

Invitation to the  
Annual General Meeting

20  
22



## DEAR SHAREHOLDER,

Unfortunately, the Corona Virus also has an impact on the 131st Annual General Meeting (AGM) of Rieter Holding Ltd., Winterthur, on Thursday, April 7, 2022.

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](mailto:shareregister@rieter.com).

The summary of the 2021 Annual Report is also enclosed. Rieter publishes the full version on the Internet at [www.rieter.com](http://www.rieter.com).

The AGM on Thursday, April 7, 2022, 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 2021, 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 2021 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 and Distribution of a Dividend

2021	CHF
Net profit for the year	1 858 824
Retained earnings carried forward from previous year	54 431 884
<b>At the disposal of the Annual General Meeting</b>	<b>56 290 708</b>
Motion:	
Distribution of dividend <sup>1</sup>	18 689 452
Balance to be carried forward	37 601 256
	<b>56 290 708</b>

<sup>1</sup> Own shares held at the time of distribution are not entitled to dividend. The amount distributed will be reduced accordingly at the time of distribution.

The Board of Directors proposes that a dividend of CHF 4.00 per registered share be paid. The dividend is expected to be paid on April 13, 2022, minus withholding tax of 35%, net CHF 2.60.

## **4. Remuneration**

### **4.1. Consultative vote on the Remuneration Report for 2021**

Motion: The Board of Directors proposes that the Remuneration Report for 2021 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 2023 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 2023 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 2023 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 2023 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. 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.

### **5.2. 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.

### **5.3. Roger Baillod**

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

#### 5.4. 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.

#### 5.5. 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.

#### 5.6. Sarah Kreienbühl

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



Sarah Kreienbühl has been a member of the Executive Board of the Federation of Migros Cooperatives since 2018 and heads among other things Human Resources and Communications of the Migros Group. Before that, she spent 14 years at Sonova as Group VP Corporate Human Resources, where she was also responsible for Corporate Communications from 2012. Sarah Kreienbühl holds both the Swiss and French citizenship and graduated from the University of Zurich with a degree in psychology. With her expertise and extensive leadership experience, she will be able to make an important contribution to Rieter's human resources policy as a member of the Board of Directors.

#### 5.7. Daniel Grieder

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



Daniel Grieder has been CEO of HUGO BOSS AG, based in Metzingen (Germany), since June 2021. He has been working successfully in the textile industry for more than 35 years: initially from 1985 to 2004 as an independent entrepreneur with his own sales agency, which worked for Tommy Hilfinger from 1997. He joined Tommy Hilfinger directly in 2004 and took on additional roles for PVH from 2010 to 2020. He most recently held the positions of Global CEO Tommy Hilfinger and CEO PVH Europe. Daniel Grieder is a Swiss citizen and studied at the Zurich School of Economics and Business Administration.

## **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. 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.

### **7.2. 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.

### **7.3. Sarah Kreienbühl**

Motion: The Board of Directors proposes the election of Sarah Kreienbühl as a new member 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.

## **10. General Amendment to the Articles of Association – Authorized Capital**

Motion: The Board of Directors proposes to renew the Company's authorized capital of up to CHF 2 500 000 for two years until April 7, 2024, and to amend paragraph 3a of the Articles of Association accordingly as follows:

Paragraph 3a (new): The Board of Directors is authorized to increase the share capital by up to CHF 2 500 000 through the issue of up to 500 000 fully paid registered shares with a par value of CHF 5.00 each at any time until April 7, 2024. Increases by parts of this amount are permitted. The rest of the paragraph remains unchanged.

## 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 15, 2022. 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 March 29, 2022 and April 6, 2022 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 5, 2022, or electronically via the platform at <https://rieter.shapp.ch> until April 5, 2022 (date of receipt of application form).

## Shareholder Questions on Agenda Items

As the current situation regarding COVID-19 does not permit shareholders to be physically present at this Annual General Meeting, Rieter is providing its shareholders the opportunity to submit questions to the Board of Directors. This opportunity will be open between March 17, 2022 and April 5, 2022, at <https://rieter.shapp.ch>.

The Board of Directors will respond to the most important questions at the General Meeting, and, as far as possible, address some or all of the remaining questions on the Rieter website <https://www.rieter.com/annual-general-meeting>. Rieter reserves the right to answer questions in aggregated form or individually, possibly mentioning the name of the shareholder who submitted the question.



## 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 6, 2022, 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 16, 2022.

## Annual Report

The annual report, the financial statements and the consolidated financial statements for 2021, 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 15, 2022. You will also find the annual report on our website at **[www.rieter.com](http://www.rieter.com)**.

Winterthur, March 9, 2022

## Enclosure

- Application form
- Explanatory notes to the application form
- Summary of 2021 Annual Report
- Self-addressed envelope



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