#### 5.1 Content and method of determining the remuneration and the shareholding programs

The relevant information can be found on page 22 in Section 3.5 under “People & Remuneration Committee”, in Sections 1.4 – 1.6 of the remuneration report (see page 30 et seq.) and in Articles 29 – 32 of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/). The following is also stipulated: The maximum amount of remuneration for the Board of Directors and Executive Management to be approved by the General Meeting is discussed by the Board of Directors, with the participation and input of all members of the Board of Directors and Executive Management, and proposed to the General Meeting for approval. The actual amount of fixed remuneration to be paid to the members of Executive Management is agreed in the employment contract. No variable remuneration is paid. The decisions to determine these remunerations are discretionary decisions, which is why no explanation is given in this regard. The Delegate of the Board of Directors/CEO merely receives remuneration for his role as CEO, not as a member of the Board of Directors. The remuneration of Executive Management remained unchanged in the reporting year. As a result of a change in executive insurance, retirement benefits decreased slightly overall; the contribution for the Delegate of the Board of Directors/CEO decreased, while the amount for the CFO increased. No external consultants were consulted in determining remuneration.

#### 5.2 Information on issuers subject to the Swiss Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (“ERCO”)

The regulations in the Articles of Incorporation concerning the principles of performance-related remuneration, the allocation of equity securities and conversion rights and options, the additional amount for remuneration of members of Executive Management appointed following the vote of the General Meeting on remuneration and the vote of the General Meeting on remuneration can be found in Section 4, Article 30 et seq. of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/), with the exception of the regulations on loans, credits and retirement benefits outside the occupational pension scheme granted to members of the Board of Directors and Executive Management, which have not been included in the Articles of Incorporation.

## 6. Shareholders' participation rights

### 6.1 Voting right restrictions and representation

The company's Articles of Incorporation do not contain any voting right restrictions and do not deviate from Swiss law with regard to the representation of voting rights. The General Meeting adopts resolutions and conducts elections with a simple majority of the votes cast at the meeting, excluding any abstentions or invalid votes. This regulation applies unless stipulated otherwise by mandatory legal provisions or provisions set out in the Articles of Incorporation (see page 27, Section 6.2). Each share carries one vote at the General Meeting. Each shareholder can be represented at the General Meeting by the independent voting representative or a third party. In light of the Covid-19 pandemic, votes for the attention of the ordinary General Meeting of April 30, 2021, were cast using the independent voting representative exclusively. The independent voting representative is obliged to exercise the voting rights he represents in accordance with the instructions he has received. If he has not received any instructions, he abstains from voting. The Board of Directors ensures that shareholders can also give powers and instructions to the independent voting representative electronically. He may also lay down the details in this regard.

The independent voting representative is elected by the General Meeting for a one-year term, which runs until the end of the next ordinary General Meeting. The independent voting representative may be re-elected.

### 6.2 Quorums required by the Articles of Incorporation

In accordance with Art. 703 of the Swiss Code of Obligations (CO), resolutions of the General Meeting are to be passed with an absolute majority of the votes represented as a basic principle. The resolutions cited in Art. 704 CO and Article 17 of the Articles of Incorporation are exceptions to this rule, as they require at least two thirds of the votes represented and an absolute majority of the nominal value of the shares represented. Article 17 of the Articles of Incorporation can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/) in Section 3.

### 6.3 Convocation of the General Meeting

The ordinary General Meeting is held annually within six months of the close of the financial year. Extraordinary General Meetings are convened as necessary. Extraordinary General Meetings are also convened by decision of the General Meeting or when requested by one or more shareholders with a total shareholding of no less than one tenth of the share capital in a petition signed by the respective shareholder(s) citing the agenda item and motions. Extraordinary General Meetings must take place within 90 days of receipt of such a request.

The convocation of the General Meeting stating the agenda items and the motions of the Board of Directors or the shareholders is issued by the Board of Directors, if necessary through the auditor or another body designated by law, no later than 20 days before the General Meeting by means of a one-time announcement in the Swiss Official Gazette of Commerce (SOGC).

**6.4 Agenda items**

Shareholders who together represent at least 3% of the share capital, or shares with a nominal value of CHF 1 million, may ask for an item to be included in the agenda for discussion. The agenda item must be requested at least 40 days prior to the day of the meeting in a submission signed by the relevant shareholders, specifying the agenda item and the motions submitted.

**6.5 Entries in the share register**

The share capital of the company is exclusively comprised of bearer shares, and consequently no share register is kept.

**7. Changes of control and defense measures****7.1 Duty to make a public offer**

In accordance with Article 4a (“Opting out”) of the Articles of Incorporation (which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance/](http://www.vonroll.com/en/group/investors/corporate-governance/) in Section 1), parties purchasing shares in the company are exempt from the obligation to make a public offer to purchase in accordance with Art. 135 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of June 19, 2015.

**7.2 Change of control clauses**

There are no contractual agreements with the Board of Directors or Executive Management in the event of a change of control. The Articles of Incorporation do not contain any change of control clauses in favor of members of the Board of Directors and/or Executive Management.

**8. Auditor****8.1 Duration of mandate and term of office of the auditor in charge****Time of assumption of the current audit mandate**

Deloitte AG, Zurich, was registered in the commercial register as the auditor for Von Roll Holding AG on June 11, 2004.

**Assumption of office of the auditor in charge who is responsible for the current audit mandate**

The auditor is appointed by the General Meeting for one financial year, and the same auditor may be reappointed in the next financial year. The applicable statutory maximum term of office for an auditor in charge of seven years (Art. 730a (2) CO) is not limited by the Articles of Incorporation. Chris Krämer has been appointed auditor in charge for the first year.

**8.2 Auditing fee**

The fee paid to the auditor (including the auditors belonging to the network of the statutory auditor) for the audit of the 2021 annual financial statements was CHF 358,337 in total.

**8.3 Additional fees**

During the reporting period, additional fees of CHF 74,342 were paid for additional services, with IT consulting and tax advice accounting for CHF 9,946 and CHF 64,396 respectively.

**8.4 Information instruments pertaining to the external audit**

The auditor submits a written report concerning relevant audit activities and other important processes in connection with the company to the Audit Committee for each scheduled meeting. Representatives of the auditor participate in individual agenda items of the Audit Committee meetings, explain their activities and take questions. The auditor attended two out of three meetings of the Audit Committee in the reporting year. Further discussions were also held between the auditor and Executive Management.



The activities of the auditors are monitored by the Audit Committee. This committee assesses the performance, remuneration, independence and scope of the audit, as well as the relevant procedures, on an annual basis. To ensure their independence, the auditor in charge is replaced regularly, and always before the legal maximum term of seven years. The audit mandate is regularly put out for tender to assess the commensurability of the fee.

## 9. Information policy

Von Roll Holding AG pursues a policy of proactive, transparent and timely information. Notifications to shareholders of Von Roll Holding AG are published in the Swiss Official Gazette of Commerce (SOGC). Shareholders also receive information about all important business through the annual report, semi-annual report and media releases. Von Roll Holding AG publishes events relevant to the stock quotation under the disclosure obligation (ad hoc notifications) of SIX Swiss Exchange.

### Agenda 2022

#### March 16, 2022:

Publication of results for the year 2021

#### May 4, 2022:

199<sup>th</sup> ordinary General Meeting

#### September 5, 2022:

Publication of results for the first half of 2022

All regularly updated information is also available online at [www.vonroll.com/en/](http://www.vonroll.com/en/) under Group, Investors. Previously published press releases are available at [www.vonroll.com/en/group/investors/press-releases/](http://www.vonroll.com/en/group/investors/press-releases/). Shareholders can request to receive future press releases by email by registering in the press distribution list. These can also be ordered from Von Roll Holding AG, Passwangstrasse 20, 4226 Breitenbach, or online at [www.vonroll.com/en/group/investors/press-releases/#order-service](http://www.vonroll.com/en/group/investors/press-releases/#order-service). Further information can be requested at [www.vonroll.com/en/contact/](http://www.vonroll.com/en/contact/) or by calling +41 61 785 58 86 or emailing [investor@vonroll.com](mailto:investor@vonroll.com).

## 10. Trading blackout periods

The company informs employees working at Group level of potential trading blackout periods as the situation requires.

# Remuneration report 2021

## 1. Remuneration philosophy and basic principles

### 1.1 General information

The remuneration report lays down the remuneration principles and the governance framework for the remuneration of the Board of Directors and the members of Executive Management of Von Roll Holding AG. It also includes details of the remuneration policy and the remuneration paid to the aforesaid bodies in the financial year 2021.

Unless indicated otherwise, all information provided in this report relates to the financial year that ended on December 31, 2021. The report is in line with Art. 13 of the Swiss Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (ERCO); the "Swiss Code of Best Practice for Corporate Governance" issued by Economiesuisse; Section 5.1 of the Annex to the SIX Swiss Exchange Directive on Information relating to Corporate Governance; and the Swiss Code of Obligations (CO).

### 1.2 Corporate governance as the basis for remuneration policy

The principles of our remuneration system for the Board of Directors and Executive Management are included in the Articles of Incorporation.

### 1.3 ERCO

The remuneration system and employment contracts with members of Executive Management comply with the ERCO.

### 1.4 Responsibilities

#### Board of Directors

The Board of Directors is responsible for the Group's remuneration system and for drafting corresponding motions for the General Meeting.

#### People & Remuneration Committee

The People & Remuneration Committee comprises three members of the Board of Directors. The members of the People & Remuneration Committee are elected by the General Meeting for a one-year term, which runs until the end of the next ordinary General Meeting. Re-election is permissible. The Chairman of the People & Remuneration Committee is elected by the entire Board of Directors. The People & Remuneration Committee assists the Board of Directors with setting and reviewing the company's remuneration strategy and guidelines and the qualitative and quantitative remuneration criteria, as well as with preparing motions for the General Meeting relating to the remuneration of the Board of Directors. The People & Remuneration Committee can make suggestions and recommendations to the Board of Directors regarding other remuneration issues. The People & Remuneration Committee can call in external specialists.

The People & Remuneration Committee is made up of Gerd Amtstätter (Chairman), Guido Egli and August François von Finck, all of whom are members of the Board of Directors. The Delegate of the Board of Directors/CEO and the CFO regularly attend People & Remuneration Committee meetings in an advisory capacity without voting rights. The People & Remuneration Committee met twice during the financial year. The Chairman of the People & Remuneration Committee reports to the Board of Directors with regard to the committee's activities. The minutes of the committee meetings are provided to members of the Board of Directors.

#### CEO and Executive Management

Headed by the CEO, Executive Management reviews the targets set for the management team's performance-related bonus scheme based on the People & Remuneration Committee's specifications.

## 1.5 Principles and components of remuneration

### General principles

The Board of Directors may decide whether remuneration is paid wholly or partially in cash, restricted company shares or future subscription rights to shares. The Board of Directors determines the timing of the allocation, the length of the restricted period and any discount, taking into account the length of the restricted or vesting period. The restricted or vesting period shall be at least three years, whereby the Board of Directors may agree on a shorter period in justified cases. The Board of Directors may stipulate that should a certain event specified in advance ultimately occur, such as the termination of an employment or mandate relationship or a change of control, then restricted or vesting periods shall continue to apply, be shortened or be canceled, or remuneration shall be paid out (assuming targets have been met) or forfeited.

If shares or future subscription rights to shares are to be allocated or other remuneration components granted, the remuneration amount shall correspond to the value accorded to these remuneration components at the time of their allocation in accordance with generally recognized valuation methods.

In respect of duties performed in legal entities of the Group or on behalf of a legal entity of the Group, these entities may grant remuneration to the members of the Board of Directors and Executive Management insofar as the amounts concerned do not exceed the limit approved by the General Meeting or the additional limit in accordance with Art. 32 (6) of the Articles of Incorporation.

Within the scope permissible by law, the company may compensate members of the Board of Directors and Executive Management for losses incurred in conjunction with lawsuits, proceedings or settlements related to their activities for the company. It may also advance relevant sums or take out insurance policies. Compensation, advances and insurance policies of this kind are not considered remuneration.

### Components of the Board of Directors' remuneration

Members of the Board of Directors receive fixed remuneration for their activities. Their expenses are also reimbursed. Reimbursed expenses, including lump-sum expenses, are not deemed to be remuneration. Supplements may be paid for serving as a member of a committee or for undertaking specific duties or projects.

### Components of Executive Management's remuneration

Members of Executive Management receive fixed remuneration for their activities. Their expenses are also reimbursed. Reimbursed expenses, including lump-sum expenses, are not deemed to be remuneration.

## 1.6 Approval procedure

### General information

The General Meeting approves the maximum remuneration for members of the Board of Directors with binding effect when the ordinary General Meeting convenes each year, with this remuneration limit then applying until the next ordinary General Meeting.

The General Meeting shall approve the maximum amount for fixed remuneration components for the following financial year for members of Executive Management with binding effect when the ordinary General Meeting convenes each year.

The General Meeting can approve a retrospective increase in a total amount already approved at any time.

The General Meeting shall approve the total variable remuneration components for the previous financial year for members of Executive Management with binding effect when the ordinary General Meeting convenes each year.

If the General Meeting withholds its approval, the Board of Directors may submit new motions for approval at the same General Meeting. If the Board of Directors does not submit any new motions or if the General Meeting rejects the new motions as well, the Board of Directors can convene a new General Meeting.

For the appointment of new members of Executive Management made after the General Meeting has given its approval, the additional limit for each new member shall be 150% of the highest remuneration amount paid to a member of the Executive Management at the last ordinary General Meeting in the previous financial year. This additional remuneration does not need to be approved by the General Meeting.

#### **Appointment of members of Executive Management**

The Board of Directors appoints members of Executive Management.

#### **Number of external offices and positions**

The number of external offices and positions is stipulated with binding effect in the Articles of Incorporation.

#### **Contracts with members of the Board of Directors and Executive Management**

Contracts with members of the Board of Directors and Executive Management, which provide the foundation for their remuneration, may be temporary or permanent. The maximum term of a temporary contract is one year. Contracts may be renewed. Notice periods for permanent contracts may not exceed one year.

The notice period for the CEO and the other members of Executive Management is 12 months. All employment contracts with members of Executive Management comply with the legislation and the provisions of the ERCO.

#### **Severance pay**

The employment contracts concluded with members of Executive Management do not provide for any severance pay. Similarly, the contracts of the members of the Board of Directors and Executive Management do not include any “golden parachutes” or any other special benefits in the event of a change of control.

## 2. Remuneration in the financial year

### 2.1 Remuneration of the Board of Directors (audited)

#### Board of Directors' fee

The following remuneration was paid to members of the Board of Directors for the financial year 2021:

in CHF 1,000	Function	Fixed fee <sup>1</sup>	Variable remuneration	Other remuneration <sup>2</sup>	Retirement benefits <sup>3</sup>	Total
Dr. Peter Kalantzis	Chairman	294	–	–	14	308
Guido Egli	Vice-Chairman	144	–	–	7	151
Gerd Amtstätter	Member	94	–	–	–	94
Gerd Peskes	Member	94	–	–	–	94
August François von Finck	Member	94	–	–	6	100
Dr. Christian Hennerkes	Delegate	–	–	–	–	–
<b>Total</b>		<b>720</b>	<b>–</b>	<b>–</b>	<b>27</b>	<b>747</b>

<sup>1</sup> Gross salary, i.e. before the deduction of social security contributions, withholding taxes, etc.

