

RIETER

Invitation to the
Ordinary Annual General Meeting

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DEAR SHAREHOLDER,

The Board of Directors of Rieter Holding Ltd., Winterthur, takes pleasure in inviting you to the 133rd ordinary Annual General Meeting (AGM).

All agenda items and motions for the AGM, including the explanatory notes, can be found on the following pages. Please use the attached form to register for the AGM or to grant power of attorney, or register on the shareholder platform rieter.shapp.ch. If you have any questions, please send an email to shareregister@rieter.com

At the same time you will receive the short version of the 2023 Annual Report. The full version is available on the Internet at www.rieter.com.

The AGM will take place on Wednesday, April 17, 2024, at 4 p.m., in the Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland). The minutes of the resolutions will be published on the Rieter website after the AGM.

Having reached retirement age, after eight years on the Board of Directors and seven years as Chairman I will not be standing for re-election. It has been a privilege to work with my colleagues on the Board of Directors and the Group Executive Committee to steer the fortunes of the company.

Dear Shareholders, I would like to thank you for the confidence you have placed in us and look forward to welcoming you to the Annual General Meeting.

Yours sincerely,

On behalf of the Board of Directors
Rieter Holding Ltd.



Bernhard Jucker
Chairman

AGENDA AND MOTIONS PROPOSED BY THE BOARD OF DIRECTORS

1. Submission of the Annual Report, the financial statements and the consolidated financial statements for 2023, as well as the statutory auditor's reports

Motion: The Board of Directors proposes that the Annual Report, the financial statements and the consolidated financial statements for 2023 be approved.

Explanation: The complete Annual Report includes the financial statements of both the Rieter Group and Rieter Holding Ltd. as well as the corresponding reports of the statutory auditors. The auditor KPMG AG, Zurich (Switzerland), has audited the financial statements and the consolidated financial statements of Rieter Holding AG and has nothing to add to the audit reports.

2. Consultative vote on the 2023 report on non-financial matters

Motion: The Board of Directors proposes that the 2023 report on non-financial matters (see Annual Report 2023, page 38–63) be approved in terms of a non-binding consultative vote.

Explanation: Pursuant to Art. 964c para. 1 CO, the Board of Directors submits the 2023 report on non-financial matters to the Annual General Meeting. This is part of the 2023 Annual Report and is available on the Rieter website (www.rieter.com) or at the company's registered offices from March 13, 2024.

3. Discharge of the members of the Board of Directors and the Group Executive Committee

Motion: The Board of Directors proposes that formal approval be given to the actions of its members and those of the Group Executive Committee.

Explanation: With the discharge of the members of the Board of Directors and the Group Executive Committee, the company as well as the approving shareholders declare that they will no longer hold accountable those responsible for events from the past financial year that were brought to the attention of the Annual General Meeting.

4. Appropriation of retained earnings and distribution of a dividend

2023	CHF
Net profit for the year	6 384 749
Retained earnings carried forward from previous year	37 759 668
At the disposal of the Annual General Meeting	44 144 417

Motion: The Board of Directors proposes to appropriate the retained earnings as follows:

Distribution of a dividend	14 017 089
Balance to be carried forward	30 127 328
	44 144 417

Motion: The Board of Directors proposes a dividend payment of CHF 3.00 per registered share. The dividend will be paid on Tuesday, April 23, 2024, less withholding tax of 35%, net CHF 1.95.

Explanation: Own shares held at the time of distribution are not entitled to a dividend. The payment amount will therefore be reduced accordingly at the time of distribution of the dividend.

5. Remuneration

5.1. Consultative vote on the Remuneration Report for 2023

Motion: The Board of Directors proposes that the Remuneration Report for 2023 be approved in terms of a non-binding consultative vote.

Explanation: The Remuneration Report contains the basis for the remuneration of the Board of Directors and the Group Executive Committee as well as the remuneration paid to the members of the two committees for the 2023 financial year. The Board of Directors submits the Remuneration Report to the shareholders for an advisory vote. The Remuneration Report can be found on pages 64 to 71 of the Annual Report. The Annual Report is available on the internet at www.rieter.com.

