



INVITATION
TO THE ANNUAL
GENERAL MEETING
OF RHEINMETALL AG
MAY 11, 2021



Information pursuant to Section 125 AktG (*Aktiengesetz*, German Stock Corporation Act) in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212 (“EU Implementing Regulation”)

A. Content of the notification

1. Unique identification of the event: Virtual ordinary Annual General Meeting of Rheinmetall AG 2021
(**Formal information pursuant to the EU Implementing Regulation:** 3d1cd8b85677eb11811b005056888925)
2. Type of notification: Convening notice of the Annual General Meeting
(**Formal information pursuant to the EU Implementing Regulation:** NEWM)

B. Information on the issuer

1. ISIN: DE0007030009
2. Name of issuer: Rheinmetall AG

C. Information on the Annual General Meeting

1. Date of the Annual General Meeting: 11 May 2021
(**Formal information pursuant to the EU Implementing Regulation:** 20210511)
2. Time of the Annual General Meeting: 10:00 a.m. (CEST)
(**Formal information pursuant to the EU Implementing Regulation:** 8:00 a.m. UTC)
3. Type of Annual General Meeting: Ordinary Annual General Meeting as a virtual meeting without the shareholders or their authorised representatives being present in person
(**Formal information pursuant to the EU Implementing Regulation:** GMET)
4. Location of the Annual General Meeting:
URL to the Company’s shareholder portal to follow the Annual General Meeting with video and sound and to exercise shareholder rights: www.rheinmetall.com/hauptversammlung
Location of the Annual General Meeting within the meaning of the German Stock Corporation Act:
Rheinmetall Platz 1, 40476 Düsseldorf, Germany
(**Formal information pursuant to the EU Implementing Regulation:** www.rheinmetall.com/hauptversammlung)
5. Record date (cut-off date): 20 April 2021, 12:00 a.m. (CEST), corresponds to 19 April 2021, 10:00 p.m. UTC
(**Formal information pursuant to the EU Implementing Regulation:** 20210419)
6. Website for the Annual General Meeting / URL: www.rheinmetall.com/hauptversammlung

Further information on the convening notice of the Annual General Meeting (Blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212):

Information on participation in the Annual General Meeting (Block D), the agenda (Block E) and the deadlines for exercising other shareholder rights (Block F) can be found on the following website: www.rheinmetall.com/hauptversammlung

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 2020
2. Adoption of a resolution on the appropriation of the unappropriated surplus for fiscal year 2020
3. Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2020
4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2020
5. Adoption of a resolution on the selection of the auditor for fiscal year 2021
6. Election of Supervisory Board members of the shareholders
7. Adoption of a resolution on the approval of the compensation system for the Executive Board members pursuant to Section 120a AktG
8. Adoption of a resolution on the adjustment of the compensation of the Supervisory Board and the corresponding amendment to the Articles of Association
9. Adoption of a resolution on the authorisation to acquire and use treasury shares to the potential exclusion of pre-emptive rights and rights to sell
10. Adoption of a resolution on the creation of 2021 Authorised Capital to the potential exclusion of pre-emptive rights; amendment of the Articles of Association
11. Adoption of a resolution on the authorisation to issue warrant bonds and/or convertible bonds, profit-participation rights and/or income bonds (or combinations of these instruments) and to exclude pre-emptive rights, creation of 2021 Contingent Capital; amendment to the Articles of Association
12. Adoption of a resolution on the amendment of the purpose of the Company (Section 2 (1) and (2) of the Articles of Association)
13. Adoption of a resolution on an amendment to the Articles of Association (Section 16 (2) of the Articles of Association) regarding registration for the Annual General Meeting and proof of share ownership

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to attend the Annual General Meeting of Rheinmetall AG, Düsseldorf, Germany which will be held on Tuesday 11 May 2021, at 10:00 a.m. (CEST), as a virtual meeting without the shareholders or their authorised representatives being present in person.

A live video and audio broadcast of the Annual General Meeting will be streamed on the Internet via the shareholder portal for the entire duration of the event for shareholders who have duly registered. Shareholders will exercise voting rights only by way of absentee voting (in writing or electronically) or by issuing powers of attorney to the Company-appointed proxies. The location of the Annual General Meeting within the meaning of the German Stock Corporation Act is Rheinmetall Platz 1, 40476 Düsseldorf, Germany.

The invitation to the Annual General Meeting and the agenda were published in the German Federal Gazette on 1 April 2021.

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 2020](#)

These documents are available on the Internet at www.rheinmetall.com/hauptversammlung and can also be accessed there during the Annual General Meeting.

The Supervisory Board has approved the single-entity financial statements prepared by the Executive Board and the consolidated financial statements on 17 March 2021 in accordance with Sections 172 and 173 AktG. The single-entity financial statements are thus adopted. 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 2020](#)

The Executive Board and the Supervisory Board propose using the unappropriated surplus of Rheinmetall AG for fiscal year 2020 amounting to 89,945,356.99 EUR as follows:

Distribution of a dividend of 2.00 EUR per no-par share entitled to a dividend	86,394,916 EUR
Appropriation to other retained earnings	3,550,440.99 EUR

Treasury shares are not entitled to a dividend. If the number of treasury shares changes by the time of the Annual General Meeting, a proposal, revised accordingly for the appropriation of net income, will be submitted to the Annual General Meeting, but with an unchanged distribution of 2.00 EUR per no-par share entitled to a dividend.

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 Monday, 17 May 2021.

3. [Adoption of a resolution to approve the actions of the Executive Board for fiscal year 2020](#)

The Executive Board and the Supervisory Board propose approving the actions of the Executive Board members who were in office in fiscal year 2020 for this period.

4. Adoption of a resolution to approve the actions of the Supervisory Board for fiscal year 2020

The Executive Board and the Supervisory Board propose approving the actions of the Supervisory Board members who were in office in fiscal year 2020 for this period.

5. Adoption of a resolution on the selection of the auditor for fiscal year 2021

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 2021.

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.

6. Election of Supervisory Board members of the shareholders

The membership of Ulrich Grillo, Detlef Moog, Klaus-Günter Vennemann and Univ.-Prof. Dr Marion A. Weissenberger-Eibl on the Supervisory Board ends at the conclusion of the Annual General Meeting on 11 May 2021. The election of four 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 of 1976, 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 four female members, two of whom will be on the shareholders' side and two on the employees' side. The following proposed resolution thus satisfies the minimum ratio requirement of Section 96 (2) AktG.

The following election proposals are based on the recommendation of the nomination committee of the Supervisory Board.

a) The Supervisory Board proposes the election of:

Mr Ulrich Grillo
Mülheim an der Ruhr, Germany
Chairman of the Executive Board of Grillo-Werke AG

to the Supervisory Board as a representative of the shareholders.

Mr Grillo's term of office would start at the end of the 2021 Annual General Meeting and run until the end of the ordinary Annual General Meeting that decides on the approval of the actions of the Supervisory Board for the 2024 fiscal year.

Mr Grillo's memberships of other statutory supervisory boards:

- E.ON SE

Mr Grillo's memberships of similar domestic and foreign supervisory bodies of business enterprises, where such memberships are each mandates with affiliated companies of the unlisted Grillo-Werke AG as part of his executive board activity there:

- Grillo Zinkoxid GmbH
- Zinacor S.A.

b) The Supervisory Board proposes the election of:

Mr Klaus-Günter Vennemann
Waidring, Austria
Advisory Engineer

to the Supervisory Board as a representative of the shareholders.

Mr Vennemann's term of office would start at the end of the 2021 Annual General Meeting and run until the end of the ordinary Annual General Meeting that decides on the approval of the actions of the Supervisory Board for the 2024 fiscal year.

Mr Vennemann's memberships in other statutory supervisory boards:

- Nanogate SE

Mr Vennemann is not a member of any statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises.

c) The Supervisory Board proposes the election of:

Prof. Dr Dr h.c. Sahin Albayrak
Berlin, Germany
Professor at the Technical University of Berlin, Head of the Department of Agent Technologies in Operational Applications and Telecommunications at the Technical University of Berlin

to the Supervisory Board as a representative of the shareholders.

Prof. Dr Dr h.c. Albayrak's term of office would start at the end of the 2021 Annual General Meeting and run until the end of the ordinary Annual General Meeting that decides on the approval of the actions of the Supervisory Board for the 2023 fiscal year.

Prof. Dr Dr h.c. Albayrak is not a member of any statutory supervisory boards or similar domestic or foreign supervisory bodies of business enterprises.

d) The Supervisory Board proposes the election of:

Dr Britta Giesen
Essen, Germany
Graduate in Industrial Engineering and Chairwoman of the Executive Board of Pfeiffer Vacuum Technology AG

to the Supervisory Board as a representative of the shareholders.

Dr Giesen's term of office would start at the end of the 2021 Annual General Meeting and run until the end of the ordinary Annual General Meeting that decides on the approval of the actions of the Supervisory Board for the 2023 fiscal year.

Dr Giesen is not a member of any 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 including a list of relevant skills, knowledge and experience following this agenda under *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 entire Supervisory Board has decided upon objectives for the composition of the Supervisory Board, including that of staggered terms of office on a rolling basis and corresponding elections for upcoming appointments in order to promote continuous replacement and transfer of experience within the entire body. The Supervisory Board also has defined a competency profile for the entire body. Competencies that are particularly noteworthy include executive board experience in listed companies, availability/mandate burden, digitisation/IT, technology, industrial management experience, industry knowledge and supervisory board experience. The proposal to appoint Prof. Dr Dr h.c. Sahin Albayrak serves to strengthen the competencies of digitalisation/IT and technology/innovation in particular. The appointment of Dr Britta Giesen would strengthen the international management experience on the board.

The intention is to have the Annual General Meeting decide on the election of the Supervisory Board members by way of a separate vote.

The Supervisory Board intends to elect Mr Ulrich Grillo as Chairman of the Supervisory Board of Rheinmetall AG immediately after the Annual General Meeting on 11 May 2021. Mr Ulrich Grillo has been a member of the Supervisory Board of Rheinmetall AG since 2016 and the Chairman of the Supervisory Board since 2017.

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 the 2020 fiscal year.

7. Adoption of a resolution on the approval of the compensation system for the Executive Board members pursuant to Section 120a AktG

Section 120a (1) AktG provides that the Annual General Meeting of a listed company shall adopt 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.

A resolution to approve the compensation system for the Rheinmetall AG Executive Board members was already adopted at the 2020 Annual General Meeting. Majority consent was not reached. Pursuant to Section 120a (3) AktG, the Supervisory Board has therefore intensively reviewed the compensation system and taken into account the statements of the shareholders of Rheinmetall. The Supervisory Board proposes – based on the recommendations of its Personnel Committee – approving the following rewritten compensation system adopted by the Supervisory Board with effect from 1 January 2022 for the Executive Board members.

Principles of the compensation system

The compensation system for the Rheinmetall Executive Board members contributes greatly towards advancing our long-term corporate strategy and reflects the sustainable success of the Company by anchoring our performance indicators in the compensation system. The compensation system appropriately compensates the Executive Board members according to their duties and responsibilities, with both the personal performance of each Executive Board member as well as the economic situation and success of the Company being appropriately taken into account.

The strategic orientation of the Rheinmetall Group and its business units is regularly re-evaluated by the Executive Board and the Supervisory Board and adapted to the ongoing changes in environment conditions. Cross-regional and technological developments also play a role, in addition to market- and industry-specific aspects. Overall, the strategy remains geared towards sustainable and profitable growth across economic cycles. As a global Group specialising in mobility and security technology, we recognise good opportunities for organic company growth. The economic success of the operational business units and the resulting sustainable and profitable growth of the Rheinmetall Group are assessed primarily based on earnings before taxes (EBT), which are therefore taken into account as a key performance target in the short-term variable compensation of the Executive Board. At the same time, liquidity based on operating free cash flow (OFCF) forms the second key performance target in short-term variable compensation.

In the light of faster market changes, increasing uncertainties, the growing complexity of very different general conditions internationally and great technological advancement, entrepreneurial decisions are increasingly dependent on a reliable assessment of potential risks. As a globally operating technology Group with a heterogeneous product portfolio, Rheinmetall is exposed to a wide range of risks, which vary depending on the business area, sector and region. The corporate strategy is designed to generate adequate returns in the long term, to take advantage of opportunities that are presented and to exploit and expand potential for success while avoiding, minimising or compensating for associated risks as much as possible. The goal is to maintain entrepreneurial flexibility and financial soundness and thus to ensure the continued existence of the Rheinmetall Group in the long term. Profitability is therefore assessed and ensured based on the return on capital employed (ROCE) to manage the Rheinmetall Group. ROCE is thus taken into account as a key performance target in the long-term variable compensation of the Executive Board.

Public interest in corporate governance, compliance, sustainability, environmental and nature conservation as well as corporate responsibility is growing. Inquiries to the company from all parts of society are increasing. Expectations with respect to transparency as well as comparability requirements are increasing. Investors are looking for sustainable investments. Employees want secure employment, but, more and more often, they want to better align their professional goals with family and personal interests. Environmentally friendly products are becoming increasingly popular. Legislators, authorities and also non-governmental interest groups demand compliance with increasingly stringent requirements and limits. Neighbours at industrial sites fear negative impacts on their quality of life. At the same time, communities, associations and aid organisations appreciate the support of companies for their social, cultural and sporting activities. As part of the corporate strategy, specific and measurable ESG targets (E = Environment, S = Social, G = Governance) are therefore taken into account in the variable compensation of the Executive Board as well. In addition, Rheinmetall considers itself duty-bound to contribute to the implementation of the Paris Agreement. Thus, the Executive Board's contribution to the goal of being CO₂-neutral by 2040 is also taken into account in the variable portion of the compensation system, and the promotion of further energy efficiency of all Rheinmetall locations is also driven forward.

We also promote the continuous increase in the value of the company for our shareholders by purposefully aligning the interests of the Executive Board and the shareholders. By directly linking stock performance to a significant portion of the long-term variable compensation, we are ensuring promotion of the performance of Rheinmetall on the capital markets.

We have considered the interests of our shareholders to the fullest extent in the specific design of the compensation system. We have comprehensively analysed the critical remarks of our shareholders regarding our previous compensation system and, based on that, and in keeping with our corporate strategy, have adjusted the compensation system of the Executive Board as follows:

Previous compensation system	Feature	New compensation system
Performance period: 1 year Performance targets: <ul style="list-style-type: none"> Earnings before taxes (EBT) Return on capital employed (ROCE) Non-financial/individual/collective targets Modifier: Adjustment option of +/- 20% in the event of extraordinary developments Payment in cash Cap at 300% of the target amount (including modifier)	Short-term incentive (STI)	Performance period: 1 year Performance targets: <ul style="list-style-type: none"> 40% earnings before taxes (EBT) 40% operating free cash flow (OFCF) 20% non-financial/individual/collective targets No modifier Payment in cash Cap at 250% of the target amount
Performance period: 3 years (retroactive) or 1 year Performance targets: <ul style="list-style-type: none"> 50% earnings before taxes (EBT) from the past three years multiplied by a personal EBT factor 50% relative total shareholder return (TSR) compared to the MDAX Payment 50% in cash and 50% in shares (shares are subject to a four-year blocking period) Cap at 150% of the target amount Additional cash payment in the amount of 20% of the share value	Long-term incentive (LTI)	Performance period: 4 years (forward-looking) Performance targets: <ul style="list-style-type: none"> 40% relative total shareholder return (TSR) compared to EURO STOXX® Industrial Goods & Services 40% return on capital employed (ROCE) 20% environmental, social and governance (ESG) Payment in cash Cap at 250% of the target amount
<ul style="list-style-type: none"> Clawback clause for flawed consolidated financial statements 	Malus and clawback provisions	<ul style="list-style-type: none"> Malus and clawback clause in cases of compliance violations and flawed consolidated financial statements
<ul style="list-style-type: none"> No share ownership guidelines 	Share ownership guidelines (SOG)	<ul style="list-style-type: none"> 200% of the annual gross base compensation for the Chairperson of the Executive Board and 100% of the annual gross base compensation for ordinary Executive Board members
Maximum compensation without fringe benefits and pension plan <ul style="list-style-type: none"> Automotive division: EUR 3,037,500 Personnel division: EUR 2,725,500 	Maximum compensation	Maximum compensation incl. fringe benefits and pension plan <ul style="list-style-type: none"> Chairperson of the Executive Board: EUR 8,000,000 Ordinary Executive Board members: EUR 4,000,000

Determining, implementing and reviewing the compensation system

Procedure in general

Pursuant to Sections 87a (1), 120a (1) AktG, the Supervisory Board decides on a clear and intelligible compensation system for the Executive Board and submits it to the Annual General Meeting for approval. The compensation system is determined by the Supervisory Board's plenary session, which is supported by its Personnel Committee. For this purpose, the Personnel Committee develops the structure and individual components of the compensation system and reports on this to the Supervisory Board's plenary session to prepare for discussions and the adoption of resolutions on the compensation system. Both the Personnel Committee and the Supervisory Board's plenary session may rely on external compensation experts, taking due care to ensure their impartiality. In addition, external legal advisers may also be consulted.

The Personnel Committee reviews the compensation system regularly every two years, as well as ahead of any Executive Board compensation being determined. If necessary, the Personnel Committee submits proposals to the Supervisory Board for an adjustment to the compensation system. The Annual General Meeting adopts a resolution on the compensation system with every significant change to the compensation system, but at least every four years. If the Annual General Meeting has not approved the compensation system, a reviewed compensation system must be submitted at the following Annual General Meeting at the latest for resolution in accordance with Section 120a (3) AktG.

Measures to prevent and handle conflicts of interest

To date, there have been no conflicts of interest with individual Supervisory Board members while deciding on the compensation system for the Executive Board. If such a conflict of interest should arise while determining, implementing, and reviewing the compensation system, the Supervisory Board shall treat this like other conflicts of interest with a Supervisory Board member so that the Supervisory Board member concerned will not participate in the adoption of a resolution or, in the case of a serious conflict of interest, in the discussion. If there is a lasting and irresolvable conflict of interest, the Supervisory Board member concerned shall step down from his/her office. Early disclosure of conflicts of interest ensures that the decisions of the Supervisory Board's plenary session and the Personnel Committee are not influenced by improper considerations.

Determining the specific compensation amount and appropriateness of Executive Board compensation

The Supervisory Board's plenary session determines the amount of compensation for each Executive Board member in accordance with the compensation system. It is ensured on the one hand that the compensation is proportionate both to the performance and duties of the respective Executive Board member as well as to the situation of the Company. On the other hand, the Rheinmetall Executive Board compensation should not exceed standard compensation without special reasons.

