



Nominating and Corporate Governance Committee Charter

Role

The role of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Lilium N.V. (“Board”) is to recommend director nominees for election to the Board, to review, evaluate, and recommend changes to the corporate governance framework for Lilium N.V., together with its subsidiaries and any affiliates it controls (collectively, “Lilium”), and fulfill such other responsibilities as set forth in this Nominating and Corporate Governance Committee Charter (“Charter”). References to the “Board” are to the full Board, which includes the members of the Board who have been designated to serve as executive officers (as defined by Rule 3b-7 of the Securities and Exchange Act of 1934, as amended or pursuant to article 2:129a of the Dutch Civil Code) of Lilium N.V. by the Board as well as the other members of the Board (“Non-Executive Board Members”).

Membership

The Committee must be comprised entirely of Non-Executive Board Members, each of whom shall meet the requirements of Lilium’s Non-Executive Director Independence Guidelines, except as otherwise provided by the Corporate Governance Guidelines. There must be at least two Committee members. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets at least two times a year. Additional meetings may occur in case of an intermediate vacancy in the Board or when a majority of the Committee or its chairperson deems advisable. The Committee will meet in separate sessions, from time to time, without any executive officers of Lilium present. The Committee will keep minutes of its proceedings and will report on its actions and activities to the Board. Committee members will be furnished with copies of the minutes of each meeting and any actions taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements that apply to the Board (except that a quorum of the Committee shall consist of no fewer than two Non-Executive Board Members that meet the requirements of Lilium’s Non-Executive Director Independence Guidelines). The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Articles of Association of Lilium N.V., (c) the laws of the Netherlands, or (d) the listing requirements of the Nasdaq Stock Market, LLC.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has complete authority to retain and terminate any search firm used to identify director candidates and other experts and consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of Lilium and the Committee is authorized to take all necessary steps to preserve the privileged nature of those communications.

Consistent with the authority delegated to the Committee by the Board, the Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee and executive officers of Liliium.

Responsibilities

Subject to Liliium N.V.'s Corporate Governance Guidelines ("Corporate Governance Guidelines"), the principal responsibilities and functions of the Committee are:

1. Board Evaluation. Annually evaluate and report to the Board on the performance and effectiveness of the Board in fulfilling its responsibilities.
2. Identification and Recommendation of Nominees for Election to the Board.
 - a. Assist in identifying, interviewing, and recruiting candidates for the Board.
 - b. Annually present to the Non-Executive Board Members, a list of individuals recommended for nomination for election to the Board at the annual general meeting of shareholders of Liliium.
 - c. In consultation with the Board, establish the Board Membership Criteria outlined in the Corporate Governance Guidelines.
 - d. Establish any necessary policies and processes for identifying and evaluating candidates for the Board, including those recommended by shareholders, and addressing other shareholder proposals regarding director nominations.
3. Governance Framework and Guidelines.
 - a. On an ongoing basis, review, develop, and recommend to the Board, appropriate changes to Liliium's corporate governance framework, including Liliium N.V.'s Articles of Association, Corporate Governance Guidelines, and Non-Executive Director Independence Guidelines.
 - b. Monitor compliance with the Corporate Governance Guidelines.
4. Committee Composition and Charter.
 - a. Annually review the composition of each committee of the Board (including this Committee) and present recommendations for committee memberships to the Board.
 - b. Recommend additional committee members to fill vacancies as needed.
 - c. Annually review and make recommendations as appropriate to the Board about changes to this Charter.
5. Other Responsibilities. The committee shall:
 - a. Oversee director orientation and continuing education programs.
 - b. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
 - c. Review and provide guidance to the Board and Liliium's executive officers about the framework for the Board's oversight of and involvement in shareholder engagement and other matters delegated by the Board.

Adopted September 14, 2021, Revised November 16, 2022