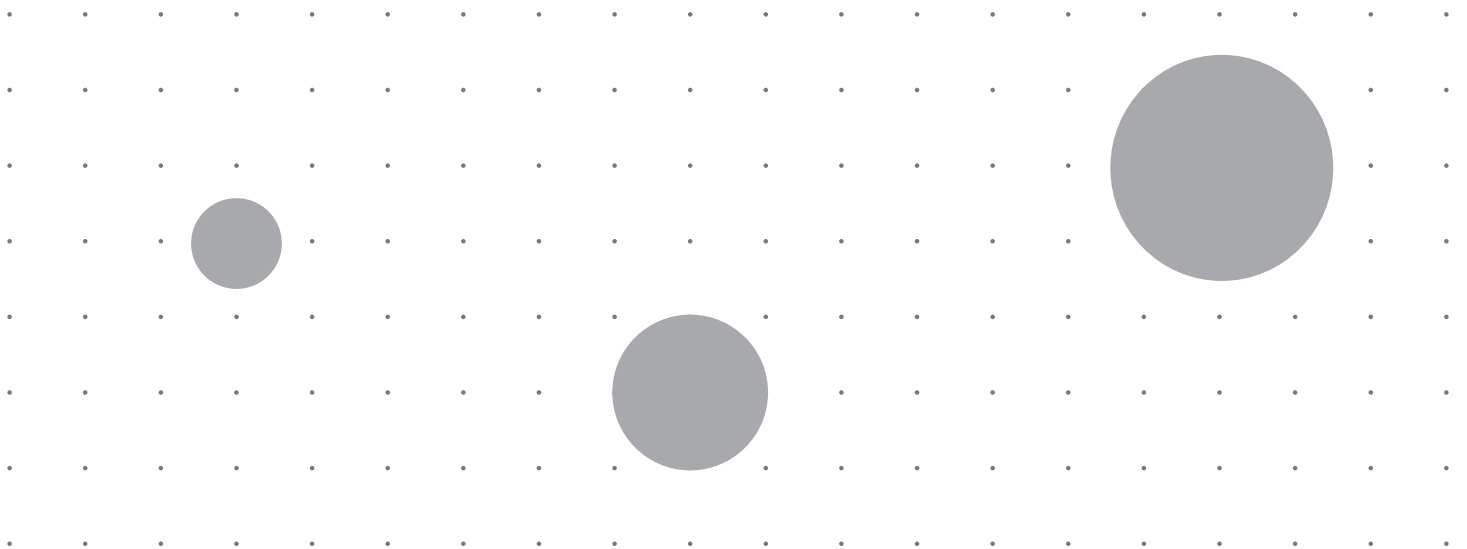


# Articles of Association of Rieter Holding Ltd.

valid from April 16, 2026



## I. Company name, registered office and purpose of the company

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### § 1 Company name, registered office

A corporation limited by shares exists under the name of Rieter Holding AG (Rieter Holding SA – Rieter Holding Ltd.), with its registered office in Winterthur.

### § 2 Purpose

1. The purpose of the company is the acquisition, permanent management and sale of participations in companies of all kinds, in particular in the field of textile machine construction.
2. The company may acquire, encumber, utilize and sell real estate and intellectual property rights in Switzerland and abroad and finance other companies.
3. The company may engage in all transactions that are suitable to directly or indirectly further the realization of the company's purpose.
4. The pursuit of the company's purpose should be long-term and sustainable.

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.

## II. Company capital

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### § 3 Share capital

1. The share capital amounts to CHF 1 360 577.08. It is divided into 136 057 708 fully paid-up registered shares with a par value of CHF 0.01 each.

### § 3a Capital band

1. The Company has a capital band of between CHF 1 292 548.23 (lower limit) and CHF 1 496 634.78 (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 13 605 770 fully paid-up registered shares with a nominal value of CHF 0.01 each or by canceling up to 6 802 885 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.

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.

### § 4 Share register, registration restrictions, nominees

1. The Board of Directors keeps a share register, in which the owners and usufructuaries are entered with their name and address. In relation to the company, only those persons entered in the share register are recognized as shareholders or usufructuaries.

2. Any purchaser of shares must submit a written application for entry in the share register. The company may refuse to register a purchaser if he does not expressly declare that he has acquired and will hold the shares in his own name and for his own account.
3. After hearing the registered shareholder, the Board of Directors may cancel entries in the share register with voting rights with retroactive effect to the date of registration if they were made on the basis of false information. The person concerned must be informed of the cancellation immediately.
4. The Board of Directors establishes principles for the appointment of trustees/nominees and issues the regulations necessary for compliance with the above provisions.
5. The company recognizes only one shareholder per share.