Standard compensation is regularly determined particularly by means of a horizontal compensation comparison. The compensation amounts for the Executive Board members are set in proportion to the compensation that is considered standard at comparable companies (e.g. companies listed on the DAX and MDAX). In using the horizontal comparison, the economic situation of Rheinmetall and that of the benchmark companies are taken into account.

In addition, the compensation and employment conditions of the other employee levels of the Rheinmetall Group are taken into account when determining the compensation. This is done primarily by means of a vertical compensation comparison, in which the proportion of the compensation amounts is considered both in the current fiscal year and over time between the Chairperson of the Executive Board, the ordinary Executive Board members, three management levels and the employees covered by collective agreements. This ensures that the compensation of the Executive Board is adequately proportionate to the compensation of the Company's employees, particularly over time.

Overview of the compensation system

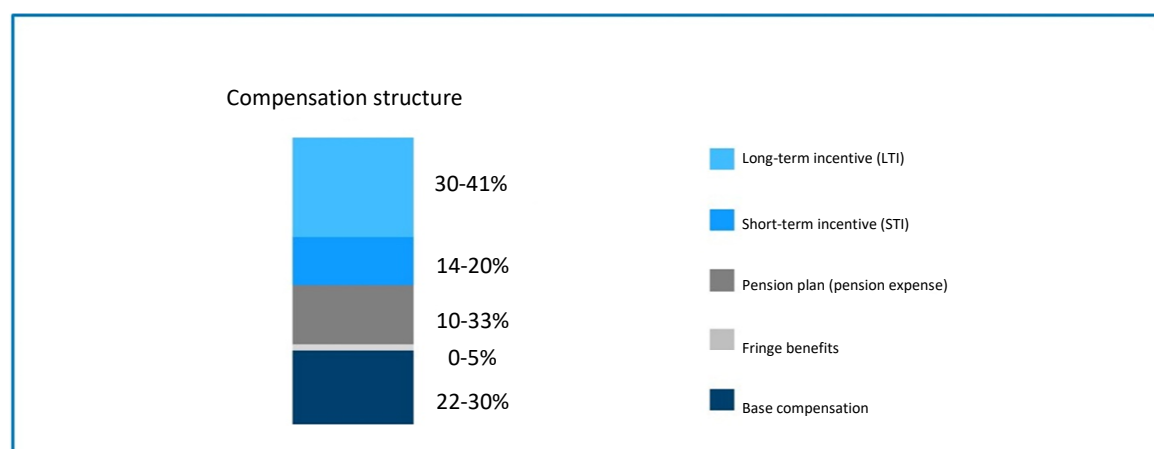
The compensation system at Rheinmetall consists of fixed (base compensation, fringe benefits and pension plan) as well as short-term and long-term variable compensation components (short-term incentive STI and long-term incentive LTI). The compensation system also governs other compensation-related legal transactions (e.g. contract terms and commitments at the end of the Executive Board activity).

The compensation system applies to all Rheinmetall Executive Board members with effect from 1 January 2022.

Fixed compensation	Base compensation	<ul style="list-style-type: none"> Annual fixed salary paid in twelve monthly instalments 	
	Fringe benefits	<ul style="list-style-type: none"> Benefits in kind in the form of allowances for statutory pension or exempting life insurance as well as use of a company car 	
	Pension plan	<ul style="list-style-type: none"> Capital component plan Annual flat-rate contribution in the amount of 16% of the base compensation and the STI at 100% target achievement Where applicable, supplemental performance-based contribution (cap in the amount of 30% of the flat-rate contribution) Conversion of the flat-rate contribution and any supplemental performance-based contribution by means of a capitalisation factor in capital component Payment in the form of a life-long pension (retirement age is 65 years) 	
Variable compensation	STI	Plan type	<ul style="list-style-type: none"> Target bonus
		Performance period	<ul style="list-style-type: none"> 1 year
		Performance targets	<ul style="list-style-type: none"> 40% earnings before taxes (EBT) (0%-250% target achievement) 40% operating free cash flow (OFCF) (0%-250% target achievement) 20% non-financial/individual/collective targets (0%-250% target achievement)
		Payment	<ul style="list-style-type: none"> In cash after the end of each fiscal year (0%-250% target achievement)
	LTI	Plan type	<ul style="list-style-type: none"> Performance share plan
		Performance period	<ul style="list-style-type: none"> 4 years
		Performance targets	<ul style="list-style-type: none"> 40% relative TSR (0%-200% target achievement) 40% ROCE (0%-200% target achievement) 20% Environmental, Social and Governance (ESG) (0%-200% target achievement) Absolute share price performance incl. dividends via the granting of virtual shares
		Payment	<ul style="list-style-type: none"> In cash after the end of the four-year performance period (0%-250% target achievement)
Malus and clawback provisions	<ul style="list-style-type: none"> Reduction of unpaid compensation and clawback of already paid variable compensation in the event of compliance violations and flawed consolidated financial statements (STI and LTI) 		
Share ownership guidelines (SOG)	<ul style="list-style-type: none"> 200% of the annual gross base compensation for the Chairperson of the Executive Board 100% of the annual gross base compensation for the ordinary Executive Board members 		
Compensation-related legal transactions	<ul style="list-style-type: none"> Executive Board service contracts are limited to the duration of the appointment as Executive Board member and are thus entered into for a maximum period of five years Severance payment cap: In the event of early termination of the Executive Board service contract, payments, including fringe benefits, should not exceed the value of two annual compensation payments and should not compensate more than the remaining term of the Executive Board service contract. 		
Earnings from mandates	<ul style="list-style-type: none"> Earnings from mandates with affiliated companies count towards the base compensation; the Supervisory Board will decide on whether to do the same for compensation from mandates in unaffiliated companies 		

Relative proportions of the compensation components (compensation structure)

Pursuant to Section 87 (1) sentence 2 AktG, the Supervisory Board aligns the compensation structure with the sustainable and long-term development of the Company. This is ensured at Rheinmetall by weighting the long-term objectives of the LTI higher than the short-term objectives of the STI. Thus, incentives are set for sustainable and long-term development of the Company – but at the same time, the STI also takes into account the annual operational targets, the achievement of which forms the basis for future development. The weighting between the fixed and variable compensation components is balanced and avoids incentives to take inappropriate risks. The relative proportions of the compensation components (assuming 100% target achievement for variable compensation) in the compensation system are broken down as follows:



Maximum compensation

Maximum compensation pursuant to Section 87a (1) no. 1 AktG has been defined for the total of all compensation components. This amounts to EUR 8,000,000 for the Chairperson of the Executive Board and EUR 4,000,000 for ordinary Executive Board members. The maximum compensation refers to the total of all payments resulting from the compensation policies for a fiscal year. If the total payments for a fiscal year exceed this specified maximum compensation, the last compensation component to be paid (usually the LTI) will be reduced.

Fixed compensation components

The fixed compensation components consist of the base compensation, the fringe benefits and the pension plan.

Base compensation

Each Executive Board member receives a non-performance-based base compensation, which is paid out monthly in twelve equal parts.

Fringe benefits

Executive Board members receive fringe benefits. These primarily include, in accordance with the current guidelines in each case, allowances for health and long-term care insurance and the provision of a company car that can also be for personal use, as well as the reimbursement of reasonable expenses. For each Executive Board member, an additional accident insurance policy is also taken out, which can also provide a benefit to the Executive Board member's heirs in the event of death. The Executive Board member concerned shall bear the tax burden for these fringe benefits.

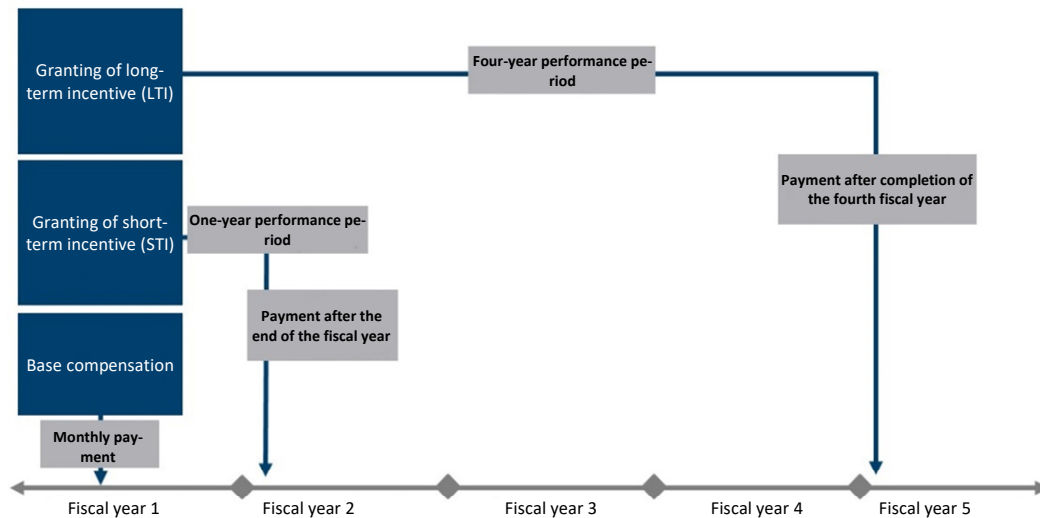
Pension plan

For Executive Board members who are appointed as an executive of Rheinmetall AG for the first time on or after 01 January 2014 and were not previously an Executive Board member of Rheinmetall Automotive AG – for whom a bridging provision from the previous system applies – the compensation system provides a pension plan in the form of a capital component plan. They receive an annual flat-rate contribution of 16% of the respective base compensation and of the respective 100% target value of the STI. The flat-rate contribution is, where appropriate, increased by a supplemental performance-based contribution. The supplemental contribution is subject to a cap and is thus limited to a value of 30% of the flat-rate contribution. The flat-rate contribution and any performance-based supplemental contribution are converted annually into a capital component with a capitalisation factor linked to the pension age. The pension capital is then derived from capital components acquired in the individual calendar years. The pension capital is converted into a life-long annuity when the benefits fall due. The retirement age is 65 years under the new compensation system.

A bridging provision applies for Executive Board members who had acquired entitlements under the old system. The amount of the defined benefits is on average 27.5% of the respective base compensation and the respective 100% target value of the STI before retirement. The pension age in this case is 63 years of age.

Variable compensation components

The variable compensation consists of a short-term variable compensation component (STI) as well as a long-term variable compensation component (LTI). The short-term incentive and long-term incentive differ in particular in terms of the selected performance targets and the performance period. The performance targets of the STI are measured over a performance period of one year, while the performance targets of the LTI are measured over a performance period of four years.



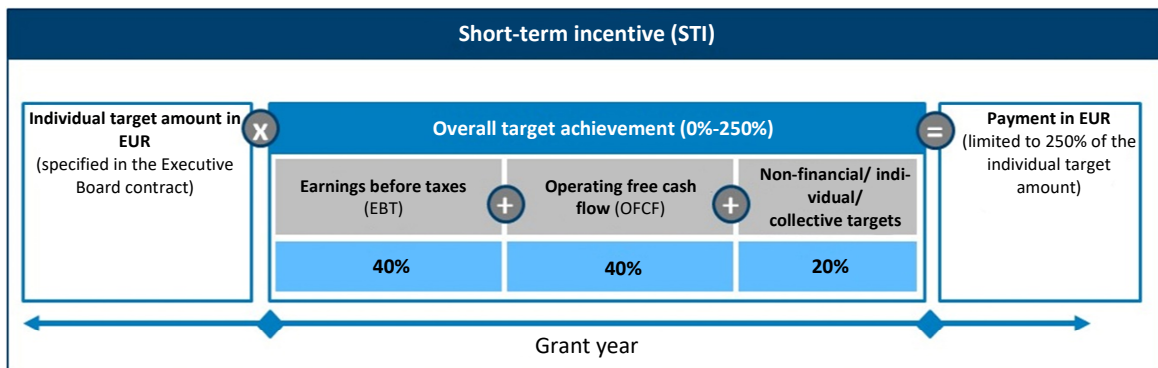
Measurable and strategy-based performance targets are taken into account for the variable compensation. The selected financial indicators are an inherent part of Rheinmetall corporate management. Different performance targets have been taken into account for the STI and the LTI to purposefully set the right incentives both in the short and long term and to fully reflect the sustainable success of the Company:

STI	Earnings before taxes (EBT)	<ul style="list-style-type: none"> Assessment of economic success and focus on sustainable and profitable growth
	Operating free cash flow (OFCF)	<ul style="list-style-type: none"> Ensuring liquidity and maintaining entrepreneurial flexibility to ensure the continued existence of the Rheinmetall Group in the long term
	Non-financial/individual/collective targets	<ul style="list-style-type: none"> Consideration of individual performance and strategically significant projects/aspects that are not directly reflected in the financial result (e.g. compliance, employee/customer satisfaction and innovative capacity)
LTI	Relative total shareholder return (TSR)	<ul style="list-style-type: none"> Capital market performance of Rheinmetall compared to the competition and thus increased attractiveness of Rheinmetall shares
	Return on capital employed (ROCE)	<ul style="list-style-type: none"> Long-term and sustainable generation of appropriate returns
	Environmental, social and governance (ESG)	<ul style="list-style-type: none"> Responsibility for environmental, social and governance aspects and measurement of progress to becoming CO₂neutral
	Absolute TSR	<ul style="list-style-type: none"> Contribution to continuously increasing the value of the company for our shareholders

Short-term incentive (STI)

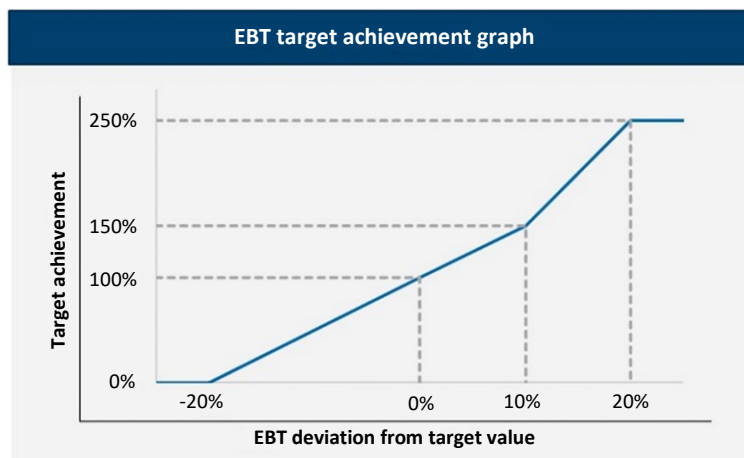
The Executive Board members receive a short-term incentive (STI), the amount of which is determined based on three components that are added together – earnings before taxes (EBT), operating free cash flow (OFCF) and non-financial/individual/collective targets. The financial indicators, EBT and OFCF, are each weighted at 40% and reflect the business performance of the company within the fiscal year. The non-financial/individual/collective component for the individual Executive Board member is taken into account with a weighting of 20% in the STI.

An individual target amount is agreed in the Executive Board service contracts and corresponds to an overall target achievement of 100%. The target amount is adjusted upwards or downwards by multiplying it by the overall target achievement. The overall target achievement is the sum of the target achievement levels of the two financial components as well as the non-financial components in their respective weighting. The amount obtained in this way is transferred to the respective Executive Board member during the next payroll immediately following the adoption of the single-entity financial statements by the Supervisory Board. In this case, the amount paid out can be between 0% and 250% of the original target amount (cap).



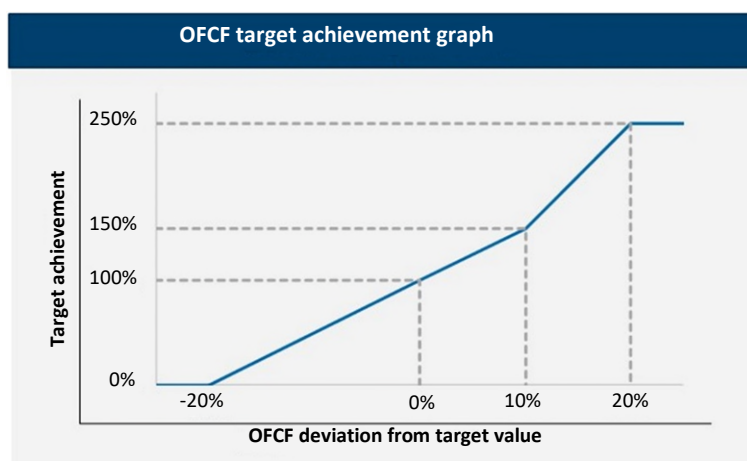
Earnings before taxes (EBT)

40% of the payment of the STI is determined by the target achievement of earnings before taxes (EBT). EBT are particularly suitable for assessing the economic performance of the operational business units of the Rheinmetall Group. Actual EBT are calculated annually based on the Rheinmetall consolidated financial statements by adding together the EBIT (earnings before interest and taxes) published in the consolidated financial statements and the net interest income. To determine the target achievement, the actual EBT for the respective fiscal year are compared to an ambitious target value set by the Supervisory Board at the beginning of a fiscal year based on the operational planning. If the actual EBT correspond exactly to the target value, the target achievement is 100%. If EBT are 20% or more below the target value, the target achievement is 0%. If EBT are 10% above the target value, the target achievement is 150%. If EBT are 20% or more above the target value, the target achievement is 250%. If target achievement is 250%, further increases in the actual EBT will not result in any further increase in the target achievement. Target achievement is calculated by way of linear interpolation between the points mentioned.



Operating free cash flow (OFCF)

A further 40% of the STI payment is determined by target achievement for operating free cash flow (OFCF). The OFCF indicates which liquid assets were generated from the ordinary business of a fiscal year. The OFCF consists of the cash inflow from current business activities and investments in rights of use, tangible fixed assets, intangible assets and investment property. Down payments that were planned for the last quarter but were not made by the customer until the first quarter of the following year are added to the planning year. This procedure is applied by analogy in the reverse scenario. To determine the target achievement, the actual OFCF achieved in the respective fiscal year is compared to an ambitious target value set by the Supervisory Board at the beginning of a fiscal year based on the operational planning. If the actual OFCF corresponds exactly to the target value, the target achievement is 100%. If the OFCF is 20% or more below the target value, the target achievement is 0%. If the OFCF is exactly 10% above the target value, the target achievement is 150%. If the OFCF is 20% or more above the target value, the target achievement is 250%. If target achievement is 250%, further increases in the actual OFCF will not result in any further increase in the target achievement. Target achievement is calculated by way of linear interpolation between the points mentioned.



