

**RIETER**

Invitation to the  
Ordinary Annual General Meeting

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## DEAR SHAREHOLDER,

The Board of Directors of Rieter Holding Ltd., Winterthur, takes pleasure in inviting you to the 135<sup>th</sup> ordinary Annual General Meeting (AGM).

All agenda items and motions for the AGM, including the explanatory notes, can be found on the following pages. Please use the attached form to register for the AGM or to grant power of attorney, or register on the shareholder platform [rieter.shapp.ch](https://rieter.shapp.ch). If you have any questions, please send an email to [shareregister@rieter.com](mailto:shareregister@rieter.com).

At the same time you will receive the short version of the 2025 Annual Report. The full digital version is available on the Internet at [www.rieter.com](http://www.rieter.com) or at [reports.rieter.com/2025/ar/en](http://reports.rieter.com/2025/ar/en).

The AGM will take place on Thursday, April 16, 2026, at 4 p.m., in the Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland). The minutes of the resolutions will be published on the Rieter website after the AGM.

Dear Shareholders, I would like to thank you for the confidence you have placed in us and look forward to welcoming you to the Annual General Meeting.

Yours sincerely,

On behalf of the Board of Directors  
Rieter Holding Ltd.



Thomas Oetterli  
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 2025, 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 2025 be approved.

**Explanation:** The complete Annual Report includes the financial statements of both the Rieter Group and Rieter Holding Ltd. as well as the corresponding reports of the statutory auditor. The auditor KPMG AG, Zurich (Switzerland), has audited the financial statements and the consolidated financial statements of Rieter Holding AG and has nothing to add to the audit reports.

### 2. Consultative vote on the 2025 report on non-financial matters

**Motion:** The Board of Directors proposes that the 2025 report on non-financial matters (see Annual Report 2025, page 62–103) be approved in terms of a non-binding consultative vote.

**Explanation:** Pursuant to Art. 964c para. 1 CO, the Board of Directors submits the 2025 report on non-financial matters to the Annual General Meeting. This is part of the 2025 Annual Report and is available on the Rieter website ([www.rieter.com](http://www.rieter.com) or at [reports.rieter.com/2025/ar/en](http://reports.rieter.com/2025/ar/en)) or at the company's registered offices from February 26, 2026.

### 3. 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.

**Explanation:** With the discharge of the members of the Board of Directors and the Group Executive Committee, the company as well as the approving shareholders declare that they will no longer hold accountable those

responsible for events from the past financial year that were brought to the attention of the Annual General Meeting.

#### 4. Appropriation of retained earnings and distribution of a dividend

Rieter Holding Ltd. 2025	CHF
Retained earnings carried forward from previous year	27 493 759
Net profit for the year	110 678
<b>At the disposal of the Annual General Meeting</b>	<b>27 604 437</b>

**Motion:** The Board of Directors proposes to appropriate the retained earnings as follows:

No dividend distribution	0
Balance to be carried forward	27 604 437
	<b>27 604 437</b>

**Motion:** The Board of Directors proposes to waive the distribution of a dividend.

**Explanation:** The Board of Directors proposes to the shareholders that no dividend be distributed in view of the negative Group result. The company continues to adhere to its fundamental dividend policy of distributing at least 40% of net profit.

#### 5. Amendment to the Articles of Association

The supplement “Amendment to the Articles of Association” contains a presentation of the current and the proposed new provisions.

**Motion:** The Board of Directors proposes that the Articles of Association be approved in accordance with the proposed amendments.

**Explanation:** The proposed amendments relate to a few provisions concerning the adoption and implementation of resolutions by the General Meeting and the Board of Directors, the approval of the remuneration of the Board

of Directors and the Group Executive Committee, contracts with members of the Board of Directors and the Group Executive Committee and the modalities of communication with shareholders. The aim is to clarify certain provisions in the Articles of Association, align them with statutory requirements, expand and refine the provisions on the approval of remuneration, and overall draft them in a more practical manner consistent with current standards of listed companies in Switzerland.

## 6. Remuneration

### 6.1. Consultative vote on the Remuneration Report 2025

**Motion:** The Board of Directors proposes that the Remuneration Report 2025 be approved as a non-binding consultative vote.

