

INFORMATION FOR PARTICIPATION IN
THE 2019 ANNUAL GENERAL MEETING,
ABSENTEE BALLOTS AND PROXY VOTING

2019
2018

Dear Shareholder,

To participate in the Annual General Meeting and to exercise your right to vote, please ask for an admission ticket from your custodian as soon as possible. When you do so, you must observe the deadlines indicated in the convening of the Annual General Meeting.

This ticket will entitle you to

- attend the Annual General Meeting in person or
- exercise your voting rights by absentee ballot or
- be represented by a third party and to grant this third party, in writing or by electronic means, a power of attorney to attend the Annual General Meeting and to exercise voting rights or
- to grant a power of attorney, in writing or by electronic means, to company-appointed proxies and to provide said proxies with instructions as regards voting on the proposed resolutions of the management at the Annual General Meeting.

You can exercise your voting rights (absentee voting) and issue powers of attorney/voting instructions electronically through an Internet-based absentee voting, authorization and voting instruction system, to which you gain access using the data on your admission ticket.

To ensure that the Annual General Meeting proceeds smoothly and that voting rights and authorizations are exercised properly, please note the following information:

1. Personal participation in the Annual General Meeting / registration

If you wish to attend the Annual General Meeting in person, please present your admission ticket form to the “Shareholders’ Registration” counter at hall 1 of the MARITIM Hotel Berlin. After your admission ticket is checked and recorded, you will be given back the bottom stub of the ticket (attendance and voting card). We would kindly ask that you present all tickets you have in your possession to ensure that the attendance list is properly completed.

The entrance will be open from 8.30 am. In the interests of all attendees, we will carry out extensive security checks as we have done in previous years. When carrying out body and baggage screening, we must confiscate dangerous items such as pocket knives, scissors, spray cans and even drinks for the duration of your attendance at the Annual General Meeting; you may retrieve these items from our safekeeping after you have left the Annual General Meeting. In order to prevent unnecessary delays at the entrance security points, please refrain from carrying dangerous items with you. In the interest of security and the unhindered execution of the Annual General Meeting, we reserve the right to exclude baggage and larger objects from being taken into the meeting venue. In this case, you may also hand the respective items in for safekeeping and retrieve them after you have left the Annual General Meeting.

A map outlining directions to the MARITIM Hotel Berlin can be found on the back of our invitation. If traveling by car, parking spaces are available free of charge at the hotel.

2. Exercising voting rights by absentee ballot

You can also cast your votes on the individual proposed resolutions by means of an absentee ballot without having to attend the Annual General Meeting in person.

To do so, you can use the form on the admission ticket or you can cast your votes by means of electronic communication.

For absentee voting with the form on the admission ticket, please use the bottom half of the front of the admission ticket form. After completing and signing the form, or otherwise legibly stating the identity of the declarant within the meaning of § 126b of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code), please send it by mail, fax or electronically by e-mail (front and back side), **to be received by no later than midnight (24:00 = end of day) CEST on May 24, 2019, to the following address:**

Rheinmetall AG
Corporate Legal Department
Rheinmetall Platz 1
40476 Düsseldorf, Germany

Rheinmetall AG
Corporate Legal Department
Postfach 10 42 61
40033 Düsseldorf, Germany

Fax +49 211 473-4444, e-mail: sabine.lamers@rheinmetall.com

Absentee ballots received in this way after this deadline cannot be considered. Please note that we have no influence over mail delivery times.

You can also exercise your voting rights (absentee ballot) electronically using the Internet-based absentee voting, authorization and voting instruction system (see item 5); **they are to be received by no later than midnight (24:00 = end of day) CEST on May 27, 2019.**

Please note that no votes can be cast by absentee ballot on any counter motions or election nominations that are first proposed during the Annual General Meeting. Similarly, no requests to speak, questions or motions can be accepted via absentee voting.

Absentee ballots may be revoked or amended using the notification method by which they were transmitted up to the deadline by which they can be cast. Personal attendance at the Annual General Meeting is considered to be revocation of any absentee ballots that have already been cast.