Non-financial/individual/collective targets

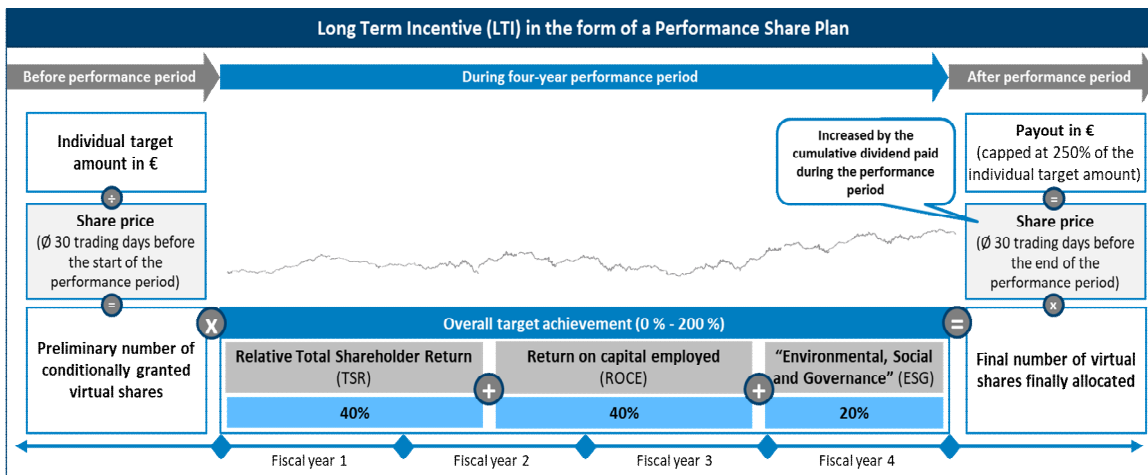
In order to take into account the individual and collective performance of the Executive Board members that is not directly reflected in the financial result, in addition to the Company's financial performance, non-financial/individual/collective performance targets are taken into account with a weighting of 20%. In the annual determination of the targets, the Supervisory Board is guided by a set of clearly defined criteria. For each fiscal year, different criteria or targets can be selected from the set of criteria, on the basis of which the Supervisory Board assesses the performance of the Executive Board members. The Compliance/ICS criterion is always included due to its particular importance in the selection of relevant targets for Executive Board compensation:

Set of criteria for non-financial targets
<ul style="list-style-type: none"> • Compliance/ICS • Employer attractiveness • Employee satisfaction • Customer satisfaction • Growth/market acquisition • Innovation/technology projects • Portfolio measures/restructuring projects • Transformation into an integrated technology group • Succession planning for management/key positions

Long-term incentive (LTI)

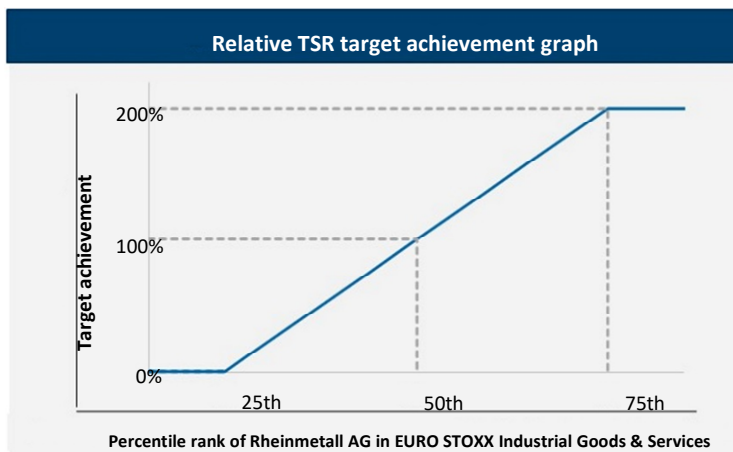
The compensation system of the Executive Board contributes greatly to advancing business strategy and provides incentives for the Executive Board that promote the sustainable and long-term success of Rheinmetall. To this end, Executive Board members are granted a long-term incentive in the form of a performance share plan.

At the beginning of each fiscal year, a new tranche of virtual shares is allocated to the Executive Board members as part of the performance share plan. An individual target amount is agreed in the Executive Board service contracts and corresponds to an overall target achievement of 100%. The individual target amount is divided by the average closing price of a Rheinmetall share in the last 30 trading days before the start of the performance period to obtain the provisional number of conditionally granted virtual shares. After the end of the four-year performance period, the final number of definitively allocated virtual shares is determined based on the weighted target achievement of the three performance targets that are added together – relative total shareholder return (TSR) with 40% weighting, return on capital employed (ROCE) with 40% weighting and environmental, social and governance (ESG) with 20% weighting. After the end of the performance period, the number of definitively allocated virtual shares is multiplied by the amount from the average closing price of a Rheinmetall share in the last 30 trading days before the end of the four-year performance period as well as the cumulative dividend paid out during the performance period (dividend equivalent) to determine the final payment amount. This is paid out in cash to the Executive Board members and is limited to a maximum of 250% of the individual target amount (cap). The amount paid out can thus be between 0% and 250% of the originally determined target amount.



Relative total shareholder return (TSR)

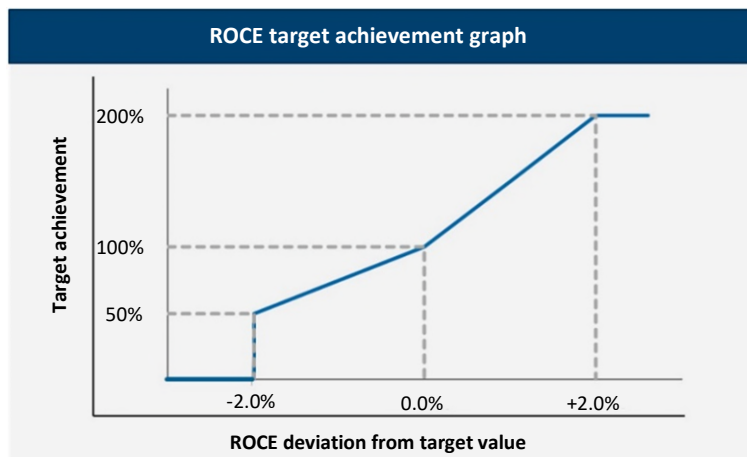
The number of definitively allocated virtual shares is 40%-based on the TSR of a Rheinmetall share compared to the companies of the EURO STOXX® Industrial Goods & Services. The TSR indicates the share price performance plus fictitiously reinvested gross dividends during the four-year performance period. This measures the long-term performance of Rheinmetall in the capital market compared to the competition, and at the same time, general market trends are mostly adjusted. The initial and final values for determining the TSR of Rheinmetall and the benchmark companies are based on the average value of the last 30 trading days before the start and before the end of the respective four-year performance period. To determine the relative TSR, the TSR values (over four years) of all companies, including Rheinmetall AG, are placed in order and assigned to percentiles. If the TSR of a Rheinmetall share is in the 50th percentile (median), the target achievement is 100%. If the TSR is in or below the 25th percentile, the target achievement is 0%. If the TSR is in the 75th percentile, the target achievement is 200%. Above the 75th percentile, any higher positioning will not result in any further increase in target achievement. Between the 25th and 75th percentile, linear interpolation is used to calculate the target achievement.



Return on capital employed (ROCE)

The number of definitively allocated virtual shares is 40%-based on the ROCE of the Rheinmetall Group. The ROCE corresponds to the ratio of the EBIT to the average capital employed and provides information on the profitability of the invested capital in the long-term view. Actual ROCE is determined annually based on the Rheinmetall consolidated financial statements. Average ROCE is then calculated during the four-year performance period, i.e. for the 2022 tranche, the actual ROCE for fiscal years 2022, 2023, 2024 and 2025 is decisive. To determine the target achievement, the average ROCE is compared to an ambitious target value set by the Supervisory Board based on the strategic planning. If the actual ROCE corresponds exactly to the target value, the target achievement is 100%. If the average ROCE is exactly 2 percentage points below the target value, the target achievement is 50%. If the average ROCE is more than 2 percentage points below the target value, the

target achievement is 0%. If the average ROCE is 2 percentage points or more above the target value, the target achievement is 200%. If target achievement is 200%, further rises in the actual ROCE will not result in any further increase in the target achievement. Target achievement is calculated by way of linear interpolation between the points mentioned.



“Environmental, social and governance” (ESG)

The final number of 20% of the virtual shares in the performance share plan is determined based on the achievement of selected ESG targets. The ESG targets provide incentives for sustainable corporate development, promote the implementation of Rheinmetall’s sustainability strategy and take into account the impact of our business on the environment. For the annual determination of the relevant and measurable ESG targets, the Supervisory Board is guided by a set of criteria clearly defined in advance. For each tranche, different criteria or targets can be selected from the set of criteria, the achievement of which is measured during the four-year performance period:

Set of Environmental, Social and Governance (ESG) criteria

- Safety in the workplace/health (LTIR “lost-time incident rate”)
- Reduction of CO₂ emissions/contribution to being CO₂-neutral
- Diversity
- Sustainable finance taxonomy

Ex-post publication in the compensation report

The target achievement graphs recorded with specific target values as well as the target achievements determined from all financial and non-financial STI and LTI performance targets are published in the compensation report for the past fiscal year. Any adjustments to the performance targets are also transparently explained and justified ex post in the compensation report. Thus, the shareholders can transparently track how the payment amounts are specifically determined from the variable compensation.

Malus and clawback provision

STIs and LTIs are subject to malus and clawback provisions to further ensure the long-term success of the Company as well as their appropriateness.

If, after the payment of the performance-based variable compensation (STI and LTI), it becomes apparent that the consolidated financial statements were flawed, the Supervisory Board may demand partial or full repayment of variable compensation that has already been paid out (“performance clawback”). The amount of the repayment is determined based on the corrected and certified consolidated financial statements. In this case, fault on the part of the Executive Board member does not matter.

If an Executive Board member intentionally violates the Code of Conduct, the compliance policies or a material obligation under a service contract or significantly violates his/her duties of care within the meaning of Section 93 AktG, the Supervisory Board may also reduce variable compensation that has not yet been paid out in part or in full to zero at its reasonable discretion (compliance malus) and may demand partial or full repayment of variable compensation that has already been paid out (compliance clawback).

The obligation of the Executive Board member to pay damages to the Company pursuant to Section 93 (2) AktG, the Company's right to revoke the appointment pursuant to Section 84 AktG and the Company's right to terminate the service contract of the Executive Board member for good cause (Section 626 BGB (*Bürgerliches Gesetzbuch*, German Civil Code) remain unaffected by the clause.

Share ownership guidelines (SOG)

To further align the interests of the Executive Board and the shareholders, the Executive Board members are obligated to make a significant personal investment in Rheinmetall shares. Accordingly, the Executive Board members must invest an amount that corresponds to 200% of annual gross base compensation for the Chairperson of the Executive Board and 100% of annual gross base compensation for the ordinary Executive Board members in Rheinmetall shares and to hold these shares until the end of their Executive Board activities. The required shareholding must be built up within four calendar years.

Compensation-related legal transactions

Contract term

The Executive Board service contracts are limited to the duration of the appointment as Executive Board member and are thus entered into for a maximum period of five years. It can be agreed upon in the contracts that the term of the contract is extended accordingly in the event of reappointment as Executive Board member.

Contract termination

In the event that, either on the part of the Company or the Executive Board member, reappointment is not desired or the Supervisory Board removes the Executive Board member from office, it can be agreed that the Supervisory Board releases the Executive Board member from his/her official duty while the contract otherwise remains in effect. Termination of the Executive Board service contract with notice is excluded. However, both the respective Executive Board member and the Company may terminate the service contract for good cause. Automatic termination is also provided for in the event that the Executive Board member becomes unfit for work during the term of his/her contract. The Executive Board service contracts stipulate that the contract automatically ends, at the latest, at the end of the month in which the Executive Board member has reached the standard retirement age for the statutory pension insurance, or at the time when he/she collects statutory retirement benefits before reaching the standard retirement age. In the event that an Executive Board service contract is terminated, any outstanding variable compensation components attributable to the time up to the end of the contract will be paid out according to the originally agreed targets and benchmark parameters and according to the due dates or holding periods specified in the contract.

Severance payments

In addition, the compensation system provides for a severance cap. According to this, payments agreed with an Executive Board member in the event of early termination of the Executive Board service contract without good cause should not exceed the value of two annual compensation payments (including fringe benefits) and should not compensate more than the remaining term of the Executive Board service contract.

Other agreements

The compensation system does not provide for any special arrangement for severance or dismissal compensation in the event of a change in control.

Earnings from mandates

If compensation is agreed for Supervisory Board mandates with affiliated companies, it will count towards the base compensation. For mandates with companies that are not affiliates, or for roles in associations or similar organisations to which the Company or one of its affiliates belongs, the Supervisory Board will decide on whether to count the compensation towards the base compensation.

Handling unusual developments and events

Pursuant to Section 87a (2) AktG, the Supervisory Board may temporarily deviate from the compensation system of the Executive Board if this is necessary in the interests of the long-term well-being of the Company. Such deviation is only possible in exceptional cases that significantly affect the business of Rheinmetall or impair the functionality of the compensation system to a large extent. Exceptional cases are understood to mean extraordinary developments for which the Executive Board or Rheinmetall are not responsible, for example, unusual changes in economic conditions (for example, due to an economic or financial crisis), natural disasters, terrorist attacks, political crises or epidemics/pandemics. Generally unfavourable market developments are expressly not an exceptional case that justifies deviation from the compensation system. In the event of unusual developments, the Supervisory Board may deviate from the following parts of the compensation system by way of a resolution: compensation structure, performance periods and payment times for the variable compensation as well as performance targets for the variable compensation, incl. their weighting.

8. Adoption of a resolution on the adjustment of the compensation of the Supervisory Board and the corresponding amendment to the Articles of Association

Pursuant to Section 113 (3) sentence 1 AktG, the Annual General Meeting of a listed company must adopt a resolution at least every four years on the compensation and the compensation system for the Supervisory Board members.

The currently applicable compensation for the Rheinmetall AG Supervisory Board members is defined in Section 13 of the Articles of Association. The constant competition for qualified and experienced individuals as candidates for the representatives of the shareholders on the Supervisory Board and the ever increasing demands on Supervisory Board activities make it necessary, in the opinion of the Supervisory Board and the Executive Board, to increase the compensation of the Supervisory Board compared to the compensation granted to date within the scope of what is customary in the market to be able to compete in the search for suitable candidates in the future.

The Executive Board and the Supervisory Board therefore propose to the Annual General Meeting that the following resolutions are adopted such that:

- a) Section 13 (Supervisory Board compensation) of the Articles of Association is completely rewritten as follows with effect from 1 January 2022; the Annual General Meeting instructs the Executive Board to register the amendment to the Articles of Association for entry in the Commercial Register so that it is entered on or as soon as possible after 1 January 2022:

“Section 13

Supervisory board compensation

- (1) a) Each Supervisory Board member shall receive fixed compensation of EUR 90,000.00 payable after the end of the fiscal year.
- b) The Chairperson of the Supervisory Board shall receive double, his Vice Chairperson shall receive one and a half times the compensation in Section (1) (a).
- (2) Each Supervisory Board member shall receive an attendance fee of EUR 1,000.00 in addition to the reimbursement of his/her expenses for each Supervisory Board meeting attended – whether in person, by telephone or otherwise, but not for merely participating in the adoption of a resolution – and an attendance fee of EUR 1,000.00 for in-person attendance at committee meetings that do not take place on the day of a Supervisory Board meeting.

- (3) The following is also received for work on Supervisory Board committees:
- a) The Chairperson of the Audit Committee shall receive fixed compensation of EUR 60,000.00 payable after the end of the fiscal year; the remaining members of the Audit Committee shall receive fixed compensation of EUR 30,000.00 payable after the end of the fiscal year.
 - b) The Chairperson of the Nomination Committee and the Mediation Committee shall receive fixed compensation of EUR 20,000.00 payable after the end of the fiscal year; the remaining members of the Nomination Committee and the Mediation Committee shall receive fixed compensation of EUR 10,000.00 payable after the end of the fiscal year.
 - c) The Chairperson of the Personnel Committee and the Strategy Committee shall receive fixed compensation of EUR 30,000.00 payable after the end of the fiscal year; the remaining members of the Personnel Committee and the Strategy Committee shall receive fixed compensation of EUR 15,000.00 payable after the end of the fiscal year.
- (4) The Supervisory Board members shall be included in a directors' and officers' liability insurance policy maintained by the Company at an appropriate amount in the interests of the Company with a reasonable deductible, if there is a deductible. The premiums for this purpose shall be paid by the Company.
- (5) Supervisory Board and committee members who have been on the Supervisory Board or a committee for only part of the fiscal year shall receive prorated compensation.
- (6) Each Supervisory Board member – with the exception of employee representatives – are obliged to use 25% of the fixed compensation paid in accordance with paragraph 1 to acquire shares of the Company and to hold the shares for the duration of membership on the Supervisory Board. Proof of compliance with the holding obligation must be provided to the Company. The obligation to acquire shares specified in sentence 1 does not apply to compensation that has not yet been paid at the time of departure from the Supervisory Board. The entitlement to the portion of the compensation referred to in paragraph (6) sentence 1 shall lapse retroactively if the Supervisory Board member sells or lends against the purchased shares in full or in part before he/she leaves the Supervisory Board.
- (7) The value-added tax accrued on the compensation of the Supervisory Board members shall be reimbursed upon request.
- (8) These provisions apply for the first time for the compensation payable for fiscal year 2022.”

b) With effect from 1 January 2022, the adjusted compensation provisions are approved and the compensation system for the Supervisory Board members printed as an annex to this agenda item 8 and found after the agenda is adopted.

9. Adoption of a resolution on the authorisation to acquire and use treasury shares to the potential exclusion of pre-emptive rights and rights to sell

The authorisation to acquire and use treasury shares, adopted by the Annual General Meeting on 10 May 2016, will expire on 9 May 2021, thus, before the 2021 Annual General Meeting. The authorisation to acquire and use treasury shares is to be replaced by a new authorisation with a term lasting until 10 May 2026 to maintain the flexibility of Rheinmetall AG with regard to the acquisition and use of treasury shares in the future. The written report of the Executive Board on the exclusion of pre-emptive rights pursuant to Section 71 (1) no. 8 and Section 186 (4) sentence 2 AktG is printed below under *II. Annexes to the agenda*.

