LOCKHEED MARTIN CORPORATION

2025 PROXY STATEMENT & NOTICE OF ANNUAL MEETING

VIRTUAL ANNUAL MEETING
MAY 9, 2025
9:00 A.M. EDT

LOCKHEED MARTIN

Notice of 2025 Annual Meeting of Stockholders

Voting Matters and Board Recommendations

Proposal 1	Election of Directors → See page 29 for further information.	**FOR** each Nominee
Proposal 2	Advisory Vote to Approve the Compensation of our Named Executive Officers (Say-on-Pay) → See page 43 for further information.	**FOR**
Proposal 3	Ratification of the Appointment of Ernst & Young LLP as our Independent Auditors for 2025 → See page 76 for further information.	**FOR**
Proposals 4 - 6	Stockholder Proposals as described in the proxy statement, if properly presented → See page 79 for further information.	**AGAINST**

We welcome and encourage you to attend Lockheed Martin's 2025 Annual Meeting, which will be conducted exclusively online through a live audio webcast to facilitate stockholder attendance and to enable stockholders to participate fully and equally, regardless of size of holdings, resources or physical location. Our 2024 Annual Report, which is not part of the proxy soliciting materials, is enclosed if the proxy materials were mailed to you and is also available online at www.edocumentview.com/LMT. The proxy materials or a Notice of Internet Availability were first sent to stockholders on or about March 27, 2025.

We will consider the six proposals noted above and any other matters that may properly come before the meeting.

Your vote is extremely important. Please vote at your earliest convenience to ensure the presence of a quorum at the meeting. Promptly voting your shares in accordance with the instructions you receive will save the expense of additional solicitation.

Sincerely,

Kevin J. O'Connor
Senior Vice President, General Counsel and Corporate Secretary
March 27, 2025

Lockheed Martin Virtual Annual Meeting

When:

Friday, May 9, 2025, 9:00 a.m. EDT

Live Webcast Access:

Online audio webcast at:
https://meetnow.global/LMT2025
(You may log in beginning at 8:30 a.m. EDT)

Who Can Vote:

Stockholders of record at the close of business on February 28, 2025 are entitled to vote. Whether or not you plan to attend the Annual Meeting, **we encourage you to vote and submit your proxy in advance** of the meeting by one of the methods described below. See Frequently Asked Questions beginning on page 90 for additional information regarding accessing the Annual Meeting and how to vote your shares.

How to Vote in Advance:

Via Internet:
At the website listed on the Notice of Internet Availability, proxy card or voting instruction form you received.

By Telephone:
Call the telephone number provided on the proxy card or voting instruction form you received.

By Mail:
Mark, date and sign your proxy card or voting instruction form and return it in the accompanying postage prepaid envelope.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 9, 2025:
The 2025 Proxy Statement and 2024 Annual Report are available at *www.edocumentview.com/LMT*.

Letter from Our Chairman and CEO

March 27, 2025

Dear Fellow Stockholders:

Lockheed Martin's performance in 2024 reinforced our position as a trusted national asset, embodying American innovation, ingenuity and exploration. Our 120,000 teammates worked every day to advance capabilities that enhance deterrence to armed conflict and provide our customers with a decisive advantage in an increasingly complex and threatening global environment. Time and again, our mission-based solutions performed when our customers needed them most, advancing U.S. and allied interests and protecting our citizens.

Our 21st Century Security® strategy drives this continued innovation to ensure our customers always stay ahead of potential adversaries. Integrating digital technologies like 5G, artificial intelligence (AI), distributed cloud computing, and software-defined networks into the national defense enterprise delivers more advanced capabilities with greater speed, resiliency and interoperability. In 2025, we will continue to rapidly execute our 21st Century Security vision to build a more advanced, resilient and interoperable defense industrial base poised to meet the needs of our nation and its allies.

I recognize our company's successes and the opportunities ahead would not be possible without your ongoing investment and support as our shareholders, the dedication and excellence of our Lockheed Martin workforce, and the oversight and engagement of your board of directors. Gen. Bruce Carlson, a director for the past ten years, has reached our mandatory retirement age and will not stand for reelection this year; I thank him for his service to our company and, in particular, his work to champion our 1LMX transformation efforts.

Lockheed Martin is well positioned to deliver proven capabilities that will defeat even the most modern threats to national security. We anticipate our growth in 2024 to continue in 2025 and the years ahead. As we look to the future, we remain committed to achieving peace through strength, while collaborating with our U.S. government partners and allies to foster a safer and more secure world in the years to come.

"Time and again, our mission-based solutions performed when our customers needed them most, advancing U.S. and allied interests and protecting our citizens."

Sincerely,

James D. Taiclet

James D. Taiclet

Chairman, President and
Chief Executive Officer

Letter from Our Independent Lead Director

March 27, 2025

Dear Fellow Stockholders:

As Independent Lead Director of our Company's Board of Directors. I am privileged to be able to work with my fellow directors, who bring a rich mix of experiences and service to Lockheed Martin. This balance of background and familiarity with the Company and its industry provides management with fresh perspectives and seasoned insights. In 2024, the Board welcomed Dr. Heather Wilson and Adm. John Aquilino (U.S. Navy, Retired) to the Board. Both directors have made immediate contributions. Ilene Gordon and Jeh Johnson both left the Board in 2024 after serving the Company and our stockholders with great distinction. Our Board seeks to maintain the deep leadership experience, broad-based expertise and service to our nation necessary to provide effective oversight of our Company's broad portfolio, game-changing innovation, and commitment to keeping our customers Ahead of Ready.

My focus is to ensure the Board closely monitors the Company's operational performance and participates in a robust succession planning process that attracts, develops, and retains the next generation of leadership within Lockheed Martin. The Board regularly reviews the strategic and programmatic issues facing the Company, discusses the risk environment the Company is operating in and plans for management succession and director refreshment. The Board provides feedback to Jim Taiclet, our Company's Chairman of the Board, President and CEO, and receives input from our Company's stockholder engagements. These collective efforts enable us to oversee the Company today and shape it for tomorrow.

On a personal note, I am proud to serve this Company with my fellow directors and believe deeply in its important national security mission. I look forward to continuing to represent you on the Board and thank you for your trust and investment in Lockheed Martin.

Sincerely,

Thomas J. Falk

Independent Lead Director

"Lockheed Martin will advance its 21st Century Security strategy and ensure the next generation of leadership is prepared to keep our customers Ahead of Ready."

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Frequently Requested Information

About Lockheed Martin

Lockheed Martin Corporation (Lockheed Martin, the Company, us or we) (NYSE: LMT) is a global security and aerospace company principally engaged in the research, design, development, manufacture, integration and sustainment of advanced technology systems, products and services. We also provide a broad range of management, engineering, technical, scientific, logistics, system integration and cybersecurity services. We serve both U.S. and international customers with products and services that have defense, civil and commercial applications, with our principal customers being agencies of the U.S. Government.

Our strategic objectives drive our business

Our Mission is to deliver reliable, innovative and affordable technology solutions to keep our customers Ahead of Ready to succeed in any mission and return home safely to their families.

PERFORM

Lead in delivering 21st Century Security® solutions to our customers. Drive business outcomes. Deliver outstanding results for our customers and stockholders.

TRANSFORM

Transform ourselves and our supply chain. Innovate our solutions. Adopt new processes and tools to become more agile for customers.

GROW

Expand existing core business.
Go after new segments and adjacent markets. Disrupt ourselves through new developments, programs and products.

We deliver 21st Century Security solutions for a complex world

As a leader in the global security and aerospace industry, we are a pathfinder for 21st Century Security, our vision to accelerate the adoption of advanced networking and digital technologies into the defense enterprise of the U.S. and allied nations while enhancing the performance and value of our platforms and products for our customers. We deliver 21st Century Security by integrating new and existing systems across all domains with advanced, open-architecture networks including 3rd party technology, to make forces more agile, adaptive and unpredictable, while developing and deploying advanced technologies such as:

- Advanced Communications and 5G.MIL® Solutions
- Artificial Intelligence and Machine learning
- Autonomy and Crewed-Uncrewed Teaming
- Cyber
- Directed Energy
- Hypersonic Solutions

Our People

121,000
Employees Worldwide

70,000
Engineers, Scientists and IT Professionals

21%
are Veterans

Employee data as of December 31, 2024

2024 Financial Highlights

$71.0 billion
Sales

$5.3 billion ($22.31 / share)
Net Earnings

$6.1 billion
Segment Operating Profit*

$7.0 billion
Cash From Operations

$5.3 billion
Free Cash Flow*

$176.0 billion
Backlog

$3.7 billion
Share Repurchases

$3.1 billion
Dividends

Return to Stockholders

$3.3 billion
Indep. R&D and Cap Ex

* See Appendix A for definitions of non-GAAP Measures.

In 2024, we:

- Grew our top-line sales by 5%
- Ended the year with record backlog, positioning us for future growth
- Increased our quarterly cash dividend for the 22nd consecutive year

Our Industry Leading Portfolio (2024 sales)

$28.6 billion
Aeronautics

Advancing integrated multi-domain air superiority:

- F-35 Lightning II
- F-16 Fighting Falcon
- C-130 Hercules
- F-22 Raptor
- Skunkworks®

$12.7 billion
Missiles and Fire Control

Modernizing precision strike and missile defense:

- GMLRS
- HIMARS
- PAC-3, THAAD
- PrSM
- JASSM, LRASM
- SNIPER and IRST21

$17.2 billion
Rotary and Mission Systems

Furthering future flight, maritime security, battle management and mission technology:

- Black Hawk
- CH-53K
- Aegis
- C2BMC
- C6ISR
- Training and Logistics

$12.5 billion
Space

Pioneering space exploration and security:

- Next Gen OPIR GEO
- Trident II / D5
- Orion
- Next Generation Interceptor
- GPS III
- Conventional Prompt Strike

OneLM Campaigns

- Combined Joint All-Domain Command and Control and Joint All-Domain Operations
- 5G.MIL® and Advanced Communications
- Hypersonic Strike and Defense
- Homeland Defense

Lockheed Martin is Committed to Sound Corporate Governance

We are proud to be a leader in the global security and aerospace industry, and we have developed sound governance practices commensurate with the nature of our business. Our Board is active, engaged and independent; we focus on stockholder rights; and our governance model is dynamic and enables robust oversight of our business.

Our Board is active, engaged and independent

- All of our board members are independent (except for our Chairman, President and CEO) and our Board committees consist entirely of independent directors
- Our Nominating and Corporate Governance Committee (Governance Committee) reviews the Board leadership structure annually, with the Board electing the Chair and, if the Chair is not independent, the independent directors electing an independent Lead Director
- Our independent directors meet in executive session regularly, engage with management and other employees as part of their oversight duties and provide annual self-evaluations
- The Board undertook a substantial refreshment effort last year, electing two new directors as four directors departed the Board; six of our ten director nominees have been on the Board less than six years
- We require that directors own meaningful amounts of Lockheed Martin stock and we have a director retirement policy
- The Board regularly discusses management succession planning with company leadership and in executive session and has both emergency and longer-term succession plans in place for key executive roles
- Our independent Lead Director plays a pivotal oversight role, including leading our Governance Committee, acting as a leader of the independent directors, providing feedback to management (including our Chairman and CEO), championing Board refreshment, communicating with stockholders and serving as an ex officio member of all Board committees
- The Board regularly reviews its Committee charters and Corporate Governance Guidelines
- We had 100% attendance at Board and Committee meetings in 2024
- We assess thoroughly and report transparently any related person transactions

Our Board respects stockholder rights

- We have one class of voting stock with one vote per share and no super-majority voting requirements
- Stockholders have market-standard proxy access along with the right to call a special meeting or amend the Company's Bylaws
- The Board asks management to solicit stockholder feedback throughout the year and actively discusses that feedback
- Our directors are elected annually under a majority voting standard; if an incumbent director does not receive a majority of votes cast, the director must offer to resign from the Board
- We have no poison pill
- We engaged with all of this year's stockholder proposal proponents

Our Board provides rigorous risk management oversight

- The Board oversees material and emerging risks as a whole and oversees other business risks through four standing committees:
  - Audit
  - Classified Business and Security
  - Management Development and Compensation
  - Nominating and Corporate Governance
- The Board actively oversees the Company's strategy, including its innovation, people, customer engagement and capital deployment strategies
- Management oversees the Company's Enterprise Risk Management program through its
  - Executive Leadership Team
  - Integrated Risk Council
  - Risk and Compliance Committee
  - Employee training processes and culture of innovation and compliance
- The Board focuses on dynamic issues impacting our business, including cybersecurity, artificial intelligence (AI), political activities and human rights

Our Board is deeply committed to our mission and values

- Our directors are committed to our Core Values of *Do What's Right*, *Respect Others* and *Perform with Excellence* and ensuring those values remain at the heart of our Company
- The Board, management and our workforce are committed to respecting human rights in support of our customers' missions and have integrated that respect into our work, including through our Code of Ethics and Business Conduct, our Human Rights Policy and our Sustainability Management Plan
- We set meaningful and ambitious goals to reduce the environmental impact of our work and the use of our products and services, and the Board thoroughly engages with management on the Company's sustainability efforts and supports the Company's leading environmental and climate stewardship programs

Proxy Statement Voting Roadmap

PROPOSAL	BOARD RECOMMENDATION	PAGE
Management Proposals:		
1 Election of Directors • All nominees are highly experienced and have the qualifications and skills necessary to oversee the Company and advance its 21st Century Security vision • All nominees are independent except for our Chairman	FOR each Nominee	29
2 Advisory Vote to Approve the Compensation of our Named Executive Officers (Say-on-Pay) • Named Executive Officer (NEO) target compensation is set annually based on market data of peers with payouts dependent on actual performance outcomes • A significant majority of our NEOs' pay is delivered through performance-based incentives • Pay-for-performance alignment is built into the design of our incentive programs, which are strongly tied to our total stockholder return and other key financial measures	FOR	43
3 Ratification of Ernst & Young LLP (EY) as our Independent Auditors for 2025 • EY continues to perform at a high level and remains independent and objective • EY has deep institutional knowledge of our industry, operations, business, accounting policies and internal controls	FOR	76
Stockholder Proposals:		
4 Requesting Shareholder Approval Requirement for Excessive Golden Parachutes • Our executive severance plan already limits excessive cash severance to 2.99x salary and target annual bonus • Stockholders already provide input on and overwhelmingly support our compensation through annual say-on-pay votes • Proposal undermines pay-for-performance compensation programs and talent retention • Contrary to the proposal, our current severance practices permit the Board to exercise its fiduciary duty to the Company	AGAINST	80
5 Requesting a Report on Alignment of Political Activities with Human Rights Policy • This is a repeat proposal that received limited stockholder support in 2024 (12.7%) • Our lobbying practices already align with our human rights policy and stockholders overwhelming rejected the same proposal last year • Additional reporting is unnecessary because our political activities support our business activities, align with our human rights policy and with applicable law, and are disclosed transparently • Our stockholders have not indicated that they have changed their views since rejecting the same proposal last year	AGAINST	82
6 Requesting a Report on Hiring/Recruitment Discrimination • Our workforce practices already align with applicable law and relevant expectations for our business; additional reporting is unnecessary • We routinely evaluate compliance with law, and producing an evaluation/report generates expense without benefit • Our well-established, robust enterprise risk management and compliance processes are subject to Board oversight and mitigate the risks underlying the proposal • Our recruitment, hiring and promotion practices identify, develop and retain the best available talent consistent with applicable laws and regulations	AGAINST	85

Director Nominees

We ask that you elect each director nominee because they have the right mix of qualifications to oversee our Company

Please see the Director Nominees section starting on page 29 for additional information on the director nominees.


James D. Taiclet


John C. Aquilino


David B. Burritt

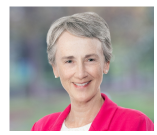

John M. Donovan


Joseph F. Dunford, Jr.


Thomas J. Falk


Vicki A. Hollub


Debra L. Reed-Klages


Heather A. Wilson


Patricia E. Yarrington

ATTRIBUTES

9 of 10	6	40%	6
Independent	Years Average Tenure	Veterans	New Directors Since 2019

CORE COMPETENCIES

CEO Leadership Experience	Senior Military / Government Experience	Financial Expertise	Sustainability Expertise	Cybersecurity Expertise
6 Directors	**3 Directors**	**7 Directors**	**8 Directors**	**4 Directors**

STRATEGIC SKILLS

Perform

21st Century Security / Defense Industry Transformation
5 Directors

5G.MIL®/ Digital & Networking Open Architecture
4 Directors

AI, Autonomy, Advanced Comms, Hypersonics, Space
5 Directors

Transform

Business and Digital Transformation
6 Directors

Operational Execution and Efficiency
10 Directors

Supply Chain Excellence
5 Directors

Grow

International Business Expansion
8 Directors

Business Model / Commercial Partnerships
8 Directors

M&A Expertise
7 Directors

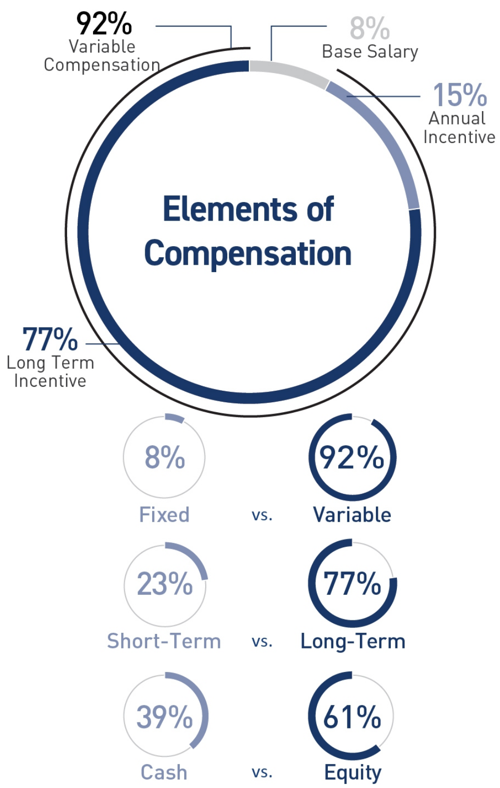
See pages 31-32 for a description of each skill and competency and matrix of the nominees' individual strategic skills, core competencies and attributes.

Executive Compensation

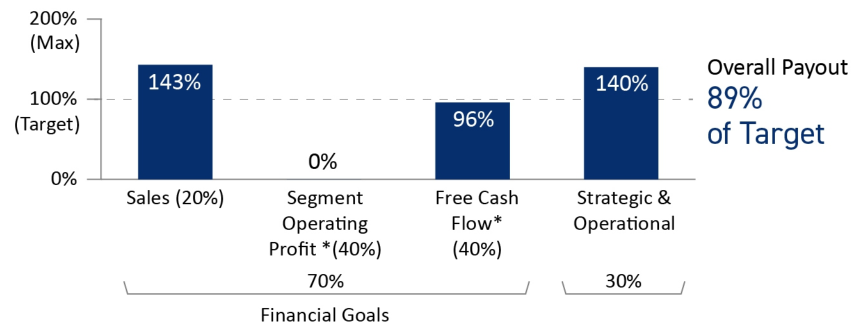
We ask that you approve our Say-on-Pay proposal

Our executive compensation philosophy and governance practices are aligned with stockholder interests and outcomes. Please see the Executive Compensation section starting on page 42 for additional information.

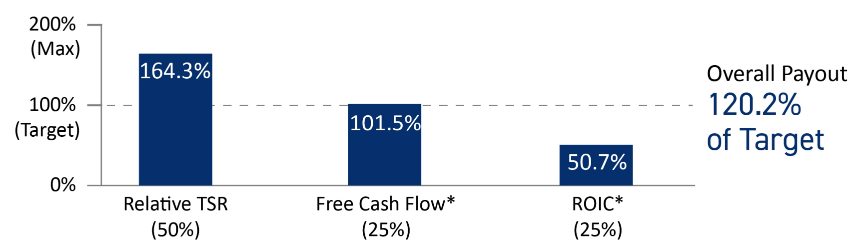
CEO TARGET OPPORTUNITY MIX



2024 ANNUAL INCENTIVE RESULTS



2022 - 2024 LONG-TERM INCENTIVE RESULTS



* Please refer to Appendix A for definitions of non-GAAP measures.

Compensation best practices

Best practices in our programs

- Pay aligns with performance
- Market-based (50th percentile) approach for determining NEO target pay levels
- Caps on annual and long-term incentives, including when Total Stockholder Return (TSR) is negative
- Supplemental discretionary clawback policy on variable pay
- Double-trigger provisions for change in control
- Robust stock ownership requirements
- Low equity burn rate and dilution
- No payment of dividends or dividend equivalents on unvested equity awards
- Annual say-on-pay vote and ongoing stockholder engagement on executive compensation

Practices we do not engage in or allow

- No employment agreements
- No option backdating, cash-out of underwater options or repricing (no employee options granted since 2012)
- No gross-ups upon a change in control
- No tax gross-ups on personal use of corporate aircraft
- No individual change in control agreements
- No automatic acceleration of unvested incentive awards in the event of termination
- No enhanced retirement formula or inclusion of long-term incentives in pensions
- No enhanced death benefits for executives
- No hedging or pledging of Company stock

Corporate Governance

Corporate Governance

We are deeply committed to strong corporate governance practices that ensure Board and management accountability, enhance public trust in the Company and create long-term stockholder value. Our Charter, Bylaws, Corporate Governance Guidelines (Governance Guidelines) and Committee Charters establish the primary framework for our governance practices and are available on the Company's website at *www.lockheedmartin.com/corporate-governance*. Our Nominating and Corporate Governance Committee (Governance Committee) regularly assesses our governance practices, considers emerging external trends, practices and stockholder feedback, and implements governance best practices that it believes enhance the operation and effectiveness of the Board.

Governance Highlights

We were one of the original signatories to the **Commonsense Corporate Governance Principles 2.0** (a framework for sound, long-term oriented governance) and our governance practices also comply with the **Investor Stewardship Group Corporate Governance Principles for U.S. Listed Companies**. Our governance highlights include:

RELATING TO THE BOARD

- ✔ Entirely independent Board other than the Chairman
- ✔ Strong and engaged independent Lead Director
- ✔ Entirely independent committees
- ✔ Annual review of Board leadership structure
- ✔ Annual Board and Committee evaluations
- ✔ Active Board refreshment
- ✔ Regular executive sessions of independent directors
- ✔ Meaningful director stock ownership guidelines
- ✔ Policy against "overboarding"
- ✔ Retirement policy
- ✔ Regular review of Committee Charters and Governance Guidelines
- ✔ Access to officers and employees

RELATING TO STOCKHOLDER RIGHTS

- ✔ One class of voting stock
- ✔ One share, one vote
- ✔ Annual election of directors
- ✔ Majority voting for directors in uncontested elections
- ✔ Mandatory tender of resignation if majority vote not received in uncontested election
- ✔ Proactive, year-round stockholder engagement
- ✔ No super-majority voting requirements
- ✔ Market-standard proxy access
- ✔ Right to call a special meeting
- ✔ Right to amend Bylaws
- ✔ No poison pill

For a summary of our compensation best practices, see "Compensation Discussion and Analysis" beginning on page 44.

Board Leadership Structure

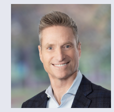
The Governance Committee assesses the Board's leadership structure annually

The Board structures itself to best oversee the Company, reflect the needs of the Company within its unique operating environment, and remain flexible to evolve with changing circumstances. Each year, and more frequently as conditions warrant, the Governance Committee reviews the Board leadership structure and determines whether to recommend any changes to the full Board.

The Board has determined that a combined Chairman and CEO role along with a strong independent Lead Director best serves our current business needs

At present, the Board believes that the unified Chairman and CEO role, combined with the extensive authority given to the independent Lead Director, effectively represents the interests of stockholders and enables the Board to exercise independence, oversight and responsibility in service of the Company. The Board does this through frequent executive sessions, wholly independent Board committees and an independent Lead Director with significant experience on the Board and clearly delineated and comprehensive duties. The Board also believes that presenting a single face to our customers through the combined Chairman and CEO role is valuable. Further, the combined Chairman and CEO role facilitates real-time, transparent communication with the Board on critical business matters and best positions the Company to successfully implement its strategy, particularly in the current dynamic and challenging geopolitical and economic environment. The Board believes that Mr. Taiclet, a former independent Board member and a veteran with deep knowledge of complex industries and our primary customer, is well qualified to serve as Chairman and that the Board operates effectively and efficiently under his leadership.

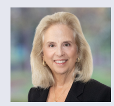
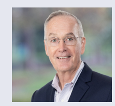
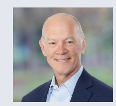
The Governance Committee will continue to review the leadership structure on an ongoing basis, at least annually, to ensure that it continues to meet the needs of the Company and supports the generation of stockholder value over the long term.



Chairman, President and CEO
James D. Taiclet

Independent Lead Director; Governance Committee Chair
Thomas J. Falk

Elected annually by the independent directors

Other Committee Chairs
Patricia E. Yarrington (Audit)
Joseph F. Dunford, Jr. (CBS)
John M. Donovan (Compensation)

All committees are fully independent

Stockholders and other interested parties may communicate with the independent Lead Director at Lead.Director@lmco.com

The Board has vested significant authority with the independent Lead Director

The Board has structured the independent Lead Director's role to optimize Board oversight and provide a counterbalance to management. The independent Lead Director has defined responsibilities specified in the Bylaws and Governance Guidelines or as otherwise assigned by the Board, which include:

- **Serving as Leader of the Independent Directors,** by chairing executive sessions of the independent directors and presiding as Chair at Board meetings when the Chairman is not present; determining the frequency and timing of executive sessions of independent directors; providing Board feedback and counsel to the Chairman; and serving as Chairman of the Governance Committee and an ex officio member of each Board committee.
- **Approving Board and Committee Meeting Agendas and Schedules,** in consultation with the Chairman and committee chairs.
- **Providing Feedback to Management** on the scope and quality of information sent to the Board, acting as liaison between the Board and management and among the directors and the committees of the Board, and leading discussions among the independent directors of the Board's and the Chairman and CEO's performance.
- **Advancing Board Refreshment and Development,** by leading the Governance Committee's efforts to recruit directors and leading the Board's annual self-assessment process.
- **Communicating with Stockholders,** by serving as the Board's primary point of contact for stockholders and other stakeholders and meeting with investors when appropriate.
- **Retaining Authority to Call Special Meetings** of the Board or independent directors at any time, at any place and for any purpose.

Our independent Lead Director was elected unanimously by his peers and provides robust oversight of management and the Company

In accordance with our Bylaws and Governance Guidelines, the independent directors annually elect from among themselves a Lead Director who has been determined to be “independent” for purposes of the New York Stock Exchange (NYSE) listing standards. Last year, the Board elected Mr. Falk to serve as independent Lead Director following his predecessor’s retirement from the Board, noting Mr. Falk’s deep understanding of the Company from his service as a director and chair of a key Board Committee, his experience leading boards of directors as Chairman of Kimberly-Clark Corporation and of the Federal Reserve Bank of Dallas, and his strategic perspective on global trends and business transformation.

Mr. Falk meets with Mr. Taiclet frequently to provide independent oversight of and strategic counsel to management and feedback from himself and from other directors on management and Company performance. Mr. Falk also leads the Board’s annual self-evaluation process and conducts regular one-on-one meetings with each independent director to seek feedback on Board and Company operations and priorities, the Chairman and CEO’s performance and the design of the Board itself. Mr. Falk actively advances Board refreshment by interviewing all potential director candidates. He also leads discussions of the independent directors on executive succession matters. Additionally, as chair of the Governance Committee and an ex officio member of the other committees, Mr. Falk has insight into and oversight of all matters before the Board.

Our independent directors hold executive sessions without management present and provide direct feedback to the Chairman and CEO

Our Governance Guidelines require that at least three Board meetings per year include an executive session of the independent directors and every Board and committee meeting agenda includes an executive session of the independent directors. The independent Lead Director presides over Board executive sessions and encourages direct feedback by the directors to the Chairman and CEO on matters discussed during executive session and supplements, or provides directly, that feedback when appropriate. Each committee chairman presides during the respective committee’s executive sessions. In 2024, the Board met in executive session at every board meeting to discuss, among other things, management and Board succession planning.

Board Committees

The Board oversees the Company through four standing committees

The Board established four standing committees to assist the Board in fulfilling its oversight duties: Audit, Classified Business and Security (CBS Committee), Management Development and Compensation (Compensation Committee) and the Governance Committee. Charters for each committee are available on the Company’s website at *www.lockheedmartin.com/corporate-governance*. The Board may establish other standing or special committees as necessary.

The Governance Committee annually reviews the membership, tenure, leadership and commitments of each committee and evaluates composition changes based on the qualifications and skills of the directors, taking into consideration the membership requirements and responsibilities set forth in the committee charters and Governance Guidelines and the potential benefit of periodic committee rotation or refreshment. The Governance Committee recommends to the Board any proposed changes to committee assignments and leadership and reviews the operation of the Board generally.

In 2024, upon the recommendation of the Governance Committee, the Board elected Ms. Yarrington as Chair of the Audit Committee and rotated members of each committee to ensure fresh perspectives.

Audit Committee

Patricia E. Yarrington, Chair*

David B. Burritt
Vicki A. Hollub*

All Audit Committee members are independent within the meaning of the NYSE listing standards, applicable Securities and Exchange Commission (SEC) regulations and our Governance Guidelines. In addition, the Board has determined that all members are financially literate within the meaning of the NYSE listing standards and that all members meet the SEC's criteria as "audit committee financial experts."

2024 Focus Areas

Meetings in 2024: 4

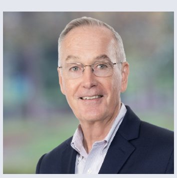
- Business Segment and Program Performance
- Enterprise Risk Management, including the use of AI in Auditing and Accounting
- Audit Plan; Enterprise Transformation Controls
- Critical Audit Matters Related to Revenue Recognition and Pension Estimates; Retirement Plan Funding

Roles and Responsibilities of the Committee

The Audit Committee oversees the Company's financial statements integrity, compliance with legal and regulatory requirements, internal audit plan, and the Company's enterprise risk management processes. It is directly responsible for the appointment, compensation, retention, oversight and termination of the Company's independent auditors, currently Ernst & Young LLP (EY). The Audit Committee also reviews the Company's policies regarding derivatives and the financial status, investment performance and funding of the Company's retirement benefit plans. The Audit Committee meets privately with management, internal audit and EY. The functions of the Audit Committee are further described in the "Audit Committee Report" on page 78.

* In May 2024 following the Annual Meeting, Mr. Falk ceased to serve on the Committee, Ms. Yarrington became Committee chair, and Ms. Hollub joined the Committee. In addition to the listed members above, Adm. James O. Ellis, Jr. served on the Committee until his retirement at the 2024 Annual Meeting and Ms. Ilene S. Gordon served on the Committee until her resignation in May 2024.

Classified Business and Security Committee



Joseph F. Dunford, Jr., Chair

John C. Aquilino*
Bruce A. Carlson*
John M. Donovan
Heather A. Wilson*
Patricia E. Yarrington*

All CBS Committee members are independent within the meaning of the NYSE listing standards and our Governance Guidelines and hold appropriate security clearances.

2024 Focus Areas

Meetings in 2024: 3

- Oversight of Classified Program Operational Risk
- Strategic Alignment of Classified Programs
- Oversight of Classified Program Financial Risk
- Security of Personnel, Facilities and Data

Roles and Responsibilities of the Committee

The CBS Committee oversees the Company's classified business activities and the security of personnel, facilities and data (including classified cybersecurity and AI matters). The CBS Committee consists of independent directors who possess the appropriate security clearance credentials, at least one of whom must be a member of the Audit Committee, and who are free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the CBS Committee.

* Ms. Yarrington joined the Committee in May 2024 following the Annual Meeting. Dr. Wilson and Adm. Aquilino joined the Committee upon their elections to the Board in May 2024 and December 2024, respectively. In addition to the listed members above, Adm. Ellis served on the Committee until his retirement at the 2024 Annual Meeting and Mr. Jeh C. Johnson served on the Committee until his resignation in November 2024. Gen. Carlson is not standing for reelection.

Management Development and Compensation Committee

John M. Donovan, Chair

David B. Burritt*
Vicki A. Hollub
Debra L. Reed-Klages

All Compensation Committee members are independent within the meaning of the NYSE listing standards, applicable SEC regulations and our Governance Guidelines.

2024 Focus Areas

Meetings in 2024: 3

- Strategic and Operational Performance
- Compensation of CEO and Executive Officers
- Pay for Performance; Compensation Risk Oversight

Roles and Responsibilities of the Committee

The Compensation Committee reviews and approves the corporate goals and objectives relevant to the compensation of the CEO and other executive officers, evaluates the performance of the CEO in view of those goals and, either as a committee or together with the other independent members of the Board, determines and approves the compensation philosophy and levels for the CEO and other executive officers. The Compensation Committee administers the Company's Policy on the Recovery of Incentive-Based Compensation from Executive Officers. The Compensation Committee does not delegate its responsibilities with respect to compensation that is specific to the executive officers. For other employees and for broad-based compensation plans, the Compensation Committee may delegate authority to the CEO or the Senior Vice President and Chief Human Resources Officer, subject to certain limits.

