



RHEINMETALL

INVITATION
TO THE ANNUAL
GENERAL MEETING
OF RHEINMETALL AG
MAY 13, 2025

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 2024
2. Adoption of a resolution on the appropriation of the unappropriated surplus for fiscal year 2024
3. Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2024
4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2024
5. Adoption of a resolution to select the auditor for the 2025 fiscal year; 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 Compensation Report for fiscal year 2024, 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 renewal of the authorisation of the Executive Board to provide for the holding of a virtual Annual General Meeting (Section 15 (3) of the articles of association)
10. Adoption of a resolution on the approval to conclude a control and profit transfer agreement

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, 13 May 2025, 10:00 a.m. CEST (Central European Summer Time).

On the basis of Section 15 (3) of the Company articles of association, the Annual General Meeting will be held in the form of a virtual Annual General Meeting pursuant to Section 118a (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 German Stock Corporation Act is Rheinmetall Platz 1, 40476 Düsseldorf, Germany.

All members of the Executive Board and the Supervisory Board intend to attend the Annual General Meeting.

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 2024

The aforementioned documents also contain the declaration on corporate management, including the reporting on corporate governance as well as the information pursuant to Section 289a (1), 315a (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 11 March 2025 in accordance with Sections 172 and 173 AktG. The single-entity financial statements are thus established. 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 2024

The Executive Board and the Supervisory Board propose using the unappropriated surplus of Rheinmetall AG for fiscal year 2024 amounting to 380,000,000.00EUR as follows:

- Distribution of a dividend of 8.10 EUR per no-par share entitled to a dividend	=	361,118,898.00 EUR
- Appropriation to other retained earnings	=	18,881,102.00 EUR

Treasury shares are not entitled to a dividend. Should the number of no-par-value shares entitled to dividends for the past financial year change by the Annual General Meeting, an appropriately amended resolution proposal will be submitted to the Annual General Meeting, which will provide for an unchanged dividend of 8.10 EUR per no-par-value share entitled to dividends and correspondingly adjusted amounts for the total dividend distribution and the profit carried forward will be proposed.

Pursuant to Section 58 (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, 16 May 2025.

3. Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2024

The Executive Board and the Supervisory Board propose approving the actions of the Executive Board members who were in office in fiscal year 2024 for this period.

4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2024

The Executive Board and the Supervisory Board propose approving the actions of the Supervisory Board members who were in office in fiscal year 2024 for this period.

5. Adoption of a resolution to select the auditor for the 2025 fiscal year; 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 2025.

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 Ulrich Grillo, Prof. Dr Andreas Georgi, Prof. Dr Susanne Hannemann, Marc Tüngler and Klaus-Günter Vennemann on the Supervisory Board expires at the end of the Annual General Meeting on 13 May 2025. The election of five new Supervisory Board members of the Shareholders is therefore required.

Pursuant to Sections 96 (1) and (2) and 101 (1) AktG in conjunction with Section 7 (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 (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 Mr Ulrich Grillo
Mülheim an der Ruhr, Germany
CEO of Grillo-Werke AG
- 6.2 Mr Marc Tüngler
Düsseldorf
Chief Executive Officer of DSW - Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (German Society for the Protection of Securities Holders)

as Shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 13 May 2025 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,
- 6.3 Prof. Dr Andreas Georgi
Starnberg
Executive Advisor
- 6.4 Mr. Sigmar Gabriel
Goslar
Consultant and Publicist, Federal Minister a.D.
- 6.5 Prof. Dr Sabina Jeschke
Rangsdorf
CEO of KI Park e.V. (non-profit organization; unlisted)

as Shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 13 May 2025 for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 fiscal year.

Mr Grillo is a member of the following other statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises:

- E.ON SE

Mr Tüngler is a member of the following other statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises:

- freenet AG (Chairman)
- InnoTec TSS AG

Prof. Dr Georgi is a member of the following other statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises:

- Felix Schoeller Holding GmbH & Co. KG (unlisted)

Mr Gabriel is a member of the following other statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises:

- Deutsche Bank AG
- Siemens Energy AG
- Siemens Energy Management GmbH (Siemens Energy Group; unlisted)
- Heristo AG (unlisted)

Prof. Dr Jeschke 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 G.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 2025. If elected, Mr. Gabriel could add his expertise in geopolitics to the core competencies of the plenum. If elected, Prof. Dr. Jeschke could further strengthen the Board's digitalisation expertise in particular.