If absentee ballots and powers of attorney/instructions to company proxies are received, the absentee ballots are always regarded as having precedence.

3. Participation of a proxy of your choice

If you wish to be represented at the Annual General Meeting by a third party, please complete the power of attorney printed on the top half of the reverse side of your admission ticket (please print the first and last name of your representative) and pass this form on to your proxy. In the interests of a clear assignment of the individual powers of attorney, please ensure that you validate the form, e.g. by signing it or otherwise legibly stating the identity of the declarant within the meaning of § 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code). The person appointed as proxy in this manner must register on the date of the Annual General Meeting as described in Item 1 by presenting the admission ticket/power of attorney.

Alternatively, you can also use the Internet-based absentee voting, authorization and voting instruction system to issue a power of attorney electronically to a third party to attend the Annual General Meeting (see item 5). If you use the Internet-based absentee voting, authorization and voting instruction system that we provide, please inform your proxy of this power of attorney. In such event, your proxy should be able to identify him- or herself at the Annual General Meeting by presenting a photographic identity document. The proxy must also register at the “Shareholders’ Registration” counter.

Please note that in the event of powers of attorney being granted to a bank, a shareholders’ association or any other persons or institutions covered within the scope of § 135 of the *Aktiengesetz* (AktG – German Stock Corporation Act), these may request a specific form of power of attorney, as they are required to keep a verifiable record of this power of attorney in accordance with § 135 AktG.

4. Granting powers of attorney and voting instructions to company proxies

We further offer you the option of exercising your voting rights by proxies who are employees of our company. The company has appointed Mr. Michael Arnold and Mr. Burkhard Grimm as proxies with authority to vote acting single. Both are employees of Rheinmetall AG. On the basis of their power of attorney, these proxies are permitted to exercise voting rights only insofar as you have issued express instructions on the individual items on the agenda. The proxies are under obligation to vote on the individual items of the agenda in accordance with your instructions. Should a separate vote become necessary for a specific item on the agenda, the instruction issued for this item shall apply accordingly for each sub-item to be voted on.

In order to issue a power of attorney and voting instructions in text form (§ 126 b BGB) to company-appointed proxies, please use the bottom half of the admission ticket form. Complete the form with your instructions. In the interests of a clear assignment of the individual powers of attorney, please ensure that you validate the form, e.g. by signing it or otherwise legibly stating the identity of the declarant within the meaning of § 126b BGB. Please send the completed form by mail, fax or e-mail far enough in advance – **received by May 24, 2019, midnight (24:00 = end of day) CEST** – to the following address:

Rheinmetall AG
Corporate Legal Department
Rheinmetall Platz 1
40476 Düsseldorf, Germany

Rheinmetall AG
Corporate Legal Department
Postfach 10 42 61
40033 Düsseldorf, Germany

Fax: +49 211 473-4444, e-mail: sabine.lamers@rheinmetall.com

Powers of attorney/voting instructions received in this way after this deadline cannot be considered. Please note that we have no influence over mail delivery times.

You can also use the Internet-based absentee voting, authorization and voting instruction system to issue powers of attorney/voting instructions electronically to proxies – **to be received by midnight (24:00 = end of day) CEST on May 27, 2019** – (see item 5).

You can also authorize the proxies during the Annual General Meeting if you attend the meeting in person.

5. Electronic absentee voting, authorization and voting instruction system

Where the absentee voting, authorization and voting instruction system is used, absentee ballots should be cast and powers of attorney/voting instructions issued as early as possible, but they **must be cast or issued by no later than midnight (24:00 = end of day) CEST on May 27, 2019**.

A third party can also be issued a power of attorney electronically **up to midnight (24:00 = end of day) CEST on May 27, 2019**.

5.1 Technical requirements

Your browser must support 128-bit SSL encryption in order to be able to use the Internet-based absentee voting, authorization and voting instruction system.

The absentee voting, authorization and voting instruction system will launch in a separate window. If this does not work on your computer, please make sure that your browser's pop-up blocker is set to accept this access. Furthermore, the security, data protection and other settings of the browser must allow the program to execute correctly.