For additional information regarding the role of the Compensation Committee and our compensation practices and procedures, see the "Compensation Committee Report" on page 43 and "Compensation Discussion and Analysis" beginning on page 44.

* In May 2024 following the Annual Meeting, Mr. Falk and Ms. Yarrington ceased to serve on the Committee and Mr. Burritt joined the Committee. Ms. Gordon served on the Committee until her resignation in May 2024.

Nominating and Corporate Governance Committee

Thomas J. Falk, Chair*

Bruce A. Carlson*
Joseph F. Dunford, Jr.
Debra L. Reed-Klages

All Governance Committee members are independent within the meaning of the NYSE listing standards and our Governance Guidelines.

2024 Focus Areas

Meetings in 2024: 3

- Board Recruitment and Refreshment; Board Composition and Skills Alignment
- 2025 Sustainability Management Plan Goals and Progress, including Climate Goals
- Oversight of Product Safety, Employee Safety and Health Efforts, Political Spending and Human Rights Risk

Roles and Responsibilities of the Committee

The Governance Committee develops and implements policies and practices relating to corporate governance, including our Governance Guidelines. The Governance Committee assists the Board by selecting candidates to be nominated to the Board, making recommendations concerning the composition of Board committees and overseeing the annual evaluation of the Board and its committees.

The Governance Committee reviews and recommends to the Board the compensation of directors. Our executive officers do not play a role in determining director pay.

The Governance Committee assists the Board in fulfilling its oversight efforts in corporate responsibility, corporate culture, human rights, climate and environmental stewardship, political spending, ethical business practices, community outreach, philanthropy, equal opportunity, sustainability, and health and safety programs. The Governance Committee monitors compliance and recommends changes to our Code of Conduct. The Governance Committee also has oversight over the Company's policies and processes for the safety of the Company's products and services.

* Mr. Daniel F. Akerson served as chair until his retirement at the 2024 Annual Meeting, following which Mr. Falk joined and became chair and Mr. Burritt and Ms. Hollub ceased to serve. Mr. Johnson served on the Committee until his resignation in November 2024. Gen. Carlson is not standing for reelection.

Director Independence and Related Person Transactions

Director independence is a central tenet of our Company's strong governance practices

The Governance Committee annually reviews the independence of all directors and reports its findings to the full Board. Under the NYSE listing standards and our Governance Guidelines, a director is not independent if the director has a direct or indirect material relationship with the Company. To further clarify this, the Board has adopted director independence standards in our Governance Guidelines that identify certain types of relationships between the Company and directors (and their immediate family members or affiliated entities) it deems to be either material or not material for purposes of assessing a director's independence. If a director has a relationship with the Company that is not addressed in the independence standards, then the independent members of the Board would determine whether the relationship is material.

All of our directors are independent except for our Chairman and CEO

The Board has determined that all of our directors are independent under applicable NYSE listing standards and our Governance Guidelines except Mr. Taiclet, our Chairman, President and CEO. The Governance Committee also concluded that all members of the Audit, CBS, Compensation and Governance Committees are independent within the meaning of the NYSE listing standards, including the additional independence requirements applicable to members of the Audit Committee and Compensation Committee.

As part of its independence assessment, the Board considered the relationships identified as potentially relevant transactions on the directors' questionnaires. The only transaction that was a related person transaction under our Governance Guidelines and policy is the employment of Gen. Carlson's son (described under "Related person transactions" on page 14). The Governance Committee and Board considered that the Company, in the ordinary course of business, purchases products and services from, or sells products and services to, entities at which some of our directors - or their immediate family members - are or have been directors, officers, employees or otherwise related. In determining that these relationships did not affect the independence of those directors, the Board considered that none of the directors had any direct or indirect material interest in, or received any special compensation in connection with, the Company's business relationships with those entities. The Governance Committee and the Board relied on the director independence standards included in our Governance Guidelines to conclude that contributions to tax-exempt organizations by the Company did not create any direct or indirect material interest when assessing director independence.

DIRECTOR NOMINEE INDEPENDENCE

90%

Independent

John C. Aquilino
David B. Burritt
John M. Donovan
Joseph F. Dunford, Jr.
Thomas J. Falk
Vicki A. Hollub
Debra L. Reed-Klages
Heather A. Wilson
Patricia E. Yarrington

Not Independent

James D. Taiclet

We transparently assess and disclose related person transactions

The Board has approved a written policy and procedures for the review, approval and ratification, if necessary, of transactions among the Company and its directors, executive officers and their related interests. A copy of the policy is available on the Company's website at *www.lockheedmartin.com/corporate-governance*.[1] Our policy requires each director and executive officer to complete an annual questionnaire identifying any related interests and persons and to notify the Company promptly of changes in that information. The Company maintains a list of related persons for purposes of tracking and reporting related person transactions.

The Governance Committee will conduct a reasonable prior review of each related person transaction[2] and may choose to approve the transaction at its discretion if deemed fair and reasonable to the Company and not inconsistent with the interests of the Company and its stockholders. The Governance Committee will prohibit any related person transaction that it determines to be inconsistent with the interests of the Company and its stockholders. No director may participate in the decision-making process regarding a transaction in which the director may have an interest except when approved by unanimous written consent of the disinterested directors.

Although our policy requires that all related person transactions be pre-approved, the Governance Committee has the authority to ratify a transaction (using the same standard of review) if a transaction is identified after it has occurred or commenced. The Governance Committee has also pre-approved certain categories of transactions or relationships, as provided in the policy. If the Governance Committee declines to approve or ratify a transaction, the related person transaction is referred to management to make a recommendation to the Governance Committee concerning whether the transaction should be terminated or amended in a manner that is acceptable to the Governance Committee.

Related person transactions

We considered the following transactions or relationships since January 1, 2024 to be "related person" transactions under our corporate policy and applicable SEC regulations and NYSE listing standards.

- **Employment Relationships**: As of December 31, 2024, we employed approximately 121,000 employees, and we have an active recruitment program for soliciting job applications from qualified candidates. We seek to hire the most qualified candidates and consequently do not preclude the employment of family members of current directors or executive officers. The following non-executive Lockheed Martin employees are related to directors or executive officers: (i) Scott A. Cahill, the son of Timothy S. Cahill, President, Missiles and Fire Control, is employed as a senior software engineer (2024 salary of $155,141 and annual cash incentive award of $6,500; 2025 base salary of $161,777), (ii) Dr. Scott Carlson, the son of Gen. Carlson, a member of the Board, is employed as a senior staff aeronautical engineer (2024 salary of $174,557 and annual cash incentive award of $13,342; 2025 base salary of $181,730); and (iii) Cole-Stephen Hill, the son of Stephanie C. Hill, President, Rotary and Mission Systems, is employed as a cyber systems security engineer (2024 stated base salary was $120,922; 2024 actual received salary of $67,437 due to his start date with the Company and annual cash incentive award of $2,101; 2025 base salary of $127,100). They each may be eligible to earn an incentive award for 2025 applicable to employees at their level and may participate in other employee benefit plans and arrangements that generally are made available to other employees at the same level (including health, welfare, vacation and retirement plans). Their respective compensation was established in accordance with the Company's employment and compensation practices applicable to employees with equivalent qualifications, experience and responsibilities, and the Board and executive officers of the Company did not have any direct involvement in setting their individual compensation.
- **Financial Services Arrangements**: From time to time, the Company has purchased services in the ordinary course of business from financial institutions that beneficially own five percent or more of our common stock. In 2024, the Company paid approximately (i) $4.0 million to State Street Company and its affiliates (including State Street Bank and Trust Company) (collectively, State Street) for investment management, custodial and benefit plan administration fees and (ii) approximately $1.8 million to BlackRock, Inc. and its affiliates for investment management fees. A portion of the fees included in the amounts paid to State Street and BlackRock are estimated based on a percentage of net asset value under management.

1 Under our policy, and consistent with applicable SEC regulations and NYSE listing standards, a related person transaction is any transaction in which the Company was, is or will be a participant; where the amount involved exceeds $120,000; and in which a related person had, has, or will have a direct or indirect material interest. A related person includes any director or director nominee, any executive officer of the Company, any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities or an immediate family member of any person described above.

2 This may include situations where the Company provides products or services to related persons on an arm's length basis on terms comparable to those provided to unrelated third parties.

Director Engagement

Our directors actively attend and participate in Board meetings

Our directors are fully committed to their Board service. In 2024, there were six Board meetings. All directors on the Board during 2024 attended 100% of the Board and committee meetings to which they were assigned and, accordingly, overall attendance of the Board as a whole was 100%. Further, Board members commonly attend meetings of committees on which they do not sit. Board members are also encouraged to attend the annual meeting of stockholders, and all but one director serving on the Board at the time attended the 2024 Annual Meeting.

The directors self-assess their performance annually

The directors conduct a self-assessment of Board and committee performance and effectiveness on an annual basis. The self-assessment helps the Governance Committee identify ways to enhance the Board's and its committees' effectiveness and track progress in areas targeted for improvement from year to year. The evaluation process includes the following steps:

Annual Written Questionnaire

Open-ended questions to solicit candid feedback. Topics covered include Board:

- Meeting content, conduct, format and schedule
- Culture
- Leadership structure
- Composition
- Accessibility to management
- Potential skills gaps for board refreshment
- Committee effectiveness
- Peer assessment to elicit feedback on individual director performance

Discussions with Lead Director

The independent Lead Director conducts annual and ad hoc one-on-one discussions with each director to discuss their feedback and perspectives.

Committee/Board Private Sessions

Each committee and the full Board review the results of their respective evaluations in private sessions. The Board discussion is led by the independent Lead Director. The committee discussions are led by the individual committee chair.

Additionally, an executive session is scheduled at each meeting where the independent directors provide feedback to the Chairman (or to the independent Lead Director to provide to the Chairman).

Feedback Incorporated

Feedback incorporated in 2024:

- Continued prioritization of Board discussion time on strategic matters with a focus on challenges and opportunities
- Refreshed method of providing advance materials for Board review
- Added meeting topics on areas of emerging interest
- Enhanced OneLM view across the Company

Board Accountability to Stockholders

The Board and management of the Company view accountability to our stockholders as a key element of our success. Management engages regularly with stockholders representing a majority of our outstanding shares both from a financial performance perspective (led by our Investor Relations team) and from a governance perspective (led by our Corporate Secretary's Office and including representatives from Ethics and Enterprise Assurance, Sustainability, Human Resources and Executive Compensation and, in certain cases, our Lead Director). Similarly, we engage with proponents of stockholder proposals to understand their perspectives. These engagements provide an opportunity for management to both learn from stockholders and share insights into the Company's strategy, performance, compensation and governance model. Management regularly shares feedback from these sessions with the Board, and both the Board and management use this feedback to further develop our governance, compensation and sustainability policies and inform our business strategy.

We have a dynamic stockholder engagement cycle

Year-Round Engagement

- Solicit feedback on governance best practices and trends, executive compensation, human capital management, sustainability matters and other topics of interest to stockholders
- Discuss stockholder proposals with proponents
- Respond to investor inquiries and requests for information or engagement

Incorporation of Feedback

- Publish annual report and proxy statement
- Issue sustainability performance and topical updates
- Engage with stockholders about the voting matters to be addressed at the annual meeting
- Receive and publish voting results for management and stockholder proposals

Boardroom Discussions

- Discuss and evaluate voting results from annual meeting of stockholders
- Utilize stockholder input to inform our Board's consideration of governance, compensation and other practices

Board Response

- Use stockholder feedback to enhance our disclosures, governance practices and sustainability and compensation programs
- Encourage management's continued engagement with stockholders

Investor Priorities

- AI and cybersecurity risks
- Board composition and refreshment
- Climate / environmental stewardship
- Executive compensation
- Human capital management
- Human rights
- Lobbying and political spending
- Stockholder proposals

Key Participants

- Executive Leadership
- Senior Management
- Subject Matter Experts (sustainability, executive compensation)
- Corporate Secretary's Office
- Independent Directors (as needed)

Methods of Engagement

- Telephone/video conferences
- Written correspondence and surveys
- Annual meeting of stockholders
- Investor meetings and conferences
- Periodic investor days
- Quarterly earnings calls

Engagement Highlights

87
Stakeholder Engagements

50%
of Institutional Shares Outstanding

37%
Outstanding Shares

(as of December 31, 2024)

We actively engage with and respond to our stockholders

Stockholder Outreach. In seeking stockholder perspectives, our governance-focused engagement team offered during 2024 to meet with a cross section of stockholders representing approximately half of our outstanding shares calculated as of December 31, 2024, and met with institutions representing half of our institutional shares outstanding. Our consistent, active and year-round dialogue with stockholders and other stakeholders enables our Board to consider a broad range of viewpoints in boardroom discussions.

Responsiveness to Stockholders. We take accountability seriously and seek feedback through stockholder engagement to understand investor views and preferences, including feedback relating to stockholder proposals. Our investor discussions and the 2024 stockholder votes yielded valuable feedback that informed the Board's deliberations. The table below highlights key topics discussed with, and our response to the feedback that we received from, stockholders during our 2024 outreach and the 2024 stockholder votes. We look forward to continued engagement with our stockholders to understand, learn from and respond to the expectations of our wide range of investors.

Topic	What We Heard from Stockholders	Our Board's Perspective
Board Composition and Refreshment	Focus on the independent lead director transition and appointing directors with, and cultivating among the existing directors, the attributes, experience and skills that align with our long-term strategy and enhance oversight of emerging and continuing risks	We appointed two directors in 2024 with key skills and experience (including senior military and cybersecurity) while continuing to evaluate the composition of our Board to ensure that our Board possesses the skills, experience and perspectives needed to advance our business strategy
Climate and Environmental Stewardship	Our long-term strategy and efforts to shift to a low-carbon future, with a focus on how we integrate sustainability in our products, operations and supply chain, address our Scope 3 greenhouse gas (GHG) emissions and manage environmental impacts of our business At our Annual Meeting, 67% of stockholders supported the Board's recommendation and voted against a proposal regarding GHG emissions	We noted stockholder support for the Board's recommendation; nevertheless, we continued to engage with investors to understand their views and feedback as we evolve our decarbonization strategy
Human Rights	How our human rights policies are integrated with our Core Values and into our business operations, our approach to human rights due diligence and the potential human rights impacts of our products At our 2024 Annual Meeting, 87% of stockholders supported the Board's recommendation and voted against a proposal relating to human rights	We noted stockholder support for the Board's recommendation; nevertheless, we continued to engage with investors to provide more detail and understand their views and feedback on our human rights approach
Stockholder Rights	At our 2024 Annual Meeting, 62% of stockholders supported the Board's recommendation and voted against a proposal to reduce the threshold to call special stockholder meetings	We noted stockholder support for the Board's recommendation; nevertheless, we engaged with investors to understand their views and considered their feedback in our decision to maintain our current practice

We elect directors using a majority standard in uncontested elections

The Company's Charter and Bylaws provide for simple majority voting, and our Governance Guidelines require that, in any uncontested election of directors, any incumbent director who receives more votes "AGAINST" than votes "FOR" is required to offer his or her resignation for Board consideration.

The Board will act on a tendered resignation within 90 days following certification of the stockholder vote for the annual meeting and will promptly disclose publicly its decision and rationale as to whether to accept or reject the resignation in a press release, in a filing with the SEC or by other public announcement, including a posting on the Company's website.

Our stockholders have the right to amend our Bylaws

Our Bylaws provide the Company's stockholders the right to amend the Bylaws by the vote of a majority of the votes entitled to be cast. The authority of the stockholders and the Board to amend the Bylaws is subject to the provisions of the Company's Charter and applicable statutes. Our Bylaws can be found on the Company's website at *www.lockheedmartin.com/corporate-governance*.

We have adopted proxy access in our Bylaws

Our Bylaws permit a stockholder or a group of up to 20 stockholders who together have owned at least three percent of the Company's outstanding common stock continuously for three years to nominate for election by the Company's stockholders and include in the Company's proxy solicitation materials for its annual meeting up to the greater of two directors or 20 percent of the number of directors in office at the time of the proxy access deadline described on page 95.

Our stockholders have the right to call a special meeting

Any stockholder who individually owns 10 percent, or stockholders who in the aggregate own 25 percent, of the outstanding common stock may demand the calling of a special meeting to consider any business properly brought before the stockholders. Our Bylaws do not restrict the timing of a request for a special meeting. The only subject matter restriction is that the Company is not required to call a special meeting to consider a matter that is substantially the same as a matter voted on at a special meeting within the preceding 12 months unless requested by stockholders entitled to cast a majority of the votes at the special meeting.

We have no poison pill

The Company does not have a stockholder rights plan, otherwise known as a "poison pill." Through our Governance Guidelines, the Board has communicated that it has no intention of adopting one at this time and, if it were to consider adoption of a full or limited stockholder rights plan, the Board would seek stockholder ratification within 12 months of the date of adoption.

Board Oversight of Risk

The Board applies a sophisticated risk oversight model

The Board and its committees undertake an integrated approach to overseeing the Company's business through a risk- and opportunity-focused lens that balances near- and long-term priorities. Core Board responsibilities include assessing corporate risk tolerance and monitoring management's processes for identifying and mitigating risks to ensure the Company's risk exposure is consistent with its strategic objectives. All of our directors have risk management expertise. The Board relies on a sophisticated risk management model and takes a particular interest in our business strategy, cybersecurity, artificial intelligence (AI), political and public policy advocacy, human rights, our people strategy and sustainability, each of which is described more fully below.

Board of Directors

While the Board is ultimately responsible for risk oversight, the committees possess primary responsibility for certain risk management areas, as shown below. The full Board retains primary oversight over areas such as capital structure/allocation, cybersecurity, AI, executive succession planning and strategy that are not primarily overseen by a committee. The Board receives regular reports from committees and management covering risks.

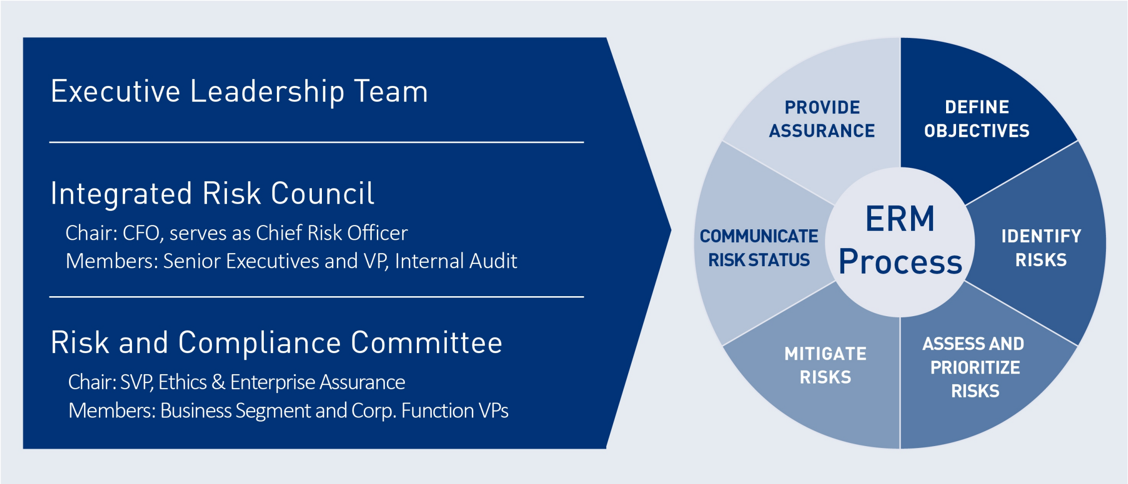
Audit Committee	Management Development and Compensation Committee	Classified Business and Security Committee	Nominating and Corporate Governance Committee
Oversight of financial, legal and compliance risks; the enterprise risk management process, including risk identification, assessment and management; and pension liability risks	Oversight of incentive compensation risks	Oversight of classified programs and security of personnel, facilities and data-related risks, including classified cybersecurity	Oversight of risks related to corporate governance, ethical conduct, sustainability, climate and environmental stewardship, corporate culture, health and safety programs, community outreach, product safety and political spending

Management

Management is responsible for enterprise risk management, including day-to-day risk identification, assessment, management and mitigation. Corporate executives provide the Board and its committees with reports on enterprise-wide strategic and operational risk, and business segment management provides reports covering segment business risks. The Chief Operating Officer (COO), Chief Financial Officer (CFO), who is also the Chief Risk Officer, and Senior Vice President, General Counsel and Corporate Secretary report to the Board at every meeting. Each of the Company's four business segment presidents reports to the Board annually, which include a discussion of risks. The Executive Leadership Team participates in an annual risk discussion with the Board as part of the strategy review.

Our risk management process drives risk-informed decision making

Management is responsible for our Enterprise Risk Management function (ERM), which is designed to (i) provide assurance that key strategic, operational and growth risks are identified and effectively managed; (ii) support the development and implementation of sound risk management practices and risk-informed decision making; (iii) drive risk awareness across the Company; and (iv) create a sustainable risk-based culture. The ERM structure and process is outlined below.



ERM manages risk through risk identification, assessment, controls and mitigation. The two primary components of the enterprise risk management process are an annual enterprise risk assessment and a biennial compliance risk assessment.

- **The enterprise risk assessment** is prepared annually with the engagement of over 1,700 leaders across the Company, including senior executives and internal audit. ERM uses the results of this engagement to prepare an enterprise risk matrix focusing on the top identified risks, and assigns risk owners and recommended mitigation plans, which are then tracked. The risks assessed are generally ones that could materialize over a one-to-three-year horizon. We also monitor emerging risks, assessed to have reduced immediacy, identified from internal sources, external benchmarking and outside advisors.
- **The compliance risk assessment** is conducted every two years and includes a survey of approximately 800 subject matter experts on compliance risks and the review of external risk benchmarking. It focuses on specialized areas of compliance risk and sustainability topics, whereas the enterprise risk assessment encompasses strategic and operational risks.

Each of these assessments and the recommended mitigation actions are reviewed by the Risk and Compliance Committee and Integrated Risk Council, which are detailed below, and reported to the Audit Committee. These assessments also inform our public disclosures.

Risk management is built into decision-making processes at all levels across the Company. We view enterprise risk management as inextricably linked with an internal control environment and have an overarching policy that covers both internal control and enterprise risk management. We also have other key processes designed to reduce risk, including executive proposal reviews, disclosure controls committee risk reviews and comprehensive external and internal audit processes.

Spotlight on the Risk and Compliance Committee and the Integrated Risk Council

Management formally reviews enterprise risk management through a Risk and Compliance Committee (RCC) and an Integrated Risk Council (IRC), as well as periodically during Executive Leadership Team meetings. The RCC meets quarterly to (i) oversee the Company’s enterprise risk management program and report to the IRC; (ii) support the Company’s strategic planning process by identifying key risks and monitoring mitigation activities; (iii) provide a forum for business segment and corporate functional representatives to communicate, coordinate and collaborate on their respective risk management activities; (iv) review enterprise sustainability issues and (v) provide a forum for approval of the Company’s mandatory business conduct and compliance training. The next level of review in the process is the smaller IRC, which provides a more strategic perspective. The IRC primarily oversees the RCC and reviews enterprise risk management activities to conduct strategic, operational and compliance risk management; its members inform other senior executives and the Board of those efforts.

The Board evaluated numerous dynamic and emerging risk focus areas in 2024

As we explain more fully in the skills matrix beginning on page 31, members of our Board have the necessary skills and expertise to address dynamic matters that impact our business, and the Board evaluated a number of dynamic and emerging risk focus areas that continued to be priorities for the Company in 2024, including cybersecurity, AI, political activities and human rights as described below.

We lead the way in applying robust cybersecurity to protect our business

Senior leadership, including our Chief Information Security Officer (CISO), regularly briefs the Board on our cybersecurity and information security posture and apprises the Board of cybersecurity incidents deemed to have a moderate or higher business impact, even if immaterial to us. The CBS Committee is briefed by senior leadership on the cybersecurity of classified programs and the security of our classified business supply chain. Other than oversight of classified business cybersecurity, the full Board retains oversight of cybersecurity because of its importance to Lockheed Martin and the heightened risk in the aerospace and defense industry. In the event of an incident, we intend to follow our detailed incident response playbook, which outlines the steps to be followed from incident detection to mitigation, recovery and notification, including notifying functional areas (e.g. legal), as well as senior leadership and the Board, as appropriate. In addition, assessing, identifying and managing cybersecurity related risks are integrated into our overall enterprise risk management process, and we maintain cybersecurity insurance to further mitigate associated risks.

We apply ethics, prudence and training to oversee and deploy artificial intelligence

The full Board maintains primary oversight of the Company's governance of AI and related risks and reviews our AI strategy with senior leadership, including the Chief Technology Officer. We analyze AI risks through our Enterprise Risk Management process and include AI in risk discussions with the Audit Committee. In 2024, senior leadership and subject matter experts discussed with the Audit Committee the use of AI in finance, accounting and auditing applications. The CBS Committee regularly assesses AI matters in the context of our classified programs. The Governance Committee oversees our 2025 Sustainability Management Plan (SMP), which includes a goal for providing AI developers with training on system engineering approaches to AI ethical principles.

Our Code of Ethics and Business Conduct (Code of Conduct) and our "Ethical Development and Use of Artificial Intelligence" policy guide Lockheed Martin's development and use of AI. In 2024, we developed and released a new AI Ethics training for AI coding engineers and achieved 100% completion, exceeding our SMP goal by one year. Our AI Ethics Subcommittee, under the direction of the AI Executive Steering Committee, oversees AI design, development, deployment and internal use aligned to our adopted principles for the responsible use of AI. These principles are: responsible, equitable, traceable, reliable and governable. We were one of the first large organizations to wholly adopt these principles developed by the U.S. Department of Defense and use them as the foundation for our AI program. This reflects our strong history of ethical use of technology, our Code of Conduct and our Core Values. The AI Ethics Subcommittee includes representatives from all business segments, our Advanced Technology Laboratory and from our human resources, communications, legal, ethics and business transformation functions. The subcommittee meets monthly and reports quarterly to the AI Executive Steering Committee. Both our Senior Vice President, Technology and Strategic Innovation and our Senior Vice President, Ethics and Enterprise Assurance review performance on a periodic basis and serve as the Executive Leadership Team's leaders responsible for ethical use of AI.

Our political activities are transparent and consistent with our values

The Governance Committee oversees our political spending through receiving management reports, supervising policies and reviewing the purposes and benefits of these activities. We provide extensive information on our website about our political and public policy activities beyond what is required by law. As a company, we are committed to participating in the political and public policy process in a responsible and ethical way. We operate in the highly regulated global security industry, and our operations are affected by the actions of elected and appointed officials at many levels of government. Our public policy activities include advocacy efforts at the federal and state levels, thought leadership regarding global security trends and other important issues impacting us and our customers, educational outreach and promotion, and other related activities. We only engage in political activities directly related to our core business interests, such as national defense, space exploration, spectrum, corporate taxes, export policy and international trade. We contribute to public policy debates by participating in various trade and industry associations, as well as engaging directly in advocacy and grassroots communications efforts.

Decisions regarding corporate political and public policy activities are managed by the Senior Vice President, Lockheed Martin Government Affairs, following coordination with individual business segments in accordance with established policies and procedures, which are ultimately overseen by the Governance Committee. All political or other public policy activities are non-partisan, comply with all internal policies and procedures, are made solely based upon the best business interests of the Company and its stockholders and are not based on personal agendas of individual directors, officers or employees. We comply with all applicable laws and regulations in connection with our political and public policy activities. Our political activities are audited on a regular basis, and our inside and outside counsel provide regular guidance regarding compliance with applicable laws and regulation of political activities.

Our core business protects — and our business practices respect — human rights

We are proud to be the world's largest defense contractor and to advance global security through cutting-edge technologies that make the defense forces of the U.S. and its allies more agile, adaptive and unpredictable in order to promote deterrence and defend human rights. Our primary customers are the U.S. Government and its allies, among which cooperation is critical to maintaining an effective deterrent against global conflict. We support this goal of deterrence by adhering to U.S. Government oversight and policy objectives for all international sales.

The Board believes that respect for human rights is an essential element of the Company's long-term success. Our commitment to respecting human rights underlies our Code of Conduct, overseen by the Governance Committee, and our Core Values—*Do What's Right, Respect Others* and *Perform with Excellence*. This commitment applies to all employees, the Board and others who represent or act for us. We also expect our suppliers to adhere to our Supplier Code of Conduct, which draws from our Code of Conduct and emphasizes our expectation of respect for human rights. The vast majority of our stockholders have voted in alignment with our approach to human rights, with 87% of the votes cast at our 2024 Annual Meeting voting against a stockholder proposal (advanced by the same proponents of essentially the same proposal this year) related to lobbying regarding human rights issues.

Spotlight on Our Human Rights Policy

Our Human Rights Policy includes the following principles:

- Treat employees with respect, promote fair employment practices, provide fair and competitive wages and prohibit harassment, bullying, discrimination, use of child or forced labor and trafficking in persons for any purpose.
- Uphold the laws applying to our business, wherever we operate.
- Seek to minimize the negative consequences of our business activities and decisions on our stakeholders, including by minimizing harm to the environment and conserving natural resources, promoting workplace safety, ensuring accuracy and transparency in our communications and delivering high-quality products and services.
- Contribute to economic and community well-being by investing our resources in innovative products and services, supporting charitable and philanthropic causes, participating appropriately in political affairs and public debate to advance and advocate our values (including engaging our customers to balance appropriately the sale and use of our technology with national and international interests) and promoting efforts to stop corrupt practices that interfere with markets, inhibit economic development and limit sustainable futures.

We take a rigorous approach to human rights due diligence

Our human rights due diligence processes are embedded within our comprehensive operating and decision-making practices and procedures; they do not exist as a stand-alone procedure. U.S. Government laws, regulations and policies overlay and guide application of our diligence processes related to international military sales and use of products sold to international customers.

- We have pre-contractual procedures to ensure that new contracts meet our standards and values. Each business segment has implemented proposal review and approval procedures that evaluate risks, which can result in a decision not to bid. Proposals involving certain types of products or programs that carry increased risks undergo required review by a multi-disciplinary corporate review committee co-chaired by our CFO and our COO and that includes our Senior Vice President of Ethics and Enterprise Assurance, who reports to the Governance Committee.
- We conduct risk-based anti-corruption due diligence, subject to audit, before entering relationships with third parties, including business development and strategic business consultants. We require international consultants to undergo training on our Code of Conduct and associated business conduct and anti-corruption policies. We will walk away from business rather than risk violating anti-corruption laws and our corporate values.
- Our robust trade compliance program is designed to ensure that sales of our products are conducted in accordance with all international trade laws and regulations of the United States and each foreign country in which we operate.
- Our employees engage in mandatory training, including training on combating human trafficking, and have access to trusted grievance mechanisms. We also provide resources and support to our suppliers. These actions align the interests of employees and suppliers within established frameworks to enable oversight of our standards and controls. We encourage our employees, suppliers and the general public to report potential human rights violations through our anonymous ethics helpline. We also communicate our expectations to suppliers that they implement supply chain due diligence processes related to conflict minerals in their products.

- Our international military sales are regulated by the U.S. Government and reviewed and approved by the Executive Branch and subject to Congressional oversight. This includes consideration of whether any arms transfer contributes to the risk of human rights abuses and whether they are being used in potential conflict-affected regions. Specifically, the U.S. Conventional Arms Transfer Policy provides that in making arms transfer decisions, the Executive Branch shall consider U.S. national security, the effect on the U.S. defense industrial base and U.S. innovation, relationships with allies and partners, human rights and international humanitarian law and nonproliferation and other factors. Further, the Leahy Law precludes U.S. government support to units of foreign security services that have been implicated by credible information to have been involved with gross human rights violations, and the Department of Defense has established a Civilian Harm Mitigation and Response Action Plan supportive of human rights.
- Additionally, in the Foreign Military Sales process, through which we generate the majority of our international sales, the Executive Branch reviews use of our products by non-U.S. customers for compliance with applicable U.S. laws, including the Arms Export Control Act.

Board Oversight of our Business and People Strategy

The Board takes an active role in overseeing strategic planning

The cornerstone of the Board's strategic planning oversight is an annual session dedicated to a discussion of the Company's strategy and corresponding financial considerations. The Chairman, President and CEO regularly reviews developments against the Company's strategic framework at Board meetings and provides updates between regularly-scheduled sessions, as necessary, and the COO and CFO similarly share updates and solicit input on the Company's operational and financial performance against our strategic framework and near-term and long-range plans. Board engagement is integrated into management's annual schedule for developing the multi-year long-range plan and gives the Board the opportunity to provide input while the long-range plan is being developed and to monitor progress on the plan. In addition, the Board and its committees (as applicable):

- Review the progress and challenges to the Company's strategy and approve specific initiatives, including investments, acquisitions, divestitures and capital expenditures over a certain monetary threshold;
- Review trends identified as significant risks and topical items of strategic interest, such as the Company's people strategy and cybersecurity, on a regular basis;
- Hold at least one meeting per year at a Company facility where directors can tour the operations, engage directly with employees and experience first-hand the Company's culture; and
- Meet with senior management on a rotating basis, including business segment presidents who present to the Board, and business segment chief financial officers who present to the Audit Committee.