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

- a) The Executive Board of the Company is authorised to acquire treasury shares until 10 May 2026 in accordance with Section 71 (1) no. 8 AktG in the amount of up to 10% of the Company's share capital for all legally permissible purposes and in accordance with the following provisions. The lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time this authorisation is exercised is decisive. The shares acquired based on this authorisation may at no time, together with other shares of the Company that the Company has already acquired and still holds or that are attributable to the Company, account for more than 10% of the share capital.
- b) The authorisation can be exercised individually or jointly by the Company or by its Group companies within the meaning of Section 18 AktG or by third parties for the account of the Company or one of its Group companies within the meaning of Section 18 AktG if the legal requirements, particularly Section 71 (2) AktG, are met.
- c) Acquisition is at the discretion of the Executive Board (i) via the stock exchange, (ii) by means of a public purchase offer directed to all shareholders, (iii) by means of a public invitation to submit offers for sale or (iv) by granting rights to sell.
 - (i) In the event of a purchase via the stock exchange, the purchase price per share (without ancillary purchase costs) may not exceed or fall below the average closing price of the no-par shares on the Frankfurt Stock Exchange in Xetra trading (or a comparable successor system) by more than 10% on the three preceding trading days.
 - (ii) In the event of a public purchase offer, the purchase price offered and paid (without ancillary purchase costs) may not exceed the average closing price of the no-par shares by 10% and may not fall below said price by more than 20% on the Frankfurt Stock Exchange in Xetra trading (or a comparable successor system) on the three trading days preceding the publication of the purchase offer.
 - (iii) In the event of a public invitation to submit offers for sale, or in the event of an acquisition through granting rights to sell, the equivalent value paid by the Company per share (without ancillary acquisition costs) may not exceed the average closing price of the no-par shares by 10% and may not fall below said price by more than 20% on the Frankfurt Stock Exchange in Xetra trading (or a comparable successor system) on the three trading days preceding the date of acceptance of the offers for sale or the date of the ultimate decision of the Executive Board on the granting of rights to sell.

If, after the publication of a public purchase offer, a public invitation to submit offers for sale or after the granting of rights to sell, there are significant price variances from the offered purchase or sales price or from the threshold values of any purchase or sales price range, then the public purchase offer, the invitation to submit offers for sale or the rights to sell can be adjusted. In this case, the decisive amount is determined based on the corresponding price on the last trading day before publication of the adjustment; the 10% or 20% limit for exceeding or falling short must be applied to this amount.

- d) The volume of the public purchase offer or the public invitation to submit offers for sale can be limited.

If a public purchase offer or a public invitation to submit offers for sale is oversubscribed, acceptance must be in proportion to the shares offered for sale (offer for sale ratio). Pre-emptive acceptance or pre-emptive acquisition of small numbers of up to 50 offered shares per shareholder is possible. To avoid computational fractions of shares, rounding down is also possible. Any further rights to sell of the shareholders are excluded in this respect.

The total volume of rights to sell offered to the shareholders can also be limited. If rights to sell are granted to the shareholders for acquisition purposes, such rights will be allocated to the shareholders in proportion to their shareholdings based on the ratio of the volume of the shares to be repurchased by the Company to the share capital. Fractions of rights to sell do not have to be assigned; in this case, any partial rights to sell are excluded.

The Executive Board determines the detailed arrangement of the respective acquisition, especially any purchase offer, or any invitation to submit offers for sale. This also applies to the detailed arrangement of any rights to sell, particularly with regard to the term and, where applicable, their tradability. Capital market and other legal restrictions and requirements must also be observed.

e) The Executive Board is authorised to use the treasury shares acquired on the basis of this authorisation or previous authorisations for all legally permissible purposes and as follows:

- (i) The shares can be sold via the stock exchange or, with the consent of the Supervisory Board, by means of a public offer to all shareholders in proportion to their shareholding percentage.
- (ii) With the consent of the Supervisory Board, the treasury shares may also be sold in a manner other than via the stock exchange or other than by means of an offer to all shareholders provided that the sale is made in return for a cash payment and at a price that does not significantly fall below the stock exchange price of the same class of Company shares at the time of the sale (simplified exclusion of pre-emptive rights pursuant to Section 186 (3) sentence 4 AktG).
- (iii) With the consent of the Supervisory Board, the treasury shares may be transferred to third parties in exchange for payment in kind, particularly as (partial) consideration for the indirect or direct acquisition of companies, parts of companies or shareholdings in companies or in the event of business combinations or the acquisition of other assets, including rights and receivables.
- (iv) The treasury shares may be used to fulfil option or conversion rights or option or conversion obligations or a share delivery right of the Company from warrant and/or convertible bonds and/or profit participation rights that the Company or one of its Group companies within the meaning of Section 18 AktG issues or has issued based on an authorisation of the Annual General Meeting.
- (v) With the consent of the Supervisory Board, the treasury shares may be used for the benefit of persons who are or were employed by the Company or one of its Group companies within the meaning of Section 18 AktG, as well as for the benefit of members of the executive bodies of corresponding Group companies, whereby the working, other employment or executive body relationship must exist in any case at the time of the offer or commitment. Further details of any commitments and transfers, including any direct consideration, any eligibility requirements, holding or blocking periods and forfeiture or accommodation regulations, particularly for special cases such as retirement, disability or death, are determined by the Executive Board.
- (vi) Treasury shares may be redeemed without any further resolution of the Annual General Meeting. Redemption generally results in a reduction of capital. By way of derogation, the Executive Board may determine that the share capital remains unchanged and instead is increased through the redemption of the proportion of the remaining shares in the share capital pursuant to Section 8 (3) AktG. In this case, the Executive Board is authorised to adjust the number of shares stated in the Articles of Association.

f) The Supervisory Board is authorised to use shares purchased by the Company on the basis of these or previous authorisations unless they must be used for a specific other purpose as follows:

The shares may be used for the purpose of acquisition obligations or acquisition rights to shares of the Company that were or are agreed with members of the Company's Executive Board under the provisions on Executive Board compensation. The shares may also be offered to the members of the Executive Board or future members of the Executive Board for acquisition under the provisions on Executive Board compensation or promised or transferred with a holding or blocking period. Further details of any offers, commitments and transfers, including any direct consideration, any eligibility requirements and forfeiture or accommodation regulations, particularly for special cases such as retirement, disability or death, are determined by the Supervisory Board in keeping with the requirements under corporate law.

- g) If the purchased treasury shares are used for one or more of the purposes specified in letter e (ii) to (v) and letter f, the pre-emptive right of the shareholders is excluded. In the event of a sale by means of a public offer to all shareholders that satisfies the principle of equal treatment, the Executive Board is authorised to exclude the pre-emptive right for fractional amounts.
- h) The shares used or sold based on this authorisation, to the exclusion of pre-emptive rights, may not exceed a total of 10% of the Company's share capital; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time a resolution is adopted on the exercise of this authorisation is decisive. The proportional amount of the share capital that is ascribed to the following is to be counted towards the maximum limit of 10% of the share capital:
 - (i) Treasury shares issued during the term of this authorisation, to the exclusion of pre-emptive rights, in direct or analogous application of Section 186 (3) sentence 4 AktG or sold after a repurchase;
 - (ii) Shares that are issued or can be issued based on bonds with an option or conversion right or an option or conversion obligation or a right to delivery of shares of the Company provided that the bonds have been issued during the term of this authorisation to the exclusion of pre-emptive rights in analogous application of Section 186 (3) sentence 4 AktG;
 - (iii) Shares that are issued during the term of this authorisation to the exclusion of pre-emptive rights from authorised capital.
- i) In addition, the proportional amount of share capital ascribed to treasury shares used on the basis of letter e (v) and letter f may not exceed 5% of the share capital in total; the lower of the share capital at the time this authorisation takes effect or the share capital at the time a resolution is adopted on the use of the shares is decisive. The proportional amount of the share capital of such shares that are issued from the authorised capital to the exclusion of pre-emptive rights for the purposes of an employee share programme count towards this limit.
- j) The authorisation to acquire, sell or otherwise use or redeem treasury shares may be exercised independently of each other, once or several times, in whole or in part.

10. Adoption of a resolution on the creation of 2021 Authorised Capital to the potential exclusion of pre-emptive rights; amendment of the Articles of Association

The authorised capital governed by Section 4 (3) of the Articles of Association expires on 9 May 2021, thus, before the 2021 Annual General Meeting. This authorised capital was not used.

In order to provide the Company with the necessary flexibility to act quickly in the capital market in the future, new authorised capital (2021 Authorised Capital) that replaces the previous arrangement and is to have a maximum volume of somewhat less than 20% of the share capital is to be created with the option to exclude pre-emptive rights. There is no additional authorised capital at the Company. In addition, with regard to the 2021 Contingent Capital proposed under agenda item 11, the Executive Board has imposed further restrictions with regard to the maximum size of a capital increase from authorised and contingent capital, that are printed below under *II. Annexes to the agenda*.

The written report of the Executive Board pursuant to Section 203 (2) in conjunction with Section 186 (4) sentence 2 AktG is printed below under *II. Annexes to the agenda*.

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

New authorised capital of EUR 22,302,080.00 will be created (2021 Authorised Capital). For this purpose, Section 4 (3) of the Articles of Association is rewritten as follows:

“(3) The Executive Board is authorised in the period up to the end of 10 May 2026, with the consent of the Supervisory Board, to increase the share capital of the Company on one or more occasions by issuing new registered no-par shares, but by no more than an aggregate of EUR 22,302,080.00 (2021 Authorized Capital) for cash and/or in-kind contributions. The new shares have a share in the profit from the beginning of the fiscal year of their issue. To the extent legally permissible, the Executive Board may, with the consent of the Supervisory Board and in derogation hereof and of Section 60 (2) of the German Stock Corporation Act, specify that the new shares will have a share in the profit from the beginning of an already ended fiscal year, for which at the time of their issue, no resolution of the Annual General Meeting has been adopted regarding the appropriation of the unappropriated surplus.

Shareholders are generally entitled to a pre-emptive right. The shares may also be taken over by one or more credit institutions or companies within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act, with such institutions or companies being specified by the Executive Board and being obligated to offer the shares to the shareholders for subscription.

However, with the consent of the Supervisory Board, the Executive Board is authorised to exclude the pre-emptive rights of the shareholders as follows:

- (i) In order to exclude fractional amounts from the pre-emptive right;
- (ii) If necessary, to grant to the holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations from warrant and/or convertible bonds and/or profit-participation rights, which have been or will be issued by the Company or its Group companies within the meaning of Section 18 AktG, a right of exchange or a pre-emptive right on new shares to which they may be entitled after exercising their option or conversion right or after fulfilling any option or conversion obligation;
- (iii) When there is a capital increase in exchange for cash contributions if the proportional amount of share capital ascribed to the new shares does not exceed 10% of the share capital and the issue price does not significantly fall below the stock exchange price within the meaning of Section 203 (1) and (2) and Section 186 (3) sentence 4 AktG; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time a resolution is adopted on the exercise of this authorisation is decisive here;
- (iv) In order to use the new shares, with the consent of the Supervisory Board, for the benefit of persons who are or were employed by the Company or one of its Group companies within the meaning of Section 18 AktG, as well as for the benefit of members of the executive bodies of corresponding Group companies, whereby the working, other employment or executive body relationship must exist in any case at the time of the offer or commitment. The further details of any commitments and transfers, including any direct consideration, any eligibility requirements and forfeiture or accommodation regulations, particularly for special cases such as retirement, disability or death, are determined by the Executive Board;

- (v) Provided that the new shares are issued in exchange for in-kind contributions, to offer in particular the new shares to third parties as (partial) consideration for the indirect or direct acquisition of companies, parts of companies or shareholdings in companies or in the event of business combinations or the acquisition of other assets, including rights and receivables.

The proportional amount of the share capital, ascribed to the shares issued in accordance with this authorisation to the exclusion of pre-emptive rights in exchange for cash and in-kind contributions, may not exceed 10% of the Company's share capital; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time a resolution is adopted on the exercise of this authorisation is decisive. The proportional amount of share capital ascribed to the following must be counted towards the aforementioned limit:

- (i) Shares that are issued or can be issued based on bonds with an option or conversion right or an option or conversion obligation or a right to delivery of shares of the Company provided that the bonds have been issued during the term of this authorisation to the exclusion of pre-emptive rights in analogous application of Section 186 (3) sentence 4 AktG;
- (ii) Treasury shares that are used or sold during the term of this authorisation based on an authorisation to use treasury shares in accordance with Section 71 (1) no. 8 AktG to the exclusion of pre-emptive rights after a repurchase.

In addition, the proportional amount of share capital of the shares issued from 2021 Authorised Capital for the purposes of an employee share programme may not exceed 5% of the share capital; the lower of the share capital at the time this authorisation takes effect or the share capital at the time a resolution is adopted regarding the issuance of the shares is decisive. The proportional amount of the share capital ascribed to treasury shares used during the term of this authorisation based on a corresponding authorisation to use treasury shares in accordance with Section 71 (1) no. 8 AktG for employee share programmes or as part of Executive Board compensation must be counted towards the aforementioned amount of 5%.

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further content of share rights and the conditions of share issuance.

The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the share capital increase through the exercise of the 2021 Authorised Capital and after expiry of the authorisation period".

11. [Adoption of a resolution on the authorisation to issue warrant bonds and/or convertible bonds, profit-participation rights and/or income bonds \(or combinations of these instruments\) and to exclude pre-emptive rights, creation of 2021 Contingent Capital; amendment to the Articles of Association](#)

The authorisation adopted by the Annual General Meeting on 10 May 2016 to issue warrant and/or convertible bonds with conversion rights or obligations on Company shares in the total nominal amount of up to EUR 800,000,000.00 and to exclude pre-emptive rights has not yet been used. The authorisation expires on 09 May 2021, thus, before the 2021 Annual General Meeting, in the same manner as the contingent capital of EUR 20,000,000 that was also adopted at the Annual General Meeting on 10 May 2016.

The Executive Board should therefore once again be authorised to issue warrant and/or convertible bonds in the total nominal amount of up to EUR 1,045,410,000,000 for a period until 10 May 2026, and a resolution on new contingent capital in the amount of slightly less than 20% of the share capital, i.e. EUR 22,302,080.00, should be adopted to enable the Company to issue warrant or convertible bonds, profit-participation rights or income bonds in the future. There is no additional contingent capital at the Company. In addition, with regard to the 2021 Authorised Capital proposed under agenda item 10, the Executive Board has imposed further restrictions with respect to the maximum size of a capital increase from authorised and contingent capital that are printed below under *II. Annexes to the agenda*.

The written report of the Executive Board on the exclusion of pre-emptive rights in accordance with Section 221 (4) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG is printed below under *II. Annexes to the agenda*.

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

- a) Authorisation to issue convertible bonds, warrant bonds, income bonds, participation rights or combinations of these instruments and to exclude pre-emptive rights

- (1) Authorisation, nominal value, number of shares, term, interest

The Executive Board is authorised, with the consent of the Supervisory Board and in accordance with the following provisions, to issue up to 10 May 2026 once or several times, registered:

- Convertible, warrant or income bonds,
- Participation rights that can also be linked with conversion or option rights or obligations, or
- Combinations of these instruments

(jointly referred to as “Bonds”), with or without term limitation, in the total nominal amount of up to EUR 1,045,410,000.00. The respective partial Bonds of equal rank may, in accordance with the more detailed terms of the Bonds (“Bond Terms”), grant option or conversion rights for registered no-par shares of the Company with a proportional amount of share capital of up to EUR 22,302,080.00, corresponding to approximately 20% of the share capital existing at the time of the Annual General Meeting’s adoption of a resolution.

- (2) Currency, interest, issue by majority affiliated companies

The warrant and/or convertible bonds can be issued, in addition to in euros, in the legal currency of an OECD country, limited to the corresponding equivalent value in euros.

The Bonds can have a variable interest rate instead of a fixed interest rate, where the interest rate can be fully or partially dependent on the amount of the dividend of the Company, as with an income bond. The Bonds can also be issued in exchange for benefits in kind provided that the value of the benefit in kind corresponds to the issue price.

They can also be issued by (indirect or direct) Group companies of Rheinmetall AG within the meaning of Section 18 AktG; in this case, the Executive Board is authorised to assume the guarantee for the warrant and/or convertible bonds for Rheinmetall AG and to grant or guarantee option or conversion rights on shares of Rheinmetall AG to the holders of such warrant and/or convertible bonds.

- (3) Pre-emptive rights and authorisation to exclude pre-emptive rights

Shareholders are generally entitled to a pre-emptive right on Bonds. The Bonds may also be taken over by one or more credit institutions or companies within the meaning of Section 186 (5) sentence 1 AktG, with such institutions or companies being specified by the Executive Board and being obligated to offer the Bonds to the shareholders for subscription. If the Bonds are issued by one of its Group companies within the meaning of Section 18 AktG, the Company must ensure the granting of the statutory pre-emptive right for the Company shareholders in accordance with the above sentence.

However, with the consent of the Supervisory Board, the Executive Board is authorised to exclude the pre-emptive rights of the Supervisory Board in the following cases:

- (i) To exclude fractional amounts, arising from the subscription ratio, from the pre-emptive rights of the shareholders;
- (ii) To grant to the holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations from warrant and/or convertible bonds and/or profit participation rights that have already been issued by the Company or one of its Group companies within the meaning of Section 18 AktG a pre-emptive right to which they may be entitled after exercising their option or conversion right or after fulfilling any option or conversion obligations;

- (iii) Provided that Bonds are issued in exchange for in-kind contributions, particularly to offer the Bonds to third parties as (partial) consideration for the indirect or direct acquisition of companies, parts of companies or shareholdings in companies or in the event of business combinations or the acquisition of other assets, including rights and receivables;
- (iv) Provided that the Bonds are issued in exchange for a cash payment, unless the Executive Board, after a proper review, arrives at the opinion that the issue price of the Bonds falls significantly below their theoretical market value determined according to generally accepted methods of financial mathematics.

Provided that income bonds are issued without conversion or option rights or conversion obligations, the Executive Board is authorised to exclude the pre-emptive right of the shareholders overall with the consent of the Supervisory Board if these income bonds have bond-like features, i.e. they do not create any membership rights in the Company or grant any participation in liquidation proceeds, and the amount of interest is not calculated based on the amount of the net income for the year, the unappropriated surplus, or the dividend. In this case, the interest rate and the issue amount of the income bonds must also correspond to the market conditions for comparable borrowings at the time of issue.

