



# HENSOLDT Aktiengesellschaft

Taufkirchen, Germany

ISIN: DE000HAG0005

German Securities Identification Number (Wertpapierkennnummer): HAG000

Notice of the 2022 General Meeting  
of HENSOLDT AG on May 13, 2022

## Overview containing the information pursuant to Section 125 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212

### A. Specification of the message

1. Unique identifier of the event: Virtual Annual General Meeting of HENSOLDT AG 2022  
(**Formal specification pursuant to the EU Implementing Regulation:** GMETHAG122BS)
2. Type of message: Convening of the Annual General Meeting  
(**Formal specification pursuant to the EU Implementing Regulation:** NEWM)

### B. Specification of the issuer

1. ISIN: DE000HAG0005
2. Name of issuer: HENSOLDT AG

### C. Specification of the meeting

1. Date of the General Meeting: Friday, May 13, 2022  
(**Formal specification pursuant to the EU Implementing Regulation:** 20220513)
2. Time of the General Meeting (commencement): 10:00 hrs. (CEST)  
(**Formal specification pursuant to the EU Implementing Regulation:** 8:00 hrs. UTC)
3. Type of General Meeting: Annual General Meeting as a virtual event without the physical presence of shareholders or their proxies  
(**Formal specification pursuant to the EU Implementing Regulation:** GMET)
4. Location of the General Meeting:  
URL to the Online Service of the company for following the Annual General Meeting via video and audio stream and for exercising shareholder rights: [hensoldt.net/agm](https://hensoldt.net/agm)  
Location of the general meeting within the meaning of the German Stock Corporation Act (Aktiengesetz): Willy-Messerschmitt-Strasse 3, 82024 Taufkirchen, Germany  
(**Formal specification pursuant to the EU Implementing Regulation:** [hensoldt.net/agm](https://hensoldt.net/agm))

5. Record date: Friday, April 22, 2022, 0:00 hrs. (CEST),  
(**Formal specification pursuant to the EU Implementing Regulation: 20220422,**  
0:00 hrs. CEST)
6. Website to the General Meeting/Uniform Resource Locator (URL): [hensoldt.net/agm](https://hensoldt.net/agm)

**Additional information concerning the convening of the general meeting  
(blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212):**

Additional information about the participation in the general meeting (block D), the agenda (block E) and the specification of the deadlines regarding the exercise of other shareholder rights (block F) can be found on the following website: [hensoldt.net/agm](https://hensoldt.net/agm)

## Overview of the agenda

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## Notice of the 2022 General Meeting of HENSOLDT AG on May 13, 2022

### **Dear shareholders,**

We hereby invite you to the **annual general meeting of HENSOLDT AG**, which will take place on Friday, May 13, 2022, at 10:00 a.m. (CEST) as a **virtual general meeting** without the shareholders or their authorized proxies being physically present.

The general meeting will be broadcast in its entire duration on the internet in a live video and audio stream for duly registered shareholders and their representatives. The shareholders will be able to exercise their voting rights exclusively by postal vote or by proxy vote, i.e., by granting authorization to the proxies designated by the company (*Stimmrechtsvertreter*).

The location of the general meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*, "AktG") will be the registered office of the company, i.e., Willy-Messerschmitt-Strasse 3, 82024 Taufkirchen, Germany.

## I. Agenda

Agenda item 1 Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for HENSOLDT AG and the group for fiscal year 2021 as well as the report of the Supervisory Board for fiscal year 2021

The aforementioned documents will be explained in detail during the general meeting.

The aforementioned documents contain the explanatory report on the information required pursuant to Section 289a and Section 315a of the German Commercial Code (*Handelsgesetzbuch*, "HGB") as well as the remuneration report. The specified documents can be found on our website at [hensoldt.net/agm](https://www.hensoldt.net/agm). The sustainability report including the separate non-financial Group statement for HENSOLDT AG and the Group for fiscal year 2021 can also be found on this website.

The Supervisory Board has approved the annual financial statements as prepared by the Management Board and the consolidated financial statements. The annual financial statements have thus been adopted pursuant to Section 172 sentence 1 AktG. The general meeting is consequently not required to adopt a resolution on agenda item 1.

### Agenda item 2 Appropriation of the net profit (*Bilanzgewinn*)

The Supervisory Board and the Management Board propose that an amount of EUR 26,250,000.00 from the total unappropriated profit of HENSOLDT AG of EUR 32,269,716.20 for the expired fiscal year 2021 be used to pay a dividend of

#### **EUR 0.25 per eligible no-par-value share**

and to carry forward the remaining amount to new account.

This results in the following appropriation of the net profit:

Distribution to shareholders:	EUR 26,250,000.00
Profits carried forward:	EUR 6,019,716.20
<b>Net profit:</b>	<b>EUR 32,269,716.20</b>

At the time of convening the meeting, the company does not hold any treasury shares that are not entitled to a dividend pursuant to Section 71b AktG and would therefore be required to be taken into account with regard to the proposal for the appropriation of the net profit. Should there be any change in the number of no-par-value shares entitled to a dividend for the expired fiscal year 2021 before the date of the general meeting, the above proposal will be amended accordingly and presented for resolution at the general meeting, with an unchanged dividend of EUR 0.25 per no-par-value share entitled to a dividend as well as accordingly adjusted amounts for the sum to be distributed and profit to be carried forward.

In accordance with Section 58 (4) sentence 2 AktG, the dividend is due on the third business day following the date of the resolution of the general meeting, i.e., the entitlement falls due on Wednesday, May 18, 2022.

### Agenda item 3 Approval of the acts of the members of the Management Board

The Supervisory Board and the Management Board propose that the acts of the members of the Management Board who held office in fiscal year 2021 be approved for that period.

### Agenda item 4 Approval of the acts of the members of the Supervisory Board

The Supervisory Board and the Management Board propose that the acts of the members of the Supervisory Board who held office in fiscal year 2021 be approved for that period.

### Agenda item 5 Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements as well as the auditor for the review of the interim financial report for fiscal year 2022

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, branch office Munich, be appointed as the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2022 and as auditor for the review of the interim financial report for the first half of fiscal year 2022. The Supervisory Board's proposal is based on the recommendation of its Audit Committee. Both the recommendation of the Audit Committee to the Supervisory Board and the proposal of the Supervisory Board are free from improper influence by a third party. Furthermore, there were no rules imposing restrictions on the selection of a particular auditor or a particular audit firm to conduct the audit.

### Agenda item 6 Resolution on the approval of the remuneration report for fiscal year 2021 prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)

The Management Board and the Supervisory Board submit to the general meeting the remuneration report of HENSOLDT AG for fiscal year 2021, including the auditor's report pursuant to Section 162 (3) sentence 3 AktG, which is set out in the annexes to this agenda as Annex with respect to agenda item 6 – Remuneration report and was prepared in accordance with Section 162 AktG and audited by KPMG AG Wirtschaftsprüfungsgesellschaft, branch office Munich, and the Management Board and the Supervisory Board propose to resolve as follows:

The remuneration report of HENSOLDT AG for fiscal year 2021 is approved.



## Agenda item 7 By-elections with regard to the Supervisory Board

The current Supervisory Board members Prof. Wolfgang Ischinger, Christian Ollig and Claire Wellby each stated that they resign from their offices with effect from the close of this year's general meeting on May 13, 2022, and, as of this point in time, they will cease to be members of the Supervisory Board of the company. New elections are therefore necessary to fill three shareholder representative positions on the Supervisory Board.

Pursuant to Sections 95, 96 (1), 101 (1) AktG in conjunction with Sections 1 (1), 5 (1), 7 (1) sentence 1 no. 1 of the German Co-Determination Act (*Mitbestimmungsgesetz*, "MitbestG") and § 8 paragraph (1) of the Articles of Association of HENSOLDT AG, the Supervisory Board of HENSOLDT AG is composed of twelve members, with six of these members being elected by the general meeting (shareholder representatives) and six members being elected in accordance with the MitbestG (employee representatives).

Pursuant to Section 96 (2) sentence 1 AktG in conjunction with Sections 1 (1), 5 (1) MitbestG, the Supervisory Board is composed of at least 30% women and at least 30% men. As the shareholder representatives have objected to joint fulfilment of the minimum quota on the basis of a resolution passed by majority vote and submitted to the Chairman of the Supervisory Board, the minimum quota for this election must be fulfilled separately by the shareholder representatives. Therefore, in order to comply with the minimum quota requirement pursuant to Section 96 (2) sentence 1 AktG, the shareholder side must include at least two women and at least two men. Not counting the Supervisory Board members leaving office, one shareholder representative on the Supervisory Board is a woman. The following resolution proposal provides for the election of one woman and two men. If the candidates nominated for election are elected, the shareholder side would therefore consist of two women and four men. Thus, the resolution proposal fulfills the minimum quota requirement pursuant to Section 96 (2) AktG.

Based on a recommendation of its Nomination Committee, the Supervisory Board proposes the election of

- a) Norman Bone, Ayr (United Kingdom), Chairman and CEO of Leonardo UK Ltd.;
- b) Letizia Colucci, Rome (Italy), General Manager of Med-Or Leonardo Foundation; and
- c) Reiner Winkler, Riemerling (Germany), CEO of MTU Aero Engines AG

to the Supervisory Board as shareholder representatives in each case with effect from the close of the company's general meeting on May 13, 2022. The elections are to be conducted as individual elections.