**Explanation:** The Remuneration Report contains the basis for the remuneration of the Board of Directors and the Group Executive Committee and the remuneration for the members of the two bodies for the financial year 2025. The Board of Directors submits the Remuneration Report to the shareholders for a consultative vote. The Remuneration Report is on pages 104 to 122 of the Annual Report. The digital Annual Report is available on the Internet at [www.rieter.com](http://www.rieter.com) or at [reports.rieter.com/2025/ar/en](http://reports.rieter.com/2025/ar/en).

### 6.2. Approval of the total amount of the maximum remuneration of the Board of Directors for the period from January 1, 2027, to the ordinary Annual General Meeting 2027

**Motion:** Subject to the approval of the proposed amendment to the Articles of Association concerning the remuneration of the Board of Directors by the General Meeting according to agenda item 5, the Board of Directors proposes that the total amount of the maximum remuneration of CHF 600 000 of the Board of Directors for the period from January 1, 2027, to the ordinary Annual General Meeting 2027 be approved.

**Explanation:** Subject to the approval of the requested amendment to Article 27 paragraph 1 letter a of the Articles of Association by the ordinary Annual General Meeting, the total amount of the maximum remuneration of the

Board of Directors will be approved for each period from an ordinary Annual General Meeting until the next ordinary Annual General Meeting. The remuneration concept of the Board of Directors remains basically unchanged; only the remuneration period is adjusted.

At the ordinary Annual General Meeting 2025, the total amount of the maximum remuneration of the Board of Directors in the amount of CHF 2 000 000 for the financial year 2026 (January 1 to December 31) was already approved. In order to implement the new remuneration period, the ordinary Annual General Meeting 2026 will only vote on the total amount of the maximum remuneration of the Board of Directors for the period from 1 January 2027 until the ordinary Annual General Meeting 2027.

The requested total amount of the maximum remuneration of the Board of Directors also includes the compensation for the work in the committees of the Board of Directors.

### 6.3. Approval of the total amount of the maximum fixed remuneration of the Group Executive Committee for the financial year 2027

**Motion:** Subject to the approval of the requested amendment to the Articles of Association regarding the compensation of the Group Executive Committee pursuant to agenda item 5, the Board of Directors requests the approval of the total amount of the maximum fixed remuneration of CHF 3 000 000 (without pension and social benefit contributions) for the Group Executive Committee for the financial year 2027.

**Explanation:** Subject to the approval of the requested amendment to Article 27 paragraph 1 letter b of the Articles of Association by the ordinary Annual General Meeting, only the total amount of the maximum fixed compensation of the Group Executive Committee for the financial year following the Annual General Meeting will be approved in future.

### 6.4. Approval of the total amount of variable remuneration for the Group Executive Committee for the 2025 financial year

**Motion:** Subject to approval of the requested amendment to the Articles of Association concerning the remuneration of the Group Executive Committee

by the General Meeting in accordance with agenda item 5, the Board of Directors requests approval of the total amount of variable remuneration of CHF 0 for the Group Executive Committee for the 2025 financial year.

**Explanation:** Subject to the approval of the proposed introduction of the new Article 27 paragraph 1 lit. c of the Articles of Association by the ordinary General Meeting, the total amount of variable remuneration for the Group Executive Committee will in future be approved retroactively for the financial year preceding the ordinary General Meeting.

For the 2025 financial year, the total amount of the maximum remuneration (fixed and variable) for the Group Executive Committee was already approved at the 2024 ordinary General Meeting. With the present proposal, the actual variable remuneration for the 2025 financial year is being submitted for approval for the first time separately and retroactively (again) in the context of the new approval model. The sum of the requested variable remuneration and the fixed remuneration already paid for the 2025 financial year is within the total amount of the maximum remuneration (fixed and variable) for the Group Executive Committee already approved for the 2025 financial year.

## 7. Election to the Board of Directors

### 7.1. 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.

### 7.2 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.

### 7.3. 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.

#### 7.4. Sarah Kreienbühl

**Motion:** The Board of Directors proposes the re-election of Sarah Kreienbühl until the conclusion of the next Ordinary General Meeting of Shareholders.

