

**Annual General Meeting
of HENSOLDT AG 2023
on 12 May 2023**

**Information on shareholders' rights
pursuant to Section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act
(AktG)**

in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) AktG

The notice convening the Shareholders' Meeting already contains information on the rights of shareholders in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) AktG. The following information serves to further explain these regulations.

1. 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 11, 2023, 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 and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG.

The provisions of the AktG underlying these shareholders' rights read as follows:

Section 122 Calling of a meeting at the request of a minority

- (1) ¹The shareholders' meeting shall be called if shareholders whose holding in aggregate is at least equivalent to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. ²The articles of association may stipulate that the right to request a shareholders' meeting shall require another form and the holding of a lesser portion of the share capital. ³Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received, and that they will hold the shares until the managing board decides on the request. ⁴Section 121 (7) shall be applied *mutatis mutandis*.
- (2) ¹Shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least €500,000 may likewise request that items be placed on the agenda and be published. ²Each new item must be accompanied by a statement of reasons or a formal resolution proposal. ³The request within the meaning of sentence 1 must be received by the company no later than 24 days prior to the meeting, or in the case of stock exchange listed companies no later than 30 days prior to the meeting, excluding the day of receipt.
- (3) ¹If any such request is not complied with, the court may authorize the shareholders who have made the request to call a shareholders' meeting or publish such items. ²At the same time, the court may appoint the chairman of the meeting. ³The notice of the meeting or the publication shall refer to such authorization. ⁴An appeal may be made against such decision. ⁵The persons submitting the request must prove that they have held the shares until the court has made a decision.
- (4) The company shall bear the costs of the shareholders' meeting and, in the case of paragraph 3, also the court costs if the court has granted such motion.

Section 121 General (excerpt)

- (7) ¹For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. ²Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. ³Sections 187 to 193 of the German Civil Code shall not be applied *mutatis mutandis*. ⁴In the case of non-listed companies, the articles of association may prescribe a different calculation of the period.

Section 70 Calculating the Shareholding Period

¹Where the exercise of rights attaching to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with Section 53 (1) sentence 1, or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) shall be equivalent to ownership of the share of stock. ²The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the German Insurance Supervisory Act (VAG) or Section 14 of the German Act on Savings and Loan Associations (BauSparkG).

2. 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 27, 2023, 24:00 hrs. (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*.

The right of each shareholder to make counter-motions and nominations for election regarding the various agenda items during the annual general meeting even without prior communication to the company remains unaffected. Please note that any counter-motions or nominations for election which have been sent to the company in advance in due time will be considered only if they are made orally during the annual general meeting.

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 email to 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 after their receipt. Comments by the management, if any, will also be made available on the above website.

The provisions of the AktG underlying these shareholders' rights, which also specify the conditions under which counterproposals and election proposals do not need to be made available, are as follows:

Section 126 Motions by shareholders (excerpt)

- (1) ¹*Motions by shareholders including the shareholder's name, a statement of reasons and management's position, if any, shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the Company at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with a statement of reasons, to the address designated for this purpose in the notice convening the shareholders' meeting.* ²*The day of receipt shall not be counted.* ³*In the case of stock exchange listed companies, the motion shall be made accessible via the company's website.* ⁴*Section 125 (3) shall apply mutatis mutandis.*
- (2) ¹*A counterproposal and its statement of reasons does not need to be made available if:*
 1. *the managing board would become criminally liable by reason of such availability;*

2. *the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles of association;*
3. *the statement of reasons contains statements which are manifestly false or misleading in material respects or if they are insulting;*
4. *a counterproposal from the shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to Section 125;*
5. *the same counterproposal from the shareholder based on essentially identical reasons has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such counterproposal;*
6. *the shareholder indicates that he/she will neither attend nor be represented by proxy at the shareholders' meeting; or*
7. *within the past two years at two shareholders' meetings the shareholder has failed to make a counterproposal he/she has submitted, or failed to cause said counterproposal to be made.*

²*The statement of reasons need not be made available if it exceeds a total of 5,000 characters.*

- (3) *If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective statements of reasons.*

[...]