Pursuant to § 8 paragraph (4) of the company's Articles of Association, the individuals nominated for election are each appointed for the remainder of the original term of office of the departing members, i.e., for a term of office lasting until the close of the annual general meeting in 2025.

The nomination takes into account the objectives adopted by the Supervisory Board on March 19, 2021, for its composition and aims at fulfilling the skills profile for the entire body simultaneously adopted by the Supervisory Board. The curricula vitae and further information on the individuals nominated for election and on the requirements under the German Corporate Governance Code can be found at the end of this agenda in the annex with respect to agenda item 7 and on the internet at [hensoldt.net/agm](https://hensoldt.net/agm).

## II. Annexes to the agenda

### Annex with respect to agenda item 6 – Remuneration report of HENSOLDT AG for fiscal year 2022

The remuneration report provides an overview of the structure and system of remuneration for the Management Board and Supervisory Board of HENSOLDT AG and contains detailed information on the respective remuneration granted and owed to the current and former members of the Management Board and Supervisory Board. In accordance with the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the reporting framework for this remuneration report has changed for the first time in line with the requirements of section 162 AktG (German Stock Corporation Act). This remuneration report will be submitted to the annual general meeting on May 13, 2022 for approval.

The remuneration report was prepared jointly by the Management Board and the Supervisory Board.

The current remuneration systems for the members of the Management Board and Supervisory Board are available on the website of HENSOLDT at <https://investors.hensoldt.net>.

#### 1. Remuneration of the members of the Management Board in the fiscal year 2021

The structure of the remuneration and the amounts paid to the members of the Management Board are determined and regularly reviewed by the Supervisory Board. The review applies the recommendations of the German Corporate Governance Code in the version adopted by the Government Commission on December 16, 2019 ("GCGC") and implements the requirements pursuant to section 87 AktG.

##### **Composition of the Management Board in the fiscal year 2021**

Thomas Müller, Axel Salzmann, Peter Fieser and Celia Pelaz were appointed Management Board members of HENSOLDT AG in the fiscal year 2021.

Thomas Müller, Axel Salzmann and Peter Fieser exercised their Management Board activity during the entire fiscal year. By resolution of the Supervisory Board of March 19, 2021, Celia Pelaz was appointed as another member of the Management Board with effect from July 1, 2021.

##### **Overview of the remuneration system**

The remuneration system for the members of the Management Board was submitted to the general meeting on May 18, 2021, for voting in accordance with section 120a (1) AktG and approved with a majority of 97.98 %.

The remuneration of the members of the Management Board is based on their area of responsibility, individual performance, the performance of the Management Board as a whole, the economic and financial situation as well as the success of the HENSOLDT Group. The compensation paid to the members of the Management Board is appropriate, performance-related and in line with market conditions.



An external independent expert was consulted to review the appropriateness of the Management Board remuneration in terms of amount and structure. In addition, the proportion of the Management Board remuneration to the remuneration of the senior management and the staff members was considered. The benchmark used for a market comparison is based on a German peer group of listed companies of comparable size with a focus on industrial, mechanical engineering and automotive suppliers, as well as listed companies of comparable size from the information technology sector which is explained, in detail, in the remuneration report for members of the Management Board.

The remuneration for the members of the Management Board consists of a fixed remuneration, a short-term variable remuneration component (Short-Term Incentive, “STI annual bonus” or “STI”) and a long-term variable remuneration component (Long-Term Incentive, “LTI bonus” or “LTI”). The variable remuneration resulting from the achievement of long-term targets exceeds the share of short-term targets (under the assumption of a target-achievement of 100 %). The criteria for the assessment of the performance-based remuneration and the annual targets set by the Supervisory Board at the beginning of the fiscal year are not subject to change in the course of a fiscal year. Subsequent changes to the target values or reference parameters for the STI bonus and the LTI bonus are generally excluded. The Supervisory Board does, however, have the option of taking appropriate account of extraordinary developments when assessing targets.

The remuneration system for the Management Board members contributes to the promotion of the business strategy and the long-term development of the company and its affiliated companies, namely through a simple design of the Management Board remuneration with a clear incentive structure for the members of the Management Board. The remuneration system is structured in such a way that it appropriately rewards the performance of the Management Board members while complying with all regulatory requirements, the recommendations of the GCGC and market practice. The variable remuneration is designed to reward the achievement of both short-term annual targets and long-term targets measured over multi-year periods. That way, it should be avoided that the Management Board makes decisions for reasons of short-term optimization of its remuneration that do not promise sustainable business success. Furthermore, the members of the Management Board are incentivised by a share acquisition and shareholding obligation.

### **Fixed remuneration components**

The members of the Management Board receive a fixed annual base salary for their services and fringe benefits from the company. These mainly comprise a company car, employer contributions to private and statutory health insurance, continued payment of wages in the event of incapacity for work due to illness or death, preventive health checks at the company’s expense, a group accident insurance, a term life insurance, reimbursement of home travel expenses<sup>1</sup>, and a housing cost subsidy for a secondary residence<sup>2</sup> as well as security expenses, e.g. for constructional measures at private apartments to protect the members of the Management Board.

Fringe benefits are restricted to a maximum amount specified by the Supervisory Board for the fiscal year.

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<sup>1</sup> This only concerns the Management Board member Axel Salzmann.

<sup>2</sup> This concerns the Management Board members Axel Salzmann and Celia Pelaz.

The Management Board members participate in the company pension scheme for the duration of the Management Board service contract in accordance with the pension commitment regulations applicable to senior executives and executives. The corporate pension is granted in the form of a direct commitment. The company does not grant any old-age, survivors' or disability benefits, in particular no other defined benefit pension commitments for which provisions would have to be formed (apart from contributions to a term life insurance policy, which are part of the fringe benefits). No bridging allowance or other forms of early retirement are provided for in the remuneration system.

## STI annual bonus

The members of the Management Board have the opportunity to receive an STI annual bonus depending on the annual performance of the HENSOLDT Group. The basis for determining the amount of the STI annual bonus is the target amount ("STI target amount"), i.e. the amount to which a Management Board member is entitled if they achieve exactly 100% of the STI annual targets. The STI annual bonus might amount to a maximum of 150 % of the STI target amount (cap). The STI annual bonus serves as reward for the achievement of the HENSOLDT Group's short-term business targets and depends on the achievement of the target values for the three STI bonus components which are free cash flow, EBITDA and revenue - each on a consolidated basis for the HENSOLDT Group. The three STI bonus components are each equally weighted, i.e. one third of each is included in the calculation of the target achievement for the STI annual bonus. Details on the definition of the target values can be found in the remuneration system on the website of HENSOLDT at <https://investors.hensoldt.net>.

The corresponding target values are approved by the Supervisory Board as part of the determination of the annual budget. The STI annual bonus is payable within thirty workdays after the approval of the consolidated financial statements for the past fiscal year.

The target setting for the STI annual bonus follows the following logic:

Disbursement % of target bonus						
Bonus component	weighting	<80% of target value	>80% and <100% of target value*	target value	>100% and <120% of target value*	>120% of target value**
Adjusted Free Cash Flow	1/3	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*
Adjusted EBITDA	1/3	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*
Consolidated revenue	1/3	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*

\* If the respective target value for an STI bonus component is not reached, the respective bonus component is reduced on a straight-line basis in the ratio 1:5. If one target value for an STI bonus component is exceeded, the respective bonus component increases on a straight-line basis in the ratio 1:2.5.

\*\* The linear increase in the bonus component only occurs if a target value of more than 80 % for all three STI bonus components has been achieved.

## **LTI bonus**

All members of the Management Board are entitled to a multi-year performance-related remuneration ("LTI bonus"). The basis for determining the amount of the LTI bonus is the target amount ("LTI target amount"), i.e. the amount to which a Management Board member is entitled if the multi-year targets are achieved by 100%. The LTI bonus might amount to a maximum of 200 % of the LTI target amount (cap). The performance period for the LTI bonus is four years.

At the beginning of the respective four-year evaluation period of an LTI bonus tranche, the Supervisory Board shall determine at its reasonable discretion the terms and conditions for each LTI bonus component and the corresponding target values of the relevant bonus tranche. The LTI bonus is measured according to the following LTI bonus components: (i) 40% based on the relative Total Shareholder Return<sup>3</sup> (TSR) of the company compared to the MDAX, (ii) 30 % based on the order intake of the HENSOLDT Group, and (iii) 15 % each based on two ESG targets ("Diversity" and "Climate Impact"). In addition, the LTI bonus is linked to the development of the share price during the performance period (Performance Share Plan). At the end of the respective measurement period, an overall target achievement level is determined for the performance targets set by the Supervisory Board before the start of the performance period. The target achievement for each of the LTI bonus components and the total target achievement resulting from the individual target achievement values can amount to a maximum of 150 %. The LTI bonus is payable when the Supervisory Board determines that the target values have been achieved.

Furthermore, the performance share plan to be applied as part of the LTI bonus ensures that the amount of the LTI bonus is even more dependent on the share price of HENSOLDT AG. At the beginning of the respective measurement period, the Management Board member receives a number of virtual shares ("stock rights") calculated by dividing the target amount of the LTI target bonus by the average price of the shares of HENSOLDT AG. After the end of the respective assessment period, the number of stock rights calculated at the beginning of the measurement period is multiplied by the total target achievement of the LTI bonus components determined from the target achievement of the individual LTI bonus components.