(4) Overall scope of the exclusion of pre-emptive rights

These Bonds may only be issued to the exclusion of pre-emptive rights in accordance with this authorisation insofar the shares to be issued for the purposes of the conversion and/or option rights or obligations created in the process do not exceed a proportional amount of 10% of the share capital and are not based on the amount of the share capital at the time the Annual General Meeting adopts a resolution on this authorisation, at the time the authorisation takes effect or at the time this authorisation is exercised. The proportional amount of share capital ascribed to the following shares is counted towards the aforementioned 10% limit for:

- (i) Shares that are sold or used as treasury shares excluding pre-emptive rights during the term of this authorisation until the respective adoption of a resolution on the Bond issue excluding pre-emptive rights based on an authorisation of the Annual General Meeting pursuant to Section 71 (1) no. 8 AktG;
- (ii) Shares that are issued during the term of this authorisation until the respective adoption of a resolution on the issue of the Bond from authorised capital to the exclusion of pre-emptive rights;
- (iii) Shares that were issued or can still be issued for the purposes of the conversion and/or option rights provided that the underlying Bonds are issued during the term of this authorisation to the exclusion of pre-emptive rights.

(5) Option and conversion rights

The Bonds are divided into partial bonds.

In the case of the issue of Bonds with conversion rights and/or conversion obligations, the holders obtain the right or assume the obligation to convert their partial bonds into registered no-par shares of Rheinmetall AG in accordance with the more detailed Bond Terms. The conversion ratio is obtained by dividing the nominal amount or the partial bond issue amount below the nominal amount by the set conversion price for a no-par share of the Company and can be rounded up or down to a whole number. Moreover, an additional payment to be made in cash and the consolidation or a monetary settlement can be specified for non-convertible fractional amounts. The Bond Terms can provide for a variable conversion ratio and determination of the conversion price (subject to the minimum price specified below) within a given range depending on the performance of the price of the Company's no-par share during the term of the bond. The proportional amount of the share capital of the no-par shares to be issued upon conversion may not exceed the nominal amount of the convertible bonds.

In the case of the issue of warrant bonds, one or more warrants are attached to each partial bond and entitle the holder to receive registered no-par shares of the Company in accordance with the more detailed Bond Terms to be determined by the Executive Board. The Bond Terms can specify that the option price can also be met through the transfer of partial bonds and, where applicable, an additional cash payment. If fractions of shares result, it can be specified that these fractions be added up, in exchange for an additional payment where applicable, for the receipt of full shares in accordance with the Bond Terms. In this case, the proportional amount of the share capital ascribed to the shares to be received per partial bond may not exceed the nominal amount of the partial bond in this case.

(6) Conversion and option price, protection against dilution

In the case of the issue of Bonds that grant option or conversion rights, the respective option or conversion price to be set in each case for one share of the Company – with the exception of the cases in which a conversion obligation is provided for – must equal at least 80% of the volume-weighted average closing price of the Company's no-par shares in Xetra trading on the Frankfurt Stock Exchange (or a corresponding successor system) on the last ten trading days prior to the date of adoption of a resolution by the Executive Board on the issue of the Bond or – in the event of the granting of a pre-emptive right – at least 80% of the volume-weighted average stock exchange price of the Company's shares in Xetra trading on the Frankfurt Stock Exchange (or a corresponding successor system) during the period from the start of the subscription period up to and including the date before the announcement of the final determination of the Bond conditions ("Minimum Price"). Section 9 (1) AktG and Section 199 AktG remain unaffected.

In cases of the right to substitute and the conversion obligation, in accordance with the more detailed Bond Terms, the option or conversion price must correspond to at least the aforementioned Minimum Price or the volume-weighted average closing price of the Company's no-par share in Xetra trading on the Frankfurt Stock Exchange (or a corresponding successor system) during the ten trading days before the date of maturity or another specified time, even if this average price is below the aforementioned minimum price (80%). Section 9 (1) AktG and Section 199 AktG remain unaffected.

In the case of Bonds linked to option or conversion rights or option or conversion obligations, notwithstanding Section 9 (1) and Section 199 (2) AktG, the option or conversion price in the event of the economic dilution of the value of the option or conversion rights or obligations is adjusted to preserve the value of the Bonds in accordance with the more detailed Bond Terms provided that the adjustment is not already governed by law or pre-emptive rights are granted as recompense or a corresponding monetary amount is paid.

(7) Option or conversion obligation

The Bond Terms of the Bonds can also provide for an option or conversion obligation at the end of the term (or at an earlier point in time or upon a specific event).

In the Bond Terms of convertible bonds, the Company may be entitled to offset in cash, in whole or in part, any difference between the nominal amount or any lower issue amount of the convertible bond and the product of the conversion price and exchange ratio.

(8) Granting of new or existing shares, monetary payment, right to substitute

The Bond Terms may provide for the right of the Company not to grant new no-par shares in the event of conversion or exercise of an option, but to pay a monetary amount. The Bond Terms can also specify that the Bonds, at the option of the Company, are converted into already existing shares of the Company instead of into new shares from contingent capital, or that the option right and/or an option obligation can be fulfilled through the delivery of such shares.

The Bond Terms can also provide for the right of the Company, upon maturity of the Bond linked to option or conversion rights or option or conversion obligations (this also includes a due date owing to termination), to grant to the holders or creditors no-par shares of the Company or another listed company in whole or in part instead of the payment of the monetary amount due.

(9) Implementation authorisation

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the issue and features of the Bonds, in particular the interest rate, type of interest, issue price, term and denomination, dilution protection provisions, option or conversion period as well as the conversion and option price in the aforementioned framework, or to specify such details in agreement with the executive bodies of the Company's Group company issuing the Bond.

b) Creation of new contingent capital and amendment of the Articles of Association

New 2021 contingent capital (2021 Contingent Capital) will be created for the purposes of the authorisation proposed under letter a) above. To this end, Section 4 (4) of the Articles of Association is rewritten as follows:

“(4) The share capital of the Company shall be contingently increased by up to EUR 22,302,080.00 by issuing up to 8,711,750 new registered no-par shares (“2021 Contingent Capital”). The contingent capital increase will only be carried out insofar the holders or creditors of conversion or option rights, or those obligated to convert from issued warrant bonds or convertible bonds, profit-participation rights or income bonds (or combinations of these instruments) that are issued or guaranteed by the Company or one of its Group companies within the meaning of Section 18 AktG, on the basis of the authorisation of the Executive Board up to 10 May 2026 through the resolution of the Annual General Meeting of 11 May 2021, make use of their conversion or option rights, or insofar the holders or creditors of issued bonds with a conversion obligation fulfil their conversion obligation, or insofar the Company exercises an option to grant shares of the Company in whole or in part instead of paying the monetary amount due, unless a cash settlement is granted in each case or treasury shares are used for this purpose.

The new shares will be issued at the option or conversion price to be determined in each case in accordance with the aforementioned authorisation resolution. The new shares to be issued will have a share in the profit from the beginning of the fiscal year in which they originated through the exercise of conversion or option rights or in fulfilment of conversion obligations. To the extent permitted by law, the Executive Board may, with the consent of the Supervisory Board, also determine the profit sharing of new shares for an already ended fiscal year in derogation hereof and in derogation of Section 60 (2) of the German Stock Corporation Act. The Executive Board is authorised to determine the further details of the implementation of the contingent capital increase with the consent of the Supervisory Board.”

c) Authorisation to amend the Articles of Association

The Supervisory Board is authorised to adjust the wording of Section 4 (1) and (4) of the Company’s Articles of Association in accordance with the respective issue of new shares and to make all other adjustments related to the Articles of Association that only concern the wording.

The same applies in the event that the authorisation to issue Bonds is not used after the expiry of the authorisation period and in the event that the 2021 Contingent Capital is not used after expiry of the deadlines for the exercise of option or conversion rights or for the fulfilment of conversion obligations.

12. Adoption of a resolution on the amendment of the purpose of the Company (Section 2 (1) and (2) of the Articles of Association)

The purpose of the Company of Rheinmetall AG laid down in Section 2 of the Articles of Association has remained unchanged for many years. The Company’s business areas have continued to develop during this time. The Company no longer exclusively serves the automotive and defence industries, which are characterised by industrial production. The modernisation of the Company’s purpose should underscore the increasing activity of Rheinmetall AG and its Group in the technology sector with multi-layered business areas (e.g. electronics, cybersecurity, software, innovation). Against the background of further diversification of the business areas of a technology Company, the Company’s purpose should be revised and updated overall to maintain the future viability of Rheinmetall AG.

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

Section 2 (1) and (2) of the Articles of Association are rewritten as follows:

“(1) The purpose of the Company is the research and development, production, sales and service of industrial products of all types, particularly of mechanical engineering, metal and other material processing, industrial electronics, information technology and related industries, as well as the development, planning, construction and operation of industrial systems of all types. The purpose of the Company is also the sale of such products as those manufactured or required by the lines of business named in sentence 1, the trade in such products in particular and the provision of services in connection with the aforementioned lines of business. Finally, the purpose of the Company includes the acquisition, sale, development, use and management of land and buildings even if this is not related to the aforementioned lines of business, and provided that the activities mentioned in this sentence 3 do not require a permit or approval in accordance with other statutory provisions.

- (2) The Company is authorised to carry out all transactions and to take all measures and actions that are related to the aforementioned activities or seem to directly or indirectly promote them. It is authorised to realise its business purpose directly or through Group or affiliated companies (including joint ventures). It can also operate in the lines of business indicated in paragraph (1) by itself. It can limit its activities to a part of the activities mentioned in paragraph (1). The Company can set up branches, establish companies, acquire equity interests, structurally change them, combine them under uniform management or limit itself to the management of the equity interest, sell equity interests and also conclude contracts between business enterprises as well as cooperation agreements of any kind.”

13. Adoption of a resolution on an amendment to the Articles of Association (Section 16 (2) of the Articles of Association) regarding registration for the Annual General Meeting and proof of share ownership

The requirements for proof to be provided to participate in the Annual General Meeting and to exercise shareholder rights have been amended by the Act on the Transposition of the Second Shareholder Rights Directive (ARUG II), which took effect on 01 January 2020. For bearer shares of listed companies, the supporting document (proof) of the last intermediary pursuant to Section 67c (3) AktG, amended version, is sufficient for participation in the Annual General Meeting or the exercise of voting rights in accordance with Section 123 (4) sentence 1 AktG, amended version. Since the current provisions of the Articles of Association deviate from the statutory provisions, a resolution on the adjustment of the Articles of Association is to be adopted for compliance with statutory guidelines. The amendments will apply for the first time at Annual General Meetings that are convened after 11 May 2021.

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

Section 16 (2) of the Articles of Association is supplemented by the following sentence 2:

“Proof of shareholding from the last intermediary in accordance with the requirements of Section 67c (3) AktG is sufficient.”

II. Annexes to the agenda

Annex to Item 6 of the agenda: CVs of the persons proposed for election to the Supervisory Board

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 (*Diplom-Kaufmann*)

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)

2011 – 2012: Vice President of the Federation of German Industries (BDI)

2007 – 2012: Chairman of the BDI “Raw Materials Policy” Committee

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

Memberships in Other Statutory Supervisory Boards

E. ON SE

Memberships in Similar Domestic and Foreign Supervisory Bodies of Business Enterprises

Grillo Zinkoxid GmbH

Zinacor S.A.

(both affiliates of Grillo-Werke AG)

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

Klaus-Günter Vennemann

Member of the Supervisory Board since: 2016

Born in 1954

Nationality: German

Education/Academic Background

1970-1973: Apprenticeship at August Thyssen-Hütte AG

1978: Completed training at the Fachschule für Technik (German technical school for technology) in Duisburg, Germany in the field of Electrical Engineering/Electronics

Professional Career

1979 – 1980: Service Technician, Océ van der Grinten, Mühlheim, Germany

1980 – 1982: Project Manager East Europe and USA, Ipsen Industries International, Kleve, Germany

1982 – 1990: Executive VP Operations, Getrag Gears of North America Inc., Newton, NC, USA

1990 – 1992: VP Manufacturing, Getrag GmbH, Rosenberg, Germany

1992 – 1993: Managing Director, LuK Fahrzeug-Hydraulik GmbH & Co. KG, Bad Homburg, Germany

1993 – 1996: Member of the Executive Board, Sales & Marketing, LuK GmbH & Co, Bühl, Germany

1996 – 1997: Managing Director, TRW Fahrwerksysteme GmbH, Düsseldorf, Germany

1997 – 2009: Managing Director, LuK Sales & Marketing, LuK GmbH & Co, Bühl, Germany

2005 – 2009: Head of Marketing, Schaeffler Automotive

2009 – 2012: Managing Partner, Siteco Lighting GmbH, Traunreut, Germany

2011 – 2012: CEO Business Unit General Lighting, Osram AG, Munich, Germany

Since October 2012: Freelance business consultant

Memberships in Other Statutory Supervisory Boards

Nanogate SE (Chair)

Memberships in Similar Domestic and Foreign Supervisory Bodies of Business Enterprises

None

Core Competencies and Experience

Automotive industry expertise

Prof. Dr Dr h.c. Sahin Albayrak

Professor at the Technical University of Berlin, Germany; Head of the Department of Agent Technologies in Business Applications and Telecommunications at the Technical University of Berlin

Born in: 1958

Nationality: German

Engineer Graduate in Computer Science (*Diplom-Ingenieur der Informatik*)

Education/Academic Background

1987: Degree in Computer Science Studies from the Technical University of Berlin

1992: Doctorate from the Technical University of Berlin

2003: Qualification as a university lecturer and invitation to professorship at the Technical University of Berlin

Professional Career

Since 1992: Founder and head of the Distributed Artificial Intelligence Laboratory (DAI Laboratory) at the Technical University of Berlin

Since 2003: Head of the Department of Agent Technologies in Business Applications and Telecommunications at the Technical University of Berlin

Since 2004: Founding member of the Steering Committee of Deutsche Telekom Laboratories (Group Research - Deutsche Telekom AG)

2005: Founding member of the European Centre for ICT (EICT)

Since 2009: Initiator and Chairman of the Executive Board of the Connected Living e.V. Innovation Centre

Since 2012: Managing Director of the German-Turkish Advanced Research Centre for ICT (GT-ARC), a research institute attached to the Technical University of Berlin

2014: Entrepreneur and founder of various start-ups, including IOLITE GmbH and Semper Technologie (Istanbul), among others

In addition to numerous best paper awards and prizes, holder of the Federal Cross of Merit of the Federal Republic of Germany for contributions to the German-Turkish scientific collaboration and contributions to innovation

Memberships in Other Statutory Supervisory Boards

None

Memberships in Similar Domestic and Foreign Supervisory Bodies of Business Enterprises

None

Core Competencies and Experience

Digitisation/IT, technology, innovation

Dr Britta Giesen

Chairperson of the Executive Board of Pfeiffer Vacuum Technology AG

Born in: 1966

Nationality: German

Industrial Engineer Graduate (*Diplom-Wirtschaftsingenieurin*) (Mechanical Engineering)

Education/Academic Background

1995: Technical University of Darmstadt, Doctorate in Operations Research

1991: Technical University of Darmstadt, Degree in Industrial Engineering (Mechanical Engineering)

1990: Cornell University, Master of Engineering (Aerospace)

Professional Career

1994 – 1998: A.T. Kearney GmbH, Arthur D. Little International Inc., Business Consultant

1998 – 1999: KSB AG, Assistant to the Chairman of the Executive Board

1999 – 2001: KSB AG, Head of Marketing and Strategy, Pump Industrial and Water Technology

2002 – 2004: KSB AG, Vice President Marketing and Strategy

2004 – 2009: KSB AG, Vice President Building Technology Market Segment

2010 – 2014: KSB AG, Senior Vice President Submersible Pumps Division

2014 – 2017: ThyssenKrupp Access Solutions GmbH, Chairperson of the Management Board

2017 – 2019: ERIKS Holding Deutschland GmbH, Managing Director

2019–2020: ISS Facility Services Holding GmbH, Chief Operations Officer (COO)

Since October 2020: Pfeiffer Vacuum Technology AG, Member of the Executive Board

Since January 2021: Pfeiffer Vacuum Technology AG, Chairperson of the Executive Board

Memberships in Other Statutory Supervisory Boards

none

Memberships in Similar Domestic and Foreign Supervisory Bodies of Business Enterprises

none

Core Competencies and Experience

Executive board experience in listed companies, industrial management experience, and sales/operational functions, corporate strategy

Annex to Item 8 of the agenda: Compensation system for the Rheinmetall AG Supervisory Board members

The compensation system for the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code, version dated 16 December 2019 (*Deutscher Corporate Governance Kodex*, DCGK). The compensation system for the Supervisory Board in the form described here is to apply from 1 January 2022 and, thus, for the next beginning financial year. It is presented in detail as follows (information pursuant to Section 113 (3) sentence 3 in conjunction with Section 87a (1) sentence 2 AktG):

- 1) The compensation system for Supervisory Board members provides for fixed compensation in connection with a shareholding obligation. The granting of fixed compensation corresponds to the prevailing practice in other listed companies and has proven its worth. The Executive Board and the Supervisory Board are of the opinion that fixed compensation of the Supervisory Board members is generally the best suited to strengthen the independence of the Supervisory Board, to take into account the advisory and supervisory function of the Supervisory Board, which is to be fulfilled independently of the success of the Company, and to avoid potential disincentives. The specified shareholding obligation is also intended to incentivise the Supervisory Board with respect to the long-term success of the Company.
- 2) The Supervisory Board compensation consists of the following components:
 - a) According to the provisions set out in the Articles of Association, the fixed annual compensation of the members of the Supervisory Board is EUR 90,000.00. The Chairperson of the Supervisory Board receives twice this amount, i.e. EUR 180,000.00; the Vice Chairperson receives one and a half times, i.e. EUR 135,000.00. In accordance with Recommendation G.17 sentence 1 of the German Corporate Governance Code, the greater expenditure of time for the positions of Chairperson and Vice Chairperson on the Supervisory Board is thus taken into account in calculating the compensation.
 - b) The Chairpersons and the members of the committees named in Section 13 (2) of the Articles of Association receive supplemental fixed compensation in addition to the fixed annual compensation. The supplemental fixed compensation equals:
 - EUR 60,000.00 for the Chairperson of the Audit Committee and EUR 30,000.00 for all other members of the Audit Committee
 - EUR 20,000.00 for the Chairperson of the Nomination Committee and the Mediation Committee and EUR 10,000.00 for all other members of the Nomination Committee and the Mediation Committee, and
 - EUR 30,000.00 for the Chairperson of the Personnel Committee and the Strategy Committee and EUR 15,000.00 for all other members of the Personnel Committee and the Strategy Committee
 - c) For in-person participation in Supervisory Board meetings, each Supervisory Board member receives an attendance fee of EUR 1,000.00, as well as EUR 1,000.00 for participation in each committee meeting that does not take place on the day of a Supervisory Board meeting. The attendance fee is granted regardless of whether the meeting takes place in person or virtually at least to a certain extent via electronic means of communication, and regardless of the communication means (e.g. telephone or videoconference) via which a Supervisory Board member participates in the meeting. However, if a Supervisory Board member does not participate in the meeting, but only in the adoption of a resolution, for example, by transmitting a written vote, no attendance fee is granted.
 - d) The Supervisory Board members are also included in a directors' and officers' liability insurance policy maintained by the Company at an appropriate amount with a reasonable deductible, if there is such an insurance policy. The premiums for this purpose shall be paid by the Company.
 - e) Furthermore, the Company reimburses each Supervisory Board member for his/her expenses upon submission of proof and, if applicable, the statutory value-added tax owed on his/her compensation upon request.
- 3) The upper limit of the compensation for the respective Supervisory Board member is the amount of the fixed compensation, the compensation for the specific tasks taken on within the Supervisory Board or its committees, and the attendance fee.
- 4) The compensation system also provides for a shareholding obligation. This is not expressly designed as a variable compensation element, but as an independent obligation of the respective Supervisory Board member to acquire shares with his/her own resources. Thus, from the point of view of the Executive Board and the Supervisory Board, this obligation does not conflict with Suggestion G.18 sentence 1 of the German Corporate Governance Code. The obligation to acquire and hold a certain number of shares is intended to incentivise the

Supervisory Board members with respect to the long-term and sustainable success of the Company. The shareholding obligation does not apply to the representatives of the employees as they have declared that they will pay their compensation to the Hans-Böckler Foundation. Compliance with the respective shareholding obligation, particularly the acquisition of the appropriate number of shares, is the responsibility of each recorded Supervisory Board member, and proof of compliance must be provided to the Company on a regular basis.