The Board discusses management succession planning regularly

Our Board is actively engaged in management succession planning and views CEO succession planning as one of its core responsibilities. The Board regularly reviews our succession strategy and leadership pipeline for key roles, taking into account the Company's long-term strategy. CEO succession planning discussions are led by the independent Lead Director, and the Board members have direct access to and interaction with members of senior management and high-potential future leaders. This process includes informal and one-on-one meetings to enable directors to personally assess potential candidates and cultivate future leaders. The Board of Directors maintains a succession plan for the CEO and other key members of management and has a contingency plan if the CEO were to depart unexpectedly. Company policy imposes a mandatory retirement age of 65 for all executive officers other than the CEO. The CEO's tenure is at the discretion of the independent members of the Board.

Our people strategy is an integral part of our business strategy

The Board understands that our workforce is a critical asset integral to Lockheed Martin's business strategy. Due to the specialized nature of our business, our performance depends on identifying, attracting, developing, motivating and retaining a highly skilled workforce in multiple areas, including engineering, science, manufacturing, information technology, cybersecurity, business development, strategy and management. The Board oversees the Company's people strategy in several ways, including:

- **Receiving briefings from the Senior Vice President and Chief Human Resources Officer** on the Company's people strategy, including measures used to manage our workforce such as critical skills, attrition, hiring, promotions, leadership development and talent management, and results from our employee census surveys where we obtain feedback and insight directly from our workforce; and
- **Engaging with senior executives and high-potential talent** as part of its talent development and succession planning efforts.

Our 2025 people strategy is focused on three key priorities to advance our business: Perform, Transform, and Grow.

PERFORM

- Data Insights and Literacy
- OneLM Culture Implementation
- Strategic Workforce Planning and Intelligence
- HR Operational Excellence
- Talent Well-Being

TRANSFORM

- Hire to Retire Product Implementation
- Enterprise Organizational Design and Change Management

GROW

- Critical Skills
- Agile Talent Development and Deployment
- International and Commercial Expansion

Our Company builds high-performing teams

Our 21st Century Security vision demands high performing teams. We believe that the highest levels of performance are achieved when employees connect with our customers' missions, embrace a growth mindset to evolve our business and culture, possess and grow the technical skills needed to be competitive, represent a range of perspectives and experiences and foster a respectful and collaborative culture. We are intentional about building high-performing teams and we provide tailored education and engagement programs for our global workforce.

Employee satisfaction is essential to attracting and retaining top talent and building high-performing teams, and we regularly conduct employee engagement surveys to gauge employee satisfaction and to understand the effectiveness of our people strategy and assess employees' intent to stay. We attract and reward our employees by providing market competitive compensation and benefits, including incentives and recognition plans that extend to non-represented employees of all levels in our organization, and encourage excellence through our pay-for-performance philosophy. We have a hybrid workforce model that enables flexible working arrangements for employees and teams who can meet our customer commitments remotely, which has helped recruit and retain talent. In addition, we invest in the development of our employees through training, apprenticeship programs, security clearance sponsorship, leadership development plans and tuition assistance programs for continuing education or industry certifications. We believe this employee development makes us more competitive and assists with leadership succession planning throughout the Company. In addition to efforts focused on recruitment and retention, we also monitor employee attrition across our employee population and take action based on the insights we gain from that monitoring process.

Board Oversight of Sustainability

The Governance Committee is primarily responsible for the Board's oversight of Lockheed Martin's sustainability efforts. We have a long-standing sustainability program built around fostering innovation, integrity and security across our platforms and services to strengthen communities, steward the environment and grow responsibly. We do this by integrating sustainability throughout our business strategy, including in operations and product and service innovations. Our 2025 Sustainability Management Plan (SMP), described in this section, provides the framework for this integration, and our efforts are guided by our corporate sustainability policy.

We integrate sustainability governance through a risk-management lens

We take an integrated approach to managing corporate culture, ethics and business integrity, governance and sustainability issues through a risk-management lens. The Governance Committee is responsible for Board-level oversight of our sustainability program, including regular reviews of performance against the SMP. The Governance Committee also approves the Company's Code of Conduct and reviews our annual sustainability report, available on our website. Our formal sustainability governance structure is depicted below and its elements are collectively responsible for guiding and implementing our SMP.

Board of Directors

Chairman, President and CEO

Nominating and Corporate Governance Committee

Monitors the Company's adherence to our Code of Conduct and oversees performance in corporate sustainability, employee safety and health, environmental stewardship, and ethical business practices.

Executive Leadership Team

Chairman, President and CEO

Chief Operating Officer
Chief Financial Officer
Senior Vice Presidents, Business Functions
Business Segment Presidents

Oversees the sustainability program, supporting the Lockheed Martin strategic plan by enabling business segments and functions to pursue and implement opportunities and practices that support the sustainability policy.

Risk and Compliance Committee

Chair: Senior Vice President, Ethics and Enterprise Assurance

Vice Presidents, Business Segments and Corporate Functions

Oversees enterprise risk management to inform senior executives and the Board on risk management efforts. It further provides a forum to review and guide enterprise sustainability initiatives and provide input on SMP execution.

Sustainability Management Team

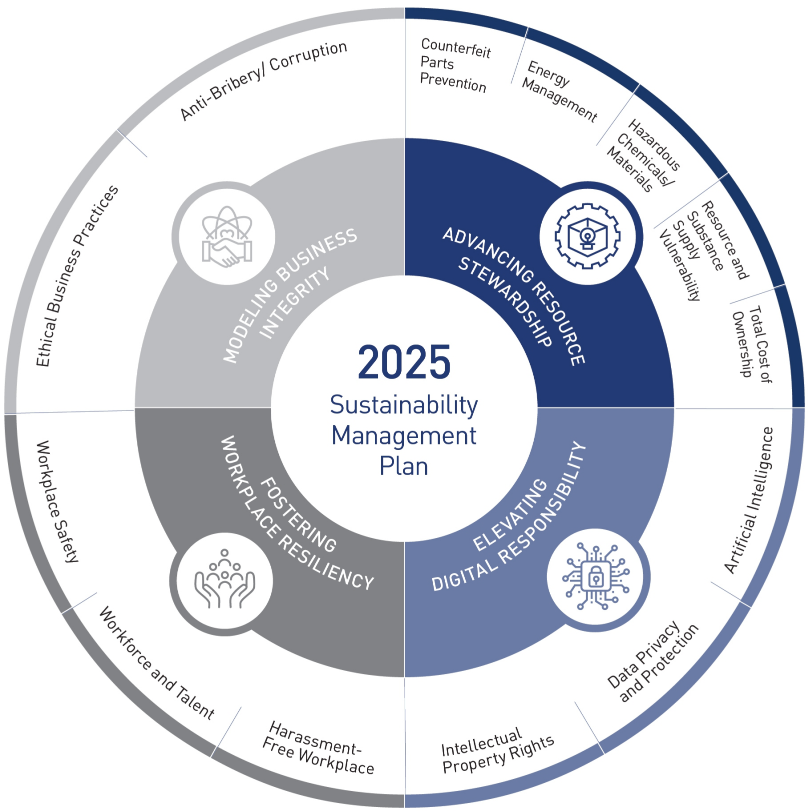
Chair: Director of Sustainability

Directors and Senior Managers responsible for functions related to specific SMP goals

Reviews SMP progress and opportunities for program enhancement and shares internal and external insights and best practices.

Our comprehensive sustainability management plan creates value

Our 2025 SMP, developed through an extensive materiality assessment using stakeholder input and industry trends and released in 2020, defines our sustainability goals and drives our progress toward them. As depicted below, the SMP is centered around four strategic priorities, each of which has subsidiary core issues. The 2025 SMP includes goals and key performance indicators (KPIs) established for each core issue that reflect stakeholder feedback, internal and external trends, and the continued evolution of our business to create value well into the future. These metrics help focus our efforts in the areas that provide value to our stakeholders and our business. We comprehensively report our progress annually in our Sustainability Performance Report. We have developed robust processes to monitor emerging issues and continue to evolve our sustainability efforts between our formal five-year assessments. In addition, in 2024 we conducted a complete double materiality assessment that will become the foundation of the next formal five-year SMP and associated goals and enable our preparations for emerging sustainability reporting requirements.



We are committed to promoting climate and environmental stewardship

At Lockheed Martin, climate risks and opportunities are evaluated for impacts to our long-term resiliency as a leader in global security and aerospace. The Board recognizes the importance of effective strategic decarbonization programs and management of climate-related risks and opportunities to foster a strong business model for the future. Our 2030 goals, illustrated below, demonstrate our ongoing commitment to improve our carbon strategy and deliver on our carbon reduction efforts. We publicly report on our progress annually in our Sustainability Performance Report.

Carbon Reduction

By **2030**, reduce Scope 1 and 2 absolute carbon emissions by **36%** from a **2020** baseline.

Renewable Energy

By **2030**, match **40%** of electricity used across Lockheed Martin global operations with electricity produced from renewable sources.

We engage with our supply chain to enhance their sustainability efforts

We work closely with suppliers to strengthen our communities and foster responsible growth. Lockheed Martin joined other leading aerospace and defense companies in the utilization of industry-wide third party sustainability assessments. This aerospace sector initiative, which commenced in 2023, is a voluntary program that aims to accelerate sustainability performance in the industry and the extended supply chain, recognizing the benefits of a common approach with a shared results pool.

Received an "Exceptional" rating from the Defense Contract Management Agency (DCMA) for small business performance on Department of Defense contracts

This better equips participating companies with insights into Scope 3 emissions, supply chain human rights due diligence compliance obligations and supply chain aspects in regulated sustainability disclosures. In addition, by embracing a common approach, suppliers benefit from completing only one sector-level assessment rather than multiple assessments. In 2024, this sector program yielded nearly 5,000 supplier scorecards, up from 1,000 in the program's inaugural year.

We are recognized for our transparent corporate sustainability disclosures

Our Board believes transparency is a good corporate governance practice. We have been recognized globally for our sustainability efforts and disclosures. Our annual sustainability report is prepared with reference to the Global Reporting Initiative (GRI) Standards and undergoes independent, third-party assurance. We also maintain a dedicated sustainability website and disclosure hub that serves as an online repository for our sustainability-related disclosures, guidelines, policies and webpage links, including select GRI and Sustainability Accounting Standards Board (SASB) indicators. SASB standards will be incorporated into the International Financial Reporting Standards Foundation (IFRS) Sustainability Disclosure Standards, issued by the International Sustainability Standards Board (ISSB), as of our 2024 Sustainability Performance Report.

Director Nominees

Director Nominees

Proposal 1: Election of Directors

The Board recommends a vote **FOR** each director nominee

The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated the following ten directors for election to the Board for a one-year term. If elected, each director will hold office until the 2026 Annual Meeting or until their successor is elected and qualified. Please see the following pages for additional information on the director nominees.

James D. Taiclet
Age: 64
Director Since: 2018
CHAIRMAN

Chairman, President & CEO, Lockheed Martin Corporation
Committees: None
Other Public Boards: None

John C. Aquilino
Age: 63
Director Since: 2024
INDEPENDENT

Retired United States Navy Admiral
Committees: **C**
Other Public Boards: None

David B. Burritt
Age: 69
Director Since: 2008
INDEPENDENT

President & CEO, United States Steel Corporation (U.S. Steel)
Committees: **A, M**
Other Public Boards: U.S. Steel

John M. Donovan
Age: 64
Director Since: 2021
INDEPENDENT

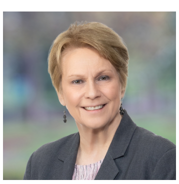
Retired CEO, AT&T Communications, LLC
Committees: **C, M***
Other Public Boards: Palo Alto Networks, Inc.

Joseph F. Dunford, Jr.
Age: 69
Director Since: 2020
INDEPENDENT

Sr Managing Director & Partner of Liberty Strategic Capital; Ret. U.S. Marine Corps General; Former Chairman of the Joint Chiefs of Staff
Committees: **C*, N**
Other Public Boards: Satellogic Inc.

Thomas J. Falk
Age: 66
Director Since: 2010
INDEPENDENT LEAD DIRECTOR

Retired Chairman & CEO, Kimberly-Clark Corporation
Committees: **N***
Other Public Boards: None

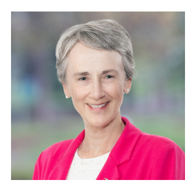


Vicki A. Hollub
Age: 65
Director Since: 2018
INDEPENDENT

President & CEO, Occidental Petroleum Corporation
Committees: **A, M**
Other Public Boards: Occidental Petroleum Corporation

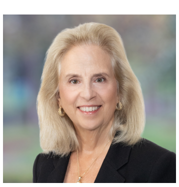
Debra L. Reed-Klages
Age: 68
Director Since: 2019
INDEPENDENT

Retired Chairman, President & CEO, Sempra Energy
Committees: **M, N**
Other Public Boards: Chevron Corporation; Caterpillar Inc.



Heather A. Wilson
Age: 64
Director Since: 2024
INDEPENDENT

President, University of Texas at El Paso
Former Secretary of the United States Air Force
Committees: **C**
Other Public Boards: None



Patricia E. Yarringtion
Age: 68
Director Since: 2021
INDEPENDENT

Retired Chief Financial Officer, Chevron Corporation
Committees: **A*, C**
Other Public Boards: None

A Audit
C Classified Business and Security
M Management Development and Compensation
N Nominating and Corporate Governance
***** Chair

Director Nominees' Strategic Skills, Core Competencies and Attributes

Our director nominees have the right mix of qualifications and attributes to drive and oversee our Company's strategy and performance


James D. Taiclet


John C. Aquilino


David B. Burritt


John M. Donovan


Joseph F. Dunford, Jr.


Thomas J. Falk


Vicki A. Hollub


Debra L. Reed-Klages


Heather A. Wilson


Patricia E. Yarrington

ATTRIBUTES

9 of 10 Independent

6 Years Average Tenure

40% Veterans

6 New Directors Since 2019

CORE COMPETENCIES

CEO Leadership Experience
6 Directors

Senior Military / Government Experience
3 Directors

Financial Expertise
7 Directors

Sustainability Expertise
8 Directors

Cybersecurity Expertise
4 Directors

STRATEGIC SKILLS

Perform

21st Century Security / Defense Industry Transformation
5 Directors

5G.MIL®/ Digital & Networking Open Architecture
4 Directors

AI, Autonomy, Advanced Comms, Hypersonics, Space
5 Directors

Transform

Business and Digital Transformation
6 Directors

Operational Execution and Efficiency
10 Directors

Supply Chain Excellence
5 Directors

Grow

International Business Expansion
8 Directors

Business Model / Commercial Partnerships
8 Directors

M&A Expertise
7 Directors

We seek directors with the skills and competencies that propel our Company

The core competencies and strategic skills that the Board values align with our mission to keep our customers Ahead of Ready. We believe the Board is more effective by collectively having a mix of these core competencies and strategic skills, which have been enhanced through recent refreshment and ongoing director development.

CORE COMPETENCIES

Senior Leadership Experience. All directors have senior leadership experience. We look to have a balance of directors with public company CEO leadership experience, public company CFO experience and other experience managing large, complex organizations.

Financial Expertise. All directors have the ability to understand financial statements. Directors who qualify as an "audit committee financial expert" have additional education and experience that enables them to provide additional oversight of financial statements and capital allocation decisions as well as important financial metrics in measuring our performance.

Sustainability Expertise. Directors with sustainability experience, including employee safety and health, climate-related risks and political risks, play an important role in the Board's oversight of risks and the Company's sustainability initiatives.

Cybersecurity Expertise. Directors with experience in cybersecurity, intelligence and data protection, including U.S. cybersecurity policy and the U.S. Government's cybersecurity efforts and cybersecurity threats, contribute to the Board's oversight of cybersecurity risks and digital transformation efforts.

Senior Military / Government Experience. Directors with experience serving in senior military or government roles bring an important perspective; a background in managing large, complex, diverse organizations and understanding of our customers and relevant policy issues.

STRATEGIC SKILLS

Perform Lead in delivering 21st Century Security® solutions to our customers. Drive business outcomes. Deliver outstanding results for our customers and stockholders.

21st Century Security / Defense Industry Transformation. We are leading transformation in our industry to support our customers' needs for rapid, advanced solutions to promote deterrence and address an evolving threat landscape and an agile, resilient defense industrial base. Our 21st Century Security strategy takes the best of defense and commercial technology and business practices to make forces agile, adaptive and unpredictable, so that they stay ready for any mission—today and in the future. Directors with experience in leading transformation in the defense, commercial and telecom sectors provide important perspectives as we execute industry partnerships and bring these sectors together to deliver transformational capabilities for national defense.

5G.MIL / Digital & Networking Open Architecture. Lockheed Martin's 5G.MIL solutions integrate military communications with tactical gateway capabilities and enhanced 5G technology to enable seamless, resilient and secure connectivity and data flow across all battlefield assets. Directors with industry experience or technological expertise contribute to an understanding of network-enabled technologies and open architectures to enable our 21st Century Security strategy.

AI, Autonomy, Advanced Comms, Hypersonics, Space. Advancing and deploying technologies including AI, Autonomy, Advanced Communications, Hypersonics and Space are key priorities for the Company. Directors with technology and mission focused backgrounds contribute to an understanding of these technology priorities and our oversight of key investments in these areas.

Transform Transform ourselves and our supply chain. Innovate our solutions. Adopt new processes and tools to become more agile for customers.

Business and Digital Transformation. Directors with experience in business processes and systems and their evolution provide valuable insights as we execute our mission-driven business and digital transformation program that is critical to innovate and deliver the speed, agility and insights our customers need.

Operational Execution and Efficiency. Our future success requires us to drive a culture of operational excellence, efficiency and consistent performance. Directors with experience in areas such as complex manufacturing and other large, complicated operations contribute to the understanding of these challenges.

Supply Chain Excellence. Lockheed Martin has a unique and complex multi-tiered supply chain that is critical to our success. Directors with expertise in the management of relationships with suppliers provide important perspectives on managing supply chain challenges and driving affordability and resiliency.

Grow Expand existing core business. Go after new segments and adjacent markets. Disrupt ourselves through new developments, programs and products.

International Business Expansion. We are a global business with a presence in more than 50 countries. One of our key growth priorities is to expand our business internationally. Directors with experience understanding the complexities and risks of international business help the Company to achieve this goal.

Business Model / Commercial Partnerships. A key element of our 21st Century Security strategy is to collaborate with innovative commercial companies outside of the traditional aerospace and defense industry to leverage their technologies for military applications as well as to develop new business models for the defense industry. Directors with commercial experience contribute to an understanding of these new business models and related growth opportunities.

M&A Expertise. We look to leverage inorganic growth and portfolio alignment by pursuing strategically aligned targets with ventures, acquisitions and other investments as well as dispositions. Directors with mergers and acquisitions experience contribute to the Board's understanding of these opportunities.

Our director nominees' strategic skills, core competencies and attributes complement each other and enable effective oversight

The chart below illustrates how the director nominees individually and collectively represent the key skills and competencies that the Board has identified as valuable. Our directors possess familiarity with all of the skills and competencies set out below, and we have identified those areas where they demonstrate particular skills and competence. The chart also provides the personal attributes of the director nominees. Director nominees are listed by tenure in descending order from left to right.

			BURRITT	FALK	HOLLUB	TAICLET	REED-KLAGES	DUNFORD	YARRINGTON	DONOVAN	WILSON	AQUILINO
Strategic Skills	Perform	21st Century Security / Defense Industry Transformation				●		●		●	●	●
		5G.MIL / Digital & Networking Open Architecture				●				●	●	●
		AI, Autonomy, Advanced Comms, Hypersonics, Space				●		●		●	●	●
	Transform	Business and Digital Transformation	●	●		●	●		●	●		
		Operational Execution and Efficiency	●	●	●	●	●	●	●	●	●	●
		Supply Chain Excellence	●	●	●	●	●					
	Grow	International Business Expansion	●	●	●	●	●	●	●	●		
		Business Model / Commercial Partnerships	●	●	●	●	●			●	●	●
		M&A Expertise	●	●	●	●	●		●	●		
Core Competencies	Senior Leadership Experience		CEO	Chair and CEO	CEO	Chair and CEO	Chair and CEO	Four-Star General	CFO	CEO	Sec. of U.S. Air Force	Four-Star Admiral
	Financial Expertise		●	●	●	●	●		●	●		
	Sustainability Expertise		●	●	●	●	●		●		●	●
	Cybersecurity Expertise					●		●		●	●	
	Senior Military / Government Experience							●			●	●
Attributes	Veteran of the U.S. Armed Forces					●		●			●	●
	Gender		M	M	F	M	F	M	F	M	F	M
	Age		69	66	65	64	68	69	68	64	64	63
	Tenure (rounded years)		17	15	7	7	5	5	4	3	1	0
			11+ years		6-10 years		0-5 years					

Director Nominee Biographies

James D. Taiclet
Chairman, President and CEO

Director since 2018

Age 64

Committees
None

Experience, Strategic Skills and Core Competencies

- 21st Century Security / Defense Industry Transformation
- 5G.MIL / Digital & Networking Open Architecture
- AI, Autonomy, Advanced Comms, Hypersonics, Space
- Business and Digital Transformation
- Business Model / Commercial Partnerships
- Chairman and CEO Leadership Experience
- Cybersecurity Expertise
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency
- Supply Chain Excellence

Notable Expertise Provided to the Board

- Effective leadership and executive experience as Chairman, President and CEO of Lockheed Martin Corporation and American Tower Corporation
- Expertise in management at large-scale, multinational corporations, including regulatory compliance, corporate governance, capital markets and financing, strategic planning and investor relations
- Industry-specific expertise from service as a U.S. Air Force officer and pilot and as an executive at Lockheed Martin, Honeywell Aerospace Services and Pratt & Whitney

Selected Professional Experience

- Chairman since March 2021 and President and CEO of Lockheed Martin since June 2020
- Chairman, President and CEO of American Tower Corporation from 2004 until March 2020 and Executive Chairman from March 2020 to May 2020
- President of Honeywell Aerospace Services, a unit of Honeywell International and Vice President, Engine Services of Pratt & Whitney, a unit of then-United Technologies Corporation

Other Public Company Boards Within Last 5 years

American Tower Corporation (2004 - 2020)

Thomas J. Falk
Independent Lead Director

Director since 2010

Age 66

Committees
Nominating and Corporate Governance, Chair

Experience, Strategic Skills and Core Competencies

- Business and Digital Transformation
- Business Model / Commercial Partnerships
- Chairman, CEO and COO Leadership Experience
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency
- Supply Chain Excellence

Notable Expertise Provided to the Board

- Experience with the demands and challenges associated with managing global organizations from his experience as Chairman and CEO of Kimberly-Clark Corporation
- Knowledge of financial system management, public company accounting, disclosure requirements and financial markets
- Skilled in manufacturing, human capital management, compensation, corporate governance and public company boards

Selected Professional Experience

- Executive Chairman of Kimberly-Clark Corporation from January 2019 through December 2019
- Chairman and CEO of Kimberly-Clark from 2003 until December 2018 (CEO since 2002)
- President and COO of Kimberly-Clark from 1999 to 2002

Other Public Company Boards Within Last 5 years

None

John C. Aquilino
Independent Director

Director since 2024

Age 63

Committees
Classified Business and Security

Experience, Strategic Skills and Core Competencies

- 21st Century Security / Defense Industry Transformation
- 5G.MIL / Digital & Networking Open Architecture
- AI, Autonomy, Advanced Comms, Hypersonics, Space
- Business Model / Commercial Partnerships
- Sustainability Expertise
- Operational Execution and Efficiency
- Senior Military / Government Experience

Notable Expertise Provided to the Board

- Industry-specific expertise and knowledge of our core customer from his service in senior leadership positions with the U.S. military
- Experience with the demands and challenges associated with managing large organizations from his service as a Commander of the U.S. Indo-Pacific Command
- Skilled in executive management, logistics, military procurement and networking

Selected Professional Experience

- Four Star U.S. Navy Admiral retiring in 2024 after 40 years of service, including as the 26th Commander of the U.S. Indo-Pacific Command from 2021 until his retirement; Commander of the U.S. Pacific Fleet; Commander of the U.S. Fifth Fleet and Naval Forces Central Command; and Commander of Carrier Strike Group 2
- Fighter pilot in every geographic combatant command and in nearly every major military operation since 1984, including Operations Deliberate Force, Southern Watch, Enduring Freedom, Iraqi Freedom and Inherent Resolve

Other Public Company Boards Within Last 5 years

None

David B. Burritt
Independent Director

Director since 2008

Age 69

Committees
Audit; Management Development and Compensation

Experience, Strategic Skills and Core Competencies

- Business and Digital Transformation
- Business Model / Commercial Partnerships
- CEO, COO and CFO Leadership Experience
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency
- Supply Chain Excellence

Notable Expertise Provided to the Board

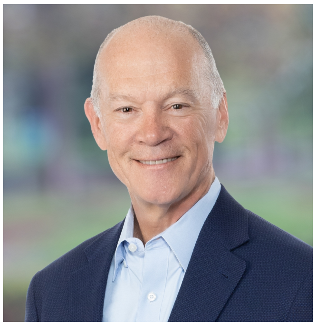
- Expertise in public company accounting, risk management, disclosure, financial system management, manufacturing and commercial operations and business transformation from roles as CEO and CFO at United States Steel Corporation (U.S. Steel) and CFO and Controller at Caterpillar Inc.
- Over 40 years' experience with the demands and challenges of manufacturing operations and the global marketplace from his positions at U.S. Steel and Caterpillar Inc.

Selected Professional Experience

- President and CEO of U.S. Steel since 2017
- President and COO of U.S. Steel in 2017
- Executive Vice President and CFO of U.S. Steel from 2013 to 2017
- CFO of Caterpillar Inc. until his retirement in 2010, after more than 32 years with the company

Other Public Company Boards Within Last 5 years

U.S. Steel (Executive Committee) (2017 - present)



John M. Donovan
Independent Director

Director since 2021

Age 64

Committees
Classified Business and Security; Management Development and Compensation, Chair

Experience, Strategic Skills and Core Competencies

- 21st Century Security / Defense Industry Transformation
- 5G.MIL / Digital & Networking Open Architecture
- AI, Autonomy, Advanced Comms, Hypersonics, Space
- Business and Digital Transformation
- Business Model / Commercial Partnerships
- CEO and CTO Leadership Experience
- Cybersecurity Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency

Notable Expertise Provided to the Board

- Expertise in technology and innovation, including the transition to 5G networks, artificial intelligence and machine learning
- Skilled in overseeing global information, software development, supply chain, network operations and big data organizations
- Experience in cybersecurity, including Lead Independent Director of a leading cybersecurity company and Cybersecurity & Infrastructure Security Agency (CISA) committee leadership

Selected Professional Experience

- CEO of AT&T Communications, LLC, a wholly owned subsidiary of AT&T Inc. responsible for AT&T's telecommunications and video services, from 2017 until his retirement in 2019
- Chief Strategy Officer and Group President of AT&T Technology and Operations from 2012 to 2017
- Chief Technology Officer of AT&T from 2008 to 2012
- Chair of the President's National Security Telecommunications Advisory Committee from 2019 to 2023

Other Public Company Boards Within Last 5 years

Palo Alto Networks, Inc. (Lead Director; ESG and Nominating, Co-Chair; Security Committee, Chair; Compensation and People) (2012 - present)

Joseph F. Dunford, Jr.
Independent Director

Director since 2020

Age 69

Committees
Classified Business and Security, Chair; Nominating and Corporate Governance

Experience, Strategic Skills and Core Competencies

- 21st Century Security / Defense Industry Transformation
- AI, Autonomy, Advanced Comms, Hypersonics, Space
- Cybersecurity Expertise
- International Business Expansion
- Operational Execution and Efficiency
- Senior Military / Government Experience

Notable Expertise Provided to the Board

- Industry-specific expertise and knowledge of our core customer from his service in senior leadership positions with the U.S. military
- Experience with the demands and challenges associated with managing large organizations from his service as a Commander and Chairman of the Joint Chiefs of Staff
- Skilled in executive management, logistics, military procurement and cybersecurity threats

Selected Professional Experience

- Senior managing director and partner of Liberty Strategic Capital and member of the firm's investment committee since 2022
- Four Star U.S. Marine Corps General retiring in 2019 after more than 40 years of service, including as the 19th Chairman of the Joint Chiefs of Staff from 2015 to 2019; 36th Commandant of the Marine Corps and the Commander of all U.S. and NATO Forces in Afghanistan
- Chairman of the Board, Adams Presidential Center (non-profit)

Other Public Company Boards Within Last 5 years

Satellogic Inc. (2022 - present)

Vicki A. Hollub
Independent Director

Director since 2018

Age 65

Committees
Audit, Management Development and Compensation

Experience, Strategic Skills and Core Competencies

- Business Model / Commercial Partnerships
- CEO and COO Leadership Experience
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency
- Supply Chain Excellence

Notable Expertise Provided to the Board

- Broad insight and experience with the demands and challenges associated with managing global organizations from her experience as President and CEO of Occidental Petroleum Corporation and more than three decades in executive and operational roles, including leading the $55 billion merger with Anadarko Petroleum Corporation
- Expertise in core customer markets in the Middle East and Latin America
- Skilled in enterprise risk management, environmental stewardship, safety and sustainability, including leading carbon capture, utilization and storage and other decarbonization initiatives

Selected Professional Experience

- President and CEO of Occidental Petroleum Corporation (Occidental) since 2016
- President and COO of Occidental from 2015 to 2016
- Senior Executive Vice President, Occidental and President, Oxy Oil and Gas - Americas from 2014 to 2015
- Executive Vice President, Occidental and Executive Vice President, U.S. Operations and Oxy Oil and Gas from 2013 to 2014

Other Public Company Boards Within Last 5 years

Occidental (2015 - present)

Debra L. Reed-Klages
Independent Director

Director since 2019

Age 68

Committees
Management Development and Compensation; Nominating and Corporate Governance

Experience, Strategic Skills and Core Competencies

- Business and Digital Transformation
- Business Model / Commercial Partnerships
- Chairman, CEO and COO Leadership Experience
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency
- Supply Chain Excellence

Notable Expertise Provided to the Board

- Experience with the demands and challenges associated with managing global organizations from her experience as Chairman, President and Chief Executive Officer of Sempra Energy
- Skilled in enterprise risk management, environmental stewardship, safety, sustainability, digital transformation and developing global partnerships
- Knowledge of financial system management, compensation, corporate governance and public company boards

Selected Professional Experience

- Executive Chairman of Sempra Energy from May 2018 to December 2019
- Chairman (2012-2018), President (2017-2018) and CEO (2011-2018) of Sempra Energy
- Executive Vice President of Sempra Energy and President and CEO of SDG&E and SoCalGas, Sempra Energy’s regulated California utilities
- President, COO and CFO of SDG&E and SoCalGas

Other Public Company Boards Within Last 5 years

Chevron Corporation (Audit, Chair) (2018 - present)

Caterpillar Inc. (Presiding Director, Nominating and Governance, Chair; Executive) (2015 - present)

Heather A. Wilson
Independent Director

Director since 2024

Age 64

Committees
Classified Business and Security

Experience, Strategic Skills and Core Competencies

- 21st Century Security / Defense Industry Transformation
- 5G.MIL / Digital & Networking Open Architecture
- AI, Autonomy, Advanced Comms, Hypersonics, Space
- Business Model / Commercial Partnerships
- Cybersecurity Expertise
- Sustainability Expertise
- Operational Execution and Efficiency
- Senior Military / Government Experience

Notable Expertise Provided to the Board

- More than 35 years of experience and senior leadership roles in the military, higher education and government
- Expertise and knowledge of our customer and industry from her service as Secretary of the Air Force and in the U.S. Congress, including extensive knowledge of the budgeting process and weapons acquisition
- Experience with the demands and challenges associated with managing large organizations from her service as Secretary of the Air Force and president of universities

Selected Professional Experience

- President of the University of Texas at El Paso since 2019
- Secretary of the U.S. Air Force from 2017 to 2019
- President of the South Dakota School of Mines & Technology from 2013 to 2017
- Member of the U.S. House of Representatives from 1998 to 2009 representing New Mexico, serving on the House Armed Services Committee, the House Permanent Select Committee on Intelligence and the House Energy and Commerce Committee

Other Public Company Boards Within Last 5 years

Maxar Technologies, Inc. (2021 - 2023)

Patricia E. Yarrington
Independent Director

Director since 2021

Age 68

Committees
Audit, Chair; Classified Business and Security

Experience, Strategic Skills and Core Competencies

- Business and Digital Transformation
- CFO Leadership Experience
- Sustainability Expertise
- Financial Expertise
- International Business Expansion
- M&A Expertise
- Operational Execution and Efficiency

Notable Expertise Provided to the Board

- Expertise in public company accounting, risk management, disclosure and financial system management from her role as CFO at Chevron Corporation
- Over 38 years of experience with the demands and challenges of the global marketplace from her positions at Chevron
- Experience leading the financial operations aspects of digital and business transformation while CFO of Chevron

Selected Professional Experience

- Vice President and Chief Financial Officer of Chevron Corporation from 2009 to 2019
- Previously at Chevron, Vice President and Treasurer, 2007 to 2008; Vice President of Policy, Government and Public Affairs, 2002 to 2007 and Vice President of Strategic Planning, 2000 to 2002
- Served as director of Chevron Phillips Chemical Company LLC (a 50-50 joint venture with Phillips 66) and the Federal Reserve Bank of San Francisco, serving as the Chairman of the Bank's board from 2013 to 2014

Other Public Company Boards Within Last 5 years

None

Director Nomination Process

Our Board's nomination and selection process is rigorous and dynamic

Our Board seeks to operate with the highest degree of effectiveness, supporting a dynamic boardroom culture that encourages independent thought and intelligent debate on critical matters to achieve a higher level of success for the Company and its stockholders. Achieving this goal requires the right mix of people who bring different perspectives, backgrounds, business and professional experiences, and competencies, as well as professional integrity, sound judgment and collegiality. The Board regularly considers potential director candidates using the following process.

