

Notes on Shareholders' Rights

within the meaning of Section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act (*Aktiengesetz – AktG*) and further information according to Section 124a sentence 1 no. 2 and no. 4 AktG

1. Information on the rights of shareholders as defined in Section 121 para. 3 sentence 3 no. 3 AktG

The Executive Board has exercised the authorization in Section 15 para. 3 of the Articles of Association of the company 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 authorized representatives (with the exception of the company's proxies) at the location of the Annual General Meeting is excluded. The location of the Annual General Meeting within the meaning of the AktG is Rheinmetall Platz 1, 40476 Düsseldorf, Germany.

The convening of the Annual General Meeting already contains information on the rights of shareholders pursuant to Sections 118a para. 1, 122 para. 2, 126 para. 1, 127, 130a and Section 131 para. 1 AktG. The following statements provide further explanation of these provisions.

1.1 Proposed amendments 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 of the German Civil Code (BGB) at the address specified below by the end of 13 April 2024 (24:00 = end of day CEST). Supplementary requests received later will not be considered.

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Vorstand
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Rheinmetall Platz 1
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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 are not applicable analogously.

Amendments to be announced to the agenda will – unless they were already announced with the convening notice – be published in the German Federal Gazette immediately after admission of the request. They are also published at the internet address www.rheinmetall.com/agm and communicated to the shareholders in accordance with Section 125 para. 1 sentence 3 AktG.

1.2 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.

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Rheinmetall Platz 1
40476 Düsseldorf
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Countermotions and election proposals received with proof of shareholding no later than the end of 29 April 2024 (24:00 = end of day CEST) will be published immediately on the internet at www.rheinmetall.com/agm, 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.

Countermotions to be made accessible should be accompanied by a justification. Election proposals to be made accessible do not need to be justified.

Countermotions and their justification do not need to be made accessible:

1. if making them available would make the Executive Board liable to prosecution,
2. if the countermotion would lead to the Annual General Meeting passing a resolution that is illegal or contrary to the Articles of Association,
3. If the reasons obviously contains false or misleading statements in key points or if they are insulting,
4. if a shareholder countermotion based on the same facts has already been made available to an Annual General Meeting of the Company in accordance with Section 125 AktG,
5. if, within the last five years, the same shareholder countermotion made for largely the same reasons has already been made available to at least two Annual General Meetings of the Company in accordance with Section 125 and, in the Annual General Meeting, less than one-twentieth of the represented share capital voted for it,
6. if the shareholder reveals that he/she will not attend the Annual General Meeting and will not be represented, or
7. if, in the last two years, the shareholder has not presented a countermotion announced by him/her or has not had it presented at two Annual General Meetings.

The same applies to making election proposals accessible. Furthermore, the Executive Board does not need to publish election proposals for the election of Supervisory Board members and auditors that do not contain the name, current profession and place of residence of the proposed candidates, the company name and registered office in the case of legal entities, or information about their membership of other legally required supervisory boards for nominations for the election of Supervisory Board members. Information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises must be attached.

Reasons for countermotions and election proposals need not be made available if they total more than 5,000 characters. If multiple shareholders present countermotions on the same subject of the resolution or if they make the same election proposals, the Executive Board can summarize the countermotions and the election proposals as well as their justifications.

Countermotions and election proposals sent by the shareholders in advance of the Annual General Meeting, which are to be made accessible by the company, are also deemed to have been made at the time they were made accessible pursuant to Section 126 para. 4 AktG. The company enables shareholders who have duly registered for the Annual General Meeting to exercise their voting rights on countermotions and election proposals that are to be made available in advance as soon as they are made available via the shareholder portal. If the shareholder who submitted the motion is not registered for the Annual General Meeting, the corresponding motion does not have to be dealt with at the Annual General Meeting. In addition, shareholders who are electronically connected to the Annual General Meeting can also submit countermotions and election proposals as well as other motions at the meeting within the scope of their right to speak by way of video communication.

1.3 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 8 May 2024 (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 9 May 2024 (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 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 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.

1.4 Right of speech of shareholders by way of electronic communication (Sections 118a para. 1 sentence 2 no. 7, 130a para. 5 and para. 6 AktG)

Shareholders or their authorized 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 authorized representatives can register speeches in the shareholder portal. 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 authorized 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 authorized representative and the company in the meeting before the speech and to reject this if the functionality is not ensured.

1.5 Right to information of shareholders (Section 118a para. 1 sentence 2 no. 4, 131 para. 1 and para. 4 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.

It is envisaged that the chairman of the meeting 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 authorized 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 authorized 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.

1.6 Statement of objections to resolutions of the Annual General Meeting

Properly registered shareholders and their authorized 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 authorized 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.

1.7 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.

2. Explanations regarding Item 1 of the agenda in accordance with Section 124a sentence 1 no. 2 AktG

Agenda item 1 of the invitation to the Annual General Meeting relates to the legal requirements in the context of accounting for the fiscal year ended 31 December 2023. The annual financial statements prepared by the Executive Board and the consolidated financial statements as of 31 December 2023 have already been approved by the Supervisory Board, and the annual financial statements have thus been established. A resolution of the Annual General Meeting under Section 173 para. 1 of the AktG on the adoption of the annual financial statements or approval of the consolidated financial statements is therefore not required.

3. Information about the total number of shares and voting rights as per Section 124a sentence 1 no. 4 of the AktG

The company's registered share capital of EUR 111,510,656.00 is divided into 43,558,850 no-par shares, each granting one vote, on the day the Annual General Meeting is convened. The total number of voting rights is therefore 43,558,850.

4. General

The complete wording of the provisions of the German Stock Corporation Act previously mentioned can be viewed on the internet at: www.gesetze-im-internet.de/aktg.

The complete wording of the regulations of the Company's Articles of Association mentioned herein can be viewed on the Internet: www.rheinmetall.com/agm