

Financial report

58 Comments on the 2006 financial report

Consolidated financial statements

60 Consolidated income statement

61 Consolidated balance sheet

62 Consolidated statement of cash flows

63 Changes in consolidated equity

64 Notes to the consolidated financial statements

92 Significant subsidiaries and associated companies

94 Report of the group auditors

Financial statements of Rieter Holding Ltd.

95 Income statement

96 Balance sheet

97 Notes

102 Proposal of the Board of Directors

103 Report of the statutory auditors

Appendix

104 Review 2002 to 2006

106 Additional information to shareholders

Comments on the 2006 financial report

Sales and corporate output

Rieter's sales of 3 579.9 million CHF in the year under review (+15% compared with 2005) were the highest in the company's history. Corporate output improved by 14% to 3 447.5 million CHF. The growth of 457.9 million CHF in consolidated sales was fueled mainly by the Textile Systems Division, which reported an increase of 315.3 million CHF or 29%; the increase at the Automotive Systems Division amounted to 147.8 million CHF or 7%. Currency translation effects on consolidated sales amounted to +2%, with the appreciation of the Euro, the Canadian Dollar and the Brazilian Real versus the Swiss franc having a positive impact on reported sales.

The acquisition of Graf (consolidated as of October 2005) and the remaining share capital of Unikeller India, together with the new joint venture in Northern China, contributed 97.1 million CHF to sales by the Rieter Group (22.7 million CHF in 2005). The manmade fiber activities divested in the 4th quarter of the financial year accounted for 78.5 million CHF of sales. The main sales markets for Textile Systems in 2006 were again in Asia; they accounted for 67% of the division's sales (65% in 2005). Growth at Automotive Systems was almost entirely organic. The Division achieved growth in Western Europe although the overall trend in vehicle output there was negative. Sales in North America declined mainly due to lower output by the US manufacturers.

Operating result

In the year under review the operating result before special charges, interest and taxes increased by 31% to 256.3 million CHF. The operating margin as a proportion of corporate output rose to 7.4% (6.4% in 2005). After special charges (book losses on divestments at Textile Systems and restructur-

ing costs mainly at Automotive Systems) totaling 75.7 million CHF (12.7 million CHF in 2005), consolidated EBIT amounted to 180.6 million CHF (183.0 million CHF in 2005) and the EBIT margin was 5.2% (6.0% in 2005).

Mainly due to the strong sales growth, the operating result before special charges, interest and taxes at Textile Systems improved by 67.5 million CHF to 148.2 million CHF, which corresponds to an operating margin of 11.1% (7.7% in 2005). The operating result for the textile machinery operations was depressed by special charges (book losses on divestments, restructuring costs) of 55.5 million CHF, resulting in EBIT of 92.7 million CHF (74.7 million CHF in 2005), or an EBIT margin of 7.0% (7.1% in 2005). At Automotive Systems the operating result before special charges, interest and taxes was 3.2 million CHF lower at 114.9 million CHF, equivalent to a margin of 5.4% (5.9% in 2005). Operational improvements and increased volumes did not offset the impact of higher prices for energy and raw materials and the pressure exerted on prices by the automobile manufacturers. Restructuring costs of 20.2 million CHF (6.7 million CHF in 2005) reduced EBIT at the Automotive Systems Division to 94.7 million CHF (111.4 million CHF in 2005), equivalent to a margin of 4.4% (5.6% in 2005).

Financial result

Rieter reported a positive net financial result of 44.5 million CHF in the year under review (22.6 million CHF in 2005). Income of 55.5 million CHF (37.2 million CHF in 2005) from marketable securities and other financial income in particular contributed to this increase. Rieter took full advantage of the opportunities offered by a positive market environment. At the end of 2006 Rieter held securities

totaling 175.9 million CHF (232.0 million CHF in 2005). Valuation reserves included in shareholders' equity for marketable securities available for sale and investments amounted to 23.5 million CHF at the end of 2006 (15.8 million CHF in 2005).

Taxes

Despite the higher net profit before taxes, the tax charge increased by only 0.2 million CHF to 67.7 million CHF. The corporate tax rate declined to 30.1% (32.8% in 2005). The good net financial result included in pre-tax profit, together with optimization of the financing and tax structure, contributed to this outcome.

Net profit and earnings per share

Rieter's net profit increased by 14% to 157.4 million CHF (138.1 Mio. CHF in 2005) with a higher net financial result, a lower tax rate and a slight reduction in EBIT due to special charges. The net profit margin amounted to 4.6% (4.5% in 2005). Excluding special charges, the profit margin amounted to 6.8% (5.0% in 2005). Earnings per share of 35.53 CHF represented an improvement of 15% compared with the previous year's figure of 30.80 CHF.

Cash flow and net liquidity

The higher operating profit before special charges resulted in a substantial increase of 72.7 million CHF in cash flow to 329.6 million CHF. Despite the increase of 82.6 million CHF in net working capital (17.9 million CHF in 2005), free cash flow rose to 100.6 million CHF (-1.4 million CHF in 2005). This increase was also due to the utilization of funds for acquisitions in 2005. Net liquidity increased by 50.6 million CHF to 147.3 million CHF.

Balance sheet

Total assets grew by 6% to 2 884.6 million CHF. The increased volume of business resulted in higher inventories and receivables. The 4% bonds are due for repayment in 2007 and were therefore reclassified from non-current to current liabilities in the year under review. Shareholders' equity of 1 375.4 million CHF at the end of 2006 (1 262.2 million CHF in 2005) resulted in an equity ratio of 47.7% (46.5% in 2005). Goodwill at the end of 2006 amounted to 118.9 million CHF (151.0 million CHF in 2005). The decline was due to the divestment of the manmade fiber activities. In compliance with IFRS 3, goodwill was no longer amortized in 2005 and 2006.

Proposed dividend

Rieter Holding Ltd. reported a net profit of 63.4 million CHF for the 2006 financial year (49.3 million CHF in 2005). Together with retained earnings brought forward from the previous year, a total of 92.7 million CHF is at the disposal of the Annual General Meeting. In light of the sound balance sheet and the confident outlook for the 2007 financial year, the Board of Directors will propose to the Annual General Meeting of Rieter Holding Ltd. on May 10, 2007, that it approve a 50% increase in the dividend for 2006 to 15.00 CHF per share (10.00 CHF in 2005). This corresponds to a total distribution of 62.8 million CHF (41.5 million CHF in 2005). Based on the year-end share price of 638 CHF, this results in a dividend yield of 2.4% on Rieter shares.

Share price

The price of Rieter shares rose by 64% to 638 CHF at the end of 2006 (390 CHF at the end of 2005). In 2005 the share price rose from 330 CHF to 390 CHF, resulting in a total price rise of 93% for the years 2005 and 2006 (cf. page 105).

Consolidated income statement

| CHF million | Notes | 2006 | %* | 2005 | %* |
|--|-------|----------------|--------------|----------------|--------------|
| Sales¹ | (3) | 3 579.9 | | 3 122.0 | |
| Sales deductions | | -145.2 | | -112.3 | |
| Change in semi-finished and finished goods | | 8.3 | | 22.3 | |
| Own work capitalized | | 4.5 | | 3.6 | |
| Corporate output¹ | | 3 447.5 | 100.0 | 3 035.6 | 100.0 |
| Material costs | | -1 606.1 | -46.6 | -1 372.3 | -45.2 |
| Employee costs | (4) | -1 011.7 | -29.4 | -942.5 | -31.0 |
| Other operating expenses | | -479.8 | -13.9 | -432.7 | -14.3 |
| Other operating income | | 51.4 | 1.5 | 38.0 | 1.2 |
| Depreciation and amortization | (5) | -145.0 | -4.2 | -130.4 | -4.3 |
| Operating result before special charges, interest and taxes | | 256.3 | 7.4 | 195.7 | 6.4 |
| Special charges | (6) | -75.7 | -2.2 | -12.7 | -0.4 |
| Operating result before interest and taxes (EBIT) | | 180.6 | 5.2 | 183.0 | 6.0 |
| Financial income | (7) | 65.0 | | 43.8 | |
| Financial expenses | (8) | -20.5 | | -21.2 | |
| Profit before taxes | | 225.1 | 6.5 | 205.6 | 6.8 |
| Income taxes | (9) | -67.7 | | -67.5 | |
| Net profit | | 157.4 | 4.6 | 138.1 | 4.5 |
| Attributable to: | | | | | |
| Shareholders of Rieter Holding Ltd. | | 147.4 | | 126.9 | |
| Minority interests | | 10.0 | | 11.2 | |
| Earnings per share | | | | | |
| • average number of registered shares outstanding: 4 149 946 (4 120 304 in 2005) | CHF | 35.53 | | 30.80 | |
| Diluted earnings per share | | | | | |
| • average number of shares to calculate diluted earnings per share ² : 4 150 198 (4 121 735 in 2005) | CHF | 35.52 | | 30.79 | |

* in % of corporate output

1. Excluding other operating income (2005 presentation adjusted).

2. Including dilution impact in connection with option plan.

The notes on pages 64 to 91 are an integral part of the consolidated financial statements.

Consolidated balance sheet

| CHF million | Notes | December 31, 2006 | December 31, 2005 |
|---|-------|----------------------|----------------------|
| Assets | | | |
| Tangible fixed assets | (11) | 867.6 | 835.8 |
| Intangible assets | (12) | 161.0 | 198.2 |
| Financial assets | (13) | 111.9 | 115.0 |
| Deferred tax assets | (9) | 11.5 | 10.6 |
| Non-current assets | | 1 152.0 | 1 159.6 |
| Inventories | (14) | 483.0 | 426.0 |
| Trade receivables | (15) | 654.9 | 573.2 |
| Other receivables | (16) | 120.4 | 125.4 |
| Marketable securities | (17) | 175.9 | 232.0 |
| Cash and cash equivalents | (18) | 298.4 | 198.5 |
| Current assets | | 1 732.6 | 1 555.1 |
| Assets | | 2 884.6 | 2 714.7 |
| Shareholders' equity and liabilities | | | |
| Share capital | | 22.3 | 22.3 |
| Share premium account (capital reserve) | | 27.5 | 27.5 |
| Group reserves | | 1 270.7 | 1 142.4 |
| Equity attributable to shareholders of Rieter Holding Ltd. | | 1 320.5 | 1 192.2 |
| Equity attributable to minority interests | (19) | 54.9 | 70.0 |
| Total shareholders' equity | | 1 375.4 | 1 262.2 |
| in % of total shareholders' equity and liabilities | | 47.7% | 46.5% |
| Bonds | (20) | 0.0 | 200.0 |
| Other long-term financial debt | (20) | 66.8 | 64.8 |
| Deferred tax liabilities | (9) | 71.5 | 69.9 |
| Provisions | (21) | 174.8 | 175.3 |
| Other non-current liabilities | | 5.0 | 5.0 |
| Non-current liabilities | | 318.1 | 515.0 |
| Trade payables | | 399.9 | 431.8 |
| Advance payments by customers | | 160.6 | 125.9 |
| Bonds | (20) | 200.0 | 0.0 |
| Other short-term financial debt | (20) | 60.2 | 69.0 |
| Current tax liabilities | | 37.9 | 23.8 |
| Other current liabilities | (22) | 332.5 | 287.0 |
| Current liabilities | | 1 191.1 | 937.5 |
| Liabilities | | 1 509.2 | 1 452.5 |
| Shareholders' equity and liabilities | | 2 884.6 | 2 714.7 |

The notes on pages 64 to 91 are an integral part of the consolidated financial statements.

