



## Corporate Governance Guidelines

### Introduction

The Board of Directors of Lilium N.V. (“Board”) has developed corporate governance policies and practices to help it fulfill its responsibilities to shareholders and other stakeholders (collectively, “stakeholders”). The policies in these guidelines are intended to assure that the Board has the authority and practices in place to review and evaluate the business operations of Lilium N.V., together with its subsidiaries and any affiliates it controls (collectively, “Lilium”), and to make decisions that are in the best interest of stakeholders. The Board may refine or change these guidelines as necessary or advisable to achieve these objectives. 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 (“Executive Board Members”) as well as the other members of the Board (“Non-Executive Board Members”).

### Board Oversight

- 1. Business Oversight.** The Board oversees business affairs and integrity and works with those employees who have been designated to serve as members of the Senior Leadership Team of Lilium by the Board (“SLT Members”) on Lilium’s mission and long-term strategy. The Non-Executive Board Members also oversee and evaluate the performance of Executive Board Members, and oversee executive officer succession planning for Executive Board Members.
- 2. Risk Oversight.** The Board oversees risk management at Lilium. The Board executes its oversight responsibility directly and through its committees, who regularly report back to the Board. For information on specific areas of risk oversight, each committee has a charter describing its specific responsibilities, which can be found on the Investor Relations section of our website, [www.lilium.com](http://www.lilium.com). The Board exercises direct oversight of strategic risks to Lilium and other risk areas not delegated to one of its committees. The Board and its committees assess whether SLT Members have an appropriate framework in place to manage risks and whether that framework is operating effectively.

### Board Composition and Selection; Independent Directors

- 3. Board Size.** The Board believes ten members is an appropriate size based on Lilium’s present circumstances. The Board will periodically evaluate whether a larger or smaller number of directors would be preferable and shall revise these guidelines accordingly.
- 4. Selection of Board Members.** The Nominating and Corporate Governance Committee (“Nominating Committee”) recommends candidates for Board membership. In making its recommendations for Board candidates, the Nominating Committee considers the qualifications of individual candidates based on the Board membership criteria described below. The Nominating Committee has the authority to retain search firms and approve payment of their fees. The Non-Executive Board Members nominate Board member candidates for election by the shareholders at the Annual

General Meeting (the “AGM”) and determine the appropriate process to fill any Board vacancies that occur at other times.

**5. Board Membership Criteria.** The Nominating Committee works with the Board annually to determine the appropriate profile for the Board as a whole and its individual members. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board.

A number of factors will be considered in evaluating the suitability of individual Board members, including a general understanding of global business, sales and marketing, finance and other disciplines relevant to the success of Liliium; an understanding of Liliium’s business and technology; educational and professional background; and geographic, gender, age, and other indicia of diversity.

Each individual candidate will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best support the success of Liliium’s business and represent stakeholder interests through the exercise of sound judgment.

**6. Board Composition –Independent Directors.** The Board intends that, except during periods of temporary vacancies, a majority of the Board will be comprised of independent Non-Executive Board Members under Liliium’s Non-Executive Director Independence Guidelines.

**7. Term and Tenure.** In determining whether to recommend a currently serving director for re-election, the Nominating Committee shall consider the Board member’s participation in and contributions to the activities of the Board, the results of the annual Board evaluation, and past meeting attendance.

The Board believes that eight years is ordinarily the maximum length of time a Non-Executive Board Member should serve. While directors who have served on the Board for an extended period can provide valuable insight into the operations and future of Liliium based on their experience with, and understanding of, Liliium’s history, policies, and objectives, given the benefits to stakeholders of new perspectives, any recommendation or nomination for election which would result in Board service greater than eight years must be based on a specific justification.

**8. Election of Directors.** As provided in Article 14 paragraph 1 of Liliium N.V.’s Articles of Association, directors will be elected upon a binding nomination of the Non-Executive Board Members, which can only be rejected by a 2/3 majority of the votes cast, which votes should at least represent 50% of Liliium’s issued share capital as provided in Article 14 paragraph 4. If the shareholders at an AGM overrule the binding nomination of the Non-Executive Board Members, the Non-Executive Board Members will prepare a new nomination. That same paragraph provides that any individual nominated by the Non-Executive Board Members in such second instance can only be appointed by a 2/3 majority of the votes cast, which votes shall at least represent 50% of Liliium’s issued share capital.

**9. Directors with Significant Job Changes.** Any Non-Executive Board Member who retires or resigns from his or her present employment, or who materially changes his or her professional position or responsibilities, should inform the Board of such change in employment and offer to resign from the Board. The Nominating Committee will evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board’s membership criteria in light of his or her new professional role(s).

**10. Board Leadership.** The Board members annually appoint a Chairperson of the Board (“Chair”), who shall not be an Executive Board Member and who must be independent under Liliium’s Non-Executive Director Independence Guidelines.

