

**Invitation to the
Extraordinary General Meeting**

Thursday, September 18, 2025, 10:00 a.m.

25

DEAR SHAREHOLDERS

On May 6, 2025, Rieter announced the signing of a binding agreement to acquire the Barmag division from OC Oerlikon for a purchase price of CHF 713 million.

The acquisition of Barmag, which is highly complementary to the short-staple fiber business, creates a leading global player in natural and man-made fibers headquartered in Winterthur, Switzerland.

Barmag is a worldwide provider of systems for the production of man-made fibers with global sales of CHF 734 million in the 2024 financial year. The company employs around 2 600 people. Barmag includes the established product brands Oerlikon Barmag, Oerlikon Neumag and Oerlikon Nonwoven. The main markets for the Barmag product portfolio are China, India, Türkiye and the United States of America. The innovative and technologically pioneering products are developed in Remscheid and Neumünster (Germany) and in Suzhou and Wuxi (China).

The proposed transaction is in line with Rieter's strategy and follows previous acquisitions that have expanded the existing short-staple fiber portfolio to include man-made fiber machinery and components. The combined platform makes it possible to better capitalize on the recovery of the global filament and short-staple fiber markets and reduce dependence on market cycles due to greater diversification of end markets. The acquisition further strengthens Rieter's position in the key region of Asia and, through the filament expertise acquired from Barmag, help expand Rieter's areas of expertise and improve digital solutions and product sustainability. In addition, the transaction gives Rieter access to additional end markets such as automotive, floor coverings, infrastructure, special packaging as well as medicine and filters, which Barmag serves with its man-made fiber solutions.

The Board of Directors and the Group Executive Committee of Rieter believe that the acquisition represents a significant strategic opportunity that is in the best interests of the shareholders. The acquisition allows Rieter to further increase its operating and financial performance, making Rieter an even stronger company.

We are also very pleased that the largest Rieter shareholder, Peter Spuhler, will provide substantial financial support for the transaction, thus underlining the confidence in the success of the new, expanded Rieter Group. The second-largest Rieter shareholder, Martin Haefner, is also supporting this transaction.

In view of the importance of the acquisition and the fact that the creation of additional share capital is an important prerequisite for processing the transaction, we ask for your support at the Extraordinary General Meeting.

We invite you to an Extraordinary General Meeting to vote on the ordinary capital reduction through a nominal value reduction, the ordinary capital increase through the rights issue, the ordinary capital increase through private placement and the reintroduction of the capital band.

The Extraordinary General Meeting on **Thursday, September 18, 2025** will take place at the **Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland) at 10:00 a.m.** The resolution minutes will be published on the Rieter website after the Extraordinary General Meeting.

All agenda items and motions with explanatory notes can be found on the following pages. To register for the Extraordinary General Meeting or assign a proxy, please use the enclosed form or sign up on the shareholder platform **rieter.shapp.ch**. If you have any questions, please contact **shareregister@rieter.com**.

On behalf of the Board of Directors, I would like to thank you for your support and I look forward to continuing to count you among our shareholders.

Kind regards,

on behalf of the Board of Directors of
Rieter Holding Ltd.



Thomas Oetterli
Chairman of the Board of Directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Ordinary capital reduction through a nominal value reduction on condition of simultaneous capital increase in two tranches

Motion: The Board of Directors proposes the following:

- the reduction of the share capital from CHF 23 361 815.00, divided into 4 672 363 registered shares at CHF 5.00 each, to CHF 46 723.63, divided into 4 672 363 registered shares at CHF 0.01 each, by reducing the nominal value of all outstanding 4 672 363 registered shares from CHF 5.00 each to CHF 0.01 each, and
- using the reduction amount as follows: transfer to the account of legal reserves from capital contributions.

The resolution pursuant to this agenda item 1 is subject to the acceptance of agenda items 2.1 and 2.2 and the condition that the Board of Directors carries out the capital reduction by means of a nominal value reduction pursuant to this agenda item 1 at the same time as the capital increase – tranche A (rights issue) pursuant to agenda item 2.1 and the capital increase – tranche B (private placement) pursuant to agenda item 2.2 (entry in the daily register of the commercial register) and thus increases share capital again within the meaning of Art. 653j (3) of the Swiss Code of Obligations (CO) to at least CHF 100 000 at the same time.

