

# **Invitation to the 29<sup>th</sup> Annual General Meeting of RATIONAL Aktiengesellschaft**

**based in Landsberg am Lech on 29 April 2026**

**at 10:00 a.m. (CEST) at Messe Augsburg**

# Invitation

Dear Shareholders,

We hereby invite you to the  
29th Annual General Meeting of  
RATIONAL Aktiengesellschaft taking place on

Wednesday, 29 April 2026

at 10:00 (CEST)

at Messe Augsburg (Schwabenhalle),

Am Messezentrum 5, 86159 Augsburg,

(Doors open at 9:00 a.m.)

**RATIONAL Aktiengesellschaft/**

**Landsberg am Lech/**

**WKN 701 080/**

**ISIN DE0007010803**

# At a glance

## Agenda item 1

Presentation of the adopted annual financial statements of RATIONAL AG with management report of RATIONAL AG and the approved consolidated financial statements with Group management report, each as of 31 December 2025, as well as the report of the Supervisory Board

## Agenda item 2

Resolution on the appropriation of net retained profit

## Agenda item 3

Resolution on the discharge of the Executive Board for fiscal year 2025

## Agenda item 4

Resolution on the discharge of the Supervisory Board for fiscal year 2025

## Agenda item 5

Resolution on the approval of the Remuneration Report 2025 of RATIONAL AG

## Agenda item 6

Resolution on the approval of the remuneration system for the members of the Management Board of RATIONAL AG

## Agenda item 7

Election of the auditor for fiscal year 2026

## Agenda item 8

Election of the auditor for sustainability reporting for fiscal year 2026

## Important notes:

This version of the invitation to the Annual General Meeting prepared for the convenience of English-speaking readers is a **translation of the German original**. For purposes of interpretation, the **German text shall be authoritative and final**. Please find the German original documents on the German Website under [rat.ag/hv](https://rat.ag/hv).

**If you do not receive your access card by post in time for the Annual General Meeting, it will be deposited at the special counter at the entrance to the Annual General Meeting.**

We would like to ask you **to refrain from taking bags or backpacks with you** as far as possible or to hand them in at the cloakroom. To protect the safety of visitors to the Annual General Meeting, we reserve the right to carry out random inspections of bags and backpacks brought along.

## Minimum information according to Blocks A to C of Table 3 of Implementing Regulation (EU) 2018/1212

A1	Unique identifier	134aecb903d1f011b55096c6c2a55906
A2	Type of communication	Convening of the General Meeting (NEWM)
B1	ISIN	DE0007010803
B2	Name of the issuer	RATIONAL Aktiengesellschaft
C1	Date of the Annual General Meeting	20260429
C2	Time of the Annual General Meeting	08:00 UTC (10:00 CEST)
C3	Type of Annual General Meeting	Annual General Meeting with the physical presence of shareholders or their proxies as a physical General Meeting (GMET)
C4	Place of the Annual General Meeting	Messe Augsburg (Schwabenhalle), Am Messezentrum 5, 86159 Augsburg
C5	Recording Date	20260407
C6	Uniform Resource Locator (URL)	<a href="https://rat.ag/agm">rat.ag/agm</a>

# Agenda

## AGENDA ITEM 1

### **Presentation of the adopted annual financial statements of RATIONAL AG with management report of RATIONAL AG and the approved consolidated financial statements with Group management report, each as of 31 December 2025, as well as the report of the Supervisory Board**

The aforementioned documents are available on the Company's website under [rat.ag/agm](https://rat.ag/agm). These documents will also be accessible there during the Annual General Meeting. The remuneration report for fiscal year 2025, the Corporate Governance Declaration with the Corporate Governance Report and the explanatory report on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (HGB) are also available under [rat.ag/agm](https://rat.ag/agm).

The Supervisory Board of RATIONAL AG has approved the annual financial statements and the consolidated financial statements in accordance with Sections 172 and 173 of the German Stock Corporation Act (AktG). The annual financial statements are thus adopted. In accordance with the legal provisions, no resolution is therefore to be passed on this agenda item.