#### **§ 5 Form of the shares**

1. The company issues its registered shares in the form of individual certificates, global certificates or book-entry securities. The company is free to convert its registered shares issued in one of these forms into another form at any time and without the consent of the shareholders, within the framework of the legal requirements. It shall bear the costs for this.
2. Shareholders have no right to convert their registered shares issued in a certain form into another form. In particular, shareholders have no right to the securitization of any membership in a security. However, shareholders may at any time request that the company issue a certificate of their registered shares entered in the share register.
3. Intermediated securities based on registered shares of the company cannot be transferred by assignment. In addition, no collateral can be provided for these intermediated securities by assignment.

### **III. Organization of the company**

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#### **§ 6 Corporate bodies**

The bodies of the company are:

- A. The General Meeting

- B. The Board of Directors
- C. The Auditors

#### **A. The General Meeting**

##### **§ 7 General Meetings**

1. The Annual General Meeting takes place every year, no later than six months after the end of the financial year, at a location to be determined by the Board of Directors.
2. Extraordinary General Meetings are held in the circumstances provided for by law and by resolution of the Board of Directors.

##### **§ 8 Convening**

The General Meeting of Shareholders is convened by the Board of Directors with at least 20 days' notice in accordance with the form stipulated in § 37.

##### **§ 9 Agenda itemization by shareholders**

Shareholders representing shares with a nominal value of 0.5% of the share capital or votes may, within a period published by the company, request in writing the inclusion of an item on the agenda that falls within the competence of the Annual General Meeting, stating the motions, or submit a motion with a brief justification for an item on the agenda. A request to this effect must be received by the company prior to the meeting within a period set by the company and in writing, stating the item to be discussed and the motions, together with a brief justification. Prior notice is not required in order to submit motions within the scope of the items on the agenda or for negotiations without a resolution.

##### **§ 10 Representation of shareholders**

1. The Board of Directors makes the necessary arrangements for participation and the determination of voting rights.
2. In the convening to the Annual General Meeting, it shall announce the key dates of the entry in the share register that are decisive for voting authorization.
3. Shareholders may be represented at the Annual General Meeting by their legal representative, an authorized representative of their choice or the independent proxy. All shares held by a shareholder may only be represented by one person. Authorizations can be issued either in writing or electronically.

### **§ 11 Independent proxy**

The Annual General Meeting elects an independent proxy annually. The term of office of the independent proxy expires at the end of the next Annual General Meeting. Re-election is possible. If the independent proxy is dismissed from office, this shall take effect at the end of the General Meeting at which the dismissal was pronounced. Natural persons or legal entities are eligible for election.

### **§ 12 Chairmanship of the General Meeting, minutes, scrutineers**

1. The General Meeting is chaired by the Chairman or Vice Chairman of the Board of Directors or, in their absence, by a member designated by the Board of Directors.
2. The Chairman appoints the secretary and the scrutineers.
3. The minutes of the General Meeting shall be signed by the Chairman and the secretary.

### **§ 13 Voting rights, passing resolutions, elections**

1. Each share counts as one vote.
2. The Annual General Meeting passes resolutions by a majority of the votes represented (excluding abstentions and blank and invalid votes), unless the law or the Articles of Association contain provisions to the contrary. A majority of at least two-thirds of the votes represented is required for the resolutions referred to in Art. 704 para. 1 CO.
3. [Deleted.]
4. The Chairman may order that votes and elections be conducted openly, in writing or electronically.

### **§ 14 Powers of the General Meeting**

1. The General Meeting of Shareholders has the following powers:
  - a. Approving the annual report, which consists of the annual financial statements, the management report and the consolidated financial statements;
  - b. Deciding on the appropriation of the retained earnings and determining the dividend;
  - c. Approving the total amounts of remuneration for the Board of Directors and the Group Executive Committee;

- d. Granting discharge to the members of the Board of Directors;
- e. Electing the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee. The members of the Board of Directors and the Remuneration Committee are elected individually;
- f. Appointing the independent proxy;
- g. Appointing the auditors;
- h. Deciding on amendments to the Articles of Association, the dissolution of the company or a merger, with the exception of a merger with a subsidiary;
- i. Handling other matters reserved for it by law or the Articles of Association or matters submitted to it by the Board of Directors for a decision.