The Chair coordinates the activities of the Board and is authorized to call meetings of the Board and meetings of the Non-Executive Board Members who are deemed to be independent under Liliium’s Non-Executive Director Independence Guidelines (“Independent Non-Executive Board Members”), and other special sessions within meetings, presides over those meetings and sessions, sets Board meeting agendas in consultation with others, leads the Board’s annual performance evaluation of Executive Board Members, represents the Board with internal and external audiences including shareholders when requested, and performs the other duties either specified in these Guidelines or assigned from time to time by the Board.

**11. Other Boards and Committees.** Non-Executive Board Members should not serve on more than five public company boards (including the Board), and Board members who serve as executive officers or in equivalent positions should not serve on more than two public company boards (e.g. the Board and their employer’s board). Service as a board chair counts as service on two boards for the purposes of this requirement. Members of the Audit Committee may not serve on more than three public company audit committees (including Liliium’s Audit Committee), unless such member is a retired certified public accountant, chief financial officer, controller or has similar experience, in which case the limit will be four committees. In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its substantially owned subsidiary counts as service on a single board or audit committee. The Nominating Committee and the Board will consider the nature of and time involved in a director’s service on other boards and committees in evaluating the suitability of individual directors and making its recommendations to Liliium’s shareholders. Service on boards and/or committees of other organizations should follow Liliium’s conflict of interest policies.

**12. Ethics and Business Conduct.** Liliium’s Code of Business Conduct (“Code”) is an extension of Liliium’s values and reflects Liliium’s continued commitment to ethical business practices and legal compliance. The Code covers a wide variety of areas including conflicts of interest, insider trading, and confidentiality of information, and can be found on the Investor Relations section of our website, [www.liliium.com](http://www.liliium.com). Each Board member is expected to be familiar with and adhere to the Code.

#### **Board Meetings; Involvement of Executive Board Members and Independent Advisors**

**13. Board Meetings – Frequency.** The Board will generally hold four regularly scheduled in-person meetings per year and may hold additional special meetings as necessary. Board members are expected to attend these meetings. If unusual external circumstances make physical attendance burdensome and impractical, virtual attendance will be possible.

**14. Board Meetings – Agenda.** The Chair coordinates with the Executive Board Members and Liliium’s Corporate Secretary to set the agenda for each meeting of the Board, taking into account suggestions from other members of the Board.

**15. Advance Distribution of Materials.** Information relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should be distributed before the meeting to all Board members whenever feasible and appropriate. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be appropriate.

**16. Access to Employees.** The Board and Board committees should have access to Liliium’s employees to ensure that Board and Board committee members can ask all questions and obtain information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Executive Board Members are encouraged to invite Liliium personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of the matters considered.

**17. Access to Independent Advisors.** The Board, the Executive Board Members, the Non-Executive Board Members and the Board committees may retain independent auditors and financial, legal, or other advisors. Liliium will provide funding, as determined by the Board or any committee, to compensate those independent auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

**18. Compensation Consultant Independence.** The Compensation Committee has sole authority to retain and terminate compensation consultants and other experts and consultants to the Compensation Committee, as it deems appropriate, including sole authority to approve fees and other retention terms. Before retaining any compensation consultant or other experts and consultants, the Compensation Committee will evaluate their independence consistent with applicable regulations and listing standards. It is the policy of the Compensation Committee that any compensation consultant retained by the Compensation Committee must be independent of SLT Members and Liliium management generally. The Compensation Committee will also evaluate the independence of its experts and other consultants under applicable regulations and listing standards.

**19. Sessions of Independent Non-Executive Board Members.** At each regularly scheduled meeting of the Board, time is set aside for the Independent Non-Executive Board Members to meet in a separate session without any Executive Board Members and the non-independent Non-Executive Board Members, if any, present. Additional sessions may be held as needed. Such sessions are called and chaired by the Chair or the chair of each committee, as applicable.

### **Performance Evaluations and Succession Planning**

**20. Annual Executive Board Member Evaluation.** The Chair leads the Non-Executive Board Members in the annual performance evaluation of Executive Board Members in their capacity as executive officers of Liliium N.V. The Compensation Committee establishes such evaluation process. The evaluation results are reviewed and discussed with the Independent Non-Executive Board Members, and the results are communicated to the Executive Board Members.

### **21. Development and Succession Planning.**

The Non-Executive Board Members should work with the Executive Board Members and the Compensation Committee to develop an executive officer succession plan for Executive Board Members that covers identification of internal and external candidates, and development plans for internal candidates. The Non-Executive Board Members should annually review such succession plan. The criteria used to assess potential candidates should be formulated based on Liliium’s business strategies, and include strategic vision, leadership, and operational execution. The Non-Executive Board Members may review development and succession planning more frequently as it deems necessary or desirable.