Consolidated statement of cash flows

| CHF million | Notes | 2006 | 2005 |
|---|-------|--------------|---------------|
| Net profit | | 157.4 | 138.1 |
| Depreciation and amortization of tangible and intangible fixed assets | | 145.0 | 130.4 |
| Loss on divestments | | 48.5 | 0.0 |
| Other non-cash income and expenses | | -21.3 | -11.6 |
| Change in inventories | | -74.9 | -19.5 |
| Change in trade receivables | | -95.1 | -9.9 |
| Change in other receivables | | 1.4 | 2.9 |
| Change in provisions | | 5.6 | 3.8 |
| Change in trade payables | | -23.0 | 31.4 |
| Change in advance payments by customers and other liabilities | | 109.0 | -22.8 |
| Cash provided by operations | | 252.6 | 242.8 |
| Capital expenditure on tangible and intangible assets | | -186.2 | -182.3 |
| Proceeds from disposals of tangible and intangible assets | | 32.7 | 20.9 |
| Investments in financial assets | | -6.6 | -10.2 |
| Proceeds from disposals of financial assets | | 14.3 | 4.1 |
| Change in holdings of marketable securities | | 67.1 | -78.6 |
| Acquisitions | (23) | -3.9 | -76.7 |
| Divestments | (24) | -2.3 | 0.0 |
| Cash used for investing activities | | -84.9 | -322.8 |
| Dividend paid to shareholders of Rieter Holding Ltd. | | -41.5 | -41.5 |
| Change in holding of own shares | | 3.5 | 8.5 |
| Dividends paid to minority interests | | -7.4 | -3.8 |
| Buyout of minority interests | | -14.9 | -60.2 |
| Change in short-term financial debt | | -8.8 | 12.9 |
| Change in long-term financial debt | | 1.6 | -38.9 |
| Cash used for financing activities | | -67.5 | -123.0 |
| Currency effect | | -0.3 | -4.1 |
| Change in cash and cash equivalents | | 99.9 | -207.1 |
| Cash and cash equivalents at beginning of the year | | 198.5 | 405.6 |
| Cash and cash equivalents at end of the year | | 298.4 | 198.5 |
| Interest paid | | 20.8 | 18.3 |
| Taxes paid | | 55.8 | 53.9 |
| Interest received | | 6.7 | 5.3 |
| Dividends received | | 1.4 | 1.3 |

The notes on pages 64 to 91 are an integral part of the consolidated financial statements.

Changes in consolidated equity

| CHF million | Share capital | Own shares | Share premium account | Valuation reserves | Retained earnings | Total attributable to Rieter shareholders | Attributable to minority interests | Total |
|--|---------------|-------------|-----------------------|--------------------|-------------------|---|------------------------------------|----------------|
| At December 31, 2004 | 22.3 | -0.1 | 27.5 | 231.9 | 788.2 | 1 069.8 | 77.8 | 1 147.6 |
| Currency effect | 0.0 | 0.0 | 0.0 | 49.1 | 0.0 | 49.1 | 6.6 | 55.7 |
| Change in marketable securities available for sale | 0.0 | 0.0 | 0.0 | 7.7 | 0.0 | 7.7 | 0.0 | 7.7 |
| Net result recognized directly in equity | 0.0 | 0.0 | 0.0 | 56.8 | 0.0 | 56.8 | 6.6 | 63.4 |
| Net profit | 0.0 | 0.0 | 0.0 | 0.0 | 126.9 | 126.9 | 11.2 | 138.1 |
| Total recognized results | 0.0 | 0.0 | 0.0 | 56.8 | 126.9 | 183.7 | 17.8 | 201.5 |
| Dividend of Rieter Holding Ltd. | 0.0 | 0.0 | 0.0 | 0.0 | -41.5 | -41.5 ¹ | 0.0 | -41.5 |
| Dividends to minority interests | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | -3.8 | -3.8 |
| Buyout of minority interests | 0.0 | 0.0 | 0.0 | 0.0 | -38.4 | -38.4 | -21.8 | -60.2 |
| Change in holding of own shares | 0.0 | 0.0 | 0.0 | 0.0 | 18.6 | 18.6 | 0.0 | 18.6 |
| At December 31, 2005 | 22.3 | -0.1 | 27.5 | 288.7 | 853.8 | 1 192.2 | 70.0 | 1 262.2 |
| Currency effect | 0.0 | 0.0 | 0.0 | 9.5 | 0.0 | 9.5 | -4.2 | 5.3 |
| Change in marketable securities available for sale | 0.0 | 0.0 | 0.0 | 7.7 | 0.0 | 7.7 | 0.0 | 7.7 |
| Net result recognized directly in equity | 0.0 | 0.0 | 0.0 | 17.2 | 0.0 | 17.2 | -4.2 | 13.0 |
| Net profit | 0.0 | 0.0 | 0.0 | 0.0 | 147.4 | 147.4 | 10.0 | 157.4 |
| Total recognized results | 0.0 | 0.0 | 0.0 | 17.2 | 147.4 | 164.6 | 5.8 | 170.4 |
| Dividend of Rieter Holding Ltd. | 0.0 | 0.0 | 0.0 | 0.0 | -41.5 | -41.5 ¹ | 0.0 | -41.5 |
| Dividends to minority interests | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | -7.4 | -7.4 |
| Buyout of minority interests | 0.0 | 0.0 | 0.0 | 0.0 | 1.6 | 1.6 | -16.5 | -14.9 |
| Other changes in minority interests | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 3.0 | 3.0 |
| Change in holding of own shares | 0.0 | 0.0 | 0.0 | 0.0 | 3.6 | 3.6 | 0.0 | 3.6 |
| At December 31, 2006 | 22.3 | -0.1 | 27.5 | 305.9 | 964.9 | 1 320.5 | 54.9 | 1 375.4 |

1. CHF 10.00 per registered share.

Valuation reserves include valuation gains of 23.5 million CHF (15.8 million CHF in 2005) on marketable securities available for sale and investments.

The notes on pages 64 to 91 are an integral part of the consolidated financial statements.

Notes to the consolidated financial statements

1 Principles of consolidation and accounting principles

Principles of consolidation

The basis for the consolidated financial statements are the financial statements of the individual group companies at December 31, 2006. These are formed using uniform accounting policies. The consolidated financial statements of the Rieter Group prepared in accordance with the consolidation and accounting principles set out below are based on fair value for the financial instruments and historical costs for other assets and liabilities, and they conform to International Financial Reporting Standards (IFRS).

For the Annual Report 2006 Rieter has applied the same principles of consolidation and accounting principles as in the previous year. The International Accounting Standards Board (IASB) revised IAS 19 (Employee Benefits) and IAS 39 (Financial Instruments: Recognition and Measurement). These amendments have no material influence on consolidated shareholders' equity and net profit. IAS 19 (revised) resulted in the disclosure of further information in the explanatory notes. The option to recognize all actuarial gains and losses directly in retained earnings will not be exercised at present.

Assumptions and estimates

Financial reporting requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, contingent assets and contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are periodically reviewed and relate primarily to the areas of asset impairment, pension plans, provisions and taxes.

Scope of consolidation

The financial statements of Rieter Holding Ltd. and those group companies in which it has a controlling influence are fully consolidated. A controlling influence normally exists when more than 50% of the voting rights are owned, either directly or indirectly. Joint ventures in which a 50% interest is held are also fully consolidated if Rieter exercises control, either by appointing management, by being the company's main customer, or by integrating the joint venture in the group's customer services organization and product policies. Changes in the scope of consolidation are recognized on the date when control of the relevant business is assumed. Intercompany transactions are eliminated.

Holdings of 20% to 49% are included in the consolidated financial statements using the equity method. Holdings of less than 20% are included in the balance sheet at fair value. The significant subsidiaries and associated companies are listed on pages 92 and 93.

Change in the scope of consolidation

The acquisition of Tianjin Rieter Nittoku Automotive Sound-Proof Co. Ltd. and Rieter Automotive India Pvt. Ltd. as well as the sale of Rieter Textile Machinery France SAS changed the scope of consolidation in the year under review. The impact of these transactions on the consolidated financial statements is shown in Note 23 and 24 (pages 82 to 85).

Currency translation

The financial statements of the foreign group companies are drawn up in local currency and translated into Swiss francs for purposes of consolidation. Year-end exchange rates are used for the balance sheet, average exchange rates for the income statement.

Currency differences arising from translation are posted directly to equity with no impact on income. In the event of the disposal or liquidation of foreign group companies, the accumulated currency differences are offset against sale or liquidation proceeds.

Tangible fixed assets

Tangible fixed assets, including non-operational property, are included in the balance sheet at acquisition cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over each asset's estimated useful life. Land is written down only in the event of ongoing impairment of value.

Useful life is determined according to the expected utilization of each item. The relevant ranges are as follows:

| | |
|--|-------------|
| factory buildings/non-operational property | 20–50 years |
| machinery/plant and equipment | 5–15 years |
| tools/data processing equipment/furniture | 3–10 years |

Investment grants and similar subsidies are re-leased to income in the period corresponding to the related depreciation.

The various categories of assets also include assets financed by long-term contracts (finance leases). The related liabilities are included in the balance sheet under long-term financial debt. The costs of assets held under operating leases are charged to income in the period in which they are incurred.

Intangible assets

Intangible assets such as product licenses, patents and trademark rights acquired from third parties are included in the balance sheet at acquisition cost and are amortized on a straight-line basis over a period of up to eight years.

Research and development

Research costs are recognized in the income statement as incurred. The development costs of major projects are capitalized only if the present value of future cash flows is likely to exceed the expected costs and sales are firm when costs are capitalized.

Goodwill

Goodwill represents the difference between the purchase price of an acquired company and the estimated market value of its net assets. It is capitalized on the date that control of the acquired company is assumed and carried in the currency of the relevant acquisition. Under IFRS 3 it is assumed as of January 1, 2005, that goodwill has an indefinite useful life. Goodwill is therefore no longer regularly amortized, but subjected to an impairment test at least once a year. Until December 31, 2004, goodwill was amortized against income on a straight-line basis over its estimated useful life, not exceeding 20 years.

Cash and cash equivalents

Cash and cash equivalents include bank accounts and short-term time deposits.

Marketable securities

Marketable securities are acquired in accordance with the group's portfolio management policy. They are valued at fair value on balance sheet date. Changes in the value of marketable securities held for trading purposes are posted to income. Changes in the value of marketable securities available for sale are recorded in shareholders' equity until they are sold. When these securities are sold, these changes in value are shown in the income statement. Any impairment in the value of marketable securities available for sale is charged to income.

Trade receivables

Receivables are stated at original invoice value less allowances to reduce them to net realizable value. Valuation adjustments on trade receivables are included if there is reliable evidence to suggest that the amount originally invoiced will not be paid, or not in full. The valuation adjustment represents the difference between the payment expected and the invoiced amount.

Inventories

Raw materials and purchased goods are valued at average cost or at lower net realizable value, while products manufactured in-house are stated at the lower of manufacturing cost or net realizable value. Valuation adjustments are made for slow-moving items and excess stock.

Provisions

If legal or constructive obligations are incurred as a consequence of past events, provisions are made to cover the expected outflow of funds. Provisions are classified as pension provisions, guarantee and warranty provisions, environment provisions and other provisions.

Pension provisions arise from unfunded pension commitments or deficits on funded plans.

Guarantee and warranty provisions are made in the context of product deliveries and services and are based on past experience.

Environment provisions cover the expected remediation costs related to operations in previous years.

Other provisions are made for onerous contracts (where the unavoidable direct costs of performance exceed the expected financial benefit) and other constructive or legal obligations of group companies.

