

INVITATION TO THE ANNUAL GENERAL MEETING  
OF RHEINMETALL AG

MAY 14, 2013  
MARITIM HOTEL BERLIN



2013

## Agenda at a glance

1. .... Presentation of the adopted single-entity financial statements, the approved consolidated financial statements, the management report of the Company, which is combined with the Group management report, including the explanatory report of the Executive Board on the disclosures in accordance with Section 289 (4) and Section 315 (4) of the German Commercial Code (HGB) and the Report of the Supervisory Board, all for fiscal 2012.
2. .... Resolution on the appropriation of the unappropriated surplus for fiscal 2012
3. .... Resolution to grant discharge to the Executive Board for fiscal 2012
4. .... Resolution to grant discharge to the Supervisory Board for fiscal 2012
5. .... Election of a shareholder representative on the Supervisory Board
6. .... Election of auditors for fiscal 2013

# Invitation to the Annual General Meeting

**Dear Shareholders,**

We hereby invite you to the Annual General Meeting of Rheinmetall AG, Düsseldorf, to be held on Tuesday, May 14, 2013, at 10.00 am at MARITIM Hotel Berlin, Stauffenbergstrasse 26, 10785 Berlin.

The invitation to the Annual General Meeting has been published in the Federal Gazette of April 3, 2013, together with the agenda.

## Agenda

- 1. Presentation of the adopted single-entity financial statements, the approved consolidated financial statements, the management report of the Company, which is combined with the Group management report, including the explanatory report of the Executive Board on the disclosures in accordance with Section 289 (4) and Section 315 (4) of the German Commercial Code (HGB) and the Report of the Supervisory Board, all for fiscal 2012.**

These documents are available on the Internet at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung).

The Supervisory Board approved the single-entity financial statement prepared by the Executive Board and the consolidated financial statements on March 19, 2013, in accordance with Sections 172, 173 of the *Aktiengesetz* (AktG – German Stock Corporation Act). The single-entity financial statements are thus adopted. A resolution of the Annual General Meeting to adopt the single-entity financial statements is thereby dispensed with.

- 2. Resolution on the appropriation of the unappropriated surplus for fiscal 2012**

The Executive Board and Supervisory Board propose to use the unappropriated surplus of Rheinmetall AG for fiscal 2012 amounting to €69,000,000.00 as follows:

- Distribution of a dividend of €1.80 per share entitled to a dividend	=	€67,891,235.40
- Appropriation to other retained earnings	=	€1,108,764.60

Treasury shares are not entitled to dividends. If the number of treasury shares changes by the time of the Annual General Meeting, an accordingly revised proposal for the appropriation of the net income will be submitted to the Annual General Meeting but with an unchanged distribution of €1.80 per share entitled to a dividend.

- 3. Resolution to grant discharge to the Executive Board for fiscal 2012**

The Executive Board and Supervisory Board recommend granting discharge to the members of the Executive Board who were in office in fiscal 2012 for this period.

#### 4. Resolution to grant discharge to the Supervisory Board for fiscal 2012

The Executive Board and Supervisory Board recommend granting discharge to the members of the Supervisory Board who were in office in fiscal 2012 for this period.

#### 5. Election of a shareholder representative on the Supervisory Board

The Supervisory Board is made up of eight members elected from among the shareholders and eight members elected from among the employees in accordance with Sections 96 (1) and 101 (1) AktG in conjunction with Section 7 (1) no. 2 of the *Mitbestimmungsgesetz* (German Codetermination Act). The Annual General Meeting is not bound by nominations for election when electing shareholder representatives.

As Dr. Siegfried Goll's membership of the Supervisory Board will end upon conclusion of the Annual General Meeting on May 14, 2013, a new election is therefore required for this shareholder representative.

The Supervisory Board proposes – based on the recommendation of the Supervisory Boards's Nomination Committee - the reelection of the following person to the Supervisory Board as a shareholder representative:

Dr. Siegfried Goll  
Markdorf  
Consulting engineer  
Former CEO of ZF Friedrichshafen AG

The term of office for the Dr. Siegfried Goll begins at the end of the 2013 Annual General Meeting and runs until the end of the Annual General Meeting that adopts the resolution on the granting of discharge for fiscal 2017.