Explanation: Newly issued shares must be subscribed at nominal value at the very least and thus pre-financed by a financial institution at that price before investors themselves have paid the subscription price. This represents a risk for the planned firm underwriting of the new shares and the subscribing bank, in particular if the share price is no longer substantially above the nominal value at the start of the rights issue. In order to enable the rights issue pursuant to agenda item 2.1 by means of firm underwriting by the bank, the company shall therefore first reduce the nominal value of the shares from CHF 5.00. The Board of Directors therefore proposes reducing the nominal value to CHF 0.01 per share and allocating the reduction amount to the legal reserves from capital contributions. A single reduction of the share capital by means of a nominal value reduction in the requested amount would result in share capital of less than the statutory minimum amount of CHF 100 000. Accordingly, this capital reduction is subject to a simultaneous capital increase in two tranches in accordance with agenda items 2.1 and 2.2, so that the share capital is increased again to at least CHF 100 000 within the meaning of Art. 653j (3) CO. As part of this reduction in the nominal value of the shares, the reduction amount is to be allocated to the legal reserves so that there is no outflow of funds and no financial loss to the company or its shareholders. In addition, there will be no cancellation of shares to ensure that voting rights are not affected by the reduction of the nominal value.

2. Ordinary capital increase in two tranches

2.1 Ordinary capital increase – tranche A (rights issue)

Motion: The Board of Directors proposes that the share capital to be reduced to CHF 46 723.63 be increased by [up to CHF 400 000 000]* to [up to CHF 400 046 723.63]* by means of an ordinary increase in share capital by issuing [up to 40 000 000 000]* registered shares at a nominal value of CHF 0.01, as follows:

- [Up to 40 000 000 000]* registered shares with a nominal value of CHF 0.01 each will be issued.
- The new registered shares will be issued at an issue price of CHF 0.01 (corresponds to the nominal value).
- The deposits will be paid up in full in cash.
- The newly issued registered shares will not have any privileges or special advantages.
- The newly issued registered shares will be entitled to voting rights and dividends from the date on which the capital increase is entered in the commercial register.
- The transferability of the newly issued registered shares will be limited in accordance with § 4 of the Articles of Association.
- Pursuant to Art. 652b (1) CO, the subscription rights of existing shareholders are safeguarded in that the bank will subscribe to the registered shares to be issued as part of the rights issue on the basis of the underwriting agreement and has undertaken under the usual conditions to deliver the new shares against payment of the offer price to investors who have exercised subscription rights. The Board of Directors is authorized to determine the further modalities of the rights and the exercise thereof (including any trading of subscription rights).
- [Each]* registered share[s]* prior to the capital increase entitle[s]* the holder to acquire [up to 8 560]* registered shares from the capital increase. The Board of Directors may, at its discretion, offer those registered shares for which the subscription rights are not effectively exercised to existing shareholders or third parties (equity placement), including sale market, or allow them to lapse.

The resolution pursuant to this agenda item 2.1 is subject to the acceptance of agenda items 1 and 2.2 as well as the condition that the Board of Directors carries out this capital increase – tranche A (rights issue) at the same time as the capital reduction through nominal value reduction pursuant to agenda item 1 and the capital increase – tranche B (private placement) pursuant to agenda item 2.2 (entry in the daily register of the commercial register).

*** Important note:** *The information in this proposal on the total nominal value and number of shares, as well as the information derived from it, is provisional and is therefore enclosed in square brackets. In accordance with custom, they were initially calculated on the basis of the nominal value without taking into account the number of registered shares resulting from the offer price still to be determined. The Board of Directors will receive the final information no later than the morning of September 18, 2025 and will finalize this proposal accordingly, which does not constitute an amendment to the proposal. Please refer to the justification for the proposal for the details.*

Explanation: In order to finance the acquisition of the Barmag division by Rieter Holding Ltd., new registered shares of the company with a nominal value of CHF 0.01 each are to be issued in two tranches as part of ordinary capital increases. For this first tranche A (rights issue), the company will make the newly issued registered shares available as part of a rights issue in which the statutory subscription rights of the shareholders are safeguarded by the allocation of rights to acquire the new shares at the offer price. The new registered shares will be equivalent to the existing registered shares, in particular with regard to voting rights and dividend entitlements. The offer price will be made at a discount to the market price and depends primarily on the current market price of the shares and which discount the company considers to be in line with the market after consultation with the bank, so that the shares can be placed. Usually, this discount is determined by the notional price of the shares after the capital increase has been carried out (so-called discount to the theoretical ex-rights price or discount to the TERP) and is often between 30% and 45%. Because the market price and the market environment in general are likely to change by the time of the Extraordinary General Meeting, the offer price will be determined and published only shortly before the Extraordinary General Meeting. On this basis, the number of shares offered in the rights issue and the subscription ratio will be determined and published no later than the day of the Extraordinary General Meeting. It should be noted that in the motion, the issue price is set at the nominal value in accordance with custom, while the offer price is the price at which the shares are offered and sold to shareholders. This resolution is subject to the acceptance and simultaneous implementation of the capital reduction pursuant to agenda item 1 and the further capital increase pursuant to agenda item 2.2.

