

INVITATION

TO THE ANNUAL GENERAL MEETING
OF RHEINMETALL AG

12 MAY 2026



RHEINMETALL

Agenda at a glance

1. Presentation of the adopted single-entity financial statements, the approved consolidated financial statements, the management report for the Company, which is combined with the Group management report; and the report of the Supervisory Board, all for fiscal year 2025
2. Adoption of a resolution on the appropriation of the unappropriated surplus for fiscal year 2025
3. Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2025
4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2025
5. Adoption of a resolution to select the auditor for the fiscal year 2026; adoption of a resolution to select the auditor of the sustainability report
6. Election of Supervisory Board members by the shareholders
7. Adoption of a resolution to approve the remuneration report for fiscal year 2025, prepared and audited in accordance with Section 162 AktG
8. Adoption of a resolution on the approval of the compensation system for the Executive Board members pursuant to Section 120a AktG
9. Adoption of a resolution on the adjustment of the remuneration of the Supervisory Board and the corresponding amendment to the Articles of Association
10. Adoption of a resolution on the approval of the conclusion of a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 1 GmbH as a subsidiary
11. Adoption of a resolution on the approval of the conclusion of a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 2 GmbH as a subsidiary

Invitation to the Annual General Meeting

Dear Shareholders,

We invite you to the Annual General Meeting of Rheinmetall Aktiengesellschaft (hereinafter also “Rheinmetall AG” or the “Company”) with its registered office in Düsseldorf on Tuesday, 12 May 2026 10:00 a.m. CEST (Central European Summer Time).

On the basis of Section 15 para. 3 of the Company’s Articles of Association, the Annual General Meeting will be held in the form of a virtual Annual General Meeting pursuant to Section 118a para. 1 sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG) without the shareholders or their authorised representatives being physically present (with the exception of the Company’s proxies) at the location of the Annual General Meeting. The location of the Annual General Meeting within the meaning of the AktG is Rheinmetall Platz 1, 40476 Düsseldorf, Germany.

The virtual Annual General Meeting will be broadcast live in video and audio for properly registered shareholders via the Company’s shareholder portal on the internet at www.rheinmetall.com/hauptversammlung. The shareholders and their authorised representatives can exercise their rights – as described in detail in Section III. of this invitation – by means of electronic communication via the shareholder portal.

I. Agenda

1. Presentation of the adopted single-entity financial statements, the approved consolidated financial statements, the management report for the Company, which is combined with the Group management report; and the report of the Supervisory Board, all for fiscal year 2025

The aforementioned documents also contain the declaration on corporate management, including the reporting on corporate governance as well as the disclosures pursuant to Section 289a para. 1, 315a para. 1 of the German Commercial Code (Handelsgesetzbuch, HGB). They are available on the internet at www.rheinmetall.com/hauptversammlung and can also be accessed there during the Annual General Meeting.

The Supervisory Board approved the single-entity financial statements prepared by the Executive Board and the consolidated financial statements on 10 March 2026 in accordance with Sections 172 and 173 AktG. The single-entity financial statements are thus approved. As a result, no adoption of a resolution is proposed by the Annual General Meeting in this regard.

2. Adoption of a resolution on the appropriation of the unappropriated surplus for fiscal year 2025

The Executive Board and Supervisory Board propose using the net earnings of Rheinmetall AG for fiscal year 2025 amounting to EUR 548,868,074.47 as follows:

- Distribution of a dividend of EUR 11.50 per no-par share entitled to a dividend	=	EUR 534,012,861.50
- Appropriation to other retained earnings	=	EUR 14,855,212.97

Treasury shares are not entitled to a dividend. In the event that the number of no-par shares entitled to dividends for the past fiscal year 2025 changes prior to the Annual General Meeting, a correspondingly adjusted proposed resolution will be submitted to the Annual General Meeting, which will continue to provide for a dividend of EUR 11.50 per no-par share entitled to dividends and correspondingly adjusted amounts for the distribution total and profit carried forward.

Pursuant to Section 58 para. 4 sentence 2 AktG, the claim to the dividend will be due on the third business day following the resolution of the Annual General Meeting, i.e. on Friday, 15 May 2026.

3. Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2025

The Executive Board and the Supervisory Board propose approving the actions of the Executive Board members who were in office in fiscal year 2025 for this period.

4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2025

The Executive Board and the Supervisory Board propose approving the actions of the Supervisory Board members who were in office in fiscal year 2025 for this period.

5. Adoption of a resolution to select the auditor for the fiscal year 2026; adoption of a resolution to select the auditor of the sustainability report

5.1 The Supervisory Board proposes, on the recommendation of its Audit Committee, selecting Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Düsseldorf branch, as the auditor of the single-entity and consolidated financial statements for fiscal year 2026.

Both the recommendation of the Audit Committee and the proposal of the Supervisory Board are free from undue influence by third parties. There were also no provisions that would have limited the options in the selection of a specific auditor or audit firm for the annual audit.

5.2 The Supervisory Board proposes, on the recommendation of its Audit Committee, selecting Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Düsseldorf branch, as the auditor of the sustainability report.

The appointment of the auditor of the sustainability report by the Annual General Meeting takes place as a precautionary measure against the background of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to corporate sustainability reporting. According to this, the German legislator is obliged to introduce corresponding sustainability reporting. At the time of the convening notice, a corresponding law had not yet been passed.

6. Election of Supervisory Board members by the shareholders

The membership of Dr. Dr. E.h. Klaus Draeger and Ms Louise Öfverström on the Supervisory Board will end at the close of the Annual General Meeting on 12 May 2026. Thus, the election of two new Supervisory Board members of the shareholders is required.

Pursuant to Sections 96 para. 1 and para. 2 and 101 para. 1 AktG in conjunction with Section 7 para. 1 no. 2 of the German Co-determination Act (Mitbestimmungsgesetz, MitbestG), the Supervisory Board is composed of eight representatives of the shareholders and eight representatives of the employees, and women at a minimum ratio of 30% and men at a minimum ratio of 30%. Since the fulfilment of the aforementioned minimum ratio as a whole pursuant to Section 96 para. 2 sentence 3 AktG was objected to, the minimum ratio must be met separately on the shareholders' side and on the employees' side. Of the eight seats of the shareholders on the Supervisory Board, at least two must therefore be filled by women and at least two by men. In the event that the following proposed individuals are elected, the Supervisory Board will have a total of five female members, three of whom will be on the shareholders' side and two on the employees' side. The following proposed resolutions would therefore satisfy the minimum share requirement.

Based on the recommendation of the Supervisory Board Nomination Committee, the Supervisory Board proposes to elect

6.1 Ms Eva Louise Helen Öfverström
Starnberg, Germany
Chief Financial Officer of Nemetschek SE

as shareholder representative on the Supervisory Board with effect from the end of the Annual General Meeting on 12 May 2026 for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2029 fiscal year.

6.2 Mr Frederick Benjamin Hodges
Frankfurt am Main
Executive advisor

as shareholder representative on the Supervisory Board with effect from the end of the Annual General Meeting on 12 May 2026 for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2028 fiscal year.

Ms Öfverström is a member of the following other statutory Supervisory Boards or similar domestic or foreign supervisory bodies of business enterprises:

- Bluebeam Inc., USA
- Nemetschek Inc., USA
- Graphisoft SE, Hungary

Mr Hodges is not a member of any other statutory Supervisory Boards or similar domestic or foreign supervisory bodies of business enterprises.

In addition to the above information on the election proposals, you will find a short CV for each candidate, including a list of relevant skills, knowledge, and experience, following this agenda under *Section II. Annexes to the agenda*.

