

135th Ordinary Annual General Meeting of Rieter Holding Ltd. Thursday, April 16, 2026

Agenda item 5: Amendment to the Articles of Association

The Board of Directors proposes various amendments to the Articles of Association of Rieter Holding Ltd. to the Annual General Meeting under the following agenda items.

The proposed changes affect a small number of provisions relating to the passing of resolutions, conduct of the Annual General Meeting and the Board of Directors, approval of remuneration for the Board of Directors and the Group Executive Committee, contracts with members of the Board of Directors and the Group Executive Committee, and the form of notifications to shareholders. The aim is to clarify individual points of the Articles of Association, align them with the applicable legal requirements, expand and further differentiate the provisions on the approval of remuneration, and in general bring them into line with current standard practice for listed companies in Switzerland.

The proposed amendments to the Articles of Association will be voted on individually.

1. Terminology relating to the Group Executive Committee

Motion: The Board of Directors proposes to the Annual General Meeting that the term “Geschäftsleitung” in the German version of the Articles of Association be replaced by the term “Konzernleitung” in § 14, 25, 27, 28, 29, 31, 32 and 33 and headings IV and V.

Explanation: The proposed change will standardize the terminology throughout the Rieter Group. As a result, nothing will change in the German version of the Articles of Association except for the name of the highest operational management body of the Rieter Group. The English version of the Articles of Association will not be affected by this terminological adaptation.

2. Voting rights, passing resolutions, elections (§ 13)

Motion: The Board of Directors proposes to the Annual General Meeting that § 13 of the Articles of Association be amended as follows:

Previous

1. Each share counts as one vote.
2. The Annual General Meeting passes resolutions by an absolute majority of the voting shares represented, unless the law or the Articles of Association contain provisions to the contrary. In particular, approvals of the remuneration of the Board of Directors and the Group Executive Committee, resolutions on the attribution of retained earnings, in particular the determination of dividends, shall be passed by a majority of the votes cast, whereby abstentions shall not be counted as votes cast. A majority of at least two-thirds of the votes represented is required for the resolutions mentioned in Art. 704 para. 1 of the Swiss Code of Obligations and for all other amendments to the Articles of Association.
3. If an election is not decided in the first ballot and more than one candidate is standing for election, the Chairman shall order a second ballot in which the relative majority decides.

New

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. Votes and elections are generally open. They are conducted in writing if the Chairman orders a written vote or election, or if the majority of shareholders present at the meeting request a written vote or election. Written votes or elections may also be conducted electronically.

4. The Chairman may order that votes and elections be conducted openly, in writing or electronically.

Explanation: The proposed amendment modifies and clarifies § 13 of the Articles of Association with regard to the passing of resolutions at the Annual General Meeting and the voting and election procedure. In particular, it clarifies the calculation of the required majority in line with the legal requirements and simplifies the provision in the Articles of Association, which is in the interests of public shareholders. In addition, the Chairman is expressly granted the option of ordering an open, written or electronic voting and election procedure.

3. Special quorum (§ 15)

Motion: The Board of Directors proposes to the Annual General Meeting that § 15 of the Articles of Association be amended as follows:

Previous

The dissolution of the company or the merger with another company pursuant to § 14 lit. h can only be approved if at least half of the share capital is represented at the General Meeting of Shareholders and two-thirds of the votes represented vote in favor of the motion in question. If the attendance quorum is not met the first time, a new General Meeting must be convened at least 30 days later, which will then be able to approve the dissolution or merger with a two-thirds majority of the votes represented.

New

[Deleted.]

Explanation: The proposed amendment deletes § 15 of the Articles of Association without replacement. The existing special provision in the Articles of Association on the attendance and approval requirements for resolutions concerning the dissolution of the company or a merger pursuant to § 14 lit. h will be deleted, so that in future the statutory provisions and other provisions of the Articles of Association will apply, which is in the interests of public shareholders.

4. Convening, passing of resolutions (§ 20)

Motion: The Board of Directors proposes to the Annual General Meeting that § 20 of the Articles of Association be amended as follows:

Previous

2. The presence of at least a majority of the members is required to pass a valid resolution. The resolutions of the Board of Directors are passed by majority vote; in the event of a tie, the Chairman has the casting vote.

New

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.

Explanation: The proposed amendment modifies § 20 of the Articles of Association in such a way that a quorum of presence is not required for declaratory resolutions of the Board of Directors in connection with capital increases and capital reductions, or the associated amendments to the Articles of Association. This simplification takes into account the fact that such resolutions serve to execute capital measures that have already been approved and is consistent with the current standard practice of articles of association of listed companies in Switzerland.

5. Approval of remuneration (§ 27)

Motion: The Board of Directors proposes to the Annual General Meeting that § 27 of the Articles of Association be amended as follows:

Previous

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 financial year following the Annual General Meeting;
 - b. total maximum amount of remuneration for the Group Executive Committee for the financial year following the Annual General Meeting.

2. If variable remuneration is approved prospectively, the Board of Directors shall submit the remuneration report to the Annual General Meeting for a consultative vote.

New

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.**

Explanation: The new provision is intended to provide a clearer, more transparent and more practical basis for approval of the remuneration of the Board of Directors and the Group Executive Committee. The Annual General Meeting will be involved in the approval of remuneration in a more differentiated manner.

The wording regarding the period for approval of the maximum remuneration of the Board of Directors is to be adapted to reflect the practice Rieter has followed for many years and shall run from the Annual General Meeting to the conclusion of the next Annual General Meeting.

The fixed and variable remuneration of the Group Executive Committee shall now be subject to separate approval by the Annual General Meeting. As before, the total amount of the maximum fixed remuneration of the Group Executive Committee shall be submitted to the Annual General Meeting for approval for the financial year following the Annual General Meeting. However, the total amount of the variable remuneration of the Group Executive Committee shall now be submitted to the Annual General Meeting for approval for the financial year preceding the Annual General Meeting. The latter proposal increases the transparency and legitimacy of the variable remuneration of the Group Executive Committee, as the Annual General Meeting has all the relevant information about the previous financial year at the time the resolution is passed, enabling it to make an informed decision.

The Board of Directors shall now be given the option of submitting additional remuneration elements, special periods or conditional proposals to the Annual General Meeting if business developments so require. This flexibility is important for modern remuneration systems, particularly in dynamic market environments such as those in which Rieter operates.

Another aim is to clarify that, in accordance with Rieter's established practice, the remuneration report is to be approved by a consultative vote at the Annual General Meeting.

6. Contracts with members of the Board of Directors and the Group Executive Committee (§ 31)

Motion: The Board of Directors proposes to the Annual General Meeting that § 31 of the Articles of Association be amended as follows:

Previous

2. The conclusion of non-competition agreements for the period after termination of an employment contract is permitted. To compensate for such a non-competition agreement, compensation may be paid for a maximum of two years, the total amount of which per year may not exceed 50% of the last annual remuneration paid to this member.

New

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.](#)

Explanation: The proposed amendment aligns § 31 of the Articles of Association with the current wording of the law with regard to compensation for non-competition agreements.

7. Publication medium, notifications (§ 37)

Motion: The Board of Directors proposes to the Annual General Meeting that § 37 of the Articles of Association be amended as follows:

Previous

2. Convocations and notifications to shareholders are sent by letter or electronically to the most recent addresses entered in the share register.

New

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

Explanation: The proposed amendment modifies § 37 of the Articles of Association with regard to notifications to shareholders. It clarifies that notifications are made primarily by publication in the Swiss Official Gazette of Commerce and may also continue to be sent by letter or electronically. This corresponds to the current standard practice of articles of association of listed companies in Switzerland.