- 5) The amount and structure of the Supervisory Board compensation is – especially with regard to the Supervisory Board compensation of other comparable listed companies in Germany – in line with the market in the opinion of the Executive Board and the Supervisory Board. To assess the appropriateness of the compensation, a benchmark group consisting of the companies of the German mid-cap stock index (MDAX) and the German stock index (DAX) was used. The corresponding structure of the compensation is intended to enable the company to recruit and retain exceptionally qualified candidates with valuable, industry-specific knowledge for the Supervisory Board. This is a prerequisite for the best possible exercise of the advisory and monitoring activities of the Supervisory Board. In this respect, it contributes to promoting the business strategy and the long-term development of the Company. The compensation should now be increased with the proposed system and the corresponding provisions of the Articles of Association. This is intended to account for the significantly increased demands on the work of the Supervisory Board, the qualification profile for the members and the workload of the Supervisory Board both with regard to the frequency of the meetings and the required preparation time for the meetings.
- 6) The compensation for membership on the Supervisory Board and its committees for the work during a fiscal year is due for payment after the end of each fiscal year. There are no further deferment periods for the payment of compensation components.
- 7) The compensation of the Supervisory Board members is conclusively governed by the Articles of Association. There are no side or supplementary agreements or resolutions of the Annual General Meeting regarding the approval of compensation. There are no compensation provisions for taking office, dismissal compensation, retirement and early retirement.
- 8) Compensation is linked to the duration of the membership on the Supervisory Board and the duration of membership on the committees. Members of the Supervisory Board who belong to the Supervisory Board or a committee for only part of the fiscal year receive prorated compensation (an adjustment *pro rata temporis*).
- 9) The compensation rules – with the exception of the shareholding obligation – apply equally to shareholder representatives and employee representatives on the Supervisory Board. The compensation and employment conditions of the employees were and are irrelevant to the compensation system of the Supervisory Board. This follows from the fact that the Supervisory Board compensation is granted for an activity that differs fundamentally from the activity of the employees of the Company and, thus, a vertical comparison with employee compensation would not be appropriate.
- 10) The compensation system of the Supervisory Board is decided on by the Annual General Meeting at the proposal of the Executive Board and the Supervisory Board. Compensation is governed by the Articles of Association of the Company. The Executive Board and the Supervisory Board will regularly and continuously review the compensation of the Supervisory Board members and present it to the Annual General Meeting in accordance with Section 113 (3) sentence 1 and 2 AktG at least every four years for a potentially affirming adoption of a resolution.

It is the very nature of the matter that the Supervisory Board, through its proposed resolutions to the Annual General Meeting for the adoption of a resolution on the determination of Supervisory Board compensation, is involved in its own affair. This corresponds to the procedure provided for by the German Stock Corporation Act. However, the decision on the compensation of the Supervisory Board itself is the responsibility of the Annual General Meeting; thus, a system of checks and balances is provided for in the statutory provisions. If external compensation experts are involved, care is taken to ensure that they are independent.

Annexes to agenda items 9, 10 and 11: Reports of the Executive Board

Report of the Executive Board to the Annual General Meeting on item 9 of the agenda on the exclusion of pre-emptive rights and another right to sell pursuant to Section 71 (1) no. 8 in conjunction with Section 186 (4) sentence 2 AktG

Under agenda item 9, the Supervisory Board and the Executive Board propose authorising the Company, pursuant to Section 71 (1) no. 8 AktG and in accordance with customary corporate practice, to acquire treasury shares in the amount of up to 10% of the share capital by 10 May 2026. The lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time this authorisation is exercised is decisive.

Regarding agenda item 9, the Executive Board will submit the fully announced written report below to the Annual General Meeting in accordance with Section 71 (1) no. 8 AktG in conjunction with Section 186 (4) sentence 2 AktG regarding the grounds for the authorisation proposed in agenda item 9 to exclude any potential rights of sale of the shareholders when acquiring treasury shares and to exclude pre-emptive rights when selling repurchased treasury shares.

The term of the previously existing authorisation, which was adopted at the Annual General Meeting on 10 May 2016, lasts until 9 May 2021. No treasury shares of the Company were repurchased based on this authorisation up to the time of the convening of the Annual General Meeting.

With the authorisation proposed under agenda item 9, the Executive Board is also to be enabled in the future to acquire treasury shares up to a total of 10% of the share capital of the Company in the interests of the Company and its shareholders. The appropriation authorisation is to include both treasury shares that are still acquired based on the newly granted authorisation as well as treasury shares that were acquired based on previous authorisations.

The statutory provision that provides for a period of up to five years is to be used for the term of the authorisation to acquire treasury shares.

Acquisition

The principle of equal treatment in accordance with Section 53a AktG must be observed when acquiring treasury shares. The proposed acquisition of shares via the stock exchange, by means of a public purchase offer, by means of the public invitation to submit offers for sale or by issuing the shareholders rights to sell takes this principle into account.

The acquisition should also be able to be performed by one of the Company's Group companies within the meaning of Section 18 AktG or for the account of the Company or its Group company.

If a public purchase offer or a public invitation to submit offers for sale is oversubscribed, i.e. overall, more shares are offered to the Company for purchase than are to be purchased by the Company, offers must be accepted on a proportional basis. In this respect, the ratio of the number of shares offered by individual shareholders in relation to each other is decisive. However, how many shares a shareholder, who offers shares for sale, holds in total is not decisive because only the shares offered are available for purchase. In addition, a review of the shareholding of the individual shareholder would not be practicable. In this respect, any right of the shareholders to sell his/her shares is excluded in part.

In addition, it should be possible to provide for pre-emptive acceptance of smaller quantities of up to a maximum of 50 shares per shareholder. This option serves, on the one hand, to avoid small, generally uneconomical residual stocks and any actual associated disadvantages for small shareholders. On the other hand, it also serves to simplify the technical processing of the acquisition procedure. Finally, rounding up or down to two decimal places according to commercial principles to avoid computational fractions of shares should be provided for in all cases. This also serves to simplify the technical processing. In agreement with the Supervisory Board, the Executive Board considers a partial exclusion of any further rights of sale of the shareholders to be self-justifying and appropriate for the shareholders.

Sale and other use to the exclusion of pre-emptive rights

According to the proposed authorisation, the treasury shares purchased by the Company can be resold via the stock exchange or, with the consent of the Supervisory Board, by means of a public offer to all shareholders. This also grants shareholders the right to equal treatment when the shares are sold.

In addition, the treasury shares purchased by the Company can be used for further purposes; in the process, pre-emptive rights of the shareholders can be excluded in whole or in part or pre-emptive rights of the shareholders are necessarily excluded:

- a) If, with the consent of the Supervisory Board, the shares are sold to all shareholders by means of a public offer, the Executive Board shall be authorised to exclude the shareholders' pre-emptive rights to the treasury shares for fractional amounts. The ability to exclude the pre-emptive rights for fractional amounts serves to present a

technically feasible subscription ratio. The fractions of shares excluded from pre-emptive rights of the shareholders are utilised in the best possible way for the Company either by sale on the stock exchange or in any other way. The possible dilution effect is low due to the limitation of fractional amounts.

- b) Furthermore, the Company may, according to the proposed authorisation and with the consent of the Supervisory Board, also sell the purchased treasury shares outside the stock exchange without a public offer aimed at all shareholders in exchange for a cash payment if the sale price does not significantly fall below the stock exchange price at the time of the sale. With this authorisation, the option permitted in Section 71 (1) no. 8 AktG in the analogous application of Section 186 (3) sentence 4 AktG is used for the simplified exclusion of pre-emptive rights. It serves the interests of the Company in achieving the best possible price when selling its treasury shares. Thus, this enables the Company to make use of the opportunities offered by the respective stock exchange conditions quickly, flexibly and cost-effectively. The sale proceeds achievable through prices close to those of the market generally lead to a significantly higher inflow of funds per share sold than in the case of a share placement with pre-emptive rights, for which discounts on the stock exchange price are generally not insignificant. By waiving the time-consuming and costly processing of pre-emptive rights, the equity capital requirement from short-term market opportunities can also be met in a timely manner.

The idea of protecting the shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that does not significantly fall below the relevant market price. The sale price for the Company's treasury shares is definitively determined shortly before the sale. In the process, the Executive Board will make every effort, taking into account the current market conditions, to keep any discount on the market price as low as possible. The discount on the stock exchange price at the time the authorisation is used will under no circumstances be more than 5% of the current market price.

Interested shareholders can thus acquire a number of shares required to maintain the percentage of their ownership interest under approximately the same terms on the stock exchange.

- c) With the consent of the Supervisory Board, the Company is also to be given the option to offer or transfer treasury shares to third parties as consideration provided that this happens in exchange for payment in kind, particularly for the purposes of acquiring companies, parts of companies, shareholdings in companies or other assets (particularly receivables from the company or rights to acquire assets), or for the purposes of implementing business combinations. Pre-emptive rights of the shareholders are also to be excluded. The proposed authorisation is intended to strengthen the Company in the competition for interesting acquisition targets, and to enable it to respond quickly, flexibly and in a manner that preserves liquidity to the opportunities offered for acquiring such assets using treasury shares. This is taken into account by the proposed exclusion of pre-emptive rights. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately safeguarded. The Executive Board will generally be guided by the market price of the shares of the Company when measuring the value of the shares provided as consideration. A formal link to a market price is not provided for such that negotiation outcomes, once achieved, are not called into question as a result of fluctuations in the market price. There are currently no specific plans for the use of treasury shares for this purpose. However, the Company would like to keep such use open in the future.
- d) In addition, the Company is to be given the option to use treasury shares to fulfil option or conversion rights or option or conversion obligations or a share delivery right of the Company from Bonds issued by the Company or one of its Group companies within the meaning of Section 18 AktG based on an authorisation of the Annual General Meeting. The proposed adoption of a resolution does not create any new or further authorisation to issue Bonds. It merely serves the purpose of granting the Company the option to utilise option or conversion rights or option or conversion obligations or share delivery rights of the Company, which were or are created based on other authorisations of the Annual General Meeting, by way of treasury shares instead of contingent capital provided for otherwise, if this is in the interests of the Company in the specific case after review by the Executive Board and the Supervisory Board. The interests of the shareholders are therefore not further affected by this additional option.

- e) According to the proposed resolution, the Executive Board is also to be authorised to exclude pre-emptive rights of the shareholders if the treasury shares are transferred to (i) persons who are or were employed by the Company or one of its Group companies within the meaning of Section 18 AktG, as well as to (ii) current or former executive body members of the Company's affiliates. This is intended to give the Company the option to issue shares to its employees as well as to the employees and members of executive bodies of the Group companies. The use of treasury shares to issue shares to employees is also permitted under the German Stock Corporation Act even without authorisation by the Annual General Meeting (Section 71 (1) no. 2 AktG), but only to issue them to employees within one year after acquisition (Section 71 (3) sentence 2 AktG). In contrast, the proposed resolution provides for the authorisation of the Executive Board to use treasury shares as shares for the purposes of issuing them to employees without observing a deadline and to also offer, promise and transfer them to current or former executive body members of the Company's affiliates. At the same time, the Executive Board may, within reason and within the bounds of normal practice, offer the shares for acquisition below the current market price to create an incentive to buy. The issue of shares to employees of the Company or to employees or members of executive bodies of Group companies promotes their identification with the Company and the assumption of shared responsibility. Thus, the issue of shares to beneficiaries under this provision is in the interests of the Company and its shareholders. The use of existing treasury shares instead of a capital increase or a cash payment can make economic sense; the authorisation should increase flexibility in this respect. For currently existing, but eventually expiring compensation programmes, particularly for executive employees of the Company or one of its Group companies within the meaning of Section 18 AktG, existing treasury shares of the Company are intended to be used in the upcoming fiscal years. The scope of the respective share issue cannot currently be predicted with certainty, but the Executive Board will report on any possible use at the Annual General Meeting.
- f) Furthermore, the proposed resolution contains the authorisation of the Company to redeem its treasury shares without further resolution of the Annual General Meeting. The authorisation allows the Company to respond appropriately and flexibly to the respective capital market situation. The proposed authorisation provides for the Executive Board to also be able to redeem the shares with a capital reduction or, in accordance with Section 237 (3) no. 3 AktG, without a capital reduction. By redeeming the shares without a capital reduction, the proportion of the remaining shares with respect to share capital of the Company increases. In this respect, the Executive Board is authorised to adjust the Articles of Association with regard to the changed number of shares or the share capital. The rights of the shareholders are not impaired in either of the aforementioned cases.
- g) In addition, the Supervisory Board should be authorised to offer treasury shares to the members of the Company's Executive Board to satisfy acquisition obligations or acquisition rights to Company shares. In this regard, the use of existing treasury shares instead of a capital increase or a cash payment to Executive Board members can make economic sense for the Company; the authorisation should increase flexibility in this respect. In addition, the authorisation of the Supervisory Board should include the option of offering, committing and transferring treasury shares to members of the Company's Executive Board within the framework of the applicable compensation provisions. This is intended to lay the foundation for granting Executive Board members Company shares instead of a cash payment as a variable compensation component to create an incentive for long-term corporate management aimed at sustainability.

The Supervisory Board determines further details within the framework of its statutory competencies. Specifically, it decides whether, when and to what extent it makes use of the authorisation (Section 87 (1) AktG). In view of the statutory division of competencies, however, the Supervisory Board does not have the option to acquire Company shares as a representative body of the Company itself for the purposes of Executive Board compensation or to encourage such an acquisition.

Limitation of options for excluding pre-emptive rights

The authorisations for the exclusion of pre-emptive rights can be combined with each other as desired, but are limited to a total amount of up to 10% of the share capital; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time this resolution is exercised is decisive. The proportional amount of the share capital ascribed to treasury shares issued during the term of this authorisation to the exclusion of pre-emptive rights in direct or analogous application of Section 186 (3) no. 4 AktG or sold after a repurchase is counted towards the maximum limit of 10% of the share capital. Shares that are issued or can be issued due to Bonds with an option or conversion right or an option or conversion obligation or a right to delivery of Company shares are also counted, provided that the Bonds have been issued during the term of this authorisation to the exclusion of pre-emptive rights in analogous application of Section 186 (3) sentence 4 AktG and, in addition, such shares that are issued from authorised capital during the term of this authorisation to the exclusion of pre-emptive rights. Regardless of whether corresponding authorisations are used individually or cumulatively with the option of excluding pre-emptive rights, the total limit of 10% of the share capital should not be exceeded. The various authorisations with the option of excluding pre-emptive rights pursuant to Section 186 (3) sentence 4 AktG should only give the Executive Board in the specific situation the option to choose the instrument that is best suited in

the interests of the Company and the shareholders. As a result, this ensures, in the interests of the shareholders, that the total upper limit of measures excluding pre-emptive rights is maintained at 10% of the share capital.

The authorisation to use treasury shares in connection with employee share programmes and Executive Board compensation is also limited to 5% of the share capital in total; the lower of the share capital at the time this authorisation takes effect or the share capital at the time a resolution is adopted on the use of the shares is decisive. These new shares issued to the corresponding entitled persons in connection with employee share programmes through the use of 2021 Contingent Capital must also be counted towards this amount – provided that a resolution in this regard is adopted at the Annual General Meeting on 11 May 2021.

In agreement with the Supervisory Board, the Executive Board considers the exclusion of pre-emptive rights in the aforementioned cases to be self-justifying and appropriate for the shareholders for the stated reasons – also taking into account the potential effects of dilution. The Executive Board will inform the respective next Annual General Meeting about any use of the authorisation.

[Report of the Executive Board on item 10 of the agenda pursuant to Section 203 \(2\) in conjunction with Section 186 \(4\) sentence 2 AktG](#)

The Company's Annual General Meeting had last resolved on authorised capital of up to EUR 50,000,000.00 at the Annual General Meeting on 10 May 2016. This has an exercise period up to 09 May 2021 and is therefore due to expire before the 2021 Annual General Meeting. The Executive Board and the Supervisory Board therefore propose under agenda item 10 that a resolution on new authorised capital be adopted with a term up to 10 May 2026.