Please note that the availability of the Internet-based absentee voting, authorization and voting instruction system may be limited when accessed using smartphones or similar devices for mobile Internet use.

5.2 Initial login to the system

You will be able to access the system **starting on May 7, 2019** on the company's website at www.rheinmetall.com/hauptversammlung, from where you will be directed to the Internet-based absentee voting, authorization and voting instruction system.

When logging in to the system for the first time, you will be asked to enter the five-digit number of your admission ticket and the single check digit next to it and the six-digit Internet access code.

Admission ticket no., check digit

Internet access code

In order to move onto the next dialog screen, please click on LOGIN. Our legal notices and explanations on the disclaimer can be found on the next page. Please confirm your acknowledgement and click on NEXT. The following screen displays your personal details such as first name, last name and place of residence.

There, please also select either PROXIES AND VOTING INSTRUCTIONS TO PROXY HOLDERS NOMINATED BY THE COMPANY, PROXY TO THIRD PARTY or POSTAL VOTE.

5.3 Granting powers of attorney and voting instructions to proxies by electronic means/changes, revocation

After selecting the option PROXIES AND VOTING INSTRUCTIONS TO PROXY HOLDERS NOMINATED BY THE COMPANY, the page will open where you can issue a power of attorney and voting instructions to the company proxies. Here, you have the option either to approve all the agenda items of the management or to issue instructions for each individual proposed resolution that is listed (click YES, NO or ABSTAIN (ABST.) as appropriate). By clicking on CONFIRM, you authorize the proxies appointed specifically by Rheinmetall AG.

A preview screen will now appear where you can review your voting instructions. Once your instructions are correctly displayed, click on CONFIRM; otherwise click on EDIT to modify your voting instructions. The confirmation of instruction featuring a transaction number that follows can then be printed out for documentation purposes. Clicking LOGOUT will then close the session.

Authorizations and voting instructions to the proxies by electronic means must be issued by no later than midnight (24:00 = end of day) CEST on May 27, 2019.

You can revoke the power of attorney you have issued and change your voting instructions by clicking on CANCELLATION. You will be able to re-access the absentee voting, authorization and voting instruction system by entering your admission ticket number, check digit and Internet access code. **Any revocations or changes must be completed by no later than midnight (24:00 = end of day) on May 27, 2019.**

5.4 Issuing a power of attorney to a third party by electronic means/revocation

After selecting the option PROXY TO THIRD PARTY, the “PROXY TO THIRD PARTY” page will open. Please enter the first and last name as well as the place of residence of the proxy and then click CONFIRM. A preview screen will now appear where you can review your instructions. Once your instructions are correctly displayed, click CONFIRM, otherwise click EDIT to modify your entries. After clicking CONFIRM you will receive confirmation, with a transaction number that this power of attorney has been issued, which you can print out for documentation purposes. Clicking LOGOUT will then close the session.

A third party can be issued a power of attorney by electronic means by no later than midnight (24:00 = end of day) CEST on May 27, 2019.

Please note that when issuing a power of attorney to a third party by electronic means, the third party must be prepared to attend the Annual General Meeting in person and, where applicable, take an active part in the voting proceedings in order to exercise the voting rights. The proxy must also register at the “Shareholders’ Registration” counter. Please therefore make appropriate arrangements with your proxy and give him or her your admission ticket and, if applicable, the printed confirmation of your electronic power of attorney to take with him or her.

You can also revoke the power of attorney issued to a third party electronically via the absentee voting, authorization and voting instruction system by clicking on CANCELLATION. You will be able to re-access the absentee voting, authorization and voting instruction system by entering your admission ticket number, check digit and Internet access code. **Any revocation can be completed by no later than midnight (24:00 = end of day) CEST on May 27, 2019.**

5.5 Exercising voting rights electronically (absentee ballot)/changes, revocation

After selecting the option POSTAL VOTE, the page “Exercising of voting rights by postal vote” will then open. Here, you have the option either to approve all of the agenda items or to exercise your vote on each individual agenda item that is listed (click on YES, NO or ABSTAIN (ABST.) as appropriate). After you have exercised your voting right on all the proposed resolutions, click CONFIRM.

