



RIETER

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Invitation to the
Annual General Meeting 2016

Dear shareholder,

The Board of Directors of Rieter Holding Ltd.,
Winterthur, takes pleasure in inviting you to the
2016 Annual General Meeting on

**Wednesday, April 6, 2016, at 4 p.m.,
in the Eulachhallen, Wartstrasse 73,
8400 Winterthur (doors open at 3 p.m.)**

Agenda and motions proposed by the Board of Directors

1. Submission of the annual report, the annual accounts and the consolidated financial statements for 2015, as well as the statutory auditor's reports

Motion: The Board of Directors proposes that the annual report, the annual accounts and the consolidated financial statements for 2015 be approved.

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

Motion: The Board of Directors proposes that formal approval be given to the actions of its members and those of the Group Executive Committee.

3. Proposed appropriation of retained earnings and distribution of a dividend from the reserve from capital contributions

CHF	2015
Net profit for the year	24 993 225
Retained earnings brought forward from previous year	34 320 476
Reversal of legal reserve from capital contributions ¹	21 025 634
All the disposal of the Annual General Meeting	80 339 335

Proposal:

Distribution of dividends ¹	21 025 634
Allocation to free reserves	15 000 000
Balance to be brought forward	44 313 701
	80 339 335

¹ Shares held by Rieter Holding Ltd. at the time of distribution are not entitled to dividend. The amount distributed as well as the reversal of the legal reserve from capital contributions will be reduced accordingly at the time of distribution.

The Board of Directors proposes CHF 15.0 million to be allocated to free reserves and a dividend of CHF 4.50 per registered share to be paid. The latter is taken from the legal reserve from capital contributions. As a consequence, the dividend distribution is to be effected without deduction of 35 % withholding tax (as provided for in Art. 5 section 1^{bis} of the Swiss Federal Law on Withholding Tax [VStG]). The dividend is expected to be paid on April 12, 2016.

4. Remuneration

4.1. Consultative vote on the Remuneration Report for 2015

Motion: The Board of Directors proposes that the Remuneration Report for 2015 be approved in terms of a non-binding consultative vote.

4.2. Approval of the maximum total amount of remuneration for members of the Board of Directors for the 2017 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 1 500 000.00 for members of the Board of Directors for the 2017 financial year be approved.

4.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee for the 2017 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 6 000 000.00* for members of the Group Executive Committee for the 2017 financial year be approved.

*Amount 2017 including remuneration for an additional member of the Group Executive Committee

The principles of remuneration for the Board of Directors and the Group Executive Committee are described in §§ 27–30 of the Articles of Association. Further information on the principles of remuneration for members of the Board of Directors and members of the Group Executive Committee can be found in the Remuneration Report contained in the Annual Report.

5. Election to the Board of Directors

5.1. Erwin Stoller

Motion: The Board of Directors proposes the re-election of Erwin Stoller until the conclusion of the next Ordinary General Meeting of Shareholders.

5.2. This E. Schneider

Motion: The Board of Directors proposes the re-election of This E. Schneider until the conclusion of the next Ordinary General Meeting of Shareholders.

5.3. Michael Pieper

Motion: The Board of Directors proposes the re-election of Michael Pieper until the conclusion of the next Ordinary General Meeting of Shareholders.

5.4. Hans-Peter Schwald

Motion: The Board of Directors proposes the re-election of Hans-Peter Schwald until the conclusion of the next Ordinary General Meeting of Shareholders.

5.5. Peter Spuhler

Motion: The Board of Directors proposes the re-election of Peter Spuhler until the conclusion of the next Ordinary General Meeting of Shareholders.

5.6. Roger Bailod

Motion: The Board of Directors proposes the election of Roger Bailod as a new member until the conclusion of the next Ordinary General Meeting of Shareholders.



- Birth year 1958
- Swiss national
- Degree in Business Economics FH, certified Public Accountant
- As of October 2016: self-employed, professional Member of the Board
- Since 1996 until September 2016: Bucher Industries AG, Chief Financial Officer, Member of Group Management
- 1995: Benninger AG, Uzwil, Head of Corporate Services
- 1993: Dietsche Holding AG, Zug, Head of Finance and Accounting
- 1984: ATAG Ernst & Young AG, Zurich
- Other appointments: Member of the Board of Migros-Genossenschafts-Bund, Zurich and Member of the Board of BKW AG, Bern

5.7. Bernhard Jucker

Motion: The Board of Directors proposes the election of Bernhard Jucker as a new member until the conclusion of the next Ordinary General Meeting of Shareholders.



