

**Supplement to the Invitation
to the Extraordinary General Meeting**

Thursday, September 18, 2025, 10:00 a.m.

25

DEAR SHAREHOLDERS,

As set out in the invitation to the Extraordinary General Meeting of Rieter Holding Ltd. dated August 25, 2025, the Board of Directors hereby publishes the definitive proposals for the capital measures in accordance with agenda items 2.1, 2.2 and 3 of the invitation.

The final details of the motions referred to in agenda items 2.1, 2.2 and 3 were set by the Board of Directors and published on the morning of September 18, 2025 (which does not represent a change to the motions). Further details can be found in the “Important comments” and “Notes” to the agenda items in the invitation. We look forward to welcoming you to the General Meeting.

Best regards,

on behalf of the Board of Directors of
Rieter Holding Ltd.



Thomas Oetterli
Chairman of the Board of Directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Ordinary capital reduction through a nominal value reduction on condition of simultaneous capital increase in two tranches

Motion: *Unchanged from the invitation.*

Notes: *Unchanged from the invitation.*

2. Ordinary capital increase in two tranches

2.1 Ordinary capital increase – tranche A (rights issue)

Motion: The Board of Directors proposes that the share capital, which is to be reduced to CHF 46 723.63, be increased by means of an ordinary increase in share capital by issuing [•] registered shares at a nominal value of CHF 0.01 from CHF 46 723.63 by [•] to [•], as follows:

- [•] registered shares with a nominal value of CHF 0.01 each will be issued.
- The new registered shares will be issued at an issue price of CHF 0.01 (corresponds to the nominal value).
- The deposits will be paid up in full in cash.
- The newly issued registered shares will not have any privileges or special advantages.
- The newly issued registered shares will be entitled to voting rights and dividends **upon registration of the capital increase in the commercial register.**
- The transferability of the newly issued registered shares will be limited in accordance with Art. 4 of the Articles of Association.
- Pursuant to Art. 652b (1) CO, the subscription rights of existing shareholders are safeguarded in that the bank will subscribe to the registered shares to be issued as part of the rights issue on the basis of the underwriting agreement and has undertaken under the usual conditions to deliver the new shares against payment of the offer price to investors who have exercised subscription rights. The Board of Directors is authorized to determine the further modalities of the rights and the exercise thereof (including any trading of subscription rights).
- [Each] registered share[s] prior to the capital increase entitle[s] the holder to acquire [•] registered shares from the capital increase. The Board of Directors may, at its discretion, offer those registered shares for which the subscription rights are not effectively exercised to existing shareholders or third parties (equity placement), including sale on the market, or allow them to lapse.

The resolution pursuant to this agenda item 2.1 is subject to the acceptance of agenda items 1 and 2.2 as well as the condition that the Board of Directors carries out this capital increase – tranche A (rights issue) at the same time as the capital reduction through nominal value reduction pursuant to agenda item 1 and the capital increase – tranche B (private placement) pursuant to agenda item 2.2 (entry in the daily register of the commercial register).

Notes: *Unchanged from the invitation.*

2.2 Ordinary capital increase – tranche B (private placement)

Motion: The Board of Directors proposes that the share capital be increased in a further ordinary capital increase by [•] from [•] to [•] by issuing [•] registered shares with a nominal value of CHF 0.01, as follows:

- [•] registered shares with a nominal value of CHF 0.01 each will be issued.
- The new registered shares will be issued at an issue price of CHF [•].
- The deposits will be paid up in full in cash.
- The newly issued registered shares will not have any privileges or special advantages.
- The newly issued registered shares will be entitled to voting rights and dividends upon registration of the capital increase in the commercial register.
- The transferability of the newly issued registered shares will be limited in accordance with Art. 4 of the Articles of Association.
- The subscription rights of existing shareholders will be excluded in accordance with Art. 652b (2) CO and allocated to the two main shareholders and their companies who have committed to acquiring the new shares of the capital increase – tranche B (private placement).