5.2. Approval of the maximum total amount of remuneration for members of the Board of Directors for the 2025 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 2 000 000 for members of the Board of Directors for the 2025 financial year be approved.

Explanation: The proposed maximum total amount of remuneration includes the remuneration for the work in the committees. The total remuneration approved by the Annual General Meeting for the 2023 financial year was CHF 2 000 000, while the amount actually paid out was CHF 1 555 999. The approved total remuneration for the 2024 financial year amounts to CHF 2 000 000.

5.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee for the 2025 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 6 800 000 for members of the Group Executive Committee for the 2025 financial year be approved.

Explanation: The proposed maximum total amount of remuneration includes both the fixed and the variable part of the remuneration. The total remuneration approved by the Annual General Meeting for the 2023 financial year was CHF 6 500 000, while the amount actually paid out was CHF 5 791 172. The approved total remuneration for the 2024 financial year also amounts to CHF 6 500 000.

The principles of remuneration for the Board of Directors and the Group Executive Committee are described in §27 to §30 of the Articles of Association.

Further information on the principles of remuneration for members of the Board of Directors and members of the Group Executive Committee can be found in the Remuneration Report contained in the Annual Report.

6. Election to the Board of Directors

6.1. Peter Spuhler

Motion: The Board of Directors proposes the re-election of Peter Spuhler until the conclusion of the next Ordinary General Meeting of Shareholders.

6.2. Hans-Peter Schwald

Motion: The Board of Directors proposes the re-election of Hans-Peter Schwald until the conclusion of the next Ordinary General Meeting of Shareholders.

6.3. Roger Bailod

Motion: The Board of Directors proposes the re-election of Roger Bailod until the conclusion of the next Ordinary General Meeting of Shareholders.

6.4. Carl Illi

Motion: The Board of Directors proposes the re-election of Carl Illi until the conclusion of the next Ordinary General Meeting of Shareholders.

6.5. Sarah Kreienbühl

Motion: The Board of Directors proposes the re-election of Sarah Kreienbühl until the conclusion of the next Ordinary General Meeting of Shareholders.

6.6. Daniel Grieder

Motion: The Board of Directors proposes the re-election of Daniel Grieder until the conclusion of the next Ordinary General Meeting of Shareholders.

6.7. Thomas Oetterli

Motion: The Board of Directors proposes the re-election of Thomas Oetterli until the conclusion of the next Ordinary General Meeting of Shareholders.

Explanation: All members of the Board of Directors are standing for re-election. Thomas Oetterli was appointed CEO on March 12, 2023 and was also elected to the Board of Directors at the 2023 Annual General Meeting. No other member of the Board of Directors serves in an executive capacity. All other directors are independent in accordance with the Swiss Code of Best Practice for Corporate Governance. In accordance with these directives, at least half of the members of the Board of Directors must meet the criterion of independence. This criterion is clearly fulfilled for Rieter Holding Ltd. The résumés of the current members of the Board of Directors are published in the Corporate Governance section on pages 24 to 25 of the Annual Report.

6.8. Jennifer Maag

Motion: The Board of Directors proposes the election of Jennifer Maag as a new member until the conclusion of the next Ordinary General Meeting of Shareholders.

Explanation: The Board of Directors believes that Jennifer Maag (born 1969), with her strategic and financial experience, would be an ideal addition to Rieter's Board of Directors.



Jennifer Maag, native-born in the USA, has Swiss and German citizenship and holds a Bachelor's degree in Economics from the University of California, Berkeley (USA).

Jennifer Maag is currently Chairwoman of Artemis Holding AG, Hergiswil (Switzerland), and a member of the Board of Directors of Kardex Holding AG, Zurich (Switzerland) as well as of Weidmann Holding AG, Rapperswil (Switzerland).

In 1999, Jennifer Maag founded Capital Concepts International AG, Zurich, a mergers and acquisitions consulting firm, where she remains as managing partner. From 1996 to 1999, she was a senior manager in the corporate finance department of KPMG AG in Zurich. She previously worked in auditing at Deloitte in Munich (Germany) and Zurich, during which time she completed her education as a Certified Public Accountant (CPA).