- Birth year 1954
- Swiss national
- Master of Science in Electrical Engineering, ETH Zürich
- Since 2016: President Europe Region, Member of the Group Executive Committee
- 2006 to 2015: President Power Products Division, Member of the Group Executive Committee
- 2003 to 2005: Country Manager ABB Germany and since 2006 Chairman of the Board of ABB AG, Germany
- 2002: Head of Automation Technology Products Division, Member of the Group Executive Committee
- Until 2001: various management positions across ABB Automation businesses
- With ABB (BBC) since 1979

6. Election of the Chairman of the Board of Directors

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

7. Election of the members of the Remuneration Committee

7.1. This E. Schneider

Motion: The Board of Directors proposes the re-election of This E. Schneider until the conclusion of the next Ordinary General Meeting of Shareholders.

7.2. Hans-Peter Schwald

Motion: The Board of Directors proposes the re-election of Hans-Peter Schwald until the conclusion of the next Ordinary General Meeting of Shareholders.

7.3. Erwin Stoller

Motion: The Board of Directors proposes the re-election of Erwin Stoller until the conclusion of the next Ordinary General Meeting of Shareholders.

8. Election of the independent voting proxy

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

9. Election of the statutory auditors

Motion: The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors.

10. Authorized capital

Motion: The Board of Directors proposes to renew the Company's authorized capital of up to CHF 2 500 000.00 for two years until April 6, 2018, and to amend paragraph 3a of the Articles of Association accordingly as follows:

§3a (new): The Board of Directors is authorized to increase the share capital by up to CHF 2 500 000.00 through the issue of up to 500 000 fully paid registered shares with a par value of CHF 5.00 each at any time until April 6, 2018. Increases by parts of this amount are permitted. The remainder of the paragraph remains unchanged.

Organization

The invitation to the Annual General Meeting is addressed to shareholders entered in the shareholders' register of Rieter Holding Ltd. as eligible to vote on March 29, 2016. Only shareholders who are entered in the shareholders' register of Rieter Holding Ltd. as eligible to vote are entitled to attend and vote at the Annual General Meeting. Share transfers made between March 30 and April 06, 2016, do not qualify for attendance at the Annual General Meeting.

Admission cards

If you wish to attend the Annual General Meeting in person or arrange to be represented by another shareholder entered in the shareholders' register as eligible to vote, please request an admission card with voting cards. Admission cards and voting material can be ordered by means of the enclosed registration form until Friday, April 01, 2016, or electronically via the platform at <https://rieter.shapp.ch> until Monday, April 04, 2016 (date of receipt of registration form).

Representation and power of attorney

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

- a) by a shareholder having power of attorney: the power of attorney must be issued on the admission card ordered by the shareholder;
- b) by Ulrich B. Mayer, Attorney-at-Law, Dolderstrasse 102, 8032 Zurich, as the independent voting proxy: the power of attorney and instructions to the independent voting proxy can be issued by means of the enclosed registration form or electronically via the platform at <https://rieter.shapp.ch>. Signing the registration form authorizes the independent voting proxy to approve the Board of Directors' proposals unless other written instructions are issued. This also applies in the event that proposals are voted on at the Annual General Meeting which are not listed in the invitation.

Please return the registration form with your instructions by no later than April 01, 2016, to Rieter Holding Ltd., Share Register, c/o Nimbus AG, P.O. Box, 8866 Ziegelbrücke, Switzerland. The prompt return of the registration form facilitates preparations by the shareholders' register for the Annual General Meeting. The admission cards and voting material will be mailed as from March 30, 2016.

Please note that only registered shareholders will be admitted to the Annual General Meeting (persons accompanying them cannot be admitted). Shareholders who have sold their shares prior to the Annual General Meeting are no longer eligible to vote. In the event of partial sales, the admission card already issued must be exchanged for a new one at the "Share register" desk before the Annual General Meeting.

Voting is conducted electronically at the Annual General Meeting of Rieter Holding Ltd. You will receive detailed instructions with the admission card and at the Annual General Meeting.

You are warmly invited to partake of refreshments which will be served after the Annual General Meeting.

We look forward to welcoming you to the Annual General Meeting.

Route to the Annual General Meeting

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

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

Transfer from Winterthur railroad station to the Eulachhallen

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

Private vehicles

The reserved parking spaces are in front of the Eulachhallen. Please follow the signs.

Return journey in the evening

A bus service is available for the return journey from the Eulachhallen to the main railroad station. The last bus leaves at approximately 7.30 p.m.



Annual Report

The annual report, the annual accounts and the consolidated financial statements for 2015, the statutory auditor's reports and the remuneration report are available for inspection by shareholders at the Company's registered office. These documents will also be forwarded on request to all shareholders entered in the shareholders' register of Rieter Holding Ltd. on March 29, 2016. You will also find the annual report on our website at www.rieter.com.

Winterthur, March 16, 2016

Rieter Holding Ltd.

For the Board of Directors
The Chairman

Erwin Stoller

Enclosure

- Registration form
- Explanatory notes to the registration form
- Summary annual report 2015
- Self-addressed envelope