<sup>2</sup> Other remuneration does not include any lump-sum expenses.

<sup>3</sup> Statutory charges, e.g. contributions to old-age and surviving dependents' insurance, unemployment, pension funds or executive insurance.

The following remuneration was paid to members of the Board of Directors for the financial year 2020:

in CHF 1,000	Function	Fixed fee <sup>1</sup>	Variable remuneration	Other remuneration <sup>2</sup>	Retirement benefits <sup>3</sup>	Total
Dr. Peter Kalantzis	Chairman	294	–	–	14	308
Guido Egli	Vice-Chairman	144	–	–	7	151
Gerd Amtstätter	Member	94	–	–	–	94
Gerd Peskes	Member	94	–	–	–	94
August François von Finck	Member	94	–	–	6	100
Dr. Christian Hennerkes	Delegate	–	–	–	–	–
<b>Total</b>		<b>720</b>	<b>–</b>	<b>–</b>	<b>27</b>	<b>747</b>

<sup>1</sup> Gross salary, i.e. before the deduction of social security contributions, withholding taxes, etc.

<sup>2</sup> Other remuneration does not include any lump-sum expenses.

<sup>3</sup> Statutory charges, e.g. contributions to old-age and surviving dependents' insurance, unemployment, pension funds or executive insurance.

#### Other remuneration

Apart from the amounts disclosed here, no member of the Board of Directors received any additional fees or remuneration in 2021 or 2020 for services provided to Von Roll. In particular, no additional remuneration was paid for serving as a member of a committee or undertaking specific duties or projects in the financial years 2021 and 2020.

## 2.2 Remuneration of Executive Management (audited)

### Short-term remuneration

The members of Executive Management received remuneration totaling CHF 1.3 million in the financial year 2021 (2020: CHF 1.3 million). This sum comprises fixed basic salaries of CHF 1.1 million (2020: CHF 1.1 million), short-term performance bonuses of CHF 0 (2020: CHF 0) and social security contributions of CHF 0.2 million (2020: CHF 0.2 million).

The following remuneration was paid to members of Executive Management for the financial year 2021:

in CHF 1,000	Function	Basic salary <sup>1</sup>	Variable remuneration	Other remuneration <sup>2</sup>	Retirement benefits <sup>3</sup>	Total	
	Dr. Christian Hennerkes	CEO	660	–	20	107	787
	Artur Lust	CFO	440	–	12	85	537
	<b>Total</b>		<b>1,100</b>	<b>–</b>	<b>32</b>	<b>192</b>	<b>1,324</b>

<sup>1</sup> Gross salary, i.e. before the deduction of social security contributions, withholding taxes, etc.

<sup>2</sup> Other remuneration comprises lump-sum compensation (TCHF 24) and child allowances (TCHF 8).

<sup>3</sup> Statutory charges, e.g. contributions to old-age and surviving dependents' insurance, pension funds or executive insurance. The changes compared to the previous year result from a change in underwriter and associated changes in contributions.

The following remuneration was paid to members of Executive Management for the financial year 2020:

in CHF 1,000	Function	Basic salary <sup>1</sup>	Variable remuneration	Other remuneration <sup>2</sup>	Retirement benefits <sup>3</sup>	Total	
	Dr. Christian Hennerkes	CEO	660	–	19	121	800
	Artur Lust	CFO	440	–	12	76	528
	<b>Total</b>		<b>1,100</b>	<b>–</b>	<b>31</b>	<b>197</b>	<b>1,328</b>

<sup>1</sup> Gross salary, i.e. before the deduction of social security contributions, withholding taxes, etc.

<sup>2</sup> Other remuneration comprises lump-sum compensation (TCHF 24) and child allowances (TCHF 7).

<sup>3</sup> Statutory charges, e.g. contributions to old-age and surviving dependents' insurance, unemployment, pension funds or executive insurance.

### Long-term remuneration

There is no plan for long-term remuneration.

### Other remuneration

Apart from the amounts disclosed here, no member of Executive Management received any additional fees or remuneration in the financial years 2021 or 2020 for services provided to Von Roll.

## 2.3 Remuneration of former members of the Board of Directors and Executive Management (audited)

No remuneration was due to former members of Executive Management or for former members of the Board of Directors in the financial years 2021 and 2020.

## 2.4 Loans (audited)

### Board of Directors

No members of the Board of Directors were granted any loans in the financial years 2021 and 2020. No loans were outstanding at the end of the financial years 2021 and 2020.



## 2.5 Remuneration and loans to related parties (audited)

### Management

No members of Executive Management were granted any loans in the financial years 2021 and 2020. No loans were outstanding at the end of the financial years 2021 and 2020.

### Former members of the Board of Directors and Executive Management

No former members of the Board of Directors or Executive Management were granted any loans diverging from standard market terms during the financial years 2021 and 2020. Neither are any such loans outstanding.

No remuneration diverging from standard market practice was granted either directly or indirectly to any related parties in the financial years 2021 and 2020. In addition, no related parties were granted any loans diverging from standard market terms. Neither are any such loans outstanding.

### Shares held by members of the Board of Directors

The members of the Board of Directors held the following number of shares as at December 31 of the respective financial year:

Number of shares	2021	2020
Dr. Peter Kalantzis	1,333	1,333
Guido Egli	1,067	1,067
Gerd Amtstätter	466,667	466,667
Gerd Peskes	–	–
August François von Finck	46,328,166	46,328,166
Dr. Christian Hennerkes	3,600,000	3,600,000
<b>Total</b>	<b>50,397,233</b>	<b>50,397,233</b>

### Shares held by members of Executive Management

Members of Executive Management held the following number of shares as at December 31 of the respective financial year:

Number of shares	2021	2020
Dr. Christian Hennerkes, CEO	3,600,000	3,600,000
Artur Lust, CFO	2,400,000	2,400,000
<b>Total</b>	<b>6,000,000</b>	<b>6,000,000</b>

## 2.6 Convertible bond

### Convertible bonds held by members of the Board of Directors

No convertible bonds of Von Roll Holding AG were held by members of the Board of Directors at the end of the financial years 2021 and 2020.

### Convertible bonds held by members of Executive Management

No convertible bonds of Von Roll Holding AG were held by members of Executive Management at the end of the financial years 2021 and 2020.

## Report of the statutory auditor

To the General Meeting of  
VON ROLL HOLDING AG, BREITENBACH

### Report of the statutory auditor in relation to the remuneration report

We have audited the remuneration report dated 10 March 2022 of Von Roll Holding AG, pages 33 – 35, for the year ended 31 December 2021.

### Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

### Auditor's responsibility

Our responsibility is to express an opinion on the remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14 – 16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14 – 16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Opinion

In our opinion, the remuneration report for the year ended 31 December 2021 of Von Roll Holding AG complies with Swiss law and articles 14 – 16 of the Ordinance.

DELOITTE AG



Chris Krämer  
Licensed audit expert  
Auditor in Charge



Thomas Dettwiler  
Licensed audit expert

Zurich, 10 March 2022

# Financial Reporting

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## **Statutory financial statements of Von Roll Holding AG**

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## Consolidated income statement for the financial year 2021

in CHF 1,000	Note	2021	2020
Net sales	6a	218,637	212,237
Other operating income	6b	24,682	3,628
<b>Total income</b>		<b>243,319</b>	<b>215,865</b>
Change in inventory of unfinished and finished goods		668	-674
Material cost		-98,959	-92,662
<b>Gross profit</b>		<b>145,028</b>	<b>122,529</b>
Personnel expenses	6c	-69,569	-78,177
Depreciation and impairment/reversal of an impairment tangible assets (operational)	6d	-12,858	-9,717
Amortization and impairment of intangible assets	6d	-2,059	-2,132
Other operating expenses	6e	-38,639	-37,786
<b>Operating result before deconsolidation result</b>		<b>21,903</b>	<b>-5,283</b>
Deconsolidation result	4	-	-11,282
<b>Operating result (EBIT)</b>		<b>21,903</b>	<b>-16,565</b>
Financial result	6f	-1,159	-3,871
<b>Ordinary result</b>		<b>20,744</b>	<b>-20,436</b>
Non-operating result	6g	12,750	-1,129
<b>Earnings before taxes (EBT)</b>		<b>33,494</b>	<b>-21,565</b>
Income taxes	7	-2,687	-2,650
<b>Earnings after taxes (EAT)</b>		<b>30,807</b>	<b>-24,215</b>
Of which attributable to:			
- Shareholders of Von Roll Holding AG		30,807	-24,473
- Non-controlling interests		-1	258
Basic earnings after taxes (EAT) per share (in CHF)	8	0.0881	-0.0700
Diluted earnings after taxes (EAT) per share (in CHF)	8	0.0880	-0.0700

## Consolidated balance sheet as at December 31, 2021

### Assets

in CHF 1,000	Note	31.12.2021	in %	31.12.2020	in %
<b>Current assets</b>					
Cash and cash equivalents		69,437		48,271	
Trade receivables	9	40,050		33,955	
Other receivables	10	11,223		8,051	
Inventories	11	41,952		33,261	
Accrued income and prepaid expenses	12	15,268		2,132	
<b>Total current assets</b>		<b>177,930</b>	<b>67.6 %</b>	<b>125,670</b>	<b>55.8 %</b>
<b>Non-current assets</b>					
Tangible assets	13	74,387		87,442	
Financial assets		351		464	
Intangible assets	14	4,670		6,207	
Other assets		2,517		2,005	
Deferred income tax assets	7c	3,384		3,485	
<b>Total non-current assets</b>		<b>85,309</b>	<b>32.4 %</b>	<b>99,603</b>	<b>44.2 %</b>
<b>Total assets</b>		<b>263,239</b>	<b>100.0 %</b>	<b>225,273</b>	<b>100.0 %</b>

### Liabilities and Equity

in CHF 1,000	Note	31.12.2021	in %	31.12.2020	in %
<b>Liabilities</b>					
<b>Current liabilities</b>					
Financial liabilities	18	979		11	
Trade payables	16a	13,326		9,446	
Other liabilities		6,808		4,701	
Provisions	17	2,723		3,368	
Accrued liabilities and deferred income	16b	15,492		9,279	
<b>Total current liabilities</b>		<b>39,328</b>	<b>14.9 %</b>	<b>26,805</b>	<b>11.9 %</b>
<b>Non-current liabilities</b>					
Financial liabilities	18	–		3,321	
Employee benefit obligations	19	17,054		18,583	
Provisions	17	6,168		8,376	
Deferred income tax liabilities	7c	818		281	
<b>Total non-current liabilities</b>		<b>24,040</b>	<b>9.1 %</b>	<b>30,561</b>	<b>13.6 %</b>
<b>Total liabilities</b>		<b>63,368</b>	<b>24.1 %</b>	<b>57,366</b>	<b>25.5 %</b>
<b>Total equity</b>					
Share capital	20	35,667		35,656	
Capital reserves		573,866		574,686	
Treasury shares		–7,514		–8,462	
Accumulated losses		–402,070		–433,896	
<b>Equity attributable to shareholders of Von Roll Holding AG</b>		<b>199,949</b>		<b>167,984</b>	
Non-controlling interests		–78		–77	
<b>Total equity</b>		<b>199,871</b>	<b>75.9 %</b>	<b>167,907</b>	<b>74.5 %</b>
<b>Total liabilities and equity</b>		<b>263,239</b>	<b>100.0 %</b>	<b>225,273</b>	<b>100.0 %</b>

## Consolidated cash flow statement for the financial year 2021

in CHF 1,000	Note	2021	2020
<b>Cash flow from operating activities</b>			
<b>Earnings after taxes (EAT)</b>		<b>30,807</b>	<b>-24,215</b>
Income taxes (income (-)/expenses (+))	7	2,687	2,650
Financial result (profit (-)/loss (+))	6f	1,159	3,871
Depreciation and impairment/reversal of an impairment tangible assets (operational)	6d	12,927	10,001
Depreciation and impairment/reversal of an impairment investment properties		157	641
Amortization and impairment of intangible assets	6d	2,059	2,132
<b>Earnings before interest, taxes, depreciation and amortization (EBITDA)</b>		<b>49,796</b>	<b>-4,920</b>
Result from disposal of tangible assets and intangible assets (profit (-)/loss (+))		-21,457	635
Deconsolidation result (profit (-)/loss (+))	4	-	11,282
Interest and other financial income received		278	464
Interest and other financial expenses paid		-365	-502
Taxes paid		-2,371	-2,049
Increase (+)/decrease (-) in provisions		-4,222	858
Increase (-)/decrease (+) in trade receivables		-6,321	2,265
Increase (-)/decrease (+) in inventories		-8,632	-1,078
Increase (+)/decrease (-) in trade payables		3,486	-1,603
Increase (-)/decrease (+) in other net current assets		-10,028	1,480
<b>Total cash flow from operating activities</b>		<b>164</b>	<b>6,832</b>
<b>Cash flow from investing activities</b>			
Capital expenditures for tangible assets and intangible assets	13/14	-5,900	-7,061
Sale of tangible assets		25,000	712
Sale/disposal of investments		1,428	-1,703
<b>Total cash flow from investing activities</b>		<b>20,528</b>	<b>-8,052</b>
<b>Cash flow from financing activities</b>			
Decrease of financial liabilities		-	-6,249
Increase of financial liabilities		-	2,642
Purchase of treasury shares		-985	-876
Sale of treasury shares		1,010	956
<b>Total cash flow from financing activities</b>		<b>25</b>	<b>-3,527</b>
<b>Increase (+)/decrease (-) in cash and cash equivalents</b>		<b>20,718</b>	<b>-4,747</b>
<b>Cash and cash equivalents as at January 1</b>		<b>48,271</b>	<b>55,218</b>
Change in cash and cash equivalents		20,718	-4,747
Currency effects on cash and cash equivalents		449	-2,200
<b>Cash and cash equivalents as at December 31</b>		<b>69,437</b>	<b>48,271</b>



## Consolidated statement of changes in equity for the financial year 2021

In the financial year 2021, consolidated equity changed as follows:

in CHF 1,000	Equity attributable to shareholders of Von Roll Holding AG						Total	Non-controlling interests	Total equity
	Share capital	Capital reserves	Treasury shares	Offsetting goodwill	Currency effects	Other accumulated losses			
<b>Balance as at January 1, 2021</b>	<b>35,656</b>	<b>574,686</b>	<b>-8,462</b>	<b>-10,968</b>	<b>-15,740</b>	<b>-407,188</b>	<b>167,984</b>	<b>-77</b>	<b>167,907</b>
Earnings after taxes (EAT)	-	-	-	-	-	30,807	<b>30,807</b>	-1	<b>30,806</b>
Conversion of convertible bond	11	104	-	-	-	-	<b>115</b>	-	<b>115</b>
Purchase/sale of treasury shares	-	-924	948	-	-	-	<b>24</b>	-	<b>24</b>
Currency effects	-	-	-	-	1,019	-	<b>1,019</b>	-	<b>1,019</b>
<b>Balance as at December 31, 2021</b>	<b>35,667</b>	<b>573,866</b>	<b>-7,514</b>	<b>-10,968</b>	<b>-14,721</b>	<b>-376,381</b>	<b>199,949</b>	<b>-78</b>	<b>199,871</b>

In the financial year 2020, consolidated equity changed as follows:

in CHF 1,000	Equity attributable to shareholders of Von Roll Holding AG						Total	Non-controlling interests	Total equity
	Share capital	Capital reserves	Treasury shares	Offsetting goodwill	Currency effects	Other accumulated losses			
<b>Balance as at January 1, 2020</b>	<b>35,656</b>	<b>572,139</b>	<b>-11,746</b>	<b>-10,968</b>	<b>-8,762</b>	<b>-376,662</b>	<b>199,657</b>	<b>-638</b>	<b>199,019</b>
Restatement capital reserves	-	5,751	-	-	-	-5,751	-	-	-
Restatement non-controlling interests	-	-	-	-	-	-114	<b>-114</b>	114	-
<b>Balance as at January 1, 2020 restated</b>	<b>35,656</b>	<b>577,890</b>	<b>-11,746</b>	<b>-10,968</b>	<b>-8,762</b>	<b>-382,527</b>	<b>199,543</b>	<b>-524</b>	<b>199,019</b>
Earnings after taxes (EAT)	-	-	-	-	-	-24,473	<b>-24,473</b>	258	<b>-24,215</b>
Disposal of group companies	-	-	-	-	-	-188	<b>-188</b>	188	-
Purchase/sale of treasury shares	-	-3,204	3,284	-	-	-	<b>80</b>	-	<b>80</b>
Currency effects	-	-	-	-	-6,978	-	<b>-6,978</b>	1	<b>-6,977</b>
<b>Balance as at December 31, 2020</b>	<b>35,656</b>	<b>574,686</b>	<b>-8,462</b>	<b>-10,968</b>	<b>-15,740</b>	<b>-407,188</b>	<b>167,984</b>	<b>-77</b>	<b>167,907</b>

The opening values were reclassified as of January 1, 2020 for the purpose of adaption to the statutory financial statements.