In the opinion of the Supervisory Board, there are no decisive personal or business relationships within the meaning of Recommendation C.13 of the German Corporate Governance Code between the individuals proposed for election and Rheinmetall AG, its subsidiaries, the executive bodies of Rheinmetall AG, or a shareholder with a material interest in Rheinmetall AG. In the opinion of the Supervisory Board, all individuals proposed for election are independent from the Company and the Executive Board within the meaning of Recommendation C.6 of the German Corporate Governance Code; a controlling shareholder within the meaning of Recommendation C.9 of the German Corporate Governance Code does not currently exist.

In the opinion of the Supervisory Board, the persons proposed for election have the knowledge, skills, and professional expertise required to perform their duties as well as sufficient time to perform their duties within the meaning of Principles 11 and 12 of the German Corporate Governance Code.

The Supervisory Board last updated its competency profile for the entire committee in March 2026. If Mr Hodges is elected, he could expand the Supervisory Board's core competencies, particularly in geopolitics, government relations/defence policy, and strengthen its industry expertise in defence.

The intention is to have the Annual General Meeting decide on the election of the Supervisory Board members by way of a separate vote.

Further information on the competency profile for the Supervisory Board, the status of its implementation, as well as on the functioning and composition of the Supervisory Board can be found in the corporate governance statement and in the Supervisory Board report, which are also accessible as part of the annual report for fiscal year 2025.

7. [Adoption of a resolution to approve the remuneration report for fiscal year 2025, prepared and audited in accordance with Section 162 AktG](#)

Pursuant to Section 162 AktG, the Executive Board and Supervisory Board of a publicly listed stock corporation must prepare an annual Compensation Report on the remuneration of the members of the corporate bodies and submit it to the Annual General Meeting for approval pursuant to Section 120 a para. 4 AktG.

The Executive Board and the Supervisory Board submit to the Annual General Meeting the Compensation Report for the fiscal year 2025, prepared in accordance with Section 162 AktG, and audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Düsseldorf, including the note pursuant to Section 162 para. 3 sentence 3 AktG. The Compensation Report is available from the time the Annual General Meeting is convened on the Company's website at www.rheinmetall.com/hauptversammlung and will also be available there during the Annual General Meeting.

The auditor audited the Compensation Report in accordance with Section 162 para. 3 AktG to determine whether the legally required disclosures were made in accordance with Section 162 para. 1 and 2 AktG. In addition to the statutory requirements, the auditor also carried out a substantive review.

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal year 2025 be approved.

8. [Adoption of a resolution on the approval of the compensation system for the Executive Board members pursuant to Section 120a AktG](#)

According to Section 120a para. 1 AktG, the Annual General Meeting of a listed company adopts a resolution to approve the remuneration system presented by the Supervisory Board for the Executive Board members at least every four years as well as at the time of any significant change to the remuneration system. The Company's remuneration system was last approved by the Annual General Meeting on 13 May 2025. The Supervisory Board regularly reviews the remuneration system for executive board members to determine whether action is required. With effect from 1 January 2026 and taking into account the requirements of Section 87a para. 1 AktG, it has decided on a change to the remuneration system for the Executive Board members.

Geopolitical developments in recent years have led to a sustained increase in demand for defence solutions. As a result, Rheinmetall has a historically high order volume, the efficient and consistent processing of which will be a strategic priority in the coming years. The financial performance targets in the variable executive board remuneration to date have placed a strong focus on the profitability and liquidity of the Rheinmetall Group. Against the backdrop of Rheinmetall's strong growth trajectory, growth is to be more firmly anchored in the executive board remuneration. Therefore, in addition to the financial performance targets of earnings before taxes and operating free cash flow, sales is to be introduced into the short-term incentive with a weighting of 30%. In return, the weighting of pre-tax earnings is to be reduced from 60% to 30%. The financial performance targets of earnings before taxes and operating free cash flow remain anchored as key performance indicators in the short-term incentive scheme, ensuring that incentives are not one-sided and that there is a triad of profitability (earnings before taxes), growth (sales) and liquidity (operating free cash flow). In addition, the ESG criteria catalogues for short-term incentives and long-term incentives will be merged. This uniform catalogue provides Rheinmetall AG shareholders with a transparent overview of possible ESG targets in executive board remuneration and increases the accuracy of selecting suitable ESG targets derived from the Company's strategy.

The compensation system is available from the time the Annual General Meeting is convened on the Company's website at www.rheinmetall.com/hauptversammlung and will also be available there during the Annual General Meeting.

Based on the recommendations of its Personnel and Remuneration Committee, the Supervisory Board proposes that the resolution be adopted as follows:

The remuneration system for the Executive Board members decided by the Supervisory Board with effect from 1 January 2026 is approved.

9. **Adoption of a resolution on the adjustment of the remuneration of the Supervisory Board and the corresponding amendment to the Articles of Association**

The remuneration of the members of the Supervisory Board is regulated in Section 13 of the Company's Articles of Association. It was last confirmed by resolution of the Annual General Meeting on 14 May 2024, together with the adoption of a resolution on the remuneration system for the members of the Supervisory Board.

The constant competition for qualified and experienced individuals as candidates for the representatives of the shareholders on the Supervisory Board and the ever-increasing demands on Supervisory Board activities make it necessary, in the opinion of the Supervisory Board and the Executive Board, to increase the compensation of the Supervisory Board compared to the compensation granted to date within the scope of what is customary in the market. For this purpose, the compensation for Supervisory Board and committee work should be increased moderately, taking into account the general price increases of recent years. However, the concept of Supervisory Board compensation should not be changed.

The remuneration system underlying the remuneration of the members of the Supervisory Board, with the disclosures specified in Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 AktG, taking into account the adjustment proposed below, will be available on the Company's website at www.rheinmetall.com/hauptversammlung from the date of convening the Annual General Meeting and will also be available there during the Annual General Meeting.

The Supervisory Board and the Executive Board propose adopting the following resolution:

a) Amendment to the Articles of Association

Section 13 of the Company's Articles of Association is reworded as follows:

“(1)

- a) Each Supervisory Board member shall receive fixed remuneration of EUR 120,000.00 payable after the end of the fiscal year.
 - b) The Chairman of the Supervisory Board shall receive 2.25 times the remuneration; his/her deputy shall receive 1.5 times the remuneration in accordance with Section para. 1 a).
- (2) Each Supervisory Board member shall receive an attendance fee of EUR 1,000.00, in addition to the reimbursement of his/her expenses for each Supervisory Board meeting attended, whether in person, by telephone or otherwise, but not for merely participating in the adoption of a resolution, and an attendance fee of EUR 1,000.00 for in-person attendance at committee meetings that do not take place on the day of a Supervisory Board meeting.
- (3) The following is also received for work on Supervisory Board committees:
- a) The Chairman of the Audit Committee shall receive fixed remuneration of EUR 110,000.00 payable after the end of the fiscal year; the remaining members of the Audit Committee shall receive fixed remuneration of EUR 55,000.00 payable after the end of the fiscal year.
 - b) The Chairman of the Personnel and Remuneration Committee shall receive fixed remuneration of EUR 70,000.00 payable after the end of the fiscal year; the remaining members of the Personnel and Remuneration Committee shall receive fixed remuneration of EUR 35,000.00, payable after the end of the fiscal year.
 - c) The Chairman of the Strategy, Technology and ESG Committee shall receive fixed remuneration of EUR 50,000.00 payable after the end of the fiscal year; the remaining members of the Strategy, Technology and ESG Committee shall receive fixed remuneration of EUR 25,000.00 payable after the end of the fiscal year.
 - d) The Chairman of the Nomination Committee as well as the Mediation Committee shall receive fixed remuneration of EUR 20,000.00 payable after the end of the fiscal year; the remaining members of the Nomination Committee as well as the Mediation Committee shall receive fixed remuneration of EUR 10,000.00, payable after the end of the fiscal year.