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 2024.

7. [Adoption of a resolution to approve the Compensation Report for fiscal year 2024, prepared and audited in accordance with Section 162 AktG](#)

Pursuant to § 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 § 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 2024, prepared in accordance with Section 162 AktG, and audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Düsseldorf, including the note pursuant to Section 162 (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 § 162 para. 3 AktG to determine whether the legally required disclosures were made in accordance with § 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 Compensation Report for fiscal year 2024 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 (1) AktG, the Annual General Meeting of a listed company adopts a resolution to approve the compensation 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 compensation system.

The Supervisory Board regularly reviews the compensation system. With effect from 1 January 2025 and taking into account the requirements of Section 87a (1) AktG, it has decided on a change to the compensation system for the Executive Board members. The previous compensation system defined the maximum remuneration in accordance with section 87a (1) 1 AktG at 8.5 million EUR for the Chairman of the Executive Board. This maximum remuneration limits the potential pay-out of the variable remuneration components in such a way that exceptionally successful financial years are not adequately reflected in the amount of the Executive Board's remuneration. Thus, no adequate incentive effect is guaranteed. Therefore, the maximum remuneration and thus the potential pay-out for the Chairman of the Executive Board is to be increased to 10.5 million EUR. The maximum remuneration of the ordinary Executive Board members and all other provisions regarding the remuneration of the Executive Board remain unchanged compared to the compensation system presented to the Annual General Meeting on 14 May 2024.

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 compensation system for the Executive Board members decided by the Supervisory Board with effect from 1 January 2025 is approved.

9. [Adoption of a resolution on the renewal of the authorisation of the Executive Board to provide for the holding of a virtual Annual General Meeting \(Section 15 \(3\) of the articles of association\)](#)

According to Section 118a (1) Sentence 1 AktG, the articles of association authorise the Executive Board to hold annual general meetings. According to Section 118a (5) No. 2 AktG, such a provision of the articles of association may be limited to a maximum of five years after the entry of the amendment of the articles of association.

The 2023 Annual General Meeting adopted a corresponding resolution for the first time and an authorisation for the Executive Board to hold the Annual General Meeting as a virtual Annual General Meeting was included in Section 15 (3) of the articles of association. This authorisation expires at the end of the Annual General Meeting on 13 May 2025

The Executive Board considers the renewal of the authorisation in accordance with Section 118a (1) Sentence 1 AktG to be reasonable and necessary in order to be able to make appropriate and flexible decisions about the format of the Annual General Meeting in the future, particularly with regard to the specific security and threat situation for the company's executive bodies and employees as well as the participating Shareholders. The authorisation in the articles of association to hold virtual Annual General Meetings is to be resolved for a period of three years after registration of the amendment to the articles of association. For future Annual General Meetings, it should be decided separately and in consultation with the Chairman of the Supervisory Board and taking into account the circumstances of the respective individual case whether the authorisation should be exercised and whether an Annual General Meeting should be held as a virtual general meeting. The Executive Board will make its decisions taking into account the interests of the company, its Shareholders and, in particular, the specific security/threat situation for the company's executive bodies and employees, and will also take into account the legally secure and undisturbed safeguarding of Shareholder rights as well as aspects of health and safety protection for all parties involved, effort and costs and sustainability considerations. In the event that that the Executive Board should decide for a virtual Annual General Meetings on this basis, it intends not to make use of the possibility of the pre-outsourcing of the shareholders' right to ask questions pursuant to § 131 para. 1a AktG, but to allow the shareholders' right to ask questions without restriction during the Annual General Meeting by means of electronic communication.

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

Section 15 (3) Sentence 2 of the company's articles of association is amended as follows:

"The authorisation applies to the holding of virtual Annual General Meetings until the end of the ordinary Annual General Meeting that rules on the tax relief for the 2027 fiscal year."

10. [Adoption of a resolution on the approval to conclude a control and profit transfer agreement](#)

Rheinmetall AG (controlling company) entered into a domination and profit and loss transfer agreement with Rheinmetall Digital GmbH (subsidiary company) on 24 February 2025. The subsidiary company was founded in 2018 and previously operated under the name RRS - MITCOS Rheinmetall Rohde & Schwarz Military IT and Communications Solutions GmbH; all shares are held in full 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 2025 fiscal year as well as to strengthen the organisational integration of the subsidiary company into the parent company required for an 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 (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 (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 (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 approved the conclusion of the domination and profit and loss transfer agreement in notarised form. On 11 March 2025, the Supervisory Board of Rheinmetall AG approved the conclusion of the domination and profit and loss 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. Because all shares of the subsidiary company are in the hands of Rheinmetall AG, an audit by a contract auditor pursuant to Section 293b (1), 2nd AktG, second half of the sentence, 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 Digital GmbH pursuant to Section 293a AktG,
- Single-entity financial statements and management reports of Rheinmetall AG for the last three fiscal years, and
- Single-entity financial statements of Rheinmetall Digital GmbH for the last three fiscal years.