# Notes to the consolidated financial statements as at December 31, 2021

## 1. General information

Von Roll Holding AG (the “company”) and its subsidiaries (together “Von Roll”) is an international manufacturing and service company. Its primary activities are outlined in Note 5 on the business segments. The company is a publicly traded company listed on the Swiss stock exchange (SIX Swiss Exchange AG). Its registered office is in Breitenbach, Switzerland. Its domicile is at Passwangstrasse 20, 4226 Breitenbach, Switzerland.

## 2. Significant accounting policies

### Principles

The consolidated financial statements present a true and fair view of the financial position, cash flows and the result of operations of Von Roll. The statements have been prepared in accordance with all current guidelines set out in the Swiss GAAP FER Accounting and Reporting Recommendations.

The consolidated financial statements are presented in Swiss francs (CHF). The financial statements refer to CHF 1,000 (TCHF). Due to the chosen number format, minor rounding differences may arise. The use of the year in connection with the presentation of the balance sheet relates to December 31 of the stated year unless specified otherwise (financial year).

The consolidated financial statements have been prepared on a going concern assumption under the principle of historical cost of acquisition.

### Scope and principles of consolidation

The consolidated financial statements encompass Group companies directly or indirectly controlled by Von Roll Holding AG. “Control” here is defined as the ability to direct the financial and operational business activities of the respective company in order to obtain a corresponding benefit. This is typically the case if Von Roll holds more than 50% of the voting rights in a company’s share capital. Such Group companies are fully consolidated. Assets, equity and liabilities as well as income and expenses are fully included under application of the full consolidation method, intragroup transactions (receivables and payables, income and expenses) are eliminated and minority interests in equity and the net profit of consolidated companies are reported separately but as part of Group equity and the Group earnings after taxes (EAT).

The Group companies are consolidated from the date on which control passes to Von Roll and deconsolidated from the date at which Von Roll can no longer exercise control.

Intercompany profits on intragroup transactions and balances are eliminated with an impact on Group earnings after taxes (EAT).

Capital consolidation is based on the purchase method. Applying uniform Group principles, the amortized cost of an acquired Group company is offset against the net assets measured at fair value at the time of acquisition. The difference is then recognized as goodwill, which is offset against Group equity.

See Note 15 for an overview of significant Group companies.

## Changes in accounting principles

There were no changes in Swiss GAAP FER standards relevant for Von Roll in the financial year 2021.

## Currency translation

Foreign currency transactions of the subsidiaries are translated at the monthly average exchange rate. Monetary items in foreign currency are translated at the reporting date with the closing rate. Exchange differences arising from monetary items are recorded in the income statement and shown in the net financial result as far as they are not to be regarded as part of a net investment in a foreign business.

The individual Group companies prepare their financial statements in the respective local currency (functional currency).

Assets and liabilities from balance sheets prepared in foreign currency are translated at the exchange rate on the balance sheet date.

Equity is translated at historical rates, while income, expenses and cash flows are translated at the average rate for the year. Translation differences resulting from the application of this method are offset against retained earnings/accumulated losses in equity. Intragroup loans are recognized as liabilities as long as positive future cash flows are expected and there is no decision to convert them into equity or waive the debts. On a semi-annual basis, the capital situation of the subsidiaries is reassessed and intragroup loans with equity characteristics are redetermined. Foreign currency effects resulting from these non-current intragroup loans with equity characteristics are recognized directly in equity. Foreign currency effects recorded in equity are only released through profit and loss when the company is sold or liquidated.

The primary exchange rates applied are:

Currency	Average rates		Spot rates	
	2021	2020	31.12.2021	31.12.2020
EUR	1.084	1.071	1.033	1.080
USD	0.911	0.942	0.912	0.880
GBP	1.256	1.211	1.230	1.202
INR	0.012	0.013	0.012	0.012
BRL	0.170	0.186	0.164	0.170
CNY	0.141	0.136	0.144	0.135

## Revenue recognition

Net sales include inflows of economic benefits from the sale of goods and services in the course of ordinary business activity in the financial year. Early payment discounts, rebates and other price reductions as well as payments to third parties such as commissions are deducted from the net sales reported.

The products sold or the services rendered are recorded as soon as the goods or services have been delivered and risk and reward have been transferred. Accruals for rebates and discounts are recognized in the same period as the related net sales in accordance with the relevant terms and conditions of sale.

## Cash and cash equivalents

The balance sheet item cash and cash equivalents includes cash on hand and bank deposits and recorded at nominal value.

### Trade receivables and other receivables

Trade receivables and other receivables are reported at their nominal value. An impairment is charged on receivables for which specific risks have been identified. Additionally, overdue receivables are adjusted by applying internal Group guidelines to reflect the specific default risk. Both allowances for doubtful trade accounts and bad debt losses are recorded as sales deductions. Both allowances for doubtful other receivables and bad debt losses are recorded in other operating expenses.

### Inventories

Raw materials, supplies and purchased finished goods are valued at acquisition cost or at the lower net market value. Work in progress, unfinished and finished products are valued at production cost including the corresponding production-related overheads. The valuation of inventories in the balance sheet, or the records of the cost in the income statement, is made at standard cost, taking account of normal capacity utilization. Valuations are reviewed regularly and, if necessary, adjusted in line with current circumstances. Unsalable and expired goods are written off in full. Valuation allowances are also recognized based on inventory turnover and coverage analyses.

### Tangible assets

Tangible assets are reported at acquisition or production cost minus accumulated depreciation and recognized impairments. They are depreciated in the income statement on a straight-line basis in accordance with their useful economic lives.

- » Land: not depreciated
- » Company buildings, solid structure: 25 years
- » Company buildings, lightweight structure: 10 – 20 years
- » Technical installations and machinery: 10 – 20 years
- » Plant and office equipment: 5 – 10 years
- » IT equipment: 3 – 10 years
- » Vehicles: 3 – 8 years

Investment property principally comprises undeveloped land as well as separable rented offices and production buildings and is held for the purposes of generating non-current rental yields. These properties are not used by Von Roll. Current market values are periodically determined by independent experts and are disclosed in the notes.

### Goodwill

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquired company and the fair value of the acquiring party's previously held equity interest in the acquired company (if applicable) over the net of the acquisition date amounts of the identifiable acquired assets and assumed liabilities.

Goodwill resulting from acquisitions is offset against Group equity at the time of acquisition.

The following goodwill amounts have previously been offset against Group equity:

	CHF 1,000	Acquisition date
Von Roll Italia S.r.l., Trofarello	462	Q2/2013
Von Roll (India) Pvt Ltd, Bangalore	5,132	Q1/1998
Von Roll USA, Inc., Schenectady/New York	5,374	Q3/1995
<b>Total</b>	<b>10,968</b>	

In the event of any theoretical capitalization and assumed amortization over 5 years, these amounts would be written off in full.

On disposal, acquired goodwill previously offset against equity must be recognized at original cost in order to determine the effect on Group earnings after taxes (EAT).

### Intangible assets

Acquired licenses, patents and similar rights as well as other intangible assets have a determinable useful life, which is estimated in each case. They are recorded at historical cost minus amortization. Amortization is calculated using the straight-line method over the estimated useful life, which ranges between five and twelve years.

Reliably measurable costs for internally developed licenses, patents and similar rights as well as for product development are capitalized only if these assets are identifiable and it is probable that the expected future economic benefits attributable to each intangible asset will flow to Von Roll.

### Asset impairment

All assets are tested for impairment at each balance sheet date. Given indications of lasting impairment, the difference between carrying value and recoverable amount is recognized as an impairment loss in the income statement. The recoverable amount is the higher of the net selling price and the value in use. The value in use is based on future expected discounted cash flows. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows.

If the factors considered in determining the recoverable amount have improved significantly, an impairment recorded in previous periods is to be reversed, in part or in full, in the income statement.

### Financial liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs incurred. Financial liabilities are subsequently stated at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the liability using the effective interest method.

Fair value at initial recognition is typically equivalent to the redemption amount. Fair value only deviates from the redemption amount in the case of convertible bonds, because a conversion right implies an equity instrument. The difference between the debt component of a convertible bond and the redemption amount is thus recorded in equity at initial recognition. Von Roll applies IFRS (IAS 32) in this case, as there is no corresponding rule under Swiss GAAP FER.

### Provisions

Provisions for environmental restoration, contingencies and commitments, restructurings and legal claims are only recognized if Von Roll has an existing legal or constructive obligation resulting from past events and if it is more likely than not that an outflow of resources will be required to settle the obligation and if the amount can be reliably estimated.

Provisions also include employee benefits in the form of anniversary bonuses paid by a number of Von Roll Group companies. Entitlement to such benefits is generally dependent on length of service with the company. Estimated costs for these benefits are recorded on the income statement in the period of their accrual and are calculated for the significant benefit plans applying the projected unit credit method.

### Contingent liabilities

Contingent liabilities are measured based on the information available and on a realistic estimate of the expected cash outflow.

## Trade payables and other liabilities

Trade payables and other liabilities are reported at their nominal value.

## Income taxes

Tax expenses for the financial year are the total of current income taxes and deferred taxes. Taxes are recorded on the income statement unless they are associated with items recorded directly in equity. In such case, the taxes are likewise recorded directly in equity.

### Current income taxes

Current tax liabilities and tax receivables are recorded based on the estimated amount owed or estimated refund due from the tax authorities.

### Deferred taxes

Deferred income taxes are provided in full, using the comprehensive liability method, on temporary differences arising between the tax bases of assets and their liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws that have been enacted by the balance sheet date and that are expected to apply when the related deferred income tax assets are realized or the deferred income tax liability is settled. Deferred taxes on temporary valuation differences on intercompany items are not recorded, provided a reversal of these valuation differences is not expected in the foreseeable future.

Deferred income tax assets for temporary differences are recognized to the extent that realizable temporary differences can be expected.

Deferred income tax assets are not capitalized for tax loss carryforwards.

Tax assets and tax liabilities are netted if they relate to the same tax object in the same tax jurisdiction. Deferred income tax assets or tax liabilities are reported as non-current assets or non-current liabilities.

## Employee benefit obligations

Von Roll Group companies have various pension plans in place which conform with the laws and regulations of the respective country of residence. The actual financial effects of pension plans on the Group are calculated as of the balance sheet date. A liability is recorded for a financial obligation if the conditions for recording a provision are met. An economic benefit is capitalized if doing so is permitted and the benefit's use for future contributions to Group pension plans is intended. Freely disposable employer contribution reserves are recognized as assets. Employees of the Swiss companies are insured pension plan participants of "Pensionskasse SIB". This is a legally independent pension fund funded by employer and employee contributions. Any surplus or deficit is determined on the basis of the interim financial statements of the pension fund prepared in accordance with Swiss GAAP FER 26. The pension plan expenses of the Group include the employer contributions deferred for the period and any financial effects arising from surpluses or deficits. Some foreign-registered subsidiary companies have fully funded pension plans. For accounting purposes, these are treated the same as the Swiss plan: i. e., as a rule, the amounts paid are recognized as expenses. There are also pension plans without own assets in some countries. The corresponding pension provisions are recorded directly on the balance sheet and changes thereto are recorded on the income statement.

## Leasing

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.



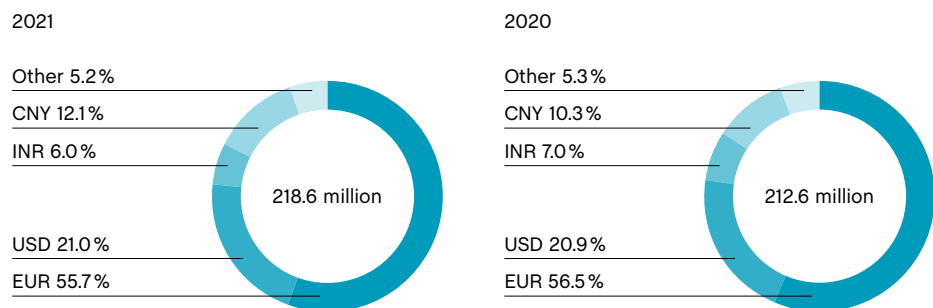
### 3. Financial risk factors

As an internationally active company, the activities of Von Roll are exposed to a variety of financial risks: market risks (currency, interest rate and price risks), credit risks and liquidity risks. Company management constantly monitors and manages these risks and seeks to minimize potential adverse effects on the financial performance of Von Roll. Financial risk management is carried out within the Group according to the principles and guidelines issued by the Board of Directors and Executive Management. Risk management is monitored by Corporate Finance and continually reconciled with each operational entity.

#### Foreign exchange risks

Foreign exchange risks arise when commercial transactions of a business unit are not denominated in the functional currency of the respective operation but in another currency.