- (4) The members of the Supervisory Board are covered by a financial loss liability insurance policy for executive bodies and certain managers with an appropriate deductible, maintained by the company in the interests of the company, insofar as such a policy exists. The premiums for this purpose shall be paid by the Company.
- (5) Supervisory Board and committee members who have been on the Supervisory Board or a committee for only part of the fiscal year shall receive prorated remuneration.
- (6) Each Supervisory Board member, with the exception of workers' representatives, is obliged to use 30% of the fixed remuneration paid in accordance with paragraph (1) to acquire shares of the Company and to hold the shares for the duration of membership on the Supervisory Board. Proof of compliance with the holding obligation must be provided to the company. The obligation to acquire shares specified in sentence 1 does not apply to compensation that has not yet been paid at the time of departure from the Supervisory Board. Entitlement to the portion of the compensation referred to in paragraph (6) sentence 1 shall lapse retroactively if the Supervisory Board member sells or lends against the purchased shares in full or in part before he/she leaves the Supervisory Board.
- (7) The value-added tax accrued on the remuneration of the Supervisory Board members shall be reimbursed upon motion.
- (8) These regulations apply for the first time for the remuneration payable for fiscal year 2026.”

b) Adoption of a resolution on remuneration and approval of the remuneration system

The remuneration regulations, as amended and otherwise unchanged, are confirmed and the amended remuneration system for the members of the Supervisory Board is approved.

10. [Adoption of a resolution on the approval of the conclusion of a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 1 GmbH as a subsidiary](#)

On 25 February 2026, Rheinmetall AG (parent company) concluded a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 1 GmbH (subsidiary). The subsidiary company was newly established in 2025; all shares are fully held by Rheinmetall AG.

The objective of concluding the control and profit transfer agreement is to establish a corporate and trade tax corporation between the parent company and the subsidiary company from the beginning of the 2026 fiscal year as well as to strengthen the organisational integration of the subsidiary company into the parent company required for any existing VAT group. Due to this corporation relationship, profits and losses of the subsidiary company are directly attributed to the parent company under tax law. Positive and negative results can thus be offset for tax purposes at the level of the parent company. Depending on the tax results situation of the companies involved, this can result in tax benefits. Without the control and profit transfer agreement, such a complete profit offsetting for tax purposes is not possible. In addition, profits are paid to the parent company within the framework of the corporation without additional tax burden. Without the existence of a corporation, subsidiary company profits could at best be distributed to the parent company by way of a profit distribution; in this case, according to current tax laws, 5% of the profit distribution to the parent company would be subject to corporation and trade tax. The conclusion of the control and profit transfer agreement does not entail any changes to the shareholdings in the companies concluding the agreement. Apart from the loss assumption obligation of the parent company, from the point of view of the parent company shareholders, there are no special consequences from the control and profit transfer agreement.

The control and profit transfer agreement has the following essential content:

- The subsidiary company subordinates the management of its company to the parent company. Accordingly, the parent company is entitled to issue instructions to the management of the subsidiary company with regard to the management of the company.
- The subsidiary company undertakes to transfer all its profits to the parent company during the term of the contract. Subject to the permissible creation or release of reserves, the net income for the year resulting without any transfer of profits, less any losses carried forward from the previous year and any amounts that are blocked for transfer by law, are to be transferred.
- With the consent of the parent company, the subsidiary company may only transfer amounts from the net income for the year to retained earnings (Section 272 para. 3 HGB) insofar as this is permissible under commercial law and economically justified based on a reasonable commercial assessment. Other retained earnings accounts created during the term of the Agreement in accordance with Section 272 para. 3 HGB must be released at the request of the parent company. The transfer of amounts from the release of other reserves created before the start of the Agreement is excluded.

- The parent company must, in accordance with Section 302 AktG, as amended, absorb any loss for the year that otherwise arises during the term of the Agreement.
- The parent company has a right of inspection and information vis-à-vis the subsidiary company. The subsidiary company must report to the parent company at least once a month on business developments. These rights apply from the time at which the control and profit transfer agreement is entered in the commercial register of the subsidiary company.
- The Agreement is concluded for an indefinite period. It may be terminated in writing by either of the contracting parties at the end of any given fiscal year of the subsidiary company with a notice period of six months. At the earliest, it may be terminated at the end of the fiscal year that ends at least five years after the start of the fiscal year in which the Agreement takes effect. The right to terminate the Agreement for a compelling reason without notice remains unaffected. A compelling reason specifically exists if one of the cases governed by R 14.5 para. 6 sentence 2 of the 2022 Corporation Tax Guidelines or by a superseding administrative instruction exists; if the parent company no longer holds an interest in the subsidiary company with the majority of the voting rights or has undertaken to sell the majority of the shares; or another Shareholder that, in analogous application of Section 307 AktG, is to be regarded as external assumes an interest in the subsidiary company.

The shareholders' meeting of the subsidiary company has already agreed to the conclusion of the control and profit transfer agreement in notarial form. On 10 March 2026, the Supervisory Board of Rheinmetall AG approved the conclusion of the control and profit transfer agreement. The control and profit transfer agreement will only become effective with the approval of the Rheinmetall AG Annual General Meeting and subsequent entry of the domination and profit and loss transfer agreement in the commercial register of the subsidiary company.

The Executive Board of Rheinmetall AG and the Managing Directors of the subsidiary company have issued a joint report pursuant to Section 293a AktG, in which the conclusion of the control and profit transfer agreement was explained and justified. Since all shares of the subsidiary company are in the hands of Rheinmetall AG, an audit by a contract auditor pursuant to Section 293b para. 1, second half of the sentence, AktG is obsolete.

The following documents to be published are available on the Internet at www.rheinmetall.com/hauptversammlung:

- Control and profit transfer agreement,
- Joint report of the Executive Board of Rheinmetall AG and the Management Board of Rheinmetall Vermögensverwaltung 1 GmbH pursuant to Section 293a AktG, and
- Single-entity financial statements and management reports of Rheinmetall AG for the last three fiscal years.

In accordance with legal requirements, the financial statements of Rheinmetall Vermögensverwaltung 1 GmbH have not yet been prepared.

The Executive Board and the Supervisory Board therefore propose:

The conclusion of the control and profit transfer agreement with Rheinmetall Vermögensverwaltung 1 GmbH is approved.

11. [Adoption of a resolution on the approval of the conclusion of a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 2 GmbH as a subsidiary](#)

On 25 February 2026, Rheinmetall AG (parent company) concluded a control and profit transfer agreement with Rheinmetall Vermögensverwaltung 2 GmbH (subsidiary). The subsidiary company was newly established in 2025; all shares are fully held by Rheinmetall AG.

The objective of concluding the control and profit transfer agreement is to establish a corporate and trade tax corporation between the parent company and the subsidiary company from the beginning of the 2026 fiscal year as well as to strengthen the organisational integration of the subsidiary company into the parent company required for any existing VAT group. Due to this corporation relationship, profits and losses of the subsidiary company are directly attributed to the parent company under tax law. Positive and negative results can thus be offset for tax purposes at the level of the parent company. Depending on the tax results situation of the companies involved, this can result in tax benefits. Without the control and profit transfer agreement, such a complete profit offsetting for tax purposes is not possible. In addition, profits are paid to the parent company within the framework of the corporation without additional tax burden. Without the existence of a corporation, subsidiary company profits could at best be distributed to the parent company by way of a profit distribution; in this case,

according to current tax laws, 5% of the profit distribution to the parent company would be subject to corporation and trade tax. The conclusion of the control and profit transfer agreement does not entail any changes to the shareholdings in the companies concluding the agreement. Apart from the loss assumption obligation of the parent company, from the point of view of the parent company shareholders, there are no special consequences from the control and profit transfer agreement.