The resolution pursuant to this agenda item 2.2 is subject to the acceptance of agenda items 1 and 2.1 and the condition that the Board of Directors carries out this capital increase – tranche B (private placement) at the same time as the capital reduction through nominal value reduction pursuant to agenda item 1 and the capital increase – tranche A (rights issue) pursuant to agenda item 2.1 (entry in the daily register of the commercial register).

Notes: *Unchanged from the invitation.*

3. Reintroduction of the capital band

Motion: The Board of Directors proposes to:

1. create a capital band to supplement the ordinary capital in accordance with Art. 653s et seq. CO with a lower limit of CHF [•] and an upper limit of CHF [•];
2. authorize the Board of Directors to increase the share capital within this band (capital band) until September 18, 2030 by issuing up to [•] registered shares with a nominal value of CHF 0.01 each or by increasing the nominal values of the existing registered shares and/or reducing it by canceling up to [•] registered shares with a nominal value of CHF 0.01 each or by reducing the nominal values of the existing registered shares;
3. amend Art. 3a of the company's Articles of Association as follows:

Applicable text before lapse of the capital band

Art. 3a Capital band

1. The company has a capital band of between CHF 22 193 725 (lower limit) and CHF 25 697 995 (upper limit). The Board of Directors is authorized within the scope of the capital band until April 20, 2028 or until the earlier expiry of the capital band to increase or reduce the share capital once or multiple times and in any amounts or to acquire or sell shares directly or indirectly. The capital may be increased or reduced by issuing up to 467 236 fully paid-up registered shares with a nominal value of CHF 5.00 each or by canceling up to 233 618 registered shares with a nominal value of CHF 5.00 each, or by increasing or reducing the nominal values of the existing registered shares within the scope of the capital band.
2. In the event of a capital increase, the Board of Directors determines the number of shares, the issue price, the type of contribution (including cash, contributions in kind, offsetting and conversion of reserves or profit carried forward into share capital), the date of issue, the conditions for exercising subscription rights and the start of dividend entitlement. The Board of

Revised text

Art. 3a Capital band

1. The Company has a capital band of between CHF [•] (lower limit) and CHF [•] (upper limit). The Board of Directors is authorized within the scope of the capital band until September 18, 2030 or until the earlier expiry of the capital band to increase or reduce the share capital once or multiple times and in any amounts or to acquire or sell shares directly or indirectly. The capital may be increased or reduced by issuing [•] fully paid-up registered shares with a nominal value of CHF 0.01 each or by canceling [•] registered shares with a nominal value of CHF 0.01 each, or by increasing or reducing the nominal values of the existing registered shares within the scope of the capital band.
2. In the event of a capital increase, the Board of Directors determines the number of shares, the issue price, the type of contribution (including cash, contributions in kind, offsetting and conversion of reserves or profit carried forward into share capital), the date of issue, the conditions for exercising subscription rights and the start of dividend entitlement. The Board of

Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse or to place these or shares for which subscription rights have been granted but not exercised at market conditions or otherwise utilize them in the interest of the company.

The Board of Directors is also authorized to withdraw or restrict the subscription rights of shareholders and to allocate subscription rights to individual shareholders or third parties:

- a. for the acquisition of companies, parts of companies or participations or for the financing or refinancing of such transactions or the financing of the company's new investment projects;
 - b. for the purpose of expanding the shareholder base in certain financial or investor markets, for the participation of strategic partners or in connection with listing shares on domestic or foreign stock exchanges.
3. If the share capital is reduced within the scope of the capital band, the Board of Directors shall determine the utilization of the reduction amount, if required.
 4. The direct and indirect acquisition of shares, based on § 3a, as well as any subsequent transfer of shares are subject to the restrictions of § 4 of the Articles of Association.

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3. If the share capital is reduced within the scope of the capital band, the Board of Directors shall determine the utilization of the reduction amount, if required.
 4. The direct and indirect acquisition of shares, based on § 3a, as well as any subsequent transfer of shares are subject to the restrictions of § 4 of the Articles of Association.

The resolution in accordance with this agenda item 3 is subject to the acceptance of agenda items 1, 2.1 and 2.2 and the condition that the Board of Directors will implement these resolutions (entry in the daily register of the commercial register).

Notes: *Unchanged from the invitation.*

Winterthur, September 18, 2025

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