Net sales breakdown by currency as follows:



Due to the respective financial currency risks, equity and Earnings before taxes (EBT) would be affected by a 5% appreciation of the Swiss franc versus all other currencies.

in CHF 1,000	Equity in CHF 1,000 at CHF +5% Increase (+)/Decrease (-)		Earnings before taxes (EBT) in CHF 1,000 at CHF +5% Profit (+)/Loss (-)	
	2021	2020	2021	2020
in EUR	-992	-764	-799	-1,021
in USD	-1,707	-1,967	-600	-760
Other currencies	-530	-369	-259	-356
<b>Total</b>	<b>-3,229</b>	<b>-3,100</b>	<b>-1,658</b>	<b>-2,137</b>

#### Price risks

Von Roll is exposed to price risks for its raw materials. The actual price risk arises from the time difference between rising purchase prices of raw materials and these price increases being passed on to the sales side. It is management's responsibility to identify and quantify these price risks.

### Interest rate risks

Von Roll is exposed to interest rate risks on financial assets and financial liabilities. The only interest-bearing assets of Von Roll are its cash and cash equivalents. These are only exposed to minor interest rate risk. As at the reporting date, the financial liabilities predominantly consist of trade payables and a convertible bond. Due to the fixed interest rate of the convertible bond, the current risk from changes in interest rates is low for Von Roll. Further details on the financial liabilities are provided in Note 18.

Von Roll is also exposed to an interest rate risk arising from employee benefit obligations. Further details are provided in Note 19.

### Credit risk

Von Roll has no significant concentration of credit risks. The management team establishes credit limits to ensure that sales of products are made to customers with an appropriate credit rating. Credit limits are continually monitored and adjusted. In addition, certain customer receivables are covered by credit insurance.

### Liquidity risk

Liquidity risk is limited by maintaining sufficient cash on hand and bank deposits as well as investments with a maturity of 90 days or less, and through the availability of sufficient credit lines.

The following tables detail the contractual residual term for Von Roll's financial liabilities. The tables have been drawn up on the basis of undiscounted cash flows of financial liabilities based on the earliest date on which Von Roll can be obliged to pay. The tables contain interest and principal payments.

The due dates are as follows as at December 31, 2021:

in CHF 1,000	Effective interest rate	Within 1 year	1 to 5 years	Total
Convertible bond 2016 – 2022	3.9 %	987	–	987
Trade payables		13,326	–	13,326
<b>Total financial liabilities</b>		<b>14,313</b>	<b>–</b>	<b>14,313</b>

The due dates are as follows as at December 31, 2020:

in CHF 1,000	Effective interest rate	Within 1 year	1 to 5 years	Total
Convertible bond 2016 – 2022	3.9 %	11	1,097	1,108
Loans and other financial liabilities		–	2,267	2,267
Trade payables		9,446	–	9,446
<b>Total financial liabilities</b>		<b>9,457</b>	<b>3,364</b>	<b>12,821</b>

Von Roll's capital management objective is to keep its equity base as strong as possible. The equity ratio at the end of the financial year 2021 was 75.9 % (2020: 74.5 %).

A credit line of CHF 30.0 million (2020: CHF 40.0 million) was unutilized as of the reporting date. The credit line contains financial covenants on net debt and the equity ratio. All of the financial covenants are being complied with as at December 31, 2021.

## 4. Changes in the scope of consolidation

There were no changes in the scope of consolidation in the financial year 2021.

In the financial year 2020, the scope of consolidation changed as follows:

### 4.1 Disposals

Divestment of group companies:

in CHF 1,000	France	Russia	Total
	Delle Fil SAS and Von Roll Isola France S.A.	000 Von Roll	
Cash and cash equivalents	1,528	175	1,703
Receivables, accrued income and prepaid expenses	10,885	45	10,930
Inventories	7,515	179	7,694
Tangible assets	3,366	-	3,366
Deferred income tax assets	756	-	756
Accruals and liabilities	-12,190	-553	-12,743
Financial liabilities to Von Roll	-19,338	-822	-20,160
Provisions and employee benefit obligations	-3,244	-	-3,244
<b>Total net assets</b>	<b>-10,722</b>	<b>-976</b>	<b>-11,699</b>
Cash and cash equivalents disposed	1,528	175	1,703
Deconsolidation result	-11,333	51	-11,282

### France

As announced on May 26, 2020, an application was made to open judicial reorganization proceedings (“redressement judiciaire”) for the French production sites in Delle, France (Delle Fil SAS, Delle and Von Roll Isola France S.A., Delle). The Board of Directors had previously decided not to provide any further funds to these companies. The judicial reorganization proceedings were opened on May 28, 2020, for both companies.

By opening the judicial reorganization proceedings, Von Roll is parting with two business units that had been making a loss for years. Delle Fil SAS produced enameled and taped winding wires (Insulation segment) with 100 employees at the site in Delle, France. Employing 50 staff, Von Roll Isola France S.A. distributed and produced various composites (Composites segment), also at the site in Delle, France.

In the financial year 2020, Delle Fil SAS contributed CHF 12.3 million to net sales and CHF -0.1 million to the operating result (EBIT). Von Roll Isola France S.A. generated net sales of CHF 4.1 million and an operating result (EBIT) of CHF -0.6 million in the financial year 2020. The aforementioned figures are included in operating result before deconsolidation.

A loss of CHF 11.3 million resulted from the deconsolidation of the two companies as of May 28, 2020. Of this, a loss of CHF 8.4 million is attributable to Delle Fil SAS and a loss of CHF 2.9 million to Von Roll Isola France S.A.

The loss from deconsolidation mainly comprises the disposal of assets/liabilities (of which CHF 1.5 million in cash and cash equivalents) and valuation allowances on receivables and loans to the companies leaving the Group.

**Russia**

OOO Von Roll, Moscow, was deconsolidated as at December 31, 2020, as part of the ongoing liquidation. In the financial year 2020, OOO Von Roll, Moscow, contributed CHF 1.0 million to net sales and CHF 0.1 million to the operating result (EBIT) (Composites segment).

**4.2 Other changes**

In the financial year 2020, Albesiano Sisa Vernici S.r.l., Trofarello, was renamed Von Roll Italia S.r.l., Trofarello, and Von Roll France S. A., Delle, was split into Von Roll France S. A., Meyzieu, Valdoie Mica SAS, Valdoie, and Delle Fil SAS, Delle as per January 1, 2020.

**5. Segment information**

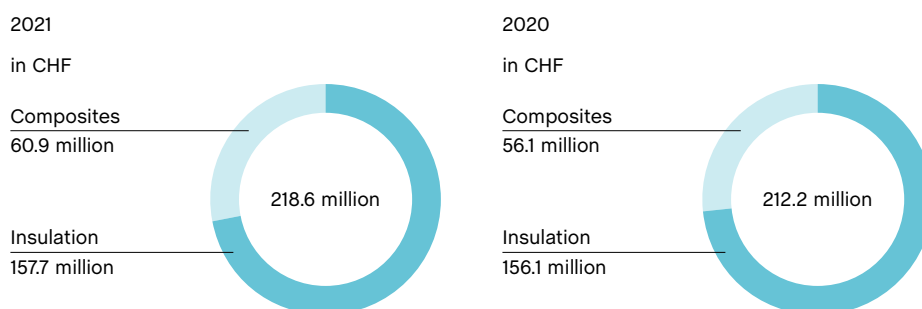
The reportable segments are determined on the basis of the relevant business management approach. External segment reporting is then carried out on the basis of the organizational and management structure within the Group as well as internal financial reporting to the Board of Directors of Von Roll Holding AG. The Board of Directors of Von Roll Holding AG is the highest governing body of Von Roll.

**Business segments**

The primary operating activities of Von Roll have been organized into the two segments “Von Roll Insulation” and “Von Roll Composites” since 2014. These form the basis for segment reporting. The Von Roll business segments encompass all activities relating to production processes. The primary activities are as follows:

- » Von Roll Insulation – production and distribution of electrical insulation materials, winding wires, resins and varnishes
- » Von Roll Composites – production and distribution of composites

The information on the business segments is outlined below:



The financial operating results per segment are not disclosed because continuing disclosure entails a risk of significant competitive disadvantage. The target markets within these segments are predominantly market niches with a relatively homogeneous product range. The key competitors in the markets relevant for Von Roll either are unlisted companies or do not disclose comparable segment information.

### Geographical information by customer location

The table below provides a breakdown of net sales by geographic market.

in CHF 1,000	2021	in %	2020	in %	Δ in %
EMEA	111,573	51.0 %	111,662	52.6 %	-0.1 %
America	47,099	21.5 %	43,482	20.5 %	8.3 %
Asia	59,965	27.4 %	57,093	26.9 %	5.0 %
<b>Total net sales</b>	<b>218,637</b>	<b>100.0 %</b>	<b>212,237</b>	<b>100.0 %</b>	<b>3.0 %</b>

## 6. Income and expenses

### a) Analysis of net sales

In the financial year 2021, net sales, adjusted for changes in the scope of consolidation, developed as follows compared with the previous year:

in CHF 1,000	2021	2020	Δ in %
<b>Net sales</b>	<b>218,637</b>	<b>212,237</b>	<b>3.0 %</b>
<b>Changes in the scope of consolidation/ discontinuation of business areas (Note 4)</b>			
(-) Net sales Delle Fil SAS	n/a	-12,302	
(-) Net sales Von Roll Isola France S.A.	n/a	-4,085	
(-) Net sales OOO Von Roll, Moscow	n/a	-1,056	
<b>Net sales adjusted</b>	<b>218,637</b>	<b>194,793</b>	<b>12.2 %</b>
(+/-) Currency effects <sup>1</sup>	411		
<b>Total net sales adjusted after currency effects</b>	<b>219,048</b>	<b>194,793</b>	<b>12.5 %</b>

<sup>1</sup> Effect of translating sales using the average exchange rates of the previous year.

### b) Other operating income

in CHF 1,000	2021	2020
Profit from disposal of tangible and intangible assets	7,699	77
Various operating income	16,983	3,551
<b>Total other operating income</b>	<b>24,682</b>	<b>3,628</b>

The gain on the sale of non-current assets in the financial year 2021 mainly represents the sale of the operational real estate in Breitenbach (Note 6g).

In the financial year 2021, other operating income mainly includes insurance payments of CHF 12.4 million (thereof CHF 7.9 million are related to replacements of tangible assets) in connection with a fire incident. Accruals for insurance benefits are presented gross in the balance sheet (Note 12/16b).

Besides insurance payments the other operating income consists of CHF 2.27 million from a COVID-19 loan forgiveness in the USA (Note 18) and services of CHF 1.0 million (2020: CHF 2.0 million).

## c) Personnel

in CHF 1,000	2021	2020
Wages and salaries	-53,206	-54,370
Pension plan and other social contributions	-11,669	-14,309
Agency staff	-2,366	-1,564
Various personnel expenses	-2,328	-7,934
<b>Total personnel expenses</b>	<b>-69,569</b>	<b>-78,177</b>

In the financial year 2020, other personnel expenses include restructuring costs in the amount of CHF 3.3 million of which CHF 1.8 million were released in the financial year 2021 (Note 17).

The table below shows the change in number of employees (FTEs = full-time equivalents):

	2021	2020
Average number of employees	936	1,065
Total number of employees as at December 31	911	973

## d) Depreciation, amortization and impairment and reversal of an impairment

in CHF 1,000	2021	2020
Land and buildings	-2,839	-2,816
Technical installations and machinery	-5,632	-6,113
Plant and office equipment	-959	-941
<b>Total depreciation operational</b>	<b>-9,430</b>	<b>-9,870</b>
Impairment tangible assets (-)	-3,497	-131
<b>Total impairment (-)/reversal of an impairment (+)</b>	<b>-3,497</b>	<b>-131</b>
<b>Total depreciation and impairment/ reversal of an impairment of tangible assets (operational) before cost allocation of investment properties</b>	<b>-12,927</b>	<b>-10,001</b>
Depreciation and impairment of tangible assets included in investment properties	69	284
<b>Total depreciation and impairment/ reversal of an impairment of tangible assets (operational)</b>	<b>-12,858</b>	<b>-9,717</b>
Amortization of intangible assets	-2,059	-2,100
Impairment of intangible assets	-	-910
Impairment of intangible assets included in deconsolidation result	-	878
<b>Total amortization and impairment of intangible assets</b>	<b>-2,059</b>	<b>-2,132</b>

The impairment losses on tangible assets relate to a fire incident and are covered by insurance benefits (Note 6b).

**e) Other operating expenses**

in CHF 1,000	2021	2020
Loss from disposal of tangible and intangible assets	-158	-712
Freight	-5,065	-5,130
Services	-5,071	-3,534
Energy	-6,497	-7,360
Maintenance and repair	-8,366	-6,464
Various	-13,482	-14,586
<b>Total other operating expenses</b>	<b>-38,639</b>	<b>-37,786</b>

In the financial year 2021, other operating expenses are CHF 2.9 million higher compared to the financial year 2020 due to the fire incident in the production site in Switzerland. Affected positions are mainly services and maintenance and repair.

Various consists mainly of cost for rent, insurance, patents, IT infrastructure, travel expenses as well as consulting fees and legal costs.

**f) Financial result**

in CHF 1,000	2021	2020
Interest income	304	424
Other financial income	-	49
<b>Total financial income</b>	<b>304</b>	<b>473</b>
Interest expenses	-208	-233
Currency effects	-936	-3,827
Other financial expenses	-319	-284
<b>Total financial expense</b>	<b>-1,463</b>	<b>-4,344</b>
<b>Total financial result</b>	<b>-1,159</b>	<b>-3,871</b>

**g) Non-operating result**

in CHF 1,000	2021	2020
Income from investment properties	1,069	1,146
Expenses for investment properties	-1,245	-2,275
Result from the sale of investment properties	12,926	-
<b>Total non-operating result</b>	<b>12,750</b>	<b>-1,129</b>

In the first half of the financial year 2021, non-operating and operating properties in Breitenbach, Switzerland, were sold. The resulting gain totaling CHF 19.6 million was recognized as follows:

- » CHF 6.7 million in profit from disposal of tangible and intangible assets (Note 6b)
- » CHF 12.9 million in non-operating result (result from the sale of investment properties)

## 7. Income taxes

### a) Income taxes

in CHF 1,000	2021	2020
Current income taxes	-2,117	-2,346
Deferred income taxes	-570	-304
<b>Total income taxes</b>	<b>-2,687</b>	<b>-2,650</b>

### b) Effective income taxes

The following table shows the reconciliation of the expected tax expense (-) or income (+) with the effective tax expense. The expected tax expense (or income) is calculated using the weighted average tax rate within the Group. This average rate may fluctuate significantly from year to year due to changes in the profit contributions of the individual companies.

