

INFORMATION FOR PARTICIPATION IN
THE 2020 ANNUAL GENERAL MEETING,
ABSENTEE BALLOTS AND PROXY VOTING

2020
5050

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.

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
- 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, we ask that you provide proof of identity at the "Shareholders' Registration" counter at hall 1 of the MARITIM Hotel Berlin by presenting your official identity card as well as your admission ticket form. After inspection and registration, you will be given back the bottom stub of the ticket (attendance and voting card). In order to record all attendees, we kindly ask you to submit all the tickets in your possession.

In light of the epidemic spread of the SARS-CoV-2 coronavirus, please note that we intend to take suitable measures to protect the attendees of our Annual General Meeting and to follow the recommendations of the Robert Koch Institute and the health authorities in Berlin. This may include the following measures in particular: (i) cancelling and rescheduling the Annual General Meeting, (ii) performing health checks at the entrance security point, (iii) registering all participants at the Annual General Meeting using forms in order to be able to subsequently track potential infection chains, and (iv) transmitting the participant list and forms to health officials.

Depending on the epidemiological situation at the beginning of May, we ask you to carefully decide whether your attendance at the Annual General Meeting in person is made in good judgment based on your own health and the health of other participants. Alternatively, you have the options of using (online) absentee voting; exercising voting rights through a proxy, such as an intermediary or a shareholders' association; or granting power of attorney and issuing voting instructions to company-appointed proxies.

In light of calls on the Internet to disrupt our Annual General Meeting, we ask for your understanding as we conduct extensive security measures in the interest of all participants. When carrying out body and baggage screening, in the style of the appropriate checks at airports, we will 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 such items with you. In the interest of security and the smooth running of the Annual General Meeting, we also reserve the right to exclude luggage, backpacks, bags and larger objects from being taken into the meeting room. In this case, you may also hand the respective items in for safekeeping and retrieve them after you have left the Annual General Meeting.

To protect the personal rights of the shareholders and to maintain order at the Annual General Meeting, image and sound recording throughout the meeting venue is prohibited. For this reason, we reserve the right to prohibit the carrying of devices that can record images and sound (including smartphones and tablets) throughout the meeting venue. In such a case, prior to entering the security screening, you will be able to lock such devices in safety deposit boxes provided for this purpose for the duration of your attendance at the Annual General Meeting. In the event of material disruption to the proceedings of the Annual General Meeting, we reserve the right to make video recordings in connection with the disruption and, if criminal acts are suspected, to hand these recordings over to law enforcement authorities for the purpose of reporting criminal offenses.

Since, due to the unique circumstances, there may be delays at the entrance security point this year, please arrive at the meeting location on time. The entrance security point will be open at 8:30 a.m.

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 April 30, 2020**, 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: hauptversammlung@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 voting) 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 4, 2020**.

Please note that no votes can be cast by absentee ballot on any countermotions or election proposals 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 complete the form, e.g. by signing it or otherwise legibly stating the identity of the declarant within the meaning of Section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB). 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-/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 Section 135 of the Aktiengesetz (German Stock Corporation Act, AktG), 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 Section 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 as sole representative. 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 (Section 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 complete the form, e.g. by signing it or otherwise legibly stating the identity of the declarant within the meaning of Section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB). Please send the completed form by mail, fax or e-mail far enough in advance – **received by April 30, 2020, 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: hauptversammlung@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 4, 2020** (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 4, 2020**.

A third party can also be issued a power of attorney electronically **up to midnight (24:00 = end of day) CEST on May 4, 2020**.

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 April 14, 2020 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, 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 proposals 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. You have the option to modify your voting instructions by clicking on EDIT or by cancelling the entire transaction by clicking on CANCELLATION. Once your voting instructions are correctly entered, you can click PRINT CONFIRMATION to print out your voting instructions 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 4, 2020.

You can revoke the power of attorney you have issued and change your voting instructions by clicking on CANCELLATION. You will be able to access the absentee voting, authorization and voting instruction system again 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 4, 2020.**

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. You have the option to modify your entries by clicking on EDIT or revoke your power of attorney by clicking on CANCELLATION. Once your instructions are correctly displayed, you can print the confirmation of your power of attorney to a third party for documentation purposes by clicking on PRINT CONFIRMATION. 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 4, 2020.

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/her your admission ticket and, if applicable, the printed confirmation of your electronic power of attorney to take with him/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 access the absentee voting, authorization and voting instruction system again 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 4, 2020.**

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

After selecting the option “POSTAL VOTE,” the page with the items of the agenda to be voted on will then open. Here, you have the option either to approve all of the agenda items or to exercise your vote on each individual proposed resolution 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 your voting instructions. You have the option to modify your voting instructions by clicking on EDIT or by cancelling the entire transaction by clicking on CANCELLATION. Once your voting instructions are correctly entered, you can click PRINT CONFIRMATION to print out your voting instructions 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 4, 2020.

You can revoke or change the votes that you have cast electronically. You will be able to access the absentee voting, authorization and voting instruction system again 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 4, 2020.**

5.6 Motions and election proposals 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 management’s proposed resolutions, 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 proposal 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 formal approval of actions), 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 proposal 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 formal approval of actions), 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 last name and office location of these proxies are included under “Represented by” in the list of attendees at the Annual General Meeting in addition to the last name and location of the shareholder.

(6) Please note that proxies may not react to any changes that arise during the Annual General Meeting. With proxy voting by company employees, it is not possible, for example, to vote on motions regarding the 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/voting instructions 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 case, 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 April 14, 2020, up to and including May 4, 2020, please contact our Internet Infoline at +49 89 30 903 63 25 (available Monday to Friday between 9:00 a.m. and 5:00 p.m., except on 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, March 2020

Kind regards,
Rheinmetall AG

MOBILITY. SECURITY. **PASSION.**