2.2 Ordinary capital increase – tranche B (private placement)

Motion: The Board of Directors proposes that the share capital be increased in a further ordinary capital increase by [up to CHF 77 400 000]* from [up to CHF 400 046 723.63]* to [up to CHF 477 446 723.63]* by issuing [up to 7 740 000 000]* registered shares at a nominal value of CHF 0.01, as follows:

- [Up to 7 740 000 000]* registered shares with a nominal value of CHF 0.01 each will be issued.
- The new registered shares will be issued at an issue price of CHF [0.01]*.
- The deposits will be paid up in full in cash.
- The newly issued registered shares will not have any privileges or special advantages.
- The newly issued registered shares will be entitled to voting rights and dividends from the date on which the capital increase is entered in the commercial register.
- The transferability of the newly issued registered shares will be limited in accordance with § 4 of the Articles of Association.
- The subscription rights of existing shareholders will be excluded in accordance with Art. 652b (2) CO and allocated to the two main shareholders and/or their companies who have committed to acquiring the new shares of the capital increase – tranche B (private placement) in accordance with their respective commitments.

The resolution pursuant to this agenda item 2.2 is subject to the acceptance of agenda items 1 and 2.1 and the condition that the Board of Directors carries out this capital increase – tranche B (private placement) at the same time as the capital reduction through nominal value reduction pursuant to agenda item 1 and the capital increase – tranche A (rights issue) pursuant to agenda item 2.1 (entry in the daily register of the commercial register).

*** Important note:** *The information in this proposal on the total nominal value, number of shares and issue price, as well as the information derived from it, is provisional and is therefore enclosed in square brackets. The minimum possible price of CHF 0.01 was initially used for the issue price. However, unlike the capital increase – tranche A (rights issue), the issue price will not be equal to the nominal value. The issue price of this capital increase – tranche B (private placement) will instead be equal to the theoretical ex-rights price or TERP. The Board of Directors will receive the final information no later than the morning of September 18, 2025 and will finalize this proposal accordingly, which does not constitute an amendment to the proposal. Please refer to the justification for the proposal for the details.*

Explanation: As tranche A (rights issue) is limited to a maximum of CHF 400 000 000 pursuant to the underwriting agreement, an additional ordinary capital increase is required to finance the acquisition. The subscription rights of existing shareholders are to be excluded for this second tranche B (private placement) pursuant to Art. 652b (2) CO. The new shares to be issued are to be allocated to the two main shareholders and/or their companies in accordance with their individual commitments. The issue price is equal to the TERP (without discount) for the shares after completion of the rights issue in tranche A. The TERP is calculated as of the date the offer price is set for the capital increase – tranche A (rights issue) based on the average of the daily *volume-weighted average price (average VWAP)* of the existing shares during the last five trading days prior to the date on which the offer price is set for the rights issue and the offer price. This resolution is also subject to the acceptance and simultaneous implementation of the capital reduction pursuant to agenda item 1 and the capital increase pursuant to agenda item 2.1.

3. Reintroduction of the capital band

Motion: The Board of Directors proposes to

1. create a capital band to supplement the ordinary capital in accordance with Art. 653s et seq. CO with a lower limit of CHF [453 574 387.45]* and an upper limit of CHF [525 191 395.99]*;
2. authorize the Board of Directors to increase the share capital within this band (capital band) until September 18, 2030 by issuing [up to 4 774 467 236]* registered shares with a nominal value of CHF 0.01 each or by increasing the nominal values of the existing registered shares and/or reducing it by canceling [up to 2 387 233 618]* registered shares with a nominal value of CHF 0.01 each or by reducing the nominal values of the existing registered shares.