The Executive Board and the Supervisory Board therefore propose:

The conclusion of the control and profit transfer agreement with Rheinmetall Digital 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)

Mr Ulrich Grillo

Chairman of the Executive Board of Grillo-Werke AG

Member of the Supervisory Board since: 2016

Chairman of the Supervisory Board since: 2017

Born in: 1959

Nationality: German

Business administration graduate

Education/academic background

Apprenticeship at Deutsche Bank AG in Duisburg

Studied business administration at the University of Münster (Westfälische Wilhelms-Universität Münster)

Professional career

1987 – 1989: Arthur Andersen

1989 – 1993: A. T. Kearney

1993: Joined the Rheinmetall Group; most recently Vice Chairman of the Executive Board of Rheinmetall DeTec AG, an affiliate of Rheinmetall AG

2001: Executive Board of Grillo-Werke AG; Chairman of the Executive Board since 2004

2006 – 2012: President of the Wirtschaftsvereinigung Metalle (trade association for the metal industry)

2013 – 2016: President of the Federation of German Industries (BDI)

Memberships on other statutory supervisory boards

E. ON SE

Memberships on similar domestic and foreign supervisory bodies of business enterprises

None

Core competencies and experience

Many years of experience working on supervisory boards, industry expertise, defence, industrial management experience, broad range of experience in the national and international political environment, financial/business expertise

Mr Marc Tüngler

Chief Executive Officer of DSW - Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (German Society for the Protection of Securities Holders)

Born in: 1968

Nationality: German

Fully qualified lawyer

Education/academic background

1991 – 1995: Studied law at the University of Cologne

1995: First State Examination in Law

1997 – 1999: Legal internship in the Higher District Court of Düsseldorf

1999: Second State Examination in Law

Professional career

1999: Admission to the bar

1999: Commencement of activities for DSW - Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (German Society for the Protection of Securities Holders)

2002 – 2005: DSW Country Executive for North Rhine-Westphalia

2003 – 2021: Member of the Securities Transfer Advisory Board at the Federal Financial Supervisory Authority

since 2005: Managing Director of DSW Service GmbH (formerly: DSW Verlag GmbH)

2007 – 2012: Managing Director of DSW - German Society for the Protection of Securities Holders e.V.

2012 – 2022: Member of the Nomination Committee of DPR e.V., German Financial Reporting Enforcement Panel, Berlin

(Chairman from 2013 to 2015)

since 2012: Chief Executive Officer of DSW - German Society for the Protection of Securities Holders e.V.

since 2015: Member of the German Corporate Governance Code Government Commission

2016 – 2019: Member of the Supervisory Board and the Personnel Committee of innogy SE

2017 – 2019: Member of the Supervisory Board of ALBIS Leasing AG

Memberships on other statutory supervisory boards

freenet AG (Chairman)

InnoTec TSS AG

Memberships on similar domestic and foreign supervisory bodies of business enterprises

None

Core competencies and experience

Corporate governance, supervisory board experience, financial/business expertise, ESG, capital market, legal

Prof Dr Andreas Georgi

Executive advisor

Born in: 1957

Nationality: German

Graduate Industrial Engineer, Banker

Education/academic background

Training as a bank clerk at Bremer Bank

Studies in engineering management at the Technical University of Darmstadt

Doctoral degree in political science with a specialisation in financial and tax law at the Technical University of Darmstadt

PMD Harvard Business School

Professional career

1986–1993: Dresdner Bank AG, Frankfurt am Main: most recently Head of the Control Systems Division

1993–2000: Bankhaus Reuschel & Co. Munich, fully authorised representative, general partner starting in 1994

2000–2009: Dresdner Bank AG, Frankfurt am Main, Member of the Executive Board, Private and Corporate Clients, Advisory &

Sales

2008–2019: Honorary professor at Ludwig Maximilian University, Munich, specialising in management and governance issues of enterprises

Memberships on other statutory supervisory boards

None

Memberships on similar domestic and foreign supervisory bodies of business enterprises

Felix Schoeller Holding GmbH & Co. KG (Chairman of the Advisory Board)

Core competencies and experience

Corporate governance, financing, M&A, internal control systems, executive board experience in listed DAX companies, functional expertise in managing a business division, sales, products, restructuring, Human Resources, knowledge of international/regulated financial and capital markets as well as supervisory board experience in various listed companies.