7. Election of the Chairman of the Board of Directors

Motion: The Board of Directors proposes the election of Thomas Oetterli as the Chairman of the Board of Directors until the conclusion of the next Ordinary General Meeting of Shareholders.

Explanation: Thomas Oetterli was elected to the Board of Directors in 2023. He will continue in his role as CEO of the Rieter Group. The dual mandate is an interim measure to ensure the sustainable implementation of the "Next Level" performance program. The Board of Directors is convinced that Thomas Oetterli has the qualifications and the ideal background experience as the future Chairman of Rieter Holding Ltd.

8. Election of the members of the Remuneration Committee

8.1. Sarah Kreienbühl

Motion: The Board of Directors proposes the re-election of Sarah Kreienbühl until the conclusion of the next Ordinary General Meeting of Shareholders.

8.2. Hans-Peter Schwald

Motion: The Board of Directors proposes the re-election of Hans-Peter Schwald until the conclusion of the next Ordinary General Meeting of Shareholders.

8.3. Daniel Grieder

Motion: The Board of Directors proposes the election of Daniel Grieder until the conclusion of the next Ordinary General Meeting of Shareholders.

Explanation: Sarah Kreienbühl has chaired the Remuneration Committee since 2022. Together with Hans-Peter Schwald and Daniel Grieder, the Remuneration Committee has the necessary expertise and experience. In accordance with §24 of the Articles of Association, the Board of Directors appoints the chair of the Remuneration Committee.

9. Election of the independent voting proxy

Motion: The Board of Directors proposes the re-election of Ulrich B. Mayer, Attorney-at-Law, Winkel (Switzerland), until the conclusion of the next Ordinary General Meeting of Shareholders, with the right of substitution in case of his absence.

Explanation: Ulrich B. Mayer has declared to Rieter Holding Ltd. that he is independent and that, apart from his activities as independent proxy, he is not active on behalf of the Rieter Group.

10. Election of the statutory auditors

Motion: The Board of Directors proposes the re-election of KPMG AG, Zurich (Switzerland), as statutory auditors.

Explanation: KPMG has been mandated to audit the financial statements and consolidated financial statements of Rieter Holding Ltd. since the Annual General Meeting in 2023. KPMG has the requisite skills and experience to satisfy the requirements of a global industrial company.

KPMG AG has confirmed to Rieter Holding Ltd. that it meets the legal requirements for independence required for the exercise of the mandate.

11. General amendment to the Articles of Association

The enclosure General Amendment to the Articles of Association (“Statutenrevision”) to this agenda contains a presentation of the current provisions and the proposed new provisions.

Motion: To approve the Articles of Association in accordance with the amendments proposed below.

Amendments: Alteration of Headings IV–IX and Titles

Explanation: The amendments to headings IV–IX are purely editorial in nature. The amendments now reflect the content of the subsequent paragraphs.

The titles added for all of the paragraphs are purely editorial in nature. The purpose of the amendments is to improve the readability of the Articles of Association.

Amendment: Supplement to Paragraph 9 “Inclusion of Items on the Agenda by Shareholders”

Explanation: The amendment clarifies for shareholders and the company the time limit and the form in which agenda items must be submitted to shareholders.

Amendment: Paragraph 15 becomes Paragraph 11 “Independent Proxy”.

Explanation: The amendment is purely editorial in nature. The original Article 15 is now Article 11. The content of Article 11 remains unchanged.

Amendment: In Paragraph 27, “Approval of Remuneration,” Section 2 is added.

Explanation: To protect the interests of shareholders, Article 27 Section 2 now refers to the obligation of the Board of Directors to submit the Remuneration Report to the Annual General Meeting for a consultative vote regarding variable remuneration to be approved in the future.

Amendments: In Paragraph 28, “General Remuneration Principles,” additional text is added to Section 2 and Section 5 is added.

Explanation: Following the introduction of a contemporary bonus system for the entire Rieter Group, the upper limit for variable remuneration in Article 28, Section 2, will no longer be limited to 100%. The upper limit for variable remuneration will be newly included in the remuneration regulations.