The LTI bonus to be paid out as a cash entitlement is determined by multiplying the number of stocks calculated on the basis of the target achievement with the average closing price of the shares of HENSOLDT AG.

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<sup>3</sup> The relative TSR refers to the share price performance plus notionally reinvested gross dividends during the four-year performance period and is determined on the basis of data from a recognized data provider (e.g. Bloomberg, Thomson Reuters).

The overall degree of target achievement is determined according to the following logic:

Disbursement % of target bonus						
Bonus component	weighting	<80% of target value	>80% and <100% of target value*	target value	>100% and <120% of target value*	>120% of target value**
Relative total shareholder return compared with MDAX	40%	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*
Order Intake of HENSOLDT Group acc. to management report	30%	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*
ESG-target: Diversity	15%	0%		100%		150%**
ESG-target: Climate Impact	15%	0%	linear reduction in the ratio 1:5	100%	linear increase in the ratio 1:2.5	150%*

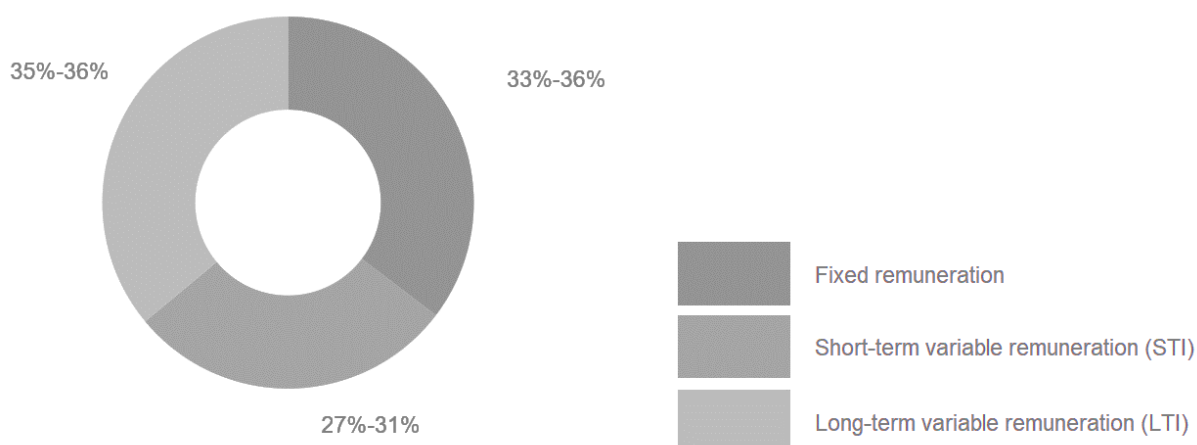
\* If the respective target value for an LTI bonus component is not reached, the respective bonus component is reduced on a straight-line basis in the ratio 1:5. If one target value for an LTI bonus component is exceeded, the respective bonus component increases on a straight-line basis in the ratio 1:2,5.

\*\* The determination of whether and to what extent the Management Board member has achieved this LTI bonus component shall be made at the end of the four-year measurement period by the Supervisory Board, which, in doing so, shall compare the actual value achieved with the targeted objectives at its reasonable discretion and may, at its reasonable discretion, take into account any under- or overachievement, but with a maximum of 150 % of the intended weighting (as well as the individual components, if applicable).

Further details on the setting of targets and the determination of target achievement can be found in the remuneration system of the Management Board on the website of HENSOLDT at <https://investors.hensoldt.net>.

### Relationship of the remuneration components to each other

The current target direct remuneration for the average of all Management Board members will thus comprise basic remuneration and variable remuneration as follows:



### **Clawback**

The STI annual bonus and the LTI bonus have been subject to a clawback regulation since the IPO. Further details on the clawback provision can be found in the remuneration system of the Management Board on the website of HENSOLDT at <https://investors.hensoldt.net>.

### **Maximum remuneration**

The annual maximum remuneration in terms of section 87a (1) sentence 2 no. 1 AktG is, according to the remuneration system:

for the CEO: € 3.5 million

for the CFO: € 3.3 million

for any other ordinary member of the Management Board: € 2.5 million

If the actual remuneration granted exceeds the maximum remuneration cap, the entitlement to the LTI bonus will be reduced accordingly.

### **Share retention program**

The members of the Management Board are obliged to hold shares of HENSOLDT AG for the duration of their appointment as a member of the Management Board, whereby this obligation must be fulfilled for the first time latest four years after the initial appointment as a member of the Management Board ("build-up phase"). The share retention program is designed to incentivize the members of the Management Board to increase the goodwill of the company in the interest of the shareholders. Further details on the share retention program provision can be found in the remuneration system of the Management Board on the website of HENSOLDT at <https://investors.hensoldt.net>.

### **Benefits in the event of premature termination of employment**

In the event of premature termination of the appointment, the Management Board members are entitled to a severance payment. The severance payment is limited to two years' remuneration and is reduced on a pro rata temporis basis if the remaining term of the Management Board service contract is less than two years ("severance cap"). More details on the benefits in the event of premature termination of employment can be found in the remuneration system of the Management Board on the website of HENSOLDT at <https://investors.hensoldt.net>.

The Management Board members are subject to a post-contractual non-competition clause for a period of one year. During this period the Management Board member is entitled to a compensation of monthly 50 % (gross) of the proportional annual basic remuneration most recently received by the Management Board member on a monthly basis. The severance payment will be offset in the full amount against the entitlement.

The service contracts of the members of HENSOLDT AG's Management Board do not include any commitments for benefits in the event of premature termination of the Management Board service contract by the Management Board member due to a change of control.

## Remuneration of the members of the Management Board in the fiscal year

HENSOLDT AG was formed by change of legal form of HENSOLDT GmbH.

On September 25, 2020, the shares of HENSOLDT AG were listed for the first time on the Frankfurt Stock Exchange. Insofar as the 2020 remuneration is reported, it relates exclusively to the remuneration paid to the aforementioned persons in their capacity as members of the Management Board of HENSOLDT AG from August 17, 2020 (after the change of legal form) and remuneration paid in their capacity as managing directors at the legal predecessor HENSOLDT GmbH from January 1, 2020 to August 17, 2020.

## Fixed remuneration components

### Application in the fiscal year

The following table shows the fixed remuneration components granted to the acting members of the Management Board in the fiscal year 2021.

in €	Thomas Müller (CEO)	Axel Salzmann (CFO)	Peter Fieser (CHRO)	Celia Pelaz (CStO)*
Annual basic remuneration	600,000	600,000	400,000	170,000
Additional benefits	63,809	181,968	43,816	29,497
<b>Fixed remuneration 2021</b>	<b>663,809</b>	<b>781,968</b>	<b>443,816</b>	<b>199,497</b>

\* The fixed annual basic salary of Celia Pelaz amounts to € 340,000.

## Contribution to the long-term development of the HENSOLDT Group

For the contribution of the remuneration system to the long-term development of the company, please refer to the general remarks under 1.2. The purpose of the fixed remuneration is to attract and retain suitable personalities for management duties in the HENSOLDT Group by means of an attractive fixed salary in line with customs in the market.

## STI annual bonus

### Application in the fiscal year

In the reporting year 2021, the STI was granted to the Management Board members for the fiscal year 2020 and is thus attributed to the remuneration granted and owed to the Management Board members in the financial year 2020 within the meaning of section 162 (1) sentence 1 AktG and consequently reported in this remuneration report. The Supervisory Board issued corresponding target values for the parameters defined in the remuneration system – free cash flow, EBITDA and consolidated revenue – whereby each criterion was included in the overall assessment to 33 %.

The table below shows, for each Management Board member, who was in office in the fiscal year 2021, the respective target amount (for a target achievement of 100 %), the degree of target achievement determined by the Supervisory Board and the amount paid out in 2021 in accordance with the due date stipulated in the remuneration system. For the STI 2020, the Supervisory Board has made use of the option provided for in the remuneration system to adjust the key figures for special and non-recurring effects, so that the underlying parameters correspond to the adjusted key figures reported in the annual report for 2021.



STI-annual bonus paid in 2021 for 2020	target value in €	degree of achievement in %	disbursement amount in €
Thomas Müller (CEO)	580,357	150%	870,536
Axel Salzmann (CFO)	530,357	150%	795,536
Peter Fieser (CHRO)	300,000	150%	450,000
Celia Pelaz (CStO)*	-	-	-

\* Management Board member since July 1, 2021

The STI for 2021 will be due within thirty working days after the approval of the consolidated financial statements of HENSOLDT AG for the previous fiscal year in 2022 and is therefore considered neither granted nor owed remuneration in the fiscal year 2021 within the meaning of section 162 (1) sentence 1 AktG. The STI for 2021 – including target achievement – will therefore be reported in the remuneration report for the fiscal year 2022.

### ***Contribution to the long-term development of the HENSOLDT Group***

For the contribution of the remuneration system to the long-term development of the company, please refer to the general explanations under 1.2. The STI is intended to reward the achievement of specific financial targets that are classified as being important for the strategic development of the company.