#### 7.5. Daniel Grieder

**Motion:** The Board of Directors proposes the re-election of Daniel Grieder until the conclusion of the next Ordinary General Meeting of Shareholders.

#### 7.6. Thomas Oetterli

**Motion:** The Board of Directors proposes the re-election of Thomas Oetterli until the conclusion of the next Ordinary General Meeting of Shareholders.

#### 7.7 Jennifer Maag

**Motion:** The Board of Directors proposes the re-election of Jennifer Maag as a new member until the conclusion of the next Ordinary General Meeting of Shareholders.

**Explanation:** All members of the Board of Directors are standing for re-election. Thomas Oetterli was appointed CEO on March 12, 2023 and was also elected to the Board of Directors at the 2023 Annual General Meeting. No other member of the Board of Directors serves in an executive capacity. All other directors are independent in accordance with the Swiss Code of Best Practice for Corporate Governance. In accordance with these directives, at least half of the members of the Board of Directors must meet the criterion of independence. This criterion is clearly fulfilled for Rieter Holding Ltd. The résumés of the current members of the Board of Directors are published in the Corporate Governance section on pages 29 to 61 of the Annual Report.

### 8. Election of the Chairman of the Board of Directors

**Motion:** The Board of Directors proposes the re-election of Thomas Oetterli as the Chairman of the Board of Directors until the conclusion of the next Ordinary General Meeting of Shareholders.

**Explanation:** Thomas Oetterli was elected to the Board of Directors in 2023. He will continue in his role as CEO of the Rieter Group. The dual mandate is an interim measure to ensure the sustainable implementation of the performance program. In order to comply with good corporate governance, the Board of Directors has elected Roger Baillod as Lead Independent Director until further notice. If and as long as the office of Chairman of the Board of Directors and the office of CEO are held by the same person, a Lead Independent Director will always be appointed.

## 9. Election of the members of the Remuneration Committee

### 9.1. Sarah Kreienbühl

**Motion:** The Board of Directors proposes the re-election of Sarah Kreienbühl until the conclusion of the next Ordinary General Meeting of Shareholders.

### 9.2. Daniel Grieder

**Motion:** The Board of Directors proposes the re-election of Daniel Grieder until the conclusion of the next Ordinary General Meeting of Shareholders.

### 9.3. 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.

**Explanation:** Sarah Kreienbühl has chaired the Remuneration Committee since 2022. Together with Daniel Grieder and Roger Baillod, the Remuneration Committee has the necessary expertise and experience. In accordance with §24 of the Articles of Association, the Board of Directors appoints the chair of the Remuneration Committee.

## 10. Election of the independent voting proxy

**Motion:** The Board of Directors proposes the re-election of Ulrich B. Mayer, Attorney-at-Law, Winkel (Switzerland), until the conclusion of the next Ordinary General Meeting of Shareholders, with the right of substitution in case of his absence.

**Explanation:** Ulrich B. Mayer has declared to Rieter Holding Ltd. that he is independent and that, apart from his activities as independent proxy, he is not active on behalf of the Rieter Group.

## 11. Election of the statutory auditors

**Motion:** The Board of Directors proposes the re-election of KPMG AG, Zurich (Switzerland), as statutory auditors.

**Explanation:** KPMG has been mandated to audit the financial statements and consolidated financial statements of Rieter Holding Ltd. since the Annual General Meeting in 2023. KPMG has the requisite skills and experience to satisfy the requirements of a global industrial company. KPMG AG has confirmed to Rieter Holding Ltd. that it meets the legal requirements for independence required for the exercise of the mandate.

## Organizational notes

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 Tuesday, March 24, 2026. 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 Monday, April 6, 2026 and Thursday, April 16, 2026 do not qualify for the Annual General Meeting.

## Voting material

The voting material can be ordered by means of the enclosed registration form until Monday, April 6, 2026, or electronically via the platform at [rieter.shapp.ch](https://rieter.shapp.ch) until Monday, April 6, 2026 (date of receipt of registration form).