Different tax rates of entities with profits and those with losses can lead to an implausible average rate, therefore the average rate will be calculated by adding absolute values. The difference caused by the different average rates of entities with profits and those with losses is shown in a separate line in the table.

in CHF 1,000	2021	2020
Earnings before taxes (EBT)	33,494	-21,565
Weighted-average income tax rate	20.0	21.0
<b>Expected income tax expenses</b>	<b>-6,699</b>	<b>4,529</b>
Differences between tax rates of profitable and loss-making business units	156	-964
Non-tax deductible expenses	-1,324	-2,888
Non-taxable income	1,000	1,118
Impairment on deferred tax assets	-	138
Effect on tax rate changes	57	-56
Increase in unrecognized tax losses	-1,678	-4,887
Utilization of unrecognized tax losses	4,883	642
Income taxes from previous periods and other effects	918	-282
<b>Total income taxes</b>	<b>-2,687</b>	<b>-2,650</b>



### c) Deferred income tax assets and liabilities

Deferred income taxes are composed of temporary differences between tax values and carrying values for the following items:

in CHF 1,000	31.12.2021	31.12.2020
Non-current assets	688	361
Current assets	1,018	794
Non-current liabilities	3,825	4,391
Current liabilities	181	476
<b>Total deferred income tax assets (gross)</b>	<b>5,712</b>	<b>6,022</b>
Offsetting with deferred income tax liabilities	-2,328	-2,537
<b>Deferred income tax assets recognized in the balance sheet</b>	<b>3,384</b>	<b>3,485</b>
Non-current assets	2,437	2,610
Current assets	617	123
Non-current liabilities	19	9
Current liabilities	73	76
<b>Total deferred income tax liabilities (gross)</b>	<b>3,146</b>	<b>2,818</b>
Offsetting with deferred income tax assets	-2,328	-2,537
<b>Deferred income tax liabilities recognized in the balance sheet</b>	<b>818</b>	<b>281</b>
<b>Net deferred income tax assets (+)/deferred income tax liabilities (-)</b>	<b>2,566</b>	<b>3,203</b>

### d) Tax loss carryforwards

Expiry dates for tax loss carryforwards are as follows:

in CHF 1,000	31.12.2021	31.12.2020
in less than 1 year	47,271	7,235
in 2 years	8,310	109,586
in 3 years	17,308	18,476
in 4 years	13,810	17,823
in 5 years	5,919	13,754
in 6 years	23,881	10,123
in 7 years	11,672	69,696
in more than 8 years	5,495	16,204
No expiry date	30,553	24,760
<b>Total not capitalized tax loss carryforwards</b>	<b>164,219</b>	<b>287,657</b>

The tax loss carryforwards result in a theoretical (unrecognized) tax asset of CHF 32.6 million (2020: CHF 54.0 million). The decrease is due to (a) expiry of tax loss carryforwards, (b) utilization of tax loss carryforwards due to tax profits and (c) non-recognition of tax loss carryforwards by tax authorities for past fiscal years.

## 8. Earnings after taxes (EAT) per share

	31.12.2021	31.12.2020
Earnings after taxes (EAT) attributable to shareholders in CHF 1,000	30,807	-24,473
Weighted average number of issued shares	349,518,321	349,439,779
<b>Basic earnings after taxes (EAT) per share (in CHF)</b>	<b>0.0881</b>	<b>-0.0700</b>
<b>Diluted earnings after taxes (EAT) per share (in CHF)</b>	<b>0.0880</b>	<b>-0.0700</b>

The convertible bond issued on April 11, 2016, created the possibility of a dilutive effect should conversion rights be exercised. In the financial year 2020, this convertible bond was anti-dilutive therefore diluted earnings after tax (EAT) per share correspond to basic earnings after tax (EAT) per share. For further explanations and information see Note 18.

## 9. Trade receivables

in CHF 1,000	31.12.2021	31.12.2020
Trade receivables (gross)	40,826	35,668
Individual and flat-rate valuation allowances	-776	-1,713
<b>Total trade receivables</b>	<b>40,050</b>	<b>33,955</b>

Individual valuation allowances for trade receivables are recorded based on risk experience and management estimates of default risk.

Flat-rate valuation allowances are applied as follows based on the number of days outstanding:

- 91 – 120 days: 10 %
- 121 – 180 days: 20 %
- 181 – 360 days: 50 %
- Over 360 days: 100 %

The ageing structure of trade receivables is as follows:

in CHF 1,000	31.12.2021	31.12.2020
Not due	33,641	25,536
Overdue in less than 1 month	4,108	4,793
Overdue between 1 and 3 month(s)	2,395	3,332
Overdue between 3 and 12 months	143	1,025
Overdue in more than 1 year	539	982
Individual and flat-rate valuation allowances	-776	-1,713
<b>Total trade receivables</b>	<b>40,050</b>	<b>33,955</b>

## 10. Other receivables

in CHF 1,000	31.12.2021	31.12.2020
Receivables from VAT and other excise duties	5,087	4,336
Down payments to suppliers	1,153	1,243
Other receivables	4,983	2,472
<b>Total other receivables</b>	<b>11,223</b>	<b>8,051</b>

In the financial year 2021, other receivables mainly consist of tax receivables and a time deposit with an investment period of more than 90 days.

## 11. Inventories

in CHF 1,000	31.12.2021	31.12.2020
Raw materials and supplies	25,156	17,942
Work in progress and unfinished goods	5,387	4,463
Finished goods	14,476	13,252
Impairment	-3,067	-2,396
<b>Total inventories</b>	<b>41,952</b>	<b>33,261</b>

## 12. Accrued liabilities and deferred income

in CHF 1,000	31.12.2021	31.12.2020
Accruals insurance benefits (Note 6b)	12,663	463
Other accrued liabilities and deferred income	2,605	1,669
<b>Total accrued liabilities and deferred income</b>	<b>15,268</b>	<b>2,132</b>

### 13. Tangible assets

in CHF 1,000	Investment properties	Land and buildings	Undeveloped land	Technical installations and machinery	Plant and office equipment	Assets under construction	Total
<b>Cost</b>							
<b>Balance as at January 1, 2020</b>	<b>43,374</b>	<b>151,783</b>	<b>141</b>	<b>191,588</b>	<b>16,995</b>	<b>1,778</b>	<b>405,659</b>
Additions	-	164	-	1,748	728	4,407	7,047
Disposals	-	-257	-	-3,501	-952	-	-4,710
Changes in the scope of consolidation	-	-10,926	-	-40,920	-2,212	-475	-54,533
Reclassifications	-	395	-2	1,034	796	-2,423	-200
Currency effects	-	-2,509	-12	-7,592	-494	-34	-10,641
<b>Balance as at December 31, 2020</b>	<b>43,374</b>	<b>138,650</b>	<b>127</b>	<b>142,357</b>	<b>14,861</b>	<b>3,253</b>	<b>342,622</b>
<b>Balance as at January 1, 2021</b>	<b>43,374</b>	<b>138,650</b>	<b>127</b>	<b>142,357</b>	<b>14,861</b>	<b>3,253</b>	<b>342,622</b>
Additions	-	1,105	-	2,931	807	987	5,830
Disposals	-41,352	-33,451	-95	-7,529	-830	-26	-83,283
Reclassifications	-2,022	2,208	-	1,868	46	-2,100	-
Currency effects	-	-816	-1	-1,149	-250	30	-2,187
<b>Balance as at December 31, 2021</b>	<b>-</b>	<b>107,696</b>	<b>31</b>	<b>138,478</b>	<b>14,634</b>	<b>2,144</b>	<b>262,982</b>
<b>Accumulated depreciation</b>							
<b>Balance as at January 1, 2020</b>	<b>-38,535</b>	<b>-105,302</b>	<b>-63</b>	<b>-148,874</b>	<b>-14,294</b>	<b>-</b>	<b>-307,068</b>
Depreciation	-641	-2,816	-	-6,113	-941	-	-10,511
Impairment/reversal of an impairment	-	-	-	-131	-	-	-131
Disposals	-	257	-	2,814	927	-	3,998
Changes in the scope of consolidation	-	9,224	-	40,082	1,925	-	51,231
Reclassifications	-	-	-	91	-	-	91
Currency effects	-	1,489	1	5,279	441	-	7,210
<b>Balance as at December 31, 2020</b>	<b>-39,176</b>	<b>-97,148</b>	<b>-62</b>	<b>-106,852</b>	<b>-11,942</b>	<b>-</b>	<b>-255,180</b>
<b>Balance as at January 1, 2021</b>	<b>-39,176</b>	<b>-97,148</b>	<b>-62</b>	<b>-106,852</b>	<b>-11,942</b>	<b>-</b>	<b>-255,180</b>
Depreciation	-157	-2,839	-	-5,632	-959	-	-9,587
Impairment/reversal of an impairment	-	-2,814	-	-683	-	-	-3,497
Disposals	38,655	31,806	62	6,062	762	-	77,347
Reclassifications	678	-678	-	-	-	-	-
Currency effects	-	707	-	1,427	188	-	2,322
<b>Balance as at December 31, 2021</b>	<b>-</b>	<b>-70,966</b>	<b>-</b>	<b>-105,678</b>	<b>-11,951</b>	<b>-</b>	<b>-188,595</b>
<b>Net book value as at December 31, 2020</b>	<b>4,198</b>	<b>41,502</b>	<b>65</b>	<b>35,505</b>	<b>2,919</b>	<b>3,253</b>	<b>87,442</b>
<b>Net book value as at December 31, 2021</b>	<b>-</b>	<b>36,730</b>	<b>31</b>	<b>32,800</b>	<b>2,683</b>	<b>2,144</b>	<b>74,387</b>

In the financial year 2021, the impairment test resulted in an impairment loss in the amount of CHF 3.5 million due to the fire incident in October 2021 (Note 6d).

In the first half of the financial year 2021, operational and non-operational properties in Breitenbach, Switzerland were sold (Note 6b/6g).

## 14. Intangible Assets

in CHF 1,000	Trademarks, licences and similar rights	Other intangible assets	Internally developed intangible assets	Total
<b>Cost</b>				
<b>Balance as at January 1, 2020</b>	<b>21,499</b>	<b>15,630</b>	<b>5,826</b>	<b>42,955</b>
Additions	14	–	–	14
Disposals	–26	–	–	–26
Changes in the scope of consolidation	–110	–3,062	–	–3,172
Reclassifications	81	26	–	107
Currency effects	–74	–908	–	–982
<b>Balance as at December 31, 2020</b>	<b>21,384</b>	<b>11,686</b>	<b>5,826</b>	<b>38,896</b>
<b>Balance as at January 1, 2021</b>	<b>21,384</b>	<b>11,686</b>	<b>5,826</b>	<b>38,896</b>
Additions	45	464	25	534
Disposals	–4	–29	–	–33
Reclassifications	25	–	–25	–
Currency effects	–57	392	–1	334
<b>Balance as at December 31, 2021</b>	<b>21,393</b>	<b>12,513</b>	<b>5,825</b>	<b>39,731</b>
<b>Accumulated depreciation</b>				
<b>Balance as at January 1, 2020</b>	<b>–15,451</b>	<b>–15,185</b>	<b>–3,101</b>	<b>–33,737</b>
Amortization	–1,481	–29	–590	–2,100
Impairment/reversal of an impairment	–627	–	–283	–910
Disposals	26	–	–	26
Changes in the scope of consolidation	110	3,062	–	3,172
Currency effects	71	789	–	860
<b>Balance as at December 31, 2020</b>	<b>–17,352</b>	<b>–11,363</b>	<b>–3,974</b>	<b>–32,689</b>
<b>Balance as at January 1, 2021</b>	<b>–17,352</b>	<b>–11,363</b>	<b>–3,974</b>	<b>–32,689</b>
Amortization	–1,329	–200	–530	–2,059
Disposals	4	29	–	33
Currency effects	53	–399	–	–346
<b>Balance as at December 31, 2021</b>	<b>–18,624</b>	<b>–11,933</b>	<b>–4,504</b>	<b>–35,061</b>
<b>Net book value as at December 31, 2020</b>	<b>4,032</b>	<b>323</b>	<b>1,852</b>	<b>6,207</b>
<b>Net book value as at December 31, 2021</b>	<b>2,769</b>	<b>580</b>	<b>1,321</b>	<b>4,670</b>

Impairment testing did not indicate the need to record any impairments in the financial year 2021.

## 15. List of subsidiaries

The list of shareholdings of the significant subsidiaries included in the consolidation as of December 31, 2021 is as follows:

Name and registered office	Country	Capital and voting rights	Share capital currency	Share capital amount (in 1,000)	Direct Investment Von Roll Holding AG	Holding and administration	Production	Distribution
<b>EMEA</b>								
Von Roll Schweiz AG, Breitenbach	CH	100.0 %	CHF	16,000	●		●	●
Von Roll Management AG, Breitenbach	CH	100.0 %	CHF	1,500	●	●		
Von Roll Umwelttechnik Holding AG, Breitenbach	CH	97.5 %	CHF	100	●	●		
Von Roll Finance AG, Breitenbach	CH	100.0 %	CHF	1,000	●	●		
Von Roll Insulation & Composites Holding AG, Breitenbach	CH	100.0 %	CHF	1,000	●	●		
Von Roll Deutschland Holding GmbH, Augsburg	DE	100.0 %	EUR	125	●	●		
Von Roll Deutschland GmbH, Augsburg	DE	100.0 %	EUR	9,000			●	●
Von Roll Automotive GmbH, Augsburg	DE	100.0 %	EUR	1,000			●	●
Von Roll REACH GmbH, Augsburg	DE	100.0 %	EUR	25		●		
Von Roll France S.A., Meyzieu	FR	100.0 %	EUR	5,925			●	●
Valdoie Mica SAS, Valdoie	FR	100.0 %	EUR	11			●	
Von Roll UK Ltd, Bradford <sup>1</sup>	GB	100.0 %	GBP	4,000			●	●
Von Roll Italia S.r.l., Trofarello	IT	100.0 %	EUR	2,300			●	●
<b>America</b>								
Von Roll do Brasil Ltda., Fortaleza	BR	100.0 %	BRL	22,929			●	●
Von Roll USA, Inc., Schenectady/New York	US	100.0 %	USD	250			●	●
John C. Dolph Company, Schenectady/New York	US	100.0 %	USD	434		●		
Von Roll USA Holding, Inc., Wilmington/Delaware	US	100.0 %	USD	-		●		
<b>Asia</b>								
Von Roll (India) Pvt Ltd., Bangalore	IN	100.0 %	INR	24,459	●		●	●
Von Roll Asia Pte Ltd., Singapore	SG	100.0 %	SGD	850				●
Von Roll Shanghai Co. Ltd., Shanghai	CN	100.0 %	CHF	7,100			●	●
Von Roll Hong Kong Holding Ltd., Hongkong	CN	100.0 %	HKD	10		●		

<sup>1</sup> Of which GBP 3.750 million paid in.

Companies are classified as significant if their operating or financial performance has a significant influence on the Group's net assets and results.

## 16. Liabilities, accrued expenses and deferred income

### a) Trade payables

Trade payables are outstanding with the following maturities:

in CHF 1,000	31.12.2021	31.12.2020
Due in less than 1 month	9,845	6,354
Due between 1 and 3 month(s)	2,081	2,946
Due between 3 and 12 months	1,316	134
Due in more than 1 year	84	12
<b>Total trade payables</b>	<b>13,326</b>	<b>9,446</b>

### b) Accrued liabilities and deferred income

in CHF 1,000	31.12.2021	31.12.2020
Accruals for current income taxes	2,070	1,762
Accruals for personnel-related costs	4,858	3,662
Various accruals	8,564	3,855
<b>Total accrued liabilities and deferred income</b>	<b>15,492</b>	<b>9,279</b>

In the financial year 2021, various accruals mainly include accruals for the fire incident.