### **LTI bonus**

#### ***Application in the fiscal year***

The annual assignment value (target amount) amounts to € 650,000 for Thomas Müller, € 600,000 for Axel Salzmann, € 400,000 for Peter Fieser and € 340,000 for Celia Pelaz. For the fiscal year 2021, Celia Pelaz is entitled to the pro rata allocation value of € 170,000.

The overall degree of target achievement is determined from the degree of target achievement of the targets for the four LTI bonus components set by the Supervisory Board for the respective performance period. The four LTI bonus components for the performance period 2021 to 2024 comprise the relative Total Shareholder Return of HENSOLDT AG compared to the MDAX, the order intake of HENSOLDT Group and the ESG objectives diversity and climate impact. Details and definitions as well as general information on the remuneration system can be found under 1.2.

The number of virtual shares of LTIP underwent the following changes in the current fiscal year:

	Thomas Müller (CEO)	Axel Salzmann (CFO)	Peter Fieser (CHRO)	Celia Pelaz (CStO)
Number of virtual shares				
Maximum term (in years)	4	4	4	4
Number of outstanding virtual shares as at January 1, 2021	-	-	-	-
Virtual shares granted during the reporting period	46,628	43,042	28,694	24,390
Number of outstanding virtual shares as at December 31, 2021	46,628	43,042	28,694	24,390
Number of exercisable virtual shares as at December 31, 2021	46,628	43,042	28,694	24,390

***Contribution to the long-term development of the HENSOLDT-Group***

For information on the contribution of the remuneration system to the long-term development of the company, reference is initially made to the general information under 1.2. The LTI should be a reward for achieving the long-term objectives, measured over multi-year periods. In this way, it should be avoided that the Management Board makes decisions for reasons of short-term optimization of its remuneration that do not promise sustainable business success. For the purpose of the LTI, success parameters from the areas of environment, social and governance are added as so-called ESG targets to the financial performance targets and the strong alignment on the share price. In the current Management Board employment contracts, these ESG goals include the “Diversity” target, which is aimed at achieving certain quotas of women at various company levels, as well as the “Climate Impact” target, through which an increase in the share of renewable energy in the energy consumed by the HENSOLDT Group, a reduction in CO<sub>2</sub> emissions and a reduction in the use of volatile organic compounds (VOCs) are targeted.

**Share retention program**

Currently, the four-year build-up phase for the share retention program has not expired for any of the members of the Management Board who were in office in the fiscal year 2021. Details of the share retention program are available in the remuneration system on the website of HENSOLDT at <https://investors.hensoldt.net>.

**Overview of the remuneration granted and owed in terms of section 162 (1) sentence 1 AktG**

The following table shows the total remuneration granted and owed individually to the members of the Management Board in office in the fiscal year 2021, in accordance with section 162 (1) sentence 1 AktG.

All amounts that actually received by the individual members of the Management Board in the 2021 financial year are reported as remuneration granted within the meaning section 162 (1) sentence 1 AktG. Amounts that were due in the 2021 financial year but were not received by the members of the Management Board are reported as remuneration owed within the meaning of § 162 para. 1 sentence 1 AktG.

in €	Thomas Müller (CEO)	in %	Axel Salzmann (CFO)	in %	Peter Fieser (CHRO)	in %	Celia Pelaz (CStO)*	in %
Annual basic remuneration	600,000	39%	600,000	38%	400,000	45%	170,000	85%
Additional benefits	63,809	4%	181,968	12%	43,816	5%	29,497	15%
<b>Total</b>	<b>663,809</b>	<b>43%</b>	<b>781,968</b>	<b>50%</b>	<b>443,816</b>	<b>50%</b>	<b>199,497</b>	<b>100%</b>
<b>STI annual bonus 2020**</b>	870,536	57%	795,536	50%	450,000	50%	-	-
<b>LTI bonus***</b>	-	-	-	-	-	-	-	-
<b>Total compensation awarded and due in the fiscal year 2021</b>	<b>1,534,345</b>	<b>100%</b>	<b>1,577,504</b>	<b>100%</b>	<b>893,816</b>	<b>100%</b>	<b>199,497</b>	<b>100%</b>

\* Management Board member since July 1, 2021

\*\* The STI earned in the fiscal year 2021, if any, is considered neither a granted nor owed remuneration for the fiscal year 2021 and will therefore only be reported in the remuneration report for the fiscal year 2022.

\*\*\* Since no performance period has yet expired, the LTI will not result in any remuneration granted or owed in the fiscal year 2021. Reports on the respective performance periods will be made accordingly after their expiry.

## Other information on the remuneration

### **Review of the maximum amount of remuneration (maximum remuneration)**

The relevant maximum amount was not exceeded by any member of the Management Board in the reporting year. However, since the LTI bonus amount is not available until the third year after the end of the reporting year due to the four-year performance period, compliance with the maximum remuneration for the fiscal year 2021 can only be reported conclusively as part of the remuneration report for the fiscal year 2024.

### **Granted or promised shares and share options**

In accordance with the remuneration system, no shares or share options were granted or promised to the members of the Management Board who were in office during the reporting year.

### **Retention (Malus) and Clawback**

No use was made of the option to withhold or reclaim variable remuneration components.

### **Deviations from the remuneration system applicable to the Management Board**

There were no deviations from the remuneration system of the Management Board in the reporting year.

### **Benefits promised or granted by a third party**

In the reporting year, no benefits were promised or granted to any member of the Management Board by a third party with regard to their activities as a member of the Management Board.

## Commitments in connection with contract terminations

### **Commitments in the event of premature termination of activity, including changes to these commitments agreed during the last fiscal year**

The commitments contractually agreed with the members of the Management Board who were in office during the reporting year in the event of premature termination of their activities comply with the requirements of the remuneration system (refer to 1.2 above).

### **Pension benefits**

The company pension commitments contractually agreed with the members of the Management Board are granted in the form of a direct commitment and comply with the requirements of the remuneration system, which is described on the website of HENSOLDT at <https://investors.hensoldt.net>. The pension benefits presented below also include commitments to the members of the Management Board prior to their appointment from previous activities at the HENSOLDT Group.

in €	Pension plans		Deferred compensation	
	commitments	service cost*	commitments	service cost*
Thomas Müller (CEO)	1,261,141	3,000	-	-
Axel Salzmann (CFO)	1,213,098	91,456	-	-
Peter Fieser (CHRO)	635,610	136,993	1,202,092	2,116
Celia Pelaz (CStO)**	575,609	23,564	25,354	251

\* including past service cost

\*\* Management Board member since July 1, 2021

## Benefits to former members of the Management Board

No members retired from the Management Board since the company changed its legal form to a stock corporation (AG) in August 2020. Benefits or commitments for benefits to former members of the Management Board are therefore currently not reportable.

## Remuneration of the members of the Supervisory Board

### **Remuneration system for the members of the Supervisory Board**

The remuneration system for the members of the Supervisory Board was submitted to the general meeting on May 18, 2021 for voting and approved by a majority of 99.99 % of the valid votes cast. In the fiscal year 2021, the remuneration system applied to all active and retired members of the Supervisory Board. The remuneration of the members of the Supervisory Board is regulated in section 12 of the articles of association of HENSOLDT AG.

According to the articles of association, the fixed annual remuneration of each Supervisory Board member amounts to € 40,000. The Chairman of the Supervisory Board receives twice the amount, thus € 80,000, the vice Chairman receives one and a half times this amount, thus € 60,000. For their work on the Executive Committee, Nominating Committee, Audit Committee, Compliance Committee, the members receive additional fixed compensation amounting to € 10,000. The Chairpersons of these Committees receive € 15,000 each. No remuneration is paid for activities in other committees.

The maximum remuneration for Supervisory Board members is provided for in section 12 (3) in the articles of association and amounts to twice the amount of the annual remuneration of the Supervisory Board members according to section 12 (1) in the articles of association. Supervisory Board members, who are members of the Supervisory Board or a committee or are Chairperson of a committee for only part of the fiscal year, receive a remuneration which is lower in proportion to the time served. The remuneration is due four weeks after the end of each fiscal year.

The company reimburses the members of the Supervisory Board for expenses incurred in the performance of their duties, including any value-added tax payable on the reimbursement of expenses.

The company has taken out a liability insurance policy in favour of the members of the Supervisory Board, which covers the legal liability arising from their Supervisory Board activities.

The system for the remuneration of the members of the Supervisory Board provides for a purely fixed remuneration without performance-based variable components and without share-based remuneration. The Management Board and the Supervisory Board are of the opinion that a purely fixed remuneration of the Supervisory Board members is best suited to strengthen the independence of the Supervisory Board, to take into account the advisory and supervisory function of the Supervisory Board to be fulfilled independently of the company's success and to avoid potential wrong incentives in the process. The granting of a fixed remuneration is also in line with the current predominant practice in other listed companies and the suggestion G.18 sentence 1 GCGC. The amount and structure of the Supervisory Board remuneration is in line with the market. It enables the company to attract and retain outstandingly qualified candidates with valuable, industry-specific knowledge for the Supervisory Board. This is a prerequisite for the best possible performance of the advisory and supervisory activities by the Supervisory Board and contributes significantly to the promotion of the business strategy and the long-term development of the company.

