

Minutes

of the 134th ordinary Annual General Meeting of Rieter Holding Ltd. on April 24, 2025.

(This document is a translation. The original German version is binding.)

Location: Eulachhallen, Wartstrasse 73, 8400 Winterthur, Switzerland

Time: 4 p.m.

Agenda:

1. Submission of the Annual Report, the financial statements and the consolidated financial statements for 2024, as well as the statutory auditor's reports
2. Consultative vote on the 2024 report on non-financial matters
3. Discharge of the members of the Board of Directors and the Group Executive Committee
4. Appropriation of retained earnings and distribution of a dividend
5. Remuneration
 - 5.1. Consultative vote on the Remuneration Report for 2024
 - 5.2. Approval of the maximum total amount of remuneration for members of the Board of Directors for the 2026 financial year
 - 5.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee for the 2026 financial year
6. Election to the Board of Directors
 - 6.1. Peter Spuhler
 - 6.2. Roger Baillod
 - 6.3. Carl Illi
 - 6.4. Sarah Kreienbühl
 - 6.5. Daniel Grieder
 - 6.6. Thomas Oetterli
 - 6.7. Jennifer Maag

7. Election of the Chairman of the Board of Directors

8. Election of members of the Remuneration Committee
 - 8.1. Sarah Kreienbühl
 - 8.2. Daniel Grieder
 - 8.3. Roger Baillod

9. Election of the independent voting proxy

10. Election of the statutory auditors

Thomas Oetterli, Chairman of the Board of Directors, opens the 134th ordinary Annual General Meeting of Rieter Holding AG at 4 p.m. and welcomes the shareholders present. He also welcomes Roman Wenk and Raphael Gähwiler from KPMG AG as representatives of the statutory auditors. The Board of Directors is fully present.

The Chairman appoints Mr. Andreas Wirth, Head of Intellectual Property of the Rieter Group, and Mr. Etienne Lienert, employee of the legal department of Rieter Ltd., as scrutineers. He also welcomes the independent voting proxy, Mr. Ulrich B. Mayer, Attorney-at-Law, Winkel.

The Chairman notes that the meeting was convened in accordance with the statutes and the law. The agenda items, including the motions of the Board of Directors, and the abridged version of the 2024 Annual Report, including the balance sheet and income statement, were sent to the shareholders on April 1, 2025. The invitation also stated that the shareholders could review the 2024 Annual Report, the financial statements and consolidated financial statements, the Remuneration Report and the statutory auditor's reports at the company's headquarters and that the Annual Report was also published on the Rieter homepage.

There have been no shareholder requests to include additional items on the agenda. The date and agenda were also announced in an advertisement in the Swiss Official Gazette of Commerce on April 1, 2025. The minutes of the 133rd ordinary Annual General Meeting of April 17, 2024, have been duly signed, approved by the Board of Directors and made available for inspection by shareholders. The meeting is quorate for the business at hand.

The minutes of the Annual General Meeting are taken by Mr. Patrick Houweling, Secretary of the Board of Directors.

Motion 1.

Submission of the Annual Report, the financial statements and the consolidated financial statements for 2024, as well as the statutory auditor's reports

Thomas Oetterli and Oliver Streuli comment on the development of the company and make additional remarks on the annual report.

The auditors inform the Chairman that they have no further comments on the audit report. The Chairman then announces the attendance, which includes 337 shareholders, and 3 143 317 votes represented in total. Of these, 1 404 891 are represented by the independent voting proxy. The absolute majority is 1 571 659 and the two-thirds majority is 2 095 544. In total, around 67.27 percent of the issued shares are represented at the Annual General Meeting.

The votes on agenda items 4 and 5 shall be taken in accordance with Article 12(2) of the Articles of Association, with the majority of votes cast, abstentions not being counted as votes cast.

The annual report, the financial statements and the consolidated financial statements for 2024 are approved with 3 051 492 yes votes, 3 340 no votes, and 88 485 abstentions.

Motion 2.

Consultative vote on the 2024 report on non-financial matters

The 2024 report on non-financial matters is approved in the sense of a non-binding consultative vote with 2 874 402 yes votes, and 215 444 no votes.

Motion 3.

Discharge of the members of the Board of Directors and the Group Executive Committee

The members of the Board of Directors and the Executive Committee are granted discharge with 1 498 546 yes votes, 9 272 no votes, and 44 160 abstentions.