Section 127 Election nominations by shareholders

¹*Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or independent auditors.* ²*Such nomination does not need to be supported by a statement of reasons.* ³*The managing board does not need to make such nomination available if the nomination fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5.* ⁴*The management board shall provide the following content to any nomination by a shareholder for the election of supervisory board members of listed companies to which the German Codetermination Act (MitbestG), the German Coal, Iron and Steel Codetermination Act (MontanMitbestG), or the German Supplemental Act on Codetermination Industry (MontanMitbestGErgG) applies:*

1. *indication of the requirements stipulated by Section 96 (2),*
2. *whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to Section 96 (2) sentence 3, and*
3. *the number of seats on the supervisory board that must be filled, at a minimum, by*

women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96 (2) sentence 1.

Section 124 Publication of motion to add items; proposals for resolutions (excerpt)

- (3) ¹In the notice of the meeting, the management board and the supervisory board shall make proposals regarding the resolutions to be adopted on each item of business set out in the agenda regarding which the general meeting is to adopt a resolution; in case of a resolution pursuant to Section 120a (1) sentence 1 and for the election of members of the supervisory board and auditors, such guidance shall be provided solely by the supervisory board. ²In the case of companies that are Public Interest Entities pursuant to section 316a sentence 2 of the German Commercial Code (HGB), the nomination made by the supervisory board for the election of the auditor of the annual accounts is to be based on the recommendation of the audit committee. ³Sentence 1 shall not apply if, in electing members of the supervisory board, the general meeting is bound to nominations pursuant to Section 6 of the German Coal, Iron and Steel Codetermination Act (MontanMitbestG), or if the item of business regarding which a resolution is to be adopted has been included in the agenda upon a corresponding demand having been made by a minority. ⁴The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. ⁵Where the supervisory board is to consist also of members representing the employees, the resolutions adopted by the supervisory board regarding the nomination of candidates for the supervisory board shall require solely the majority of the votes cast by the members of the supervisory board representing the shareholders; Section 8 of the MontanMitbestG shall remain unaffected.

Section 125 Communications to shareholders and supervisory board members

- (1) ¹At least 21 days prior to the date of the shareholders' meeting, the managing board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:
1. the intermediaries who hold shares in the company in custody,
 2. the shareholders and intermediaries that have requested such communication and
 3. the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.

²The day of the communication shall not be counted. ³If the agenda has to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. ⁴The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. ⁵In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on their

membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

- (2) *The managing board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries that have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting, by the beginning of the 21st day before the shareholders' meeting.*
- (3) *Every member of the supervisory board may request that the managing board send the same communication to him/her.*
- (4) *Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.*
- (5) *¹The minimum requirements as regards the content and format of the information contained in the communications in accordance with Section 125 (1) sentence 1 and (2) are specified in Commission Implementing Regulation (EU) 2018/1212. ²Section 67a (2) sentence 1 shall apply to Section 125 (1) and (2) mutatis mutandis. ³In the case of stock exchange listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to Sections 67a and 67b to forward and communicate the information specified in Section 125 (1) and (2), unless the intermediary knows that the shareholder receives it from another party. ⁴The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 shall not be applied.*

Section 96 Composition of the supervisory board (excerpt)

¹In the case of companies listed on the stock exchange, to which the German Codetermination Act (MitbestG), the German Coal, Iron and Steel Codetermination Act (MontanMitbestG), or the German Supplemental Act on Codetermination Industry (MontanMitbestGErgG) applies, the supervisory board shall be composed of women at a minimum ratio of 30 percent and of men at a minimum ratio of 30 percent. ²The minimum ratio is to be fulfilled by the supervisory board as a whole. ³Where, prior to the election, the side of the shareholder representatives or the side of the employee representatives raises an objection with the chairman of the supervisory board, based on a resolution adopted by a majority, against the fulfilment of the ratio by the supervisory board as a whole, the minimum ratio for that election is to be fulfilled separately by the side of the shareholder representatives and by the side of the employee representatives. ⁴In all cases, the ratio is to be mathematically rounded up or down in order to achieve full numbers of persons. ⁵If, in the case of the ratio being fulfilled by the supervisory board as a whole,