Dr. Siegfried Goll is a member of the following statutory Supervisory Boards and of comparable control committees of commercial enterprises in Germany and abroad:

Voss Holding GmbH & Co. KG  
Witzenmann GmbH  
KSPG AG

With regard to Item 5.4.1 of the German Corporate Governance Code, it is hereby declared that the Supervisory Board does not consider Dr. Goll to have a personal or business relationship with Rheinmetall AG or its Group companies, the boards of Rheinmetall AG, or a shareholder with a significant stake in Rheinmetall AG, as is to be disclosed in accordance with this regulation.

## 6. Election of auditors for fiscal 2013

The Supervisory Board proposes, on the recommendation of its Audit Committee, to elect PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Düsseldorf branch, as the auditor for fiscal 2013.

### The total number of shares and voting rights at the time of convening

The share capital of the Company is divided into 39,599,000 shares with the same number of voting rights. On the date the Annual General Meeting is convened, the Company holds 1,881,647 treasury shares, which do not afford the Company any rights, in particular voting rights. The total number of shares carrying attendance and voting rights on the date the Annual General Meeting is convened is therefore 37,717,353.

### Attendance at the Annual General Meeting

In accordance with Section 16 of the bylaws of our Company, those shareholders who have registered with the Company at the address given below and have transmitted specific evidence of their shareholding issued by their custodian bank to the following address shall be entitled to attend the Annual General Meeting and to exercise their voting rights:

Rheinmetall AG  
 c/o Commerzbank AG  
 GS-MO 4.1.1 General Meetings  
 60261 Frankfurt am Main  
 Fax: +49 (0) 69/136 26351  
 E-mail: hv-eintrittskarten@commerzbank.com

Evidence of the shareholding must refer to the start of the 21st day prior to the Annual General Meeting, i.e. 12.00 am (midnight) on April 23, 2013 (evidence deadline), and must reach the Company together with the registration no later than the end of May 7, 2013 (12.00 am (midnight) CEST) at the address given. The evidence of this shareholding must be in text form (Section 126 b of the Bürgerliches Gesetzbuch (BGB) – German Civil Code) in either German or English.

In order to attend the meeting and exercise voting rights, only those persons who provide evidence of their shareholding shall be considered shareholders. The authorization to attend and the scope of the voting rights shall be based on the shareholding as at the evidence deadline (as well as on the need to register). This is not associated with a ban on the sale of shares. Even if all or part of the shares are sold after the evidence deadline, only the shareholding as at the evidence deadline shall determine the eligibility to attend and the scope of the voting rights. Any person who only becomes a shareholder after the evidence deadline and previously held no shares is not entitled to attend the Annual General Meeting or to cast a vote.

Shareholders who wish for a proxy to attend the Annual General Meeting or to exercise their voting rights on their behalf are asked to request admission tickets for the Annual General Meeting from their custodian bank as early as possible. The required registration and provision of evidence of the material shareholding shall in these cases be carried out by the custodian bank.

### Absentee voting

Shareholders who do not wish to attend the Annual General Meeting in person can cast their vote by written absentee ballot. A form printed on the admission ticket is available for this. The votes cast by absentee ballot must be received by the Company by 12.00 am (midnight) on May 10, 2013 and are to be sent exclusively to the following address:

Rheinmetall AG	Rheinmetall AG
Rechtsabteilung	Rechtsabteilung
Rheinmetall Platz 1	P.O. Box 10 42 61
40476 Düsseldorf / Germany	40033 Düsseldorf / Germany

Fax: +49 211 473-4444, E-Mail: [eva-maria.althoff@rheinmetall.com](mailto:eva-maria.althoff@rheinmetall.com)

Votes cast by absentee ballot that are sent to other addresses will not be considered.