Income taxes

The expected tax charge is calculated and accrued on the basis of the results in the year under review which are relevant for taxation purposes.

Deferred taxes

Deferred taxes on differences in amounts reported for group purposes and amounts determined for local tax purposes are calculated using the liability method; current local tax rates are applied for this purpose. Deferred tax assets and liabilities are offset to the extent that this is permitted by law. Changes in deferred taxes are recorded under tax expenses.

Deferred taxes on retained earnings of group companies are only accrued in cases where a distribution of profits is planned.

The tax impact of losses is capitalized to the extent that it appears probable that such losses will be offset in future by temporary valuation differences or profits.

Pension funds

Employee pension plans are operated by certain subsidiaries, depending upon the level of coverage provided by the government pension facilities in the various countries in which they operate. Some of these are provided by independent pension funds. As a rule, pensions are funded by employees' and employer's contributions. Pension plans exist on the basis of both defined contributions and defined benefits. Pension liabilities arising from defined-benefit plans are calculated according to the "projected unit credit method" and are usually appraised annually by independent actuaries. If the actual assets and pension liabilities differ by more than 10% from the projected values, these actuarial gains or losses are posted to income on a straight-line basis over the remaining service life of the employees covered. In the case of defined-contribution pension plans, the contributions are recorded as expenses in the period in which they are incurred.

Revenue recognition

Sales revenues arising from deliveries of products are recorded when benefit and risk pass to the customer, and sales revenues arising from services are recorded on completion of delivery. Credits, discounts and rebates are deducted from gross proceeds, as well as sales deductions arising from actual or foreseeable defaults.

Financing costs

Financing costs are recognized in the income statement.

Standards that have been published but not yet applied

As of January 1, 2007, the International Accounting Standards Board (IASB) has put into force IFRS 7 (Financial Instruments: Disclosures), Amendment to IAS 1 (Presentation of Financial Statements: Capital Disclosures) and IFRS 8 (Operating Segments). In addition, the International Financial Reporting Interpretations Committee (IFRIC) has published numerous new interpretations, which will become effective after January 1, 2007. Rieter has not adopted early any of these new provisions, and on the basis of an initial assessment does not expect them to have any material impact on consolidated shareholders' equity and net profit when they come into force. However, the new regulations will necessitate additional disclosure in the notes to the consolidated financial statements.

Financial risk management

Business activities are exposed to market risks such as fluctuations in exchange rates and interest rates, as well as volatile stock market prices. These risks are monitored on the basis of risk reporting procedures.

Exchange rate risks

Risks arising from exchange rate fluctuations due to the group's global operations have an impact on the group's financial position and cash flows presented in Swiss francs. Internal forward foreign exchange contracts are concluded when the relevant underlying business transactions are entered into in order to cover transaction risks arising from operational activities. Hedging transactions are entered into with external counterparties with investment-grade international credit ratings and are posted to income at fair value.

Credit risks

Collection risks at the Textile Systems Division are usually hedged by insurance, advance payments, letters of credit or other instruments. The business relationships of the Automotive Systems Division are mostly with well-known manufacturers.

Banking relationships depend on the credit rating and range of services of the relevant institutions.

Market and interest rate risks

Balance sheet items and financial assets or liabilities are hedged against market and interest rate risks centrally at group headquarters. Forwards, options or swaps are used for this purpose.

2 Segment information by division

The group comprises two divisions: Textile Systems develops and produces machinery and integrated systems for converting natural and manmade fibers and their blends into yarns, as well as nonwovens and pelletizing machinery. Automotive Systems develops and produces components, modules and integrated systems in partnership with automotive manufacturers, in order to provide acoustic and thermal comfort in motor vehicles.

Sales¹

| CHF million | 2006 | 2005 |
|--------------------|----------------|----------------|
| Textile Systems | 1 400.7 | 1 085.4 |
| Automotive Systems | 2 179.2 | 2 031.4 |
| Other units | 0.0 | 5.2 |
| Total | 3 579.9 | 3 122.0 |

1. Excluding other operating income (2005 adjusted).

There were no material inter-divisional sales.

Operating result before special charges, interest and taxes

| CHF million | 2006 | 2005 |
|------------------------------------|--------------|--------------|
| Textile Systems | 148.2 | 80.7 |
| Automotive Systems | 114.9 | 118.1 |
| Other units, including group costs | -6.8 | -3.1 |
| Total | 256.3 | 195.7 |

Special charges

| CHF million | 2006 | 2005 |
|--------------------|-------------|-------------|
| Textile Systems | 55.5 | 6.0 |
| Automotive Systems | 20.2 | 6.7 |
| Total | 75.7 | 12.7 |

Operating result before interest and taxes (EBIT)

| CHF million | 2006 | 2005 |
|------------------------------------|--------------|--------------|
| Textile Systems | 92.7 | 74.7 |
| Automotive Systems | 94.7 | 111.4 |
| Other units, including group costs | -6.8 | -3.1 |
| Total | 180.6 | 183.0 |

Assets

| CHF million | 2006 | 2005 |
|---|----------------|----------------|
| Textile Systems ¹ | 848.1 | 834.1 |
| Automotive Systems ¹ | 1 407.3 | 1 299.6 |
| Other units and assets not allocated to the divisions | 629.2 | 581.0 |
| Total | 2 884.6 | 2 714.7 |

1. Segment assets excluding financial and income tax related positions.

Liabilities

| CHF million | 2006 | 2005 |
|--|----------------|----------------|
| Textile Systems ¹ | 429.0 | 396.2 |
| Automotive Systems ¹ | 620.1 | 602.4 |
| Other units and liabilities not allocated to the divisions | 460.1 | 453.9 |
| Total | 1 509.2 | 1 452.5 |

1. Segment liabilities excluding financial and income tax related positions.

Capital expenditure on tangible and intangible assets

| CHF million | 2006 | 2005 |
|--------------------|--------------|--------------|
| Textile Systems | 58.7 | 26.7 |
| Automotive Systems | 121.3 | 155.1 |
| Other units | 6.2 | 0.5 |
| Total | 186.2 | 182.3 |

Depreciation and amortization of tangible and intangible assets

| CHF million | 2006 | 2005 |
|--------------------|--------------|--------------|
| Textile Systems | 43.4 | 34.0 |
| Automotive Systems | 101.1 | 95.7 |
| Other units | 0.5 | 0.7 |
| Total | 145.0 | 130.4 |

Number of employees at year-end

| | 2006 | 2005 |
|--------------------|---------------|---------------|
| Textile Systems | 5 219 | 5 422 |
| Automotive Systems | 9 485 | 9 098 |
| Other units | 122 | 132 |
| Total | 14 826 | 14 652 |

Segment information by geographical region

Sales¹

| CHF million | 2006 | 2005 |
|-----------------------|----------------|----------------|
| Europe | 1 598.0 | 1 438.5 |
| Asia including Turkey | 1 002.9 | 775.3 |
| North America | 726.0 | 722.1 |
| Latin America | 171.5 | 156.2 |
| Africa | 81.5 | 29.9 |
| Total | 3 579.9 | 3 122.0 |

1. Excluding other operating income (2005 adjusted).

Assets

| CHF million | 2006 | 2005 |
|-----------------------|----------------|----------------|
| Europe | 1 825.7 | 1 631.8 |
| Asia including Turkey | 162.2 | 125.2 |
| North America | 833.6 | 899.0 |
| Latin America | 50.8 | 45.5 |
| Africa | 12.3 | 13.2 |
| Total | 2 884.6 | 2 714.7 |

Capital expenditure on tangible and intangible assets

| CHF million | 2006 | 2005 |
|-----------------------|--------------|--------------|
| Europe | 126.6 | 110.3 |
| Asia including Turkey | 18.9 | 18.1 |
| North America | 35.7 | 47.0 |
| Latin America | 4.4 | 1.8 |
| Africa | 0.6 | 5.1 |
| Total | 186.2 | 182.3 |

Number of employees at year-end

| | 2006 | 2005 |
|-----------------------|---------------|---------------|
| Europe | 9 275 | 9 561 |
| Asia including Turkey | 1 816 | 1 322 |
| North America | 2 696 | 2 853 |
| Latin America | 943 | 802 |
| Africa | 96 | 114 |
| Total | 14 826 | 14 652 |

3 Sales

Change in sales

| CHF million | 2006 | 2005 |
|---|--------------|--------------|
| Change in sales due to volume and price, Textile Systems | 236.7 | -158.6 |
| Change in sales due to volume and price, Automotive Systems | 98.9 | 25.8 |
| Change in sales due to volume and price, other activities | -5.2 | -0.5 |
| Impact of acquisitions | 73.2 | 82.9 |
| Currency effects | 54.3 | 35.8 |
| Total change in sales | 457.9 | -14.6 |

4 Employee costs

| CHF million | 2006 | 2005 |
|--|----------------|--------------|
| Wages and salaries | 831.8 | 767.1 |
| Social security and other personnel expenses | 179.9 | 175.4 |
| Total | 1 011.7 | 942.5 |

5 Depreciation and amortization

| CHF million | 2006 | 2005 |
|-----------------------|--------------|--------------|
| Tangible fixed assets | 137.8 | 125.8 |
| Intangible assets | 7.2 | 4.6 |
| Total | 145.0 | 130.4 |

6 Special charges

| CHF million | 2006 | 2005 |
|---------------------|-------------|-------------|
| Restructuring costs | 27.2 | 12.7 |
| Loss on divestments | 48.5 | 0.0 |
| Total | 75.7 | 12.7 |

The restructuring costs include cost reduction measures and transfers of production facilities from Western to Eastern Europe and relate to the Textile Systems segment with 7.0 million CHF (6.0 million CHF in 2005) and the Automotive Systems segment with 20.2 million CHF (6.7 million CHF in 2005). The loss on divestments refers exclusively to the Textile Systems segment and resulted from the divestment of the manmade fiber business (see note 24).

7 Financial income

| CHF million | 2006 | 2005 |
|--|-------------|-------------|
| Income from marketable securities and other financial income | 55.5 | 37.2 |
| Interest income | 6.7 | 5.3 |
| Income from non-consolidated investments | 1.4 | 1.3 |
| Foreign exchange differences, net | 1.4 | 0.0 |
| Total | 65.0 | 43.8 |

8 Financial expenses

| CHF million | 2006 | 2005 |
|--|-------------|-------------|
| Interest cost | 20.5 | 19.9 |
| Other financial expenses and foreign exchange differences, net | 0.0 | 1.3 |
| Total | 20.5 | 21.2 |

Part of the securities holdings are held as marketable securities available for sale. As in the previous year, the change in market value of this portion of the securities portfolio required no value adjustment in the income statement in the year under review.

9 Income taxes

| CHF million | 2006 | 2005 |
|------------------------------|-------------|-------------|
| Current income tax expenses | 68.2 | 63.0 |
| Deferred income tax expenses | -0.5 | 4.5 |
| Total | 67.7 | 67.5 |

Despite higher pre-tax profits in the year under review, the income tax charge was only 0.2 million CHF higher than in the previous year, resulting in a corporate tax rate of 30.1% (32.8% in 2005). The reduction in the corporate tax rate was due mainly to the improvement in the financial result.

