

In accordance with Section 113 (3) of the German Stock Corporation Act (*AktG*), the general meeting of a listed company must resolve to approve the remuneration and the remuneration system for the members of the company's supervisory board at least every four years.

Therefore, the Management Board and the Supervisory Board have proposed to the General Meeting on May 17, 2024, to resolve on the amendment of the provisions of the Articles of Association governing the remuneration, which had been unchanged since 2020, and to resolve on the amendment of the remuneration system, which had been approved by the General Meeting on May 18, 2021, and to apply the new provisions for the first time to the fiscal year that began to run on January 1, 2024.

The amendment of the provisions of the Articles of Association governing the remuneration in § 12 of the Articles of Association and the system for the remuneration of the Supervisory Board were resolved and approved, respectively, by the Annual General Meeting on May 17, 2024, with the required majority. With regard to this resolution 90,484,441 valid votes were cast. This corresponds to 78.34 % of the registered share capital.

Of the votes cast,

90,378,745 votes approved the resolution, representing 99.88 % of the valid votes cast.

105,696 votes rejected the resolution, representing 0.12 % of the votes validly cast.

## The remuneration system for the members of HENSOLDT AG's Supervisory Board

The remuneration of the members of HENSOLDT AG's Supervisory Board is stipulated in § 12 of the Articles of Association. In accordance therewith, the Supervisory Board members receive fixed remuneration annually for their services. The chairperson and the deputy chairperson of the Supervisory Board receive higher fixed remuneration. The chairpersons and the members of the committees specified in § 12 paragraph (2) of the Articles of Association also receive additional fixed remuneration. No variable remuneration is paid. § 12 was last amended by the General Meeting of HENSOLDT AG on May 17, 2024.

§ 12 of the Articles of Association of HENSOLDT AG reads as follows:

### § 12

#### *Remuneration of Supervisory Board Members*

- (1) *Each member of the Supervisory Board receives fixed annual remuneration ("fixed remuneration") for his/her work. The fixed remuneration is to be EUR 120,000.00 (in words: one hundred and twenty thousand) for the chairperson of the Supervisory Board, EUR 70,000 (in words: seventy thousand) for the deputy chairperson and EUR 50,000 (in words: fifty thousand) for every additional member.*
- (2) *For membership in the committees of the Supervisory Board listed below, additional remuneration is received in each case as follows:*
  - (i) *the chairperson of the executive committee (Präsidium) receives fixed annual remuneration of EUR 25,000.00 (in words: twenty-five thousand), and each other member of the executive committee fixed annual remuneration of EUR 15,000.00 (in words: fifteen thousand);*
  - (ii) *the chairperson of the nomination committee (Nominierungsausschuss) receives fixed annual remuneration of EUR 20,000.00 (in words: twenty thousand), and each other member of the nomination committee fixed annual remuneration of EUR 10,000.00 (in words: ten thousand);*
  - (iii) *the chairperson of the audit committee (Prüfungsausschuss) receives fixed annual remuneration of EUR 25,000.00 (in words: twenty-five thousand), and each other member of the audit committee fixed annual remuneration of EUR 15,000.00 (in words: fifteen thousand);*
  - (iv) *the chairperson of the compliance committee (Complianceausschuss) receives fixed annual remuneration of EUR 25,000.00 (in words: twenty-five thousand), and each other member of the compliance committee fixed annual remuneration of EUR 15,000.00 (in words: fifteen thousand).*
- (3) *The total annual remuneration of each member of the Supervisory Board pursuant to paragraphs (1) and (2) is limited to twice the amount of the relevant fixed remuneration pursuant to paragraph (1).*

- (4) *The Fixed Remuneration pursuant to paragraph 1 and remuneration pursuant to paragraph 2 are payable four weeks after the end of the financial year. Supervisory Board members who are members of the Supervisory Board or a committee for only part of the financial year or who have chaired a committee for only part of the financial year shall receive remuneration that is lower in proportion to time; this applies to each remuneration within the meaning of paragraphs 1 and 2.*
- (5) *All remuneration within the meaning of paragraphs 1 and 2 shall be exclusive of value-added tax in the amount legally owed by the Supervisory Board member.*
- (6) *The Company shall reimburse members of the Supervisory Board for any expenses incurred in the performance of their duties, including any value-added tax attributable to the reimbursement of such expenses.*
- (7) *The Company may take out liability insurance for the benefit of members of the Supervisory Board which covers statutory liability arising from their activities on the Supervisory Board.*

The remuneration system for the Supervisory Board members on which the provisions set down in the Articles of Association are based can be described in detail as follows (information pursuant to Section 113 (3) in conjunction with Section 87a (1) sentence 2 AktG):