Our Internet-based absentee voting, authorization and voting instruction system can also be used for casting votes by absentee ballot. The votes cast via this Internet-based system must be received by the Company at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung) by 12.00 am (midnight) CEST on May 13, 2013.

Shareholders will receive further details on casting votes by absentee ballot together with their ticket. Information on this can also be found on the Internet at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung).

### Proxy voting

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxies, e.g. by a bank or a shareholders' association. Unless they are addressed to a bank, shareholders' association or any other persons or institutions covered within the scope of Section 135 AktG, powers of attorney are to be provided in text form in accordance with Section 126 b BGB, as are instructions given to proxies of the Company. These may be submitted by various means, including our Internet-based authorization and voting instruction system. 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.

We also offer our shareholders the option of being represented in the voting proceedings by a proxy appointed by the Company. These proxies must be provided with a power of attorney and instructions concerning the exercising of the voting rights. These proxies are under an obligation to vote in accordance with the instructions received from shareholders. In order for these proxies to exercise the granted powers of attorney and instructions at the Annual General Meeting, they must be provided with these in good time prior to the Annual General Meeting. A ticket for the Annual General Meeting is also necessary in order to grant powers of attorney to a Company-appointed proxy.

Shareholders will receive further details on registration and the granting of powers of attorney together with their ticket. Information on this can also be found on the Internet at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung).

#### **Motions to be added to the agenda at the request of a minority in accordance with Section 122 (2) AktG**

Shareholders whose aggregate shares represent a proportional amount of €500,000.00 of the share capital, which is equivalent 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 proposal. This request must have reached the Company at the address given in the following Section by the end of April 13, 2013 (12.00 am (midnight) CEST). Furthermore, reference is made to the conditions of Section 122 (2) in conjunction with Section 122 (1) and Sections 142 (2) sentence 2 and 70 AktG.

#### **Motions and election proposals made by shareholders in accordance with Sections 126 (1) and 127 AktG**

Justified countermotions against a proposal made by the Executive Board and Supervisory Board regarding a specific item on the agenda and proposals made by shareholders regarding the election of Supervisory Board members or of auditors are to be submitted exclusively to the following address. Countermotions and election proposals submitted to any other address will not be considered.

Rheinmetall AG	Rheinmetall AG
Rechtsabteilung	Rechtsabteilung
Rheinmetall Platz 1	P.O. Box 10 42 61
40476 Düsseldorf / Germany	40033 Düsseldorf / Germany

Fax: +49 211 473-4444, E-Mail: [eva-maria.althoff@rheinmetall.com](mailto:eva-maria.althoff@rheinmetall.com)

Countermotions and election nominations received at the above address with evidence of the shareholding no later than the end of April 29, 2013 (12.00 am (midnight) CEST) shall, provided they are to be made available to the other shareholders, be published immediately on the Internet at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung). Motions sent to other addresses will not be considered. Any statements from the management shall also be published at the above internet address after April 29, 2013.

