

Invitation to the
Annual General Meeting

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DEAR SHAREHOLDER,

Unfortunately, the Corona Virus also has an impact on the 130th Annual General Meeting (AGM) of Rieter Holding Ltd., Winterthur, on Thursday, April 15, 2021.

Based on Article 27 of Regulation 3 on measures to combat the Corona Virus (COVID-19), the Board of Directors of Rieter Holding Ltd. has decided that shareholders can exercise their voting rights exclusively by authorizing the independent proxy. It will not be possible for shareholders to attend the Annual General Meeting and no entrance tickets will be sent.

The proxy can be authorized using the application form that accompanies the invitation to the AGM, or electronically via the platform <https://rieter.shapp.ch>.

All agenda items and motions for the Annual General Meeting, including the explanatory notes, can be found on the following pages. If you have any questions, please send an email to shareregister@rieter.com.

The summary of the 2020 Annual Report is also enclosed. Rieter publishes the full version on the Internet at www.rieter.com.

The AGM on Thursday, April 15, 2021, will take place on the premises of Rieter Holding Ltd., Klosterstrasse 32, Winterthur at 4 p.m.. The minutes of the resolutions will be published on the Rieter website after the AGM.

Yours sincerely,

Rieter Holding Ltd.
On behalf of the Board of Directors



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 2020, 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 2020 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. Appropriation of Retained Earnings

2020	CHF
Net profit for the year	16 199 660
Retained earnings carried forward from previous year	38 232 224
At the disposal of the Annual General Meeting	54 431 884
Motion:	
No dividend distribution	
Balance to be carried forward	54 431 884
	54 431 884

4. Remuneration

4.1. Consultative vote on the Remuneration Report for 2020

Motion: The Board of Directors proposes that the Remuneration Report for 2020 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 2022 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 1 900 000 for members of the Board of Directors for the 2022 financial year be approved.

4.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee (Group Management) for the 2022 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 6 500 000 for members of the Group Executive Committee for the 2022 financial year be approved.

The principles of remuneration for the Board of Directors and the Group Executive Committee are described in paragraphs 27 until 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. 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.

5.2. 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.

5.3. 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.

5.4. Roger Baillo

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

5.5. Bernhard Jucker

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

5.6. 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.

5.7. Luc Tack

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

5.8. Stefaan Haspeslagh

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



- Year of birth 1958
- Belgium national
- Master in Applied Economics from the University of Antwerp, Belgium
- Since 2010 Chairman of the Board of Directors and Chief Financial Officer of the Picanol Group (Picanol NV), Belgium
- Since 2014 Chairman of the Board of Directors, Chief Operating Officer and Chief Financial Officer of the Tessenderlo Group NV, Belgium
- Since 2001 Director of Cellpack NV, Belgium

6. Election of the Chairman of the Board of Directors

Motion: The Board of Directors proposes the re-election of Bernhard Jucker as the 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. Bernhard Jucker

Motion: The Board of Directors proposes the re-election of Bernhard Jucker 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, and the right of substitution in case of his absence.

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 March 25, 2021. 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 April 6 and April 15, 2021, do not qualify for the Annual General Meeting.

Voting Material

The voting material can be ordered by means of the enclosed application form until April 13, 2021, or electronically via the platform at <https://rieter.shapp.ch> until April 13, 2021 (date of receipt of application form).

You can also use this platform to submit questions to the Board of Directors and to the Group Executive Committee, which will be answered by April 13, 2021, and published on the Rieter website at www.rieter.com/annual-general-meeting.

Representation and Power of Attorney

The power of attorney and instructions to the independent voting proxy, Ulrich B. Mayer, Attorney-at-Law, Johannesgasse 6, 8005 Zurich, Switzerland, can be issued by means of the enclosed application form or electronically via the platform at **<https://rieter.shapp.ch>**.

Signing the application 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 application form with your instructions by no later than April 14, 2021, to Rieter Holding Ltd., Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland. The prompt return of the application form facilitates preparations by the shareholders' register for the Annual General Meeting. The voting material will be mailed as from March 25, 2021.

Annual Report

The annual report, the financial statements and the consolidated financial statements for 2020, 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 March 22, 2021. You will also find the annual report on our website at www.rieter.com.

Winterthur, March 9, 2021

Enclosure

- Application form
- Explanatory notes to the application form
- Summary of 2020 Annual Report
- Self-addressed envelope

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