More details of the remuneration system can be found on the website of HENSOLDT at <https://investors.hensoldt.net>.

### **Remuneration of the members of the Supervisory Board in the fiscal year 2021**

The following table shows the remuneration granted and owed to current and former members of the Supervisory Board in the 2021 financial year within the meaning of § 162 AktG. The remuneration earned in 2021 is reported as the remuneration granted in the reporting period within the meaning of § 162 AktG.

in €	fixed remuneration	in %	committee remuneration	in %	total 2021
<b>Active members of the Supervisory Board as of December 31, 2021</b>					
Johannes P. Huth (Chairman)	80,000	73%	30,000	27%	110,000
Armin Maier-Junker* ** (Vice Chairman)	60,000	86%	10,000	14%	70,000
Jürgen Bühl*	40,000	80%	10,000	20%	50,000
Dr. Jürgen Bestle* ** (since May 19, 2021)	25,000	80%	6,250	20%	31,250
Achim Gruber* ** (since May 19, 2021)	25,000	80%	6,250	20%	31,250
Prof. Wolfgang Ischinger	40,000	67%	20,000	33%	60,000
Ingrid Jägering	40,000	62%	25,000	38%	65,000
Marion Koch* **	40,000	80%	10,000	20%	50,000
Christian Ollig***	-	-	-	-	-
Prof. Dr. Burkhard Schwenker	40,000	73%	15,000	27%	55,000
Julia Wahl*	40,000	80%	10,000	20%	50,000
Claire Wellby	40,000	100%	-	-	40,000
<b>Retired members of the Supervisory Board in the fiscal year 2021</b>					
Dr. Frank Döngi * ** (until May 18, 2021)	15,000	80%	3,750	20%	18,750
Ingo Zeeh (from Jan. 12, 2021 to May 18, 2021)	15,000	80%	3,750	20%	18,750

\* Representative of the employees

\*\* Employees of HENSOLDT AG or one of its group companies

\*\*\* Member of the Supervisory Board has waived his remuneration

No deviations from the remuneration system of the Supervisory Board occurred in the fiscal year.

### **Multiple-year overview: Information on the development of Management Board and Supervisory Board remuneration in relation to the remuneration of the rest of the workforce and the development of the company's result of operation**

Pursuant to section 162 (1) sentence 2 no. 2 AktG, the following overview presents the relative development of the remuneration granted and owed to members of the Management Board and Supervisory Board in the respective fiscal year in accordance with the presentations in the tables under 1.3 and 2.2 in comparison to the average remuneration of the employees on a full-time equivalent basis as well as selected key earnings figures of the HENSOLDT Group.

The comparative presentation of the 2020 and 2021 fiscal years is influenced by special effects in connection with the IPO of HENSOLDT AG in the fiscal year 2020.

In the fiscal year 2020, the current members of the Management Board, Thomas Müller, Axel Salzmänn and Peter Fieser were initially employed on the basis of a Managing Director service contract by HENSOLDT Holding GmbH. In the context of the change of legal form they were appointed as members of the Management Board of HENSOLDT AG on August 17, 2020.

The remuneration of the Supervisory Board members in the fiscal year 2020 listed below includes the remuneration of the Supervisory Board at the level of HENSOLDT Holding GmbH until August 17 as well as the remuneration of the Supervisory Board of HENSOLDT AG.



For the presentation of the company's earnings situation, those key figures are used for which HENSOLDT AG issued a forecast in the past fiscal year, as well as the key figures that form the basis for the short-term remuneration of the Management Board. In addition, the net profit for the year from the individual financial statements of HENSOLDT AG according to HGB is included in the comparison.

For the presentation of the average remuneration of the employees, the gross tax amount for employees covered by collective agreements and non-tariff employees on the basis of full-time equivalence (without apprentices, trainees, etc.) is used, insofar as this exceeds € 4,000 per year. This is based on the workforce of HENSOLDT AG and the following German subsidiaries of HENSOLDT AG: HENSOLDT Optronics GmbH, HENSOLDT Holding Germany GmbH and HENSOLDT Sensors GmbH.

Remuneration granted and owed acc. to section 162 AktG in €	Fiscal Year		% Delta
	2021	2020*	
<b>Management Board remuneration</b>			
<b>Members in office</b>			
Thomas Müller (CEO)	1,534,345	1,261,834	21.6%
Axel Salzmann (CFO)	1,577,504	1,317,378	19.7%
Peter Fieser (CHRO)	893,816	699,317	27.8%
Celia Pelaz (CStO)	199,497	-	-

\* See remuneration in the table "Inflow in the reporting year – Group (January 1 to December 31, 2020)" in the Remuneration Report 2020.

	Fiscal Year		% Delta
	2021	2020*	
<b>Remuneration granted and owed acc. to section 162 AktG in €</b>			
<b>Supervisory Board remuneration</b>			
<b>Members in office</b>			
Johannes P. Huth (Chairman)	110,000	79,166	38.9%
Armin Maier-Junker (Vice Chairman)	70,000	62,500	12.0%
Jürgen Bühl	50,000	54,166	-7.7%
Dr. Jürgen Bestle (since May 19, 2021)	31,250	-	-
Achim Gruber (since May 19, 2021)	31,250	-	-
Prof. Wolfgang Ischinger	60,000	58,333	2.9%
Ingrid Jägering	65,000	60,416	7.6%
Marion Koch	50,000	20,833	140.0%
Christian Ollig**	-	-	-
Prof. Dr. Burkhard Schwenker	55,000	56,250	-2.2%
Julia Wahl	50,000	54,166	-7.7%
Claire Wellby	40,000	43,334	-7.7%
<b>Retired members</b>			
Dr. Frank Döngi (until May 18, 2021)	18,750	45,833	-59.1%
Ingo Zeeh (from Jan. 12, 2021 to May 18, 2021)	18,750	-	-
Winfried Fetzer	-	54,166	-
Thomas Hoepfner	-	33,333	-
Peter Härtle	-	8,333	-

\* See remuneration in the table "Inflow in the reporting year – Group (January 1 to December 31, 2020)" in the Remuneration Report 2020.

\*\* Member of the Supervisory Board has waived his remuneration

	Fiscal Year		% Delta
	2021	2020	
<b>Key earnings figures in € million</b>			
Net profit (annual financial statement acc. to HGB)	-35.8	-42.9	16.6%
Net profit (Group)	62.7	-64.5	197.2%
Revenue (Group)	1,474.3	1,206.9	22.2%
EBITDA (Group)*	260.7	219.3	18.9%
Order Intake (Group)	3,171.5	2,541.3	24.8%
Free Cashflow (Group)**	252.3	196.4	28.5%

\* Key figure pursuant to reconciliation in the combined management report chapter "II Economic Report 3.1 Results of Operations".

\*\* Key figure pursuant to reconciliation in the combined management report chapter "II Economic Report 3.3 Financial Situation".

	Fiscal Year		% Delta
	2021	2020	
<b>Workforce information</b>			
Employee compensation in €	91,218	90,956	0.3%

## Formal audit of the remuneration report

The remuneration report was audited by the auditor as part of the combined management report. The auditor's opinion on the combined management report includes the formal audit of the compensation report required by section 162 (3) AktG, including the issuance of an opinion on this audit. An unqualified audit opinion was issued for the combined management report, so that this audit opinion also includes an opinion that the disclosures pursuant to section 162 (1) and (2) AktG have been made in all material respects in the remuneration report.

### Annex with respect to agenda item 7 – Further information on the individuals nominated for election to the Supervisory Board

#### a) Norman Bone

Chairman and CEO of Leonardo UK Ltd.

##### Personal details:

Date of birth: August 5, 1962

Nationality: British

##### Professional career and main activities in addition to the Supervisory Board mandate:

Since 2016	Leonardo UK Ltd., chairman and CEO
2004–2021	Held different positions with companies of the Leonardo group, among others, Managing Director of the Airborne & Space Division (2013–2018) and Managing Director of the Electronics Division (2019–2021)
1998–2004	BAE Systems plc; last position held: Group Operations Director in the Avionics Division
1991–1998	Diageo, Systems Controller

##### Education:

Kilmarnock Academy; in addition holds a "Higher National Diploma in Business"

##### Special knowledge, skills and experience for the Supervisory Board activities at HENSOLDT AG:

Since Mr. Bone held different positions with companies of the Leonardo group and with BAE Systems plc, he has extensive experience in the defense and aviation sector. He therefore has both special expert knowledge and extensive expertise with regard to the sector in which HENSOLDT AG is active. In addition, he has special expertise and expert knowledge in managing an internationally operating company and in the areas of accounting, IT/digitalization, governance, compliance and risk management.

##### Memberships on other legally required German supervisory boards:

None

##### Memberships on comparable German or foreign controlling bodies of commercial enterprises:

- Leonardo Electronics US Inc. – member of the board of directors
- Leonardo UK Ltd – chairman of the board of directors

- Telespazio UK Ltd – chairman of the board of directors

In the opinion of the Supervisory Board, Mr. Bone is, if he is elected, independent of the Management Board, the company and a controlling shareholder, and he has stated in advance that he is willing to serve as a member of the Supervisory Board.