The control and profit transfer agreement has the following essential content:

- The subsidiary company subordinates the management of its company to the parent company. Accordingly, the parent company is entitled to issue instructions to the management of the subsidiary company with regard to the management of the company.
- The subsidiary company undertakes to transfer all its profits to the parent company during the term of the contract. Subject to the permissible creation or release of reserves, the net income for the year resulting without any transfer of profits, less any losses carried forward from the previous year and any amounts that are blocked for transfer by law, are to be transferred.
- With the consent of the parent company, the subsidiary company may only transfer amounts from the net income for the year to retained earnings (Section 272 para. 3 HGB) insofar as this is permissible under commercial law and economically justified based on a reasonable commercial assessment. Other retained earnings accounts created during the term of the Agreement in accordance with Section 272 para. 3 HGB must be released at the request of the parent company. The transfer of amounts from the release of other reserves created before the start of the Agreement is excluded.
- The parent company must, in accordance with Section 302 AktG, as amended, absorb any loss for the year that otherwise arises during the term of the Agreement.
- The parent company has a right of inspection and information vis-à-vis the subsidiary company. The subsidiary company must report to the parent company at least once a month on business developments. These rights apply from the time at which the control and profit transfer agreement is entered in the commercial register of the subsidiary company.
- The Agreement is concluded for an indefinite period. It may be terminated in writing by either of the contracting parties at the end of any given fiscal year of the subsidiary company with a notice period of six months. At the earliest, it may be terminated at the end of the fiscal year that ends at least five years after the start of the fiscal year in which the Agreement takes effect. The right to terminate the Agreement for a compelling reason without notice remains unaffected. A compelling reason specifically exists if one of the cases governed by R 14.5 para. 6 sentence 2 of the 2022 Corporation Tax Guidelines or by a superseding administrative instruction exists; if the parent company no longer holds an interest in the subsidiary company with the majority of the voting rights or has undertaken to sell the majority of the shares; or another Shareholder that, in analogous application of Section 307 AktG, is to be regarded as external assumes an interest in the subsidiary company.

The shareholders' meeting of the subsidiary company has already agreed to the conclusion of the control and profit transfer agreement in notarial form. On 10 March 2026, the Supervisory Board of Rheinmetall AG approved the conclusion of the control and profit transfer agreement. The control and profit transfer agreement will only become effective with the approval of the Rheinmetall AG Annual General Meeting and subsequent entry of the domination and profit and loss transfer agreement in the commercial register of the subsidiary company.

The Executive Board of Rheinmetall AG and the Managing Directors of the subsidiary company have issued a joint report pursuant to Section 293a AktG, in which the conclusion of the control and profit transfer agreement was explained and justified. Since all shares of the subsidiary company are in the hands of Rheinmetall AG, an audit by a contract auditor pursuant to Section 293b para. 1, second half of the sentence, AktG is obsolete.

The following documents to be published are available on the Internet at www.rheinmetall.com/hauptversammlung:

- Control and profit transfer agreement,
- Joint report of the Executive Board of Rheinmetall AG and the Management Board of Rheinmetall Vermögensverwaltung 2 GmbH pursuant to Section 293a AktG, and
- Single-entity financial statements and management reports of Rheinmetall AG for the last three fiscal years.

In accordance with legal requirements, the financial statements of Rheinmetall Vermögensverwaltung 2 GmbH have not yet been prepared.

The Executive Board and the Supervisory Board therefore propose:

The conclusion of the control and profit transfer agreement with Rheinmetall Vermögensverwaltung 2 GmbH is approved.

II. Annexes to the agenda

Annex to item 6 of the agenda (CVs of the persons proposed for election to the Supervisory Board)

Ms Eva Louise Helen Öfverström

Member of the Supervisory Board of Rheinmetall AG since 2022

Chief Financial Officer / Member of the Executive Board of Nemetschek SE

Born in: 1975

Nationality: Swedish

Education/academic background

1999: Lund University, Sweden / University of Freiburg

Master of Science in Business Administration

Professional career

Since 2023: Nemetschek SE, Chief Financial Officer / Member of the Executive Board

2022 – 2020: Rolls-Royce Power Systems AG, Chief Financial Officer / Member of the Executive Board

2019 – 2016: ThyssenKrupp Steel AG: Head of Controlling, Accounting & Risk

2016 – 2016: Clariant AG: Senior Manager Corporate Projects

2015 – 2007: MAN SE

2015 – 2009: CFO/Managing Director, MAN Finance International GmbH

2009 – 2008: CFO, OOO MAN Financial Services

2008 – 2007: Senior Manager Debt & Equity Capital Markets, MAN AG

2007 – 2005: Lagom White GmbH: Founder, Managing Director, and shareholder

2005 – 2003: Linde AG, Linde Gas Therapeutics Division: Manager Mergers & Acquisitions / Strategic Business Control

2003 – 1999: KPMG DTG AG, Senior Executive Financial Advisory Services

Memberships on other statutory supervisory boards

None

Memberships on similar domestic and foreign supervisory bodies of business enterprises

- Bluebeam Inc., USA – Chairwoman of the Board of Directors
- Nemetschek Inc., USA – Chairwoman of the Board of Directors
- Graphisoft SE, Ungarn – Member of the Supervisory Board

Core competencies and experience

Ms Öfverström has special knowledge and experience in the application of accounting principles and internal control procedures and is familiar with annual audits within the meaning of Recommendation D.3 of the German Corporate Governance Code. In addition, she has special knowledge and experience in business valuation as well as in transformation processes.

Herr Frederick Benjamin Hodges

Executive advisor

Born in: 1958

Nationality: US American

Education / Academic background

1980: Graduated from the United States Military Academy, West Point, New York, USA

Professional career

2022 – 2023: Senior Advisor at Human Rights First, a non-profit, non-partisan international human rights organisation based in the United States

2022–2024: Senior Logistics Mentor at NATO

2018–2022: Pershing Chair for Strategic Studies at the Centre for European Policy Analysis (CEPA) in Washington, D.C., USA

2014–2017: Commanding General of the US Armed Forces in Europe in Wiesbaden, Germany

2012–2014: Commander of NATO Land Forces Command in Izmir, Turkey

2009–2010: Head of Operations for Regional Command South in Kandahar, Afghanistan

2005–2006: Operational assignments, including as Chief of Operations for the Multinational Corps Iraq as part of Operation Iraqi Freedom

2003–2004: Commanders of infantry units at company, battalion and brigade level in the 101st. Airborne Division, including the First Brigade Combat Team 'Bastogne' as part of Operation Iraqi Freedom

May 1980: Appointment as an infantry officer in the US Army

1981–1984: Served as a lieutenant in Garlstadt, Germany

Memberships on other statutory supervisory boards

None

Memberships on similar domestic and foreign supervisory bodies of business enterprises

None

Core competencies and experience

Mr Hodges has core competencies in the divisions of geopolitics, government relations and defence policy.

III. Further information on the convocation

1. Total number of shares and voting rights at the time of the convening notice

On the date of submission of the convening notice for publication in the Federal Gazette (24 March 2026), the Company's share capital amounts to EUR 119,186,956.80. It is divided into 46,557,405 shares, each of which carries one vote. Of these, 121,504 relate to treasury shares, from which the Company has no rights. The total number of voting rights is therefore 46,435,901.