Mr Sigmar Gabriel

Consultant and Publicist, Federal Minister (retired)

Born in: 1959

Nationality: German

University degree: First state examination in the teaching profession at grammar schools

Education/academic background

1979 - 1981: Contract soldier

1982 - 1987: Studied German language and literature, politics and sociology at the Georg-August-Universität Göttingen

1987: First state examination in the teaching profession at grammar schools

Professional career

1987 - 1998: Member of the Goslar District Council

1991 - 1999: Councillor of the City of Goslar

1990 - 2005: Member of the Parliament of Lower Saxony

1997 - 1998: Deputy Chairman of the SPD parliamentary group in the Parliament of Lower Saxony

1998 - 1999: Chairman of the SPD Parliamentary Group in the Parliament of Lower Saxony

1999–2003: Prime Minister of the State of Lower Saxony

2003 - 2005: Chairman of the SPD Parliamentary Group in the Parliament of Lower Saxony

2003 - 2005: Deputy Chairman of the SPD Lower Saxony

2005 - 2019: Member of the German Bundestag

2005 - 2009: Federal Environment Minister

2009 - 2017: Federal Chairman

2013 – 2017: Federal Minister of Economics and Energy

2013 - 2018: Vice Chancellor and Federal Foreign Minister

Memberships on other statutory supervisory boards

Deutsche Bank AG

Siemens Energy AG

Siemens Energy Management GmbH (Siemens Energy Group; unlisted)

Heristo AG (unlisted)

Memberships on similar domestic and foreign supervisory bodies of business enterprises

None

Core competencies and experience

Geopolitics, Corporate Governance, ESG

Prof. Dr Sabina Jeschke

CEO of KI Park e.V. (non-profit organization; unlisted)

Born in: 1968

Nationality: German

Graduate Physicist

Education/academic background

Studied physics, mathematics and computer science at the TU Berlin

PhD (Dr. rer. nat.) at the TU Berlin

Professional career

1998 - 2003: Founder and Shareholder of JeZorn GmbH 1998

2005-2007: Junior Professor at the TU Berlin, Faculty of Natural Sciences

2005-2007: Full Professorship at the University of Stuttgart, Department of Electrical Engineering

2009-2017: Full Professorship at the RWTH Aachen, Faculty of Mechanical Engineering

2009 - 2017: Founder and Shareholder of Nets On Clouds GmbH

2015 - 2020: Member of the Supervisory Board of Körber AG

2017 - 2021: Executive Board Member at Deutsche Bahn AG, focus on digitalisation and technology

2021-2024: Member of the Supervisory Board of Vitesco AG

From 2021: Founder and Shareholder of Arctic Brains AB

From 2021: Founder and Shareholder of Quantagonia GmbH

From 2023: Founder and Shareholder of ComplAlzer GmbH

Memberships on other statutory supervisory boards

None

Memberships on similar domestic and foreign supervisory bodies of business enterprises

DPE Investment Gesellschaft mbH (Member of the Advisory Board)

Core competencies and experience

Digitalisation, IT, Artificial Intelligence, Cybersecurity, Corporate Governance

III. Further information on the convocation

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

On the day of transmission of the convening of the Annual General Meeting to the Federal Gazette March 25, 2025, the share capital of the Company amounts to EUR 114,442,455.04. It is divided into 44,704,084 shares, each of which carries one vote. The total number of voting rights thus amounts to 44,704,084.

2. Information on conducting a virtual Annual General Meeting

The Executive Board has exercised the authorisation in Section 15 (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 13 May 2025, 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 properly 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 21 April 2025 (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 – BGB) or proof pursuant to Section 67c (3) AktG no later than 6 May 2025 (24:00 = end of day CEST).

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

or in accordance with Section 67c (1) and (2) Sentence 3 AktG in conjunction with Art. 2 (1) and (3) and Art. 9 (4) of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMMXXX (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 the holders of new shares who have exercised or will exercise their conversion rights under the convertible bonds issued by the Company on 7 February 2023, including to the extent that these shares have not yet been credited at the time of the invitation.