1 Assess the Board's needs

The Governance Committee and Board as a whole consider both the short- and long-term strategies of the Company to determine what current and future skills and experience are required of the Board in exercising its oversight function and considering potential retirements and resignations. Board succession planning is a topic at every meeting.

2 Identify candidates

Each Board member may recommend potential candidates to the Board for nomination. Directors primarily do this through their professional networks. The Chairman, independent Lead Director or Governance Committee then screens those candidates.

Director candidates also may be identified by stockholders and will be evaluated under the same criteria applied to other director nominees and considered by the Governance Committee. Information on the process and requirements for stockholder nominees may be found in Sections 1.10 and 1.11 of our Bylaws (available at *www.lockheedmartin.com/corporate-governance).*

3 Review and evaluate candidates

Our Governance Guidelines (available at *www.lockheedmartin.com/corporate-governance*) list criteria against which candidates are evaluated, including:

- needs identified from the Board's self-assessment process;
- investor feedback;
- alignment of the candidates' skills and competencies to the Company's future strategic challenges and opportunities;
- needs in light of expected Board retirements or recent resignations;
- a balance between public company and government customer-related experience;
- candidates' background;
- candidates' other time commitments, including service on boards of other companies; and
- for incumbent directors, attendance, past performance on the Board, and contributions to the Board and Board committees.

4 Interview and recommend candidates

The Chairman, independent Lead Director and other Board members interview highly accomplished candidates and provide their input to the Governance Committee. The Governance Committee then recommends, and the Board then votes on, the selected candidate.

5 Recommend candidate to the Board

The candidate who best fits the needs of the Board at that time is recommended for election to the Board. Prior to any formal action, other independent members of the Board are offered the opportunity to interview the prospective candidate.

Our Board considers director tenure

Board refreshment over time is critical to ensuring that the Board as a whole maintains an appropriate balance of tenure, perspective, skills and experience. The Board believes it is desirable to maintain a mix of longer-tenured, experienced directors who have developed increased knowledge and insight into the Company's operations, and newer directors with fresh perspectives and new ideas. The Board's Bylaws and Governance Guidelines provide that a director is not eligible to be renominated for election at the annual meeting following their 75th birthday unless an exemption is granted by action of the Board. In considering whether to grant such an exemption, the Board will consider the expertise, experience, background and perspectives of the director and their ongoing contributions to the Board. We do not have term limits for directors, as they may sometimes result in losing the contributions of experienced directors who have over time developed a deep understanding of the Company and its operations. Each director's continued tenure will be re-considered annually as part of the annual Board self-evaluation and nomination process. The Board has undergone significant refreshment over the past several years, including adding six new directors since 2019.

As part of the Board's continuous refreshment process, we maintain a robust pipeline of director candidates who we are actively evaluating with regard to their ability to contribute necessary skills and expertise, as well as their contribution to the overall composition of our Board. The Board seeks to identify candidates with areas of knowledge or experience that will expand or complement the Board's existing expertise in overseeing a technologically advanced global security and aerospace company. Given the complex needs and circumstances of our business and resulting needs of our Board, including the importance of considering candidates with knowledge of our key customers and classified business and security credentials, our refreshment process requires time to identify and nominate the most suitable candidates. We are continuing to execute our deliberate and thorough refreshment strategy in 2025.

Director Commitments, Onboarding and Stock Ownership Guidelines

Our Board evaluates directors' other commitments

The Board recognizes that its members benefit from service on the boards of other companies, and it encourages such service within specified limits. The Board also believes that it is critical that directors dedicate sufficient time to their service on the Company's Board. Our Governance Guidelines include a policy limiting public company board service without obtaining the approval of the Governance Committee, as set forth below. The Governance Committee, as part of its annual director nomination process, evaluated the commitments of our director nominees and confirmed that all are compliant with this policy. In addition, the Governance Committee reviews this policy from time to time with the policies of proxy advisory firms and institutional stockholders in mind.

DIRECTORS	PUBLIC COMPANY CEO	AUDIT COMMITTEE
A director may not serve on the boards of more than **4** public companies (including Lockheed Martin)	Active CEOs or equivalent may not serve on the boards of more than **3** public companies (including Lockheed Martin)	Audit Committee members may not serve on more than **3** public company audit committees (including Lockheed Martin)

The Governance Committee also has oversight responsibility for reviewing new commitments or changes in responsibility that could potentially interfere with a director's ability to perform his or her duties and responsibilities, including conflicts of interest, independence or related person transactions, regulatory issues and time commitments. Directors should expect to resign upon any significant change in principal employment or responsibilities, unless the Governance Committee approves their continued service.

Our directors receive extensive onboarding and pursue continuing education

New directors are provided a comprehensive orientation about the Company, including our business operations, strategy and governance. New directors have one-on-one sessions with the CEO, the independent Lead Director, other directors and members of senior management. New Audit Committee members also have one-on-one sessions with the Company's independent auditors. Members of our senior management regularly review with the Board the operating plan of each of our business segments and the Company as a whole. The Board also conducts periodic site visits to our facilities as part of its regularly scheduled Board meetings, and directors are encouraged to visit sites on an ad-hoc basis and meet one-on-one with members of senior management and other employees. Directors are encouraged to attend outside director continuing education programs sponsored by educational and other institutions to assist them in staying abreast of developments in corporate governance and critical issues relating to the operation of public company boards.

We require directors to own a significant amount of Lockheed Martin stock

To align their interests with the long-term interests of our stockholders, non-employee directors have five years from the time they join the Board to achieve stock ownership levels (common stock or stock units) equivalent to five times the annual cash retainer. As of December 31, 2024, each non-employee director met the stock ownership guidelines or is on track to timely satisfy them. Mr. Taiclet, as CEO, is subject to the stock ownership requirements described in "Stock Ownership Requirements for Key Employees" on page 57.

Director Compensation

Director compensation is an important tool used to attract and retain qualified directors and to address the time, effort, expertise and accountability required of active Board membership. The Governance Committee annually reviews publicly available data for the companies in the comparator group we use for benchmarking executive compensation disclosed in the "Compensation Discussion and Analysis" section (see page 48) and makes recommendations to the Board regarding compensation for non-employee directors.

Although the Governance Committee reviews director compensation annually, it has been the practice of the Governance Committee to recommend changes no more frequently than every two years, and, when making changes, to set compensation above the median with the expectation that compensation will decline relative to the median over the two year cycle. In 2024, Meridian Compensation Partners, acting as independent compensation consultant to the Governance Committee, assisted in its review of director compensation and best practices in director compensation design. Based upon that review and the market data, the Board did not make any changes to director compensation in 2024. The last changes to director compensation were approved by the Board in September 2022 and were effective January 1, 2023. Equity is granted once annually, and the cash retainers are paid in quarterly installments.

Annual Compensation

Equity Compensation

The annual equity retainer is paid in stock units under the Lockheed Martin Corporation Amended and Restated Directors Equity Plan (Directors Equity Plan). Except in certain circumstances, stock units vest 50 percent on June 30 and 50 percent on December 31 following the grant date. Stock units become fully vested upon a change in control or a director's retirement, death or disability. Vested stock units are distributed upon a director's termination of service, at the director's election, in whole shares of stock or in cash, and in a lump sum or in up to 20 annual installments. Prior to distribution, a director has no voting, dividend or other rights with respect to the stock units, but is credited with additional stock units representing dividend equivalents as they are accrued (converted to stock units based on the closing price of our stock on the dividend payment dates).

A director who has satisfied the Board's stock ownership guidelines may elect to have their annual award of stock units (together with any dividend equivalents thereon) paid in a lump sum in whole shares of stock or in cash on the first business day of April following the first anniversary of the grant date. Any director who has not elected early payments or has not satisfied the stock ownership guidelines will have vested stock units paid (along with any accumulated dividend equivalents) upon termination or retirement from the Board. Although the Directors Equity Plan authorizes the grant of stock units or stock options, in June 2014, the Board approved a resolution to the effect that each non-employee director would elect to receive the annual equity retainer in the form of stock units for each year beginning with 2015 and would not elect options to purchase shares unless the Board resolution is further amended or revoked.

Deferred Compensation

Non-employee directors may defer the cash portion of their fees under the Lockheed Martin Corporation Directors Deferred Compensation Plan (Directors Deferred Compensation Plan). At the director's election, deferred amounts track the performance of: (i) the investment options available under the Salaried Savings Plan, the qualified savings plan for employees, or (ii) our common stock (with dividends reinvested). Deferred amounts are distributed in a lump sum or in up to 15 annual installments commencing at a time designated by the director following termination of service.

2024 Director Compensation Table

The following table provides information on the compensation of our directors for the fiscal year ended December 31, 2024. Mr. Taiclet did not receive separate compensation for service as a director of the Company during 2024.

Name	Fees Earned or Paid in Cash[(1)] ($)	Stock Awards[(2)] ($)	All Other Compensation[(3)] ($)	Total ($)
(a)	(b)	(c)	(g)	(h)
Daniel F. Akerson	83,791	170,000	—	253,791
John C. Aquilino	9,290	—	—	9,290
David B. Burritt	170,000	170,000	181	340,181
Bruce A. Carlson	170,000	170,000	—	340,000
John M. Donovan	200,000	170,000	1,000	371,000
Joseph F. Dunford, Jr.	195,000	170,000	—	365,000
James O. Ellis, Jr.	56,978	56,667	4,785	118,430
Thomas J. Falk	234,918	170,000	—	404,918
Ilene S. Gordon	124,386	170,000	2,000	296,386
Vicki A. Hollub	170,000	170,000	—	340,000
Jeh C. Johnson	147,826	170,000	—	317,826
Debra L. Reed-Klages	170,000	170,000	—	340,000
Heather A. Wilson	103,681	99,167	3,023	205,871
Patricia E. Yarrington	193,269	170,000	2,000	365,269

(1) The amounts reported in the **Fees Earned or Paid in Cash** column reflect the aggregate dollar amount of 2024 fees earned or paid in cash for services as a director, including annual retainer, committee chairman retainer and independent Lead Director retainer. For Ms. Gordon, it also reflects the one-time cash payment described in footnote 2 below.

(2) The amounts reported in the **Stock Awards** column represent the aggregate grant date fair value computed in accordance with ASC 718 for awards of stock units in 2024 under the Directors Equity Plan. For 2024, each independent director other than Adm. Aquilino, Adm. Ellis and Dr. Wilson, was credited with 401.7773 stock units with an aggregate grant date fair value of $170,000 vesting 50% on June 30, 2024 and 50% on December 31, 2024. The grant date fair value of these awards was the closing price of our stock ($423.12) on the date of the grant (February 15, 2024). Adm. Ellis was credited with a one-third prorated award of 133.9258 stock units with an aggregate grant date fair value of $56,667 that vested on May 2, 2024 upon his retirement from the Board of Directors at the annual meeting. Because Mr. Akerson did not stand for reelection at the annual meeting, one-third of his award vested on May 2, 2024 and he forfeited the rest in accordance with the terms of the Directors Equity Plan. Dr. Wilson was credited with 212.0766 stock units with an aggregate grant date fair value of $99,167. The grant date fair value of this award was the closing price of our stock ($467.60) on the date of the grant (June 3, 2024). Ms. Gordon's 2024 stock award was forfeited upon her resignation on May 24, 2024, in accordance with the terms of the Directors Equity Plan. In recognition of her Board service during 2024 prior to her resignation, the Board approved a one-time $56,667.67 cash payment to Ms. Gordon, which was paid on July 23, 2024. The unvested portion of Mr. Johnson's 2024 stock award was forfeited upon his resignation on November 13, 2024. Under the terms of the Directors Equity Plan, Adm. Aquilino did not receive any 2024 stock award because he was elected to the Board in December 2024. There were no outstanding unvested stock units as of December 31, 2024. See "Security Ownership of Management and Certain Beneficial Owners" on page 88 for information on the directors' ownership of shares of Company stock.

(3) The amounts reported in the **All Other Compensation** column represent (i) matching contributions made to non-profit organizations under the Company's matching gift programs that are generally available to all employees as follows: Mr. Donovan: $1,000; Ms. Gordon $2,000; Dr. Wilson $1,000; and Ms. Yarrington $2,000 and (ii) tax assistance provided for a spouse accompanying a director for a business reason and for tickets for a business-related event. Perquisites and other personal benefits provided to directors did not exceed $10,000 for any individual director.

Executive Compensation

Executive Compensation

Proposal 2: Advisory Vote to Approve the Compensation of our Named Executive Officers (Say-on-Pay)

The Board recommends a vote **FOR** this proposal

As required by Section 14A of the Securities Exchange Act of 1934, as amended, we ask our stockholders to vote annually to approve, on an advisory (non-binding) basis, the compensation of our named executive officers (NEOs) as described in detail in the Compensation Discussion and Analysis (CD&A) and the accompanying tables in the Executive Compensation section of this Proxy Statement. This vote is commonly known as Say-on-Pay.

Stockholders should review the entire Proxy Statement including, in particular, the CD&A beginning on page 44 and the Summary Compensation Table and other executive compensation information and tables beginning on page 60, for information on our executive compensation programs and other important items.

We believe that the information provided in this Proxy Statement demonstrates that our executive compensation programs are designed to link pay to performance. Accordingly, the Board recommends that stockholders approve the compensation of our NEOs by approving the following Say-on-Pay resolution:

RESOLVED, that the stockholders of Lockheed Martin Corporation approve, on an advisory basis, the compensation of the named executive officers identified in the “Summary Compensation Table,” as disclosed in the Lockheed Martin Corporation 2025 Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the accompanying footnotes and narratives. This vote is not intended to address any specific item of compensation, but rather our overall compensation policies and procedures related to the NEOs. Although the results of the Say-on-Pay vote do not bind the Company, the Board will, as it does each year, continue to review the results carefully and plans to continue to seek the views of our stockholders throughout the year.

Compensation Committee Report

The Management Development and Compensation Committee makes recommendations to the Board of Directors concerning the compensation of the Company’s NEOs. We have reviewed and discussed with management the Compensation Discussion and Analysis that will be included in the Company’s Schedule 14A Proxy Statement, filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended. Based on that review and discussion, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Proxy Statement. The Board approved our recommendation.


John M. Donovan, Chairman


David B. Burritt


Vicki A. Hollub


Debra L. Reed-Klages

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) provides information about our 2024 compensation program and decisions for our 2024 named executive officers (NEOs). Our executive compensation program, underpinned by our pay-for-performance philosophy, delivers compensation to our NEOs that is intrinsically and strongly linked to Company performance.

NEOs and Compensation Highlights

James D. Taiclet
Chairman, President and Chief Executive Officer

Years of Service: 5 years

Jesus Malave
Chief Financial Officer

Years of Service: 3 years

Frank A. St. John
Chief Operating Officer

Years of Service: 38 years

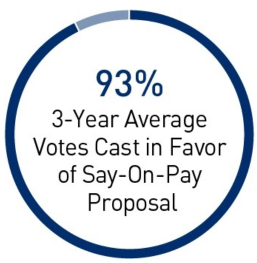
Stephanie C. Hill
President
Rotary and Mission Systems

Years of Service: 38 years

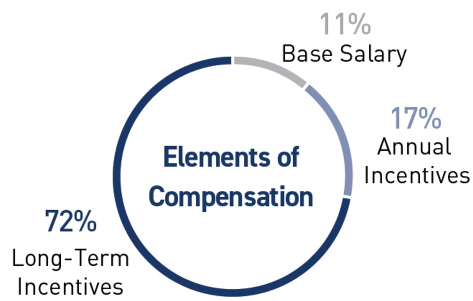
Robert M. Lightfoot
President
Space

Years of Service: 6 years

3-YEAR SAY-ON-PAY RESULTS



2024 NEO TARGET OPPORTUNITY MIX



Best Practices in Our Programs

- Pay aligns with performance
- Market-based (50th percentile) approach for determining NEO target pay levels
- Caps on annual and long-term incentives, including when Total Stockholder Return (TSR) is negative
- Supplemental discretionary clawback policy on variable pay
- Double-trigger provisions for change in control
- Robust stock ownership requirements
- Low equity burn rate and dilution
- No payment of dividends or dividend equivalents on unvested equity awards
- Annual say-on-pay vote and ongoing stockholder engagement on executive compensation

Practices we do not engage in or allow

- No employment agreements
- No option backdating, cash-out of underwater options or repricing (no employee options granted since 2012)
- No gross-ups upon a change in control
- No tax gross-ups on personal use of corporate aircraft
- No individual change in control agreements
- No automatic acceleration of unvested incentive awards in the event of termination
- No enhanced retirement formula or inclusion of long-term incentives in pensions
- No enhanced death benefits for executives
- No hedging or pledging of Company stock

2024 Say-on-Pay Results and Investor Feedback

At our 2024 Annual Meeting, more than 93% of the votes cast by our stockholders approved our Say-on-Pay proposal. We meet with our investors throughout the year to understand the executive compensation topics that matter most to them and to seek their views on our existing policies and practices (please see “Board Accountability to Stockholders” on page 15 for more details). Investors we engaged with during 2024 reacted positively to our pay governance and executive compensation programs and overall indicated that they view our compensation programs as appropriately structured, including our pay mix and transparency as disclosed in our Proxy Statement. We consider the input of our stockholders, along with emerging best practices, to ensure alignment with our executive pay programs. We welcome feedback regarding our executive compensation programs and will continue to engage with our stockholders in 2025.

Executive Summary

Our 2024 Performance

In 2024, Lockheed Martin made significant progress in advancing our 21st Century Security® technologies to provide superior capabilities to our customers. We delivered solid financial results, including sales of approximately $71.0 billion, segment operating profit of $6.1 billion, free cash flow of $5.3 billion and ended the year with an impressive backlog of $176.0 billion with strong orders from both domestic and international customers. These results allowed us to return $6.8 billion of cash to our stockholders, comprised of $3.7 billion in share repurchases and $3.1 billion in cash dividends. We have increased our quarterly cash dividend for over 22 consecutive years, reflecting the long-term strength of our cash flow generation and our commitment to stockholders.

These results were impacted by losses associated with existing classified programs at our Aeronautics and Missiles and Fire Control business segments that we recognized in 2024. Commensurate with our pay-for-performance philosophy, our annual incentive payouts described below reflected these financial impacts.

From a strategic and operational perspective, our commitment to innovation and operational excellence enabled the delivery of world-class products and services for the United States and our international allies. During 2024, we completed the first successful live-fire event for the long-range hypersonic weapon system and demonstrated human-machine teaming on an F-35 using our 5G.MIL architecture. We also exceeded our cost savings goals and significantly improved supplier performance, in addition to the business achievements highlighted below.

2024 Financial Performance

Sales of **$71.0B**

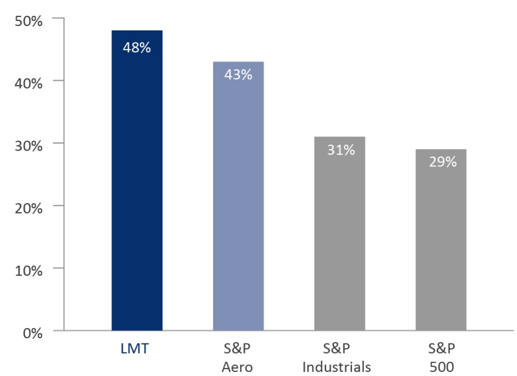
Segment Operating Profit* of **$6.1B**

Free Cash Flow* of **$5.3B**

Earnings per Share of **$22.31**

* See Appendix A for an explanation of Non-GAAP measures.

3-Year Total Stockholder Return (TSR)



Advancing Air Superiority: Our F-35 Lightning II program continued to modernize capabilities, mature domestically and expand globally, with 110 aircrafts delivered in 2024. We secured procurement agreements from Romania, Greece, the Czech Republic and the Republic of Singapore. The F-35 was also used in several operation missions in the Middle East and eastern Europe demonstrating its unmatched stealth, situational awareness and kinetic effectiveness. We delivered the first Technology Refresh 3 (TR-3)-configured F-35 to the U.S. Air Force, beginning a new era of air dominance. Additionally, our X-59 Quiet Supersonic Technology (QueSST) is pushing the boundaries of innovation in supersonic flight.

Expanding Missile Defense and Precision Strike Capabilities: The THAAD air-defense system provided a dome of protection in combat, successfully defending against incoming ballistic missiles. We were also selected to deliver the Next Generation Interceptor (NGI), the nation's new homeland missile defense capability. Our focus on digital transformation and advanced manufacturing enabled us to double HIMARS production capacity and grow PAC-3 MSE production by 30%. Further, we solidified a contract to continue our partnership with the U.S. Navy on the Fleet Ballistic Missiles (FBM) program.

Modernizing the Eyes in the Sky: We launched the seventh Lockheed Martin-designed and built Global Positioning System (GPS) III space vehicle on an accelerated timeline to support the U.S. Space Force's rapid demand for secure, advanced positioning, navigation and timing signals. Additionally, GOES-U, the final satellite of the GOES-R series, successfully launched to provide critical weather and climate data into the 2030s.

Digital Transformation: Our 1LMX program continues to drive efficiencies across the Company by standardizing processes, modernizing systems and enhancing agility. We have more than 40,000 engineers using our AI and SW factories and added cutting-edge AI large language models to our AI Factory tools to accelerate AI-driven development, allowing us to unlock autonomous capabilities. For example, using Sikorsky's MATRIX™ autonomous system, we sent remote mission commands to an unpiloted Black Hawk helicopter in real-time from hundreds of miles away. Additionally, we conducted the first autonomous HIMARS demonstration.

Overall, our 2024 performance reflects our commitment to delivering innovative solutions to address the evolving needs of our customers, while creating long-term value for our stockholders. We remain focused on advancing our strategic priorities and operational initiatives, and we are well-positioned to drive growth and success in the years to come.

Compensation Overview

Our executive compensation programs covering our NEOs are designed to attract and retain critical executive talent, to motivate behaviors that align with stockholders' interests and to pay for performance. We use the 50th percentile of our comparator group (shown on page 48) as a benchmark to set target total compensation around the 50th percentile with modest variations due to market data fluctuations year-over-year. The Compensation Committee also considers experience, performance and value in role when setting target compensation levels for our NEOs, while allowing incentive payouts to exceed or fall below the target levels based upon actual performance. This outcome is consistent with our pay-for-performance philosophy to set pay and targets at market levels, but pay incentive compensation that reflects actual performance.

2024 CEO Compensation

2024 CEO Target Pay Mix. We believe that the compensation opportunities of our CEO should be predominantly variable, and the variable elements of the compensation package should tie to the Company's long-term success and sustainable long-term total returns to our stockholders. As shown in the chart to the right, a significant portion of our CEO's target compensation is variable and in the form of long-term incentives (LTI) with more than half of total target pay in the form of equity-based incentives.

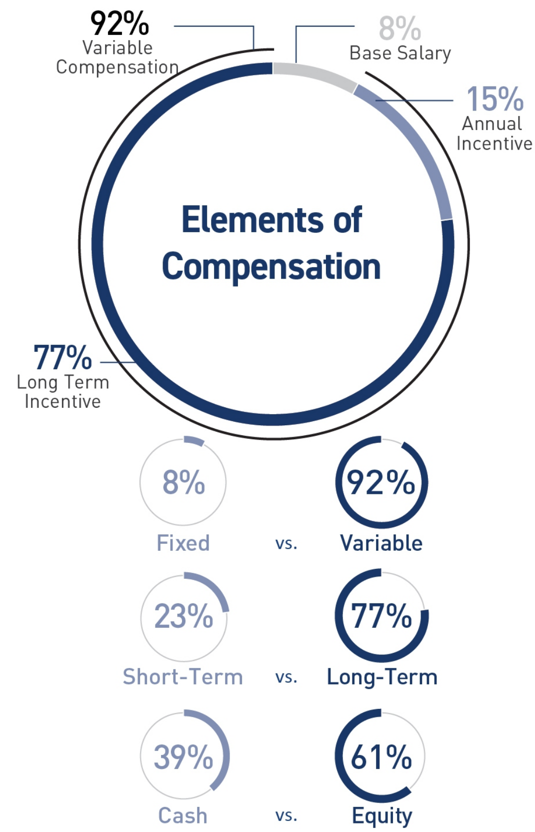
Base Salary. In 2024, Mr. Taiclet's annual base salary was set at $1,751,000, which has remained unchanged since 2021.

2024 Annual Incentive. Mr. Taiclet's target annual incentive amount for 2024 was 190% of salary, or $3,326,900.

2024-2026 Long-Term Incentives. In 2024, Mr. Taiclet was granted an annual LTI award of $16.5 million, which was allocated 50% in Performance Stock Units (PSUs), 30% in Restricted Stock Units (RSUs) and 20% in the cash-based LTI performance award (LTIP). RSUs will cliff-vest after three years, while the payout of PSUs and LTIP will be based upon our results at the end of the three-year performance period relative to the three-year performance goals that were established in the beginning of 2024.

Benefit and Retirement Plans. Mr. Taiclet is eligible for benefit and retirement programs, similar to other salaried employees. None of our NEOs received additional years of service credits or other forms of formula enhancements under our benefit or retirement plans. Mr. Taiclet does not participate in our pension plan.

CEO Target Opportunity Mix *



* Fixed vs. variable and cash vs. equity components are designated in the 2024 Compensation Elements table on page 49. We consider base salary and annual incentives as short-term pay and PSUs, LTIP and RSUs as long-term pay. Cash represents base salary, annual incentive target and LTIP target. We do not include retirement or other compensation components in the chart.

Summary of Compensation Approach

Guiding Pay Principles

Attract, motivate and retain executive talent	**Market-based 50th percentile approach** on target total compensation	**Link executive pay** to Company performance	**Provide an appropriate mix** of short-term vs. long-term pay and fixed vs. variable pay	**Align** to stockholder interests and long-term Company value

The compensation best practices described on page 44 also guide and shape our compensation approach.

Our Decision-Making Process

The Compensation Committee seeks input from our CEO and other members of our management team as well as input and advice from an independent compensation consultant to ensure the Company's compensation philosophy and information relevant to individual compensation decisions are considered. Mr. Taiclet did not participate in the Board's or the Compensation Committee's deliberations on his compensation.

Independent Pay Governance

INDEPENDENT BOARD MEMBERS

Review and approve compensation of the CEO and review and ratify compensation of other NEOs. Review with management, at least annually, the succession plan for the CEO and other senior positions.

INDEPENDENT COMPENSATION COMMITTEE

Reviews and approves incentive goals relevant to NEO compensation. Reviews and approves the compensation for each NEO. Recommends CEO compensation to the independent members of the Board.

INDEPENDENT COMPENSATION CONSULTANT

Provides advice on executive pay programs, pay levels and best practices. Provides design advice on incentive vehicles and other compensation programs.

STOCKHOLDERS & OTHER KEY STAKEHOLDERS

Provide feedback on various executive pay practices and governance through annual Say-on-Pay vote and during periodic meetings with management, which then is reviewed by and discussed with our independent Board members.

Role	Management	CEO	Management Compensation Consultant[1]	Independent Compensation Consultant[2]	Independent Compensation Committee	Independent Board Members
Peer Group / External Market Data and Best Practices for Compensation Design and Decisions	Reviews	Reviews	Develops	Develops / Reviews	Reviews	—
Annual NEO Target Compensation	—	Recommends	—	Reviews	Approves	Ratify
Annual CEO Target Compensation	—	—	—	Advises	Recommends	Approve
Annual and Long-Term Incentive Measures, Performance Targets and Performance Results	Develops	Reviews	—	Reviews	Approves	Ratify
Long-Term Incentive Grants, Dilution, Burn Rate	Develops	Reviews	—	Reviews	Approves	Ratify
Risk Assessment of Incentive Plans	Reviews	Reviews	—	Develops	Reviews	—
Succession Plans	Develops	Reviews	—	—	—	Review

(1) Aon plc (Aon) and Willis Towers Watson.

(2) Meridian Compensation Partners (Meridian).

How We Determine Market Rate Compensation

For each of the principal elements of executive compensation, we define the "market rate" as the size-adjusted 50th percentile of our comparator group of companies. Size-adjusted market rates are calculated for us by Aon, using revenue regression analysis. This statistical technique accounts for revenue size differences within the peer group and results in a market rate for all compensation elements consistent with our revenue relationship to our peers. We also may adjust the market rate to reflect differences in an executive's job scope relative to the industry or the comparator group of companies, as appropriate.

Our incentive plans are designed so that actual performance in excess of established performance targets results in payouts above target and actual performance below established performance targets results in payouts below target or no payout.

How We Select the Comparator Group for Market Rate Purposes

The Compensation Committee annually reviews our comparator group to maintain relevancy and to ensure the availability of data, while seeking to avoid significant annual changes in the group to ensure a level of consistency. The criteria used to determine the comparator group is set forth below:

Set an Initial List of Companies

Attributes

- Traded on a major U.S. exchange
- Similarity in annual revenue
- Participation in Aon executive compensation survey

Apply Refining Criteria to Select Final Comparator Group

Refining Criteria

- Industrial companies that face similar macro-economic pressures
- Companies we compete with for executive talent
- Companies with comparable executive officer positions

The comparator group data presented to and considered by the Compensation Committee was developed from the proprietary results of the Aon executive compensation survey, subject to review by Meridian. All of the 2024 comparator group companies participated in the Aon survey. The 2024 comparator group was the same as 2023. Our 2024 revenues represented the 80th percentile of the comparator group. For 2025, two of our comparators, GE Aerospace (General Electric Company) and Dow Inc., were removed from the comparator group as they no longer participate in the Aon Benchmarking Survey.

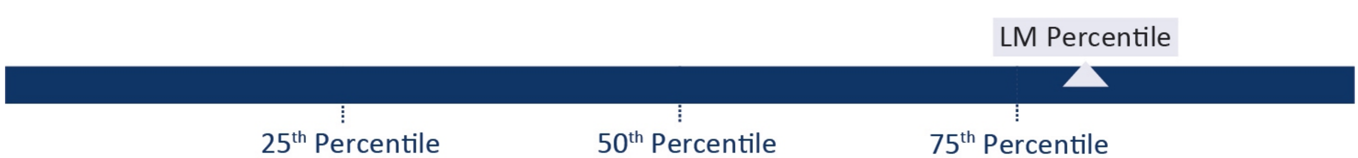
Lockheed Martin Comparator Group

2024 Comparator Group Companies

3M Company	General Dynamics Corporation*	Intel Corporation
Caterpillar Inc.	GE Aerospace (General Electric Company)	Northrop Grumman Corporation*
Cisco Systems, Inc.	Honeywell International Inc.*	RTX Corporation*
Deere & Company	HP Inc.	The Boeing Company*
Dow Inc.	IBM Corporation	United Parcel Service, Inc.
FedEx Corporation		

* Aerospace & Defense Industry

2024 Comparator Group Revenue Percentile*



Note: GE Aerospace's revenues were excluded in light of the spin-offs of GE HealthCare Technologies Inc. in 2023 and GE Vernova, Inc. in 2024, resulting in three separate companies in 2024.

2024 NEO Target Compensation

Our NEOs' target compensation for 2024 is shown in the table below and is closely aligned to the market rate. When determining pay for our NEOs, the Compensation Committee considers the current market data in combination with other internal factors when setting annual target pay levels, such as changes to market data year-over-year, internal pay equity, individual performance, job scope and criticality to the Company.

		Annual Incentive			
NEO	Base Salary ($)	Target %	Target Amount ($)	2024 Target LTI Value ($)	Total Target Compensation ($)
Mr. Taiclet	1,751,000	190	3,326,900	16,500,000	21,577,900
Mr. Malave	1,020,000	120	1,224,000	5,400,000	7,644,000
Mr. St. John	1,030,000	150	1,545,000	6,500,000	9,075,000
Ms. Hill	995,000	120	1,194,000	4,300,000	6,489,000
Mr. Lightfoot	995,000	120	1,194,000	4,300,000	6,489,000

2024 Compensation Elements

Our compensation programs are designed to provide a mix of short- and long-term compensation, fixed and variable pay and cash and equity-based compensation, as well as to reflect our philosophy of providing pay for performance. Benefit, retirement and perquisite programs are not included in our compensation elements below (information about these programs can be found later in this section).