### **§ 15 Special quorum**

[Deleted.]

## **B. The Board of Directors**

### **§ 16 Number of members of the Board of Directors**

The Board of Directors consists of a minimum of five and a maximum of nine members.

### **§ 17 Election, term of office**

The term of office of the members of the Board of Directors and the Chairman of the Board of Directors expires at the end of the next Annual General Meeting. Re-election is possible.

### **§ 18 Organization of the Board of Directors**

Subject to the election of the Chairman, the Board of Directors constitutes itself. It appoints one or more Vice Chairmen as required, as well as the Secretary, who does not have to be a member of the Board of Directors. If the chairmanship is vacant, the Board of Directors appoints a Chairman from among its members until the conclusion of the next Annual General Meeting.

### **§ 19 Powers of the Board of Directors**

In addition to the authority specifically assigned to it in these Articles of Association, the Board of Directors is responsible for all business that is not expressly reserved to the General Meeting by law and the Articles of Association.

### **§ 20 Convening, passing of resolutions**

1. The Board of Directors meets at the invitation of the Chairman or at the request of a member.
2. The presence of at least a majority of the members is required to pass a valid resolution. This quorum of presence is not required for the declaration of capital increases and reductions, or the associated amendments to the Articles of Association. The resolutions of the Board of Directors are passed by majority vote; in the event of a tie, the Chairman has the casting vote.
3. By way of exception, resolutions of the Board of Directors may also be passed by circular resolution, unless a member requests an oral discussion.

### **§ 21 Transfer of powers, authorization to sign**

The Board of Directors issues organizational regulations in which the management of the company or parts thereof can be delegated to individual members or other natural persons to the extent permitted by law. These regulations also govern the representation of the company by members of the Board of Directors or third parties.

### **§ 22 Remuneration Committee**

The Remuneration Committee consists of a minimum of three and a maximum of five members of the Board of Directors.

### **§ 23 Election, term of office**

The term of office of the members of the Remuneration Committee ends at the end of the next Annual General Meeting. Re-election is possible. If one or more members resign or if the Remuneration Committee is not complete, the Board of Directors may appoint members from among its own ranks until the end of the next Annual General Meeting.

### **§ 24 Organization**

The Remuneration Committee constitutes itself. The Board of Directors appoints a Chairman. In addition, the Board of Directors issues regulations on the organization and decision-making of the Remuneration Committee.

### **§ 25 Powers**

The Remuneration Committee supports the Board of Directors in determining and reviewing the remuneration policy and guidelines and the performance targets as well as in preparing the proposals to the Annual General Meeting regarding the total amounts of remuneration for the members of the Board of Directors and the Group Executive Committee and may submit proposals to the Board of Directors on other remuneration issues.

The Board of Directors may assign further tasks to the Remuneration Committee.

## **C. The Auditors**

### **§ 26 Auditors**

The Auditors are elected by the Annual General Meeting for a term of one year and must fulfil the legal requirements with regard to proficiency and independence. The Auditors are responsible for the powers and duties assigned to them by law.

## **IV. Remuneration of the members of the Board of Directors and the Group Executive Committee**

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### **§ 27 Approval of remuneration**

1. The Annual General Meeting approves the proposals of the Board of Directors with regard to the:
  - a. total maximum amount of remuneration for the Board of Directors for the period until the end of the next Annual General Meeting;
  - b. total maximum amount of fixed remuneration for the Group Executive Committee for the financial year following the Annual General Meeting;
  - c. total amount of the variable remuneration of the Group Executive Committee for the financial year preceding the Annual General Meeting; this remuneration is paid after approval.
2. The Board of Directors may submit proposals to the Annual General Meeting for approval with regard to the maximum total amounts or individual remuneration elements for other periods, or with regard to additional amounts for special remuneration elements or additional conditional proposals.
3. The Annual General Meeting has an annual consultative vote on the remuneration report.

### **§ 28 General remuneration principles**

1. The members of the Board of Directors receive a fixed remuneration, which is paid either in cash or wholly or partly in the form of shares.
2. The members of the Group Executive Committee receive fixed remuneration and additional variable

remuneration. The fixed remuneration comprises the basic salary and other remuneration elements. The variable remuneration may include short-term and long-term variable remuneration elements.