The new Section 5 is necessary because the remuneration is also paid in part by subsidiaries of the Rieter Group.

Organizational notes

The invitation to the Annual General Meeting is addressed to shareholders entered in the shareholders' register of Rieter Holding Ltd. as eligible to vote on Monday, March 25, 2024. Only shareholders who are entered in the shareholders' register of Rieter Holding Ltd. as eligible to vote are entitled to vote at the Annual General Meeting. Share transfers made between Monday, April 8, 2024 and Wednesday, April 17, 2024 do not qualify for the Annual General Meeting.

Voting material

The voting material can be ordered by means of the enclosed registration form until Monday, April 8, 2024, or electronically via the platform at **rieter.shapp.ch** until Monday, April 8, 2024 (date of receipt of registration form).

Admission cards

If you wish to attend the Annual General Meeting in person or to arrange to be represented by another person, please request an admission card with voting cards. Admission cards and voting material can be ordered by means of the enclosed registration form until Monday, April 8, 2024, or electronically via the platform at **rieter.shapp.ch** until Monday, April 8, 2024 (date of receipt of registration form).

Representation and power of attorney

Shareholders who do not attend the Annual General Meeting in person can arrange to be represented:

- a) by an authorized representative of their choice having power of attorney: the power of attorney must be validly issued on the admission card ordered by the shareholder;
- b) by Ulrich B. Mayer, Attorney-at-Law, Dorfstrasse 10, 8185 Winkel (Switzerland), as the independent voting proxy: the power of attorney and instructions to the independent voting proxy can be issued by means of the enclosed registration form or electronically via the platform at **rieter.shapp.ch**. Signing the registration form authorizes the independent voting proxy to approve the Board of Directors' proposals unless other written instructions are issued. This also applies in the event that proposals are voted on at the Annual General Meeting which are not listed in the invitation.

Please return the registration form with your instructions no later than Wednesday, April 17, 2024, to Rieter Holding Ltd., Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke (Switzerland). The prompt return of the registration form facilitates preparations by the shareholders' register for the Annual General Meeting. The admission cards and voting material will be mailed as from Wednesday, April 3, 2024.

Please note that only registered shareholders will be admitted to the Annual General Meeting (persons accompanying them cannot be admitted). Shareholders who have sold their shares prior to the Annual General Meeting are no longer eligible to vote. In the event of partial sales, the admission card already issued must be exchanged for a new one at the "Share register" desk before the Annual General Meeting.

Voting is conducted electronically at the Annual General Meeting of Rieter Holding Ltd. You will receive detailed instructions with the admission card as well as at the Annual General Meeting.

Route to the Annual General Meeting

The Annual General Meeting will be held in the Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland). The subsequent refreshments will also be served there.

Shareholders are requested to use public transport, since only a limited number of parking spaces are available in front of the Eulachhallen.

Transfer from Winterthur railroad station to the Eulachhallen

“Stadtbus Winterthur” buses are available in front of the main railroad station (Sector G) from 3 p.m.

Return journey in the evening

A bus service is available for the return journey from the Eulachhallen to the main railroad station. The last bus leaves at approximately 7:30 p.m.



Annual Report

The Annual Report, the financial statements and the consolidated financial statements for 2023, the statutory auditor's reports and the Remuneration Report are available for inspection by shareholders at the company's registered office.

These documents will also be forwarded on request to all shareholders entered in the shareholders' register of Rieter Holding Ltd. on Monday, March 25, 2024. You will also find the Annual Report on our website at www.rieter.com.

Winterthur, March 26, 2024

Enclosure

- Registration form
- Explanatory notes to the registration form
- Summary of 2023 Annual Report
- General Amendment to the Articles of Association ("Statutenrevision")
- Self-addressed envelope

Rieter Holding Ltd.

Klosterstrasse 32

8406 Winterthur

Switzerland

Phone +41 52 208 71 71

Fax +41 52 208 70 60

shareregister@rieter.com

www.rieter.com