	Fixed	Variable			
	Base Salary	+ Annual Incentive	+ Long-Term Incentives 50% PSUs	Long-Term Incentives 20% LTIP	Long-Term Incentives 30% RSUs
WHAT?	Cash	Cash	Equity	Cash	Equity
WHEN?	Annual	Annual	3-year Performance Cycle	3-year Performance Cycle	3-year Cliff Vesting
HOW? Measures, Weightings & Payouts	Market rate, as well as internal pay equity, experience and critical skills	**70% Financial** 20% Sales, 40% Segment Operating Profit*, 40% Free Cash Flow* **30% Strategic & Operational** Key Goals: Enterprise Performance, New Business/ Growth, Strategy, Responsible Business Payout: 0-200% of target	**Relative TSR (50%) ROIC* (25%) Free Cash Flow* (25%)** • Award 0-200% of target # of shares • Relative TSR measure capped at 100% if TSR is negative • Value capped at 400% of stock price on date of grant times shares earned	• Payout 0-200% of target • Relative TSR measure capped at 100% if TSR is negative	Value delivered through long-term stock price performance
WHY?	Provides competitive levels of fixed pay to attract and retain executives.	Attracts and motivates executives by linking annual Company performance to an annual cash incentive.	Creates strong alignment with stockholder interests by linking long-term pay to key performance metrics and stock price. Provides a balance of internal and market-based measures to assess long-term performance.		Promotes retention of key talent and aligns executive and stockholder interests.

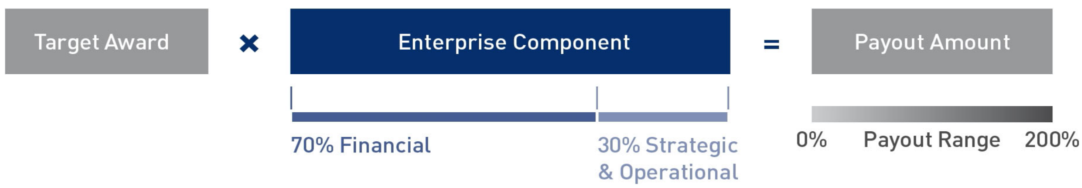
* Refer to Appendix A for definitions of non-GAAP measures, including potential adjustments made for compensation purposes.

Base Salary

Base salaries are reviewed annually taking into account the market rate (50th percentile), the executive's individual performance and internal pay equity.

2024 Annual Incentive

The 2024 annual incentive plan for our CEO, other NEOs and all other officers elected by the Board was based 70% on financial goals and 30% on strategic and operational goals measured at the enterprise level, as illustrated in the graphic below. Although the annual incentive plan uses a formulaic approach, the Compensation Committee retains discretion in administering the plan, which discretion includes choosing and approving goals, assessing strategic and operational results and modifying payouts based on business segment and individual performance for any officer elected by the Board, including the NEOs. The Compensation Committee did not exercise any discretion in modifying payouts for the NEOs in 2024.



Under the terms of our annual incentive plan, the CEO's annual incentive and the annual incentive for each of the other NEOs cannot exceed 0.3% and 0.2%, respectively, of Cash from Operations. Annual incentive payouts range from 0% to 200% of target.

2024 Annual Incentive Goals and Results

At its February 2024 meeting, the Compensation Committee approved enterprise-wide objectives for 2024 reflecting financial and strategic and operational goals. These goals are used as the Enterprise Component for all executives in the Company and serve as the only goals for the CEO, NEOs and all other officers elected by the Board.

Financial Assessment (70% Weight). The financial metrics used in the 2024 annual incentive plan are Sales, Segment Operating Profit and Free Cash Flow. The target (100%) payout levels for each metric align with the annual financial outlook we disclose publicly in January, which we believe appropriately links compensation outcomes to our success in meeting our commitments to our stockholders. We base our financial outlook on information and assumptions developed through our long-range planning process, including assessments of industry trends and competitive assessments, current and future projected program performance levels and the risks and opportunities facing our business. As permitted by the plan, the Compensation Committee makes certain adjustments to Free Cash Flow and Segment Operating Profit when calculating incentive compensation so that annual incentive payouts would not be positively or negatively impacted by specified events that would result in a difference between planned and actual financial results. See Appendix A for a description of these potential adjustments and actual adjustments for 2024. The Compensation Committee also set threshold (50%) and maximum (200%) payout levels for each of these metrics based on an assessment of our past performance trends and long-range plan to ensure each goal was set with an appropriate level of rigor. We use linear interpolation between target and both the minimum and maximum performance levels to determine payout levels. As reflected below and in alignment with our pay for performance philosophy, Segment Operating Profit was primarily impacted by losses recognized in the fourth quarter on two classified programs, which reduced the payout for this measure from above target to 0% because the result was below the threshold performance required to generate a payout.

This table sets out the 2024 annual incentive financial goals, results, weighting and payout approved by the Compensation Committee:

2024 Financial Measures	Weight	2024 Goals ($)	Results ($)		Calculated Payout	Weighted Payout
Sales	20%	69,250M	71,043M		143%	29%
Segment Operating Profit*	40%	7,340M	6,851M	**	0%	0%
Free Cash Flow*	40%	6,300M	6,253M	***	96%	38%
Financial Payout Factor						**67%**

* See Appendix A for definitions of non-GAAP measures.

** For purposes of calculating 2024 performance, Segment Operating Profit was adjusted for the timing of the recognition of a loss on a specific strategic program as determined by the Compensation Committee and described in Appendix A.

*** For purposes of calculating 2024 performance, Free Cash Flow was adjusted related to unplanned pension contributions (net of tax) as determined by the Compensation Committee and described in Appendix A.

Strategic & Operational Assessment (30% Weight). At the start of 2024, the Compensation Committee established a broad set of goals for our strategic and operational commitments, including goals tied to enterprise performance, new business and growth, strategy and responsible business. These strategic and operational goals are both quantitative and qualitative in nature and measured against pre-established criteria using a scorecard approach. When determining the payout factor, the Compensation Committee considers the Company's results and evaluates performance in totality. The strategic and operational goals and assessments are set forth below. Despite the impact the classified program charges had on our Segment Operating Profit results, our overall strategic and operational performance was strong across the enterprise and exceeded our goals in multiple areas as highlighted below. The Compensation Committee reviewed these accomplishments and determined the payout factor to recognize the Company's strong operational performance in a highly competitive environment while undertaking and executing major strategic initiatives.

2024 Strategic & Operational Goals Summary	Assessment Summary Highlights
ENTERPRISE PERFORMANCE Achieve Mission Success milestones Execute programs to achieve customer commitments and increase stockholder value	• Orders of $84.5 billion; year-end backlog of $176.0 billion • Exceeded our mission success, supplier on time delivery and cost competitiveness goals • Returned $6.8 billion of cash to our stockholders through dividends and share repurchases; contributed $1.0 billion to the pension plan • Met our major deliveries, effective subcontract management and award fee goals • Signed undefinitized Lot 18 F-35 contract, increasing backlog to 408 aircrafts
NEW BUSINESS / GROWTH Shape and secure key program wins and capture strategic research and development milestones Continue international expansion through increased orders and sales Go to market as OneLM	• Exceeded targeted growth goals • Met growth goals for development efforts, win rate and intercompany sales • Secured F-35 international agreements in The Czech Republic, Greece, Romania and Singapore • Selected to deliver the Next Generation Interception (NGI), the nation's new homeland missile defense capability
STRATEGY Assess portfolio on an ongoing basis to maximize stockholder value, which includes M&A activity, cost competitiveness and other enterprise initiatives Execute 21st Century Security strategy to include technology development, demonstrations and commercial partnerships Drive infrastructure modernization, technology development and functional capability adoption to digitally transform the enterprise	• Completed the first successful live-fire event for the long-range hypersonic weapon system • Demonstrated human-machine teaming on an F-35 using our 5G.MIL architecture • Exceeded 21st Century Security Demo Outcome goals • Exceeded our 1LMX adoption goals • Met our goal for customer-funded research and development in key technology areas • Invested $3.3 billion in research and development and capital to support advanced scalable technology solutions
RESPONSIBLE BUSINESS Attract, develop and retain our premier workforce Protect Lockheed Martin, U.S. Government and 3rd party data from cyber intrusion Ensure the safety and security of our products, services and workplace Manage the environmental impact of our business	• Met hiring and key employee retention goals • Experienced no new cyber incidents, exceeding goal • Reduced the rate of lost work days due to injury compared to 2023, exceeding safety goal • Exceeded greenhouse gas reduction annual goal in part through completion of energy efficiency projects at multiple sites
Strategic & Operational Payout Factor	**140%**

Summary of Annual Incentive Payout Calculations

The final payout factor and payout amounts for each of our NEOs, as determined by the Board, are shown below.

	Weight	2024 Factors	Weighted Payout
Financial	70%	67%	47%
Strategic & Operational	30%	140%	42%
Overall Payout Factor			**89%**

NEO	Base Salary ($)	Target % of Salary (%)	Target Award ($)	X	Overall Payout Factor	=	Payout ($)
Mr. Taiclet	1,751,000	190	3,326,900				2,960,900
Mr. Malave	1,020,000	120	1,224,000				1,089,400
Mr. St. John	1,030,000	150	1,545,000		89%		1,375,100
Ms. Hill	995,000	120	1,194,000				1,062,700
Mr. Lightfoot	995,000	120	1,194,000				1,062,700

2024 Long-Term Incentive Compensation

The following summary shows the 2024 LTI compensation mix for the CEO, CFO, COO and business segment presidents and the principal terms of the awards.

PSUs (distributed in common stock):

Performance Measures: Three-year Relative TSR (50%), ROIC (25%) & Free Cash Flow (25%)

Caps:

- 200% of target shares
- Relative TSR measure capped at 100% if the Company's TSR is negative
- Value capped at 400% of stock price on date of grant times shares earned

RSUs (distributed in common stock):

Vesting Schedule: RSUs cliff vest 100% three years after the grant date

LTIP (paid in cash):

Performance Measures: Three-year Relative TSR (50%), ROIC (25%) & Free Cash Flow (25%)

Caps:

- 200% of target amount
- Relative TSR measure capped at 100% if the Company's TSR is negative
- Individual payout capped at $10 million

In determining the appropriate level of equity grants for 2024, the Compensation Committee took into consideration the long-term incentive market rate (50th percentile) along with a variety of other factors, including the number of awards outstanding and shares remaining available for issuance under the Company's equity incentive plan, the number of shares that would be issued under contemplated awards over the range of potential performance achievement, the total number of the Company's outstanding shares, the resulting implications for stockholder dilution and the number of shares granted to our executives year-over-year.

50% PSU Awards (50% of the LTI award)

PSU awards generally are calculated by multiplying the overall target LTI award value (as shown in the table on page 49) by the 50% weighting assigned to the PSU portion. The number of PSUs granted is determined based on the closing stock price of the Company's common stock on the NYSE on the date of grant. Each NEO's PSU target number of shares is determined as of the grant date of the award, and the actual number of shares earned at the end of the period is calculated based on our performance measured against the three financial metrics as follows: 50% Relative TSR, 25% Return on Invested Capital (ROIC) and 25% Free Cash Flow.

The number of shares granted at the end of the cycle can range from 0% to 200% of the applicable target number of shares. If absolute TSR is negative at the end of the performance cycle, the payout factor for the Relative TSR measure is capped at 100%. In addition, the maximum value that can be earned under a PSU award is 400% of the stock price on the date of grant times the shares earned. The award calculation is formulaic pursuant to the provisions defined in the award agreement, and no discretion can be applied to the final number of shares granted, which is determined based on the performance outcomes relative to our pre-set goals. Participants also accrue deferred dividend equivalents on the shares earned, which are paid in cash following vesting of the underlying shares.

30% RSU Awards (30% of the LTI award)

RSU awards are calculated by multiplying the overall target LTI award value (as shown in the table on page 49) by the 30% weighting assigned to the RSU portion.

The number of RSUs granted is determined based on the closing stock price of the Company's common stock on the NYSE on the date of grant. Deferred dividend equivalents are accrued during the vesting period and paid in cash following the vesting of the underlying shares.

20% LTIP Awards (20% of the LTI award)

LTIP awards are cash-based and are calculated by multiplying the overall target LTI award value (as shown in the table on page 49) by the 20% weighting assigned to the LTIP portion. Each NEO's LTIP target is determined at the time of grant, and the actual award earned at the end of the three-year performance period is calculated based on the same performance measures as those used for the PSUs (50% Relative TSR, 25% ROIC and 25% Free Cash Flow).

Payouts can range from 0% to 200% of the applicable target. If absolute TSR is negative at the end of the performance cycle, the payout factor for the Relative TSR measure is capped at 100%. The award calculation is formulaic pursuant to the provisions defined in the award agreement, and no discretion can be applied to the final payout factor, which is determined based on the performance outcomes relative to our pre-set goals. For the 2024-2026 LTIP grants, any amount payable to a single participant in excess of $10 million will be forfeited.

Selection of LTI Performance Measures

The LTI performance metrics approved by the Compensation Committee are measures that we believe effectively support our long-term business and strategic goals and directly tie the long-term goals of our executive leadership team to the interests of our stockholders.

The measurements used for the financial component of our 2024 annual incentive plan (Sales, Segment Operating Profit and Free Cash Flow) also serve as the foundation for achieving our long-term goals such that we must consistently achieve or exceed the Company's annual goals in order to achieve our LTI goals. The selected LTI performance metrics are Relative TSR (50% weight), ROIC (25% weight) and Free Cash Flow (25% weight). We chose these three metrics because we believe they represented good measures of value creation for the Company over a long-term period. We also applied equal weighting to the market-based measure of value creation, TSR, to the internal measures of value creation, Free Cash Flow and ROIC. Starting in 2022, the Compensation Committee approved the use of Free Cash Flow to replace Cash From Operations and Performance Cash under the annual and long-term incentive plans. The use of Free Cash Flow better aligns to Company strategy as it incorporates capital expenditures.

With respect to Relative TSR, the Compensation Committee used a comparator group of 30 companies that generally met the following parameters as of January 1, 2024, which were the same criteria used for the 2022 and 2023 grants:

- Global Industry Classification Standard - GICS 2010 - Capital Goods
- Listed on a major U.S. index
- Revenue >$10B and Market cap >$5B

The Relative TSR Comparators for the 2024-2026 performance cycle are shown below:

2024-2026 Relative TSR Comparators		
3M Company	Fluor Corporation	PACCAR Inc
AECOM	General Dynamics Corporation	Parker-Hannifin Corporation
AGCO Corporation	GE Aerospace (General Electric Company)	Quanta Services, Inc.
Builders FirstSource, Inc.	Honeywell International Inc.	RTX Corporation
Carrier Global Corporation	Huntington Ingalls Industries, Inc.	Stanley Black & Decker, Inc.
Caterpillar Inc.	Illinois Tool Works Inc.	Textron Inc
Cummins Inc.	Johnson Controls International plc	The Boeing Company
Deere & Company	L3Harris Technologies, Inc.	Trane Technologies plc
Eaton Corporation plc	MasTec, Inc.	
EMCOR Group, Inc.	Northrop Grumman Corporation	
Emerson Electric Co.	Otis Worldwide Corporation	

Because the Relative TSR index is not perfectly aligned with the businesses in which Lockheed Martin operates and because any number of macro-economic factors that could affect market performance are beyond the control of the Company, we use ROIC and Free Cash Flow as internal measures that are directly affected by management's decisions. While Relative TSR ensures a direct linkage between stockholder returns and realized compensation, ROIC measures how effectively we employ our capital over time, with Free Cash Flow providing the means for investment and value creation. Our internal financial metrics, ROIC and Free Cash Flow, are also critical because we believe these metrics are key drivers of long-term stockholder value. By including a cash measure in both our annual and long-term incentive plans, the plans mitigate the risk of short-term cash strategies that do not create long-term value.

In tandem, we believe that these metrics drive the behaviors of our management team in ways that are intended to create the most value for our stockholders.

Setting Performance Goals for PSUs and LTIP

Our long-range planning process is used to establish the target (100% level of payment) for the Free Cash Flow and ROIC metrics in the PSU and LTIP grants. In setting minimum and maximum levels of payment, we reviewed historical levels of performance against long-range plan commitments, and conducted sensitivity analyses on alternative outcomes focused on identifying likely minimum and maximum boundary performance levels. Levels between 100% and the minimum and maximum levels were derived using linear interpolation between the performance hurdles.

The specific Free Cash Flow and ROIC target values for the 2024-2026 PSU and LTIP grants are not publicly disclosed at the time of grant due to the proprietary nature and competitive sensitivity of that information. However, the method used to calculate the awards will be based on actual performance compared to the Company's 2024-2026 targets, which uses linear interpolation between points.

The individual award agreements require pre-specified adjustments to Free Cash Flow and ROIC so that the ultimate payouts are not impacted to the benefit or detriment of management by specified events that would result in a difference between planned and actual financial results. See Appendix A for more information on these potential adjustments and actual adjustments for the 2022-2024 award cycle.

The Compensation Committee does not have discretion to adjust the results of the PSU and LTIP awards beyond the adjustments specified in the award agreements.

2024-2026 Performance Goals

Relative TSR (50%)*	
Percentile Rank	Payout Factor
75th – 100th	200%
60th	150%
50th (Target)	100%
40th	50%
35th	25%
< 35th	0%

Free Cash Flow (25%)	
Goals	Payout Factor
Plan +30%	200%
Plan (Target)	100%
Plan -15%	25%
Plan < -15%	0%

ROIC (25%)	
Goals	Payout Factor
Plan +12%	200%
Plan (Target)	100%
Plan -10%	25%
Plan < -10%	0%

* 2024-2026 Relative TSR performance is measured against our peers in the GICS 2010 - Capital Goods, US-Indexed & with a revenue >$10B and market cap >$5B, totaling 30 peers (See "Selection of LTI Performance Measures" above for Relative TSR Comparators).

2022-2024 LTIP and PSU Awards

The cash-based LTIP and share-based PSU payouts for the three-year performance period ended December 31, 2024 shown below were calculated by comparing actual corporate performance for each metric for the period January 1, 2022 through December 31, 2024, against payment levels from 0% to 200% (with the 100% payout level being considered target) established at the beginning of the performance period in February 2022. In 2023, the Compensation Committee approved amendments to these awards to ensure neutralization of the impact of changes in tax laws or interpretation of tax laws related to the amortization of R&D expenditures for tax purposes by adjusting net income and to neutralize the impact of profit changes due to the timing or recognition of a loss on a specific strategic program approved by the Compensation Committee and not related to operational performance. Neutralizing the impact of these items ensures they do not affect payouts to a participant's benefit or detriment.

Performance Measure	Weight	Threshold (25% Payout)	Target (100% Payout)	Maximum (200% Payout)	Calculated Payout	Weighted Payout
Relative TSR	**50%**	35th Percentile	50th Percentile	64th Percentile 75th Percentile	164.3%	82.1%
Free Cash Flow*	**25%**	Target -$2.8B	$18.5B $18.4B	Target +$5.5B	101.5%	25.4%
ROIC*	**25%**	20.89% Target -10%	22.36%	Target +$12%	50.7%	12.7%
					Overall Payout Factor	**120.2%**

* See Appendix A for definitions of non-GAAP measures. For purposes of calculating 2024 performance, net income and equity results were adjusted for the timing of the recognition of a loss on a specific strategic program and Free Cash Flow was adjusted related to unplanned pension contributions (net of tax) as determined by the Compensation Committee and described in Appendix A.

Based on a weighted payout factor of 120.2%, the following table shows the payouts for 2022-2024 LTIP and PSU awards paid in 2025.

NEO	LTIP Target ($)	LTIP Payout ($)	PSUs Target (#)	Total Shares Distributed / Earned
Mr. Taiclet	3,000,000	3,606,000	19,286	23,182
Mr. Malave	1,600,000	1,923,200	10,286	12,364
Mr. St. John	1,200,000	1,442,400	7,715	9,274
Ms. Hill	800,000	961,600	5,144	6,184
Mr. Lightfoot	800,000	961,600	5,144	6,184

2025 Compensation

In February 2025, the Compensation Committee approved the 2025 target compensation for executives using the same approach they used for 2024 target compensation. While there were no significant changes to our overall annual incentive plan design, the Compensation Committee approved changes to the Relative TSR comparator group and methodology beginning with the 2025-2027 performance cycle, including a new relative TSR comparator group comprised of core Aerospace & Defense peers and the S&P 500 Index, both weighted 50%. There were no changes made to the LTI award mix for our NEOs or the performance measures and weights that govern the vesting of performance-based long-term incentive awards.

Other Compensation Matters

Our Use of Independent Compensation Consultants

The independent compensation consultant provides important information about market practices, the types and amounts of compensation offered to executives generally and the role of corporate governance considerations in making compensation decisions. The Compensation Committee's charter authorizes it to retain outside advisors that it believes are appropriate to assist in evaluating executive compensation.

For 2024, the Compensation Committee continued to retain Meridian as an independent compensation consultant. In connection with its retention of Meridian, the Compensation Committee considered the following factors in assessing Meridian's independence:

- Meridian's services for the Company are limited to executive and director compensation.
- The compensation paid to Meridian is less than 1% of Meridian's revenues.
- Meridian has business ethics and insider trading and stock ownership policies, which are designed to avoid conflicts of interest.
- Meridian employees supporting the engagement and their immediate family members do not own Lockheed Martin securities.
- Meridian employees supporting the engagement have no business or personal relationships with members of the Compensation Committee or with any Lockheed Martin executive officer.

At its February 2025 meeting, the Compensation Committee renewed the engagement of Meridian. At that time, Meridian confirmed the continuing accuracy of each of the factors described above.

The nature and scope of Meridian's engagement was determined by the Compensation Committee and not limited in any way by management.

Policy Regarding Timing of Equity Grants

We have a corporate policy statement concerning the grant of equity awards. Under that policy:

- The Compensation Committee is responsible for determining the grant date of all equity awards to executive officers.
- Annual equity awards are generally presented to the Compensation Committee and granted in February of each year.
- Neither the timing of equity awards nor the timing of release of material nonpublic information about the Company may be influenced with the intent of improperly benefiting any awardee.
- No equity award may be backdated. A future date may be used if, among other reasons, the Compensation Committee's action occurs in proximity to the release of earnings or during a trading blackout period to allow at least one business day to elapse after the date of the release of earnings or other material information.
- Equity plans explicitly prohibit repricing of stock options or paying cash for underwater stock options. The Company has not granted employee stock options since 2012.
- Off-cycle awards may be considered in special circumstances, which may include hiring, retention or acquisition transactions.

Clawback and Other Protective Provisions

In 2023, the Board adopted a mandatory clawback policy that implemented the new SEC and NYSE mandatory clawback rules. As stipulated in our Governance Guidelines, the policy requires the Company to recover from its executive officers certain incentive-based compensation that is erroneously paid in connection with an accounting restatement. The Compensation Committee of the Board administers this mandatory clawback policy.

Notably, our existing clawback policy remains in our Governance Guidelines as a supplemental policy and continues to provide that if the Board of Directors determines that (i) an officer's intentional misconduct, gross negligence or failure to report such acts by another person is a contributing factor in requiring us to restate any of our financial statements or constituted fraud, bribery or another illegal act (or contributed to another person's fraud, bribery or other illegal act) that adversely impacts our financial position or reputation; (ii) an officer's intentional misconduct or gross negligence causes severe reputational or financial harm to the Company; or (iii) an officer's misappropriation of Lockheed Martin Proprietary Information (as defined in the policy) causes, or is intended to cause, severe reputational or financial harm to the Company, then the Board shall take such action as it deems in the best interest of the Company and necessary to remedy the misconduct and prevent its recurrence. Among other actions, the Board may seek to recover or require reimbursement of amounts awarded to the officer in the form of an annual incentive or LTI award.

This supplemental clawback policy is incorporated into our annual incentive plan and in the award agreements for the long-term incentive awards, covering all variable incentive compensation. There were no events requiring Board consideration of a clawback action during 2024. If the Board recoups incentive compensation under either policy, management intends to disclose the aggregate amount of incentive compensation recovered, so long as the underlying event has already been publicly disclosed in our filings with the SEC. This disclosure would appear in the proxy statement following any such Board action and would provide the aggregate amount of recovery for each event if there is more than one applicable event. All executive-level award agreements also contain post-employment restrictive covenants, and compensation awarded under those agreements may be subject to clawback in the event an executive breaches any of the post-employment restrictive covenants.

Insider Trading Policy

We have adopted an insider trading policy governing the purchase, sale, and other disposition of our securities by our directors, officers, and employees, and by the Company. We believe our policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations and listing standards applicable to the Company. Among other things, our insider trading policy (i) prohibits trading by our directors, officers, and employees in our securities while in possession of material, non-public information about the Company or in the securities of other companies while in possession of material, non-public information about such companies gained as a result of their service with or relationship to the Company, and the unauthorized use or disclosure of such information, (ii) specifies our quarterly trading blackout periods (and the individuals subject to such blackout periods), (iii) sets forth additional restrictions applicable to our directors and executive officers (including pre-clearance requirements), and (iv) specifies requirements regarding pre-approved trading plans meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. A copy of our insider trading policy is filed as Exhibit 19 to our Annual Report on Form 10-K for the year ended December 31, 2024.

Anti-Hedging and Anti-Pledging Policy

Our insider trading policy prohibits hedging and pledging of Lockheed Martin stock by all directors, officers and employees. Under our policy, Lockheed Martin directors, officers and employees may not purchase or sell derivative securities based on Lockheed Martin common stock or other Lockheed Martin securities. This policy also prohibits hedging or monetization transactions such as forward-sale contracts, equity swaps, collars and exchange funds, that are designed to hedge or offset any decrease in the market value of equity securities, lock in then-current market gains without the sale of the underlying security, or transactions in which the director or employee may divest aspects of the risks and rewards of ownership. This policy applies to shares of Lockheed Martin common stock that are either (i) granted to directors, officers or employees by Lockheed Martin as part of their compensation or (ii) otherwise held, directly or indirectly, by directors, officers or employees.

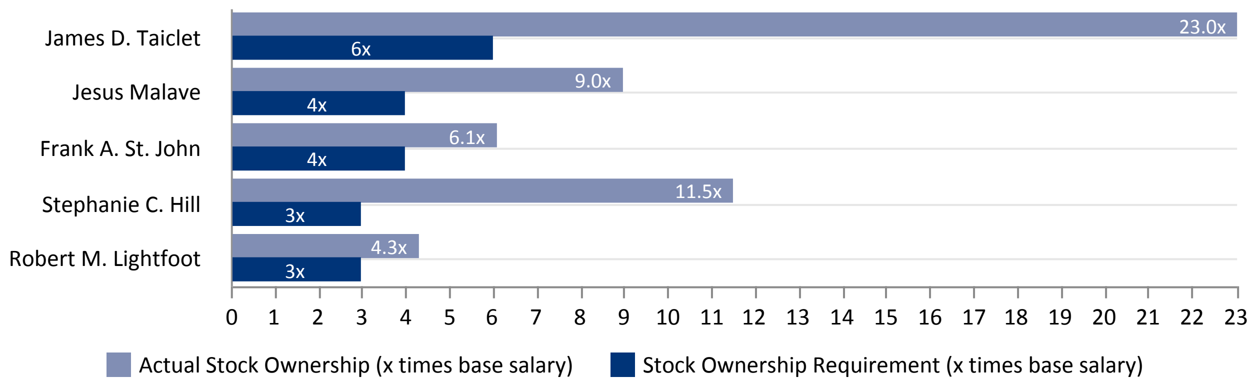
Stock Ownership Requirements for Key Employees

To better align their interests with the long-term interests of our stockholders, we expect our officers (including the NEOs) and other members of management to maintain an ownership interest in the Company based on the following guidelines:

6x base salary for CEO and Chairman	4x base salary for Chief Financial Officer and Chief Operating Officer	3x base salary for Business Segment Presidents	2x base salary for Senior Vice Presidents and Elected Vice Presidents

NEOs are required to achieve ownership levels within five years of assuming their role and must hold net shares from vested RSUs and PSUs until the value of the shares equals the specified multiple of base salary. The securities counted toward their respective target threshold include common stock, unvested RSUs and stock units under our 401(k) plans and other deferral plans. Unvested PSUs do not count towards the stock ownership requirement. As of December 31, 2024, each of our NEOs had exceeded their respective ownership requirements, irrespective of whether they have been in their current role for five years.

STOCK OWNERSHIP ACHIEVEMENT



Benefit, Retirement and Perquisite Programs

We offer other compensatory arrangements to our NEOs. The purpose for these benefits is to ensure security of executives, provide assistance with business-related expenses and be competitive with the other companies in our industry. Below is a summary of programs available to our NEOs. Further details are described in footnotes to the Summary Compensation Table on page 60.

Health, Welfare and Retirement Benefits. Our NEOs are eligible for savings, pension, medical, disability and life insurance benefits under the plans available to salaried, non-union employees. We offer supplemental pension and savings plans to make up for benefits that otherwise would be unavailable due to Internal Revenue Service (IRS) limits on qualified plans. These plans are restorative and do not provide an enhanced benefit. We also offer a plan for the deferral of short-term and long-term cash performance incentive compensation. Pension and supplemental pension plans that certain NEOs participate in were completely frozen effective January 1, 2020. Mr. Taiclet, Mr. Malave and Mr. Lightfoot do not participate in any Company pension or supplemental pension plan.

Perquisites and Security. Perquisites provided to the NEOs include executive physicals, relocation assistance (when applicable), personal travel on the corporate aircraft, gifts for retirement or years of service milestones (when applicable), and home and personal security as needed to address security concerns arising out of our business.

The Board recognizes that the nature of our business requires heightened attention to the security of our executives and strongly believes that an employee should not be placed at personal risk due to his or her association with the Company. For the past several years, our CEO and other senior executives have experienced, and continue to experience, direct security threats. While these risks have existed for our CEO and other senior executives for well over a decade, only recently has broad public attention been given to executive security, particularly following certain tragic and highly publicized incidents involving executives at other companies. The CBS Committee periodically reviews security recommendations from our Chief Security Officer and may authorize precautionary actions to respond to security risks and direct threats involving our executive officers. Our Chief Security Officer's recommendations are based on an ongoing assessment of the risk environment, which is informed, in part, by his interactions with law enforcement and other third party security resources. Our approach to executive security is necessarily dynamic in nature and aims to respond to the changing risk environment facing our executives. We believe that providing personal security in response to concerns arising out of employment by the Company is business related.

Based on these reviews and recommendations, our Board has taken reasonable and appropriate measures necessary to protect against these threats and mitigate the personal safety risks borne by our CEO and others. Among other precautions, our Board has required our CEO to use corporate aircraft while on business and personal travel and has authorized other NEOs to use corporate aircraft for personal travel depending on circumstances and availability. Furthermore, in 2024, in response to elevated risks and certain incidents, enhanced security measures were implemented to ensure the safety of our CEO and other NEOs. As a result, Mr. Taiclet's compensation for 2024 as reported in the Summary Compensation Table below includes (i) $1,194,805 for security and (ii) $928,379 for personal use of corporate aircraft. Our Board, informed by the recommendations of our Chief Security Officer and the evolving risk environment facing our CEO and other executives, will continue to evaluate the security protocols for our CEO and other executives to determine whether any adjustments to security measures are appropriate.

Tax Assistance. We do not have agreements or severance arrangements that provide tax gross-ups for excise taxes imposed as a result of a change in control. In 2024, we provided tax assistance on taxable security expenses and travel expenses for a family member accompanying a NEO on travel determined to be business travel. In addition, we pay an amount estimated to cover the state income tax imposed on employees who became subject to income tax in a state other than their state of residence due to business travel. Tax assistance was provided for these items because the associated tax liability imposed on the executive would not have been incurred unless business reasons required the items to be provided or the executive to travel to the non-resident state. We do not provide tax assistance on personal use of the corporate aircraft.

Post-Employment, Change in Control, Divestiture and Severance Benefits

Our NEOs do not have employment agreements, but participate in the Lockheed Martin Corporation Executive Severance Plan. Benefits are payable under this plan in the event of a Company-initiated termination of employment other than for cause. All of the NEOs are covered under the plan. The benefit payable in a lump sum under the plan is two weeks of basic severance plus a supplemental payment of one times the NEO's base salary plus the equivalent of one year's target annual incentive. For the CEO, the multiplier is 2.99 instead of one. NEOs participating in the plan also receive a lump sum payment to cover the cost of medical, dental and vision benefits for one year in addition to outplacement and relocation services. To receive the supplemental severance benefit, the NEO must execute a release of claims and an agreement containing post-employment, non-compete and non-solicitation covenants identical to those included in our NEOs' LTI award agreements.

With respect to LTI, upon certain terminations of employment, including death, disability, retirement, layoff, divestiture or a change in control, the NEOs may be eligible for continued or pro rata vesting on the normal schedule, immediate payment of benefits previously earned or accelerated vesting of LTI awards in full or on a pro rata basis. The type of event and the nature of the benefit determine which of these approaches will apply. The purpose of these provisions is to protect previously earned or granted benefits by making them available following the specified event. We view the vesting (or continued vesting) to be an important retention feature for senior-level employees. Because benefits paid at termination consist of previously granted or earned benefits, we do not consider termination benefits as a separate item in compensation decisions. Our LTI awards do not provide for tax assistance.

In the event of a change in control, our plans provide for the acceleration of the payment of the non-qualified portion of earned pension benefits and non-qualified deferred compensation. All LTI awards require a "double trigger" for vesting to accelerate (both a change in control and a qualifying termination of employment), unless the successor does not assume or continue the awards or provide substitute awards.