3. The performance targets can be financial, strategic and/or personal goals, taking into account the function and level of responsibility of the recipient of the variable remuneration. The Board of Directors determines the weighting of the performance targets and the respective target values annually and provides information on this in the remuneration report.
4. Variable remuneration is paid in the form of cash, shares, options or comparable instruments. The Board of Directors determines the conditions for allocation and exercise and the deadlines, as well as any blocking periods and forfeiture conditions. It may stipulate that exercise conditions and deadlines or vesting periods may be shortened or cancelled due to the occurrence of certain events ahead of time, such as a change of control or termination of employment. The company can acquire the necessary shares on the market or provide them in the form of a conditional or authorized capital increase.
5. The remuneration may be paid by the company or by companies controlled by it.

#### **§ 29 Additional amount for new members of the Group Executive Committee**

The company is authorized to pay additional remuneration to members of the Group Executive Committee who join the company or are promoted to the Group Executive Committee after the date of approval of the remuneration by the General Meeting and to the extent that the amount already approved for this period is not sufficient, provided that this does not exceed 40% of the last approved amount for the remuneration of the Group Executive Committee.

#### **§ 30 Rejection of proposals**

If the proposals of the Board of Directors are rejected, the Board of Directors can either submit a new proposal or the Board of Directors can determine the corresponding total amount, taking into account all relevant circumstances, and subsequently submit this to the Annual General Meeting for approval.

## V. Employment contracts and mandate contracts with members of the Board of Directors and the Group Executive Committee

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### **§ 31 Contracts with members of the Board of Directors and the Group Executive Committee**

1. Employment and mandate contracts for members of the Group Executive Committee can be concluded for a maximum of twelve months or for an indefinite period with a maximum notice period of twelve months. Employment and mandate contracts of the members of the Board of Directors end when the term of office expires. These contracts may be renewed.
2. The conclusion of non-competition agreements for the period after termination of an employment contract is permitted. Compensation for such a non-competition agreement may be paid in an amount not exceeding the average of the remuneration paid to this member for the past three financial years.

## VI. Mandates outside the Group, loans

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### **§ 32 Mandates outside the Group**

1. No member of the Board of Directors may hold more than 15 additional mandates, of which no more than five may be in listed companies.
2. No member of the Group Executive Committee may hold more than four mandates, of which no more than two may be in a listed company.
3. These restrictions do not apply to:
  - a. mandates in companies that are controlled by the company;
  - b. mandates held by a member of the Board of Directors or the Group Executive Committee on the instructions of the company or companies controlled by it;
  - c. mandates in companies that do not qualify as companies within the meaning of Art. 727 para. 1 no. 2 CO;

d. mandates in charitable organizations and foundations or in employee welfare foundations.

The number of mandates pursuant to lit. c and d is limited to 20.

4. Mandates in comparable functions in companies that pursue an economic purpose are deemed to be mandates. Mandates in different legal entities that are under common control or controlled by the same beneficial owner are deemed to be one single mandate.

5. Mandates of members of the Group Executive Committee must be approved by the Board of Directors before they are accepted.

### **§ 33 Loans**

With the authorization of the Board of Directors, the company may grant loans to members of the Board of Directors and the Group Executive Committee at standard market conditions, whereby the loan amount may not exceed three times the recipient's last annual remuneration.

## VII. Statements of accounts

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### **§ 34 Annual financial statements**

The annual financial statements are closed each year on December 31.

### **§ 35 Retained earnings, dividends**

Subject to the statutory provisions on the distribution of profits, in particular Art. 671 et seq. CO, the retained earnings are at the disposal of the Annual General Meeting.

The dividends may only be declared after the allocations to the legal reserves in accordance with the law have been deducted. All dividends that have not been claimed within five years of their due date are forfeited in favor of the company.

## VIII. Dissolution and liquidation

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### **§ 36 Dissolution, liquidation**

1. The General Meeting of Shareholders may resolve to dissolve and liquidate the company at any time in accordance with legal and statutory provisions.

2. Liquidation is carried out by the Board of Directors, unless the Annual General Meeting appoints special liquidators.

## IX. Announcements

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### **§ 37 Publication medium, notifications**

1. The company's organ of publication is the Swiss Official Gazette of Commerce. The Board of Directors may designate other publication media.

2. Notifications to shareholders may be made by letter or electronically to the most recent address entered in the share register.

Winterthur, April 16, 2026

On behalf of the Board of Directors:

The Chairman:  
Thomas Oetterli

The Secretary:  
Patrick Houweling

The English version of the Articles of Association is a translation of the German original and shall not have legal binding effect.