#### **Shareholders' right to information in accordance with Section 131 (1) AktG**

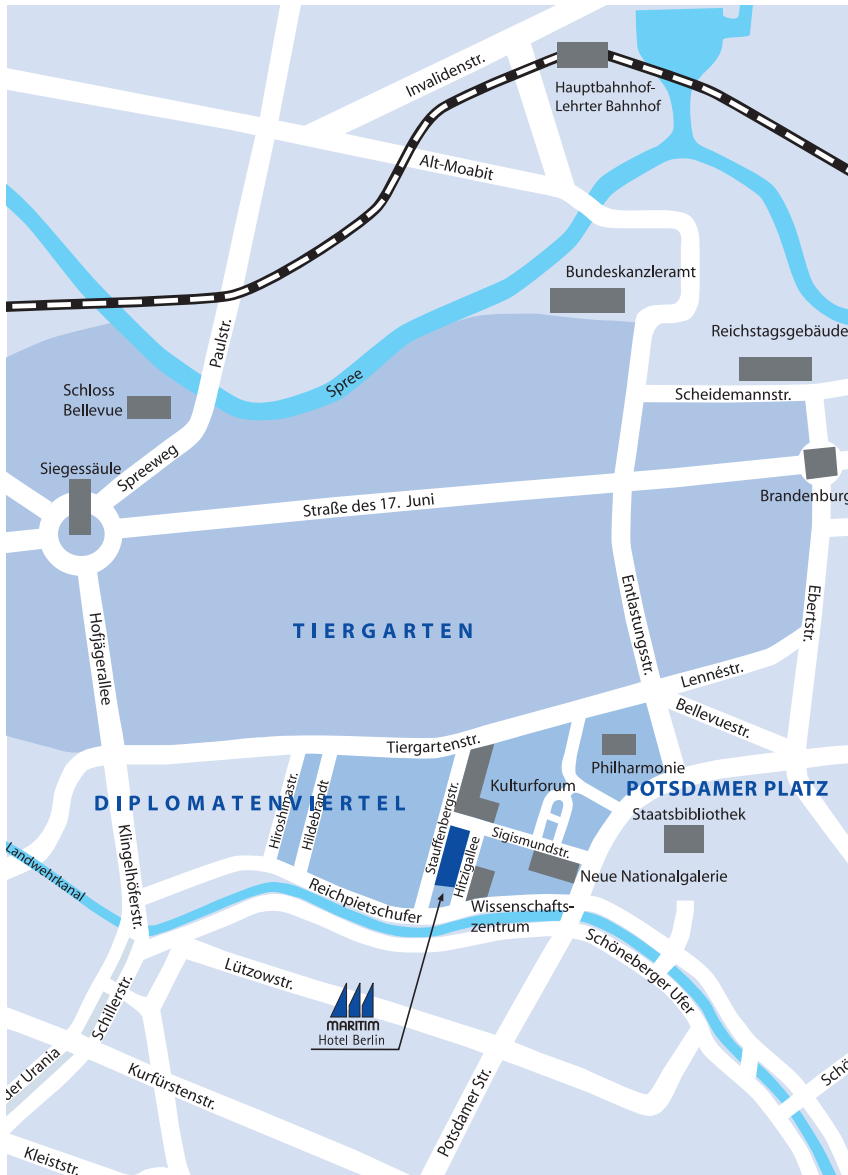
Every shareholder must be informed of Company matters by the Executive Board at the Annual General Meeting on request, including the legal and business relations with affiliated companies as well as the position of the Group and any companies included in the consolidated financial statements, if such information is required to make an appropriate assessment of the item on the agenda and there is no right to withhold information.

#### **Publications on the website**

This convening notice for the Annual General Meeting in German (original version) and in English (non-binding translation), the documents and shareholder motions to be made available including the résumés of Dr. Siegfried Goll for the election of a Supervisory Board member, as well as further information regarding shareholder rights in accordance with Sections 122 (2), 127 and 131 AktG, are all available on the Company website at [www.rheinmetall.com/hauptversammlung](http://www.rheinmetall.com/hauptversammlung).

Düsseldorf, April 2013

Rheinmetall AG  
The Executive Board



**Venue:**

MARITIM Hotel Berlin  
 Stauffenbergstrasse 26  
 10785 Berlin, Germany

**By car**

A100 (AVUS) Funkturm interchange, exit Zentrum, Kaiserdamm, Strasse des 17. Juni, Hofjägerallee/ Klingelhöferstrasse, Schöneberger Ufer, Stauffenbergstrasse.

**By public transport**

Metro station Potsdamer Platz (U2), then by bus M41 to Philharmonie stop, bus M29 to Deutscher Widerstand stop or alternatively 200 to Tiergartenstrasse. Take the S-Bahn (commuter rail system) to Potsdamer Platz (S 1, S2, S25), then refer to map above. By mainline rail, as far as Zoologischer Garten, then bus 200 to Tiergartenstrasse stop.

**By air**

International Airport Berlin Tegel (16km), Airport Schönefeld (22km).