## AGENDA ITEM 2

### **Resolution on the appropriation of net retained profit**

The Management Board and the Supervisory Board propose that the retained profit of Euro 675,442,482.32 reported for fiscal year 2025 of RATIONAL AG be used as follows:

- a) Payment of a dividend of Euro 16.00 and a special dividend of Euro 4.00 per dividend-bearing share: Euro 227,400,000.00
- b) Carry-forward of the remaining amount to new account: Euro 448,042,482.32

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the dividend is due on the third business day following the resolution of the Annual General Meeting. The dividend will be paid out on 5 May 2026.

## AGENDA ITEM 3

### **Resolution on the discharge of the Executive Board for fiscal year 2025**

The Executive Board and Supervisory Board propose that the members of the Executive Board be granted discharge for fiscal year 2025.

## AGENDA ITEM 4

### **Resolution on the discharge of the Supervisory Board for fiscal year 2025**

The Executive Board and Supervisory Board propose that the members of the Supervisory Board be granted discharge for fiscal year 2025.

## AGENDA ITEM 5

### **Resolution on the approval of the Remuneration Report 2025 of RATIONAL AG**

Section 120a (4) of the German Stock Corporation Act provides that the Annual General Meeting of listed companies resolves on the approval of the remuneration report for the previous fiscal year prepared and audited in accordance with Section 162 of the German Stock Corporation Act. In accordance with Section 162 (3) of the German Stock Corporation Act (AktG), the 2025 Remuneration Report was audited by the auditor to determine whether the disclosures required by law pursuant to Section 162 (1) and (2) of the German Stock Corporation Act had been provided. The report on the audit of the remuneration report is attached to the remuneration report. The 2025 Remuneration Report and the report on its audit by the auditors are available in the 2025 Annual Report and on the Internet at [rat.ag/publications](https://rat.ag/publications). The 2025 Remuneration Report will also be accessible there during the Annual General Meeting.

The Executive Board and the Supervisory Board will propose to the Annual General Meeting that the Remuneration Report 2025 of RATIONAL AG, which has been prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), be approved.

**AGENDA ITEM 6****Resolution on the approval of the remuneration system for the members of the Management Board of RATIONAL AG**

The 2025 Annual General Meeting of RATIONAL AG approved the previous remuneration system for the members of the Executive Board on 14 May 2025 with 77.62% of the votes cast.

Since then, the Supervisory Board has further developed the remuneration system and adopted the present version at its meeting on 27 January 2026. The new remuneration system corresponds to the previous remuneration system with a change in the multi-year variable remuneration (Long Term Incentive – LTI) due to the alignment with the international accounting standard IFRS 18, which is to be applied by RATIONAL AG from fiscal year 2027.

The financial performance criterion Return on Capital Employed (ROCE) at Group level, as reported in the Annual Report for the respective fiscal year, continues to be decisive for the financial LTI component. As of 1 January 2027, EBT (earnings before taxes) will be used instead of EBIT (earnings before financial result and taxes) to determine ROCE for LTI purposes. The reason for the change in the calculation of ROCE on the basis of EBT is that EBIT is no longer an official earnings indicator according to IFRS 18 and the use of EBT avoids an additional reconciliation calculation. The new compensation system will apply to all members of the Board of Management with effect from 1 January 2027.

**AGENDA ITEM 7****Election of the auditor for fiscal year 2026**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as the auditor of the financial statements and consolidated financial statements for fiscal year 2026 and as the auditor for a possible audit review of interim financial reports for fiscal year 2026.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and that it has not been subject to a clause restricting selection within the meaning of Art. 16 para. 6 of the EU Audit Regulation.

**AGENDA ITEM 8****Election of the auditor for sustainability reporting for fiscal year 2026**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as the auditor for sustainability reporting for fiscal year 2026, provided that the national legislator provides for appointment by the Annual General Meeting.

The appointment is made against the background of the implementation of the European CSRD Directive (Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 on corporate sustainability reporting). The national implementation has not yet been completed at the time of the convening of the Annual General Meeting. The government draft of the CSRD Implementation Act of 3 September 2025 provides for the auditor to be appointed by the Annual General Meeting.

# Further information on the convocation and conditions of participation

## I. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the share capital of RATIONAL AG is divided into 11,370,000 no-par-value bearer shares with the same number of voting rights. The company does not hold any treasury shares.