3. Amend § 3a of the company's Articles of Association as follows:

Applicable text before lapse of the capital band

Revised text

§ 3a Capital band

1. The company has a capital band of between 22 193 725 CHF (lower limit) and 25 697 995 CHF (upper limit). The Board of Directors is authorized within the scope of the capital band until April 20, 2028 or until the earlier expiry of the capital band to increase or reduce the share capital once or multiple times and in any amounts or to acquire or sell shares directly or indirectly. The capital may be increased or reduced by issuing up to 467 236 fully paid-up registered shares with a nominal value of 5.00 CHF each or by canceling up to 233 618 registered shares with a nominal value of 5.00 CHF each, or by increasing or reducing the nominal values of the existing registered shares within the scope of the capital band.
2. In the event of a capital increase, the Board of Directors determines the number of shares, the issue price, the type of contribution (including cash, contributions in kind, offsetting and conversion of reserves or profit carried forward into share capital), the date of issue, the conditions for exercising subscription rights and the start of dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse or to place these or shares for which subscription rights have been granted but not exercised at market conditions or otherwise utilize them in the interest of the company.

§ 3a Capital band

1. The company has a capital band of between CHF [453 574 387.45]* (lower limit) and CHF [525 191 395.99]* (upper limit). The Board of Directors is authorized within the scope of the capital band until September 18, 2030 or until the earlier expiry of the capital band to increase or reduce the share capital once or multiple times and in any amounts or to acquire or sell shares directly or indirectly. The capital may be increased or reduced by issuing [up to 4 774 467 236]* fully paid-up registered shares with a nominal value of CHF 0.01 each or by canceling [up to 2 387 233 618]* registered shares with a nominal value of CHF 0.01 each, or by increasing or reducing the nominal values of the existing registered shares within the scope of the capital band.
2. In the event of a capital increase, the Board of Directors determines the number of shares, the issue price, the type of contribution (including cash, contributions in kind, offsetting and conversion of reserves or profit carried forward into share capital), the date of issue, the conditions for exercising subscription rights and the start of dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse or to place these or shares for which subscription rights have been granted but not exercised at market conditions or otherwise utilize them in the interest of the company.

The Board of Directors is also authorized to withdraw or restrict the subscription rights of shareholders and to allocate subscription rights to individual shareholders or third parties:

- a. for the acquisition of companies, parts of companies or participations or for the financing or refinancing of such transactions or the financing of the company's new investment projects;
 - b. for the purpose of expanding the shareholder base in certain financial or investor markets, for the participation of strategic partners or in connection with the listing of the shares on domestic or foreign stock exchanges.
3. If the share capital is reduced within the scope of the capital band, the Board of Directors shall determine the utilization of the reduction amount, if required.
 4. The direct and indirect acquisition of shares, based on § 3a, as well as any subsequent transfer of shares are subject to the restrictions of § 4 of the Articles of Association.

The Board of Directors is also authorized to withdraw or restrict the subscription rights of shareholders and to allocate subscription rights to individual shareholders or third parties:

- a. for the acquisition of companies, parts of companies or participations or for the financing or refinancing of such transactions or the financing of the company's new investment projects;
 - b. for the purpose of expanding the shareholder base in certain financial or investor markets, for the participation of strategic partners or in connection with the listing of the shares on domestic or foreign stock exchanges.
3. If the share capital is reduced within the scope of the capital band, the Board of Directors shall determine the utilization of the reduction amount, if required.
 4. The direct and indirect acquisition of shares, based on § 3a, as well as any subsequent transfer of shares are subject to the restrictions of § 4 of the Articles of Association.

The resolution in accordance with this agenda item 3 is subject to the acceptance of agenda items 1, 2.1 and 2.2 and the condition that the Board of Directors will implement these resolutions (entry in the daily register of the commercial register).

*** Important note:** *The information in this proposal on the upper (+10%) and lower (-5%) limit of the capital band depends on the extent of the capital increases (tranches A and B) proposed in the previous agenda items in relation to the number of shares and the nominal amount. This information is therefore provisional and enclosed in square brackets. It was initially calculated on the basis of the nominal value without taking into account the offer price to be determined or the number of new shares from the rights issue and the issue price to be determined or the number of new shares from the private placement. The Board of Directors will receive the final information on the morning of September 18, 2025 and will finalize this proposal accordingly, which does not constitute an amendment to the proposal. Please refer to the justification for the proposal for the details.*

Explanation: By law, the capital band shall lapse in the event of an ordinary capital reduction and also in the event of an ordinary capital increase. Therefore § 3a of the Articles of Association must be reintroduced subject to the acceptance of agenda items 1, 2.1 and 2.2 and the condition that the Board of Directors will implement these resolutions. The upper and lower limits of the capital band are based on the existing capital following the tranches A and B capital increases. This will not be known until the morning of September 18, 2025. For this reason, the exact details in the new § 3a of the Articles of Association

can only be determined and published at this point in time. The company intends to maintain the upper and lower limits of the capital band within the existing range, i.e. the lower limit of the capital band will be approx. -5% of existing capital following completion of the capital increases in tranches A and B and the upper limit will be approx. +10% of existing capital following completion of the capital increases in tranches A and B.