## 17. Provisions

in CHF 1,000	Personnel-related	Environmental restoration	Contingency and commitments	Legal claims	Restructuring	Other	Total
<b>Balance as at January 1, 2020</b>	<b>1,749</b>	<b>4,599</b>	<b>591</b>	<b>1,226</b>	<b>477</b>	<b>2,754</b>	<b>11,396</b>
Additions	79	-	385	215	3,326	2,935	6,940
Unused amounts reversed	-53	-535	-29	-100	-	-84	-801
Utilized	-162	-	-451	-4	-574	-3,223	-4,414
Changes in the scope of consolidation	-440	-	-25	-296	-424	-15	-1,200
Currency effects	-18	-	-5	-13	-10	-131	-177
<b>Balance as at December 31, 2020</b>	<b>1,155</b>	<b>4,064</b>	<b>466</b>	<b>1,028</b>	<b>2,795</b>	<b>2,236</b>	<b>11,744</b>
- Current	-	-	141	324	2,795	108	3,368
- Non-current	1,155	4,064	325	704	-	2,128	8,376
<b>Balance as at January 1, 2021</b>	<b>1,155</b>	<b>4,064</b>	<b>466</b>	<b>1,028</b>	<b>2,795</b>	<b>2,236</b>	<b>11,744</b>
Additions	66	-	212	214	425	860	1,777
Unused amounts reversed	-59	-	-	-	-1,788	-41	-1,888
Utilized	-104	-	-103	-566	-1,355	-536	-2,664
Currency effects	-26	-	-20	-23	5	-14	-78
<b>Balance as at December 31, 2021</b>	<b>1,032</b>	<b>4,064</b>	<b>555</b>	<b>653</b>	<b>82</b>	<b>2,505</b>	<b>8,891</b>
- Current	-	-	235	43	82	2,363	2,723
- Non-current	1,032	4,064	320	610	-	142	6,168

### a) Personnel-related

Personnel-related provisions mainly include contributions for employee anniversary benefits and partial retirement.

### b) Environmental restoration

Future requirements for Von Roll to take action in compliance with environmental laws and regulations to remediate the environmental impact of the prior storage or emission of chemical substances caused by Von Roll or third parties, as well as the associated costs, are inherently difficult to estimate. The material components of environmental provisions constitute the costs of completely cleaning and restoring contaminated sites or of treating and containing contamination at sites where the environmental exposure is less severe. The environmental provisions are reviewed and assessed regularly by Group management based on the information available at the time of the evaluation.

On the basis of an analysis and given the information currently available, Von Roll has concluded that its total environmental provision is adequate. However, given the inherent difficulties, the necessary funds and the timing of the cash flow cannot be reliably estimated.

### c) Contingency and commitments

Contingency and commitments consist mainly of provisions for customer claims, guarantees and warranties.

### d) Legal claims

Legal claims consist mainly of provisions for ongoing legal proceedings.



**e) Restructuring**

In response to the lower sales level, management decided and initiated appropriate personnel measures in the financial year 2020. After demand recovered faster than expected in the financial year 2021 from the decline in sales impacted by the pandemic, part of the originally planned measures were not implemented and restructuring provisions in the amount of CHF 1.8 million were released.

**f) Other**

Other provisions consist of provisions that could not be allocated to any other categories, for example tax disputes or obligations arising from onerous contracts.

**18. Financial liabilities**

in CHF 1,000	Fair value		Book value	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Convertible bonds	1,084	–	979	–
Loans and other financial liabilities	–	11	–	11
<b>Current financial liabilities</b>	<b>1,084</b>	<b>11</b>	<b>979</b>	<b>11</b>
Convertible bonds	–	1,151	–	1,055
Loans and other financial liabilities	–	2,266	–	2,266
<b>Non-current financial liabilities</b>	<b>–</b>	<b>3,417</b>	<b>–</b>	<b>3,321</b>
<b>Total financial liabilities</b>	<b>1,084</b>	<b>3,428</b>	<b>979</b>	<b>3,332</b>

The CHF 2.27 million relates to a loan granted under COVID-19 and the repayment of which has been subsequently waived in the financial year 2021 (Note 6b).

In the financial year 2021, the credit line amounted to CHF 30.0 million and was not utilized (Note 22).

**1.00% convertible bond CHF 150,000,000 2016 – 2022**

A convertible bond is a compound financial instrument, into which a conversion right is embedded. Convertible bonds are split into a liability and an equity component. On initial recognition of the convertible bond, the liability and equity components were split as follows: In a first step, the fair value of the liability component was determined. This corresponds to the present value of future payments from the convertible bond (interest and nominal amount). They were discounted at an interest rate that would apply to an identical bond with no conversion right. The difference between the fair value of the liability component calculated in this manner and the nominal amount was recognized as the equity component. The issuance costs were divided pro rata between the liability and equity components. The equity component remains unchanged until bonds are converted into equity. The difference between the carrying amount of the liability component and the redemption amount will be amortized over the residual term of the convertible bond using the effective interest method. Any exercise of conversion rights can have a dilutive effect on the shares.

Von Roll has the following outstanding convertible bond:

in CHF 1,000	1.00% conv. bond 2016–22
Liability component on issue (net of issue costs)	127,136
Amortization of difference between liability component/redemption amount	9,554
Conversion of bond into bearer shares	-135,736
<b>Net liability component (carrying amount) as at December 31, 2021</b>	<b>969</b>
Open nominal value	977

At April 11, 2016, Von Roll Holding AG issued an unsecured convertible bond (valoren code: ROL16; valoren number: 31954490; ISIN: CH0319544901) amounting to CHF 150.0 million, due in 2022. It is convertible into 150,000,000 bearer shares (subject to any adjustments due to the dilution protection clause) of Von Roll Holding AG. The shares to be delivered upon conversion of the bond will be new shares made available from the conditional capital and, as far as necessary, from the authorized capital (see Note 19). The conversion price is set at CHF 1.00. The convertible bond can be redeemed early at any time if more than 85% of the original bond total is converted and/or redeemed or, after May 2, 2018, if the closing price of the Von Roll Holding AG bearer share on the SIX Swiss Exchange is 130% or more of the conversion price over a period of 20 out of 30 consecutive trading days. In the financial year 2021, bonds with a nominal value of TCHF 116 were converted, resulting in the creation of 116,000 new bearer shares (2020: no shares converted). In addition to the interest due amounting to TCHF 10 (2020: TCHF 11), the income statement also includes an expense of TCHF 30 (2020: TCHF 29) from compounding, which represents an effective interest rate of 3.898%.

## 19. Employee benefit obligations

Von Roll has a number of employee pension plans in place in Switzerland and other countries which meet the applicable conditions for inclusion. The tables below show the economic benefits and liabilities arising from these pension plans and the corresponding change in pension expense:

in CHF 1,000	Pension plans with economic benefit (CH)	Pension plans with economic liability (Pension plan US, IN)	Pension plans without own assets (DE, IT, FR, US Medical Plan)	Total
<b>Economical part of the Group – asset (+)/liability (-)</b>				
<b>Balance as at January 1, 2020</b>	–	–9,450	–13,400	–22,850
Changes in the scope of consolidation	–	–	2,052	2,052
Recognized in the operating result (income (+)/expenses (-))	–1,919	–113	–770	–2,802
Regular contributions	1,919	1,264	782	3,965
Currency effects	–	821	231	1,052
<b>Balance as at December 31, 2020</b>	–	–7,478	–11,105	–18,583
<b>Balance as at January 1, 2021</b>	–	–7,478	–11,105	–18,583
Recognized in the operating result (income (+)/expenses (-))	–1,661	503	–470	–1,628
Regular contributions	1,661	605	834	3,100
Currency effects	–	–273	330	57
<b>Balance as at December 31, 2021</b>	–	–6,643	–10,411	–17,054
<b>Economic benefit or economic liability of the pension plan</b>				
Balance as at December 31, 2019	57,264	–9,450	–13,400	34,414
thereof capitalized	–	–9,450	–13,400	–22,850
<b>Economic benefit or economic liability of the pension plan</b>				
Balance as at December 31, 2020	63,674	–7,478	–11,105	45,091
thereof capitalized	–	–7,478	–11,105	–18,583

The level of deficit/surplus in coverage of the plans as at December 31, 2021, is not known at the time of drafting this financial statement.

### a) Pension plans in Switzerland (CH)

Von Roll operates two different pension plans for employees in Switzerland, which are the company's own pension foundations.

Pension benefits are generally paid based on the pension account balance, which grows through annual pension credits and interest. At the point of entering pension, the insured members can choose whether to take lifelong pension benefits or a partial lump sum payment. In addition to pension benefits, the plan also includes disability, death and children's benefits. On leaving the company, the vested termination benefits will be transferred to the pension institution of the new employer or to a vested benefits institution.

When defining the benefits, the minimum requirements of the Swiss Federal law on occupational pension schemes, and the relevant old age, survivors' and disability benefits (LPP) and its implementing provisions must be considered.

## b) Pension plans in the USA

Von Roll operates a pension plan and a medical plan in the USA.

The pension plan is financed through an employer trust and employee contributions. At the point of entering pension, payment occurs in the form of lifelong pension benefits. The insured member can also opt for a lump-sum payment. Legal minimum funding requirements apply for this plan. This pension plan is principally funded by its own assets but exhibits a deficit.

The medical plan allows the insured person, in the case of early retirement, to receive the same medical benefits from age 60 to age 65 as if the insured person had continued to work until 65 (normal retirement). This plan is not funded through assets of its own.

## c) Other pension plans

In Germany (DE), the Group operates different company pension plans. These plans are based on different regulations and agreements between the employer and employees. Individual agreements apply to certain executive employees. The most significant pension plans are funded directly by the employer and not by their own assets. The plans are regulated by the German Occupational Retirement Act (“Betriebsrentengesetz”).

Further plans exist in France (FR), India (IN) and Italy (IT). These plans are based on local legal requirements. The benefits of these plans are usually distributed as a one-time lump-sum payment.

## 20. Total equity

### Share capital

The share capital is divided into 356,674,804 bearer shares with a nominal value of CHF 0.10 per share. In the financial year 2021, the equity was increased through conversions by TCHF 11.6. (2020: TCHF 0).

	Number of shares		in CHF 1,000	
	2021	2020	2021	2020
<b>Balance as at January 1</b>	<b>356,558,804</b>	<b>356,558,804</b>	<b>35,656</b>	<b>35,656</b>
Conversion of convertible bond	116,000	–	11	–
<b>Balance as at December 31</b>	<b>356,674,804</b>	<b>356,558,804</b>	<b>35,667</b>	<b>35,656</b>

### Treasury shares

As at December 31, 2021, Von Roll held 7,055,257 treasury shares (2020: 7,077,464). This represents a shareholding of 1.98% (2020: 1.98%) of the share capital issued.

	Number of shares		in CHF 1,000	
	2021	2020	2021	2020
<b>Balance as at January 1</b>	<b>7,077,464</b>	<b>7,181,464</b>	<b>8,462</b>	<b>11,746</b>
Purchases	1,060,284	1,184,696	986	877
Sales	-1,082,491	-1,288,696	-1,019	-956
Loss according to FIFO method	–	–	-915	-3,205
<b>Balance as at December 31</b>	<b>7,055,257</b>	<b>7,077,464</b>	<b>7,514</b>	<b>8,462</b>

In the financial year 2021, 1,060,284 (2020: 1,184,696) treasury shares with an average transaction value of CHF 0.92 (2020: CHF 0.76) were purchased on the stock exchange and 1,082,491 (2020: 1,288,696) treasury shares with an average transaction value of CHF 0.93 (2020: CHF 0.75) were sold on the stock exchange.

**Conditional capital**

The Board of Directors is entitled to increase the company's share capital by a maximum of CHF 0.352 million by issuing up to 3,520,770 fully paid-up bearer shares to be subscribed for by exercising conversion rights granted in connection with debentures or similar bonds of Von Roll Holding AG or Group companies. This represents 0.99 % of the existing share capital. The holders of conversion rights at that time are entitled to acquire the new shares.

Further explanation of the capital structure is found in section 2 of the chapter on corporate governance. The exact provisions are specified in Section 2 Article 5a of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance](http://www.vonroll.com/en/group/investors/corporate-governance).

**Authorized capital**

The Board of Directors is authorized to increase the share capital of the company at any time until April 30, 2023, by a maximum amount CHF 14.0 million by issuing a maximum of 140 million fully paid-up bearer shares, each with a par value of CHF 0.10, which represents 39.25 % of the existing share capital.

The exact provisions are specified in Section 2 Article 5b of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance](http://www.vonroll.com/en/group/investors/corporate-governance).

**Composition of the major shareholders**

The composition of the major shareholders is presented in the notes to the statutory financial statements of Von Roll Holding AG.

**21. Obligations and contingent liabilities****a) Guarantees and warranties**

As at December 31, 2021, guarantee obligations and warranties totaled CHF 0.43 million (2020: CHF 0.83 million).

**b) Leasing**

The obligations incurred for non-cancelable operating leases are stated as at December 31, with the following maturities:

in CHF 1,000	31.12.2021	31.12.2020
Within 1 year	292	271
Due between 2 and 5 years	396	447
<b>Total lease commitments of future minimum lease payments</b>	<b>688</b>	<b>718</b>

**c) Non-current rent contract**

As at December 31, 2021, non-current rent contracts amounted to CHF 0.77 million.

## 22. Pledged assets

Buildings and land have been pledged in the amount of CHF 30.0 million (2020: 43.0 million) to secure the CHF 30.0 million (2020: 40.0 million) credit line, which had not been utilized as at December 31, 2021.

## 23. Related party transactions

Related companies and persons include associated companies and persons holding voting rights, either directly or indirectly, who could exercise a decisive influence on company management, as well as their closest relatives, Group managers and their relatives, and companies subject to uniform management or decisive influence by the cited persons. No loans, advances or guarantee obligations were granted to members of the Board of Directors and/or Executive Management or major shareholders of Von Roll Holding AG. As at December 31, 2021, members of the Board of Directors, members of management and their respective related parties held 52,797,233 shares of Von Roll Holding AG (2020: 52,797,233). For detailed information, please refer to the notes to the statutory financial statements of Von Roll Holding AG.

## 24. Events after the balance sheet date

There were no significant events between the balance sheet date and the approval of the report by the Board of Directors.

## 25. Authorization of the consolidated financial statements

The Board of Directors approved the consolidated financial statements for publication on March 10, 2022. They will be recommended for approval at the Annual General Meeting on May 4, 2022.

# Statutory Auditor's Report

To the General Meeting of  
VON ROLL HOLDING AG, BREITENBACH

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Von Roll Holding AG and its subsidiaries (the Group), which comprise the consolidated balance sheet as at December 31, 2021 and the consolidated income statement, consolidated cash flow statement and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the consolidated financial statements (pages 38–68) give a true and fair view of the consolidated financial position of the Group as at December 31, 2021, and its consolidated results of operations and its consolidated cash flows for the year then ended in accordance with Swiss GAAP FER and comply with Swiss law.

### Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Report on Key Audit Matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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## Sale of properties

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### Key Audit Matter

According to the publicly notarized purchase agreement and the corresponding land register entry as of June 21, 2021, the Von Roll Group (Von Roll Schweiz AG entity) sold operational and non-operational properties in Breitenbach.

The resulting net income of CHF 19.6 million was booked according to the classification of the properties into operational and non-operational properties. CHF 6.7 million of the net income was booked under other operating income from the sale of operational property, the remaining CHF 12.9 million was booked under non-operating income from the sale of non-operating property.

Given that both operational and non-operational properties were sold, there is a risk that the classification was not carried out correctly. There is also the risk of incorrect or incomplete calculation of the VAT to be paid on the basis of voluntary taxation, since the properties are both land and buildings. The corresponding classification of the sale price to land (not subject to VAT) and building (subject to VAT) was assessed by management and checked by an independent expert.

In this context, we refer to Note 6 “Other operating income” and Note 13 “Property, plant and equipment” in the notes to the financial report.

### How the scope of our audit responded to the key audit matter

In order to assess the correctness and completeness of the bookings in connection with the sale of the properties, we assessed the bookings with regard to the following topics:

- » Reconciliation of the proceeds recorded in connection with the sale to the underlying contracts and review of the register of property, plant and equipment with regard to the complete elimination of the residual book values.
- » Critical assessment of the management’s assessment regarding the classification of revenue to the operational and non-operational properties by questioning the management and examining the underlying property usage plans.
- » Verification of the complete and correct booking of the VAT consequences based on the independent expert’s report. Assessment of the competence and objectivity of the independent expert engaged by the management.
- » Assessing the completeness of the disclosures in the notes to the consolidated financial statements in accordance with the requirements of Swiss GAAP FER.

Based on the above-mentioned audit procedures performed, we have obtained sufficient assurance as to the risk of accuracy, completeness and presentation of the bookings in connection with the sale of the properties.



### Responsibility of the Board of Directors for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Swiss GAAP FER and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the website of EXPERTsuisse: [www.expertsuisse.ch/en/audit-report-for-public-companies](http://www.expertsuisse.ch/en/audit-report-for-public-companies). This description forms part of our auditor's report.

### Report on Other Legal and Regulatory Requirements

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

DELOITTE AG



Chris Krämer  
Licensed Audit Expert  
Auditor in Charge



Thomas Dettwiler  
Licensed Audit Expert

Zurich, March 10, 2022

## Income statement of Von Roll Holding AG for the year 2021

in CHF 1,000	Note	2021	2020
Operating income		803	1,196
Personnel expense		-1,443	-1,431
Operating expense		-7,460	-9,122
<b>Net operating result</b>		<b>-8,100</b>	<b>-9,357</b>
Other financial income		2,097	1,191
Other financial expense	3	-3,538	-8,081
<b>Net operating result before taxes</b>		<b>-9,541</b>	<b>-16,247</b>
Exceptional, one-time or income for other accounting periods	4	-	520
Exceptional, one-time or expense for other accounting periods	4	-	-1,358
<b>Result before taxes</b>		<b>-9,541</b>	<b>-17,085</b>
Income taxes	5	-	-26
<b>Result after taxes</b>		<b>-9,541</b>	<b>-17,111</b>

## Balance sheet of Von Roll Holding AG as at December 31, 2021

### Assets

in CHF 1,000	Note	31.12.2021	31.12.2020
<b>Current assets</b>			
Cash and cash equivalents	6	14,060	9,963
Receivables with Group companies	14a	1,037	1,640
Receivables with third parties		214	510
Accrued income and prepaid expenses		108	80
<b>Total current assets</b>		<b>15,419</b>	<b>12,193</b>
<b>Non-current assets</b>			
Loans to Group companies	14a	23,156	45,694
Securities		270	270
Investments in Group companies	7	214,131	214,131
<b>Total non-current assets</b>		<b>237,557</b>	<b>260,095</b>
<b>Total assets</b>		<b>252,976</b>	<b>272,288</b>

### Equity and liabilities

in CHF 1,000	Note	31.12.2021	31.12.2020
<b>Liabilities</b>			
<b>Current liabilities</b>			
Payables to Group companies		4,789	15,320
Payables to third parties		320	156
Financial liabilities	8	977	-
Provisions	9	578	-
Accrued liabilities and deferred income		514	347
<b>Total current liabilities</b>		<b>7,178</b>	<b>15,823</b>
<b>Non-current liabilities</b>			
Financial liabilities	8	-	1,093
Loans with Group companies		-	540
Provisions	9	4,062	4,619
<b>Total non-current liabilities</b>		<b>4,062</b>	<b>6,252</b>
<b>Total liabilities</b>		<b>11,240</b>	<b>22,075</b>
<b>Total equity</b>			
Share capital	10	35,667	35,655
Statutory capital reserves			
- Capital contribution reserves		527,482	527,378
- Other capital reserves		11,124	11,124
Voluntary retained earnings		3,490	3,490
Net loss			
- Accumulated loss		-318,972	-301,861
- Result after tax		-9,541	-17,111
Treasury shares	10		
- against capital contribution reserves		-7,514	-8,462
<b>Total equity</b>		<b>241,736</b>	<b>250,213</b>
<b>Total liabilities and equity</b>		<b>252,976</b>	<b>272,288</b>

# Notes to the statutory financial statements 2021 of Von Roll Holding AG

## 1. Introduction

The statutory financial statements of Von Roll Holding AG, based in Breitenbach, Switzerland, comply with the provisions of Swiss accounting law under the Swiss Code of Obligations (CO).

Von Roll Holding AG prepares consolidated financial statements in accordance with Swiss GAAP FER. Therefore, these financial statements and their Notes do not contain any additional information or a cash flow statement or management report.

## 2. Accounting policies

### Investments in Group companies/loans with Group companies

Investments in Group companies and loans to Group companies are reported at acquisition cost minus valuation adjustments.

### Financial liabilities

Financial liabilities are included in the balance sheet at their nominal value. Financial liabilities are described in Note 8.

### Treasury shares

Treasury shares are reported at cost at the time of acquisition as negative items in equity and are valued using the FIFO method (first-in-first-out). If they are disposed of at a later date, the resulting gain or loss is recognized in the income statement as financial income or expense.

## 3. Other financial expense

Other financial expenses in the financial year 2021 consists mainly of losses relating to the sale of treasury shares (Note 10), expenses for intragroup financing of TCHF 805 and currency effects.

Other financial expense in the financial year 2020 consists mainly of expenses relating to the restatement of treasury shares (Note 10), expenses for intragroup financing of CHF 3.4 million and currency effects.

## 4. Extraordinary, non-recurring or prior period income and expenses

There are no extraordinary, non-recurring or prior period items in the financial year 2021.

The extraordinary, non-recurring or prior period items in the income statement of the financial year 2020 include the one-off release of the environmental restoration provision for two sites formerly owned by Von Roll amounting to TCHF 520.

The extraordinary, non-recurring or prior period items in the income statement of the financial year 2020 include impairments not related to the accounting period of intragroup receivables and loans.

## 5. Direct taxes

In the financial year 2021, capital taxes are included in operating expenses. The capital taxes of the financial year 2020 (TCHF 18) are included in direct taxes. No reclassification will be made in the financial year 2020.

## 6. Cash and cash equivalents

Cash and cash equivalents are held in the following currencies:

in CHF 1,000	31.12.2021	31.12.2020
CHF	2,503	170
EUR	223	265
GBP	2,793	489
USD	8,541	9,039
<b>Total</b>	<b>14,060</b>	<b>9,963</b>

## 7. Investments in Group companies

The direct and indirect investments in Group companies of Von Roll Holding AG include the Group companies listed in the consolidated financial statements in Note 15.

## 8. Financial liabilities

Financial liabilities include convertible bonds only.

### 1.00% convertible bond CHF 150,000,000 2016 – 2022

On April 11, 2016, Von Roll Holding AG issued an unsecured convertible bond (valoren code: ROL16; valoren number: 31954490; ISIN: CH0319544901) in the amount of CHF 150 million, due in 2022. It is convertible into 150,000,000 bearer shares (subject to any adjustments due to the dilution protection clause) of Von Roll Holding AG. The shares to be delivered upon conversion will be made available through the provision of new shares from the conditional capital and, as far as necessary, from the authorized capital. The conversion price is set at CHF 1.00. The offering and redemption prices are set at 100% each.

Any exercise of conversion rights can have a dilutive effect on the shares. The convertible bond can be redeemed early at any time if more than 85% of the original bond total is converted and/or redeemed or, since May 2, 2018, if the closing price of the Von Roll Holding AG bearer share on the SIX Swiss Exchange is 130% or more of the conversion price over a period of 20 out of 30 consecutive trading days.

Bonds with a nominal value of CHF 116,000 were converted during the financial year 2021, meaning that 116,000 new bearer shares were created (2020: no bonds were converted).

### 1.25% convertible bond CHF 61,000,000 2014 – 2020

As at June 18, 2020, the unsecured convertible bond issued in 2014 (valoren code: ROL14; valoren number: 24523928; ISIN: CH0245239287) in the amount of CHF 61 million matured.

The shares were redeemed at the nominal value as at June 18, 2020 (CHF 6.1 million).

## 9. Provisions

The provisions include mainly provisions for environmental restoration. In the financial year 2020, environmental restoration provisions were released for two sites no longer owned by Von Roll Holding AG.

## 10. Equity and treasury shares

	31.12.2021	31.12.2020
Number of shares issued	356,674,804	356,558,804
Number of shares registered in the commercial register	356,558,804	356,558,804
Nominal value in CHF	0.10	0.10
<b>Share capital (shares issued) in CHF</b>	<b>35,667,480</b>	<b>35,655,880</b>
<b>Share capital (shares registered in the commercial register) in CHF</b>	<b>35,655,880</b>	<b>35,655,880</b>

### Share capital

The issued share capital amounts to CHF 35,667,480.40 nominal (registered in the commercial register: CHF 35,655,880.40), corresponding to 356,674,804 (registered in the commercial register: 356,558,804) fully paid bearer shares with a nominal value of CHF 0.10 per share.

Compared to the previous year, this corresponds to an increase in share capital of CHF 11,600, corresponding to 116,000 fully paid bearer shares with a nominal value of CHF 0.10 per share. The amount by which the carrying amount of the pro rata liability component exceeds the nominal value of the new shares was credited to the capital contribution reserves. The registration of the new bearer shares in the commercial register will take place on March 8, 2022.

## Treasury shares

As at December 31, 2021, Von Roll Holding AG holds 7,055,257 treasury shares (2020: 7,077,464). This represents a shareholding of 1.98 % (2020: 1.98 %) of the share capital issued.

	Paid prices				in CHF 1,000
	Numbers	Average	Highest	Lowest	
<b>Balance as at January 1, 2020</b>	7,181,464				9,068
Purchases	1,184,696	0.76	0.90	0.50	877
Sales	-1,288,696	0.74	0.92	0.52	-956
Restatement of treasury shares <sup>1</sup>					2,678
Loss according to FIFO method					-3,205
<b>Balance as at December 31, 2020</b>	7,077,464				8,462
<b>Balance as at January 1, 2021</b>	7,077,464				8,462
Purchases	1,060,284	0.92	1.28	0.71	986
Sales	-1,082,491	0.93	1.31	0.73	-1,019
Loss according to FIFO method					-915
<b>Balance as at December 31, 2021</b>	<b>7,055,257</b>				<b>7,514</b>

<sup>1</sup> In the financial year 2020, the stock of treasury shares was converted from the weighted average price method to the historically listed FIFO values. This one-time restatement of CHF 2.7 million is offset directly against the loss carried forward.

## Conditional capital

The Board of Directors is entitled to increase the company's share capital by a maximum of CHF 0.352 million by issuing up to 3,520,770 fully paid-up bearer shares to be subscribed for by exercising conversion rights granted in connection with debentures or similar bonds of Von Roll Holding AG or Group companies. This represents 0.99 % of the existing share capital. The holders of conversion rights at that time are entitled to acquire the new shares.

The exact provisions are specified in Section 2 Article 5a of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance](http://www.vonroll.com/en/group/investors/corporate-governance).

**Authorized capital**

The Board of Directors is authorized at any time until April 30, 2023 to increase the share capital of the company by a maximum amount of CHF 14,000,000.00 by issuing a maximum of 140,000,000 fully paid-up bearer shares, each with a nominal value of CHF 0.10, representing 39.25% of the existing share capital.

The exact provisions are specified in Section 2 Article 5b of the Articles of Incorporation, which can be viewed at [www.vonroll.com/en/group/investors/corporate-governance](http://www.vonroll.com/en/group/investors/corporate-governance).

**11. Significant shareholders**

As at November 20, 2008, the von Finck group of shareholders (comprising August von Finck, Francine von Finck, August François von Finck, Maximilian von Finck and Maria Theresia von Finck), together with the holding of treasury shares in Von Roll Holding AG, declared a shareholding of 66.75%, which corresponds to 123,334,009 bearer shares (out of a total of 184,778,889 bearer shares issued as at November 20, 2008). Von Roll Holding AG has been informed that Mr. August von Finck sadly passed away on November 28, 2021. There were no disclosure notifications regarding shareholdings of other significant shareholders or groups of shareholders in the financial year 2021. For details about disclosure notifications, please refer to the SIX Swiss Exchange website at [www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html](http://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html).

**12. Contingent liabilities**

in CHF 1,000	31.12.2021	31.12.2020
Guarantees	448	448
Letter of comfort	517	2,700



### 13. Disclosures relating to the Board of Directors and management

Board of Directors and management remuneration are shown in the Remuneration Report.

On December 31 of the reporting year, members of the Board of Directors, members of the management team and parties related to them held the following bearer shares:

Number	31.12.2021	31.12.2020
Dr. Peter Kalantzis Chairman of the Board of Directors	1,333	1,333
Guido Egli Vice-Chairman of the Board of Directors	1,067	1,067
Gerd Amtstätter Member of the Board of Directors	466,667	466,667
August François von Finck Member of the Board of Directors	46,328,166	46,328,166
Dr. Christian Hennerkes Delegate of the Board of Directors	3,600,000	3,600,000
Artur Lust CFO	2,400,000	2,400,000
<b>Total</b>	<b>52,797,233</b>	<b>52,797,233</b>

As at December 31, 2021 and December 31, 2020, no convertible bonds of Von Roll Holding AG were held by the Board of Directors or the above-mentioned management.

### 14. Further information

#### a) Subordination

Receivables with Group companies in the amount of CHF 1.04 million (2020: CHF 1.64 million) include TCHF 148 in subordination (2020: TCHF 152), of which TCHF 142 are impaired (2020: TCHF 140).

Loans to Group companies in the amount of CHF 23.16 million (2020: CHF 45.69 million) include CHF 3.09 million in subordination (2020: CHF 1.08 million).

#### b) Full-time positions

In the financial year 2021, as in the previous year, less than 10 members of staff were employed by Von Roll Holding AG.

#### c) Events after the balance sheet date

There were no significant events between the balance sheet date and the approval of the report by the Board of Directors.

