



RIETER

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Invitation to the
Annual General Meeting 2015

Dear shareholder,

The Board of Directors of Rieter Holding Ltd., Winterthur, takes pleasure in inviting you to the 2015 Annual General Meeting on

**Thursday, April 16, 2015, at 4 p.m.,
in the Eulachhallen, Wartstrasse 73,
8400 Winterthur (doors open at 3 p.m.)**

Agenda and motions proposed by the Board of Directors

1. Submission of the annual report, the annual accounts and the consolidated financial statements for 2014, as well as the statutory auditor's reports.

Motion: The Board of Directors proposes that the annual report, the annual accounts and the consolidated financial statements for 2014 be approved.

2. 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.

3. Proposed appropriation of profit and distribution of a dividend from the reserve from capital contributions

CHF	2014
Net profit for the year as stated in the income statement	22 795 611
Retained earnings brought forward from previous year	26 524 865
Reversal of reserve from capital contributions ¹	21 025 634
Retained earnings at the disposal of the Annual General Meeting	70 346 110

Motion:	
Dividend distribution ¹	21 025 634
Allocation to other reserves	15 000 000
Carried forward to new account	34 320 476
	70 346 110

¹ There is no entitlement to dividends from treasury shares held at the time of dividend distribution. The payment amount and the reversal of reserve from capital contributions will therefore be reduced at the time of dividend distribution accordingly.

The Board of Directors proposes that 15.0 million CHF be transferred to Other Reserves and a dividend of 4.50 CHF per registered share be paid from the reserve from capital contributions. This dividend will thus be distributed without deducting 35% withholding tax (in terms of Art. 5, para. 1^{bis}, of the Swiss Federal Law on Withholding Tax [VStG]). The dividend is expected to be paid on April 22, 2015.

4. Remuneration

4.1. Consultative vote on the Remuneration Report for 2014

Motion: The Board of Directors proposes that the Remuneration Report for 2014 be approved in terms of a non-binding consultative vote.

4.2. Approval of the maximum total amount of remuneration for members of the Board of Directors for the 2016 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of 1 400 000.00 CHF for members of the Board of Directors for the 2016 financial year be approved.

4.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee for the 2016 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of 4 700 000.00 CHF for members of the Group Executive Committee for the 2016 financial year be approved.

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

5. Election to the Board of Directors

5.1. Erwin Stoller

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

5.2. This E. Schneider

Motion: The Board of Directors proposes the re-election of This E. Schneider until the conclusion of the next Ordinary General Meeting of Shareholders.

5.3. Dr. Dieter Spälti

Motion: The Board of Directors proposes the re-election of Dr. Dieter Spälti until the conclusion of the next Ordinary General Meeting of Shareholders.

5.4. Dr. Jakob Baer

Motion: The Board of Directors proposes the re-election of Dr. Jakob Baer until the conclusion of the next Ordinary General Meeting of Shareholders.

5.5. Michael Pieper

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

5.6. 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.

5.7. 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. Election of the Chairman of the Board of Directors

Motion: The Board of Directors proposes the re-election of Erwin Stoller as Chairman of the Board of Directors until the conclusion of the next Ordinary General Meeting of Shareholders.

7. Election of the members of the Remuneration Committee

7.1. This E. Schneider

Motion: The Board of Directors proposes the re-election of This E. Schneider until the conclusion of the next Ordinary General Meeting of Shareholders.

7.2. 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.

7.3. Erwin Stoller

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

8. Election of the independent voting proxy

Motion: The Board of Directors proposes the re-election of Ulrich B. Mayer, Attorney-at-Law, Zurich, until the conclusion of the next Ordinary General Meeting of Shareholders.

9. Election of the statutory auditors

Motion: The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors.

Organization

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 April 07, 2015. Only shareholders who are entered in the shareholders' register of Rieter Holding Ltd. as eligible to vote are entitled to attend and vote at the Annual General Meeting. Share transfers made between April 08 and April 16, 2015, do not qualify for attendance at the Annual General Meeting.

Admission cards

If you wish to attend the Annual General Meeting in person or arrange to be represented by another shareholder entered in the shareholders' register as eligible to vote, please request an admission card with voting cards. Admission cards and voting material can be ordered by means of the enclosed registration form or electronically via the platform at <https://rieter.shapp.ch> until Monday, April 13, 2015 (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 as follows:

- a) by a shareholder having power of attorney: the power of attorney must be issued on the admission card ordered by the shareholder;
- b) by Ulrich B. Mayer, Attorney-at-Law, Dolderstrasse 102, 8032 Zurich, 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 <https://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 by no later than April 13, 2015, to Rieter Holding Ltd., Share Register, c/o Nimbus AG, P.O. Box, 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 April 08, 2015.

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 and at the Annual General Meeting.

You are warmly invited to partake of refreshments which will be served after the Annual General Meeting.

We look forward to welcoming you to the Annual General Meeting.

Route to the Annual General Meeting

This year's Annual General Meeting will be held in the Eulachhallen in Winterthur. The subsequent refreshments will also be served there.

Shareholders are requested to use public transport, since only a limited amount of parking space is 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.

Private vehicles

The reserved parking spaces are in front of the Eulachhallen. Please follow the signs.

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 annual accounts and the consolidated financial statements for 2014, 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 April 07, 2015. You will also find the annual report on our website at www.rieter.com.

Winterthur, March 24, 2015

Rieter Holding Ltd.

For the Board of Directors
 The Chairman

Erwin Stoller

Enclosure

- Registration form
- Explanatory notes to the registration form
- Summary annual report 2014
- Self-addressed envelope