Compensation and Risk

The Company's executive and broad-based compensation programs are intended to promote decision-making that supports a pay for performance philosophy while mitigating risk by utilizing the following design features:

- Balance of fixed and variable pay opportunities
- Multiple performance measures, multiple time periods and capped payouts under incentive plans
- Stock ownership requirements
- Risk oversight by independent Board committee
- Incentive goals set at the enterprise or business segment level
- Incentive plan caps on individual awards and pool size
- Moderate severance program that includes post-employment restrictive covenants
- Institutional focus on ethical behavior
- Annual risk assessment
- Compensation Committee oversight of equity burn rate and dilution
- Clawback policy
- Anti-hedging and pledging policy

With the assistance of an annual risk assessment conducted by Meridian, the Compensation Committee concluded in 2024 that risks arising from our executive and broad-based incentive compensation programs are not reasonably likely to have a material adverse effect on the Company.

Summary Compensation Table

The following table shows annual and long-term compensation awarded, earned or paid for services in all capacities to the NEOs for the fiscal year ended December 31, 2024 and, where applicable, the prior fiscal years. Numbers are rounded to the nearest dollar.

Name and Principal Position[1]	Year	Salary[2] ($)	Bonus[3] ($)	Stock Awards[4] ($)	Non-Equity Incentive Plan Compensation[5] ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings[6] ($)	All Other Compensation[7] ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(g)	(h)	(i)	(j)
James D. Taiclet Chairman, President and Chief Executive Officer	2024	1,751,000	—	13,046,594	6,566,900	—	2,389,420	23,753,914
	2023	1,751,000	—	13,008,681	6,655,900	—	1,398,194	22,813,775
	2022	1,751,000	—	13,413,894	7,989,200	—	1,656,451	24,810,545
Jesus Malave Chief Financial Officer	2024	1,014,808	—	4,269,880	3,012,600	—	235,326	8,532,614
	2023	984,808	—	4,065,426	1,434,500	—	174,522	6,659,256
	2022	867,692	750,000	11,153,772	1,175,400	—	617,387	14,564,251
Frank A. St. John Chief Operating Officer	2024	1,069,615	—	5,139,703	2,817,500	—	616,995	9,643,813
	2023	1,064,039	—	5,081,551	2,914,700	395,731	495,840	9,951,861
	2022	1,038,462	—	5,365,755	3,111,750	—	556,376	10,072,343
Stephanie C. Hill President, Rotary and Mission Systems	2024	995,000	—	3,400,048	2,024,300	—	190,898	6,610,246
Robert M. Lightfoot President, Space	2024	1,033,269	—	3,400,048	2,024,300	—	138,679	6,596,296

(1) Information for Ms. Hill and Mr. Lightfoot is provided only for 2024 because they were not NEOs in prior years.

(2) Salary is paid weekly in arrears. The amount reported may vary from the approved annual rate of pay because the salary reported in the table is based on the actual number of weekly pay periods in a year. Amounts for 2024 include payments of cash in lieu of vacation for Mr. St. John: $39,615 and Mr. Lightfoot: $38,269.

(3) Mr. Malave received a one-time cash sign-on bonus of $750,000 in 2022 to offset a forfeited 2021 annual incentive payout from his prior employer.

(4) Amounts reported in the **Stock Awards** column represent the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 718 (ASC 718) for RSUs and PSUs granted in 2024, 2023 and 2022, disregarding potential forfeitures based on service requirements.

	2024 Aggregate Grant Date Fair Value RSUs ($)	2024 Aggregate Grant Date Fair Value PSUs ($)
Mr. Taiclet	4,924,545	8,122,049
Mr. Malave	1,611,646	2,658,234
Mr. St. John	1,939,778	3,199,925
Ms. Hill	1,283,087	2,116,961
Mr. Lightfoot	1,283,087	2,116,961

The ASC 718 grant date fair value of one 2024 RSU of $426.70 represents the closing price of one share of our stock on the date of grant, discounted to take into account the deferred dividend equivalents that are accrued until vesting.

Values for the PSUs, which are subject to performance conditions, are based on the probable outcome on the grant date of three separate performance conditions (50% of the target shares are earned based upon Relative TSR, 25% of the target shares are earned based upon Free Cash Flow, and 25% of the target shares are earned based upon ROIC).

The grant date fair value of $417.72 for the Relative TSR portion of the PSU award was determined using a Monte Carlo simulation model. The value was determined using the historical stock price volatilities of the companies in our comparator group over the most recent 2.86-year period assuming dividends for each company are reinvested on a continuous basis and a risk-free rate of interest of 4.47% and that deferred dividend equivalents accrued on shares earned will be paid in cash upon vesting. The grant date fair value of $426.70 for the Free Cash Flow and ROIC portions of the awards is based on the closing price of our stock on the date of grant, discounted to take into account the deferred dividend equivalents that are accrued until vesting. In addition to the level of performance achieved, the value of the PSUs earned will be determined by the price of our stock on the date any shares are issued at the end of the performance period, which may be more or less than the grant date fair value.

The maximum grant date fair values of the 2024 PSU awards, using the Monte Carlo simulation model for the TSR metric and assuming a 200% maximum payout for the ROIC and Free Cash Flow metrics, are as follows: Mr. Taiclet: $12,226,050; Mr. Malave: $4,001,486; Mr. St. John: $4,816,691; Ms. Hill: $3,186,698 and Mr. Lightfoot: $3,186,698.

(5) Amounts reported in the **Non-Equity Incentive Plan Compensation** column represent (i) the annual incentive amounts paid under the amended and restated Lockheed Martin Corporation 2021 Management Incentive Compensation Plan (MICP), and (ii) the amounts earned under our LTIP cash awards in the three-year period ending on December 31 of the year reported.

The table below shows the respective 2024 annual incentive payouts and the amount earned under the 2022-2024 cash LTIP and reported for each NEO:

	2024 Annual Incentive Payout ($)	2022-2024 LTIP Payout ($)
Mr. Taiclet	2,960,900	3,606,000
Mr. Malave	1,089,400	1,923,200
Mr. St. John	1,375,100	1,442,400
Ms. Hill	1,062,700	961,600
Mr. Lightfoot	1,062,700	961,600

(6) Amounts reported in the **Change in Pension Value and Nonqualified Deferred Compensation Earnings** column represent the change in the present value of the pension benefit for the NEO for the year reported and is not the amount that will be paid to the NEO. The table excludes the negative aggregate change in the present value in 2024 of the NEO's accumulated benefits as follows: Mr. St. John $(53,858); and Ms. Hill $(13,651). There were no earnings on nonqualified deferred compensation to report for any NEOs for 2024, 2023 or 2022.

(7) The amounts reported in the **All Other Compensation** column include perquisites and other personal benefits provided to the NEOs in 2024 including: security; relocation benefits; annual executive physicals; home office support; use of corporate aircraft for personal travel and other related expenses; and travel and other expenses for a family member accompanying the NEO while on business travel. Not all of the listed perquisites or personal benefits were provided to each NEO. In addition, the Company made available a Company-provided car and driver for personal commuting to some of the NEOs in 2024 and may provide event tickets from time to time, but requires the NEOs to reimburse the Company for the incremental cost to the Company of such items. The cost of any category of the listed perquisites and personal benefits in 2024 did not exceed the greater of $25,000 or 10% of total perquisites and personal benefits for any NEO, except for: (i) security for Mr. Taiclet $1,194,805 and Mr. St. John $143,251; and (ii) personal use of the corporate aircraft for Mr. Taiclet $928,379; Mr. Malave $108,990; Mr. St. John $306,284; Ms. Hill $89,761 and Mr. Lightfoot $31,614. Incremental cost for use of corporate aircraft for personal travel was calculated based on the costs associated with personal flights (including fuel, landing and parking fees, incremental maintenance costs, staff travel expenses, catering and other variable costs, but excluding fixed capital costs for the aircraft, Company hangar facilities and staff salaries). Our Board has directed our CEO to use corporate aircraft for security reasons while on business and personal travel. The incremental cost for personal security is calculated based on billings for services and equipment from third parties and for overtime and related expenses where the services are provided by the Company's personnel. Given the nature of our business, additional security may be provided for travel in high-risk areas or to address particular situations. We believe that providing personal security in response to concerns arising out of employment by the Company is business related.

In addition to perquisites, the amounts in this column include the items of compensation listed in the following table. All items are paid under broad-based programs for U.S. salaried employees except for tax assistance and the match or Company contributions to the Company's nonqualified defined contribution plans (the Lockheed Martin Corporation Supplemental Savings Plan (NQSSP) and the Lockheed Martin Corporation Nonqualified Capital Accumulation Plan (NCAP)). Amounts under Matching Gift Programs include matching contributions made to eligible non-profit organizations under the Company's matching gift programs generally available to all employees and include contributions to be made in 2025 to match 2024 executive contributions. Amounts under Company Contributions to Health Savings Accounts reflect the Company's annual contribution to the health savings accounts of all employees who have a high-deductible health insurance plan and additional wellness incentives available to all enrolled employees and spouses for completing specific wellness actions. Amounts under Term Life Insurance Opt-Out Credit reflect cash payments made to NEOs who opt out of the Company's broad-based employee term life insurance program, which option is available to all salaried employees of the Company. As permitted by SEC rules, the premium cost for the NEOs' participation in the Company's broad-based employee term life insurance has not been included.

In 2024, the Company provided tax assistance on taxable security expenses, non-resident state income taxes incurred because of business travel and travel expenses for a family member accompanying the NEO on travel determined to be business travel. Tax assistance was provided for these items because the associated tax liability imposed on the executive would not have been incurred unless business reasons required the items to be provided or the executive to travel to the non-resident state. For Mr. Taiclet, the total tax assistance amount reported for 2024 includes (i) a payment of $54,517 attributable to non-resident income taxes, which was incurred as a result of business travel to a state other than his state of residence, and (ii) $29,925 associated with security expenses. For Mr. St. John, the total tax assistance amount reported for 2024 includes (i) $31,169 associated with security expenses and (ii) $19,364 associated with travel expenses for a family member accompanying Mr. St. John on travel determined to be business travel.

Other Items of Compensation Included in "All Other Compensation" Column

Name	Tax Assistance for Business-Related Items ($)	Company Contributions to Qualified Defined Contribution Plans ($)	Company Contributions to Nonqualified Defined Contribution Plans ($)	Company Contributions to Health Savings Accounts ($)	Term Life Insurance Opt-Out Credit ($)	Matching Gift Programs ($)
Mr. Taiclet	85,923	24,533	150,566	2,000	—	—
Mr. Malave	7,946	32,200	69,281	1,100	—	—
Mr. St. John	54,086	24,380	78,620	1,000	2,620	1,000
Ms. Hill	16,851	31,364	40,882	1,000	—	1,000
Mr. Lightfoot	17,802	34,500	39,000	—	3,713	—

Other Executive Compensation Information and Tables

2024 Grants of Plan-Based Awards

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]				
Name	Grant Date	Award Type	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units[3] (#)	Grant Date Fair Value of Stock Awards[4] ($)
(a)	(b)		(c)	(d)	(e)	(f)	(g)	(h)	(i)	(l)
James D. Taiclet	—	MICP	232,883	3,326,900	6,653,800	—	—	—	—	—
	2/22/2024	RSU	—	—	—	—	—	—	11,541	4,924,545
	—	LTIP	206,250	3,300,000	6,600,000	—	—	—	—	—
	2/22/2024	PSU	—	—	—	1,203	19,237	38,474	—	8,122,049
Jesus Malave	—	MICP	85,680	1,224,000	2,448,000	—	—	—	—	—
	2/22/2024	RSU	—	—	—	—	—	—	3,777	1,611,646
	—	LTIP	67,500	1,080,000	2,160,000	—	—	—	—	—
	2/22/2024	PSU	—	—	—	394	6,296	12,592	—	2,658,234
Frank A. St. John	—	MICP	108,150	1,545,000	3,090,000	—	—	—	—	—
	2/22/2024	RSU	—	—	—	—	—	—	4,546	1,939,778
	—	LTIP	81,250	1,300,000	2,600,000	—	—	—	—	—
	2/22/2024	PSU	—	—	—	474	7,579	15,158	—	3,199,925
Stephanie C. Hill	—	MICP	83,580	1,194,000	2,388,000	—	—	—	—	—
	2/22/2024	RSU	—	—	—	—	—	—	3,007	1,283,087
	—	LTIP	53,750	860,000	1,720,000	—	—	—	—	—
	2/22/2024	PSU	—	—	—	314	5,014	10,028	—	2,116,961
Robert M. Lightfoot	—	MICP	83,580	1,194,000	2,388,000	—	—	—	—	—
	2/22/2024	RSU	—	—	—	—	—	—	3,007	1,283,087
	—	LTIP	53,750	860,000	1,720,000	—	—	—	—	—
	2/22/2024	PSU	—	—	—	314	5,014	10,028	—	2,116,961

(1) The amounts reported in the **Estimated Future Payouts Under Non-Equity Incentive Plan Awards** columns include annual incentive grants (MICP) for 2024 and LTIP grants for the 2024-2026 performance period ending December 31, 2026.

The MICP measures performance over a one-year period and is described under "2024 Annual Incentive" in the CD&A. The threshold, or minimum amount payable (assuming an award is earned), is 7% of target while the maximum is 200% of target.

The LTIP award measures performance against three separate metrics described under "2024 Long-Term Incentive Compensation" in the CD&A. The threshold is the minimum amount payable for a specified level of performance stated in the LTIP award agreement. For the 2024-2026 award, the threshold amount payable is 6.25% of the target award. The maximum award payable under the LTIP award is 200% of target value. Awards are subject to forfeiture upon termination of employment prior to the end of the performance period, except in the event of retirement or layoff occurring after six months from the date of grant or in the event of death, disability, or divestiture. In any of these events, LTIP awards are paid at the end of the performance period on a prorated basis. Following a change in control, the 2024-2026 LTIP awards vest at the target amount upon involuntary termination without cause or voluntary termination with good reason or if the successor does not assume the LTIP awards.

(2) The amounts reported in the **Estimated Future Payouts Under Equity Incentive Plan Awards** columns of the table include PSU awards for the 2024-2026 performance period ending December 31, 2026. PSU awards typically have a three-year vesting period ending on the third anniversary of the date of grant (i.e., February 22, 2027 for the February 22, 2024 grants). At the end of the vesting period, the amount earned is payable in shares of stock and cash representing deferred dividend equivalents accrued on the earned shares during the three-year performance period. PSU awards are subject to forfeiture upon termination of employment prior to the end of the vesting period, except in the event of retirement or layoff occurring after six months from the date of grant or in the event of death, disability or divestiture. In any of these events, PSU awards are paid out at the end of the vesting period on a prorated basis. Following a change in control, the PSUs vest at the target amount upon involuntary termination without cause or voluntary termination with good reason or if the successor does not assume the PSUs.

Shares are earned under the PSU awards based upon performance against three separate metrics described under "PSU Awards" in the CD&A. If performance falls below the threshold level of performance, no shares would be earned. Assuming any payment is earned, the minimum amount payable under the PSU award is 6.25% of the target shares, the lowest level payable under any of these metrics. The maximum number of shares payable under the PSU is 200% of the number of target shares.

(3) The amounts reported in the **All Other Stock Awards: Number of Shares of Stock or Units** column show the number of RSUs granted on February 22, 2024. 2024 RSU awards vest on the third anniversary of the date of grant. RSU awards are subject to forfeiture upon termination of employment prior to the end of the vesting period, except in the event of retirement or layoff occurring after six months from the date of grant or death, disability or divestiture. RSU awards vest in full immediately upon death or disability and, upon layoff after six months from the date of grant, pro rata vest and are paid following the third anniversary of the grant date. RSU awards are prorated upon divestiture if not assumed by the successor. Following a change in control, the RSUs vest upon involuntary termination without cause or voluntary termination for good reason or if the successor does not assume the RSUs. If the employee retires after six months from the date of grant, but prior to the third anniversary of the date of grant, the RSUs become nonforfeitable and are paid at the end of the vesting period.

During the vesting period, deferred dividend equivalents are accrued and subject to the same vesting schedule as the underlying RSUs. At the end of the vesting period, the RSUs are paid in shares of stock and the deferred dividend equivalents are paid in cash. If any tax withholding is required on the RSUs and deferred dividend equivalents during the vesting period (for example, on account of retirement eligibility), the RSUs provide for accelerated vesting of the number of shares and deferred dividend equivalents required to satisfy the tax withholding. The award is then reduced by the number of shares and deferred dividend equivalents subject to acceleration of vesting for tax withholding.

(4) The amounts reported in the **Grant Date Fair Value of Stock Awards** column represent the aggregate grant date fair value computed in accordance with FASB ASC 718 for RSUs and PSUs granted in 2024, disregarding potential forfeitures based on service requirements.

The grant date fair value of the 2024 RSU grant is $426.70 per RSU, which represents the closing price of one share of our common stock on the date of grant, discounted to take into account the deferred dividend equivalents accrued until vesting.

The grant date fair value for the 2024 PSUs, which are subject to performance conditions, is based on the probable outcome of each of the three performance conditions. The grant date fair value of $417.72 for the Relative TSR portion of the award is determined using a Monte Carlo simulation model. The grant date fair value of $426.70 for the Free Cash Flow and ROIC portions of the awards is based on the closing price of one share of our stock on the date of grant, discounted to take into account the deferred dividend equivalents accrued until vesting.

As described in the CD&A, in determining 2024 awards of RSUs and PSUs, the closing price of Lockheed Martin common stock on the date of grant ($428.89 on February 22, 2024) was used as opposed to the grant date fair value. The use of the closing stock price versus the grant date fair value results in a difference between the amounts described in the CD&A and the amount reported in this column.

Outstanding Equity Awards at 2024 Fiscal Year-End

	Stock Awards					
Name	Grant Date	Award Type	Number of Shares or Units of Stock That Have Not Vested[1] (#)	Market Value of Shares or Units of Stock That Have Not Vested[2] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested[3] (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[4] ($)
(a)			(g)	(h)	(i)	(j)
James D. Taiclet	2/23/2022	RSU	11,571	5,622,812	—	—
	2/23/2022	PSU	23,182	11,265,061	—	—
	2/22/2023	RSU	10,009	4,863,773	—	—
	2/22/2023	PSU	—	—	9,452	4,593,105
	2/22/2024	RSU	11,541	5,608,234	—	
	2/22/2024	PSU	—	—	11,620	5,646,623
Jesus Malave	2/23/2022	RSU	6,171	2,998,736	—	—
	2/23/2022	PSU	12,364	6,008,162	—	—
	2/22/2023	RSU	3,128	1,520,020	—	—
	2/22/2023	PSU		—	2,954	1,435,467
	2/22/2024	RSU	3,777	1,835,395	—	—
	2/22/2024	PSU	—	—	3,803	1,848,030
Frank A. St. John	2/23/2022	RSU	4,445	2,160,003	—	—
	2/23/2022	PSU	9,274	4,506,608	—	—
	2/22/2023	RSU	3,810	1,851,431	—	—
	2/22/2023	PSU	—	—	3,692	1,794,090
	2/22/2024	RSU	4,492	2,182,842	—	—
	2/22/2024	PSU	—	—	4,578	2,224,633
Stephanie C. Hill	2/23/2022	RSU	2,957	1,436,925	—	—
	2/23/2022	PSU	6,184	3,005,053	—	—
	2/22/2023	RSU	2,556	1,242,063	—	—
	2/22/2023	PSU	—	—	2,482	1,206,103
	2/22/2024	RSU	2,969	1,442,756	—	—
	2/22/2024	PSU	—	—	3,029	1,471,912
Robert M. Lightfoot	2/23/2022	RSU	3,085	1,499,125	—	—
	2/23/2022	PSU	6,184	3,005,053	—	—
	2/22/2023	RSU	2,627	1,276,564	—	—
	2/22/2023	PSU	—	—	2,482	1,206,103
	2/22/2024	RSU	3,007	1,461,222	—	—
	2/22/2024	PSU	—	—	3,029	1,471,912

(1) Includes all unvested RSUs. RSUs vest on the third anniversary of the grant date. Also includes the PSUs granted on February 23, 2022, which had a performance period ending December 31, 2024 and a vest date of February 23, 2025. The number of shares shown in this column for the 2022-2024 PSUs is the number of shares earned based on the performance period and that were paid upon vesting.

(2) The market value is calculated by multiplying the number of shares shown in the preceding column by the December 31, 2024 per share closing price of our stock ($485.94). NEOs also receive a cash payment for deferred dividend equivalents accrued through the end of the performance period for PSUs and the end of the vesting period for RSUs.

(3) Represents PSUs granted on February 22, 2023 for the 2023-2025 performance period and on February 22, 2024 for the 2024-2026 performance period. The PSUs are earned and paid out in shares of our common stock at the end of the three-year vesting period based upon performance on three separate metrics (Relative TSR, Free Cash Flow and ROIC). The number of shares of stock shown in this column is based upon the threshold level of performance for each of the three metrics or, if performance on the metric has exceeded the threshold level as of December 31, 2024, the estimated level of performance as of December 31, 2024. PSUs have a vesting period ending on the third anniversary of the date of grant.

(4) The market value is calculated by multiplying the number of PSUs reported in the preceding column by the December 31, 2024 per share closing price of our stock ($485.94). NEOs also receive cash payment for deferred dividend equivalents accrued through the end of the performance period.

Stock Vested During 2024

	Stock Awards	
Name	Number of Shares Acquired on Vesting[1] (#)	Value Realized on Vesting[2] ($)
(a)	(d)	(e)
James D. Taiclet	30,321	13,071,990
Jesus Malave	—	—
Frank A. St. John	11,885	5,142,310
Stephanie C. Hill	8,633	3,734,837
Robert M. Lightfoot	904	389,732

(1) Represents (i) vesting on February 25, 2024 of RSUs and PSUs granted on February 25, 2021 following the three-year vesting period (for all NEOs except Mr. Malave); (ii) accelerated vesting on December 9, 2024 of a portion of RSUs granted on February 23, 2022, February 22, 2023, and February 22, 2024 equal to the value of the tax withholding obligation due because the NEO is retirement-eligible (for Mr. St. John and Ms. Hill). The amounts for the accelerated vesting for tax withholding represent the aggregate number of shares vested prior to the concurrent disposition of the vested shares to the Company to satisfy the tax withholding obligation.

(2) Value realized was calculated based on the number of shares acquired on vesting multiplied by the per share closing price of our common stock on the date of vesting (February 25, 2024: $431.12 and December 9, 2024: $513.03).

Pension Benefits

Certain NEOs (i.e., Mr. St. John and Ms. Hill) have frozen benefits under (1) the Lockheed Martin Corporation Salaried Employee Retirement Program (LMRP), which is a tax-qualified plan that includes several prior plans (the Prior Plans), and (2) the Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan (Supplemental Pension), which is a restorative plan that provides benefits in excess of the benefit payable under IRS rules through the LMRP. These plans were frozen in two steps. Increases in compensation ceased to be taken into account effective January 1, 2016 and increases in service ceased to be taken into account effective January 1, 2020.

The annual pension benefit for all participants under the LMRP is determined by a final average compensation formula that multiplies (x) a percentage (1.25% of compensation below the social security wage base and 1.5% above that level) times (y) years of credited service ending with 2019 times (z) the average of the employee’s highest three years of compensation in the last ten years ending with 2015. Average compensation includes the NEO’s base salary and annual incentive payouts. Neither of the participating NEOs has been credited with any extra years of service or provided a benefit from a special or enhanced formula. Normal retirement age is 65; however, benefits are payable as early as age 55 at a reduced amount or without reduction for early retirement at age 60. Benefits are payable as a monthly annuity for the lifetime of the employee, as a joint and survivor annuity, as a life annuity with a five- or ten-year guarantee, or as a level income annuity. In addition, a portion of the retirement benefits for the participating NEOs may be calculated based on the formulas specified by the Prior Plans. The Prior Plans have a number of formulas and are based on the final average compensation and credited service of the employee as of a specified date. Pay under certain Prior Plans’ formulas included salary, commissions, lump sum pay in lieu of a salary increase and annual incentive payouts awarded that year.

The Supplemental Pension uses the same formula for benefits as the tax-qualified plan uses for calculating the NEO’s benefit. Although all service recognized under the tax-qualified plan is recognized under the Supplemental Pension, a benefit would have been earned under the Supplemental Pension only in years when the NEO’s total accrued benefit would have exceeded the maximum allowable benefit accrued under the tax-qualified plan. The Supplemental Pension benefits are payable in the same forms as benefits are paid under the LMRP.

Both NEOs who participate in the LMRP, including any portion with respect to Prior Plans, and the Supplemental Pension were vested and are eligible for early retirement as of December 31, 2024.

Pension Benefits Table

Name	Plan Name	Number of Years of Credited Service[(1)] (#)	Present Value of Accumulated Benefit[(2)] ($)	Payments During Last Fiscal Year ($)
(a)	(b)	(c)	(d)	(e)
James D. Taiclet	Lockheed Martin Corporation Salaried Employee Retirement Program	—	—	—
	Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan	—	—	—
Jesus Malave	Lockheed Martin Corporation Salaried Employee Retirement Program	—	—	—
	Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan	—	—	—
Frank A. St. John	Lockheed Martin Corporation Salaried Employee Retirement Program	32.6	1,440,866	—
	Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan	—	3,412,471	—
Stephanie C. Hill	Lockheed Martin Corporation Salaried Employee Retirement Program	33.0	1,666,842	—
	Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan	—	4,576,438	—
Robert M. Lightfoot	Lockheed Martin Corporation Salaried Employee Retirement Program	—	—	—
	Lockheed Martin Corporation Consolidated Supplemental Retirement Benefit Plan	—	—	—

(1) The Number of Years of Credited Service is five years less than the actual number of years of service for the NEOs listed in the table as increases in service ceased to be taken into account effective January 1, 2020.

(2) The amounts reported in the **Present Value of Accumulated Benefit** column were computed using the same assumptions we used to account for pension liabilities in our financial statements and as described in Note 11 to our financial statements contained in our 2024 Annual Report. The amounts were calculated based on benefits commencing at age 60 (or current age if greater). We used these ages rather than the plan's normal retirement age of 65 because an employee may commence receiving pension benefits at age 60 without any reduction for early commencement. Amounts paid under our plans use assumptions contained in the plans and may be different than those used for financial statement reporting purposes. If a NEO is eligible to elect a lump sum payment under the Supplemental Pension, the amount of the lump sum would be based on plan assumptions and not the assumptions used for financial statement reporting purposes. As a result, the actual lump sum payment would be an amount different than what is reported in this table. The age of the NEO at retirement would also impact the size of the lump sum payment.

Nonqualified Deferred Compensation

In general, participants in our tax-qualified defined contribution plan may elect to defer up to 40% of base salary on a pre-tax, Roth, and/or after-tax basis. In addition, we make a matching contribution equal to 50% of up to the first 8% of base salary contributed by the participant plus a nonelective contribution equal to 6% of the participant's base pay. Employee and Company matching contributions in excess of the Internal Revenue Code limitations may be contributed to a nonqualified defined contribution plan called the Lockheed Martin Corporation Supplemental Savings Plan (NQSSP) on a pre-tax basis at the election of the NEO. We also make Company nonelective contributions in excess of the Internal Revenue Code limitations to a nonqualified defined contribution excess plan called the Lockheed Martin Corporation Nonqualified Capital Accumulation Plan (NCAP) equal to 6% of the NEO's base salary. Employee contributions and Company matching and nonelective contributions to the NQSSP and NCAP are nonforfeitable. NQSSP and NCAP contributions are credited with earnings or losses based on the investment options elected by the participant. Each of the NQSSP and NCAP investment options is available under our tax-qualified defined contribution plan for salaried employees, although the NQSSP and NCAP contributions are notionally invested in those options. The NQSSP and NCAP provide for payment following termination of employment in a lump sum or up to 25 annual installments at the participant's election. All amounts accumulated and unpaid under the NQSSP and NCAP must be paid in a lump sum within 15 calendar days following a change in control.

The Deferred Management Incentive Compensation Plan (DMICP) is a nonqualified deferred compensation plan that provides the opportunity to defer, until termination of employment or beyond, the receipt of all or a portion of annual incentive payouts and LTIP awards. NEOs may elect any of the investment funds available in the NQSSP (with the exception of the Company Stock Fund) and two investment alternatives available only under the DMICP for crediting earnings (losses). Under the DMICP Company Stock Investment Option, earnings (losses) on deferred amounts will accrue at a rate that tracks the performance of our common stock, including reinvestment of dividends. Under the DMICP Interest Investment Option, earnings accrue at a rate equivalent to the then published rate for computing the present value of future benefits under Cost Accounting Standards 415, Deferred Compensation (CAS 415 rate). The Interest Investment Option was closed to new deferrals and transfers from other investment options effective July 1, 2009. Amounts credited to the Stock Investment Option may not be reallocated to other options and will be paid in shares of our common stock upon distribution. The DMICP provides for payment in January or July following termination of employment in a lump sum or up to 25 annual installments at the NEO's election. All amounts accumulated under the DMICP must be paid in a lump sum within 15 days following a change in control.

The following table reports compensation earned by the NEOs and deferred under NQSSP, NCAP and DMICP.

Nonqualified Deferred Compensation Table

Name		Executive Contributions in Last FY[1] ($)	Registrant Contributions in Last FY[2] ($)	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions in Last FY ($)	Aggregate Balance at Last FYE[3] ($)
(a)		(b)	(c)	(d)	(e)	(f)
James D. Taiclet	NQSSP	397,240	66,207	128,185	—	2,073,893
	NCAP	—	84,360	25,482	—	424,540
	DMICP	—	—	—	—	—
	TOTAL	**397,240**	**150,566**	**153,667**	**—**	**2,498,433**
Jesus Malave	NQSSP	58,185	29,092	10,525	—	209,393
	NCAP	—	40,188	8,191	—	128,298
	DMICP	692,791	—	127,520	—	1,444,301
	TOTAL	**750,976**	**69,281**	**146,236**	**—**	**1,781,991**
Frank A. St. John	NQSSP	234,500	37,520	285,414	—	2,834,689
	NCAP	—	41,100	29,032	—	302,442
	DMICP	—	—	790,182	—	7,295,147
	TOTAL	**234,500**	**78,620**	**1,104,628**	**—**	**10,432,278**
Stephanie C. Hill	NQSSP	—	—	—	—	—
	NCAP	—	40,882	17,532	—	258,491
	DMICP	—	—	624,557	—	4,560,439
	TOTAL	**—**	**40,882**	**642,090**	**—**	**4,818,930**
Robert M. Lightfoot	NQSSP	—	—	—	—	—
	NCAP	—	39,000	8,564	—	143,528
	DMICP	—	—	—	—	—
	TOTAL	**—**	**39,000**	**8,564**	**—**	**143,528**

(1) The amounts reported in the **Executive Contributions in Last Fiscal Year** column include salary deferrals to the NQSSP in 2024 and any deferrals to the DMICP of annual incentive and LTIP payouts that were payable in 2024 for performance periods ending in 2023. Any deferrals to the DMICP of annual incentive and LTIP payouts for performance periods ending in 2024 are not credited until 2025, and are not included in the table.

(2) The amounts reported in the **Registrant Contributions in Last Fiscal Year** column include Company matching contributions to the NQSSP made in 2024 and Company nonelective contributions made to the NCAP in 2024. The NQSSP Company match and NCAP Company nonelective contributions are also included in the "All Other Compensation" column of the Summary Compensation Table.

(3) The amount of 2024 contributions and earnings reported in this table that is also reported as compensation in our Summary Compensation Table for 2024 is for Mr. Taiclet: $547,806; Mr. Malave: $127,465; Mr. St. John: $313,120; Ms. Hill: $40,882 and Mr. Lightfoot: $39,000. The amount in "Aggregate Balance at Last Fiscal Year End" column reported as compensation in our Summary Compensation Tables for years prior to 2024 is for Mr. Taiclet: $1,692,424; Mr. Malave: $1,434,362; Mr. St. John: $2,642,688; Ms. Hill: $413,884 and Mr. Lightfoot: $0.

Potential Payments Upon Termination or Change in Control

The chart below summarizes the benefits that become payable to a NEO at, following, or in connection with retirement, change in control, death, disability, layoff, divestiture, termination or resignation under the terms of our benefit plans.