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 22 April 2025.

5. Voting (absentee vote)

Shareholders can cast their votes by electronic communication (absentee voting) or in text form 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/annual-general-meeting. 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.

A form for absentee voting in text form is available on the company's website. The votes cast must be received by the company by 12 May 2025, 24:00 hours CEST, and must be sent exclusively to the addresses below; this also applies to a change or revocation of absentee ballots in text form:

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

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

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

Up to this point in time, votes already cast can 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.

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 the end of the day on 12 May 2025, 24:00 = end of day CEST:

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

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

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 § 135 AktG nor another person or institution equivalent to it pursuant to § 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 § 135 AktG 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.

Powers of attorney and the proof of powers of attorney must be sent in text form if power of attorney is granted to the Company at the following address no later than the end of the day on 12 May 2025, 24:00 = end of day CEST, (receipt is decisive) for organisational reasons; the same applies to the revocation of powers of attorney:

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

or in accordance with Section 67c (1) and (2) Sentence 3 AktG in conjunction with Art. 2 (1) and (3) and Art. 9 (4) of the implementing regulation (EU) 2018/1212 by SWIFT: CMDHDEMMXXX (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 (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.

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 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 until 12 May 2025, 24:00 hours 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 § 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 (§ 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 the end of 12 April 2025 (24:00 = end of day CEST). Supplementary requests received later will not be considered.

Executive Board of Rheinmetall Aktiengesellschaft
Central Legal Department
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. § 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 (§§ 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
Central Legal Division
Rheinmetall-Platz 1
40476 Düsseldorf, Germany
Email: hauptversammlung@rheinmetall.com

Countermotions and election proposals received with proof of shareholding no later than the end of 28 April 2025 (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 § 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 (§ 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 7 May 2025 (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 by 8 May 2025 (24:00 = end of day CEST) at the latest. 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 (3) sentence 4 in conjunction with Section 126 (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 § 131 para. 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 (§§ 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. From the beginning of the Annual General Meeting, shareholders or their authorised representatives can register speeches in the shareholder portal. Motions and election proposals pursuant to § 118a para. 1 sentence 2 no. 3 AktG and requests for information pursuant to § 131 AktG can be part of the speech.

Pursuant to § 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 desk will be available from 9:30 a.m. CEST via the shareholder portal at www.rheinmetall.com/hauptversammlung, through which the electronically connected shareholders or their proxies can register their request to speak.

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

Pursuant to § 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 agenda item 10, in accordance with Section 293g (3) AktG, each Shareholder must, upon request, also be provided with information of the other party to the contract, i.e. Rheinmetall Digital GmbH, which are essential for the conclusion of the contract.

It is envisaged that the chairman of the meeting will stipulate that the right to information pursuant to § 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.

§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 § 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 (1) sentence 3 to 5, (2) sentence 2 AktG or proof of the vote count pursuant to Section 129 (5) AktG

In accordance with Section 118 (1) sentence 3, (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 (1) and Art. 9 (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 (1) sentence 4 AktG. In addition, the voting party can demand confirmation from the Company pursuant to Section 129 (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 (2) and Art. 9 (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 (5) sentence 3 AktG. A confirmation of the vote count pursuant to Section 129 (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 (§ 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 § 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 in the shareholder portal. The voting results will also be published after the Annual General Meeting at www.rheinmetall.com/hauptversammlung.

In the interest of comprehensive preparation for the exercise of shareholder rights, the Company also plans to make the essential content of the speech of the Chairman of the Executive Board and a shareholder letter from the Chairman of the Supervisory Board available at the aforementioned Company website before the Annual General Meeting, presumably on 9 May 2025, even though there is no legal obligation for such advance publication, since no use is made of the option of advance submission of questions. Right to make changes in line with current developments reserved (the spoken word is decisive).

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 inform you about this separately on the website of the shareholder portal.

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 §§ 118 et seq., 67e AktG.

In addition, data processing takes place on the basis of overriding legitimate interests pursuant to Art. 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 § 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. § 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 §§ 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 Art. 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. Art. 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 granted at any time pursuant to Article 7 para. 3 GDPR
- Right to lodge a complaint with a supervisory authority pursuant to Article 77 GDPR.

Düsseldorf, March 2025

Rheinmetall Aktiengesellschaft

The Executive Board



TAKING RESPONSIBILITY IN A CHANGING WORLD