**b) Letizia Colucci**

General Manager of Med-Or Leonardo Foundation

**Personal details:**

Date of birth: August 6, 1962

Nationality: Italian

**Professional career and main activities in addition to the Supervisory Board mandate:**

Since 2021	Med-Or Leonardo Foundation, General Manager
2013–2021	Telespazio S.p.A., Secretary General
2005–2012	Selex Sistemi Integrati S.p.A., different positions; last position held: Senior Advisor to CEO
2002–2005	MBDA Italia S.p.A., General Affairs Executive Director
1992–2001	Held different positions with companies of the Alenia Group; last position held: Head of Legal & Corporate Affairs at Alenia Marconi Systems S.p.A.

**Education:**

Completed law studies at the University of Naples Federico II

**Special knowledge, skills and experience for the Supervisory Board activities at HENSOLDT AG:**

Since she held different positions with companies of the Leonardo group and with other companies of the defense and aviation sector, Ms. Colucci has many years of experience in the defense and aviation sector. In addition, she has both special expert knowledge and extensive experience in managing an internationally operating company and in the areas of corporate governance, compliance, risk management, accounting and digitalization/IT.

**Memberships on other legally required German supervisory boards:**

None

**Memberships on comparable German or foreign controlling bodies of commercial enterprises:**

- AVIO S.p.A., member of the board of directors
- MBDA ITALIA S.p.A., chairwoman of the board of directors
- e-GEOS S.p.A., member of the board of directors

In the opinion of the Supervisory Board, Ms. Colucci is, if she is elected, independent of the Management Board, the company and a controlling shareholder, and she has stated in advance that she is willing to serve as a member of the Supervisory Board.

**c) Reiner Winkler**

CEO of MTU Aero Engines AG

**Personal details:**

Date of birth: July 31, 1961

Nationality: German

**Professional career and main activities in addition to the Supervisory Board mandate:**

Since 2014	MTU Aero Engines AG, CEO and Labor Director
2001–2013	MTU Aero Engines AG, CFO and Labor Director
1993–2001	TEMIC Telefunken microelectronics GmbH; held positions in different commercial managerial functions; last position held: commercial manager ( <i>kaufmännischer Geschäftsführer</i> )
1988–1993	Daimler-Benz AG, officer ( <i>Referent</i> ) strategic planning
1985–1988	Siemens AG, business specialist ( <i>betriebswirtschaftlicher Sachbearbeiter</i> )

**Education:**

Completed studies in business administration at Philipps-Universität Marburg

**Special knowledge, skills and experience for the Supervisory Board activities at HENSOLDT AG:**

Mr. Winkler has many years of industry experience, in particular, in the defense sector. In addition, he has both special expertise and expert knowledge in managing an internationally operating publicly listed company and in the areas of corporate governance, compliance, risk management and accounting, as well as digitalization and IT. Furthermore, he has many years of experience with co-determination under German law and has been a member of the Government Commission for the German Corporate Governance Code since 2020.

**Memberships on other legally required German supervisory boards:**

MTU Maintenance Hannover GmbH, chairman of the supervisory board (group company)

**Memberships on comparable German or foreign controlling bodies of commercial enterprises:**

None

In the opinion of the Supervisory Board, Mr. Winkler is, if he is elected, independent of the Management Board, the company and a controlling shareholder, and he has stated in advance that he is willing to serve as a member of the Supervisory Board.



*Information with regard to the recommendations of the German Corporate Governance Code and further information on the nominated individuals*

In the opinion of the Supervisory Board, apart from the above described relationships of Ms. Colucci and Mr. Bone to the companies of the Leonardo group, which group, according to its voting rights notifications required under applicable law, holds more than 25% of the company's shares, there are no other personal or business relationships between the individuals nominated for election and the company, the corporate bodies of the company or any shareholder who directly or indirectly holds more than 10% of the voting shares of HENSOLDT AG that an objectively judging shareholder would consider material to making their election decision.

In the opinion of the shareholder side of the Supervisory Board, the individuals nominated for election are thus independent of the company and of the Management Board within the meaning of recommendation C.7 of the German Corporate Governance Code in the version of 16 December 2019 (the "**GCGC**"). Furthermore, in the opinion of the Supervisory Board, the individuals nominated for election are independent of the controlling shareholder within the meaning of recommendation C.9 of the GCGC. Therefore, in the opinion of the Supervisory Board, the minimum number of independent shareholder representatives required pursuant to recommendations C.6 (1), C.7 and C.9 GCGC is met.

The Supervisory Board has verified that the individuals nominated for election have sufficient time available to perform their duties as Supervisory Board members of HENSOLDT AG.

Further information on the skills profile, including the concept on diversity for the Supervisory Board and the status of its implementation, on the independence of the Supervisory Board and on the working practices and composition of the Supervisory Board can be found in the Declaration of Conformity, which is part of the documents referred to in agenda item 1 that have been made available on the company's website at [hensoldt.net/agm](https://hensoldt.net/agm).

### III. Further information

#### 1. Total number of shares and voting rights

At the time of the calling of the annual general meeting, the share capital of the company totaling EUR 105,000,000.00 is divided into 105,000,000 bearer shares with no par value (*auf den Inhaber lautende Stückaktien*), each entitling the holder to one vote. The total number of voting rights consequently amounts to 105,000,000. The company holds no treasury shares.

#### 2. Information regarding participation in the virtual general meeting

##### **Annual general meeting held as a virtual general meeting**

With the consent of the Supervisory Board, the Management Board of HENSOLDT AG has decided due to the ongoing COVID-19 pandemic to hold the annual general meeting as a virtual general meeting without the shareholders or their authorized proxies being physically present. The legal basis for holding a virtual general meeting is the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (German Federal Law Gazette Part I No. 14 2020, p. 570), the provisions of which continue to apply on the basis of the German Act for the Establishment of the 2021 Reconstruction Aid Fund ("Aufbauhilfe 2021") and the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 and the Amendment of Other Laws of September 10, 2021 (German Federal Law Gazette Part I 2021, p. 4147) (hereinafter referred to as the "COVID-19 Mitigation Act").

In-person attendance of the shareholders or their authorized proxies is not possible. In particular, the shareholders and their authorized proxies may exercise their voting rights only by way of postal vote or by issuing proxy authorization and instructions in accordance with the provisions set out below.

##### **Live broadcast for shareholders**

The annual general meeting will be broadcast for duly registered shareholders in a live video and audio stream on the internet via the Online Service on Friday, May 13, 2022, at 10:00 a.m. (CEST). The Online Service is accessible via the website **hensoldt.net/agm**. The live broadcast does not enable participation of the shareholders in the general meeting within the meaning of Section 118 (1) sentence 2 AktG.

To enable shareholders a better preparation for the annual general meeting, the main content of the speech by the Chairman of the Management Board will be available at **hensoldt.net/agm** from Friday, May 6, 2022 at the latest. Adjustments for the day of the general meeting remain reserved.

##### **Online Service**

The password-protected Online Service may be accessed as from April 22, 2022, via the company's website at **hensoldt.net/agm**.

After their registration, duly registered shareholders will receive, together with their registration notice, their personal login details required in order to follow along with the entire general meeting via the Online Service and required for other uses, for example, to cast votes via the Online Service. Besides the Postal Vote and Proxy Appointment Form for exercising voting rights, the registration notice also includes further explanations on accessing the Online Service.

### **Right to participate by registering and providing proof of a shareholding**

Pursuant to § 14 of the company's Articles of Association, shareholders are entitled to participate in the general meeting by following along via the live stream and to exercise their shareholder rights, in particular their voting rights, if they have registered for the general meeting with the company prior to the meeting and if they have provided proof of their right to attend.

The registration for the general meeting and the proof of a shareholding must be received by HENSOLDT AG by no later than

**Friday, May 6, 2022, 24:00 (CEST)**

at the following address

HENSOLDT AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
Germany

or by telefax to           +49 (0) 69 12012-86045

or by email to           wp.hv@db-is.com

To evidence a shareholder's entitlement, proof from the last intermediary is required. The proof of a shareholding must refer to April 22, 2022, 0:00 (CEST) (record date). The registration and the proof of a shareholding require text form (Section 126b of the German Civil Code – *Bürgerliches Gesetzbuch*, "BGB") and must be in German or English. Proof of a shareholding provided by the last intermediary in accordance with the requirements of Section 67c (3) AktG is sufficient.

Following receipt of their registration and proof of their shareholding, the shareholders entitled to participate will be sent a registration notice that will also include the login details for the Online Service. Shareholders wishing to participate in the virtual general meeting or to exercise their voting rights are kindly asked to have their depositary bank submit the required registration and proof of their shareholding in good time.

As regards any relationship with the company, a person will only be deemed a shareholder entitled to participate in the annual general meeting and to exercise shareholder rights, in particular voting rights, if such person has submitted the specific proof of their shareholding by the deadline and in due form. The right to participate and the scope of a shareholder's rights, in particular of their voting right, are determined exclusively based on the shareholding as of the record date. The record date is not relevant with respect to the dividend entitlement.

Registering for the annual general meeting does not result in the blocking of shares. Shareholders may therefore continue to dispose of their shares without restriction even after having registered for the annual general meeting. Even in the event of a full or partial sale of a shareholding following the record date, solely the shareholding of a shareholder on the record date will be relevant for participation in the general meeting and the scope of their voting right, i.e., any sale of shares after the record date will not affect the entitlement to participate in the annual general meeting and the scope of voting rights. The same applies if any (additional) shares are acquired

after the record date. Persons who do not yet own any shares on the record date and become shareholders only after that date are not entitled to participate in the meeting or to exercise voting rights. However, these persons may obtain proxy authorization in accordance with the provisions below.

