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## **Media Release**

Ad hoc announcement pursuant to Art. 53 LR

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*Winterthur* – 18 September 2025

## **Rieter Holding Ltd. Announces Final Details on the Agenda Items of Today's Extraordinary General Meeting**

The final details relate to the following agenda items for today's Extraordinary General Meeting:

- Ordinary capital increase – tranche A (rights issue)
- Ordinary capital increase – tranche B (private placement)
- Reintroduction of the capital band

Rieter Holding Ltd. is publishing the final details of the agenda of today's Extraordinary General Meeting, as announced in the invitation of August 25, 2025. This does not involve any new motions, merely serving instead to clarify the existing motions. It also represents publication of the final terms and procedure for the proposed issuing of subscription rights in the amount of around CHF 400 million and the proposed private placement in the amount of around CHF 77.4 million.

In addition to bank financing, the planned capital increase in two tranches will fund the planned acquisition of OC Oerlikon's Barmag division. The two largest Rieter shareholders support the transaction. The largest Rieter shareholder, Peter Spuhler via his ownership of PCS Holding AG (approx. 33% shareholding), has committed to participate in the subscription rights issue on a pro rata basis by exercising his subscription rights and investing additional capital as part of the private placement. After completion of the capital increase – tranche A and tranche B – Peter Spuhler will continue to hold a stake of approx. 33% through his PCS Holding AG. The second largest Rieter shareholder, Martin Haefner via his ownership of BigPoint Holding AG (approximately 10% shareholding), has also committed to participate in the subscription rights issue on a pro rata basis by exercising his subscription rights and to invest additional capital as part of the private placement. The acquisition of the Barmag division is expected to be completed by the end of the 2025 financial year, subject to regulatory approval.

With reference to the invitation to the Extraordinary General Meeting sent on August 25, 2025, the Board of Directors of Rieter Holding Ltd. has set the final details of the proposals concerning the ordinary capital increase in tranche A (rights issue) and tranche B (private placement) as well as the reintroduction of the capital band in accordance with agenda items 2.1, 2.2 and 3. of the invitation as follows:

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With regard to **agenda item 2.1 Ordinary capital increase – tranche A (rights issue)**, the Board of Directors has decided to submit a definitive proposal to increase the share capital, which is to be reduced to CHF 46 723.63, by CHF 116 809.75 to CHF 1 214 814.38 by issuing 116 809 075 registered shares at a nominal value of CHF 0.01.

With regard to **agenda item 2.2 Ordinary capital increase – tranche B (private placement)**, the Board of Directors has decided to submit a definitive proposal to increase the share capital from CHF 1 214 814.38 by CHF 145 762.70 to CHF 1 360 577.08 by issuing 14 576 270 registered shares at a nominal value of CHF 0.01.

With regard to **agenda item 3. (reintroduction of the capital band)**, the Board of Directors has decided to submit a definitive proposal to create a capital band in accordance with Art. 653s et seq. of the Swiss Code of Obligations (CO) with a lower limit of CHF 1 292 548.23 and an upper limit of CHF 1 496 634.78 and to authorize the Board of Directors to increase the share capital within this band until September 18, 2030 (capital band) by issuing up to 13 605 770 registered shares with a nominal value of CHF 0.01 each or by increasing the nominal value of the existing registered shares and/or by canceling 6 802 885 registered shares with a nominal value of CHF 0.01 each or by reducing the nominal values of the existing registered shares.

The complete final wording of the proposals for the capital measures pursuant to agenda items 2.1, 2.2 and 3 can be found here: [www.rieter.com/annual-general-meeting](http://www.rieter.com/annual-general-meeting).

If the proposal of the Board of Directors regarding agenda item 2.1 Ordinary capital increase – tranche A (rights issue) is approved, existing shareholders will each receive one subscription right for each registered share they hold on September 22, 2025 after the close of trading.

The new registered shares will be offered to existing shareholders at a ratio of 25 new shares for 1 subscription right held, subject to legal restrictions and the approval by the Extraordinary General Meeting of the capital increase proposed by the Board of Directors. The subscription rights will be admitted to trading on the SIX Swiss Exchange and can be traded from September 23, 2025 to September 29, 2025. The subscription rights can be validly exercised from September 23, 2025 until October 1, 2025 at 12:00 noon (CEST) and thereafter expire without compensation.

Shares that are not subscribed by existing shareholders exercising their subscription rights may be offered to other investors. The number of new shares acquired by existing shareholders and the maximum number of shares to be placed under the share offer are expected to be announced on October 1, 2025 after the close of trading on the SIX Swiss Exchange.

The offer price for the new shares in tranche A (rights issue) is CHF 3.43. The offer price for the new tranche B shares (private placement) is CHF 5.31. The listing and first trading day of the new registered shares from the ordinary capital increase, tranche A and tranche B, on the SIX Swiss Exchange are expected to take place on October 2, 2025 while the completion and settlement of the subscription rights issue and the share offering are expected to take place on October 6, 2025.

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Rieter Holding Ltd. has mandated UBS to carry out the rights issue, which has underwritten the rights issue.

Expected schedule of capital increase tranche A (rights issue):

September 18, 2025	10:00 a.m. (CEST): Extraordinary General Meeting of Rieter Holding Ltd. in Winterthur (Switzerland)
September 18, 2025	Publication of the prospectus following the Extraordinary General Meeting after the close of trading
September 22, 2025	After closing of trading on the SIX Swiss Exchange: Key date for determining entitlement to the allocation of subscription rights of existing shareholders
September 23, 2025	Commencement of rights trading and exercise period
September 29, 2025	End of rights trading
October 1, 2025	12 noon (CEST): End of exercise period
October 1, 2025	Capital increase
October 2, 2025	First trading day of new shares
October 6, 2025	Payment and delivery of new shares

Details of the rights issue and private placement can be found in the prospectus, which is expected to be available today after the close of trading following the Extraordinary General Meeting.

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## About Rieter

Rieter is a leading global supplier for manufacturing yarn from staple fibers in spinning mills. Based in Winterthur (Switzerland), the company develops and manufactures machinery, systems and components used to convert natural and man-made fibers and their blends into yarns in the most cost-efficient manner. Cutting-edge spinning technology from Rieter contributes to sustainability in the textile value chain by minimizing the use of resources. Rieter has been in business for 230 years, has 18 production locations in ten countries and employs a global workforce of around 4 560, about 15% of whom are based in Switzerland. Rieter is listed on the SIX Swiss Exchange under ticker symbol RIEN. [www.rieter.com](http://www.rieter.com)

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A decision to invest in securities of Rieter Holding AG should be based exclusively on the prospectus published by Rieter Holding AG (the "Company") for such purpose. Copies of such prospectus (and any supplements thereto) are expected to be available as of September 18, 2025 after close of trading free of charge from UBS AG, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland (email: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)), and from Rieter Holding AG, Klosterstrasse 20, 8406 Winterthur, Switzerland, (email: [investor@rieter.com](mailto:investor@rieter.com)), during regular business hours.

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