



RIETER

**Invitation to
the Annual
General Meeting
2017**

Dear shareholder,

**The Board of Directors of Rieter Holding Ltd.,
Winterthur, takes pleasure in inviting you
to the 2017 Annual General Meeting on**

**Wednesday, April 5, 2017, 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 financial statements and the consolidated financial statements for 2016, as well as the statutory auditor's reports

Motion: The Board of Directors proposes that the annual report, the financial statements and the consolidated financial statements for 2016 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. Proposal for the appropriation of retained earnings and the distribution of a dividend out of the legal capital reserve

CHF	2016
Net profit for the year	27 021 038
Retained earnings carried forward from previous year	44 313 701
Reversal of legal capital reserve ¹	23 361 815
At the disposal of the Annual General Meeting	94 696 554

Proposal

Distribution of dividend ¹	23 361 815
Allocation to free reserves	15 000 000
Balance to be carried forward	56 334 739
	94 696 554

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 capital reserve will be reduced accordingly at the time of distribution.

The Board of Directors proposes that CHF 15.0 million be allocated to free reserves and a dividend of CHF 5.00 per registered share be paid. The latter is taken from the legal capital reserve. As a consequence, the dividend distribution is to be effected without deduction of 35% withholding tax (as provided for in Art. 5, section 1bis, of the Swiss Federal Law on Withholding Tax [VStG]). The dividend is expected to be paid on April 11, 2017.

4. Remuneration

4.1. Consultative vote on the Remuneration Report for 2016

Motion: The Board of Directors proposes that the Remuneration Report for 2016 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 2018 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 1 800 000* for members of the Board of Directors for the 2018 financial year be approved.

*2018 amount includes remuneration for an additional member of the Board of Directors.

4.3. Approval of the maximum total amount of remuneration for members of the Group Executive Committee (Group Management) for the 2018 financial year

Motion: The Board of Directors proposes that the maximum total amount of remuneration of CHF 6 000 000 for members of the Group Executive Committee for the 2018 financial year be approved.

The principles of remuneration for the Board of Directors and the Group Executive Committee are described in §§ 27 until 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. 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.

5.2. 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.

5.3. 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.

5.4. 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.

5.5. Roger Bailod

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

5.6. Bernhard Jucker

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

5.7. Carl Illi

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



- Year of birth 1961
- Swiss national
- Lic. oec. HSG
- Since 1988, owner, CEO and Chairman of the Board of Directors of CWC Textil AG, Zurich, and Swisstulle AG, Mönchwilten
- From June 2017, Chairman of Swiss Textiles – Swiss Textile Federation, Zurich
- Since 2014, member of the Board of Directors of the Swiss Textile College, Zurich
- From 1999 to 2011, Chairman of the Swiss Association of Textile Specialists, Reinach

5.8. Luc Tack

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



- Year of birth 1961
- Belgian national
- Since 2009 Managing Director of Picanol NV, Belgium
- Since 2013 Chief Executive Officer of Tessengerlo Chemie NV, Belgium

6. Election of the Chairman of the Board of Directors

Motion: The Board of Directors proposes the election of Bernhard Jucker as the 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. 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.

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.

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 28, 2017. 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 29 and April 5, 2017, 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, March 31, 2017, or electronically via the platform at <https://rieter.shapp.ch> until Monday, April 3, 2017 (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 March 31, 2017, 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 29, 2017.

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 of 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 2016, 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 28, 2017. You will also find the annual report on our website at www.rieter.com.

Winterthur, March 15, 2017

Rieter Holding Ltd.

For the Board of Directors
The Chairman



Erwin Stoller

Enclosure

- Registration form
- Explanatory notes to the registration form
- Summary of Annual Report 2016
- Self-addressed envelope



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