2. Information on conducting a virtual Annual General Meeting

The Executive Board has exercised the authorisation in Section 15 para. 3 of the Articles of Association and has decided to hold the Annual General Meeting as a virtual Annual General Meeting in accordance with Section 118a AktG. Physical participation by shareholders and their authorised representatives (with the exception of the Company's proxies) at the location of the Annual General Meeting is excluded. The members of the Executive Board and the members of the Supervisory Board intend to participate in the Annual General Meeting in accordance with the statutory requirements under the Articles of Association.

On 12 May 2026, the Annual General Meeting will be broadcast live in full on the internet via the Shareholder portal at www.rheinmetall.com/hauptversammlung from 10:00 a.m. CEST for duly registered shareholders. Shareholders will receive the required access code with their registration confirmation after proper registration. The voting rights of the shareholders or their authorised representatives are exercised by means of electronic communication or by issuing powers of attorney and instructions to the proxies appointed by the Company.

The format of the virtual Annual General Meeting enables a comprehensive exercise of shareholder rights. Before the meeting, properly registered shareholders can submit statements by means of electronic communication. During the meeting, the properly registered shareholders who are electronically connected to the meeting will be granted a right of speech in the meeting by means of video communication. These shareholders are also entitled to submit motions and election proposals as part of their right to speak in the meeting by means of video communication and to request information from the Executive Board and to declare objections to resolutions of the Annual General Meeting to be recorded by means of electronic communication. Voting rights can only be exercised in the virtual Annual General Meeting by absentee voting or by authorising the proxies appointed by the Company, in each case also by means of electronic communication, in accordance with the explanations below.

3. Requirements for participation in the virtual Annual General Meeting and proof of share ownership

Shareholders who are entitled to participate in the virtual Annual General Meeting, and in particular to exercise their voting rights, are those who are shareholders of the Company at the close of business on the 22nd day before the Annual General Meeting, i.e. on 20 April 2026 (24:00 = end of day CEST) (record date), and register for the Annual General Meeting in good time. The registration must be received at one of the addresses listed below together with proof of share ownership prepared on the record date by the custodian institution in German or English in text form (Section 126b German Civil Code – Bürgerliches Gesetzbuch, BGB) or proof pursuant to Section 67c para. 3 AktG no later than 5 May 2026 (24:00 = end of day CEST):

Registration office:
Rheinmetall Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

or in accordance with Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Art. 2 para. 1 and para. 3 and Art. 9 para. 4 of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMXXX (Instructions per ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required)

Typically, the custodian institutions handle the required registration and the transmission of proof of shareholding for their customers. The registration, including the transmission of proof of share ownership, can also be sent to the Company via intermediaries in accordance with Section 67c AktG to one of the aforementioned addresses or via SWIFT by the aforementioned date. Shareholders who wish to participate in the virtual Annual General Meeting or exercise their voting rights are asked to arrange the required registration and proof of shareholding with their custodian institution as soon as possible. After receipt of the registration with attached proof of share ownership, the

shareholders eligible to participate will receive the registration confirmation from the registration office, which contains the necessary access data for the shareholder portal.

In relation to the Company, only those who have provided proof of share ownership in a timely manner shall apply to the exercise of the participation and voting rights as shareholders. The scope of the participation and voting rights results exclusively from the shareholding as of the record date. The record date does not imply any block for the saleability of the shareholding. Even in the case of the complete or partial sale of share ownership after the record date, only the shareholder's share ownership as of the record date is decisive for the scope of the participation and voting right; disposals of shares after the record date have no effect on the scope of the participation and voting right. The same applies to acquisitions and additional acquisitions of shares after the record date. Persons who do not yet own any shares on the record date and only become shareholders thereafter are not entitled to attend or vote unless they are authorised to do so or to exercise rights.

The requirements for registration and proof of share ownership apply equally to holders of new shares who have exercised or will exercise their conversion rights based on the convertible bonds issued by the Company on 7 February 2023, even if these shares have not yet been credited at the time of the convening notice.

4. Shareholder portal

For the purpose of participating in the virtual Annual General Meeting and exercising shareholder rights, the Company provides an internet-based and password-protected Annual General Meeting system on its website at www.rheinmetall.com/hauptversammlung, the so-called shareholder portal. After timely registration for the Annual General Meeting, registered shareholders will receive a registration confirmation containing the required access data to the shareholder portal. With this access data, the shareholders can register in the shareholder portal and exercise their shareholder rights in connection with the virtual Annual General Meeting in accordance with the following statements. All functions of the shareholder portal can only be used using the access data contained in the registration confirmation.

The Shareholder portal is expected to be accessible from 21 April 2026.

5. Voting (absentee vote)

Shareholders may cast their votes by electronic means or in writing (both referred to below as postal voting) in advance of the Annual General Meeting and during the Annual General Meeting via the shareholder portal. Only those shareholders who have duly registered and proven their shareholding are entitled to exercise voting rights.

The Company's Shareholder portal is available for electronic voting via the Company's website at www.rheinmetall.com/hauptversammlung. The Shareholder portal is accessible as described above. Voting via the shareholder portal is possible from its activation until the time specified by the chairman of the meeting as part of the votes on the day of the Annual General Meeting.

The votes cast by post in text form must be received by the Company by 11 May 2026 (24:00 = end of day CEST) at the latest and must be sent exclusively to the following addresses; this also applies to any changes or revocations of postal votes in text form:

Rheinmetall Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

or in accordance with Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Art. 2 para. 1 and para. 3 and Art. 9 para. 4 of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMXXX (Instructions per ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required)

Votes addressed otherwise via absentee voting will not be taken into account.

Until the time specified by the chairperson of the meeting during the Annual General Meeting, votes already cast electronically or by postal vote in text form may be changed or revoked at any time via the shareholder portal. The provisions in Section III.8 apply to revocation or amendment of the votes cast and the relationship between votes cast and the granting of power of attorney (with instructions) to the Company's proxies. Shareholders can find further details on voting in the explanations in the shareholder portal on the website www.rheinmetall.com/hauptversammlung.

For postal voting in text form, please use the postal voting and proxy form, which is available on the website www.rheinmetall.com/hauptversammlung. The use of this form is not mandatory.

6. Voting by the Company-appointed proxies

We offer our shareholders the option of being represented by Company-appointed proxies during voting. The proxies are obligated to vote in accordance with instructions. Even if a Company-appointed proxy is authorised, the shareholder must register for the Annual General Meeting and proof of the shareholder's shareholdings must be provided by the respective deadlines in accordance with the above explanations.

The granting of powers of attorney and instructions to the Company-appointed proxies can take place via the Shareholder portal of the Company from the activation of the Shareholder portal up to the point in time determined by the chairman of the meeting as part of the voting on the day of the Annual General Meeting. Until this time, powers of attorney and instructions already issued can be changed or revoked at any time via the shareholder portal.

The granting, revocation, and amendment of powers of attorney and voting instructions can also be transmitted to the following addresses in text form by 11 May 2026 (24:00 = end of day CEST) at the latest:

Rheinmetall Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

or in accordance with Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Art. 2 para. 1 and para. 3 and Art. 9 para. 4 of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMXXX (Instructions per ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required)

Powers of attorney and (voting) instructions addressed elsewhere to the Company-appointed proxies in text form will not be taken into account.