Reconciliation of expected and actual tax expenses:

| CHF million | 2006 | 2005 |
|---|-------------|-------------|
| Expected tax expenses on pre-tax profits of 225.1 million CHF (205.6 million CHF in 2005) at an average rate of 20.7% (21.3% in 2005) | 46.7 | 43.8 |
| Impact of non tax-deductible income/expenses | -11.3 | -30.1 |
| Impact of losses and loss carry-forwards | 28.3 | 39.3 |
| Impact of changes in tax rates and tax legislation | -0.9 | -2.3 |
| Other effects | 4.9 | 16.8 |
| Total | 67.7 | 67.5 |

Deferred income taxes

Deferred tax assets and liabilities result from the following balance sheet items:

| CHF million | Deferred tax assets 2006 | Deferred tax liabilities 2006 | Deferred tax assets 2005 | Deferred tax liabilities 2005 |
|--|-----------------------------|----------------------------------|-----------------------------|----------------------------------|
| Tangible fixed assets | 8.8 | -41.9 | 2.1 | -38.3 |
| Inventories | 4.4 | -8.7 | 6.3 | -9.6 |
| Other assets | 16.2 | -34.8 | 7.1 | -28.1 |
| Provisions | 8.5 | -9.7 | 8.3 | -1.2 |
| Other liabilities | 17.2 | -3.9 | 14.6 | -12.3 |
| Valuation adjustments on deferred tax assets | -28.3 | | -24.8 | |
| Tax loss carry-forwards and tax credits | 12.2 | | 16.6 | |
| Total | 39.0 | -99.0 | 30.2 | -89.5 |
| Offsetting | -27.5 | 27.5 | -19.6 | 19.6 |
| Deferred tax assets/liabilities | 11.5 | -71.5 | 10.6 | -69.9 |

Capitalized or non-capitalized deferred income taxes resulting from tax loss carry-forwards and tax credits, presented by year of expiry:

| CHF million | Capitalized 2006 | Non Capitalized 2006 | Total 2006 | Total 2005 |
|------------------|---------------------|-------------------------|---------------|---------------|
| Expiry in | | | | |
| 1-3 years | 0.3 | 2.2 | 2.5 | 3.3 |
| 3-7 years | 0.3 | 3.1 | 3.4 | 9.1 |
| 7 and more years | 11.6 | 114.1 | 125.7 | 109.6 |
| Total | 12.2 | 119.4 | 131.6 | 122.0 |

10 Research and development

144.8 million CHF was spent on research and development (144.7 million CHF in 2005).

Textile Systems focused on the further development of spinning preparation and final spinning machines and components for short-staple spinning mills as well as the development of new final spinning machines. The developments are focused on improved yarn quality, increased productivity and lower consumption of electricity. In the carding, ring spinning and rotor spinning sectors, market-specific generations of machines for India and China were launched. In the nonwovens sector the spunjet process was added to the already established spunbond, spunlace and meltblown processes. The spunjet process combines the spunbond and the spunlace process and enables the commercialization of upgraded products.

Developments at Automotive Systems included applications for new models and customized acoustic products, carpets and underbody components for automotive manufacturers in Europe, America and Asia. Automotive Systems also invests continuously in new processes and materials in order to improve quality and provide customers with cost benefits, and has intensified its synergies with Textile Systems in this field.

As in the previous year, no development costs were capitalized in 2006, since the respective IFRS requirements were not met.

11 Tangible fixed assets

| CHF million | Land and buildings | Machinery, equipment and tools ¹ | Data processing equipment | Vehicles and furniture ² | Machinery and tools under construction | Total tangible fixed assets |
|---|--------------------|---|---------------------------|-------------------------------------|--|-----------------------------|
| Net book value at December 31, 2004 | 222.8 | 366.0 | 12.9 | 15.2 | 34.4 | 651.3 |
| Reclassification | 0.0 | 15.2 | 0.2 | 0.0 | -15.4 | 0.0 |
| Additions by acquisitions | 51.1 | 41.1 | 1.0 | 2.7 | 0.5 | 96.4 |
| Other additions | 38.1 | 87.0 | 5.5 | 5.2 | 45.5 | 181.3 |
| Disposals | -2.4 | -3.4 | -0.4 | -1.0 | 0.0 | -7.2 |
| Depreciation | -15.4 | -96.6 | -7.1 | -6.7 | 0.0 | -125.8 |
| Currency effects | 11.7 | 25.3 | 0.5 | 0.7 | 1.6 | 39.8 |
| Net book value at December 31, 2005 | 305.9 | 434.6 | 12.6 | 16.1 | 66.6 | 835.8 |
| Accumulated depreciation at December 31, 2005 | 311.1 | 1 144.9 | 58.1 | 88.6 | 0.0 | 1 602.7 |
| Cost at December 31, 2005 | 617.0 | 1 579.5 | 70.7 | 104.7 | 66.6 | 2 438.5 |
| Reclassification | -0.5 | 11.5 | 0.1 | 0.1 | -11.2 | 0.0 |
| Additions by acquisitions | 2.8 | 3.3 | 0.0 | 0.2 | 0.1 | 6.4 |
| Other additions | 34.2 | 124.4 | 5.0 | 7.9 | 12.0 | 183.5 |
| Disposals by divestments | 0.0 | -2.3 | 0.0 | -0.6 | 0.0 | -2.9 |
| Other disposals | -13.1 | -3.1 | 0.0 | -0.2 | -1.3 | -17.7 |
| Depreciation | -15.8 | -109.7 | -6.1 | -6.2 | 0.0 | -137.8 |
| Currency effects | 3.3 | -1.7 | 0.0 | 0.1 | -1.4 | 0.3 |
| Net book value at December 31, 2006 | 316.8 | 457.0 | 11.6 | 17.4 | 64.8 | 867.6 |
| Accumulated depreciation at December 31, 2006 | 296.2 | 1 178.6 | 59.2 | 84.0 | 0.6 | 1 618.6 |
| Cost at December 31, 2006 | 613.0 | 1 635.6 | 70.8 | 101.4 | 65.4 | 2 486.2 |

1. Including machinery and operating facilities.

2. Including pilot machines.

Land and buildings

| CHF million | 2006 | 2005 |
|------------------------------|--------------|--------------|
| Land in operational use | 62.3 | 52.4 |
| Buildings in operational use | 243.1 | 236.2 |
| Non-operational property | 11.4 | 17.3 |
| Total | 316.8 | 305.9 |

Buildings in operational use were insured at the replacement value of 1 302.2 million CHF at balance sheet date (1 265.5 million CHF in 2005) and non-operational property at the replacement value of 26.1 million CHF (32.6 million CHF in 2005).

Non-operational property

| CHF million | 2006 | 2005 |
|--------------------------------------|-------------|-------------|
| Net book value at January 1 | 17.3 | 19.6 |
| Disposals | -5.8 | -2.2 |
| Depreciation | -0.1 | -0.1 |
| Net book value at December 31 | 11.4 | 17.3 |
| Market value at December 31 | 18.8 | 25.8 |

A net income value with an anticipated average gross yield of 6.4% (6.8% in 2005), less prospective taxes in the event of sale, was established as the market value of the non-operational property on the basis of estimates of future rental income calculated by the company.

12 Intangible assets

| CHF million | Goodwill | Patents/ trademarks | Other intangible assets | Total intangible assets |
|---|----------------|------------------------|-------------------------------|-------------------------------|
| Net book value at December 31, 2004 | 140.4 | 3.8 | 1.5 | 145.7 |
| Additions by acquisitions | 4.3 | 45.3 | 0.0 | 49.6 |
| Other additions/disposals | 0.0 | 0.1 | 0.9 | 1.0 |
| Amortization | 0.0 | -4.2 | -0.4 | -4.6 |
| Currency effects | 6.3 | 0.1 | 0.1 | 6.5 |
| Net book value at December 31, 2005 | 151.0 | 45.1 | 2.1 | 198.2 |
| Accumulated amortization at December 31, 2005 | - ¹ | 12.2 | 3.2 | 15.4 |
| Cost at December 31, 2005 | 151.0 | 57.3 | 5.3 | 213.6 |
| Disposals by divestments | -33.4 | 0.0 | 0.0 | -33.4 |
| Other additions/disposals | 0.0 | 2.6 | -1.0 | 1.6 |
| Amortization | 0.0 | -6.7 | -0.5 | -7.2 |
| Currency effects | 1.3 | 0.5 | 0.0 | 1.8 |
| Net book value at December 31, 2006 | 118.9 | 41.5 | 0.6 | 161.0 |
| Accumulated amortization at December 31, 2006 | - ¹ | 20.0 | 1.7 | 21.7 |
| Cost at December 31, 2006 | 118.9 | 61.5 | 2.3 | 182.7 |

1. In accordance with IFRS 3, accumulated amortization of goodwill at January 1, 2005, was eliminated with a corresponding decrease in cost of goodwill.

Goodwill has been allocated to the cash-generating units as follows:

| CHF million | 2006 | 2005 |
|--|-------------------|--------------|
| Textile Systems Division | 68.0 ¹ | 99.6 |
| Automotive Systems Division, Business Group Europe | 28.9 | 28.0 |
| Automotive Systems Division, Business Group Americas | 22.0 | 23.4 |
| Total | 118.9 | 151.0 |

1. After sale of the manmade fiber activities.

The impairment test on goodwill was performed in the second half of the financial year. The recoverable amount of each cash-generating unit was determined by a value-in-use calculation. This calculation was based on mid-term financial plans approved by the Board of Directors covering a three-year period. The calculation of the residual value was based on the expected long-term growth. These growth expectations correspond to today's best estimate by the management in charge. For the value-in-use calculation future cash flows were discounted with the weighted average cost of capital of 8%. Based on the impairment tests, there was no need for recognition of any impairment in the 2006 financial year.

13 Financial assets

| CHF million | 2006 | 2005 |
|---|--------------|--------------|
| Investments in non-consolidated companies | 14.8 | 18.9 |
| Long-term interest-bearing receivables | 22.6 | 23.9 |
| Other long-term receivables | 27.3 | 25.0 |
| Pension funds | 47.2 | 47.2 |
| Total | 111.9 | 115.0 |

Prepaid contributions and overfunding of personnel pension plans have been accrued for the expected future benefit and amount to 47.2 million CHF (as in the previous year).

14 Inventories

| CHF million | 2006 | 2005 |
|--------------------------------------|--------------|--------------|
| Raw materials and consumables | 77.2 | 66.3 |
| Purchased parts and goods for resale | 94.5 | 94.2 |
| Semi-finished and finished goods | 110.4 | 109.3 |
| Work in progress | 200.9 | 156.2 |
| Total | 483.0 | 426.0 |

15 Trade receivables

| CHF million | 2006 | 2005 |
|------------------------------------|--------------|--------------|
| Trade receivables | 676.9 | 597.9 |
| Allowance for doubtful receivables | -22.0 | -24.7 |
| Total | 654.9 | 573.2 |

16 Other receivables

| CHF million | 2006 | 2005 |
|---------------------------------------|--------------|--------------|
| Prepaid expenses and deferred charges | 17.6 | 37.0 |
| Advance payments to customers | 20.1 | 17.6 |
| Other short-term receivables | 82.7 | 70.8 |
| Total | 120.4 | 125.4 |

17 Marketable securities

| CHF million | 2006 | 2005 |
|-------------------------------|--------------|--------------|
| Securities held for trading | 6.4 | 122.5 |
| Securities available for sale | 169.5 | 109.5 |
| Total | 175.9 | 232.0 |

Securities are stated at fair value, of which 4.1 million CHF (8.1 million CHF in 2005) was invested in options. These were mainly call options. 58.4% of the equity portfolio (74.8% in 2005) was invested in shares of Swiss companies. Investments in marketable securities are primarily in listed companies in different sectors. The investment risks of the securities portfolio are reviewed periodically.