A preview screen will now appear where you can review the votes you have cast. Once your instructions are correctly displayed, click on CONFIRM; otherwise click EDIT in order to modify your votes. The confirmation featuring a transaction number that follows can then be printed out for documentation purposes. Clicking LOGOUT will then close the session.

Your voting rights must be exercised electronically by no later than midnight (24:00 = end of day) CEST on May 27, 2019.

You can revoke or change the votes that you have cast electronically. You will be able to re-access the absentee voting, authorization and voting instruction system by entering your admission ticket number, check digit and Internet access code. **Any revocations or changes must similarly be completed by no later than midnight (24:00 = end of day) CEST on May 27, 2019.**

5.6 Motions and election nominations of shareholders in accordance with sections 126, 127 AktG

If motions are received from shareholders (countermotions) regarding the agenda of our Annual General Meeting that are subject to notification requirements, you may view the wording of said motions on the Internet at www.rheinmetall.com/hauptversammlung. If you wish to concur with the countermotions announced regarding the resolutions proposed by the management, please place a cross or click in the field NO in the absentee voting, authorization and voting instruction form next to the items on the agenda to which the motions relate. If a further vote is required on the items on the agenda in question, you cannot take part in this vote by means of an absentee ballot or via the company-appointed proxies.

6. Legal notices/liability

6.1 Absentee voting

- (1) The vote cast on item 2 of the agenda is also valid in the event that a resolution on the appropriation of net income appropriately revised according to the number of shares entitled to a dividend is presented to the Annual General Meeting.
- (2) Should a separate vote on an item of the agenda be conducted (especially involving decisions on the granting of discharge), the vote cast on this item of the agenda is valid accordingly for each point of the separate vote.
- (3) Absentee ballots that have been cast can be revoked. The personal attendance of the shareholder or of a proxy at the Annual General Meeting is also considered revocation of absentee ballots that have already been cast. The shareholder or his / her representative can then exercise all shareholder rights at the Annual General Meeting, including the issue of an additional power of attorney, including to company-appointed proxies.

6.2 Powers of attorney and voting instructions

- (1) The instruction to the proxies concerning item 2 of the agenda is also valid in the event that a resolution on the appropriation of net income appropriately revised according to the number of shares entitled to a dividend is presented to the Annual General Meeting.
- (2) Should a separate vote on an item of the agenda be conducted (especially involving decisions on the granting of discharge), the voting instruction issued concerning this item of the agenda is valid accordingly for each point of the separate vote.
- (3) Powers of attorney/voting instructions to company-appointed proxies can be revoked. Personal attendance of the shareholder or of a proxy at the Annual General Meeting is considered revocation of powers of attorney/voting instructions to proxies that have already been issued. The shareholder or his / her representative can then exercise all shareholder rights at the Annual General Meeting.
- (4) If you have issued a power of attorney but no voting instructions to Rheinmetall AG company-appointed proxies, these proxies may not represent you at the Annual General Meeting.
- (5) When authorization is granted to company-appointed proxies, the family name and office location of these proxies is included under "Represented by" in the list of attendees at the Annual General Meeting in addition to the family name and location of the shareholder.
- (6) Please note that proxies may not react to any changes that arise during the Annual General Meeting. For example, company employees acting as proxies cannot take part in voting on motions regarding proceedings in the Annual General Meeting. Similarly, requests to speak or questions from shareholders cannot be accepted via the Internet.
- (7) In proxy voting, the proxies are subject to the instructions of the shareholders when it comes to exercising the voting rights and cast votes exclusively in accordance with the instructions issued to them. The Executive Board of Rheinmetall AG has no authorization to issue instructions on how the proxies vote.
- (8) The proxies have no influence on the contents of the voting and are neither authorized nor able to intervene in the technical operations.
- (9) The proxies are authorized to issue substitute power of attorney. In order not to jeopardize the voting rights of the shareholders, the proxies will issue substitute powers of attorney internally to other employees of the company as a precaution, so that representation is ensured on the day of the meeting. The above principles similarly apply to employees who are delegated authority in this way.