Until the time specified by the chairperson of the meeting during the Annual General Meeting, powers of attorney and (voting) instructions already submitted in text form to the Company-appointed proxies may be changed or revoked at any time via the shareholder portal. The regulations in Section III.8 apply to the revocation or amendment of these instructions and to the relationship between votes cast and the granting of the powers of attorney (with (voting) instructions) to the Company's proxies. Shareholders can find further details on the power of attorney and (voting) instructions in the explanations provided in the shareholder portal on the website www.rheinmetall.com/hauptversammlung.

For powers of attorney and (voting) instructions to the Company-appointed proxies in text form, please use the postal voting and proxy form available on the website www.rheinmetall.com/hauptversammlung. Its use is not mandatory.

7. Voting by other authorised representatives

Shareholders may have their voting rights and their other shareholder rights exercised at the Annual General Meeting by other authorised representatives, e.g. by an intermediary, a shareholders' association, a voting rights consultant or another person of their choice. In this case, too, timely registration of the Shareholder for the Annual General Meeting and timely proof of the Shareholder's shareholding are required in accordance with the above.

The granting of the power of attorney, its revocation and proof of authorisation vis-à-vis the Company require the text form if neither a credit institution nor a shareholders' association nor another intermediary covered by Section 135 AktG nor another person or institution equivalent to it pursuant to Section 135 para. 8 AktG is authorised to exercise the voting right. We would like to point out that in the event of authorisation of an intermediary, a shareholders' association or other persons or institutions covered by Section 135 para. 8 AktG, special features (e.g. formal requirements) may have to be observed, which are to be requested from the respective authorised representative.

The power of attorney can also be granted via the shareholder portal from the activation of the shareholder portal and also during the virtual Annual General Meeting up to the time specified by the chairman of the meeting within the framework of the vote using the data of the registration confirmation. The same applies to the revocation of the power of attorney. Please note that even authorised third parties cannot physically participate in the virtual Annual General Meeting and that they require access data to the shareholder portal to exercise the rights transferred to them. Even by authorised third parties, the voting right can only be exercised by means of an absentee vote or by sub-authorisation of the Company-appointed proxies.

In order for the authorised representative to participate electronically via the shareholder portal, the authorised representative must receive from the person granting the power of attorney the access data sent with the registration

confirmation, unless the shareholder has asked its custodian institution to send the access details directly to the authorised representative in the course of the registration for the Annual General Meeting. The use of the access data of the shareholder by the authorised representative also serves as proof of authorisation vis-à-vis the Company.

If the power of attorney is granted in writing, the authorisation or proof of authorisation must be sent to the Company by 11 May 2026 (24:00 = end of day CEST) at the latest, for organisational reasons (date of receipt decisive); the same applies to the revocation of the power of attorney:

Rheinmetall Aktiengesellschaft
c/o Computershare Operations Center
80249 München
E-mail: anmeldestelle@computershare.de

or in accordance with Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Art. 2 para. 1 and para. 3 and Art. 9 para. 4 of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMXXX (Instructions per ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required)

If a Shareholder authorises more than one person, the Company may reject one or more of them in accordance with Section 134 para. 3 sentence 2 AktG in conjunction with Article 10 of the Shareholder Rights Directive.

Shareholders will receive additional information on registering, voting, and granting power of attorney together with their registration confirmation after registering on time. The corresponding information is also available on the internet at www.rheinmetall.com/hauptversammlung.

Powers of attorney addressed elsewhere in text form will not be taken into account.

Until the time specified by the chairperson of the meeting during the Annual General Meeting, powers of attorney already submitted in text form may also be changed or revoked at any time via the shareholder portal. Shareholders can find further details on power of attorney in the explanations provided in the shareholder portal on the website www.rheinmetall.com/hauptversammlung.

For powers of attorney in text form, please use the power of attorney form available on the website www.rheinmetall.com/hauptversammlung. Its use is not mandatory.

8. Order of handling of votes cast; additional information on voting; confirmation of vote

Receipt by the Company is decisive for the timeliness of a declaration for voting.

Voting (including by other authorised representatives), granting power of attorney and (voting) instructions to Company-appointed proxies, as well as revocation and changes thereto, can also be transmitted to the Company via intermediaries in accordance with Section 67c AktG to one of the aforementioned addresses or via SWIFT by 11 May 2026 (24:00 = end of day CEST).

If voting rights are exercised in a timely manner via multiple methods of absentee voting, or if power of attorney or instructions are issued via multiple methods to the Company-appointed proxies, these declarations will be taken into account in the following order, regardless of when they are received: 1. electronically via the Shareholder portal, 2. via intermediaries pursuant to Section 67c AktG, 3. by email and 4. by letter. If different declarations are received via the same method, the following applies: Declarations on voting by absentee voting take precedence over the granting of a power of attorney and instructions to the Company-appointed proxies. If different votes are cast in the same way by absentee voting or powers of attorney and instructions to the Company-appointed proxies, the last declaration submitted takes precedence.

If an individual vote is taken on an agenda item, an absentee vote or the granting of a power of attorney and instructions to the Company-appointed proxies for this agenda item as a whole also counts as a corresponding declaration for each item of the individual vote. Voting by absentee voting or a power of attorney and instructions to the Company-appointed proxies on the proposal for the appropriation of profits published under agenda item 2 remains valid even if the proposal for the appropriation of profits is adjusted at the Annual General Meeting, as described under agenda item 2. Absentee ballots or power of attorney and instructions that cannot be assigned to a proper registration without any doubt will not be taken into account.

After the Annual General Meeting, a confirmation of the vote counts pursuant to Section 129 para. 5 AktG is automatically made available via the shareholder portal and can be downloaded within one month after the date of the Annual General Meeting.

Shareholders will receive additional information on registering, voting, and granting power of attorney together with their registration confirmation after registering on time. The corresponding information is also available on the internet at www.rheinmetall.com/hauptversammlung.

9. Supplementary motions to the agenda (Section 122 para. 2 AktG)

Shareholders whose aggregate shares represent one-twentieth of the share capital or the equivalent of EUR 500,000.00 of the share capital (the latter corresponds to 195,313 no-par shares) may request that items be added to the agenda and published. Each new item must include a justification or a draft resolution.

The request must be addressed to the Executive Board of the Company and received in writing or in electronic form in accordance with Section 126a BGB at the address specified below by 11 April 2026 (24:00 = end of day CEST). Supplementary requests received later will not be considered.

Vorstand der Rheinmetall Aktiengesellschaft
Zentralbereich Legal
Rheinmetall Platz 1
40476 Düsseldorf
Email: hauptversammlung@rheinmetall.com

Petitioners must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Executive Board regarding the motion. Section 70 AktG applies to the calculation of the shareholding period. The date of receipt of the request is not to be counted. Rescheduling the shareholders' meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 BGB shall not apply accordingly.

10. Motions and election proposals of shareholders (Sections 126, 127, 130a para. 5 sentence 3, 118a para. 1 sentence 2 No. 3 AktG)

Each shareholder has the right to submit countermotions to the Company against proposals from the Executive Board and/or Supervisory Board on a certain point of the agenda and proposals for the election of Supervisory Board members or auditors. Countermotions (plus justification) and election proposals must be addressed to the following addresses. Countermotions and election proposals submitted to any other address will not be considered.

Rheinmetall Aktiengesellschaft
Zentralbereich Legal
Rheinmetall-Platz 1
40476 Düsseldorf, Germany
Email: hauptversammlung@rheinmetall.com

Countermotions and election proposals received with proof of shareholding no later than 27 April 2026 (24:00 = end of day CEST) will be published immediately on the internet at www.rheinmetall.com/hauptversammlung, insofar as they meet the requirements of Section 126 AktG or Section 127 AktG and are to be made accessible to the other shareholders including the name of the Shareholder, any reasons to be made available and any statement by the management.