18 Cash and cash equivalents

| CHF million | 2006 | 2005 |
|----------------|--------------|--------------|
| Cash and banks | 274.9 | 190.1 |
| Time deposits | 23.5 | 8.4 |
| Total | 298.4 | 198.5 |

The majority of cash and cash equivalents are managed centrally in Swiss francs in order to limit currency risk. A group netting system and group cash pools further reduce currency exposure. Most of the bank balances held by group companies were in their local currencies. The valuation risks of the investments in foreign currencies are reviewed periodically.

19 Minority interests

The main minority interests held by third parties are in UGN (USA) and Rieter-LMW Machinery Ltd. (India).

At the end of March 2006 Rieter acquired the remaining 50% interest in the Spanish automotive supplier Rieter Saifa S.A. Rieter had cooperated with what was then Saifa-Keller since 1975 and had held a minority interest until 2003. In 2003 Rieter increased its holding to 50% and consolidated the company for the first time. Rieter Saifa generated sales of around 70 million CHF in 2006 and employes a workforce of some 200. As Rieter Saifa had already been fully consolidated before the purchase of the remaining 50% interest, the difference between the purchase price and the minority interest stated before the acquisition was credited to shareholders' equity.

In January 2005 a purchase agreement was signed for the 50% minority interest in Magee Rieter. Rieter Magee has been wholly owned by Rieter since January 12, 2005.

20 Financial debt

| CHF million | less than 1 year | 1 to 5 years | Maturity over 5 years | Total 2006 | Total 2005 |
|-----------------------------|---------------------|--------------|--------------------------|---------------|---------------|
| 4% bonds 2001/2007 | 200.0 | 0.0 | 0.0 | 200.0 | 200.0 |
| Bank debt | 49.9 | 50.8 | 6.1 | 106.8 | 110.2 |
| Finance leasing obligations | 1.5 | 6.0 | 2.5 | 10.0 | 10.9 |
| Other financial debt | 8.8 | 0.7 | 0.7 | 10.2 | 12.7 |
| Total | 260.2 | 57.5 | 9.3 | 327.0 | 333.8 |

The 200.0 million CHF of 4% bonds are due for repayment on June 21, 2007. 125.0 million CHF of these bonds were issued in 2001 and 75.0 million CHF were added in 2002.

By currency, financial debt is divided up as follows:

| CHF million | 2006 | 2005 |
|--------------|--------------|--------------|
| CHF | 208.0 | 209.9 |
| EUR | 51.6 | 66.7 |
| USD | 33.1 | 29.7 |
| Other | 34.3 | 27.5 |
| Total | 327.0 | 333.8 |

21 Provisions

| CHF million | Pension provisions | Guarantee and warranty provisions | Environment provisions | Other provisions | Total provisions |
|--|--------------------|-----------------------------------|------------------------|------------------|------------------|
| Provisions at December 31, 2005 | 89.2 | 33.3 | 12.4 | 40.4 | 175.3 |
| Disposals by divestment | -0.8 | -3.8 | 0.0 | 0.0 | -4.6 |
| Utilization | -5.6 | -14.6 | 0.0 | -5.8 | -26.0 |
| Release | -0.6 | -0.2 | 0.0 | -2.5 | -3.3 |
| Additions | 10.1 | 13.3 | 0.3 | 7.4 | 31.1 |
| Currency effects | 2.3 | 0.2 | 0.0 | -0.2 | 2.3 |
| Provisions at December 31, 2006 | 94.6 | 28.2 | 12.7 | 39.3 | 174.8 |

22 Other current liabilities

| CHF million | 2006 | 2005 |
|------------------------------|--------------|--------------|
| Accrued expenses | 183.2 | 144.0 |
| Sales commissions | 23.7 | 22.9 |
| Other short-term liabilities | 125.6 | 120.1 |
| Total | 332.5 | 287.0 |

23 Acquisitions

Rieter increased the Automotive Systems Division's market presence in Asia through two acquisitions in 2006:

Rieter acquired a 51% interest in the Chinese automotive supplier Tianjin Rieter Nittoku Automotive Sound-Proof Co., Ltd. as of January 1, 2006. The plant, which is operated jointly with Japanese partner Nittoku, has some 120 employees and generated sales of around 5 million CHF in 2006.

At the end of April 2006, Rieter raised its holding in the Indian automotive supplier Rieter Automotive India Pvt. Ltd. (formerly Unikeller India Pvt. Ltd.) to 100%. Previously, Rieter had held 35% in this Indian supplier of damping products. Rieter Automotive India has some 80 employees and generated sales of around 2 million CHF in 2006.

Both companies are fully consolidated as from the date of acquisition.

Individually, the impact of the two above-mentioned acquisitions on consolidated assets and liabilities was immaterial. In aggregate, the assets and liabilities arising from the acquisitions were as follows:

| CHF million | Fair Value¹ 2006 |
|------------------------------------|--|
| Non-current assets | 6.4 |
| Current assets | 3.8 |
| Liabilities | -2.3 |
| Net identifiable assets | 7.9 |
| Attributable to minority interests | -3.0 |
| Net acquired assets | 4.9 |
| Acquired cash and cash equivalents | -1.0 |
| Cash used for acquisitions | 3.9 |

1. Book values were not adjusted substantially.

Initial accounting was determined provisionally. In accordance with IFRS 3, adjustments to the fair values assigned to the identifiable assets acquired and liabilities assumed can be made within 12 months of the acquisition date.

Professional fees and related costs for the acquisitions amounted to 0.1 million CHF.

In 2006, the acquired activities contributed about 7 million CHF to sales and an immaterial amount to operating profit before interest and taxes since the acquisition date. If both acquisitions had occurred on January 1, 2006, group sales would have been some 1 million CHF higher.

In 2005 Rieter reinforced and expanded the components business of the Textile Systems Division with two acquisitions:

Rieter acquired the remaining shares of Spindelfabrik Suessen GmbH in Germany and its subsidiary Suessen Asia Private Ltd. in India as of January 1, 2005. Rieter thus increased its equity holding from 19% to 100% and consolidated Suessen for the first time as of January 1, 2005. Suessen develops and manufactures primarily technology components for ring and rotor spinning machines and supplies these to all major machinery manufacturers as well as directly to spinning mills.

Rieter acquired the entire share capital of the Graf Group as of October 3, 2005. The Graf Group develops, manufactures and distributes card clothing, combs and clothing for combers as well as service machines for various spinning processes in the staple fiber sector. Its two largest manufacturing locations are in Switzerland and the Netherlands.

Individually, the impact of the two above-mentioned acquisitions on consolidated assets and liabilities was immaterial. In aggregate, the assets and liabilities arising from the acquisitions were as follows:

| CHF million | Fair Value 2005 | Adjustments 2005 | Book value before adjustments 2005 |
|---|--------------------|------------------|------------------------------------|
| Tangible fixed assets | 96.4 | 13.3 | 83.1 |
| Patents and trademarks | 45.3 | 45.2 | 0.1 |
| Financial assets | 4.2 | 1.0 | 3.2 |
| Inventories | 43.0 | 2.5 | 40.5 |
| Receivables | 21.4 | | 21.4 |
| Cash and cash equivalents | 6.3 | | 6.3 |
| Long and short-term financial debt | -29.4 | | -29.4 |
| Deferred tax liabilities | -21.6 | -16.7 | -4.9 |
| Provisions and other non-current liabilities | -36.2 | | -36.2 |
| Other current liabilities | -30.4 | | -30.4 |
| Net identifiable assets | 99.0 | 45.3 | 53.7 |
| Acquired cash and cash equivalents | -6.3 | | |
| Goodwill | 4.3 ¹ | | |
| Minority interest before assuming control | -10.3 | | |
| Purchase price settled by shares of Rieter Holding Ltd. | -10.0 ² | | |
| Cash used for acquisitions | 76.7 | | |

1. The goodwill arising from the acquisitions reflects the value of expected synergies.

2. 26 148 shares of CHF 382.44.

No adjustments to these amounts determined provisionally in 2005 were necessary in 2006.

Professional fees and related costs for the acquisitions amounted to 0.1 million CHF in the year 2005.

In 2005, the acquired activities contributed 84.6 million CHF to sales and 5.6 million CHF to operating profit before interest and taxes since the acquisition date. If both acquisitions had occurred on January 1, 2005, group sales 2005 would have been some 60 million CHF higher.

24 Divestments

As of October 31, 2006, Rieter sold the activities in cabling, twisting and texturing machines. The French subsidiary Rieter Textile Machinery France SAS posted sales of approximately 50 million CHF during the first ten months of 2006 with a workforce of some 150 employees.

As of December 14, 2006, Rieter sold the assets and liabilities of the business in machinery and systems for manufacturing synthetic continuous filament yarns. This unit of Rieter Machine Works Ltd., Winterthur, with some 80 employees generated sales of approximately 30 million CHF prior to its sale.

The assets and liabilities arising from the divestments are as follows:

| CHF million | 2006 |
|--|--------------|
| Non-current assets | -36.3 |
| Current assets | -47.1 |
| Liabilities | 37.2 |
| Net disposed assets and liabilities | -46.2 |
| Loss on divestments | 48.5 |
| Cash used for divestments | 2.3 |

There were no disposals of business activities in 2005.

25 Pension plan

The expense for pension plans is included in employee costs.

Defined-contribution plans

The expense for defined-contribution plans amounted to 9.5 million CHF (8.6 million CHF in 2005).

Defined-benefit plans

For the actuarial calculation of the obligations of the different plans and the presentation of the value of the plans' assets, many countries, especially Switzerland, have rules for the definition of employee benefits which may differ substantially from IFRS rules.

Funded states of defined-benefit plans

| CHF million | 2006 | 2005 |
|--|-----------------|-----------------|
| Actuarial present value of defined-benefit obligation | | |
| • unfunded plans | -74.3 | -71.4 |
| • funded plans | -1 110.5 | -1 016.7 |
| Defined-benefit obligation at December 31 | -1 184.8 | -1 088.1 |
| Fair value of plan assets | 1 443.7 | 1 240.9 |
| Surplus | 258.9 | 152.8 |
| Unrecognized actuarial gains and losses | 17.2 | 26.3 |
| Unrecognizable assets of pension plans (due to limit of IAS 19.58) | -297.0 | -196.6 |
| Net asset/(liability) at December 31 | -20.9 | -17.5 |
| Recognized in the balance sheet | | |
| • as assets | 60.4 | 61.3 |
| • as pension provisions | -81.3 | -78.8 |

The movement in the defined-benefit obligation over the year was as follows:

| CHF million | 2006 | 2005 |
|--|----------------|----------------|
| Defined-benefit obligation at January 1 | 1 088.1 | 934.6 |
| Current service cost, net | 19.1 | 11.7 |
| Interest cost | 32.9 | 32.4 |
| Employee contributions | 8.9 | 6.1 |
| Actuarial gains/losses | 82.4 | 45.7 |
| Past service cost | 0.1 | 1.0 |
| Benefits paid | -44.6 | -42.2 |
| Liabilities acquired in a business combination | 0.0 | 89.5 |
| Currency effects | -2.1 | 9.3 |
| Defined-benefit obligation at December 31 | 1 184.8 | 1 088.1 |

The movement in the fair value of plan assets over the year was as follows:

| CHF million | 2006 | 2005 |
|---|----------------|----------------|
| Fair value of plan assets at January 1 | 1 240.9 | 1 010.7 |
| Expected return on plan assets | 46.3 | 36.8 |
| Actuarial gains/losses | 174.5 | 132.0 |
| Employer contributions | 21.4 | 20.2 |
| Employee contributions | 8.9 | 6.1 |
| Benefits paid | -44.6 | -42.2 |
| Assets acquired in a business combination | 0.0 | 69.9 |
| Currency effects | -3.7 | 7.4 |
| Fair value of plan assets at December 31 | 1 443.7 | 1 240.9 |

The major categories of plan assets as a percentage of total plan assets were as follows:

| in % | 2006 | 2005 |
|-------------|------|------|
| Equity | 54 | 57 |
| Debt | 17 | 13 |
| Real estate | 20 | 25 |
| Other | 9 | 5 |

Pension plan assets included 71 000 Rieter shares with a market value of 45.3 million CHF (86 092 shares with a market value of 33.6 million CHF in 2005) and loans to group companies of 0.3 million CHF (0.3 million CHF in 2005).