## Appropriation of available earnings

in CHF 1,000	31.12.2021	31.12.2020
Accumulated loss	-318,972	-307,825
Repatriation of capital contribution reserves <sup>1</sup>	-	3,286
Restatement of treasury shares	-	2,678
New accumulated loss	-	-301,861
Result after taxes	-9,541	-17,111
<b>Net loss</b>	<b>-328,513</b>	<b>-318,972</b>
Balance to be carried forward	-328,513	-318,972

<sup>1</sup> This relates to capital contribution reserves not accepted by the Swiss Federal Tax Administration and those which are expected to be denied.

After the appropriation of available earnings, the equity is composed as follows:

in CHF 1,000	31.12.2021	31.12.2020
Share capital	35,667	35,655
Capital contribution reserves	527,482	527,378
Other capital reserves	11,124	11,124
Voluntary retained earnings	3,490	3,490
Net loss	-328,513	-318,972
Treasury shares	-	-
- against capital contribution reserves	-7,514	-8,462
<b>Total equity</b>	<b>241,736</b>	<b>250,213</b>

Breitenbach, March 10, 2022

Von Roll Holding AG  
For the Board of Directors:

*P. Kalantzis*

Dr. Peter Kalantzis  
Chairman of the Board of Directors

# Statutory Auditor's Report

To the General Meeting of  
VON ROLL HOLDING AG, BREITENBACH

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Von Roll Holding AG, which comprise the balance sheet as at December 31, 2021 and the income statement and notes for the year then ended.

In our opinion the financial statements as at December 31, 2021 (pages 72 – 80) comply with Swiss law and the company's articles of incorporation.

### Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the entity in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Report on Key Audit Matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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## Valuation of non-current loans and investments

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### Key Audit Matter

Von Roll Holding AG has recognized significant non-current loans to various Group companies and their corresponding investments. These non-current loans amounted to CHF 23 million (around 9% of total assets) at the end of 2021. The value of the investments amounted to CHF 214 million (approximately 84% of total assets) as of December 31, 2021.

Management assesses the recoverability of non-current loans and investments, as a unit, as part of the impairment test for each Group company. In the event of an impairment, investments are impaired first and subsequently, the non-current loans.

We consider the assessment of the recoverability of the non-current loans to Group companies and investments to be a key audit matter due to the significant amounts involved and the existing management discretion in performing impairment tests in the areas of future income/ cash flows, discount rates and growth rates.

In this context, we refer to the accounting and valuation principles in the annual financial statements.

### How the scope of our audit responded to the key audit matter

For the purpose of assessing the recoverability of non-current loans and investments, we have evaluated the impairment tests performed by management on the significant Von Roll Group companies with regard to the following matters:

- » Test of the design and implementation of internal controls in connection with management's impairment assessment.
- » Critical assessment of future prospects based on multi-year planning through management inquiry and analysis of the parameters of the impairment tests.
- » Reconciliation of the actual results of the respective companies with the corresponding budgets in order to retrospectively verify the forecast accuracy of the budgets and assessment of the current equity position of the companies.
- » Assessment of the appropriateness of the model applied for the impairment test.
- » Assessment of the main parameters of the impairment tests (discount rates and growth rates) and evaluation of the sensitivity analyses in respect to the risk of impairment.

Based on the above-mentioned audit procedures performed, we have attained sufficient assurance to address the risk of the valuation of non-current loans and investments.

### Responsibility of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the website of EXPERTsuisse: [www.expertsuisse.ch/en/audit-report-for-public-companies](http://www.expertsuisse.ch/en/audit-report-for-public-companies). This description forms part of our auditor's report.

### Report on Other Legal and Regulatory Requirements

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

DELOITTE AG



Chris Krämer  
Licensed Audit Expert  
Auditor in Charge



Thomas Dettwiler  
Licensed Audit Expert

Zurich, March 10, 2022

# Financial glossary

**Cash flow from operating activities**

EBITDA less gains/losses on the disposal of fixed assets, changes in non-current provisions, and changes in current assets and liabilities plus income taxes paid.

**Cash flow from financing activities**

Cash flow from equity contributions minus payments to owners plus cash flow from raising financial liabilities minus repayments of financial liabilities.

**Cash flow from investing activities**

Cash flow for investments and loans plus revenue from the disposal of fixed assets.

**EAT**

Earnings after taxes.

**EBT**

Earnings before taxes.

**EBIT**

Earnings before non-operating result, interest and taxes.

**EBIT margin**

Ratio of EBIT to net sales.

**EPS (earnings per share)**

Earnings after taxes, divided by the average weighted number of issued shares.

**Equity ratio**

Percentage share of equity to total assets.

**Gross margin**

Percentage share of gross profit (net sales and other operating income less cost of goods sold) to total net sales and other operating income.

**Market capitalization**

Share price at balance sheet date multiplied by the total number of shares.

**Net cash position**

Cash and cash equivalents less interest-bearing financial liabilities.

**Net sales**

Revenue from the sale of products and/or services after sales deductions.

**Order Intake**

Incoming orders include all binding customer orders received as of the reporting date. Not included are framework agreements and nominations without volume guarantee.

# Product glossary

## Alternating current

A flow of electrical current whose strength and direction change periodically. Abbreviated to AC.

## Ampere

Unit of electrical current, named after the French physicist André-Marie Ampère (1775 – 1820).

## Baekeland

Leo Hendrik Baekeland was a Belgian chemist who invented Bakelite, the thermosetting plastic based on phenol resin, in the early 20th century, thus laying the foundation for the production of the first composites (sheets, tubes and molded parts) by Von Roll a few years later.

## Composite

A combination of two or more materials that have different properties than their individual components. For fiber composites, glass or carbon fibers, for example, are embedded in a matrix such as resin.

## Direct current (DC)

A flow of electrical current whose strength and direction do not change. It is generated in galvanic solar or fuel cells or produced from alternating current by means of a commutator, and is used in electronics, galvanization and in the supply of energy to railway systems.

## Duroplasts

Duroplasts, also called duromers, are plastics that can no longer be molded after hardening. Duroplasts are hard, glasslike polymer materials that are linked in a rigid 3D structure by chemical primary valency bonds. The bonds are created when preliminary products chemically react with molecular chains through the application of heat or pressure, usually with the help of catalysts.

## Electrical generators

An electrical generator (from the Latin “generare”: to beget, produce) is an electrical machine that converts kinetic energy or rotational energy into electrical energy and is therefore the reverse of the principle of the electric motor, which converts electrical energy into kinetic energy.

## FST (fire, smoke and toxicity)

Fire, smoke and toxicity (FST) properties play an important role in the design and manufacture of cabin interior components. FST-tested insulation products and filler materials meet industry standards for fire resistance, flammability, smoke density and toxicity for aircraft interior applications.

## High-voltage current

High-voltage current is used for regional and nationwide electrical power transmission. The voltage level is defined as being between 60 and 150 kV, but the most common is 110 kV. In contrast, rotating high-voltage machines such as motors and generators normally use between 1 and 30 kV.

## High-voltage insulation

The HV insulation (high-voltage) area comprises all operational activities of Von Roll that focus on applications in the high-voltage field. The main markets include large industrial drives, power generation and railway technology.

## Insulation

Insulation refers to the process of keeping two things separate or isolating them. The verb “isolate” derives from the French “isoler”. In electrical engineering, insulation is used to protect the live components against contact, short circuits and unwanted residual current.

## Iodine

A chemical element, often used as a catalyst in chemical reactions such as polymerization.

## Laminate

A laminate (from the Latin “lamina”, or layer) is a multilayer duroplastic material made by compressing and sticking together at least two layers of the same or different materials. Joining the materials can complement the properties of the individual constituents.

## Low-voltage current

Used for local power supply. Defined as up to 1,000 volts (1 kV), but normally 230 to 400 volts.

**Low-voltage insulation**

The LV insulation (low-voltage) area comprises all operational activities of Von Roll that focus on low-voltage applications. The main markets include all electrical and electronic applications that operate on low voltage.

**Mica**

The term “mica” covers a group of sheet silicates whose properties make them especially suitable for use in high-voltage insulation materials, particularly the minerals muscovite and phlogopite belonging to the mica group. Their more noteworthy properties include high levels of electrical, heat and chemical resistance. Mica is resistant to the corona discharge invariably associated with high-voltage equipment. The English term “mica” is derived from the Latin “micare”, meaning to sparkle or shine.

**Motor**

A motor (from the Latin “motor”, or mover) is a device that performs mechanical work by converting thermal, chemical, electrical or other forms of energy. Motors normally rotate a shaft that drives machines, tools and means of transport.

**Prepreg**

Short for preimpregnated. A combination of glass fiber mat or glass fiber filament fabric, nonwoven material or roving with resin, usually cured to the B-stage, ready for molding.

**Primary energy**

Primary energy is an unconverted energy form that produces electricity and heat. Examples include oil, coal, natural gas and hydroelectric power.

**Quality assurance**

In today’s industrial companies, the quality of manufactured products is guaranteed through quality assurance systems and periodically checked using ISO certification (e.g. ISO 9001, ISO 14001).

**REACH**

Registration, Evaluation, Authorization and Restriction of Chemicals.

**Rotational energy**

Rotational energy is the kinetic energy of a rigid body – such as a wind turbine – rotating on a fixed axis. This energy depends on the body’s moment of inertia and its angular velocity. Wind turbine generators use rotational energy to produce electric current in the stator coils through electromagnetic induction.

**Stator**

A stator is the stationary part of a machine, for example in an electric motor, generator, hydromotor or pump. It often also serves as the housing, and in the case of electric motors and generators, consists primarily of sheet steel and the stator coils.

**Surface resistance**

The voltage required to cause a specific current to flow across the surface of a material. This is an important parameter for the surface leakage resistance and anti-static properties of materials used to make printed circuits (soldering and assembly frames).

**Traction motor**

A traction motor is an electric motor that drives a rail-borne vehicle. It is usually housed in the chassis and connected to the wheel axle via a reduction gear.

**Underwriters Laboratories (UL)**

US organization, founded over 100 years ago, that inspects and certifies products for their usage properties and safety.

**Volt**

Unit of electromotive force named after the Italian physicist Alessandro Volta (1745 – 1827), the inventor of the battery.

**Xenon**

A chemical element and noble gas used in gas discharge lamps, for example in car headlights.

**Yttrium**

A chemical element and rare earth metal. It plays an important role in ceramic high-temperature superconductors.



## Our product portfolio

We Enable Energy – as one of Switzerland's longest-established industrial companies, Von Roll focuses on products and systems for electrical power generation, power transmission and industrial applications.

Von Roll's portfolio is divided into the following businesses:



### **Mica**

Mica is a base material for high-voltage insulation. Von Roll's commitment to mica is extensive and covers all stages in the manufacturing process.



### **Wires**

Coils and insulated flat wires for high- and low-voltage markets and electronic applications.



### **Cables**

Mica tapes for fire-resistant cables. Von Roll provides a wide range of products that are ideally suited to all commonly used standards.



### **Resins**

Impregnation and potting resins as well as encapsulating and conformal coatings for high- and low-voltage applications.



### **Flexibles**

Insulating flexible materials suited for low-voltage applications such as flexible laminates and slot insulation.

Von Roll Insulation offers electrical insulation products, systems and services for generators, high- and low-voltage motors, electric vehicles, transformers and other applications.

Von Roll Composites produces composite materials and machined parts for numerous branches of industry.



### **Composites**

Engineered materials made from a resin and a support structure with distinct physical, thermal and electrical properties. They can be molded, machined or semi-finished.



### **Defense & security**

High-quality systems for security and protection based on thermoset/thermoplastic products in single use or tailored combinations.



### **Testing**

Von Roll provides electrical, thermal and mechanical testing of individual materials as well as complete insulating systems in accordance with UL and IEC standards.



### **Training**

The Von Roll Insulation Training program provides training in high- and low-voltage insulation to its customers.



# Five-year overview

in CHF 1,000	2021	2020	2019	2018	2017 <sup>1</sup>
Order intake	234,795	196,998	296,944	335,890	336,141
Net sales	218,637	212,237	291,581	321,387	332,357
Number of employees (FTE)	911	973	1,203	1,264	1,536
Earnings before interest, taxes, depreciation and amortization (EBITDA)	49,796	-4,920	21,540	24,918	20,415
Depreciation, amortization and impairment (operational and non-operational)	-15,143	-12,774	-13,264	-20,962	-15,940
Operating result before deconsolidation result	21,903	-5,283	9,795	2,517	4,475
Operating result (EBIT)	21,903	-16,565	9,795	2,517	4,475
Earnings after taxes (EAT)	30,807	-24,215	3,261	-6,801	-4,771
Cash flow from operating activities	164	6,831	12,625	18,573	5,307
Capital expenditures for property, plant and equipment and intangible assets	5,900	7,061	5,370	7,798	9,258
Current assets	177,930	125,670	160,901	183,984	174,267
Total assets	263,239	225,273	276,762	310,792	379,561
Current liabilities	39,328	26,805	46,762	70,519	68,696
Non-current liabilities	24,040	30,561	30,982	41,731	203,714
Equity	199,871	167,907	199,018	198,542	107,151
Equity ratio (%)	75.9	74.5	71.9	63.9	28.0
Number of issued shares	356,674,804	356,558,804	356,558,804	356,544,804	201,768,555
EBITDA per share <sup>2</sup>	0.14	-0.01	0.06	0.12	0.10
EBIT per share <sup>3</sup>	0.06	-0.05	0.03	0.01	0.02
Cash flow from operating activities per share <sup>4</sup>	-	0.02	0.04	0.09	0.03
Equity per share (CHF) <sup>5</sup>	0.57	0.48	0.57	0.99	0.55

<sup>1</sup> Since 2019, the consolidated financial statements have been prepared in accordance with Swiss GAAP FER. The 2017 figures have been adjusted accordingly.

<sup>2</sup> EBITDA/weighted average number of issued shares

<sup>3</sup> EBIT/weighted average number of issued shares

<sup>4</sup> Cash flow from operating activities/weighted average number of issued shares

<sup>5</sup> Consolidated equity/weighted average number of issued shares

## Listing information

Stock exchange listing	SIX Swiss Exchange Symbol: ROL
Security number	324.535
ISIN	CH0003245351
Reuters	ROL.S
Bloomberg	ROL SW

## Financial calendar

March 16, 2022:  
Announcement of results for the year 2021

May 4, 2022:  
Annual General Meeting

September 5, 2022:  
Announcement of results for the first half of 2022

## Von Roll contact

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## Stock market data

in CHF	2021
Number of issued shares	356,674,804
Price high (in CHF)	1.32
Price low (in CHF)	0.71
Price at balance sheet date (in CHF)	1.08
Market capitalization (units of CHF 1,000)	381,642
Trading volume (daily average)	69,447

**Business address and domicile**

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**Stock exchange listing**

SIX Swiss Exchange (symbol: ROL)  
Security number: 324.535  
ISIN: CH0003245351

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In the event of any discrepancy, the German version prevails.

The Annual Report is available on the Internet at [www.vonroll.com](http://www.vonroll.com)

Von Roll Holding AG with registered office in CH-4226 Breitenbach (Canton  
Solothurn) has been listed on the SIX Swiss Exchange (symbol: ROL,  
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