### **Postal voting (also by means of electronic communication)**

Shareholders may exercise their voting rights by postal vote in text form or by means of electronic communication (electronic postal voting). This requires proper registration and proper proof of a shareholding in accordance with the provisions set out under "*Right to participate by registering and providing proof of a shareholding*" above.

Votes cast by postal voting must be received by the company as follows; this also applies to modifying and revoking postal votes cast:

- When voting in text form, votes must be sent exclusively to the following addresses and must be received by no later than **May 12, 2022 (24:00 CEST)**:

Hauptversammlung HENSOLDT AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Germany

or by telefax to +49 (0) 89 2070 379 51

or by email to [anmeldestelle-inhaberaktien@adeus.de](mailto:anmeldestelle-inhaberaktien@adeus.de)

The Postal Vote and Proxy Appointment Form sent to shareholders following proper registration, which is also accessible on the website [hensoldt.net/agm](https://hensoldt.net/agm) in printable format, can be used to exercise voting rights by postal vote in text form.

- Alternatively, votes may also be cast by electronic postal voting via the Online Service **until the beginning of the vote** during the general meeting on May 13, 2022. The Online Service is accessible as described under "*Online Service*" above. Votes cast by postal vote, whether cast in text form or via the Online Service, can also be modified or revoked using the Online Service until voting starts at the general meeting.

Authorized proxies, including intermediaries and others of equal status pursuant to Section 135 AktG, may also use postal voting.

Votes cast by postal voting that cannot be unequivocally matched to a proper registration will not be counted.

### **Procedure for proxy voting**

*Authorizing the proxies designated by the company*

HENSOLDT AG also offers to its shareholders the option of having proxies designated by the company (*Stimmrechtsvertreter*) represent them at the general meeting subject to and in accordance with the instructions issued by the shareholders.

Timely registration and provision of proof of a shareholding in accordance with the provisions under "*Right to participate by registering and providing proof of a shareholding*" above is also required if a proxy designated by the company is authorized.

The proxies designated by the company may exercise voting rights only in respect of those agenda items for which an explicit and unambiguous instruction has been issued to them by the grantor of the power of attorney. The company-designated proxies are obligated to vote according to the instructions that they receive. If an explicit and unambiguous instruction is lacking, the proxies designated by the company will abstain from voting on the relevant agenda item.

The proxies designated by the company will not accept any orders or instructions to take the floor or pose questions or file motions or lodge objections against resolutions passed by the annual general meeting.

Powers of attorney and instructions to the proxies designated by the company must be received by the company as follows; this also applies to any modification or revocation of a power of attorney and instructions issued to the proxies designated by the company:

- When in text form by using the Postal Vote and Proxy Appointment Form provided for this purpose to shareholders following proper registration, which is also available online at [hensoldt.net/agm](https://hensoldt.net/agm), to be received by no later than **May 12, 2022, 24:00 (CEST)** at the following address:

Hauptversammlung HENSOLDT AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Germany

or by telefax to +49 (0) 89 2070 379 51

or by email to [anmeldestelle-inhaberaktien@adeus.de](mailto:anmeldestelle-inhaberaktien@adeus.de)

- Powers of attorney and instructions may also be issued electronically via the Online Service **until the beginning of the vote** at the general meeting on May 13, 2022. The Online Service is accessible as described under "*Online Service*" above. Via the Online Service, authorizations and instructions, whether issued in text form or via the Online Service, can also be modified or revoked until voting starts at the general meeting.

#### *Authorizing a third party*

Shareholders may have themselves represented and, in particular, have their voting rights exercised at the general meeting by a representative (*sonstiger Bevollmächtigter*), for example, a willing intermediary (e.g., a depository bank), a shareholders' association or any other person of their choice. Timely registration and provision of proof of a shareholding in accordance with the provisions under "*Right to participate by registering and providing proof of a shareholding*" above is also required where a third party is granted power of attorney. If a shareholder authorizes more than one person, the company may reject one or more of them in accordance with Section 134 (3) sentence 2 AktG.

Representatives (other than the proxies designated by the company) cannot physically be present at the general meeting either. Accordingly, the representatives can exercise the voting rights for

the shareholders that they represent also only by postal vote or by issuing a sub-power of attorney to the proxies designated by the company.



Pursuant to Section 134 (3) sentence 3 AktG and § 14 paragraph (3) of the Articles of Association of the company, the granting of a power of attorney, its revocation and the proof of a power of attorney to be provided to the company require text form (Section 126b BGB) except for a power of attorney pursuant to Section 135 AktG.

Except in cases of a power of attorney pursuant to Section 135 AktG, the power of attorney may be issued either by declaration to the company or directly to the authorized third party. If the power of attorney is issued to the third party, proof of power of attorney must be submitted to the company in text form. The power of attorney issued by declaration to the company or the proof of power of attorney must be transmitted to the company as follows; the same applies should a shareholder wish to revoke a power of attorney:

- For organizational reasons, to be received by the company by no later than **May 12, 2022, 24:00 (CEST)** at

Hauptversammlung HENSOLDT AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Germany

or by telefax to +49 (0) 89 2070 379 51

or by email to [anmeldestelle-inhaberaktien@adeus.de](mailto:anmeldestelle-inhaberaktien@adeus.de)

For granting power of attorney, shareholders may use the Postal Vote and Proxy Appointment Form that they will receive following proper registration. However, shareholders may also issue a separate power of attorney; the Postal Vote and Proxy Appointment Form is also available for download online at [hensoldt.net/agm](https://hensoldt.net/agm). Power of attorney may also be effected in any other proper form.

Where power of attorney is granted to intermediaries (in particular, credit institutions) and others of equal status pursuant to Section 135 AktG (for example, voting consultants, shareholders' associations or persons who professionally offer to shareholders the service of exercising voting rights at general meetings), there are usually special terms and rules to be observed.

Shareholders wishing to issue a proxy authorization for the exercise of their voting rights pursuant to Section 135 AktG are requested to ask the third party to be authorized about any special terms and rules that apply to the granting of proxy authorization and to consult with that third party.

For an authorized proxy to be able to exercise the rights under the authorization by means of electronic communication via the Online Service, the authorized proxy must receive from the authorizer the personal login details that are sent to the latter following proper registration. Use of a shareholder's personal login details by an authorized proxy will be considered proof of the authorization.

### **Additional information regarding the casting of votes**

In the event that sub-items under an agenda item are put to the vote individually without this having been communicated ahead of the annual general meeting, a vote cast by postal voting, or, as the case may be, an instruction issued, on that entire agenda item will be deemed a vote cast, or an instruction issued, correspondingly on each of the individual sub-items put to the vote.

A vote cast by postal voting or an instruction on the proposal for the appropriation of the net profit announced under agenda item 2 will remain valid even if the proposal for the appropriation of the net profit is amended during the annual general meeting, as described under agenda item 2 above.

Casting postal votes, granting proxy authorization and issuing instructions to the proxies designated by the company are possible only on such motions and nominations in respect of which proposals have been made by the Management Board and/or the Supervisory Board in accordance with Section 124 (3) AktG or by shareholders in accordance with Sections 122 (2), 126, 127 AktG and where the proposals are included in this notice or announced subsequently.

### **Priority of votes cast by postal voting, powers of attorney granted and instructions issued**

If postal votes are cast via several channels of submission (postal mail, telefax, email or via the internet using the Online Service) and/or if the proxies designated by the company receive powers of attorney and instructions via several channels of submission, the last formally valid declaration received will be deemed binding, regardless of the submission channel.

If differing formally valid declarations are received at the company via different channels of submission and if it is not clear which declaration was received last, the declarations will be given priority in the following order, with the transmission channel named first being given priority: declarations submitted (1) via the Online Service, (2) via email, (3) via telefax, (4) in paper form.

### **3. Information on shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG and on the modalities of the virtual general meeting**

#### **Motions to add items to the agenda pursuant to Section 122 (2) AktG**

Section 122 (2) AktG entitles shareholders whose combined shareholdings reach one-twentieth of the share capital or the nominal amount of EUR 500,000.00 of the company's share capital (corresponding to 500,000 shares) to request that items be added to the agenda and announced. Each new item must be accompanied by a statement of reasons or a resolution proposal.

The motion must be sent in writing to the Management Board of HENSOLDT AG and must be received by the company no later than Tuesday, April 12, 2022, 24:00 (CEST).

Please send such motions to the following address:

To the Management Board (Vorstand) of HENSOLDT AG  
Willy-Messerschmitt-Strasse 3  
82024 Taufkirchen  
Germany

Shareholders requesting to add an item to the agenda must provide proof that they have held the shares for at least 90 days prior to receipt of the motion and that they will hold the shares until a decision on the motion has been made by the Management Board. For the purpose of calculating the shareholding period, Section 70 AktG applies. The date of receipt of the motion is not to be counted. A postponement from a Sunday, Saturday or holiday to a previous or subsequent working day will not take place. Sections 187 to 193 BGB are not to be applied *mutatis mutandis*.