1. The system for remunerating the Supervisory Board members provides for purely fixed remuneration without any performance-based variable components and without any stockbased remuneration component. The payment of purely fixed remuneration is consistent with widespread practice at other listed stock corporations and has proven successful. The Management Board and the Supervisory Board believe that purely fixed remuneration for the Supervisory Board members is best suited to bolster the independence of the Supervisory Board. Such fixed remuneration takes into account the Supervisory Board's advisory and supervisory function, which is to be fulfilled irrespective of the company's success, and therefore avoids potentially false incentives. Purely fixed remuneration for supervisory board members is also advised in suggestion G.18 sentence 1 of the German Corporate Governance Code ("GCGC").
2. The Supervisory Board members' remuneration consists of the following components:
  - a) In accordance with the provisions set down in the Articles of Association, the fixed annual remuneration for the members of the Supervisory Board is EUR 50,000. The chairperson of the Supervisory Board receives EUR 120,000; the deputy chairperson receives EUR 70,000. Consistent with recommendation G.17 sentence 1 GCGC, the level of remuneration thereby accounts for the larger time commitment necessary when holding office as chairperson and deputy chairperson.
  - b) The members of the committees specified in § 12 paragraph (2) of the Articles of Association (i.e., the executive committee, the nomination committee, the audit committee, and the compliance committee) receive in addition to their fixed annual remuneration according to a) above additional fixed remuneration for their work in those committees. Each simple member of the executive committee, the audit committee, and the compliance committee receives additional annual remuneration of EUR 15,000, and the chairpersons of those committees receive additional annual remuneration of EUR 25,000. Each simple member of the nomination committee receives additional annual remuneration of EUR 10,000 and the chairperson EUR 20,000.

- c) Higher remuneration is paid for the work in the committees specified in § 12 paragraph (2) of the Articles of Association than in other committees not specified in § 12 paragraph (2) of the Articles of Association due to the particular significance for the overall activities of the Supervisory Board and due to the particular demands in working in the specified committees. In particular, based on experience, the membership in the committees specified in § 12 paragraph (2) of the Articles of Association entails significantly greater preparation work and a larger time commitment both qualitatively and quantitatively.
  - d) The cap on Supervisory Board members' remuneration is stipulated in § 12 paragraph (3) of the Articles of Association and is twice the amount of the fixed remuneration pursuant to paragraph (1). A maximum amount of remuneration for the Supervisory Board as a whole is not stipulated.
  - e) The Company has taken out liability insurance for the benefit of the members of the Supervisory Board that covers their statutory liability arising from their activities on the Supervisory Board (D&O insurance). Furthermore, upon presentation of proof, the company reimburses each Supervisory Board member for his/her reasonable expenses, including any value-added tax payable on the expenses, as well as any value-added tax owed on his/her remuneration by law.
3. The amount and design of the Supervisory Board members' remuneration are consistent with market conditions – especially also in light of the remuneration of members of supervisory boards of other comparable listed companies in Germany. The remuneration allows the company to attract and retain excellently qualified candidates with valuable industry-specific expertise for its Supervisory Board. This is a prerequisite for the Supervisory Board to perform its advisory and supervisory activities as best as possible. The remuneration is set in a way that materially promotes the company's corporate strategy and long-term development.
  4. Pursuant to § 12 paragraph (4) of the Articles of Association, the remuneration for serving as a member of the Supervisory Board and for the activities done in its committees during a fiscal year is due and payable four weeks after the end of the fiscal year. There are no further postponement periods for the payment of remuneration components.
  5. The Articles of Association conclusively provide for the Supervisory Board members' remuneration. There are no ancillary or side agreements nor resolutions of the general meeting on the approval of remuneration. The remuneration is tied to the length of membership on the Supervisory Board and to the length of membership on the committees. Supervisory Board members who are members of the Supervisory Board or a committee for only part of a fiscal year receive remuneration adjusted pro rata temporis. This calculation is made precisely to the day. There are no commitments to grant compensation for dismissal (*Entlassungsschädigungen*) or provisions for retirement pensions or early retirement schemes (*Vorruhestandsregelungen*).
  6. The remuneration scheme applies equally to shareholder representatives and employee representatives on the Supervisory Board. The terms and conditions governing the employees' remuneration and employment have been and are irrelevant to the remuneration system for the Supervisory Board.
  7. The remuneration system for the Supervisory Board is approved by resolution of the general meeting based on a proposal by the Management Board and the Supervisory Board.

The company's Articles of Association provide for the remuneration. The Management Board and the Supervisory Board will regularly and continually review the remuneration system for Supervisory Board members and present it to the general meeting for approval by – as the case may be, confirmatory – resolution at least once every four years in accordance with Section 113 (3) sentences 1 and 2 AktG.

By proposing resolutions to the general meeting for the approval of the Supervisory Board's level of remuneration, the Supervisory Board is inherently acting in its own interests. This is consistent with the procedure provided for by the AktG. However, the decision on the Supervisory Board's remuneration itself is incumbent upon the general meeting.