## II. Requirements for participation in the Annual General Meeting and the exercise of voting rights

Shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights if they register with the Company in good time and provide proof of their shareholding by means of a special proof of their custodian institution prepared in text form.

The proof of share ownership needs to refer to 7 April 2026, 24:00 (CEST) (record date). Proof and registration must be received by the Company no later than 22 April 2026, 24:00 (CEST) in text form in German or English at the following address or by transmission by intermediaries under the conditions of Section 67c of the German Stock Corporation Act in conjunction with Art. 5 DVO (EU) 2018/1212 (registration deadline).

### Address:

RATIONAL Aktiengesellschaft  
Computershare Operations Center  
80249 Munich  
Germany

### E-mail address:

anmeldestelle@computershare.de

Intermediaries may transfer in accordance with the Shareholder Rights Directive II (SRD II) in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT through a prior RMA exchange).

## III. Significance of the reference date

For the purposes of participation in the Annual General Meeting and the exercise of voting rights, a shareholder is deemed to be a person who has provided proof of share ownership on the record date. Changes in the share portfolio after the record date have no effect on participation in the Annual General Meeting and the exercise of voting rights. The shares will not be blocked by registering for the Annual General Meeting. Shareholders can therefore freely dispose of their shares

on or after the record date. The record date has no significance for dividend entitlement.

## IV. Procedure for voting by proxy

Shareholders have the option of having their voting rights exercised by a proxy, e.g. an intermediary, a credit institution, an association of shareholders, another person of their choice or the proxies appointed by the Company. In all cases of proxy, timely registration and proof of shareholding on the record date are also required. If a shareholder authorises more than one person, the company may reject one or more of them.

The granting of the power of attorney, its revocation and the proof of the power of attorney vis-à-vis the company must be in text form (Section 126b of the German Civil Code (BGB)). To grant the power of attorney or to prove the power of attorney, shareholders can use the proxy form that will be sent to them together with the admission ticket. In the case of authorisations of credit institutions, shareholders' associations or persons or institutions treated as such under Section 135 of the German Stock Corporation Act, deviating provisions may apply. We ask shareholders to ask the respective proxy for the special features.

Shareholders and/or their proxies may submit proof of the authorization to the Company in text form as follows:

### Address:

RATIONAL Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany

### E-mail address:

anmeldestelle@computershare.de

## V. Procedure for voting by proxies of the Company

The Company offers its shareholders the opportunity to exercise their voting rights at the Annual General Meeting by proxies appointed by the Company who are bound by instructions. Even if the Company's proxies are authorised, timely registration and proof of shareholding on the record date are required. In particular, the proxies appointed by the Company shall be given instructions on how to exercise their voting rights on the individual agenda items. The proxies are obliged to vote in accordance with instructions. Shareholders can use the proxy and instruction form for this purpose, which is sent together with the admission ticket. The proxies do not accept instructions on proposals for which there are no proposals from the Management Board and/or Supervisory Board announced in this invitation. Nor do the proxies accept orders to speak, to answer questions from shareholders or to lodge objections to resolutions of the Annual General Meeting.

The power of attorney and the instructions to the proxies appointed by the Company as well as the revocation or amendment of instructions must be sent in text form to the address or e-mail address specified in Section IV and must be received by the Company by 28 April 2026 at 24:00 hours (CEST) at the latest.

Shareholders will receive further details on how to participate in the Annual General Meeting and how to issue power of attorney and instructions together with the admission ticket. Corresponding information can also be viewed on the Company's website under [rat.ag/agm](https://rat.ag/agm).

## VI. Rights of shareholders

### 1. Supplementary motions to the agenda at the request of a minority pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shares together amount to the twentieth part of the share capital or the pro rata amount of Euro 500,000.00 of the share capital, which corresponds to 500,000 no-par value shares, may request that items be placed on the agenda and made public. Each new item must be accompanied by a statement of reasons or a draft resolution. The applicants must prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request, that they hold the shares until the Board of Management decides on the application and, if the request is not granted by the Board of Management, that they also hold them until the court decides on the request for supplementation (Sections 122 (2), 122 (1) sentence 3, 122 (3) AktG and Section 70 AktG). The provision of Section 121 (7) of the German Stock Corporation Act shall apply mutatis mutandis. The request must be received by the Company in writing by 29 March 2026, 24:00 hrs (CEST) (date of receipt) at the latest. Please send a request to this effect to the following address:

RATIONAL Aktiengesellschaft  
– Executive Board –  
Siegfried-Meister-Straße 1  
86899 Landsberg am Lech  
Germany

### 2. Counter-motions and nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

Counter-motions with justification against a proposal by the Management Board and/or Supervisory Board on a specific item on the agenda and proposals by shareholders for the election of the auditor and members of the Supervisory Board are

a) to the following address or e-mail address

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#### Address

RATIONAL Aktiengesellschaft  
– Executive Board –  
Siegfried-Meister-Straße 1  
86899 Landsberg am Lech  
Germany

#### E-mail address

[ir@rational-online.com](mailto:ir@rational-online.com)

b) or, under the conditions of section 67c of the German Stock Corporation Act, by way of transmission by intermediaries. Countermotions or nominations addressed elsewhere will not be made accessible. Nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act do not need to be substantiated. Nominations for election will only be made available if they contain the name, profession and place of residence of the proposed person and, in the case of an election of Supervisory Board members, information on their membership in other Supervisory Boards to be formed by law (see Section 127 sentence 3 of the German Stock Corporation Act in conjunction with Section 124 (3) sentence 4 of the German Stock Corporation Act and Section 125 (1) sentence 5 of the German Stock Corporation Act).

The counter-motion must be received by 14 April 2026, 24:00 (CEST) (date of receipt) at the above address or email address or, subject to the provisions of Section 67c of the German Stock Corporation Act (AktG), by way of transmission by intermediaries, will be made available on the company's website at [rat.ag/agm](https://rat.ag/agm) subject to the provisions of Section 126 (2) and (3) of the German Stock Corporation Act (AktG), Section 127 (1) and (3) AktG, including the name of the shareholder and, if applicable, the reasons, on the Company's website at [rat.ag/agm](https://rat.ag/agm). Any comments by the management will also be published at this Internet address.

The right of every shareholder to submit countermotions to the various agenda items during the Annual General Meeting, even without prior transmission to the Company, remains unaffected. We would like to point out that countermotions that have been submitted to the Company in advance in due time will only be considered at the Annual General Meeting if they are submitted orally.

### 3. Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

Upon request at the Annual General Meeting, the Board of Management shall provide each shareholder or shareholder representative with information on matters relating to the Company, including legal and business relationships with affiliated companies, as well as on the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for the proper assessment of the subject of the agenda.

### VII. Publications on the Website

This convening of the Annual General Meeting, the documents to be made available, the further information pursuant to Section 124a of the German Stock Corporation Act and further explanations of the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act can be viewed and downloaded from the Company's website under [rat.ag/agm](http://rat.ag/agm). All documents that are to be made legally accessible to the Annual General Meeting are also available for inspection at the Annual General Meeting.

### VIII. Information on data protection

The Company processes personal data on the basis of applicable data protection laws in order to enable shareholders to participate in the Annual General Meeting and to exercise their rights at the Annual General Meeting. The company is the controller for the processing. The legal basis for the processing is Art. 6 (1) sentence 1 (c) GDPR. For the purpose of hosting the Annual General Meeting, the Company commissions various service providers. They will only receive such personal data from the Company as is necessary for the performance of the commissioned service.

The service providers process this data exclusively in accordance with the instructions of the Company. In addition, personal data will be made available to shareholders and shareholder representatives in connection with the Annual General Meeting within the framework of the statutory provisions, in particular via the list of participants.

Personal data will not be transferred outside the EU/EEA.

The personal data will be stored within the framework of the legal obligations and then deleted. In principle, personal data is only stored for as long as is necessary for the aforementioned purposes and legal obligations to provide evidence and retention do not oblige the Company to store it for a longer period of time.

Under the legal requirements, you have a right to information, correction, restriction, objection and deletion at any time with regard to the processing of your personal data as well as a right to data transfer in accordance with chap. III GDPR.