**22. Designation of Executive Officers and SLT Members.** The Non-Executive Board Members designate which persons shall serve as the executive officers of Liliium N.V. as well as the other SLT Members, who oversee the day-to-day activities of Liliium.

**23. Board and Committee Self-Evaluation.** Each year, the Board and its committees conduct self-evaluations to assess their effectiveness and adherence to these guidelines and committee charters, and to identify opportunities to improve Board and committee performance.

- *Board evaluation* – The Nominating Committee conducts an annual evaluation of the performance of the Board. The results are reported to and discussed with the Board. The report includes an assessment of the Board’s compliance with the principles in these guidelines and identifies areas in which the Board could improve its performance.
- *Committee evaluations* – Each committee conducts an annual performance evaluation and reports the results to the Board. Each committee’s report includes an assessment of the committee’s compliance with the principles in these guidelines and the committee’s charter, as well as identifying areas in which the committee could improve its performance.

### **Compensation**

**24. Non-Executive Board Member Compensation Review.** The Board believes that Non-Executive Board Member compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. The Board also believes that a significant portion of Non-Executive Board Member compensation should align the Non-Executive Board Member’s interests with the long-term interests of stakeholders. The Compensation Committee will periodically examine how Liliium’s Non-Executive Board Member compensation practices compare with comparable companies. The Board will change its Non-Executive Board Member compensation practices only upon the recommendation of the Compensation Committee, with any required changes to Liliium’s compensation policy, which governs the compensation of Non-Executive Board Members as well as Liliium’s Chief Executive Officer (the “Liliium Compensation Policy”) to be approved at the next general meeting of shareholders of Liliium.

**25. Executive Board Member Compensation Review.** The Non-Executive Board Members will make decisions regarding compensation of executive officers of Liliium N.V. who are Executive Board Members based on the recommendations of the Compensation Committee with any required changes to the Liliium Compensation Policy to be approved at the next general meeting of shareholders of Liliium.

**26. Anti-Hedging and Pledging Policy.** Liliium’s Insider Trading Policy provides that Board members and SLT Members and certain other specified persons are prohibited from engaging in hedging transactions involving Liliium securities. Board members and SLT Members are also prohibited from purchasing Liliium securities on margin, borrowing against Liliium securities held in a margin account, or pledging Liliium stock as collateral for a loan.

### **Committees**

**27. Number and Type of Committees.** The Board has four standing committees – the Audit Committee, the Compensation Committee, the Nominating Committee and the Sustainability Committee. The Board may add new committees or remove existing committees as it deems advisable in fulfilling its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with Liliium N.V.’s Articles of Association and the committee’s charter. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

**28. Composition of Committees and Committee Chairs.** The Audit Committee, Compensation Committee, Sustainability Committee, and Nominating Committee will consist entirely of Independent Non-Executive Board Members. Where allowed under applicable law and listing standards, and following all applicable disclosure and other requirements, the Board may make short, time-limited, exceptions to this requirement. The Board appoints committee members and committee chairs using criteria they determine to be in the best interest of Liliium and its stakeholders. Committee assignments and chair positions are reviewed each year by the Nominating Committee. The Board will consider the Nominating Committee's recommendations, and determines these assignments, considering the desirability of rotation of committee members and chairs, the benefits of continuity and experience, applicable legal, regulatory, and stock exchange listing requirements, and other factors.

**29. Committee Meetings and Agenda.** The chair of each committee develops, in consultation with other committee members, the committee's agenda. The chair and committee members determine the frequency and length of committee meetings consistent with the committee's charter.

### **Miscellaneous**

**30. Director Orientation and Continuing Education.** The Nominating Committee and SLT Members are responsible for director orientation programs, and for Board member continuing education programs to assist Board members in maintaining skills necessary or appropriate to perform their responsibilities.

**31. Shareholder Communications.** Liliium shareholders are invited to contact the Board about corporate governance or the Board. Inquiries meeting these criteria will be received and processed by Liliium's Corporate Secretary before being forwarded to the Board, a committee of the Board, or a Board member as designated in the message. Communications relating to other topics, including those that are primarily commercial in nature, will not be forwarded.

Mail:  
Liliium N.V.  
Attn: Corporate Secretary  
Claude-Dornier Str. 1  
Geb. 335  
82234 Wessling, Germany

Concerns about questionable accounting or auditing matters or possible violations of the Code should be reported pursuant to the procedures outlined in the Code, a copy of which is located on the Investor Relations section of our website, [www.liliium.com](http://www.liliium.com).

**32. Attendance at Annual General Meeting of Shareholders.** Board members are encouraged to attend the AGM.

**33. Review of Corporate Governance Guidelines.** The Board expects to review these guidelines periodically and make changes as necessary.

Adopted September 14, 2021, Revised November 16, 2022