Pension costs of defined-benefit plans

| CHF million | 2006 | 2005 |
|---|------------|------------|
| Current service cost, net | 19.1 | 11.7 |
| Interest cost | 32.9 | 32.4 |
| Expected return on plan assets | -46.3 | -36.8 |
| Recognized actuarial gains/losses | -84.0 | -96.3 |
| Impact of limit of IAS 19.58 | 86.2 | 98.6 |
| Pension costs of defined-benefit plans | 7.9 | 9.6 |

The group expects to contribute 20 million CHF to its defined-benefit pension plans in 2007. The actual return on plan assets was 220.8 million CHF (168.8 million CHF in 2005).

Actuarial assumptions

| | 2006 | 2005 |
|--------------------------------|------|------|
| Weighted average in % | | |
| Discount rate | 3.0 | 3.5 |
| Expected return on plan assets | 3.8 | 4.2 |
| Future wage growth | 2.1 | 1.6 |
| Future pension growth | 1.7 | 1.0 |

Additional disclosure

| CHF million | 2006 | 2005 |
|---|--------------|--------------|
| Defined-benefit obligation | -1 184.8 | -1 088.1 |
| Plan assets | 1 443.7 | 1 240.9 |
| Surplus | 258.9 | 152.8 |
| Experience adjustment on plan liabilities | 34.5 | -8.8 |
| Experience adjustment on plan assets | 174.5 | 132.0 |

26 Share-based payments

Rieter has established a share purchase plan for its managers. Between May 8 and June 30, 2006, 73 participants purchased 10709 shares at a price of 351.00 CHF per share (15 053 shares at 267.00 CHF in 2005). The average market value of shares granted was 474.88 CHF (349.90 CHF in 2005). At least two-thirds of these shares cannot be sold for three years. The shares for this program were taken from the holdings of Rieter Holding Ltd.

In addition, the members of the Board of Directors (BoD) and the Group Executive Committee (GEC) could subscribe to one additional free option for each share which was purchased and subject to restrictions on sale under the above plan. Each option entitles the holder to purchase a share after two years at a price of 501.00 CHF (381.85 CHF in 2005). There are no vesting conditions.

The estimated fair value of each share option granted to the members of the Group Executive Committee in 2006 is 47.43 CHF. That for the share option granted to the members of the Board of Directors is 97.40 CHF. These values were calculated by applying an adapted model of the Black-Scholes option pricing model. The following parameters have been used:

| | | Share options to the GEC | Share options to the BoD |
|--|-------|--------------------------|--------------------------|
| Share price on the date granted | CHF | 474.75 | 580.00 |
| Exercise price | CHF | 501.00 | 501.00 |
| Expected volatility (based on historical data) | % | 21.50 | 21.50 |
| Option life | Years | 5 | 5 |
| Risk-free interest rate | % | 2.40 | 2.30 |
| Dividend yield | % | 2.40 | 2.00 |

Change in options granted

| | Number of options 2006 | Weighted average exercise price in CHF 2006 | Number of options 2005 | Weighted average exercise price in CHF 2005 |
|-----------------------------------|------------------------|---|------------------------|---|
| Outstanding at January 1 | 15 678 | 338.57 | 18 311 | 350.87 |
| Granted | 3 379 | 501.00 | 3 513 | 381.85 |
| Expired | 0 | 0.00 | -2 824 | 471.50 |
| Exercised | -11 683 | 329.45 | -3 322 | 339.16 |
| Outstanding at December 31 | 7 374 | 427.44 | 15 678 | 338.57 |
| Exercisable at December 31 | 482 | 244.00 | 8 309 | 329.74 |

The share options outstanding at December 31, 2006, had an exercise price between 244.00 CHF and 501.00 CHF and a weighted average contractual life of 3.92 years.

In 2006 the costs resulting from the share purchase plan amounted to 1.3 million CHF (1.2 million CHF in 2005). The costs resulting from the share option plan amounted to 0.2 million CHF (0.1 million CHF in 2005).

Long-service awards are also granted in the form of shares at some group companies.

27 Related parties

The members of the Board of Directors receive a fixed annual remuneration. The directors received 1 231 Rieter registered shares and options in the 2006 financial year in the context of the share purchase plan (1 462 shares in 2005). None of the shares allotted to the directors in the context of the share purchase plan can be resold for three years. The cash remuneration of the Board of Directors in the 2006 financial year totalled 0.8 million CHF (0.8 million CHF in 2005).

Remuneration totaling 3.8 million CHF was disbursed to the members of the Group Executive Committee for the 2006 financial year (3.6 million CHF in 2005). This sum comprises the basic salary (including employer's contributions to the pension fund, excluding employer's contributions to state social security funds), the deferred bonus for 2006 and the discount on Rieter shares purchased in 2006. In the context of the share purchase plan (see note 26) 2 148 Rieter shares and options were allotted (3 513 shares and options in 2005).

28 Other commitments

Commitments arising from future minimum lease payments under non-cancellable operating leases were as follows:

| CHF million | 2006 | 2005 |
|------------------|-------------|-------------|
| up to 1 year | 9.8 | 8.7 |
| 1-5 years | 18.3 | 16.3 |
| 5 and more years | 3.1 | 2.9 |
| Total | 31.2 | 27.9 |

No purchase commitments in respect of major purchases were open at year-end.

29 Cash flow

| CHF million | 2006 | 2005 |
|---|--------------|--------------|
| Net profit | 157.4 | 138.1 |
| Depreciation and amortization of tangible and intangible assets | 145.0 | 130.4 |
| Loss on divestments | 48.5 | 0.0 |
| Other non-cash income and expenses | -21.3 | -11.6 |
| Cash flow | 329.6 | 256.9 |
| Change in provisions | 5.6 | 3.8 |
| Net cash flow | 335.2 | 260.7 |
| Change in net working capital | -82.6 | -17.9 |
| Capital expenditure on tangible and intangible assets, net | -153.5 | -161.4 |
| Change in financial assets, net | 7.7 | -6.1 |
| Acquisitions | -3.9 | -76.7 |
| Divestments | -2.3 | 0.0 |
| Free cash flow | 100.6 | -1.4 |

30 Net liquidity

| CHF million | 2006 | 2005 |
|---------------------------------|--------------|-------------|
| Cash and cash equivalents | 298.4 | 198.5 |
| Marketable securities | 175.9 | 232.0 |
| Bonds issued | -200.0 | -200.0 |
| Other short-term financial debt | -60.2 | -69.0 |
| Other long-term financial debt | -66.8 | -64.8 |
| Net liquidity | 147.3 | 96.7 |

31 Exchange rates for currency translation

| in CHF | | Average annual rates | | Year-end rates | |
|----------------|---------|----------------------|-------|----------------|-------|
| | | 2006 | 2005 | 2006 | 2005 |
| Argentina | 1 ARS | 0.41 | 0.43 | 0.40 | 0.44 |
| Brazil | 1 BRL | 0.58 | 0.52 | 0.57 | 0.57 |
| Canada | 1 CAD | 1.10 | 1.03 | 1.05 | 1.13 |
| China | 100 CNY | 15.71 | 15.21 | 15.62 | 16.34 |
| Czech Republic | 100 CZK | 5.55 | 5.20 | 5.84 | 5.37 |
| Euro countries | 1 EUR | 1.57 | 1.55 | 1.61 | 1.56 |
| Great Britain | 1 GBP | 2.31 | 2.26 | 2.39 | 2.27 |
| Hong Kong | 100 HKD | 16.13 | 16.02 | 15.65 | 17.00 |
| India | 100 INR | 2.77 | 2.83 | 2.76 | 2.93 |
| Poland | 100 PLN | 40.40 | 38.52 | 42.00 | 40.35 |
| Taiwan | 100 TWD | 3.85 | 3.87 | 3.74 | 4.00 |
| USA | 1 USD | 1.25 | 1.25 | 1.22 | 1.32 |

32 Approval for publication of the consolidated financial statements

The consolidated financial statements were approved for publication by the Board of Directors on March 20, 2007. They are also subject to approval by the Annual General Meeting of shareholders. No events have occurred up to March 20, 2007, which would necessitate adjustments to the book values of the group's assets or liabilities, or which require additional disclosure.

Significant subsidiaries and associated companies

at December 31, 2006

| | | | | Paid-in capital | Group interest | Research & development | Sales/trading | Production | Services/financing |
|----------------------|---|-----|--------------|-----------------|----------------|------------------------|---------------|------------|--------------------|
| Argentina | Rieter Automotive Argentina S.A., Córdoba | ARS | 7 070 000 | 95% | | • | • | | |
| Belgium | Rieter Automotive Belgium N.V., Genk | EUR | 1 797 228 | 100% | | • | • | | |
| Brazil | Rieter Automotive Brazil-Artefatos de Fibras Texteis Ltda., São Bernardo d.C. | BRL | 35 107 344 | 100% | | • | • | • | |
| | Rieter South America Ltda., São Paulo | BRL | 2 172 653 | 100% | | • | | | |
| | Graf Maquinas Ltda., São Paulo | BRL | 10 220 000 | 100% | | • | • | • | |
| Canada | Rieter Automotive Mastico Ltd., Tillsonburg | CAD | 381 000 | 100% | | • | • | • | |
| | Rieter Magee Automotive Systems Canada, London | | ² | 100% | | • | • | | |
| China | Rieter Changzhou Textile Instruments Co. Ltd., Changzhou | EUR | 10 000 000 | 100% | | | | • | |
| | Rieter Nittoku (Guangzhou) Automotive Sound-Proof Co. Ltd., Guangzhou City | USD | 9 250 000 | 51% | | • | • | | |
| | Rieter Textile Systems (Shanghai) Co. Ltd., Schanghai | USD | 200 000 | 100% | | • | | | |
| | Rieter Asia (Hong Kong) Ltd., Hongkong | HKD | 1 000 | 100% | | • | | | |
| | Tianjin Rieter Nittoku Automotive Sound-Proof Co. Ltd. | USD | 5 700 000 | 51% | | • | • | | |
| France | Rieter Automotive France SAS, Aubergenville | EUR | 8 000 000 | 100% | | • | • | • | |
| | Rieter Perfojet SAS, Grenoble | EUR | 1 033 600 | 100% | | • | • | • | • |
| | Rieter France SAS, Lyon | EUR | 39 852 500 | 100% | | | | | • |
| | Graf France Sàrl, Illzach | EUR | 150 000 | 100% | | • | | | • |
| Germany | Rieter Ingolstadt Spinnereimaschinenbau AG, Ingolstadt | EUR | 12 273 600 | 100% | | • | • | • | • |
| | Rieter Automotive Germany GmbH, Rossdorf | EUR | 11 248 421 | 100% | | • | • | • | |
| | Rieter Automatik GmbH, Grossostheim | EUR | 7 158 086 | 100% | | • | • | • | • |
| | Rieter Vertriebs GmbH, Ingolstadt | EUR | 15 338 756 | 100% | | • | | | • |
| | Rieter Deutschland GmbH & Co. OHG, Ingolstadt | EUR | 15 645 531 | 100% | | • | | | • |
| | Wilhelm Stahlecker GmbH, Reichenbach im Täle | EUR | 255 645 | 100% | | • | | | |
| | Spindelfabrik Suessen GmbH, Süssen | EUR | 5 050 100 | 100% | | • | • | • | • |
| | Graf-Kratzen GmbH, Gersthofen | EUR | 400 000 | 100% | | • | | | • |
| Great Britain | Rieter Automotive Great Britain, Ltd., Heckmondwike | GBP | 15 818 461 | 100% | | • | • | • | |
| India | Lakshmi Machine Works Ltd., Coimbatore ¹ | INR | 123 692 500 | 13% | | • | • | • | • |
| | Rieter-LMW Machinery Ltd., Perianaickenpalayam | INR | 250 000 000 | 50% | | | | • | |
| | Suessen Asia Private Ltd., Wing | INR | 409 900 000 | 100% | | • | • | | |
| | Rieter India Pvt. Ltd., New Delhi | INR | 10 000 000 | 100% | | • | | | |
| | Rieter Automotive India Pvt. Ltd., Gurgaon | INR | 18 441 670 | 100% | | • | • | | |
| Italy | Rieter Automotive Fimit S.p.A., Mailand | EUR | 8 400 000 | 100% | | • | • | • | |
| | Rieter Italiana S.r.l., Mailand | EUR | 46 800 | 100% | | • | | | |
| | Idea Institute S.p.A., Turin | EUR | 3 500 000 | 100% | | • | | | • |
| | Graf Italia S.r.l., Bergamo | EUR | 500 000 | 100% | | • | • | • | |