You can assert these rights free of charge to the Company via the e-mail address

**[datenschutzbeauftragter@rational-online.com](mailto:datenschutzbeauftragter@rational-online.com)**

or via the following contact details:

#### RATIONAL Aktiengesellschaft

– Privacy Policy –  
Siegfried-Meister-Straße 1  
86899 Landsberg am Lech  
Germany

In addition, there is a right to lodge a complaint with the data protection supervisory authorities in accordance with Art. 77 GDPR.

You can reach our company data protection officer at:

#### Address

RATIONAL Aktiengesellschaft  
– Data Protection Officer –  
Siegfried-Meister-Straße 1  
86899 Landsberg am Lech  
Germany

#### E-mail address

[datenschutzbeauftragter@rational-online.com](mailto:datenschutzbeauftragter@rational-online.com)

Landsberg am Lech, March 2026

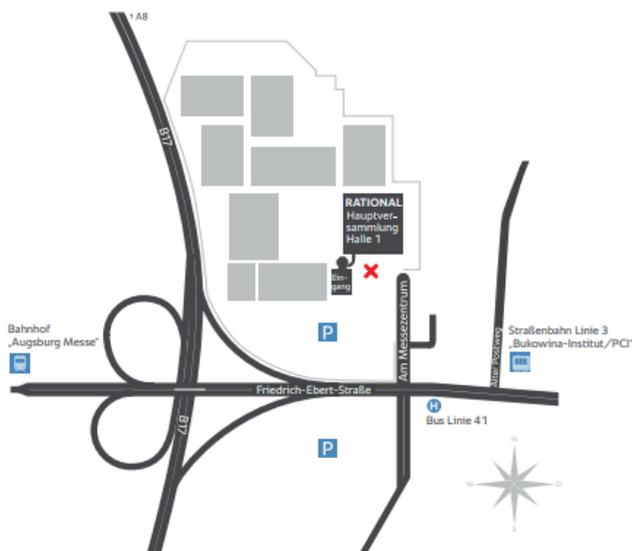
RATIONAL Aktiengesellschaft

#### The Executive Board

# Directions to the Augsburg Exhibition Centre

## Goal (x)

Messe Augsburg (Schwabenhalle),  
Am Messezentrum 5,  
86159 Augsburg



## How to find us

### Deutsche Bahn

- from Augsburg Central Station with all regional trains and many regional express trains that leave Augsburg main station in a southerly direction to the station "Augsburg Messe" (travel time approx. 5 minutes)
- alternatively by taxi (taxi stand: south of Augsburg Central Station) to the Augsburg Trade Fair (travel time: a few minutes)

### Bus/Tram

- from Central Station or Königsplatz take tram line 3 directly to the stop "Bukowina-Institut/PCI" (travel time 12 minutes). From there on foot to the trade fair (walking time approx. 7 minutes) or from there by bus to the exhibition grounds.
- alternatively from Königsplatz with bus line 41 directly to the "Messezentrum" stop (travel time 12 minutes)

### Further information directly at

<https://www.messeaugsburg.de/en/travel-stay/travel/train>

## Car

- Coming from Munich, Nuremberg or Stuttgart, take the A8 Munich-Stuttgart to the Augsburg/West junction. There you change to the B17 in the direction of Landsberg and leave the main road at the Augsburg/Messe exit
- Coming from the south – Allgäu, Austria and Switzerland – take the A96 to the Landsberg am Lech/West junction. There you change to the B17 in the direction of Augsburg and leave the main road at the Augsburg/Messe exit
- Coming from the north via the A9 via the B300 and at the Dasing junction continue on the A8 towards Stuttgart. There you change to the B17 in the direction of Landsberg and leave the main road at the Augsburg/Messe exit
- or coming from the north via the A7, change to the A8 in the direction of Munich at the Ulm-Elchingen junction, leave the motorway at Augsburg/West and change to the B17 in the direction of Augsburg. Leave the main road at the Augsburg/Messe exit

### Further information directly at

<https://www.messeaugsburg.de/en/travel-stay/travel/car>

### For the navigation device

- Address:  
Messe Augsburg,  
Am Messezentrum  
5,86159 Augsburg
- GPS coordinates:  
Latitude: 48.33865 (48° 20' 19.14" N),  
Longitude: 10.89364 (10° 53' 37.10" E)



**RATIONAL AG**

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