the higher ratio of women of one side is reduced subsequently and that side then objects to the fulfilment of the ratio by the supervisory board as a whole, this shall not cause the composition of the respective other side to be invalid. ⁶Where an election of members of the supervisory board by the general meeting and their delegation to the supervisory board violates the requirement as to the minimum ratio, this election shall be null and void. ⁷Where an election is declared to be null and void for other reasons, the elections performed in the meantime do not violate the requirement as to the minimum ratio in this regard. ⁸The acts governing codetermination set out in sentence 1 are to be applied to the election of members of the supervisory board representing the employees.

3. Right to request information pursuant to Section 131 AktG

At the annual general meeting, every shareholder or shareholder representative may request from the Management Board information regarding the company's affairs, the company's legal and business relationships with affiliated companies, and the position of the Group and any companies included in the consolidated financial statements to the extent that such information is necessary to allow a proper evaluation of an agenda item.

The information provided must comply with the principles of conscientious and truthful accountability. The Management Board can refrain from answering individual questions for the reasons set forth in Section 131 (3) AktG.

Pursuant to § 15 paragraph (4) of the Articles of Association, the chairperson of the meeting is authorized to reasonably limit shareholders' right to ask questions and speak. In particular, the chairperson is authorized to set a reasonable time limit for the entire meeting, for individual agenda items or for individual questions and statements at the beginning or during the course of the annual general meeting.

The provisions of the AktG underlying these shareholders' rights read as follows:

Section 131 Shareholders' right to obtain information (excerpt)

- (1) *¹Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. ²The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. ³If a company makes use of the provisions on the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him/her at the shareholders' meeting about these annual financial statements in the form that would have been used if such provisions on the simplified procedure were not applied. ⁴The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to provide*

information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.

[...]

(2) ¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The articles of association or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions, and may provide relevant details in this respect.

(3) ¹The managing board may refuse to provide information:

- 1. to the extent that providing such information is, according to prudent business judgment, likely to cause not immaterial damage to the company or an affiliated company;*
- 2. to the extent that such information relates to tax valuations or the amount of certain taxes;*
- 3. with regard to the difference between the value at which items are stated in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;*
- 4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Section 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
- 5. to the extent that the managing board would, by providing such information, become criminally liable;*
- 6. to the extent that, in the case of a credit institution, a financial services institution or a securities institution, no information needs to be provided regarding accounting and valuation methods applied nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or group management report;*
- 7. to the extent the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the shareholders' meeting.*

²The provision of information may not be refused for other reasons.

(4) ¹If information has been provided to a shareholder outside the shareholders' meeting by reason of his/her status as a shareholder, such information shall, upon request, be provided to any other shareholder at the shareholders' meeting, even if such information

is not necessary to permit a proper evaluation of an item on the agenda. ²In the case of a virtual shareholders' meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his/her request in accordance with sentence 1 by means of electronic communication. ³The managing board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. ⁴Sentences 1 to 3 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and the information is needed for these purposes.

- (5) *¹A shareholder who has been denied information may request that his/her query and the reason for which the information was denied be recorded in the minutes of the meeting. ²In the case of a virtual shareholders' meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his/her request in accordance with sentence 1 by means of electronic communication.*

The provision of the Articles of Association underlying this shareholder right reads as follows:

§ 15 Procedure at the Shareholders' Meeting

- (4) *The chairperson of the Shareholders' Meeting shall be authorized to reasonably limit the shareholders' right to ask questions and speak; if appropriate, the chairperson shall in particular be authorized to limit the time allowed for individual or all shareholders to ask questions and/or speak on individual or all items of the Shareholders' Meeting at the beginning or during the course of the Shareholders' Meeting and, if this is legally permissible with regard to the proper conduct of the Shareholders' Meeting, to order the end of the debate.*