According to Section 126 para. 4 AktG, countermotions and election proposals by the shareholders to be made accessible by the Company are deemed to have been made at the time they were made accessible. Shareholders duly registered for the Annual General Meeting can exercise the voting right with regard to these motions. If the shareholder submitting the motion or election proposal is not properly registered for the Annual General Meeting, the countermotion or election proposal does not have to be dealt with at the Annual General Meeting.

Countermotions and election proposals as well as other motions can also be made during the Annual General Meeting by means of video communication, i.e. within the framework of the right to speak.

11. Right to submit statements (Section 130a para. 1 to 4 AktG)

Shareholders properly registered for the Annual General Meeting have the right to submit statements on the agenda by electronic communication by 6 May 2026 (24:00 = end of day CEST).

The submission must be made in text form in German via the shareholder portal. We request that the scope of statements be limited to an appropriate extent in order to enable the shareholders to properly inspect the statements. A scope of 10,000 characters can be used as a guide. The statements to be made available - including the name and place of residence or registered office of the submitting Shareholder - will be made accessible by the Company to all duly registered shareholders and their representatives via the Shareholder portal no later than 7 May 2026 (24:00 = end of day CEST). Any statements of the management will be published in the same way.

Statements are not made accessible if they contain offensive, criminally relevant, obviously false or misleading content, or if the Shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented; the Company reserves the right not to make statements accessible if their scope has not been limited to an appropriate level (cf. Section 130a para. 3 sentence 4 in conjunction with Section 126 para. 2 sentence 1 no. 1, no. 3 or no. 6 AktG).

The possibility of submitting statements does not lead to the possibility of submitting questions in advance in accordance with Section 131 (1a) AktG. Any questions contained in statements will therefore not be answered in the virtual Annual General Meeting unless they are asked again at the Annual General Meeting by means of electronic communication and, if instructed to do so by the chairman of the meeting, by means of video communication. Motions, election proposals and objections to resolutions of the Annual General Meeting in the context of statements submitted in text form will also not be considered at the Annual General Meeting. The submission of motions and election proposals, the exercise of the right to information and the filing of objections to resolutions of the Annual General Meeting are only possible by the means provided for this purpose, described separately.

12. Shareholders' right to speak via electronic communication (Sections 118a para. 1 sentence 2 no. 7, 130a para. 5 and 6 AktG)

Shareholders or their authorised representatives who are properly registered and electronically connected to the Annual General Meeting have a right to speak at the meeting, which is exercised by means of video communication. Shareholders or their proxies will be able to register to speak on the shareholder portal from 9:30 a.m. on the day of the Annual General Meeting. Motions and election proposals pursuant to Section 118a para. 1 sentence 2 no. 3 AktG and requests for information pursuant to Section 131 AktG can be part of the speech.

Pursuant to Section 18 para. 3 of the Articles of Association of the Company, the chairman of the meeting can limit the shareholder's right to ask questions and speak to a reasonable time. In particular, he is entitled to set the appropriate time frame for the entire course of the Annual General Meeting, for the discussion of the individual items on the agenda and for the individual questions and speeches at the beginning or during the Annual General Meeting.

Shareholders or their authorised representatives require an internet-enabled end device (computer, tablet or smartphone), with a camera and a microphone that be accessed from the browser, as well as a stable internet connection to exercise their right to speak.

The Company reserves the right to verify the functionality of video communication between the shareholder or authorised representative and the Company in the meeting before the speech and to reject this if the functionality is not ensured. On the day of the Annual General Meeting, a virtual speaking list is expected to be available from 9:30 a.m. CEST via the shareholder portal at www.rheinmetall.com/hauptversammlung, where shareholders participating electronically or their proxies can register to speak.

13. Shareholders' right to information (Sections 118a para. 1 sentence 2 no. 4, 131 para. 1, para. 4, 293g para. 3 AktG)

Pursuant to Section 131 para. 1 AktG, every shareholder must be informed of Company matters by the Executive Board at the Annual General Meeting on request, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse information. The obligation to provide information of the Executive Board also extends to the Company's legal and business relations with an affiliated company. In addition, the obligation to provide information also concerns the situation of the group and the companies included in the consolidated financial statements. With regard to item 10 of the agenda, pursuant to Section 293g para. 3 AktG, each shareholder shall, upon request, be provided with information on all matters relevant to the conclusion of the agreement concerning the other party to the agreement, i.e. Rheinmetall Vermögensverwaltung 1 GmbH and Rheinmetall Vermögensverwaltung 2 GmbH.

It is envisaged that the chairman of the meeting in the meaning of Section 131 para. 1f AktG will stipulate that the right to information pursuant to Section 131 para.1 AktG can only be exercised in the Annual General Meeting by means of video communication. Any other submission of questions by way of electronic or other communication is not planned before or during the Annual General Meeting.

Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been given information outside of the Annual General Meeting because of his status as a shareholder, this information must also be given to every other shareholder or his authorised representative at the general meeting at his request if it is not necessary for the proper assessment of the item on the agenda. Within the framework of the virtual Annual General Meeting, it is ensured that properly registered shareholders or their authorised representatives who are electronically connected to the Annual General Meeting can transmit their request pursuant to Section 131 para. 4 sentence 1 AktG by means of electronic communication via the shareholder portal during the Annual General Meeting.

14. Statement of objections to resolutions of the Annual General Meeting

Properly registered shareholders and their authorised representatives who are electronically connected to the Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication. The objection can be declared through the shareholder portal for the entire duration of the Annual General Meeting until its end. The notary has authorised the Company to accept objections via the shareholder portal and will receive the objections via the shareholder portal. The Company's proxies cannot declare any objections to resolutions of the Annual General Meeting for the minutes of the notary certifying the Annual General Meeting.

15. Receipt of a vote confirmation pursuant to Section 118 para. 1 sentence 3 to 5, para. 2 sentence 2 AktG or proof of the vote count pursuant to Section 129 para. 5 AktG

In accordance with Section 118 para. 1 sentence 3, para. 2 sentence 2 AktG, when voting rights are exercised electronically by a voting party, receipt of the vote cast electronically must be confirmed electronically by the Company in accordance with the requirements pursuant to Art. 7 para. 1 and Art. 9 para. 5 subpara. 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately send the confirmation to the Shareholder pursuant to Section 118 para. 1 sentence 4 AktG. In addition, the voting party can demand confirmation from the Company pursuant to Section 129 para. 5 sentence 1 AktG within one month after the date of the Annual General Meeting as to whether and how his/her vote was counted. The Company must issue the confirmation in accordance with the requirements in Art. 7 para. 2 and Art. 9 para. 5 subpara. 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately send the confirmation to the Shareholder pursuant to Section 129 para. 5 sentence 3 AktG. A confirmation of the vote count pursuant to Section 129 para. 5 AktG can be accessed within one month after the date of the Annual General Meeting using the data of the registration confirmation via the Shareholder portal.

16. Publications on the website (Section 124a AktG), additional information

This convening notice of the Annual General Meeting in German (original version) and English, the documents to be made available and the motions from shareholders as well as further information are also available on the Company's website at www.rheinmetall.com/hauptversammlung. In accordance with Section 118a para. 6 AktG, the documents to be made accessible will also be made available to electronically connected shareholders or their authorised representatives during the period of the meeting at www.rheinmetall.com/hauptversammlung. The voting results will also be published after the Annual General Meeting at www.rheinmetall.com/hauptversammlung.