6.3. Personal attendance/multiple exercise of rights/order of precedence

- (1) The personal attendance of the shareholder or an authorized third party at the Annual General Meeting is regarded as revocation of any votes that have previously been cast (absentee voting) and of powers of attorney/voting instructions to the company-appointed proxies. For technical reasons, absentee votes cast or powers of attorney/voting instructions issued using the electronic absentee voting, authorization and voting instruction system can no longer be processed after the personal attendance of the shareholder or an authorized third party is registered.
- (2) The personal attendance of the shareholder or of an authorized third party at the Annual General Meeting is regarded as revocation of any powers of attorney issued electronically to a third party.

(3) If absentee ballots and powers of attorney/instructions to company-appointed proxies are received, the absentee ballots are always regarded as having precedence. If absentee ballots or powers of attorney/voting instruction are received by different transmission channels, and the order in which they were issued cannot be determined beyond any doubt, absentee ballots or powers of attorney/voting instructions that have been issued are considered in the following order: Absentee ballots and powers of attorney/voting instructions received via the Internet, by e-mail, by fax and lastly in hard copy form.

Use of the Internet service

When receiving your admission ticket, please ensure that the mail item is intact. You must also retain the personal Internet access code assigned to you when you first log on to the absentee voting, authorization and voting instruction system. If you lose your access code or suspect this has been used fraudulently online, you can request a new personal Internet access code by calling the number shown under “Infoline” for the Internet information line. Your previous Internet access code will then be automatically blocked.

The availability, functionality, stability and reliability of the Internet-based absentee voting, authorization and voting instruction system prior to the Annual General Meeting of Rheinmetall AG may be subject to technical fluctuations and disruptions. Neither Rheinmetall AG nor its authorized proxies have any influence over the availability, functionality, stability or reliability of the telecommunications network or any third-party Internet services that are used.

In the event that, despite all the security measures put in place, we become aware of any unauthorized tampering of data saved for the purposes of exercising voting rights via the Internet and handled in accordance with the German Federal Data Protection Act, we reserve the right to suspend the use of the system without notice or to terminate it early. In this event, only those votes cast via the Internet (absentee ballot) or powers of attorney/voting instructions and powers of attorney for third parties issued via the Internet that are known not to have been manipulated will be regarded as valid.

Disclaimer

We give no guarantee and assume no liability for the functionality, availability, stability and reliability of the Internet-based absentee voting, authorization and voting instruction system or for the shareholder’s access to the system, including any third-party Internet services or network elements that are used. Furthermore, we accept no responsibility for errors or faults in the hardware and software used to exercise voting rights via the Internet, including those of any service providers employed, unless these can be attributed to intent or gross negligence.

We recommend that you make use of our Internet service as early as possible so that, if there are any disruptions, you can still cast absentee ballots or issue powers of attorney/voting instructions with the aid of your admission ticket in good time.

Data Protection notice

Personal data is collected, stored, processed and used by this system exclusively for the purposes of absentee voting and issuing powers of attorney and voting instructions by electronic means. The data will be stored by us for a period of three years in order to satisfy documentation requirements under the German Stock Corporation Act.

Infoline

If you have any queries regarding absentee voting or the issuing of powers of attorney and voting instructions via the Internet in the period from May 7, 2019 up to and including May 27, 2019, please contact our Internet Infoline on +49 89 30 903 63 25 (available Monday to Friday between 9.00 am and 5.00 pm, except public holidays).

For general queries, please contact our
 Annual General Meeting department: Tel. +49 211 473 4756 or
 Investor Relations department: Tel. +49 211 473 4718

We will be happy to answer any questions you may have.

Düsseldorf, April 2019

Kind regards,
 Rheinmetall AG

MOBILITY. SECURITY. **PASSION.**

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