The specified authorisation framework is limited to slightly below 20% of the currently existing share capital (i.e. EUR 22,302,080.00) and thus remains significantly below the previous authorisation of 10 May 2016. The background to the reduction is a changed market practice that the Company follows. There is no additional authorised capital at the Company. In addition, with regard to the 2021 Contingent Capital proposed under agenda item 11, the Executive Board has imposed further restrictions with regard to the maximum size of a capital increase from authorised and contingent capital, which are printed below under *Commitment of the Executive Board in view of any increases in share capital from the 2021 Authorised Capital and the 2021 Contingent Capital*.

With the new approved capital, the Executive Board should be given an effective means to respond promptly to current market developments, particularly a favourable stock market situation. If this should become necessary to secure the competitive position and to maintain the outstanding rating of the Company, the proposed authorisation would constitute a flexible instrument for improving the Company's capital base even in the short term.

For the authorisation to exclude pre-emptive rights of the shareholders in certain cases, the Executive Board, in accordance with Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG presents the following fully published written report:

Basic pre-emptive rights of the shareholders

When using the 2021 Authorised Capital, shareholders must generally be granted pre-emptive rights. Pre-emptive rights can be granted in such a way that the new shares are taken over by a credit institution with the obligation to offer them to the shareholders by way of an "indirect pre-emptive right" (indirect pre-emptive right within the meaning of Section 186 (5) AktG).

Options for excluding pre-emptive rights

However, the proposed authorisation provides for the ability to exclude the pre-emptive rights of the shareholders in the following cases with the consent of the Supervisory Board:

- (a) The Executive Board is to be authorised to exclude pre-emptive rights for fractional amounts when issuing new shares while generally preserving the pre-emptive rights of the shareholders. This may be necessary if a practicable subscription ratio cannot be achieved otherwise. The value of such fractional amounts is generally low for the individual shareholder. The possible dilution effect is also to be disregarded due to the limitation to fractional amounts. The Company will endeavour to utilize fractional amounts as far as possible in the interests of the shareholders.
- (b) In addition, the exclusion of pre-emptive rights is to be enabled if this is necessary to grant to the holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations from warrant and/or convertible bonds and/or profit-participation rights that have been or will be issued by the Company or one of its Group companies within the meaning of Section 18 AktG, a right of exchange or a pre-emptive right to new shares, to which they may be entitled after exercising their option or conversion rights or after fulfilling any option or conversion obligations. Such Bonds generally contain “dilution protection clauses” in their terms and conditions in the event that the Company issues other such financing instruments or shares to which the shareholders have pre-emptive rights. In order not to impair the value of these financing instruments by such measures, the holders of these financing instruments generally receive compensation by way of a reduction of the replacement or subscription price or they also receive pre-emptive rights to financing instruments or shares issued later. To obtain the greatest possible flexibility in this respect, there should therefore also be the option to exclude pre-emptive rights in this case. This serves to facilitate placement and thus ultimately to ensure the optimum financial structure of the Company.
- (c) The Executive Board is also to be authorised to issue shares with a proportional amount of up to 10% of the share capital close to the market rate to the exclusion of pre-emptive rights pursuant to Section 186 (3) sentence 4 AktG. This authorisation is intended to enable the Executive Board to take advantage of a favourable stock market situation. In this case, the exclusion of pre-emptive rights allows for quick and flexible action and a short-term placement of the shares close to the market price. In comparison, the issue of shares with the granting of pre-emptive rights may be less attractive under certain circumstances since the issue price must be determined at a very early point in time in order to maintain the subscription period. This can lead to significant price discounts, especially if the markets are exhibiting high volatility.

In this case, the interests of the shareholders are protected by the fact that the new shares may not be issued considerably below the market price, which would make the value of the pre-emptive right practically zero in these cases. This authorization is restricted to the limit of 10% of the share capital provided for in Section 186 (3) sentence 4 AktG; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time a resolution is adopted on the exercise of this authorisation is decisive.

The issue amount per new no-par share is ultimately determined shortly before the sale. In the process, the Executive Board will make every effort, taking into account the current market conditions, to keep any discount on the market price as low as possible. The discount on the stock exchange price at the time the authorisation is used will under no circumstances be more than 5% of the current market price. This takes into account the shareholders' need for protection against dilution of their equity interest. Interested shareholders can in particular acquire a number of shares required to maintain the percentage of their equity interest at approximately the same terms on the stock exchange.

- (d) Furthermore, the Executive Board is also to be authorised to issue new shares if the treasury shares are transferred to Company employees or to employees or members of executive bodies of its Group companies within the meaning of Section 18 AktG. This is intended to grant the Company the option to issue shares to the persons who benefit from this provision. To this end, these shares must be excluded from the statutory pre-emptive rights of the shareholders. The exclusion of pre-emptive rights of the shareholders is justified by the benefits that an equity interest of the beneficiaries in the share capital offers for the Company and thus also for its shareholders. The issue of shares to employees is regarded by the Executive Board and the Supervisory Board as an important instrument for the long-term commitment of executive employees to the Company and is therefore of particular interest to the Company. The authorisation is limited to 5% of the share capital; the lower of the share capital at the time this authorisation takes effect or the share capital at the time a resolution is adopted on the use of the shares is decisive. The treasury shares that are issued to the corresponding entitled persons by way of the authorisation to use treasury shares dated 11 May 2021 – provided that a resolution in this regard is adopted at the Annual General Meeting of 11 May 2021 – in connection with the corresponding share programmes or as part of the Executive Board compensation must be counted towards this amount.

- (e) Finally, pre-emptive rights should be able to be excluded to enable shares to be issued in exchange for payments in kind. The authorisation to issue shares in exchange for contributions in kind is intended to give the Company the option to also use Company shares in connection with the acquisition of assets. This can become practical particularly when acquiring companies, parts of companies or equity interests. In such cases, the sellers often insist on receiving consideration either in a form other than money or only in monetary form. It can then be an interesting alternative to offer shares instead of or in addition to the cash payment. This option creates additional flexibility and increases the Company's opportunities with respect to acquisitions.

However, both the authorisation to issue in exchange for contributions in kind and an exclusion of pre-emptive rights in this regard should only be used if the acquisition of the item in question is in the recognised interests of the Company and any other acquisition, in particular through a purchase, is not legally or actually possible or only under less favourable conditions. In these cases, however, the Company will always check whether an equally suitable means of acquiring the item is available, a means that has less of an impact on the position of the shareholders. Thus, when acquiring contributions in kind, it will have to be regularly checked whether, for example, parallel pre-emptive rights can be granted to the shareholders participating in the contribution transaction in exchange for a cash payment, instead of excluding pre-emptive rights. The interests of the shareholders are also taken into account by the fact that the Executive Board will carefully examine whether the value of the contribution in kind is proportionate to the value of the shares.

Limitation of the exclusion of pre-emptive rights

The options described above for excluding pre-emptive rights can generally be combined with one another as desired. However, the options for excluding pre-emptive rights are limited overall in order to prevent potential dilution of the shareholders excluded from pre-emptive rights. Thus, the proportional amount of the share capital ascribed to the shares issued based on the authorised capital to the exclusion of pre-emptive rights may not exceed 10% of the Company's share capital; the lowest existing share capital of the Company at the time the Annual General Meeting adopts a resolution on this authorisation, at the time this authorisation takes effect or at the time a resolution is adopted on the exercise of this authorisation is decisive. The proportional amount of the share capital ascribed to shares that are issued or can be issued due to Bonds with an option or conversion right or an option or conversion obligation or a right to the delivery of shares of the Company must count towards the aforementioned limit, provided that the Bonds have been issued during the term of this authorisation to the exclusion of pre-emptive rights in analogous application of Section 186 (3) sentence 4 AktG. Treasury shares that are used or sold during the term of this authorisation based on an authorisation to use treasury shares in accordance with Section 71 (1) no. 8 AktG to the exclusion of pre-emptive rights after a repurchase must also be counted.

In addition, the proportional amount of share capital of the shares issued from 2021 Authorised Capital for the purposes of an employee share programme may not exceed 5% of the share capital; the lower of the share capital at the time this authorisation takes effect or the share capital at the time a resolution is adopted regarding the issuance of the shares is decisive. The proportional amount of the share capital ascribed to treasury shares used during the term of this authorisation based on a corresponding authorisation to use treasury shares in accordance with Section 71 (1) no. 8 AktG for employee share programmes or as part of Executive Board compensation must be counted towards the aforementioned amount of 5%.

The Company is therefore prohibited from issuing shares to the exclusion of pre-emptive rights and on the basis of several authorisations if the total amount of 10% of the share capital is exceeded. The various authorisations with the option of excluding pre-emptive rights should only give the Executive Board in the specific situation the option to choose the instrument that is best suited in the interests of the Company and the shareholders.

In agreement with the Supervisory Board, the Executive Board considers the exclusion of pre-emptive rights in the aforementioned cases to be self-justifying and appropriate for the shareholders for the stated reasons – also taking into account the potential effects of dilution. There are currently no specific plans for the issue of shares from the 2021 Authorised Capital.

The Executive Board will report on the use of these authorizations at the next Annual General Meeting.

[Report of the Executive Board to the Annual General Meeting on item 11 of the agenda on the exclusion of pre-emptive rights pursuant to Section 221 \(4\) sentence 2 in conjunction with Section 186 \(4\) sentence 2 AktG](#)

The Supervisory Board and the Executive Board propose under agenda item 11 to the ordinary Annual General Meeting of Rheinmetall AG, taking place on 11 May 2021, the adoption of a resolution on a new authorisation to issue warrant and/or convertible bonds, profit-participation rights and/or income bonds (or combinations of these instruments) (“Bonds”) in the total nominal amount of up to EUR 1,045,410,000.00 and the creation of the associated contingent capital (2021 Contingent Capital) of up to EUR 22,302,080.00. The new authorisation is intended to grant Rheinmetall AG, as before, more leeway in the financing of its activities and in particular to enable the management to respond quickly and flexibly to favourable capital market conditions. The possibility of selecting or combining various instruments should give the Company leeway with the arrangement.

The currently applicable authorisation from 10 May 2016 to issue warrant and/or convertible bonds with exchange rights or obligations in the total nominal amount of up to EUR 800,000,000.00 and the associated contingent capital in the amount of EUR 20,000,000.00 expire on 9 May 2021. There is no additional contingent capital at the Company. In addition, with regard to the 2021 Authorised Capital proposed under agenda item 10, the Executive Board has imposed further restrictions with regard to the maximum size of a capital increase from authorised and contingent capital, which are printed below under *Commitment of the Executive Board in view of any increases in share capital from the 2021 Authorised Capital and the 2021 Contingent Capital*.

In certain cases, it should be possible to issue Bonds under the new authorisation to the exclusion of pre-emptive rights. In accordance with Section 221 (4) sentence 2 of the German Stock Corporation Act in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act, the Executive Board therefore submits the following fully announced written report on the reasons for the authorisation proposed in item 10 of the agenda to the exclusion of pre-emptive rights:

According to the proposed resolution, the Executive Board is authorised, with the consent of the Supervisory Board, to issue Bonds once or multiple times until 10 May 2026 up to a total nominal amount of EUR 1,045,410,000.00 and to issue to the holders or creditors of convertible or warrant bonds conversion or option rights on new no-par shares with a proportionate amount of the share capital of up to EUR 22,302,080.00. In addition to euros, Bonds can also be issued in other currencies, for example, the legal currency of an OECD country, with and without a term limitation. In order to increase flexibility, the Bond Terms may specify that the Company does not grant Company shares to a conversion or option beneficiary, but pays the equivalent value in full or in part in cash.

Pre-emptive rights of the shareholders

The shareholders are generally entitled to a statutory pre-emptive right to Bonds to be issued (Section 221 (4) in conjunction with Section 186 (1) AktG). To simplify processing, pre-emptive rights can also be granted in such a way that the new shares are taken over by a credit institution with the obligation to offer them to the shareholders by way of an indirect pre-emptive right (indirect pre-emptive right within the meaning of Section 186 (5) AktG).

Options for excluding pre-emptive rights

With this authorisation, the Executive Board is also authorised, under certain conditions, to exclude the statutory right of the shareholders to purchase Bonds. Pre-emptive rights may only be excluded with the consent of the Supervisory Board.

- (a) The authorisation to exclude pre-emptive rights for fractional amounts makes it possible to use the proposed authorisation to issue convertible, warrant or income bonds or combinations of these instruments in whole amounts, which simplifies the processing of the issue. The fractions of shares excluded from pre-emptive rights of the shareholders are exploited in the best possible way for the Company either by sale on the stock exchange or in any other way.
- (b) The exclusion of pre-emptive rights in favour of the holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations from warrant and/or convertible bonds and/or profit-participation rights that have already been issued by the Company or one of its Group companies has the advantage that the conversion or option price for the already issued conversion or option rights does not need to be reduced, and it is not necessary to make a compensation payment in cash to the holders of said rights or obligations in order to protect them from dilution to the extent provided for in the Bond Terms. As a result, a higher inflow of funds is made possible overall; thus, the exclusion of pre-emptive rights is in the interests of the Company and its shareholders.

- (c) In addition, the Executive Board may exclude pre-emptive rights of shareholders if the Bonds are issued in exchange for a payment in kind, particularly so as to offer the Bonds to third parties as (partial) consideration for the indirect or direct acquisition of companies, parts of companies or shareholdings in companies or in the event of business combinations or the acquisition of other assets, including rights and receivables.

The issue of Bonds in exchange for payments in kind without pre-emptive rights should, among other things, enable the Executive Board to also use the Bonds as an acquisition currency, so that it can acquire such payments in kind in exchange for the transfer of such financing instruments in appropriate individual cases as part of business combinations or for the (also indirect) acquisition of companies, parts of companies, equity interests or other assets or claims to the acquisition of assets, including receivables from the Company or its Group companies. Company expansions as a result of the acquisition of a company or an equity interest usually require quick decisions. Through the intended authorisation, the Executive Board can respond quickly and flexibly to advantageous offers or otherwise available opportunities in the national or international market and take advantage of opportunities to expand the Company by acquiring companies or equity interests in exchange for the issuance of Bonds in the interests of the Company and its shareholders. In each individual case, the Executive Board will carefully examine whether it will use the authorisation to issue Bonds with conversion or option rights or conversion or option obligations in exchange for payments in kind to the exclusion of pre-emptive rights. The Executive Board will only do this if it is in the interests of the Company and, thus, its shareholders.

- (d) The Executive Board is also authorised to exclude pre-emptive rights of shareholders if the Bonds are issued in exchange for a cash payment at a price that does not significantly fall below the market value of these Bonds. This gives the Company the option to use favourable market situations very quickly and at very short notice to establish better conditions for Bond features that are close to those of the market. Establishment of conditions close to those of the market and smooth placement would not be possible if pre-emptive rights were preserved. Although Section 186 (2) of the German Stock Corporation Act permits publication of the subscription price (and thus the conditions of the bond) up to the third from the last day of the subscription period, in view of the volatility that is often observed on the stock markets, there is also a market risk over several days that results in safety discounts when determining bond conditions and, thus, conditions that are not close to those of the market. Also, if a pre-emptive right exists, successful placement with third parties is negatively impacted or is associated with additional expense due to the uncertainty of the pre-emptive right being exercised. Finally, if a pre-emptive right is granted, the Company cannot respond at short notice to favourable or unfavourable market conditions due to the length of the subscription period.

Section 186 (3) sentence 4 of the German Stock Corporation Act shows that the issue price may not fall significantly below the market price. This is to ensure that a significant economic dilution of the value of the shares does not occur. Whether such a dilution effect occurs upon the issue of Bonds linked to option or conversion rights or option or conversion obligations without pre-emptive rights can be determined by calculating the hypothetical market value of these Bonds according to generally accepted methods of financial mathematics and by comparing them to the issue price. If, after a proper review, this issue price is only negligibly below the hypothetical market price at the time the Bonds are issued, an exclusion of pre-emptive rights is only permitted due to the negligible discount in accordance with the meaning and purpose of the provision of Section 186 (3) sentence 4 AktG. The resolution therefore provides that the Executive Board must, after a proper review and before issuing the Bonds, arrive at the opinion that the intended issue price does not result in any significant dilution of the value of the shares. The calculated market value of a pre-emptive right would thus drop to almost zero, such that no significant economic disadvantage could arise for the shareholders due to the exclusion of pre-emptive rights.

This provision and the following limitation of the option to exclude pre-emptive rights ensure that no significant dilution of the value of the shares occurs as a result of the exclusion of pre-emptive rights. In addition, the shareholders have the option of maintaining their share in the share capital of the Company at all times, even after exercising conversion or option rights, by purchasing shares via the stock exchange. On the other hand, the authorisation to exclude pre-emptive rights allows the Company to establish conditions close to those of the market, to achieve the greatest possible security with regard to placement with third parties and to take advantage of favourable market situations at short notice.

Restriction of the overall scope of Bond issues without pre-emptive rights

In the event of complete exclusion of pre-emptive rights when issuing Bonds in exchange for a cash payment at a price that does not significantly fall below the market value of these Bonds, the provision of Section 186 (3) sentence 4 of the German Stock Corporation Act applies *mutatis mutandis* in accordance with Section 221 (4) sentence 2 of the German Stock Corporation Act. The limit governed therein for pre-emptive rights exclusions, i.e. 10% of the share capital, must be complied with according to the content of the resolution.

However, a corresponding clause in the interests of the shareholders is intended to ensure that the previously discussed authorisations for the exclusion of pre-emptive rights are limited to a total share volume of 10% of the share capital, even taking into account all further authorisations for exclusion of pre-emptive rights, and not with regard to the amount of the share capital at the time the Annual General Meeting adopted a resolution on this authorisation or at the time the authorisation took effect or at the time the authorisation was exercised. Treasury shares that are used or sold during the term of this authorisation to the exclusion of pre-emptive rights, as well as those shares issued during the term of this authorisation from authorised capital to the exclusion of the pre-emptive rights must be added to the aforementioned 10% limit. In addition, the shares that are issued or will be issued from contingent capital to satisfy share option rights must be counted towards the aforementioned 10% limit, provided that the share option rights are granted during the term of this authorisation.