In order to enable shareholders to prepare thoroughly for the exercise of their rights, the Company also plans to make the main content of the chief executive officer's speech and a letter to shareholders from the Chairman of the Supervisory Board available on the Company's website mentioned above prior to the Annual General Meeting, probably on 8 May 2026, even though there is no legal obligation to do so, given that the option to submit questions in advance will not be available. We reserve the right to make adjustments in line with current developments; verbal agreements shall prevail.

The list of participants will be available to all electronically connected shareholders and their authorised representatives at the Annual General Meeting via the shareholder portal before the first vote.

17. Data protection notice

a) General information

Rheinmetall AG attaches great importance to the protection of the personal data of its shareholders. This will be achieved by using, inter alia, secure, state-of-the-art methods of data processing. The aim of the following data protection information is to brief the shareholders and their representatives on the processing of personal data and

rights in this regard in accordance with the applicable data protection laws, especially the Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR), in connection with the preparation, execution, and follow-up of the Annual General Meeting.

b) Controller as referred to in Article 4 no. 7 GDPR:

Rheinmetall Aktiengesellschaft
Rheinmetall Platz 1
40476 Düsseldorf

Contact information of the Data Protection Officer:

Rheinmetall Aktiengesellschaft
Datenschutzbeauftragter
Rheinmetall Platz 1
40476 Düsseldorf
E-mail: dsb-rhag@rheinmetall.com

b) Information regarding processing

aa) Categories of data and groups of data subjects

We process the following personal data of shareholders and their authorised representatives or proxies, in particular:

- First and last name
- Company
- Address
- Number and type of shares
- Type of ownership of the shares and
- Access data for the shareholder portal
- If applicable, email address or other contact details
- If applicable, information on the last intermediary (usually the responsible custodian bank)

If shareholders or their proxies contact us, we also process the personal data that is needed to respond to any concerns (such as the contact data provided by the shareholder or proxy, their email address or telephone number, for example). If applicable, we also process information on shareholders' motions, questions, election proposals and requests with regard to the Annual General Meeting.

Image and sound recordings of the participants during the Annual General Meeting will not be stored without prior separate information. Motions, questions and other contributions that are addressed to us during the Annual General Meeting may be recorded internally by us.

When the shareholder portal is accessed, so-called server log files are automatically generated. The following data is typically collected and processed:

- IP address
- Time of the visit or Logins
- Referrer URL (the previously visited website)
- if applicable, information on retrieved files (e.g. list of participants, voting confirmation)

These server log files are collected to ensure the operational security and integrity of the portal and are generally automatically deleted after 60 days at the latest. In addition, cookies may be used on the shareholder portal. We will provide separate information about this on the shareholder portal website.

bb) Purposes and legal basis of the processing

We use personal data to allow shareholders (and any designated representatives) to participate and exercise their rights within the framework of the Annual General Meeting. The processing of personal data is legally required for

the proper preparation, execution, and follow-up of the Annual General Meeting, for the exercise of voting rights, and for electronic participation. The legal basis for the processing of personal data is Article 6 para. 1 sentence 1 lit. c GDPR in conjunction with Sections 118 et seqq., 67e AktG.

In addition, data processing takes place on the basis of overriding legitimate interests pursuant to Article 6 para. 1 sentence 1 lit. f GDPR (in particular, to guarantee the operational integrity and functionality of technical systems in connection with the virtual Annual General Meeting).

In addition, we may also process personal data to fulfil further legal obligations, such as supervisory requirements and statutory retention obligations. The legal basis for the processing is the respective statutory regulations in conjunction with Article 6 para. 1 sentence 1 lit. c GDPR.

For purposes of shareholder identification in accordance with Section 67d AktG, we collect and process the legally permissible data of our shareholders (and, if applicable, designated representatives). This is done by means of an electronic query via intermediaries (e.g. your custodian banks) who provide us with the legally prescribed information pursuant to the EU Implementation Regulation (EU) 2018/1212. We process this data, in particular, for the clear identification of our shareholders, to increase transparency about our shareholder structure, to improve communication and cooperation with our shareholders and to maintain the share register (cf. Section 67e AktG). The legal basis for the data processing is our legitimate interest in accordance with Art. 6 para. 1 lit. f GDPR in the performance of the legally provided shareholder identification pursuant to Sections 67d, e AktG.

To improve communication and cooperation with our shareholders or investors we manage contact details and, if necessary, other information related to shareholders or representatives/contact persons in an Investor Relationship Management (IRM) system. The data processing that takes place here is based on our legitimate interest in accordance with Article 6 para. 1 lit. f GDPR.

cc) Categories of recipients of personal data

In principle, your data will only be processed by Rheinmetall AG and – if necessary – by other Rheinmetall Group companies in compliance with the statutory provisions. We make use of external service providers in part for the preparation, execution, and follow-up of the Annual General Meeting (especially for printing and dispatching the invitation to the Annual General Meeting and for registering for the Annual General Meeting and providing the shareholder portal). Service providers who are commissioned for the preparation, handling, and follow-up of the Annual General Meeting only receive from us such personal data as is needed to carry out the commissioned service and process the data solely in accordance with the instructions of Rheinmetall AG.

All our employees and all employees of external service providers who have access to and/or process personal data are obliged to treat this data confidentially. The service providers are all based in the EU or EFTA.

As part of the Annual General Meeting, personal data of shareholders or shareholder representatives who exercise their shareholder rights and participate in the Annual General Meeting by means of electronic connection may be made accessible to other shareholders and shareholder representatives, insofar as this is required by law, in particular provisions of stock corporation law, or due to technical circumstances required to hold the Annual General Meeting.

In certain cases, we are required by law to disclose or share your data (e.g. disclosure of counter-motions and statements on our website; disclosure to authorities or courts).

dd) Data sources

We or our commissioned service providers usually receive shareholders' personal data from shareholders' intermediaries, which have been commissioned to safeguard the shares via our registration office.

ee) Retention period

Generally, the retention period for data recorded in connection with the Annual General Meeting is up to three years. In principle, we render personal data anonymous or delete it unless statutory obligations to furnish evidence or store such data require us to store it for longer or longer storage is required to protect overriding legitimate interests (e.g. defence against legal claims).

Information on shareholders' questions/statements in the Annual General Meeting will generally be rendered anonymous after six weeks unless longer storage is required for the reasons mentioned above.

c) Rights of the data subjects

As data subjects, shareholders or proxies may approach our Data Protection Officer informally at any time via the contact data specified under 1. to assert their rights to check their conditions on a case-by-case basis in accordance with the GDPR. These include in particular:

- Right to information pursuant to Article 15 GDPR
- Right to rectification pursuant to Article 16 GDPR
- Right to erasure pursuant to Article 17 GDPR
- Right to restriction of processing pursuant to Article 18 GDPR
- Right to data portability pursuant to Article 20 GDPR
- Right to object pursuant to Article 21 GDPR

In accordance with the legal requirements, you have the right to object to the processing of your personal data at any time for reasons arising from your special situation, provided that the data processing is carried out in order to safeguard legitimate interests (cf. Article 6 para. 1 lit. e or lit. f GDPR). If your personal data is processed for direct advertising, you have the right to object to this processing at any time for the purpose of such advertising; this also applies to profiling, insofar as it is associated with such direct advertising.

- Right to withdraw any consent given at any time in accordance with Article 7 para. 3 of the GDPR
- Right to lodge a complaint with a supervisory authority pursuant to Article 77 GDPR.

Düsseldorf, March 2026

Rheinmetall Aktiengesellschaft

The Executive Board

TAKING RESPONSIBILITY IN A CHANGING WORLD



RHEINMETALL