Shareholders who had in any way participated in the management were not allowed to exercise their voting rights on this item, the number of votes represented for this vote was 1 551 978.

Motion 4.

Appropriation of retained earnings and distribution of a dividend

The request of the Board of Directors concerning the appropriation of retained earnings and the distribution of a dividend is approved with 3 091 596 yes votes, and 9 758 no votes.

Motion 5.

Remuneration

Motion 5.1.

Consultative vote on the Remuneration Report for 2024

The Remuneration Report 2024 is approved in the sense of a non-binding consultative vote with 2 409 960 yes votes, and 681 051 no votes.

Motion 5.2.

Approval of the maximum total amount of remuneration for members of the Board of Directors for the 2026 financial year

The request of the Board of Directors for the maximum total remuneration of 2 000 000 CHF for the members of the Board of Directors for the financial year 2026 is approved with 2 800 191 yes votes, and 248 185 no votes.

Motion 5.3.

Approval of the maximum total amount of remuneration for members of the Group Executive Committee for the 2026 financial year

The request of the Board of Directors for the maximum total remuneration of CHF 8 000 000 CHF for the members of the Group Executive Board for the financial year 2026 is approved with 2 802 367 yes votes, and 289 245 no votes.

Motion 6.

Election to the Board of Directors

6.1. Peter Spuhler

Peter Spuhler is elected with 3 024 953 yes votes, 23 649 no votes, and 94 715 abstentions until the next ordinary Annual General Meeting.

6.2. Roger Baillod

Roger Baillod is elected with 3 036 725 yes votes, 13 653 no votes, and 92 939 abstentions until the next ordinary Annual General Meeting.

6.3. Carl Illi

Carl Illi is elected with 3 038 871 yes votes, 9 260 no votes, and 95 186 abstentions until the next ordinary Annual General Meeting.

6.4. Sarah Kreienbühl

Sarah Kreienbühl is elected with 2 799 350 yes votes, 250 283 no votes, and 93 684 abstentions until the next ordinary Annual General Meeting.

6.5. Daniel Grieder

Daniel Grieder is elected with 3 018 263 yes votes, 26 291 no votes, and 98 763 abstentions until the next ordinary Annual General Meeting.

6.6. Thomas Oetterli

Thomas Oetterli is elected with 2 810 879 yes votes, 233 609 no votes, and 98 829 abstentions until the next ordinary Annual General Meeting.

6.7. Jennifer Maag

Jennifer Maag is elected with 3 022 180 yes votes, 25 114 no votes, and 96 023 abstentions until the next ordinary Annual General Meeting.

Motion 7.

Election of the Chairman of the Board of Directors

Thomas Oetterli is then elected Chairman of the Board of Directors until the next ordinary Annual General Meeting with 2 753 777 yes votes, 339 006 no votes, and 50 533 abstentions.

Motion 8.

Election of the members of the Remuneration Committee

8.1. Sarah Kreienbühl

Sarah Kreienbühl is elected with 2 541 258 yes votes, 506 041 no votes, and 96 018 abstentions until the next ordinary Annual General Meeting.

8.2. Daniel Grieder

Daniel Grieder is elected 2 937 909 yes votes, 103 259 no votes, and 102 149 abstentions until the next ordinary Annual General Meeting.

8.3. Roger Baillod

Roger Baillod is elected with 3 011 102 yes votes, 32 336 no votes, and 99 879 abstentions until the next ordinary Annual General Meeting.

Motion 9.

Election of the independent voting proxy

Ulrich B. Mayer, Attorney-at-Law, Winkel, is elected as an independent voting proxy until the next ordinary Annual General Meeting and with the right of substitution in case of his absence, with 3 116 319 yes votes, 8 782 no votes, and 18 216 abstentions.

Motion 10.

Election of the statutory auditors

KPMG AG, Zurich, is elected as statutory auditors for the current financial year 2025 with 3 088 347 yes votes, 7 305 no votes, and 47 665 abstentions.

As there are no further comments, the Chairman thanks all employees for their work in the past year and declares the meeting adjourned, and invites the participants to the aperitif in the hall next door.

Closing of the Annual General Meeting 5.50 p.m.

Chairman



Thomas Oetterli

Minutes



Patrick Houweling