## Admission cards

If you wish to attend the Annual General Meeting in person or to arrange to be represented by another person, please request an admission card with voting

cards. Admission cards and voting material can be ordered by means of the enclosed registration form until Monday, April 6, 2026, or electronically via the platform at **rieter.shapp.ch** until Monday, April 6, 2026 (date of receipt of registration form).

### Representation and power of attorney

Shareholders who do not attend the Annual General Meeting in person can arrange to be represented:

- a) by an authorized representative of his choice having power of attorney: the power of attorney must be validly issued on the admission card ordered by the shareholder;
- b) by Ulrich B. Mayer, Attorney-at-Law, Dorfstrasse 10, 8185 Winkel (Switzerland), as the independent voting proxy: the power of attorney and instructions to the independent voting proxy can be issued by means of the enclosed registration form or electronically via the platform at **rieter.shapp.ch**. Signing the registration 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 registration form with your instructions no later than Tuesday, April 14, 2026, to Rieter Holding Ltd., Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke (Switzerland). The prompt return of the registration form facilitates preparations by the shareholders' register for the Annual General Meeting. The admission cards and voting material will be mailed as from Thursday, April 2, 2026.

Please note that only registered shareholders will be admitted to the Annual General Meeting (persons accompanying them cannot be admitted). Shareholders who have sold their shares prior to the Annual General Meeting are no longer eligible to vote. In the event of partial sales, the admission card already issued must be exchanged for a new one at the "Share register" desk before the Annual General Meeting. Voting is conducted electronically at the Annual General Meeting of Rieter Holding Ltd. You will receive detailed instructions with the admission card as well as at the Annual General Meeting.

## Route to the Annual General Meeting

The Annual General Meeting will be held in the Eulachhallen, Wartstrasse 73, 8400 Winterthur (Switzerland). The subsequent refreshments will also be served there.

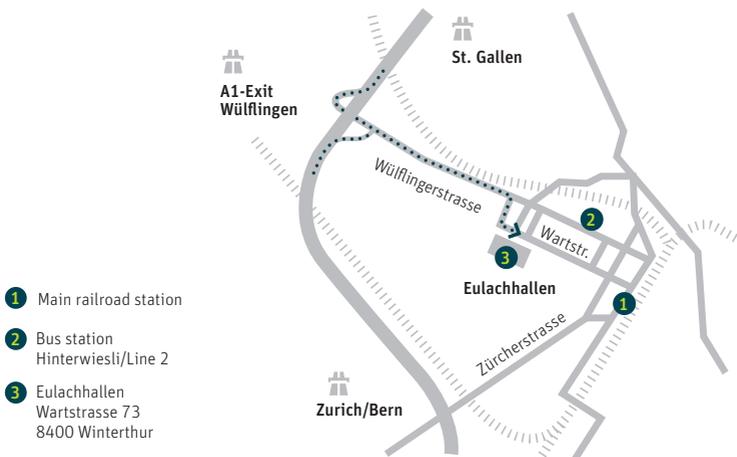
Shareholders are requested to use public transport, since only a limited number of parking spaces are available in front of the Eulachhallen.

## Transfer from Winterthur railroad station to the Eulachhallen

“Stadtbus Winterthur” buses are available in front of the main railroad station (Sector G) from 3 p.m.

## Return journey in the evening

A bus service is available for the return journey from the Eulachhallen to the main railroad station. The last bus leaves at approximately 7:30 p.m.



## Annual Report

The Annual Report, the financial statements and the consolidated financial statements for 2025, the statutory auditor's reports and the Remuneration Report are available for inspection by shareholders at the company's registered office. You will also find the digital Annual Report on our website at [www.rieter.com](http://www.rieter.com) or at [reports.rieter.com/2025/ar/en](http://reports.rieter.com/2025/ar/en).

These documents will also be forwarded on request to all shareholders entered in the shareholders' register of Rieter Holding Ltd. on Tuesday, March 24, 2026.

Winterthur, March 24, 2026

## Enclosure

- Registration form
- Explanatory notes to the registration form
- Summary of 2025 Annual Report
- Self-addressed envelope



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