| | | | | Paid-in capital | Group interest | Research & development | Sales/trading | Production | Services/financing |
|-----------------------|--|-----|--------------|-----------------|----------------|------------------------|---------------|------------|--------------------|
| Czech Republic | Rieter CZ a.s., Ústí nad Orlicí | CZK | 982 169 000 | 100% | • | • | • | • | • |
| | Novibra Boskovice s.r.o., Boskovice | CZK | 40 000 000 | 100% | • | • | • | | |
| Netherlands | Rieter Automotive Nederland B.V., Weert | EUR | 2 042 010 | 100% | • | • | | | |
| | Graf Holland B.V., Enschede | EUR | 113 445 | 100% | • | • | • | | |
| Poland | Rieter Automotive Poland Sp.z.o.o., Katowice | PLN | 20 844 000 | 100% | • | • | | | |
| Portugal | Rieter Componentes para Veículos Lda., Setúbal | EUR | 598 557 | 87% | • | • | | | |
| Switzerland | Rieter Management AG, Winterthur | CHF | 5 000 000 | 100% | | | | | • |
| | Maschinenfabrik Rieter AG, Winterthur | CHF | 8 500 000 | 100% | • | • | • | • | |
| | Schaltag AG, Effretikon | CHF | 400 000 | 100% | • | • | • | | |
| | Hogra Holding AG, Freienbach | CHF | 1 000 000 | 100% | | | | | • |
| | Graf + Cie AG, Rapperswil | CHF | 1 000 000 | 100% | • | • | • | • | |
| | Rieter Automotive Heatshields AG, Sevelen | CHF | 250 000 | 100% | • | • | • | | |
| | Rieter Automotive Management AG, Winterthur | CHF | 1 300 000 | 100% | • | | | | • |
| | Rieter Automotive (International) AG, Winterthur | CHF | 1 300 000 | 100% | | | | | • |
| | Tefina Holding AG, Zug | CHF | 5 000 000 | 100% | | | | | • |
| | Sofima AG, Winterthur | CHF | 1 000 000 | 100% | | | | | • |
| | Bräcker AG, Pfäffikon | CHF | 1 000 000 | 100% | • | • | • | • | |
| | Rieter Immobilien AG, Winterthur | CHF | 2 000 000 | 100% | | | | | • |
| | Rieter Services AG, Winterthur | CHF | 3 000 000 | 100% | | | | | • |
| Spain | Rieter Saifa S.A., Barcelona | EUR | 847 410 | 100% | • | • | • | | |
| | Graf España S.A., Santa Perpètua de Mogoda | EUR | 601 012 | 100% | • | • | • | | |
| Taiwan | Rieter Asia (Taiwan) Ltd., Taipei | TWD | 5 000 000 | 100% | • | | | | |
| Turkey | Rieter Textile Machinery Trading & Services Ltd., Levent | TRY | 25 000 | 69% | | | | | • |
| | Rieter Erkurt Otomotive Yan Sanayi ve Ticaret AS, Bursa | TRY | 700 000 | 51% | • | • | • | | |
| USA | Rieter Automotive North America, Inc., Farmington Hills | USD | 1 000 | 100% | • | • | • | | |
| | Rieter Corporation, Spartanburg | USD | 1 249 | 100% | • | | | | |
| | Graf Metallic America Inc., Spartanburg | USD | 50 000 | 100% | • | | | • | |
| | UGN, Inc., Chicago | USD | 1 000 000 | 50% | • | • | • | | |
| | Magee Rieter Automotive Systems, Bloomsburg | USD | ² | 100% | • | • | • | | |
| | Rieter America Corporation, Farmington Hills | USD | 1 | 100% | | | | | • |

1. Non-consolidated associated company.

2. Partnership without registered paid-in capital.

Report of the group auditors



Report of the group auditors to the General Meeting of Rieter Holding Ltd., Winterthur

As auditors of the group, we have audited the consolidated financial statements (income statement, balance sheet, statement of cash flows, changes in equity and notes on pages 60 to 93) of Rieter Holding Ltd. for the year ended December 31, 2006.

These consolidated financial statements are the responsibility of the Board of Directors. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We confirm that we meet the legal requirements concerning professional qualification and independence.

Our audit was conducted in accordance with Swiss Auditing Standards and with the International Standards on Auditing, which require that an audit be planned and performed to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. We have examined on a test basis evidence supporting the amounts and disclosures in the consolidated financial statements. We have also assessed the accounting principles used, significant estimates made and the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements give a true and fair view of the financial position, the results of operations and the cash flows in accordance with the International Financial Reporting Standards (IFRS) and comply with Swiss law.

We recommend that the consolidated financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Handwritten signature of Christian Kessler in black ink.

Christian Kessler
Auditor in charge

Handwritten signature of Nicolas Mayer in black ink.

Nicolas Mayer

Zurich, March 21, 2007

Income statement of Rieter Holding Ltd.

for the financial year from January 1 to December 31

| CHF million | Notes | 2006 | 2005 |
|---|-------|--------------|--------------|
| Income | | | |
| Income from investments | (1) | 72.9 | 92.3 |
| Income from marketable securities and interest income | (2) | 54.5 | 46.0 |
| Other income | (3) | 10.9 | 8.9 |
| Total income | | 138.3 | 147.2 |
| Expenses | | | |
| Financial expenses | (4) | 14.1 | 11.8 |
| Administration expenses | | 4.6 | 4.1 |
| Value adjustments, provisions | (5) | 56.2 | 82.0 |
| Total expenses | | 74.9 | 97.9 |
| Net profit | | 63.4 | 49.3 |

Balance sheet of Rieter Holding Ltd.

at December 31, before appropriation of profit

| CHF million | Notes | 2006 | 2005 |
|---|-------|--------------|--------------|
| Assets | | | |
| Investments in and loans to subsidiaries | (6) | 648.7 | 586.2 |
| Non-current assets | | 648.7 | 586.2 |
| Accrued income and prepayments | (7) | 1.6 | 2.6 |
| Receivables from third parties | (8) | 2.7 | 2.7 |
| Receivables from subsidiaries | (9) | 100.2 | 43.2 |
| Receivables | | 104.5 | 48.5 |
| Liquid funds | (10) | 216.7 | 198.1 |
| Current assets | | 321.2 | 246.6 |
| Total assets | | 969.9 | 832.8 |
| Shareholders' equity and liabilities | | | |
| Share capital | | 22.3 | 22.3 |
| Legal reserves | | | |
| • General reserve | (11) | 27.5 | 27.5 |
| • Reserve for own shares | (12) | 8.6 | 0.2 |
| Other reserves | (13) | 270.9 | 272.8 |
| Retained earnings | (14) | | |
| • Balance brought forward | | 29.3 | 21.5 |
| • Net profit for the year | | 63.4 | 49.3 |
| Shareholders' equity | | 422.0 | 393.6 |
| Bonds | (15) | 0.0 | 200.0 |
| Provisions | (16) | 11.3 | 11.3 |
| Non-current liabilities | | 11.3 | 211.3 |
| Short-term liabilities | (17) | 329.0 | 223.0 |
| Bonds | (15) | 200.0 | 0.0 |
| Accrued liabilities | (18) | 7.6 | 4.9 |
| Current liabilities | | 536.6 | 227.9 |
| Liabilities | | 547.9 | 439.2 |
| Total shareholders' equity and liabilities | | 969.9 | 832.8 |

Notes to the financial statements of Rieter Holding Ltd.

1 Income from investments

This consists of dividends paid by subsidiaries and associated companies as well as income from the disposal of investments.

2 Income from marketable securities and interest income

This position showed an increase as a result of higher income from marketable securities.

3 Other income

The contractually agreed compensation payments by group companies increased due to higher sales.

4 Financial expenses

The cost of interest payable to the cash pool increased, while interest on bond issues remained unchanged.

5 Value adjustments, provisions

The value adjustment for general business risks was increased by 56.2 million CHF and deducted from investments in and loans to subsidiaries.

6 Investments in and loans to subsidiaries

The main subsidiaries and associated companies are listed on pages 92 and 93. These investments are held directly or indirectly by Rieter Holding Ltd. The increase in investments was mainly due to the acquisition of the remaining 50% interest in the Spanish automotive supplier Rieter Saifa S.A. In the year under review some loans to subsidiaries were also converted into equity capital.

| CHF million | 2006 | 2005 |
|-----------------------------|--------------|--------------|
| Investments in subsidiaries | 221.0 | 205.3 |
| Loans to subsidiaries | 427.7 | 380.9 |
| Total | 648.7 | 586.2 |

7 Accrued income and prepayments

Accrued income and prepayments include accrued interest income on bond holdings and loans granted, as well as prepaid financing costs.

8 Receivables from third parties

These consist of receivables from a loan and from withholding taxes and current account relationships with foundations.

9 Receivables from subsidiaries

Current account credits or advances on market terms and conditions are granted in the context of central cash management.

10 Liquid funds

| CHF million | 2006 | 2005 |
|---------------------------|--------------|--------------|
| Cash and cash equivalents | 124.1 | 52.9 |
| Marketable securities | 92.6 | 145.2 |
| Total | 216.7 | 198.1 |

11 General reserve

The general reserve meets the legal requirements. No transfer was made in the year under review.

12 Reserve for own shares

Shares held by all group companies

| | Number |
|--|---------|
| Registered shares held at January 1, 2006 | 10 582 |
| Purchases January–December 2006 (average price CHF 507.33) | 144 528 |
| Sales January–December 2006 (average price CHF 526.55) | 139 596 |
| Registered shares held at December 31, 2006 | 15 514 |

A reserve for own shares has been made at an acquisition cost of 8.6 million CHF. This amount was deducted from other reserves.