Additions to the agenda that are to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of the motion unless they have already been published together with the notice of the annual general meeting. These motions will additionally be published on the internet at [hensoldt.net/agm](https://hensoldt.net/agm) and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG.

If motions to add items to the agenda are to be published in accordance with the above explanations, the resolution proposals accompanying such motions will be deemed made to the annual general meeting if the shareholder requesting to add the item to the agenda is duly entitled to do so and has properly registered for the annual general meeting.

### **Shareholder counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG**

In addition, shareholders may submit to the company counter-motions to Management Board and/or Supervisory Board proposals relating to specific agenda items and make nominations for Supervisory Board members or independent auditors.

Pursuant to Section 126 (1) AktG, motions of shareholders, including the shareholder's name, the statement of reasons for the motion and any comments of the management, are to be made available to the persons entitled to notification referred to in Section 125 (1) to (3) AktG subject to the conditions set forth therein, provided that the shareholder has sent to the address below a counter-motion against a proposal of the Management Board and/or the Supervisory Board with respect to a particular agenda item, including a statement of reasons for the counter-motion, no later than 14 days prior to the annual general meeting of the company. For the purpose of calculating the above time period, the day of receipt and the day of the annual general meeting will not be counted. Thus, the last permissible day of receipt is Thursday, April 28, 2022, 24:00 (CEST). A counter-motion need not be made available if one of the exclusions pursuant to Section 126 (2) AktG applies. The statement of reasons need not be made available, either, if it exceeds a total of 5,000 characters.

No statement of reasons needs to be provided for nominations made by shareholders pursuant to Section 127 AktG. Nominations will be made available only if they include the name, profession exercised and place of residence of the nominee and, in the case of an election of Supervisory Board members, information on their membership in other supervisory boards that must be created pursuant to applicable law (cf. Section 127 sentence 3 AktG in conjunction with Section 124 (3) sentence 4 AktG and Section 125 (1) sentence 5 AktG). Pursuant to Section 127 sentence 1 AktG in conjunction with Section 126 (2) AktG, there are further conditions subject to which nominations need not be made available via the website. In all other respects, the requirements and rules for the disclosure of motions apply *mutatis mutandis*.

Any shareholder motions (including statements of reasons therefor) and nominations pursuant to Section 126 (1) and Section 127 AktG must be sent exclusively to

HENSOLDT AG  
Investor Relations  
Willy-Messerschmitt-Strasse 3  
82024 Taufkirchen  
Germany

or by telefax to +49 (0) 731 / 14 17 13 60  
or by email to [agm@hensoldt.net](mailto:agm@hensoldt.net)

Any motions and nominations submitted by shareholders that are to be made available (along with the shareholder's name and – in the case of motions – the statement of reasons) will be made available on the website at [hensoldt.net/agm](https://hensoldt.net/agm) after their receipt. Comments by the management, if any, will also be made available on the above website.

Any motions or nominations submitted by shareholders that are to be made available pursuant to Section 126 AktG or Section 127 AktG will be deemed made to the annual general meeting provided that the shareholder submitting the motion or nomination is duly entitled to do so and has registered for the annual general meeting (Section 1 (2) sentence 3 of the COVID-19 Mitigation Act).

**Right to request information pursuant to Section 131 AktG; right to submit 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, shareholders are not entitled to a right of information pursuant to Sec. 131 AktG during the general meeting. However, they are to be given the right to submit questions by means of electronic communication (Section 1 (2) sentence 1 no. 3 of the COVID-19 Mitigation Act).

With the consent of the Supervisory Board, the Management Board of HENSOLDT AG has decided that questions of shareholders properly registered for the virtual general meeting may be posed to the Management Board via the Online Service. In accordance with the COVID-19 Mitigation Act, the Management Board will decide at its due, free discretion how it will respond to the questions.

Shareholders' questions must be received by the company after proper registration by no later than Wednesday, May 11, 2022, 24:00 (CEST) via the company's Online Service. The company reserves the right to state the names of the shareholders who have submitted the questions before answering the questions. No questions may be asked during the virtual general meeting.

**Lodging an objection to a resolution for the record (*Widerspruch zur Niederschrift*) pursuant to Section 245 no. 1 AktG, Section 1 (2) sentence 1 no. 4 of the COVID-19 Mitigation Act**

Pursuant to Section 245 no. 1 AktG, shareholders who have properly registered for the general meeting can lodge their objections to resolutions of the virtual general meeting for the record by electronic means via the company's Online Service (Section 1 (2) sentence 1 no. 4 of the COVID-19 Mitigation Act). Lodging an objection is possible via the Online Service from the start of the general meeting until its end. The notary has authorized the company to accept objections via the Online Service and will receive the objections via the Online Service.

**4. Information pursuant to Section 124a AktG and additional explanations regarding the rights of shareholders, confirmation of counting of the votes**

This notice of the annual general meeting, the documents to be made available under Section 124a AktG and further information relating to the annual general meeting can be accessed and downloaded on the internet at [hensoldt.net/agm](https://hensoldt.net/agm). More information on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG can also be found on this website.

After the annual general meeting, the voting results will be published on the same website.

After the annual general meeting, a confirmation of the counting of the votes pursuant to Section 129 (5) AktG will be available in a timely manner in the Online Service, which voting parties may download within one month after the day of the annual general meeting.

**5. Information on data protection for shareholders**

As the controller, HENSOLDT AG, Willy-Messerschmitt-Strasse 3, 82024 Taufkirchen, Germany, processes personal data of shareholders (e.g., last name and first name, address, email address, number and class of shares, type of ownership of the shares, postal votes/instructions, number of admission ticket for the annual general meeting and personal login details for the Online Service) and personal data of shareholder representatives, where applicable, in accordance with applicable data protection laws. The processing of personal data is a mandatory legal requirement for properly preparing for, holding and following up on the virtual annual general meeting of HENSOLDT AG, for exercising voting rights and for participating in the annual general meeting by following along via the live stream. The legal basis for the processing of personal data is point (c) of Article 6 (1) sentence 1 of the General Data Protection Regulation (GDPR) in conjunction with Sections 67e, 118 et seqq. AktG and in conjunction with Section 1 of the COVID-19 Mitigation Act. In addition, to the extent it is required to organize the virtual annual general meeting, data may be processed on the basis of prevailing legitimate interests (point (f) of Article 6(1) sentence 1 GDPR). HENSOLDT AG generally will receive shareholders' personal data via the registration office of the credit institutions that the shareholders have entrusted with the safekeeping of their shares (so-called depository bank). In some cases, HENSOLDT AG may receive personal data directly from shareholders.

The service providers commissioned by HENSOLDT AG for the purpose of organizing the virtual general meeting process the personal data of the shareholders or the shareholder representatives exclusively in accordance with the instructions of HENSOLDT AG and only to the extent that this

is necessary for the performance of the services commissioned. In addition, subject to the statutory requirements (in particular, the list of participants, Section 129 AktG), personal data of shareholders and shareholder representatives exercising their voting rights will be made available to other shareholders and shareholder representatives following along with the virtual general meeting by tuning in to the meeting electronically. This also applies to questions (if any) that shareholders and shareholder representatives have asked in advance (Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Mitigation Act). Under certain conditions, in the case of motions to add items to the agenda, counter-motions, nominations or lodged objections, personal data of shareholders or, as the case may be, shareholder representatives will also be published or made available to other shareholders and shareholder representatives subject to the statutory requirements. Furthermore, HENSOLDT AG may be obligated to transmit personal data of shareholders and shareholder representatives to further recipients such as, for instance, public authorities in order to comply with statutory reporting obligations.

HENSOLDT AG will erase shareholders' and shareholder representatives' personal data in accordance with the statutory provisions, in particular if the personal data are no longer required for the original purposes of the collection or processing, the data are no longer required in connection with any administrative or court proceedings and if no statutory record retention requirements apply.

Subject to the statutory requirements, shareholders and shareholder representatives have the right to receive information about their processed personal data and to request the rectification or erasure of their personal data or the restriction of the processing thereof. In addition, shareholders and shareholder representatives have the right to lodge a complaint with the supervisory authorities.

If personal data are processed on the basis of point (f) of Article 6 (1) sentence 1 GDPR, shareholders and shareholder representatives also have the right to object subject to the statutory requirements.

For comments and queries regarding the processing of personal data, shareholders and shareholder representatives can contact the data protection officer of HENSOLDT AG at

HENSOLDT AG  
Datenschutzbeauftragter (data protection officer)  
Willy-Messerschmitt-Strasse 3  
82024 Taufkirchen  
Germany  
[datenschutz@hensoldt.net](mailto:datenschutz@hensoldt.net)

Additional information on data protection is available for shareholders and shareholder representatives on the website of HENSOLDT AG at [hensoldt.net](https://hensoldt.net) in the Data Protection Notice.

Taufkirchen, Germany / March 2022 / HENSOLDT AG  
The Management Board (Vorstand)

## **HENSOLDT Aktiengesellschaft**

Management Board: Thomas Müller (Chairman),  
Axel Salzmänn, Peter Fieser and Celia Pelaz Perez

Chairman of the Supervisory Board: Johannes Huth

Registered Office: Taufkirchen  
District Court of Munich, HRB 258711  
USt ID / VAT: DE 332 900 063