<table>
<tr><th></th><th>Retirement</th><th>Change in Control</th><th>Death/Disability/Layoff</th><th>Divestiture[1]</th><th>Termination/Resignation</th></tr>
<tr><td>Annual Incentive[2]</td><td>Payment (at age 55 and five years of service or age 65) may be prorated based on year-end performance results for retirement during the year with six months of participation in the year.</td><td>No provision.</td><td>Payment may be prorated at target for death or disability during the year.
Payment may be prorated based on year-end performance results for layoff with six months of participation in the year.
No payment if layoff occurs at any time during the year, including on the last day of the year, and benefits are paid to the Executive under the Executive Severance Plan.</td><td>No provision.</td><td>No payment will be made for termination/ resignation during the year.</td></tr>
<tr><td>RSUs</td><td>For most awards, continued vesting of RSUs and dividend equivalents subject to six-month minimum service from date of grant.</td><td rowspan="2">Immediate vesting of RSUs, PSUs at Target, LTIP at Target and dividend equivalents on RSUs and PSUs if not assumed by successor. Immediate vesting following involuntary termination without cause or voluntary termination with good reason within 24 months of change in control if assumed by successor.</td><td>Upon layoff and subject to six-month minimum service from date of grant and execution of a release of claims, for 2022 awards, continued vesting of RSUs and dividend equivalents; for 2023 and 2024 awards, prorated vesting of RSUs and dividend equivalents.
Full immediate vesting following death or disability.</td><td>Unless assumed by the successor, RSUs and dividend equivalents will vest on a pro rata basis based on the days into the vesting period at closing unless the employee is retirement-eligible in which case the RSU grant will continue to vest until the vesting date.</td><td rowspan="2">Forfeit unvested RSUs, PSUs and LTIP and dividend equivalents on RSUs and PSUs if termination occurs prior to becoming retirement-eligible or anytime if termination is due to misconduct.
Termination on or after the six-month anniversary of the grant date and either (i) age 55 and ten years of service or (ii) age 65 is treated as retirement-eligible.</td></tr>
<tr><td>PSUs & LTIP</td><td>Prorated payment of PSUs and LTIP (and dividend equivalents on PSUs) based on the performance at the end of the three-year performance period, subject to six-month minimum service from date of grant.</td><td>Prorated payment of PSUs and LTIP (and dividend equivalents on PSUs) based on the performance at end of the three-year performance period, subject to six-month minimum service from date of grant and execution of a release of claims for layoff.</td><td>Prorated payment of PSUs and LTIP (and dividend equivalents on PSUs) based on the performance at the end of the three-year performance period.</td></tr>
<tr><td>Executive Severance Plan</td><td>No payment.</td><td>No payment unless terminated.</td><td>No payment in the case of death or disability. Payment of a lump sum amount equal to a multiple of salary, annual bonus equivalent, and health care continuation coverage cost plus outplacement services and relocation assistance. The multiple of salary and annual bonus equivalent for the CEO is 2.99; for all other NEOs it is 1.0.</td><td>No payment.</td><td>No payment.</td></tr>
</table>

	Retirement	Change in Control	Death/Disability/Layoff	Divestiture[1]	Termination/Resignation
Pension[3]	Qualified: Annuity payable on a reduced basis at age 55; annuity payable on a non-reduced basis at age 60; steeper reduction for early commencement at age 55 for terminations prior to age 55 than for terminations after age 55. Supplemental: Annuity or, for NEOs eligible before Dec. 16, 2005, lump sum at later of age 55 or termination, same early commencement reductions applied as for Pension-Qualified.	Qualified: No acceleration. Supplemental: Lump Sum within 15 calendar days of the change in control.	Qualified: Spousal annuity benefit as required by law in event of death unless waived by spouse. For either (i) disability between age 53 and 55 with eight years of service or (ii) layoff between age 53 and 55 with eight years of service or before age 55 with 25 years of service, participant is eligible for the more favorable actuarial reductions for participants terminating after age 55. Supplemental: Annuity or, for NEOs eligible before Dec. 16, 2005, lump sum at later of age 55 or termination, same provisions as Pension-Qualified for spousal waiver, disability, and layoff.	No provisions; absent a negotiated transfer of liability to buyer, treated as retirement or termination.	Qualified: Annuity payable on a reduced basis at age 55; annuity payable on a non-reduced basis at age 60; steeper reduction for early commencement at age 55 for terminations prior to age 55 than for terminations after age 55. Supplemental: Annuity or, for NEOs eligible before Dec. 16, 2005, lump sum, same early commencement reductions applied as for Pension-Qualified.
DMICP[4] / NQSSP[4] / NCAP[4]	Lump sum or installment payment in accordance with NEO elections.	Immediate lump sum payment.	DMICP: Lump sum or installment payments in accordance with NEO elections, except lump sum for layoff prior to age 55 or disability. NQSSP/NCAP: Lump sum for death; for disability or layoff, lump sum or installment payments in accordance with NEO elections.	Follows termination provisions.	DMICP: Lump sum or installment payments in accordance with NEO elections, except lump sum only if termination is prior to age 55. NQSSP/NCAP: Lump sum or installment payments in accordance with NEO elections.

(1) Divestiture is defined as a transaction which results in the transfer of control of a business operation to any person, corporation, association, partnership, joint venture, or other business entity of which less than 50 percent of the voting stock or other equity interests (in the case of entities other than corporations) is owned or controlled directly or indirectly by us, one or more of our subsidiaries, or by a combination thereof following the transaction.

(2) See “Compensation Discussion and Analysis” for discussion of annual incentive payment calculation.

(3) See “Pension Benefits Table” for present value of accumulated benefit. Amounts paid under the Pension and Supplemental Pension use assumptions set forth in the plans and are different from the assumptions used to calculate the accrued benefit reported in the Pension Benefits Table or Summary Compensation Table or for financial reporting; therefore, actual payouts would be different from those disclosed in such tables. Payments under the Supplemental Pension would be payable to eligible NEOs in accordance with their individual elections and would not commence prior to age 55, except in the case of a change in control, in which case benefits would be paid in a lump sum payment shortly following the change in control regardless of age. All forms of payment, whether lump sum or annuities and regardless of the payment triggering event, would be calculated using the plan assumptions to be actuarially equivalent so that there is no incremental benefit associated with any of the events or payment forms.

(4) See “Aggregate Balance at Last FYE” column in the Nonqualified Deferred Compensation Table for amounts payable.

The following table quantifies the payments under our executive compensation programs in RSU, LTIP and PSU awards and the Executive Severance Plan that would be made for each NEO assuming a termination event occurred on December 31, 2024. Payments under other plans do not change as a result of the termination event, and quantification of those payments is found elsewhere in this Proxy Statement; benefits under plans available generally to salaried employees also are not included. The table shows amounts that would actually be paid on or shortly after December 31, 2024 on account of the trigger event. Amounts that are contingent upon future performance, continued vesting or already earned as of December 31, 2024 are described and quantified in the footnotes following the table. Award agreements for the NEOs contain clawback provisions and post-employment restrictive covenants. To receive a supplemental severance benefit or favorable vesting of RSU, LTIP and PSU awards on layoff, an executive must execute a release of claims and, for the supplemental severance benefit, an agreement containing two-year post-employment non-compete and non-solicitation covenants.

Potential Payments Upon Termination or Change in Control Table

Name		Retirement ($)	Change In Control ($)	Death/ Disability ($)	Layoff ($)	Divestiture ($)	Termination/ Resignation[1] ($)
James D. Taiclet	LTIP[2]	—	9,500,000	—	—	—	—
	RSUs[3]	—	16,911,218	16,911,218	—	10,542,693	—
	PSUs[4]	—	28,188,076	—	—	—	—
	Executive Severance[5]	—	—	—	15,273,756	—	—
	TOTAL	**—**	**54,599,294**	**16,911,218**	**15,273,756**	**10,542,693**	**—**
Jesus Malave	LTIP[2]	—	3,680,000	—	—	—	—
	RSUs[3]	—	6,704,203	6,704,203	—	4,586,924	—
	PSUs[4]	—	11,175,033	—	—	—	—
	Executive Severance[5]	—	—	—	2,311,822	—	—
	TOTAL	**—**	**21,559,236**	**6,704,203**	**2,311,822**	**4,586,924**	**—**
Frank A. St. John	LTIP[2]	—	3,750,000	—	—	—	—
	RSUs[3]	—	6,507,758	6,507,758	—	—	—
	PSUs[4]	—	11,137,797	—	—	—	—
	Executive Severance[5]	—	—	—	2,649,632	—	—
	TOTAL	**—**	**21,395,555**	**6,507,758**	**2,649,632**	**—**	**—**
Stephanie C. Hill	LTIP[2]	—	2,500,000	—	—	—	—
	RSUs[3]	—	4,330,571	4,330,571	—	—	—
	PSUs[4]	—	7,424,313	—	—	—	—
	Executive Severance[5]	—	—	—	2,256,025	—	—
	TOTAL	**—**	**14,254,884**	**4,330,571**	**2,256,025**	**—**	**—**
Robert M. Lightfoot	LTIP[2]	—	2,500,000	—	—	—	—
	RSUs[3]	—	4,452,648	4,452,648	—	2,788,165	—
	PSUs[4]	—	7,424,313	—	—	—	—
	Executive Severance[5]	—	—	—	2,229,012	—	—
	TOTAL	**—**	**14,376,961**	**4,452,648**	**2,229,012**	**2,788,165**	**—**

(1) **Termination/Resignation:** Resignation by executives who are eligible for retirement, for purposes of this table, is treated as retirement. All NEOs who participate in the pension plans were eligible for retirement as of December 31, 2024.

(2) **Long-Term Incentive Performance Awards:** The table shows an amount payable in the event of a change in control trigger event for the 2023-2025 and 2024-2026 LTIP performance periods. The amount shown for the LTIP upon a change in control is the target level. The table assumes the double trigger occurred. For a trigger event based upon death, disability, retirement (or resignation after satisfying the requirements for retirement), layoff or divestiture on December 31, 2024, amounts (if any) for the 2023-2025 and 2024-2026 LTIP performance periods would be paid on a prorated basis after the end of the performance period. The estimated prorated amounts payable for the 2023-2025 performance cycle based on performance through December 31, 2024 are: Mr. Taiclet $918,861; Mr. Malave $287,144; Mr. St. John $358,930; Ms. Hill $241,201 and Mr. Lightfoot $241,201. The estimated prorated amounts payable for the 2024-2026 performance cycle based on performance through December 31, 2024 are: Mr. Taiclet $598,991; Mr. Malave $196,034; Mr. St. John $235,966; Ms. Hill $156,101 and Mr. Lightfoot $156,101. The table does not include amounts for the 2022-2024 performance cycle as these amounts are reported in the Summary Compensation Table (see footnote to the “Non-Equity Incentive Plan Compensation” column).

(3) **Restricted Stock Units:** For a change in control (assuming satisfaction of the double trigger), death, disability or divestiture, the reported value of the RSUs was based upon the closing price of our stock on December 31, 2024 ($485.94) plus deferred dividend equivalents that accrued. RSUs would continue to vest for retirement or vest pro-rata for layoff, in each case occurring on December 31, 2024 and would not become payable until their normal vesting date, and are not included in the table. If a NEO is retirement-eligible, then in the case of a divestiture occurring on December 31, 2024, the RSUs will continue to vest and are treated as a retirement. For retirement under the 2022, 2023 and 2024 RSUs, the RSUs to be received upon vesting would have the same value on December 31, 2024 as the amounts shown for immediate payment on account of death or disability. For 2022, 2023 and 2024 RSUs that pay out a prorated amount upon vesting in the event of a layoff, the value as of December 31, 2024 was (i) for the 2022 RSUs: Mr. Taiclet $5,739,940; Mr. Malave $3,061,371; Mr. St. John $2,295,767; Ms. Hill $1,530,685 and Mr. Lightfoot $1,530,685; (ii) for the 2023 RSUs: Mr. Taiclet $3,160,567; Mr. Malave $987,965; Mr. St. John $1,234,700; Ms. Hill $829,604 and Mr. Lightfoot $829,604 and (iii) for the 2024 RSUs: Mr. Taiclet $1,642,186; Mr. Malave $537,588; Mr. St. John $647,300; Ms. Hill $427,876 and Mr. Lightfoot $427,876.

(4) **Performance Stock Units:** The table shows an amount payable in the event of a change in control trigger event for the 2022-2024, 2023-2025 and 2024-2026 performance periods. The amount shown for the PSUs upon a change in control is the target level of the shares valued using the closing price of our stock on December 31, 2024 ($485.94) plus deferred dividend equivalents that accrued. The table assumes the double trigger occurred. For a trigger event based upon death, disability, retirement (or resignation after satisfying the requirements for retirement), layoff or divestiture on December 31, 2024, amounts (if any) for the 2022-2024, 2023-2025 and 2024-2026 PSU performance periods would be paid on a prorated basis following the end of the applicable performance period. The payments estimated to be paid on a non-prorated basis following the end of the performance cycle using the December 31, 2024 stock price are reported for the 2022-2024 PSU performance cycle in the “Market Value of Shares or Units of Stock That Have Not Vested” column of the Outstanding Equity Awards at 2024 Fiscal Year-End table and for 2023-2025 and 2024-2026 in the “Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested” column of that table. The estimated prorated amounts for a trigger event occurring on December 31, 2024 plus deferred dividend equivalents that accrued are for each cycle: (i) 2022-2024 cycle: Mr. Taiclet $11,505,992; Mr. Malave $6,136,842; Mr. St. John $4,603,023; Ms. Hill $3,069,204 and Mr. Lightfoot $3,069,204; (ii) 2023-2025 cycle: Mr. Taiclet $2,328,919; Mr. Malave $727,948; Mr. St. John $909,806; Ms. Hill $611,475 and Mr. Lightfoot $611,475; and (iii) 2024-2026 cycle: Mr. Taiclet $1,657,1479; Mr. Malave $542,575; Mr. St. John $653,284; Ms. Hill $432,364 and Mr. Lightfoot $432,364. The prorated amounts are based on the stock price and estimated performance as of December 31, 2024.

(5) **Executive Severance:** The total amounts projected for severance payments due to layoff are based on the Executive Severance Plan. It includes payment for one year of salary (2.99 years for Mr. Taiclet) and one year of target annual incentive (2.99 for Mr. Taiclet), estimated costs for benefits continuation for one year, outplacement services and relocation assistance (if required under the plan terms).

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, the Company must annually disclose in its proxy statement the median of the annual total compensation of all of its employees (excluding the CEO), the annual total compensation of its CEO, and the ratio of the CEO compensation to the employee median compensation. The ratio of CEO pay to the pay of the Company’s median employee for fiscal year 2024 is 189 to one.

Lockheed Martin employs approximately 121,000 employees that are, in large part, highly skilled professionals located primarily in the United States, but also in numerous other countries. For purposes of the fiscal year 2024 CEO pay ratio set forth above, we used the same median employee identified with respect to our fiscal year 2022 CEO pay ratio, because there has not been a change in our employee population or employee compensation arrangements that we believe would significantly change the pay ratio disclosure.

The median employee was determined by calculating the total annual cash compensation (base salary plus annual incentive) of all employees except the CEO as of December 31, 2022, and then sorting those employees from highest to lowest; and determining the median employee from that list.

The total annual compensation for our CEO for fiscal year 2024 was $23,753,914 as set forth in the Total column in the Summary Compensation Table. The total annual compensation for the median employee for fiscal year 2024 was $125,963 encompassing base salary, incentives/recognition awards and Company contributions to defined contribution plans. The annual total compensation of the median employee was determined in the same manner as the total compensation shown for our CEO. Like Mr. Taiclet, the median employee does not participate in our pension plan.

Pay Versus Performance

The disclosure included in this section is prescribed by SEC rules and does not necessarily align with how the Company or the Compensation Committee views the link between the Company's performance and its NEOs' pay. For a discussion of how the Company views its executive compensation structure, including alignment with Company performance, see "Compensation Discussion and Analysis" beginning on page 44.

The use of the term "compensation actually paid" (CAP) is required by SEC rules. Neither CAP nor the total amount reported in the Summary Compensation Table reflect the amount of compensation actually paid, earned, or received during the applicable year. Per SEC rules, CAP was calculated by adjusting the Summary Compensation Table Total values for the applicable year as described in the footnotes to the following table.

							Value of Initial Fixed $100 Investment Based On:			
Year	Summary Compensation Table Total for PEO (Taiclet)[1]	Compensation Actually Paid to PEO (Taiclet)[2]	Summary Compensation Table Total for PEO (Hewson)[1]	Compensation Actually Paid to PEO (Hewson)[2]	Average Summary Compensation Table Total for Non-PEO NEOs[1]	Average Compensation Actually Paid to Non-PEO NEOs[2]	Total Shareholder Return	Peer Group Total Shareholder Return[3]	Net Income[4]	Free Cash Flow[5]
	($)	($)	($)	($)	($)	($)	($)	($)	($)	($)
(a)	(b)	(c)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2024	23,753,914	25,604,840	—	—	7,845,742	8,624,778	142.73	136.24	5,336	5,287
2023	22,813,775	14,124,440	—	—	7,683,912	5,424,588	129.72	119.09	6,920	6,229
2022	24,810,545	45,201,355	—	—	7,892,151	12,280,312	135.57	111.54	5,732	6,132
2021	18,111,211	18,685,666	—	—	6,318,045	5,193,364	96.54	95.03	6,315	7,699
2020	23,360,369	22,409,142	28,499,825	28,639,659	8,536,811	8,118,636	93.55	83.94	6,833	6,417

(1) Mr. Taiclet was elected CEO effective June 15, 2020, succeeding Ms. Marillyn A. Hewson. The individuals comprising the Non-PEO NEOs are for 2024: Mr. Malave, Mr. St. John, Ms. Hill and Mr. Lightfoot; for 2023: Mr. Malave, Mr. St. John, Mr. Cahill and Mr. Ulmer; for 2022: Mr. Malave, Mr. John W. Mollard, Mr. St. John, Mr. Scott T. Greene, Ms. Maryanne R. Lavan and Mr. Ulmer; for 2021: Mr. Mollard, Mr. Kenneth P. Possenriede, Mr. St. John, Mr. Richard F. Ambrose, Ms. Hill and Ms. Hewson; and for 2020: Mr. Possenriede, Mr. St. John, Mr. Ambrose and Ms. Michele A. Evans.

(2) CAP reflects the total compensation reported in the Summary Compensation Table for the applicable year adjusted to include or exclude the amounts shown in the tables below for the NEOs. Amounts in the "Exclusion of Change in Pension Value" column reflect the amounts attributable to the Change in Pension Value reported in the Summary Compensation Table. Amounts in the "Exclusion of Stock Awards" column are the totals from the "Stock Awards" column set forth in the Summary Compensation Table. The "Inclusion of Pension Service Cost" column would report amounts based on the pension service cost for services rendered during the listed year and any prior service cost or credit attributable to a plan amendment for services rendered prior to the amendment. There are no amounts listed in this column because the Company's pension plan was frozen effective January 1, 2020 and there have not been any plan amendments triggering additional costs or credits in the years covered. Equity values are calculated in accordance with FASB ASC Topic 718.

	Summary Compensation Table Total	Exclusion of Change in Pension Value	Exclusion of Stock Awards	Inclusion of Pension Service Cost	Inclusion of Equity Values*	Compensation Actually Paid
	($)	($)	($)	($)	($)	($)
James D. Taiclet						
2024	23,753,914	—	(13,046,594)	—	14,897,520	25,604,840
2023	22,813,775	—	(13,008,681)	—	4,319,346	14,124,440
2022	24,810,545	—	(13,413,894)	—	33,804,704	45,201,355
2021	18,111,211	—	(10,783,715)	—	11,358,170	18,685,666
2020	23,360,369	—	(18,611,850)	—	17,660,623	22,409,142
Marillyn A. Hewson						
2020	28,499,825	(2,445,000)	(12,818,340)	—	15,403,174	28,639,659
Average of Non-PEO NEOs						
2024	7,845,742	—	(4,052,420)	—	4,831,456	8,624,778
2023	7,683,912	(203,453)	(3,994,158)	—	1,938,287	5,424,588
2022	7,892,151	—	(4,648,089)	—	9,036,250	12,280,312
2021	6,318,045	—	(2,518,462)	—	1,393,781	5,193,364
2020	8,536,811	(720,038)	(3,805,702)	—	4,107,564	8,118,636

* The amounts in the "Inclusion of Equity Values" column in the table above are derived from the amounts set forth in the following table:

	Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year ($)	Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards ($)	Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year ($)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year ($)	Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year ($)	Value of Dividends or Other Earnings Paid on Stock or Option Awards Not Otherwise Included ($)	Total - Inclusion of Equity Values ($)
James D. Taiclet							
2024	14,529,741	1,030,717	—	(662,938)	—	—	14,897,520
2023	11,256,499	(6,400,756)	—	(536,398)	—	—	4,319,346
2022	17,510,143	15,944,680	—	349,881	—	—	33,804,704
2021	11,928,062	(761,733)	—	191,841	—	—	11,358,170
2020	17,660,623	—	—	—	—	—	17,660,623
Marillyn A. Hewson							
2020	13,109,831	(143,041)	164,491	2,271,893	—	—	15,403,174
Average of Non-PEO NEOs							
2024	4,501,586	405,869	39,436	(115,435)	—	—	4,831,456
2023	3,444,261	(1,481,485)	26,240	(50,728)	—	—	1,938,287
2022	5,926,948	2,832,204	118,924	158,175	—	—	9,036,250
2021	1,970,122	(47,405)	30,538	(173,903)	(385,571)	—	1,393,781
2020	3,898,853	(31,118)	38,958	200,871	—	—	4,107,564

(3) Reflects S&P Aerospace & Defense Index.

(4) "Net income" is equivalent to "Net earnings" as reported in the Company's financial statements.

(5) SEC rules require us to designate a "company-selected measure" that in our assessment represents the most important financial performance measure (that is not total stockholder return or net income) used by the Company to link the CAP of our NEOs, for the most recently completed fiscal year, to our performance. We selected Free Cash Flow as this measure for 2022, 2023 and 2024 as reflected in column (i) in the first table above. Free Cash Flow is a non-GAAP measure and is defined as cash from operations less capital expenditures. See Appendix A for more information on Free Cash Flow and how it is calculated. This performance measure may not have been the most important financial performance measure for years 2021 and 2020 and we may determine a different financial performance measure to be the most important financial performance measure in future years.

Relationship Between CAP and Cumulative TSR, Net Income and Free Cash Flow

The following chart sets forth the relationship between CAP for our PEOs, the CAP average for our other NEOs, and our cumulative total stockholder returns during the five most recently completed years. As illustrated, CAP generally correlates with our total stockholder returns as the majority of executive compensation is delivered through long-term incentives, the value of which is largely dependent on total stockholder return, including changes to our stock price and our forecasted performance factor for the unvested PSUs granted over the last three years.

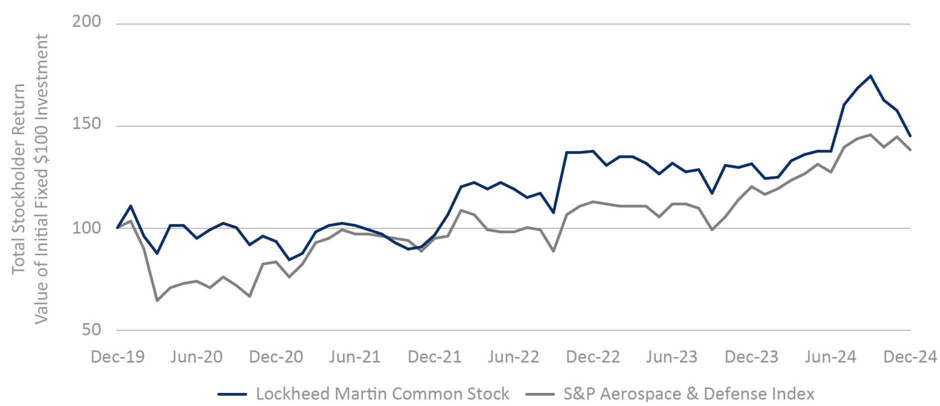
The stockholder return performance indicated on the graph below is not a guarantee of future performance.

Net Income and Free Cash Flow are also important components of our executive compensation incentive plans. Free Cash Flow is incorporated in both our annual and long-term incentive plans, while Net Income is part of the formula for our ROIC calculation in our long-term incentive program. While Net Income and Free Cash Flow are key financial measures that can also affect our TSRs, they do not have as strong of a relation to CAP given that the methodology in determining CAP is primarily based on changes to equity-based award values tied to our annual stock price performance.

As shown in the Pay Versus Performance table on page 72 above, CAP decreased from 2020 to 2021, increased from 2021 to 2022, decreased from 2022 to 2023 and increased from 2023 to 2024, while Net Income decreased from 2020 to 2021, 2021 to 2022, increased from 2022 to 2023 and decreased from 2023 to 2024, while Free Cash Flow increased from 2020 to 2021, decreased from 2021 to 2022, increased from 2022 to 2023, and decreased from 2023 to 2024. See “2024 Compensation Elements” in the CD&A for more information on the contribution of these measures to 2024 incentive awards.

Stockholder Returns Versus Peer Group

For purposes of the Pay Versus Performance disclosure, we measure our TSR performance against the industry-focused index disclosed in the stock performance graph of our Annual Report on Form 10-K. The comparison assumes $100 was invested in the Company and in the S&P Aerospace & Defense Index for the period starting December 31, 2019 and was held through the end of each year listed in the first table set forth above. All dollar values assume reinvestment of dividends paid by companies in the index. Historical stock performance is not necessarily indicative of future stock performance. This table does not reflect how the Compensation Committee considers TSR in setting executive pay or linking executive pay to Company performance.



Other Most Important Performance Measures

The table to the right lists what in the Company’s assessment are the most important financial performance measures used by the Company to link the CAP of our NEOs for 2024 to Company performance. The measures in the table are listed alphabetically and are not ranked by relative importance or otherwise. See "Compensation Discussion and Analysis” and Appendix A for more information on Free Cash Flow, ROIC, and Segment Operating Profit.

Most Important Performance Measures
Free Cash Flow
Relative TSR
ROIC
Sales
Segment Operating Profit

Audit Matters

Audit Matters

Proposal 3: Ratification of Appointment of Independent Auditors

The Board recommends a vote **FOR** this proposal

The Audit Committee has reappointed Ernst & Young LLP (EY), an independent registered public accounting firm, as the independent auditors to perform an integrated audit of the Company's consolidated financial statements and internal control over financial reporting for the year ending December 31, 2025. The services provided to the Company by EY for the last two fiscal years are described under the caption "Fees for Independent Auditors" on the following page.

The Audit Committee is directly responsible for the appointment, compensation, retention, oversight and termination of the Company's independent auditors in accordance with the NYSE listing standards. The Audit Committee also is responsible for the audit fee negotiations associated with the retention of EY. The Audit Committee and its Chairman are involved in the selection of EY's lead engagement partner. The Audit Committee regularly meets with EY without management present.

EY has served as the Company's independent auditors since 1994. The Audit Committee reviews the engagement of EY annually following completion of EY's audit of the prior year's financial statements. The Audit Committee also conducts a mid-year assessment of the quality of EY's work. As part of its annual and mid-year assessment of EY, the Audit Committee has considered:

- the materials on independence provided by EY;
- work quality;
- management's level of satisfaction with EY's services;
- the adequacy of EY's staffing and the use of digital audit tools to successfully perform the audit;
- the breadth of knowledge, support and expertise of its national office;
- the length of time EY has been engaged;
- external data regarding EY's audit quality and performance, including recent Public Company Accounting Oversight Board (PCAOB) reports on EY and its peer firms, including the results of any internal or external inspections of the EY audit of Lockheed Martin;
- EY's institutional knowledge and expertise with respect to the Company's business and government contracting practices;
- EY's quality and cost-effective services;
- EY's familiarity with the Company's account;
- the potential impact of changing independent auditors, including the high-level security clearances held by EY staff in support of its review of classified programs and the difficulty in replacing those clearances in a timely manner without disruption to the ongoing audit activities;
- EY's level of expertise in accounting issues relating to government contracts; and
- EY's performance in providing independent analysis of management positions.

While the length of EY's tenure may implicate some stockholders' stewardship guidelines, the Board believes that EY's continued engagement is appropriate and in the best interest of the Company. Any potential risks or concerns associated with EY's tenure are outweighed by its independence and objectivity, work quality, expertise, communications, security clearances and deep institutional knowledge of the Company's industry, operations, business, accounting policies and internal controls.

Stockholder approval of the appointment is not required. However, the Board believes that obtaining stockholder ratification of the appointment is a sound corporate governance practice. If the stockholders do not vote on an advisory basis in favor of the appointment of EY, the Audit Committee will reconsider whether or not to hire the firm and may retain EY or hire another firm without resubmitting the matter for stockholders' approval. The Audit Committee retains the discretion at any time to appoint a different independent auditor.

Representatives of EY are expected to be present at the Annual Meeting, and such representatives will be available to respond to appropriate questions and will have the opportunity to make a statement if they desire.

Pre-Approval of Independent Auditors' Services

The Audit Committee pre-approves all audit, audit-related, tax and other services performed by the independent auditors. The Audit Committee pre-approves specific categories of services up to pre-established fee thresholds. Unless the type of service has previously been pre-approved, the Audit Committee must approve that specific service before the independent auditors may perform such service. In addition, separate approval is required if the amount of fees for any pre-approved category of service exceeds the fee thresholds established by the Audit Committee. The Audit Committee also has delegated to the Committee Chairman or any other committee member pre-approval authority with respect to permitted services up to $500,000, provided that the Committee Chairman or the approving committee member must report any pre-approval decisions to the Audit Committee at its next scheduled meeting.

Fees for Independent Auditors

The following table sets forth the fees billed and expected to be billed by EY, the Company's independent auditors, for audit services, audit-related services, tax services and all other services rendered for 2024 and 2023. All fees were pre-approved in accordance with the Audit Committee's pre-approval policy. The Audit Committee considered and concluded that the provision of these services by EY was compatible with the maintenance of the auditor's independence.

	2024 ($)	2023 ($)
Audit Fees[(a)]	22,070,000	22,400,000
Audit-Related Fees[(b)]	94,000	95,000
Tax Fees[(c)]	2,109,000	2,200,000
All Other Fees	—	—

(a) Audit fees are for services related to the annual audit of the Company's consolidated financial statements, including the audit of internal control over financial reporting, the interim reviews of the Company's quarterly financial statements, statutory audits of the Company's foreign subsidiaries and consultations on accounting matters.

(b) Audit-related fees are primarily related to audits of the Company's employee benefit plans and due diligence services in connection with acquisitions.

(c) Tax fees are for domestic and international tax compliance and advisory services. Tax compliance fees were $1.0 million and $1.1 million in 2024 and 2023, respectively, and fees for advisory services were $1.1 million in both 2024 and 2023.

Audit Committee Report

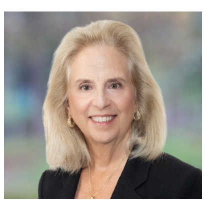
On behalf of the Board, the Audit Committee of the Board of Directors is responsible for overseeing the Company's accounting, auditing and financial reporting process and financial risk assessment and management process. The Audit Committee also monitors compliance with certain legal and regulatory matters.

The Company's management is responsible for preparing the quarterly and annual consolidated financial statements, the financial reporting process, and maintaining and evaluating disclosure controls and procedures and a system of internal control over financial reporting.

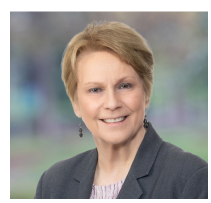
In addition to its oversight of the Company's internal audit organization, the Audit Committee is directly responsible for the appointment, compensation, retention, oversight and termination of the Company's independent auditors, Ernst & Young LLP (EY), an independent registered public accounting firm. The independent auditors are responsible for performing an independent audit of the Company's annual consolidated financial statements and internal control over financial reporting and expressing an opinion on the material conformity of those consolidated financial statements with U.S. generally accepted accounting principles and on the effectiveness of the Company's internal control over financial reporting.

In connection with the preparation of the Company's consolidated financial statements as of and for the year ended December 31, 2024, the Audit Committee reviewed and discussed with management and EY the Company's audited consolidated financial statements, including discussions regarding critical accounting policies, financial accounting and reporting principles and practices, the quality of such principles and practices, the reasonableness of significant judgments and estimates, and the effectiveness of internal control over financial reporting. The Audit Committee also discussed with EY, with and without management, the quality of the financial statements, clarity of the related disclosures, effectiveness of internal control over financial reporting and other items required by the applicable requirements of the Public Company Accounting Oversight Board (PCAOB) and the Securities and Exchange Commission (SEC). Additionally, the Audit Committee received and reviewed the written disclosures and letter from EY required by applicable requirements of the PCAOB regarding EY's communications with the Audit Committee concerning independence, and has discussed with EY its independence.

Based on the Audit Committee's reviews and discussions described in this report, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements as of and for the year ended December 31, 2024 be included in Lockheed Martin Corporation's Annual Report on Form 10-K for 2024 for filing with the SEC. The Audit Committee also reappointed EY to serve as the Company's independent auditors for 2025, and requested that this appointment be submitted to the Company's stockholders for ratification at the Annual Meeting. The Board of Directors approved the Audit Committee's recommendations.


Patricia E. Yarrington, Chairman


David B. Burritt


Vicki A. Hollub

Stockholder Proposals

Proposal 4

Stockholder Proposal Requesting Approval Requirement for Excessive Golden Parachutes

The Board recommends a vote **AGAINST** this proposal

Mr. John Chevedden intends to introduce the proposal set forth below at the Annual Meeting.

Beginning of Stockholder Proposal—Text and Graphic are Reprinted from the Stockholder Submission:

Proposal 4 - Shareholder Approval Requirement for Excessive Golden Parachutes

Shareholders request that the Board seek shareholder approval of any senior manager's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to the Named Executive Officers. This provision shall at least be included in the Governess Guidelines of the Company or similar document and be readily accessible on the Company website.