ORGANIZATIONAL INFORMATION

The invitation to the Extraordinary General Meeting will be sent to all shareholders entered in the share register of Rieter Holding Ltd. as eligible to vote on Friday, August 22, 2025. Only shareholders who are entered in the share register of Rieter Holding Ltd. as eligible to vote may exercise their voting rights at the Extraordinary General Meeting. Share transfers that take place from Monday, September 8, 2025 to Thursday, September 18, 2025 cannot be taken into account for the Extraordinary General Meeting.

Voting material

You can order voting material using the enclosed registration form until Monday, September 8, 2025 or electronically via the platform at **rieter.shapp.ch** until Monday, September 8, 2025 (the date of receipt of the registration form is decisive).

Admission cards

If you would like to attend the Extraordinary General Meeting in person or be represented by another person, please request an admission card with voting cards. You can order admission cards and voting material using the enclosed registration form until Monday, September 8, 2025 or electronically via the platform at **rieter.shapp.ch** until Monday, September 8, 2025 (the date of receipt of the registration form is decisive).

Representation and proxy

Shareholders who will not be attending the Extraordinary General Meeting in person may be represented as follows:

- a. By an authorized proxy of their choice. The proxy must be duly appointed on the admission card ordered by the shareholder.
- b. By Ulrich B. Mayer, attorney-at-law, Dorfstrasse 10, 8185 Winkel (Switzerland), as independent proxy. Shareholders may authorize and instruct the independent proxy using the enclosed registration form or electronically via the platform at **rieter.shapp.ch**. By signing the registration form, the independent proxy is authorized to approve the proposals of the Board of Directors, unless otherwise instructed in writing. This also applies in the event that votes are taken at the Extraordinary General Meeting on proposals that are not listed in the invitation.

Please send the registration form with your instructions to Rieter Holding Ltd., share register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke (Switzerland) by Tuesday, September 16, 2025. The prompt return of the registration form will make it easier for the share register to be prepared for the Extraordinary General Meeting. Admission cards and voting material will be sent out by post from Thursday, September 4, 2025.

Please note that only registered shareholders will have access to the Extraordinary General Meeting (accompanying persons cannot be admitted). Shareholders who have sold their shares before the Extraordinary General Meeting are no longer entitled to vote. In the event of a partial sale, the issued admission card must be exchanged for a new one at the “Share Register” counter before the Extraordinary General Meeting.

Voting is carried out electronically at the Extraordinary General Meeting of Rieter Holding Ltd. You will receive detailed instructions with your admission card and at the Extraordinary General Meeting.

How to get to the General Meeting

The Extraordinary General Meeting will be held at the Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland).

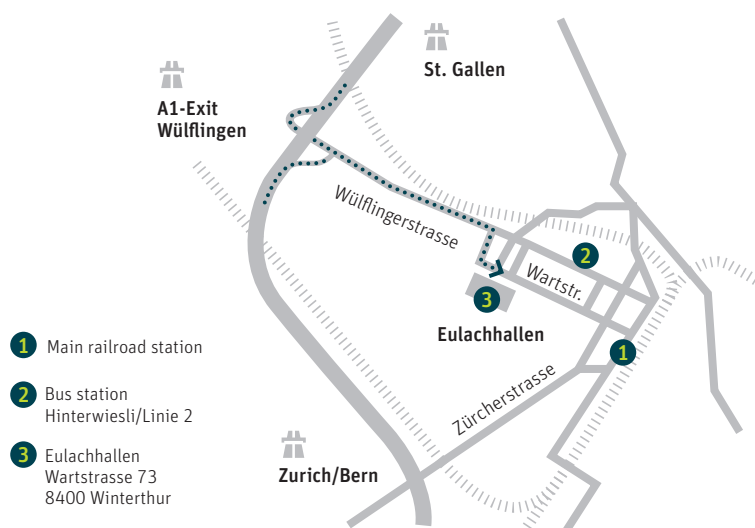
Shareholders are requested to use public transport, as there is only a limited number of paid parking spaces available in front of the Eulachhallen.

Transfer from Winterthur main station to the Eulachhallen

From 9:00 a.m., extra buses from Stadtbus Winterthur will be available at Bahnhofplatz (Kante/bus stop G).

Return transport

Extra buses will be available for the return journey from the Eulachhallen to the main station.



Winterthur, August 25, 2025

Enclosure

- Registration form
- Explanatory notes to the registration form
- Self-addressed envelope

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