13 Other reserves

| CHF million | 2006 | 2005 |
|------------------------------------|--------------|--------------|
| Opening balance | 272.8 | 253.0 |
| Transfer to reserve for own shares | -8.4 | 1.5 |
| Premium received on shares issued | 6.5 | 18.3 |
| Total | 270.9 | 272.8 |

In connection with share-based payments to managers in the year under review, 15 000 share were taken from the holding at the disposal of the Board of Directors.

14 Retained earnings

Including the balance brought forward, the Annual General Meeting has a total of 92.7 million CHF at its disposal (70.8 million CHF in 2005).

15 Bonds

| CHF million | 2006 | 2005 |
|------------------------|--------------|--------------|
| 4% bonds maturing 2007 | 200.0 | 200.0 |
| Total | 200.0 | 200.0 |

The 200 million CHF of 4% bonds are due for repayment on June 21, 2007 (securities code No. 1236261; Reuters: CH 1236261 = S). In 2006 they were therefore transferred from non-current liabilities to current liabilities.

16 Provisions

These consist of provisions for foreign exchange risks and guarantee commitments.

17 Short-term liabilities

| CHF million | 2006 | 2005 |
|--------------------------------|--------------|--------------|
| Liabilities to group companies | 328.2 | 222.3 |
| Liabilities to third parties | 0.8 | 0.7 |
| Total | 329.0 | 223.0 |

Rieter Holding Ltd. manages liquid funds for group companies in the central cash pool.

18 Accrued liabilities

These consist mainly of accrued interest on the bond issue and accruals for forward foreign exchange contracts.

19 Guarantees to third parties

| CHF million | 2006 | 2005 |
|-------------|------|------|
| Guarantees | 2.9 | 1.2 |

Guarantees to third parties consist of sureties issued to financial institutions and banks for loans granted to subsidiaries and for a tenancy agreement.

20 Shareholders

At December 31, 2006, there were no major groups of shareholders with holdings exceeding 5% of all voting rights (pursuant to Art. 663c of the Swiss Code of Obligations).

Rieter Holding Ltd. held 15 514 of its own shares directly or indirectly at December 31, 2006 (10 582 shares in 2005).

Proposal of the Board of Directors

for the appropriation of profit (2006 financial year)

| CHF | 2006 | 2005 |
|--|-------------------|-------------------|
| Net profit for the year | 63 433 667 | 49 267 303 |
| Retained earnings brought forward from previous year | 29 259 638 | 21 517 755 |
| Retained earnings at the disposal of the Annual General Meeting | 92 693 305 | 70 785 058 |
| Proposal | | |
| Dividend on registered shares ¹ | 62 847 840 | 41 525 420 |
| Retained earnings | 29 845 465 | 29 259 638 |
| Retained earnings at the disposal of the Annual General Meeting | 92 693 305 | 70 785 058 |

1. The total dividend amount in 2006 covers all shares eligible for dividend. As there is no dividend payment for shares held in treasury, the actual total dividend payment may differ by the dividend amount for treasury shares, as in the previous year.

Upon approval of this proposal by the Annual General Meeting, a dividend for the 2006 financial year of 15.00 CHF will be paid on each registered share of 5.00 CHF p.v. on May 18, 2007. The dividend, less Swiss withholding tax, amounts to 9.75 CHF and will be paid into the bank or postal account specified by the holder of the shares.

Report of the statutory auditors



Report of the statutory auditors to the General Meeting of Rieter Holding Ltd., Winterthur

As statutory auditors, we have audited the accounting records and the financial statements (income statement, balance sheet and notes on pages 95 to 102 and pages 92 and 93) of Rieter Holding Ltd. for the year ended December 31, 2006.

These financial statements are the responsibility of the Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit. We confirm that we meet the legal requirements concerning professional qualification and independence.

Our audit was conducted in accordance with Swiss Auditing Standards, which require that an audit be planned and performed to obtain reasonable assurance about whether the financial statements are free from material misstatement. We have examined on a test basis evidence supporting the amounts and disclosures in the financial statements. We have also assessed the accounting principles used, significant estimates made and the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the accounting records and financial statements and the proposed appropriation of available earnings comply with Swiss law and the company's articles of incorporation.

We recommend that the financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Handwritten signature of Christian Kessler in black ink.

Christian Kessler
Auditor in charge

Handwritten signature of Nicolas Mayer in black ink.

Nicolas Mayer

Zurich, March 21, 2007

Review 2002 to 2006

Consolidated income statement

| | | 2006 | 2005 | 2004 | 2003 | 2002 |
|---|-------------|---------|---------|---------|---------|---------|
| Sales ¹ | CHF million | 3 579.9 | 3 122.0 | 3 136.6 | 3 086.2 | 2 945.1 |
| • Europe | CHF million | 1 598 | 1 439 | 1 448 | 1 443 | 1 304 |
| • Asia (incl. Turkey) | CHF million | 1 003 | 775 | 875 | 792 | 684 |
| • North America | CHF million | 726 | 722 | 674 | 695 | 793 |
| • Latin America | CHF million | 172 | 156 | 97 | 95 | 120 |
| • Africa | CHF million | 81 | 30 | 43 | 61 | 44 |
| Corporate output ¹ | CHF million | 3 447.5 | 3 035.6 | 3 018.0 | 2 959.2 | 2 841.1 |
| Operating result before interest, taxes, depreciation and amortization (EBITDA) | CHF million | 325.6 | 313.4 | 343.1 | 332.7 | 322.5 |
| • in % of corporate output | | 9.4 | 10.3 | 11.4 | 11.2 | 11.4 |
| Operating result before interest and taxes (EBIT) | CHF million | 180.6 | 183.0 | 210.5 | 202.4 | 200.9 |
| • in % of corporate output | | 5.2 | 6.0 | 7.0 | 6.8 | 7.1 |
| Net profit ² | CHF million | 157.4 | 138.1 | 137.8 | 116.0 | 83.8 |
| • in % of corporate output | | 4.6 | 4.5 | 4.6 | 3.9 | 2.9 |

Consolidated balance sheet

| | | | | | | |
|---|-------------|---------|---------|---------|---------|---------|
| Non-current assets | CHF million | 1 152.0 | 1 159.6 | 944.5 | 982.4 | 990.1 |
| Current assets | CHF million | 1 732.6 | 1 555.1 | 1 545.5 | 1 344.5 | 1 233.5 |
| Shareholders' equity before appropriation of profit | CHF million | 1 320.5 | 1 192.2 | 1 069.8 | 918.0 | 873.3 |
| Minority interests | CHF million | 54.9 | 70.0 | 77.8 | 79.6 | 66.6 |
| Non-current liabilities | CHF million | 318.1 | 515.0 | 498.9 | 515.3 | 494.7 |
| Current liabilities | CHF million | 1 191.1 | 937.5 | 843.5 | 814.0 | 789.0 |
| Total assets | CHF million | 2 884.6 | 2 714.7 | 2 490.0 | 2 326.9 | 2 223.6 |
| Shareholders' equity (%) | | 47.7 | 46.5 | 46.1 | 42.9 | 42.3 |

Consolidated statement of cash flows³

| | | | | | | |
|------------------------------------|-------------|-------|--------|--------|--------|--------|
| Cash provided by operations | CHF million | 252.6 | 242.8 | 338.1 | 197.5 | 240.4 |
| Cash used for investing activities | CHF million | -84.9 | -322.8 | -120.2 | -129.5 | -80.5 |
| Cash used for financing activities | CHF million | -67.5 | -123.0 | 20.3 | -75.6 | -135.2 |
| Net cash flow | CHF million | 335.2 | 260.7 | 268.4 | 245.5 | 172.9 |
| Free cash flow | CHF million | 100.6 | -1.4 | 215.2 | 86.2 | 100.2 |

Number of employees at year-end

| | | | | | |
|--|--------|--------|--------|--------|--------|
| | 14 826 | 14 652 | 13 557 | 13 316 | 12 983 |
|--|--------|--------|--------|--------|--------|

1. Excluding other operating income (previous years adjusted).

2. Net profit before deduction of minority interests.

3. See pages 62 and 90.

Information for investors

| | | 2006 | 2005 | 2004 | 2003 | 2002 |
|--|-------------|-------------------|-------|-------|-------|-------|
| Share capital | CHF million | 22.3 | 22.3 | 22.3 | 22.8 | 22.8 |
| Net profit of Rieter Holding Ltd. | CHF million | 63.4 | 49.3 | 43.7 | 36.6 | 31.1 |
| Gross distribution | CHF million | 62.8 ¹ | 41.5 | 41.2 | 34.0 | 35.8 |
| Payout ratio (as a % of net profit) ² | in % | 43 | 33 | 33 | 33 | 52 |
| Market capitalization (December 31) | CHF million | 2 661 | 1 624 | 1 361 | 1 214 | 1 180 |
| Market capitalization as a % of | | | | | | |
| • sales | in % | 74 | 52 | 43 | 39 | 40 |
| • equity attributable to Rieter shareholders | in % | 202 | 136 | 127 | 132 | 135 |

1. Proposed by the Board of Directors (see page 102).

2. Net profit after deduction of minority interests.

Data per share (RIEN)

| | | 2006 | 2005 | 2004 | 2003 | 2002 |
|---|-----------|--------------------|--------|--------|--------|--------|
| Share prices on the SWX Swiss Exchange, registered shares | high CHF | 641 | 393 | 350 | 290 | 404 |
| | low CHF | 387 | 328 | 293 | 237 | 275 |
| Price/earnings ratio | high | 18.0 | 12.8 | 11.3 | 11.3 | 23.8 |
| | low | 10.9 | 10.6 | 9.4 | 9.2 | 16.2 |
| Shareholders' equity (group) per registered share | CHF | 316.34 | 286.29 | 260.37 | 230.42 | 214.50 |
| Tax value per registered share | CHF | 637.50 | 390.00 | 330.00 | 286.00 | 278.00 |
| Gross distribution per registered share | CHF | 15.00 ¹ | 10.00 | 10.00 | 8.60 | 8.60 |
| Gross yield on registered shares | high in % | 2.3 ¹ | 2.5 | 2.9 | 3.0 | 2.1 |
| | low in % | 3.9 ¹ | 3.0 | 3.4 | 3.6 | 3.1 |
| Earnings per share | CHF | 35.53 | 30.80 | 31.04 | 25.68 | 16.95 |

1. Proposed by the Board of Directors (see page 102).

Additional information for shareholders

Capital structure

At the end of 2006 6 429 shareholders were entered in the shareholders' register of Rieter Holding Ltd. (6 757 in the previous year). The analysis of shareholders is as follows:

Registered shareholders

| | 2006 | | 2005 | |
|---------------------------|-------------|--------------|-------------|--------------|
| | shares in % | holders in % | shares in % | holders in % |
| Total: | | | | |
| • Individuals | 12.3 | 90.7 | 15.4 | 90.8 |
| • Legal entities | 54.6 | 9.3 | 53.5 | 9.2 |
| • Floating shares | 33.1 | - | 31.1 | - |
| Foreign investors: | | | | |
| • Individuals | 0.8 | 5.9 | 1.0 | 6.0 |
| • Legal entities | 25.9 | 1.6 | 23.3 | 1.0 |

Rieter registered shares at December 31, 2006 (listed on the Swiss Stock Exchange SWX)

| | Number | |
|---|-----------|--|
| Securities code 367144 (Investdata: RIEN; Reuters: RITZN) | | |
| Share capital | 4 450 856 | registered shares of 5.00 CHF p.v. |
| Share capital eligible for dividend | 4 189 856 | • including 15 436 shares held by Rieter Holding Ltd. • including 78 shares held by group companies |
| Conditional share capital | 396 312 | registered shares |

Share price development 2004–2007