Exclusion of pre-emptive rights specifically for specially designed income bonds

Provided that income bonds without conversion or option rights or conversion or option obligations are to be issued, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude pre-emptive rights of the shareholders overall if these profit-participation rights or income bonds have bond-like features, i.e. they do not create any membership rights in the Company or grant any participation in liquidation proceeds, and the amount of interest is not calculated based on the amount of the net income for the year, the unappropriated surplus, or the dividend. In addition, the interest rate and the issue amount of the profit-participation rights or income bonds must also correspond to the current market conditions for comparable borrowings at the time of issue. If the above conditions are met, the exclusion of pre-emptive rights does not result in any disadvantages for the shareholders since the profit-participation rights or income bonds do not create any membership rights and do not grant any share in the liquidation proceeds or profit of the Company. Although it may be specified that the interest rate depends on the existence of a net income for the year, an unappropriated surplus or a dividend, a provision according to which a higher net income for the year, a higher unappropriated surplus or a higher dividend would result in a higher interest rate would not be permissible. Therefore, neither the voting right nor the equity interest of the shareholders in the Company and its profits are changed or diluted due to the issuance of profit-participation rights or income bonds. In addition, there is no significant pre-emptive right value due to terms of issue, which are in line with the market and made binding in this case of exclusion of pre-emptive rights.

In agreement with the Supervisory Board, the Executive Board considers the exclusion of pre-emptive rights in the aforementioned cases to be self-justifying and appropriate for the shareholders for the stated reasons – also taking into account the potential effects of dilution. There are currently no specific plans for exercising the authorisation to issue Bonds. Corresponding anticipatory resolutions with the option of excluding pre-emptive rights are customary nationally and internationally. In any event, the Executive Board will carefully examine whether the exercise of the authorisation and in particular an exclusion of pre-emptive rights is in the interests of the Company and its shareholders. If the proposed authorization is exercised, the Executive Board will report on this at the next Annual General Meeting.

Commitment of the Executive Board in view of any increases in the share capital from the 2021 Authorised Capital and the 2021 Contingent Capital

Under agenda items 10 and 11, new authorisations for the issue of Bonds (including corresponding 2021 Contingent Capital) and new 2021 Authorised Capital are proposed to the Annual General Meeting.

For this purpose, the Executive Board declares the following commitment:

We will increase the share capital of the Company from the proposed 2021 Authorised Capital and the proposed 2021 Contingent Capital by no more than 20% of the share capital existing at the time these authorizations take effect. This commitment enters into force when the resolutions proposed under items 10 and 11 of the agenda take effect. It will end early if a future Annual General Meeting decides on a new authorization to issue convertible/warrant bonds (including corresponding contingent capital) and/or to increase the share capital of the Company and the Executive Board submits to the Annual General Meeting a new provision in connection with the proposed resolutions that replaces this commitment.

III. Further information and notes on participation

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

The registered share capital of the Company in the amount of EUR 111,510,656.00 is divided into 43,558,850 no-par shares on the date of the convening notice of the Annual General Meeting; each share grants one vote. The total number of voting rights is therefore 43,558,850.

Conducted as a virtual Annual General Meeting

The Executive Board of Rheinmetall AG, with the consent of the Supervisory Board, has decided to hold the Annual General Meeting as a virtual meeting without the shareholders or their authorized representatives being present in person. The basis for the virtual Annual General Meeting is Section 1 of the Act on Measures in Company, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic, dated 27 March 2020 (Federal Law Gazette I No. 14 2020, p. 570), last amended by Article 11 of the Act on the Further Reduction of the Residual Debt Exemption Procedure and the Adjustment of Pandemic-related Provisions in Company, Cooperative, Association and Foundation Law as well as Tenancy and Patent Law, dated 22 December 2020 (Federal Law Gazette I No. 67 2020, p. 3328 et seq., hereinafter the “COVID-19 Mitigation Act”).

In-person participation of the shareholders or their authorized representatives is excluded.

The Annual General Meeting will be broadcasted live on the Internet via the Internet-based shareholder portal on 11 May 2021 from 10:00 a.m. (CEST) for properly registered shareholders. The shareholder portal is available from 20 April 2021 at www.rheinmetall.com/hauptversammlung. Shareholders will receive the required access code with their registration confirmation after proper registration. Live broadcasting does not allow for participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 AktG.

Shareholders and their authorized representatives have the option to exercise their voting rights via absentee voting or by issuing powers of attorney to the Company-appointed proxies as further outlined below. The arranged votes on agenda items 2 to 6 and 8 to 13 are binding in nature; those on agenda item 7 are recommendatory in nature. You have the option of voting Yes or No or abstaining.

Questions to the Executive Board can be sent to the Executive Board electronically as further described below by the end of 9 May 2021 (24:00 = end of the day CEST).

Eligibility to participate via registration and proof of shareholdings

Those shareholders who, by the end of 04 May 2021 (24:00 = end of the day CEST), register with the Company at the following address and send to the following address specific proof of their shareholdings are eligible to connect to and participate in the entire virtual Annual General Meeting and to exercise shareholder rights, particularly voting rights, in accordance with Section 16 of our Company’s Articles of Association.

Registration office:

Rheinmetall AG
 c/o Computershare Operations Center
 80249 Munich, Germany
 Fax: +49 89 30903-74675
 Email: anmeldestelle@computershare.de

Proof must apply to the start of the 21st day before the Annual General Meeting, that is, 20 April 2021 (00:00 = start of the day CEST) (record date) and reach the Company at the following address by the end of the day on 4 May 2021 (24:00 = end of the day CEST) at the latest. Registration and proof of shareholdings must be written in German or English; text form is sufficient (Section 126b of the German Commercial Code (Bürgerliches Gesetzbuch, BGB)). Proof of shareholding from the last intermediary in accordance with Section 67c (3) AktG is sufficient.

For the purposes of participating in the virtual Annual General Meeting and exercising shareholder rights in the Annual General Meeting, only those who provide proof of shareholdings are considered to be shareholders. Eligibility to participate and the scope of voting rights depend on the shareholdings as of the record date as well as the requirement to register. No block is associated with the sale of shares. Even if all or some shares are sold after the record date, only the shareholdings on the record date are decisive for participation and the scope of voting rights. Anyone who does not become a shareholder until after the record date and who did not own any shares prior to that is not eligible to participate or vote in the virtual Annual General Meeting, unless he/she was authorized in this regard or authorized to exercise rights.

Typically, the custodian institutions handle the required registration and the transmission of proof of shareholding for their customers. 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.

Absentee voting

Shareholders may submit their votes in text form or by electronic means (absentee voting) after they have registered to participate and provided proof of their shareholdings.

The form sent with the registration confirmation is provided for absentee voting. The votes cast in text form via absentee voting must be received by the Company no later than the end of the day on 10 May 2021 (24:00 = end of day CEST) and must be sent to the following addresses only; this also applies to the amendment or withdrawal of absentee ballots in text form:

Rheinmetall AG
 c/o Computershare Operations Center
 80249 Munich, Germany
 Fax: +49 89 30903-74675
 Email: anmeldestelle@computershare.de

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

Our shareholder portal is available until the start of voting at the Annual General Meeting for casting votes via absentee voting by electronic means, including for the amendment and withdrawal of absentee ballots submitted electronically and in text form. The shareholder portal is accessible as described in the section *Conducted as a virtual Annual General Meeting*.

Proxy voting via the Company-appointed proxies

We offer our shareholders the option of being represented by Company-appointed proxies during voting. These proxies must be issued a power of attorney and voting instructions to exercise voting rights. The proxies are obligated to vote in accordance with instructions. Even if a Company-appointed proxy is authorized, 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. So that the proxies can exercise the granted powers of attorney and voting instructions at the Annual General Meeting, powers of attorney and voting instructions must be issued to them in a timely manner. The granting, revocation, and amendment of powers of attorney and voting instructions can be transmitted to the following addresses in text form by the end of the day on 10 May 2021 (24:00 = end of the day CEST):

Rheinmetall AG
 c/o Computershare Operations Center
 80249 Munich, Germany
 Fax: +49 89 30903-74675
 Email: anmeldestelle@computershare.de

Our shareholder portal is available until the start of voting at the Annual General Meeting for granting, amending and revoking powers of attorney and voting instructions to the Company-appointed proxies. The shareholder portal is accessible as described in the section *Conducted as a virtual Annual General Meeting*.

Proxy voting by other authorized representatives

Shareholders may exercise their voting rights through other authorized representatives, for example, through an intermediary or a shareholders' association. Even if a proxy is authorized, 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. Powers of attorney, unless they are issued to an intermediary, a shareholders' association, or any other persons or institutions covered by Section 135 AktG, must be issued in text form in accordance with Section 126b BGB; our shareholder portal is also available for this purpose. Please note that, in the event of powers of attorney being granted to an intermediary, a shareholders' association, or any other persons or institutions covered by Section 135 AktG, these may request a specific form of power of attorney.

Powers of attorney and the proof of powers of attorney, for organisational reasons, must be sent in text form to the Company at the following address no later than the end of the day on 10 May 2021 (24:00 = end of the day CEST) (receipt is decisive); the same applies to the revocation of powers of attorney.

Rheinmetall AG
 c/o Computershare Operations Center
 80249 Munich, Germany
 Fax: +49 89 30903-74675
 Email: anmeldestelle@computershare.de

A power of attorney can also be issued or revoked electronically via our shareholder portal until the start of voting at the Annual General Meeting. The shareholder portal is accessible as described in the section *Conducted as a virtual Annual General Meeting*.

Authorized representatives (with the exception of Company-appointed proxies) also may not participate in person at the Annual General Meeting. They may only exercise voting rights for the shareholders whom they represent by way of absentee voting or by issuing a (sub-)power of attorney to the Company-appointed proxies.

In order for the authorized representative to participate electronically via the shareholder portal, the authorized party must receive from the person granting the power of attorney the access code sent with the registration confirmation. The use of the access code by the authorized representative also serves as proof of authorization.

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.

When absentee ballots and powers of attorney/instructions are received by the Company-appointed proxies, the declaration of intent received most recently will always be given priority, regardless of the method of transmission. If differing statements that are valid in terms of form are received via different means of transmission and it cannot be determined which was last received, these will be considered in the following order: (1) via the shareholder portal, (2) via email, (3) via fax, (4) in paper form.

If a separate vote on an item of the agenda should be conducted, a vote via absentee voting or a voting instruction concerning this item of the agenda is considered overall as a corresponding declaration for each point of the separate vote. Voting by absentee voting or an instruction on the appropriation of profits announced under agenda item 2 will remain valid even in the event of any adjustment to the proposed appropriation of profits at the Annual General Meeting as described under agenda item 2. Voting by absentee voting or issuing instructions to the Company-appointed proxies are only to be made for the proposed resolutions announced by the Company before the Annual General Meeting and for the proposed resolutions of shareholders announced by the Company on the basis of a minority request pursuant to Section 122 (2) AktG, as a counterproposal pursuant to Section 126 (1) AktG or as an election proposal pursuant to Section 127 AktG. 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 Section 129 (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.

[Motions to add to the agenda at the request of a minority in accordance with Section 122 \(2\) 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 proposal. This request must reach the Company at the address specified in the following section by the end of 10 April 2021 (24:00 = end of day CEST). In addition, reference is made to the requirements of Section 122 (2) in conjunction with (1) and Section 142 (2) sentence 2 and Section 70 AktG.

If requests to add to the agenda are to be announced in accordance with the above explanations, the enclosed resolution motions of duly authorised shareholders registered for the Annual General Meeting will be treated as having been submitted to the Annual General Meeting.

[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 the Supervisory Board regarding a specific item on the agenda and proposals made by shareholders regarding the election of Supervisory Board members or of auditors may only be submitted to the following address. Countermotions and election proposals submitted to any other address will not be considered.

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

Fax: +49 211 473-4444
Email: hauptversammlung@rheinmetall.com

Countermotions and election proposals received at the above address with proof of shareholding no later than the end of 26 April 2021 (24:00 = end of day CEST) will be immediately published on the Internet at www.rheinmetall.com/hauptversammlung if they meet the requirements of Section 126 AktG and Section 127 AktG and must be made available to other shareholders. Motions sent to other addresses will not be considered. Any statements from the management will also be published at the above Internet address after 26 April 2021.

In accordance with Sections 126 and 127 AktG, countermotions and election proposals to be made accessible are deemed to be submitted in the Annual General Meeting in accordance with Section 1 (2) sentence 3 of the COVID-19 Mitigation Act if the shareholder submitting the motion or the election proposal is duly authorised and registered for the Annual General Meeting.

[Shareholders' right to information pursuant to Section 131 \(1\) AktG, shareholders' right to ask questions pursuant to Section 1 \(2\) sentence 1 no. 3 of the COVID-19 Mitigation Act](#)

On the basis of the COVID-19 Mitigation Act, although the shareholders in the Annual General Meeting are not to be granted a right to information within the meaning of Section 131 AktG, they are to be granted the right to ask questions.

With the approval of the Supervisory Board, the Executive Board of Rheinmetall AG has decided that questions from shareholders registered for the Annual General Meeting can be directed to the Executive Board via the shareholder portal at www.rheinmetall.com/hauptversammlung. Questions must relate to Company's matters, the Company's legal and business relationships with an affiliated company, as well as the status of the Group and the companies included in the consolidated financial statements, provided that this is necessary for the proper assessment of an agenda item.

Questions from shareholders must be received by the Company after timely registration no later than the end of 9 May 2021 (24:00 = end of day CEST) via the shareholder portal. No questions can be asked during the virtual Annual General Meeting.

The Executive Board shall duly decide at its discretion how it will answer questions. The Executive Board may summarise questions. Questions in foreign languages will not be considered. The Executive Board reserves the right to answer repeatedly asked questions in a general form in advance on the Company's website. The Company reserves the right, before answering the questions from the shareholders, to mention the names of the shareholders by whom the respective questions were asked, provided that the shareholders have agreed to the mentioning of their names when submitting questions.

Objection to the minutes in accordance with Section 245 no. 1 AktG

Objections to resolutions of the Annual General Meeting can be stated for the minutes by shareholders who have properly registered for the Annual General Meeting via the shareholder portal at www.rheinmetall.com/hauptversammlung in accordance with Section 245 no. 1 AktG. A statement may be made via the shareholder portal from the start of the Annual General Meeting until the end of the meeting. The notary has authorized the Company to accept objections via the shareholder portal and will receive the objections via the shareholder portal.

Publications on the website, address by the Executive Board

This convening notice of the Annual General Meeting in German (original version) and English, the documents to be made available and the other information to be published in accordance with Section 124a AktG, shareholders' motions, as well as additional information on shareholders' rights in accordance with Sections 122 (2), 126 (1), 127, and 131 AktG in conjunction with Section 1 (2) of the COVID-19 Mitigation Act are available on the Company's website at www.rheinmetall.com/hauptversammlung.

The voting results will also be published there after the Annual General Meeting.

The essential content of the Executive Board's address will also be published on the same website in good time before the Annual General Meeting, but no later than 9 May 2021, subject to adjustments to current developments.

Data protection notice

General information

Introduction

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 communication.

The aim of the following data protection information is to brief our shareholders on the processing of their personal data and their 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(7) GDPR

Rheinmetall AG
Rheinmetall Platz 1
40476 Düsseldorf, Germany

c) Contact information for the Data Protection Officer

Rheinmetall AG
Data Protection Officer
Rheinmetall Platz 1
40476 Düsseldorf, Germany
Email: dsb-rhag@rheinmetall.com

2. Information regarding processing

a) Categories of data and groups of data subjects

We process the following categories of personal data in particular:

First and last name

Address

Number of shares

Class of shares

Type of ownership of the shares and

Access code number for the shareholder portal.

We may also process the personal data of any proxy nominated by a shareholder (in particular, his/her name and his/her address). 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.

b) Purposes and legal basis of the processing

We use personal data to allow shareholders to exercise their rights within the framework of the Annual General Meeting. The processing of personal data is legally required for the proper preparation, implementation, 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 (1) sentence 1 letter c GDPR in conjunction with Sections 118 et seq., 67e AktG and in conjunction with Section 1 of the COVID-19 Mitigation Act. In addition, data processing that is necessary for the organisation of the virtual Annual General Meeting can take place on the basis of prevailing legitimate interests (Article 6 (1) sentence 1 letter f GDPR).

If applicable, we also process personal data to comply with additional legal obligations, such as supervisory requirements and the retention obligations imposed by stock corporation, securities, commercial, and fiscal legislation. The legal basis for the processing is the respective statutory regulations in conjunction with Article 6 (1) sentence 1 letter c GDPR.

All Rheinmetall AG shares are bearer shares. Unlike registered shares, Rheinmetall AG does not maintain a stock register within the meaning of Section 67 of the German Stock Corporation Act, in which the name, date of birth and address of the shareholder as well as the number of shares must be recorded.

c) Categories of recipients of personal data

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 its execution). 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.

Each of our employees and all employees of external service providers who have access to personal data and/or process it are obliged to handle such data in confidence. The service providers are all based in the EU/EEA. No transmission to third countries takes place in this respect.

In addition, personal data of shareholders or proxies who exercise their voting rights and participate in the virtual Annual General Meeting electronically will be made accessible to other shareholders and proxies provided that this is necessary in accordance with statutory provisions, particularly under corporate law, or due to technical circumstances in connection with holding the virtual Annual General Meeting pursuant to the guidelines of the COVID-19 Mitigation Act and other laws.

We may also, where legally permissible, transmit your personal data to authorities (e.g. prosecutorial authorities) and courts in Germany and abroad to comply with statutory obligations.

d) Data sources

We or our commissioned service providers usually receive shareholders' personal data from shareholders' intermediaries, which have been commissioned to safeguard the shares (generally custodian banks or intermediaries), via our registration office.

e) 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 as part of court proceedings.

Information on shareholders' questions in the upcoming Annual General Meeting will generally be rendered anonymous after six weeks unless longer storage is required for the reasons mentioned above.

3. 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.c) to assert their rights to check their conditions on a case-by-case basis in accordance with the GDPR. These include in particular:

The right to obtain information about the data processing and a copy of the processed data (right of access, Article 15 of the GDPR),

The right to demand rectification of inaccurate data or completion of incomplete data (right to rectification, Article 16 of the GDPR)

The right to demand erasure of personal data (right to erasure, Article 17 of the GDPR),

The right to restrict data processing (right to restriction of processing, Article 18 of the GDPR).

Data subjects also have the right to lodge a complaint with a supervisory authority. The data protection supervisory authority responsible for Rheinmetall AG is the State Officer for Data Protection and Freedom of Information of North Rhine-Westphalia, Kavalleriestr. 2-4, 40213 Düsseldorf, Germany.

Düsseldorf, April 2021

Rheinmetall AG

The Executive Board