"Severance or termination payments" include cash, equity or other pay that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination.

"Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities, perquisites or benefits not vested under a plan generally available to management employees, post-employment consulting fees or office expense and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval after material terms are agreed upon.

Unfortunately some companies only limit cash golden parachutes to the 2.99 figure which means that there is no limit on noncash golden parachutes.

This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably rich golden parachutes.

This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent and does not discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that overly rich golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because the annual say on executive pay vote does not have a separate section for approving or rejecting golden parachutes.

This proposal topic also received between 51% and 65% support at:
FedEx (FDX)
Spirit AeroSystems (SPR)
Alaska Air (ALK)
AbbVie (ABBV)
Fiserv (FISV)

Please vote yes:

Shareholder Approval Requirement for Excessive Golden Parachutes - Proposal 4

End of Stockholder Proposal—Board Vote Recommendation on Proposal 4 on Following Page

The Board of Directors Recommends Voting AGAINST Proposal 4

The Board of Directors recommends a vote AGAINST Proposal 4 because the Company's current severance plan adequately prevents excessive severance, protects stockholder interests and is already transparently disclosed. Thus, Proposal 4 is unnecessary and not in the best interests of the Company or its stockholders.

Proposal 4 is unnecessary and not in the best interests of the Company or its stockholders because our Executive Severance Plan (ESP) already limits excessive cash severance payments to executive officers to 2.99 times the sum of base salary and target annual bonus and allows the Board to exercise its fiduciary duty.

The Company's longstanding ESP, which also applies to all executive officers, including NEOs, establishes reasonable and market-based limits on supplemental cash severance of either 2.99 (for the Chairman, President and CEO) times or one (for all other executive officers) time an executive officer's base salary plus one year of target annual bonus plus basic severance of (i) two weeks pay, (ii) a lump sum payment to cover the cost of medical, dental, and vision benefits for one year, and (iii) certain outplacement and relocation services. We do not have any employment agreements or individual change in control agreements (see page 44). The ESP permits the Board to make employment decisions that are in the best interests of the Company, while Proposal 4 would restrict the Board from discharging its fiduciary duty to the Company. We believe the ESP is reasonable, consistent with current market norms, and effectively prevents the excessive severance payments underlying Proposal 4.

Proposal 4 is unnecessary because stockholders already provide input on executive officer compensation and have strongly supported our compensation program through Say-on-Pay votes.

Stockholders have opportunities to express their approval or disapproval of post-termination compensation policies through annual Say-on-Pay advisory votes and stockholder outreach. We disclose the details of our executive compensation and termination payments annually in the Compensation Discussion and Analysis and Payments Upon Termination or Change in Control sections of our proxy statement, and more frequently as required. No stockholder we have engaged with this decade has expressed concern with our severance or termination policies or practices.

Over the last five annual meetings, stockholders have approved our executive compensation program by an average Say-on-Pay vote of more than 93%. Our stockholders approved our 2020 Incentive Performance Award Plan (IPAP), under which the long-term incentive awards are granted, by approximately 96%, demonstrating the value that stockholders put on equity compensation that aligns NEO's interests with their own. These votes demonstrate consistent and overwhelming support from our investors for our executive compensation program's framework and execution, including with respect to severance and termination benefits. Given stockholders' multiple existing avenues by which to provide input on our executive compensation program, the changes demanded by Proposal 4 are unnecessary.

Proposal 4 is not in the best interests of the Company or its stockholders because it undermines our pay-for-performance executive compensation programs that advance stockholder interests and allow us to attract and retain executive talent while mitigating risk.

The Compensation Committee implements and oversees executive compensation programs that are designed to attract and retain critical executive talent, to motivate behaviors that align with stockholders' interests and to intrinsically and strongly tie pay to Company performance. Our long-term incentive awards are granted under the IPAP to align executive leadership's interests with stockholders' interests by linking a substantial portion of compensation to the achievement of long-term corporate performance objectives and relative total stockholder return and facilitate significant stock ownership by our executives.

The shareholder-approved IPAP does not place quantitative limitations on long-term incentive vesting in termination or severance scenarios because the terms of the incentive award agreements provide for vesting in different types of terminations (retirement, layoff, voluntary termination, death, disability, divestiture, and change in control). By requiring stockholder approval for executives to realize the full value of their equity awards upon a qualifying termination, Proposal 4 severely limits ability to recruit, motivate, and retain executives through the use of long-term incentive awards and directly conflicts with one of the primary principles of our compensation program.

In the event of a change in control in particular, the inability to provide reasonable assurances to executives that they could realize the full value of their equity awards following completion of a transaction misaligns the interests of the executives and the Company while such a transaction is being negotiated or pending. Our policies encourage our executive officers, who might otherwise be distracted by a potential loss of employment and accrued equity awards, to remain with the Company and work diligently to maximize shareholder value upon completion of the transaction and during the transition period.

Proposal 4 is not in the best interests of the Company or its stockholders and ultimately unnecessary.

Our existing ESP provides effective, market-based limits on executive severance and permit our Directors to exercise their fiduciary duty to the Company to attract, retain and manage executive talent in the best interests of the Company. The Board believes Proposal 4 would restrict these important responsibilities.

For all these reasons, we recommend that stockholders vote **AGAINST** Proposal 4.

Proposal 5

Stockholder Proposal Requesting a Report on Alignment of Political Activities with Human Rights Policy

The Board recommends a vote **AGAINST** this proposal

The Sisters of St. Francis of Philadelphia, the Sisters of Charity of Saint Elizabeth, the School Sisters of Notre Dame and the Benedictine Sisters of Mount St. Scholastica intend to introduce the proposal set forth below at the Annual Meeting.

Beginning of Stockholder Proposal—Text and Footnotes are Reprinted from the Stockholder Submission:

Resolved: Shareholders request the Board of Directors annually conduct an evaluation and issue a public report, at reasonable cost and omitting proprietary information, describing the alignment of its political activities (including direct and indirect lobbying and political and electioneering expenditures) with its Human Rights Policy. The report should list and explain instances of misalignment, and state whether and how the identified incongruencies have or will be addressed.

Whereas: Lockheed Martin (Lockheed), in its Human Rights Policy, commits to protecting and advancing human rights and minimizing the negative consequences of its business activities. However, in opposition to these commitments, Lockheed actively lobbies, makes political contributions, and otherwise pushes for government sales of its products and services to customers linked to irremediable human rights violations, especially in conflict-affected and high-risk areas.

Engaging in political activities that are misaligned with its Human Rights Policy presents material legal, reputational, regulatory, and litigation risks to Lockheed and its investors.[1] Shareholders lack assurance that Lockheed's lobbying activities are not encouraging weak regulation of its sales and products that present significant human rights risks. For example, Lockheed faces scrutiny for its role in manufacturing F-35 jets for the Joint Strike Fighter Program, the Department of Defense's most expensive weapons system, which costs taxpayers over $2 trillion.[2] Lockheed continues to lobby heavily to maintain and increase the F-35 budget,[3] despite its technical issues, with the US Government reporting the "operational suitability of the F-35 fleet remains below Service expectations and requirements."[4] F-35s have been used repeatedly by Israeli forces to target Palestinian civilians in Gaza and are connected to apparent war crimes.[5] Despite this, in June 2024, Israel signed a $3 billion deal with Lockheed to sell 25 F-35s to Israel.[6]

Research organizations have recorded defense manufacturers exerting "deep influence through money in politics."[7] Lockheed spent over $14 million lobbying in 2023, much of which focused on defense appropriations and foreign military sales.[8] Investors lack disclosure on these lobbying activities, particularly how they align with the Company's Human Rights Policy. The UN has criticized the "symbiotic relationship" between governments and defense contractors, "which can cause States to approve arms exports despite genuine human rights risks that should prevent them."[9] Additionally, Lockheed makes significant contributions to think tanks, which are not required to disclose donations. For example, in 2023, Lockheed contributed at least $1 million to 7 think tanks that focus on nuclear weapons, which are prohibited under international law.[10]

Although Lockheed claims its political activities are conducted "in a responsible and ethical way,"[11] they appear misaligned with its Human Rights Policy. Establishing clear policies and reporting on misalignment is critical to mitigating material risks that harm shareholder value.

[1] https://corporate.vanguard.com/content/dam/corp/advocate/investment-stewardship/pdf/perspectives-and-commentary/INVSPOLS_032021.pdf

[2] https://nationalinterest.org/blog/buzz/2000000000000-f-35-stealth-fighter-truly-expensive-212108

[3] https://prospect.org/power/lockheed-backed-reps-lobby-against-f-35-spending-cuts/; https://www.opensecrets.org/news/2023/10/defense-contractors-spent-70-million-lobbying-ahead-of-annual-defense-budget-bill-ndaa/

[4] https://www.dote.osd.mil/Portals/97/pub/reports/FY2023/other/2023annual-report.pdf?ver=d7gusilrcbYmxM0oDkPSFg%3d%3d

[5] https://investigate.afsc.org/company/lockheed-martin; https://caat.org.uk/news/investigation-reveals-israel-used-partly-uk-made-f-35-in-attack-on-gaza-humanitarian-zone-in-july-killng-90; https://www.reuters.com/business/aerospace-defense/dutch-court-orders-halt-export-f-35-jet-parts-israel-2024-02-12/

[6] https://breakingdefense.com/2024/06/amidst-gaza-tensions-israel-signs-f-35-deal-with-us-for-25-more-warplanes/

[7] https://www.opensecrets.org/news/reports/capitalizing-on-conflict/yemen-case-study

[8] https://www.opensecrets.org/orgs/lockheed-martin/summary?id=d000000104 ; https://www.lockheedmartin.com/en-us/who-we-are/leadership-governance/board-of-directors/political-disclosures.html

[9] https://www.ohchr.org/sites/default/files/2022-08/BHR-Arms-sector-info-note.pdf

[10] https://treaties.un.org/doc/Treaties/2017/07/20170707%2003-42%20PM/Ch_XXVI_9.pdf

[11] https://www.lockheedmartin.com/en-us/who-we-are/leadership-governance/board-of-directors/political-disclosures.html

End of Stockholder Proposal—Board Vote Recommendation on Proposal 5 on Following Page

The Board of Directors Recommends Voting AGAINST Proposal 5

The Board of Directors Recommends a vote AGAINST Proposal 5 because Lockheed Martin's lobbying practices already align with our Human Rights Policy, and our stockholders overwhelmingly rejected the same proposal last year with no indication of change in their views. Thus, Proposal 5 is redundant and unnecessary.

Lockheed Martin takes seriously and is proud of our mission of designing and delivering superior, innovative and affordable security solutions that enable American and allied forces to succeed in any mission and return home safely to their families. While we respect the proponents' right to object philosophically to our core business, we disagree with their purported examples of misalignment between lobbying activities and our human rights policy and believe that their selective use of generalized assertions about the influence of money in politics are more properly addressed in the political realm.

Proposal 5 is redundant and unnecessary because Lockheed Martin's political activities support our business activities, are fully aligned with our Human Rights Policy and with laws, regulations, and orders applicable to our business, and are already transparently disclosed.

There is no misalignment between our political activities and our human rights commitments as set forth in our Human Rights Policy, the principles of which are highlighted on page 22. We do not lobby, advocate for or contribute to, or engage others to lobby or advocate on our behalf for, anything that would violate human rights, cause people to be treated with a lack of respect for their human dignity, exacerbate the consequences of our customers' use of our products or services, or diminish economic or social well-being. We do not lobby for the relaxation of U.S. government standards, including those that implicate human rights risks. To the contrary, in accordance with our Human Rights Policy, we engage in political affairs to advance and advocate our values and we support the U.S. Government's activities to protect and promote human rights. As described on page 21, our strong governance processes at the management and Board levels ensure our political activities are aligned with our policies and procedures, including our Human Rights Policy and related commitments.

We focus our political activities on explaining how our products and services support the U.S. Government's security and deterrence strategy and correcting any misinformation about our products. The U.S. Government's commitment to human rights in its foreign policy shapes the posture of our political engagements. Proposal 5 asserts incorrectly that Lockheed Martin "pushes" for government sales of its products to customers linked to irremediable human rights violations. Proposal 5 also asserts that our work to sell F-35s to international customers causes us to be complicit in war crimes, suggesting we should not sell F-35s to certain allies of the U.S. Government despite the government's review, approval, and facilitation of our sales of the planes to those allies. Proposal 5's assertions misstate the F-35 program's role in strengthening global alliances and partnerships through connected deterrence capabilities, thus strengthening human rights and the ability to defend human rights. Ultimately, our work is closely aligned with our customers and is subject to rigorous government oversight to ensure that our business complies with legal requirements and furthers the interests of the U.S. Government and its allies to support human rights including by helping to deter conflict around the world.

Our commitment to strengthening and upholding human rights (see page 22), supporting the U.S. Government's national security strategy, and ethically and transparently engaging in government affairs activities by communicating with our customers to share information about our products and services mitigates risk to our Company. Because of our engagement, we better understand our customers' needs and perspectives and provide products and services that meet those needs, while sharing and advancing our Core Values of *Do What's Right*, *Respect Others*, and *Perform with Excellence*.

Lockheed Martin is committed to participating in the political and public policy process in a responsible, non-partisan and ethical way that serves the best interests of our stockholders and customers. We only engage in political activities directly related to our core business interests, such as national defense, space exploration, spectrum, corporate taxes, export policy, and international trade. We contribute to public policy debates by participating in trade and industry associations, as well as engaging directly in advocacy at the federal and state levels and grassroots communications. Our Political Disclosures webpage discloses extensive information about our political and public policy activities beyond what is required by law. Our website discloses the philosophy, governance and oversight of our corporate political activity, including our federal lobbying expenses and the specific issues discussed.

Lockheed Martin joins trade associations that represent a broad spectrum of industry as well as industry segments that support common goals/interests. We do so to engage on those policy issues important to our business interests. Mission consistency is important to us, and we review the value proposition of our participation in associations on a regular basis, considering a variety of factors, including values alignment. We do not engage in political activities, including lobbying, through research and policy institutes, commonly known as think tanks, although we work with them on thought leadership regarding global security trends and other important issues impacting us and our customers, educational outreach and promotion, and other related activities.

Adding another risk assessment on top of the ways the Company already communicates risk evaluations and policy updates in various forms throughout the year – including its periodic, quarterly, annual, and proxy filings – would add expense to the Company without providing an associated benefit to stockholders.

Accordingly, Lockheed Martin's actions are aligned with our Human Rights Policy and applicable law and effectively identify and mitigate risks to our business, rendering Proposal 5 redundant and unnecessary.

Proposal 5 is redundant and unnecessary because 87% of our stockholders voted against substantially the same proposal last year, and our stockholders do not express changed views.

We received a similar proposal from the same proponents in 2024, and 87% of our stockholders rejected that proposal at the 2024 Annual Meeting. Despite this low level of support, we have continued to seek out the views of our stockholders and the proponents to fully understand their perspectives on human rights. During our engagements, our stockholders expressed views reflective of the level of support the similar proposal received last year, demonstrating that Proposal 5 is redundant and unnecessary.

For all these reasons, we recommend that stockholders vote **AGAINST** Proposal 5.

Proposal 6

Stockholder Proposal Requesting a Report on Hiring/ Recruitment Discrimination

The Board recommends a vote **AGAINST** this proposal

The Bahnsen Family Trust intends to introduce the proposal set forth below at the Annual Meeting.

Beginning of Stockholder Proposal—Text and Footnotes are Reprinted from the Stockholder Submission:

Whereas: Lockheed Martin is one of the largest companies in America and employs more than 120,000 people. As such, Lockheed ought to be recruiting employees without regard to race, gender, religious beliefs, or political affiliation, and empowering its many managers and executives to make decisions regarding recruitment and promotion in the same nondiscriminatory manner. But instead, Lockheed Martin is engaging in recruitment and promotion practices that prioritize Diversity, Equity, and Inclusion and open the company up to charges of not only running afoul of its legal responsibilities for non-discrimination but jettisoning its fiduciary duty to maximize shareholder return.

Lockheed Martin is listed[1] as a 'Founding Corporation' of Catalyst's "Measuring for Change" community, an initiative aimed at increasing representation of underrepresented groups at both the employee and executive level. The initiative has been touted as a way to refine business' "talent pipeline," indicating that the use of diversity KPIs is a tool used in Lockheed's recruiting and promotion policies. Lockheed's support[2] for such KPIs, along with its use of gender and racial diversity-centric pipeline procedures, raises serious questions about its commitment to nondiscrimination[3] and its focus on maximizing value for shareholders.

Lockheed's policies raise particular concern, given that DEI workforce initiatives are facing sustained legal pressure in light of recent Supreme Court decisions in *Students for Fair Admissions v. Harvard, Groff v DeJoy,* and *City of St. Louis v. Muldrow*.

These factors have made DEI increasingly unpopular. The Wall Street Journal recently reported[4] that "Diversity Goals Are Disappearing from Companies' Annual Reports." Some companies are even revoking their DEI commitments.

This is part of a larger backlash against the politicization of corporate culture. A recent Gallup poll found that only 38% of Americans want businesses to take a stance on current events and that this was part of a steady, multi-year decline among Americans across nearly every age, race, sex, and political persuasion.[5]

Lockheed should avoid needless political controversies and illegal discrimination and support fundamental freedoms that benefit every American. One step to do this is by increasing transparency around its hiring/promotion practices to ensure such practices are focusing on business goals as opposed to corporate activism.

Resolved: Shareholders request the Board of Directors of Lockheed Martin conduct an evaluation and issue a report within the next year, at reasonable cost and excluding confidential information, assessing how the Company's DEI requirements for hiring/ recruitment impacts Lockheed Martin's risks related to discrimination against individuals based on their race, color, religion (including religious views), sex, national origin, or political views.

[1] https://web.archive.org/web/20241212120944/https://www.catalyst.org/measuring-for-change/
[2] https://www.catalyst.org/champions/ceo-champions/
[3] https://www.eeoc.gov/racecolor-discrimination
[4] https://www.wsj.com/business/diversity-goals-are-disappearing-from-companies-annual-reports-459d1ef3
[5] https://news.gallup.com/poll/648269/americans-business-stay-quiet-public-policy.aspx

End of Stockholder Proposal—Board Vote Recommendation on Proposal 6 on Following Page

The Board of Directors Recommends Voting AGAINST Proposal 6

The Board recommends a vote AGAINST Proposal No. 6 because Lockheed Martin's workforce practices already align with applicable laws and with relevant expectations for our business. Thus, Proposal 6 is unnecessary.

Since our founding, Lockheed Martin's mission has been to design and deliver superior, innovative and affordable security solutions that enable American and allied forces to succeed in any mission and come home safely to their families. To meet that mission and drive performance, we hire, retain and promote the best available aerospace and defense talent in the world based solely on merit. As we publicly stated following the issuance of President Trump's January 2025 Executive Order on DEI, we will not have goals or incentives based on demographic representation or Affirmative Action Plans. We are actively reviewing our workforce-related policies to ensure they are, and remain, compliant and aligned with the Executive Order and all related applicable legal precedent.

Proposal 6 is unnecessary because Lockheed Martin routinely evaluates its compliance with laws, regulations, and orders applicable to our business, and adding another evaluation and report as requested by Proposal 6 will generate expense to the Company without commensurate benefit to stockholders.

Less than two days after President Trump issued his January 2025 Executive Order on DEI, the Company announced it was taking immediate action to ensure its continued compliance and full alignment with the Executive Order. Prior to that, we had undertaken a similar review after President Trump issued Executive Order 13950 on Combating Race and Sex Stereotyping in 2020 to ensure our personnel practices complied with applicable law and did so again following the issuance of the U.S. Supreme Court's 2023 decisions in *Students for Fair Admissions v. Harvard* and *Students for Fair Admissions v. University of North Carolina*. These actions reflect the Company's long-standing practice of assessing and updating its practices to comply with law. Adding another risk assessment on top of those that have already been done and are ongoing, and adding another report on top of the ways the Company already communicates updates to its policies in various forms throughout the year – including its periodic, quarterly, annual, and proxy filings – would add expense to the Company without providing an associated benefit to stockholders, rendering Proposal 6 unnecessary.

Proposal 6 is unnecessary because the Company has well-established, robust enterprise risk management and compliance processes that are subject to Board oversight and effectively mitigate the risks underlying Proposal 6.

As described in detail on page 20, the Company has a robust Enterprise Risk Management (ERM) function that conducts annual and biennial internal and external risk assessments that take into account our employee-focused policies and programs. In addition, the Company's comprehensive Business Conduct Compliance Training programs support our compliance culture by educating employees about the standards of conduct that apply to their jobs and the consequences of violations. Our Risk and Compliance Committee, with the benefit of external and internal legal advice, regularly reviews the training programs to ensure that they appropriately address areas presenting significant risk to the Company.

The Board and its Audit and Nominating and Corporate Governance Committees oversee legal and compliance risks related to our business and management's risk mitigation performance, including risks related to personnel policies. We believe management's focus on ERM and compliance, our ongoing training programs, and the Board's rigorous oversight of our people strategy enable the Company to identify and mitigate any business risks related to our workforce, rendering Proposal 6 unnecessary.

Proposal 6 is unnecessary because our hiring, retention and promotion practices identify, develop and retain the best available talent consistent with applicable laws and regulations.

We use merit-based talent management programs to ensure we comply with all applicable laws, regulations, and Executive Orders as we hire, retain and promote the best aerospace and defense talent available. Our Human Resources, Legal, and Ethics and Business Conduct organizations are responsible for ensuring such compliance and our leaders are trained to ensure they are aware of applicable law.

For all these reasons, we recommend that stockholders vote **AGAINST** Proposal 6.

Other Information

Security Ownership of Management and Certain Beneficial Owners

Directors and Executive Officers

The following table shows Lockheed Martin common stock beneficially owned by, and stock units credited to, each NEO, director, nominee and all NEOs, directors, nominees and other executive officers as a group as of February 28, 2025. Except as otherwise noted, the named individuals have sole voting and investment power with respect to such securities. No director, nominee or NEO, individually or as a group, beneficially owned more than one percent of our outstanding common stock. All amounts are rounded to the nearest whole share and may cause totals not to sum. No shares have been pledged. The address of each director, nominee and executive officer is c/o Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817.

Name	Common Stock [1][2]		Stock Units [3]		Total
John C. Aquilino	—		402	6	402
David B. Burritt	6,570	4	23,311	6,7	29,880
Bruce A. Carlson	3,101		2,837	6,7	5,938
John M. Donovan	4,704		1,310	6,7	6,014
Joseph F. Dunford, Jr.	2,199		402	6	2,601
Thomas J. Falk	5,250	5	14,768	6	20,018
Stephanie C. Hill	13,399		10,275	8,10	23,675
Vicki A. Hollub	3,134		2,843	6,7	5,976
Robert M. Lightfoot	2,199		8,691	10	10,890
Jesus Malave	15,123		10,769	9,10	25,893
Debra L. Reed-Klages	2,454		402	6	2,856
Frank A. St. John	7,638		13,073	8,9,10	20,711
James D. Taiclet	68,070		33,774	9,10	101,844
Heather A. Wilson	215		402	6	616
Patricia E. Yarrington	1,098		814	6	1,912
All NEOs, directors, nominees and other executive officers as a group (20 individuals)	155,537		170,258		325,795

(1) Includes shares payable at termination with respect to vested stock units credited under the Directors Equity Plan for which a director has elected payment in stock for Mr. Burritt 567; Gen. Carlson 3,101; Mr. Donovan 1,326; Gen. Dunford 2,199; Ms. Hollub 3,134; Ms. Reed-Klages 2,299; Mr. Taiclet 1,154; Dr. Wilson 215; and Ms. Yarrington 1,098. Units for which a director has elected payment in cash are reported in the "Stock Units" column.

(2) Includes shares attributable to the participant's account in the Lockheed Martin Salaried Savings Plan for Mr. Taiclet 61; Mr. Malave 88; Mr. St. John 8; Ms. Hill 4,067; and Mr. Lightfoot 199. Participants have voting power and investment power over the shares.

(3) Does not include performance stock units (PSUs). There are no voting rights associated with stock units or restricted stock units (RSUs).

(4) For Mr. Burritt, includes 6,003 shares held by irrevocable trusts for the benefit of members of his immediate family.

(5) Represents shares beneficially owned by Mr. Falk and his spouse through a family limited partnership.

(6) Includes vested stock units under the Directors Equity Plan for which directors have elected to receive distributions of units in the form of cash as well as unvested stock units credited on February 14, 2025 for the annual equity award (402 shares for all directors except for Gen. Carlson who received 134 shares) as follows: Adm. Aquilino 402, Mr. Burritt 12,797; Gen. Carlson 2,401; Mr. Donovan 402; Gen. Dunford 402; Mr. Falk 14,768; Ms. Hollub 402; Ms. Reed-Klages 402; Dr. Wilson 402; and Ms. Yarrington 814.

(7) Includes stock units under the Directors Deferred Compensation Plan representing deferred cash compensation for Mr. Burritt 10,513; Gen. Carlson 436; Mr. Donovan 908; and Ms. Hollub 2,441. The stock units (including dividend equivalents credited as stock units) are distributed in the form of cash.

(8) Includes stock units attributable to the participant's account under the DMICP for Mr. St. John 156 and Ms. Hill 1,693. Although most of the units will be distributed in shares of stock following termination or retirement, none of the units are convertible into shares of stock within 60 days of February 28, 2025.

(9) Includes stock units attributable to the participant's account under the NQSSP for Mr. Taiclet 673; Mr. Malave 127; and Mr. St. John 63. Amounts credited to a participant's account in the NQSSP are distributed in cash following termination of employment.

(10) Includes unvested RSUs for Mr. Taiclet 33,101; Mr. Malave 10,642; Mr. St. John 12,854; Ms. Hill 8,582; and Mr. Lightfoot 8,691. Each RSU represents a contingent right to receive one share of common stock.

Security Ownership of Certain Beneficial Owners

The following table shows information regarding each person known to be a "beneficial owner" of more than 5% of our common stock. For purposes of this table, beneficial ownership of securities generally means the power to vote or dispose of securities, or the right to acquire securities within 60 days that may be voted or disposed of, regardless of any economic interest in the securities. All information shown is based on information reported by the stockholders on Schedule 13Gs filed with the SEC on the dates indicated in the footnotes to this table.

Name and Address	Amount of Common Stock	Percent of Outstanding Shares
State Street Corporation[(1)] State Street Financial Center 1 Congress Street, Suite 1 Boston, MA 02114	37,056,708	15.8%
The Vanguard Group[(2)] 100 Vanguard Boulevard Malvern, PA 19355	22,098,899	9.4%
BlackRock, Inc.[(3)] 50 Hudson Yards New York, NY 10001	18,292,313	7.8%

(1) As reported on a Schedule 13G/A filed on January 30, 2024 by State Street Corporation on behalf of itself and specified direct and indirect subsidiaries (State Street) in their various fiduciary and other capacities. State Street had shared voting power with respect to 33,487,726 shares and shared dispositive power with respect to 37,049,916 shares and did not have sole dispositive or sole voting power over any shares. State Street Bank and Trust Company (SSBTC) is the trustee and State Street Global Advisors Trust Company (SSGA) is the independent fiduciary and investment manager for Lockheed Martin common stock held in a master trust for Lockheed Martin benefit plans. SSBTC beneficially owns 27,695,096 of the shares held by State Street, all of which are held in its capacity as trustee for various Lockheed Martin benefit plans, and SSBTC had shared voting power over 27,695,096 shares and shared dispositive power over 1,098,325 shares. SSGA beneficially owns 32,214,809 of the shares held by State Street, of which 26,596,771 were held by SSGA as independent fiduciary and investment manager for Lockheed Martin employee benefit plans, and SSGA had shared voting power over 2,257,256 shares and shared dispositive power over 32,214,145 shares. The Schedule 13G/A reports State Street's beneficial ownership as of December 31, 2023. The number and percentage of shares held by State Street may have changed since the filing of the Schedule 13G/A.

(2) As reported on a Schedule 13G/A filed on February 13, 2024 by The Vanguard Group (Vanguard). Vanguard had sole dispositive power over 21,149,603 shares, shared dispositive power over 949,296 shares, shared voting power over 275,335 shares and did not have sole voting power over any shares. The Schedule 13G/A reports Vanguard's beneficial ownership as of December 31, 2023. The number and percentage of shares held by Vanguard may have changed since the filing of the Schedule 13G/A.

(3) As reported on a Schedule 13G/A filed on January 26, 2024 by BlackRock, Inc. (BlackRock). BlackRock had sole dispositive power over 17,167,976 shares and sole voting power over all reported shares and did not have shared dispositive or shared voting power over any shares. The Schedule 13G/A reports BlackRock's beneficial ownership as of December 31, 2023. The number and percentage of shares held by BlackRock may have changed since the filing of the Schedule 13G/A.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors (and persons who own more than 10% of our equity securities) to file reports of ownership and changes in ownership with the SEC. Based solely on our review of forms filed electronically with the SEC and written representations from the reporting persons, the Company has determined that no reporting person known to it was delinquent with respect to their reporting obligations during 2024, except that (i) the Forms 3 for John C. Aquilino and Heather A. Wilson, each reporting no LMT holdings, were filed one day late due to delays in obtaining EDGAR filing codes and (ii) two Forms 4, one each for David B. Burritt and Vicki A. Hollub, reporting an acquisition of phantom stock units under the Company's Directors Deferred Compensation Plan through deferral of the first quarter 2024 cash retainer fee, were filed one day late.

Frequently Asked Questions

Your vote matters to us. We encourage all stockholders to vote on the proposals prior to the Annual Meeting in accordance with the instructions that you receive with your proxy materials.

Voting Information

Who is entitled to vote?

All holders of our common stock (stockholders) at the close of business on February 28, 2025 (the Record Date) are entitled to vote their shares. This includes registered stockholders, Company savings plan participants and beneficial owners. As of the Record Date, there were 234,573,049 shares issued and outstanding. The common stock is the only class of securities entitled to vote at the meeting and each outstanding share entitles its holder to one vote.

How do I vote?

The following table indicates the applicable voting methods for each type of share ownership prior to the meeting. See "How do I know what type of share ownership I have" below for more information on the types of share ownership. For information on how to vote during the Annual Meeting, see "How do I participate and vote in the Annual Meeting?" If you hold shares in multiple accounts, you may receive multiple proxy material packages (electronically and/or by mail). Please be sure to vote all of your Lockheed Martin shares in each of your accounts in accordance with the voting instructions you receive.

<table>
<tr><th>Voting Methods</th><th>Registered Stockholder</th><th>Savings Plan Participant</th><th>Beneficial Owner</th></tr>
<tr><td>By Internet (Recommended)</td><td colspan="2">Visit www.investorvote.com/LMT
Enter the Control Number printed on your proxy form.
Available twenty four hours a day, seven days a week</td><td rowspan="4">Follow the instructions received from your broker, bank or other nominee. We expect the vast majority of beneficial owners will be able to vote by Internet, phone, mail or at the meeting.</td></tr>
<tr><td>By Phone</td><td colspan="2">Call toll free 1-800-652-8683 in the U.S., Canada and Puerto Rico; or 1-781-575-2300 from other locations. Have your control number available.
Available twenty four hours a day, seven days a week</td></tr>
<tr><td>By Mail</td><td colspan="2">Complete, sign, date and return your proxy or voting instruction card in the mail. It must be received prior to your applicable voting deadline.</td></tr>
<tr><td>At the Meeting</td><td>Yes
See page 94 for more information</td><td>No</td></tr>
</table>

How do I know what type of share ownership I have?

The table below provides descriptions of the different share ownership types, which are referenced throughout these FAQs. If you have multiple accounts, you may hold shares via multiple methods. If you have additional questions, contact the entity from which you received the proxy materials.

Registered Stockholder	Savings Plan Participant	Beneficial Owner
Your shares are registered directly in your name with the Company's transfer agent, Computershare Trust Company, N.A. ("Computershare").	Your shares are allocated to a Company savings plan account, such as a 401(k) or other defined contribution plan.	Your shares are held in a stock brokerage account or by a bank or another nominee and registered in "street name."

How will I receive the proxy voting materials, and what materials should I expect to receive?

We are furnishing proxy materials to our stockholders primarily via "Notice and Access" delivery pursuant to SEC rules. On or about March 27, 2025, we mailed to our stockholders (other than those who previously requested a printed set) a "Notice Regarding the Availability of Proxy Materials" containing instructions on how to access the proxy materials via the Internet. This method of proxy delivery reduces the cost of producing and mailing the full set of proxy materials and helps us contribute to sustainable environmental practices, and we encourage you to sign up for electronic delivery to further these goals. Stockholders who previously consented to electronic delivery and certain savings plan participants will receive their proxy materials via email. Most active employees who participate in the Company's savings plans will receive an email notification announcing Internet availability of the proxy materials. A paper copy will not be provided unless requested by the employee following the instruction in the email notification.

The Proxy Statement and Annual Report are available to the public at *www.edocumentview.com/LMT* or *www.lockheedmartin.com/investor.* The SEC also maintains a website at *www.sec.gov* that contains reports, proxy statements and other information regarding Lockheed Martin. If you are a registered stockholder and would like to receive electronic copies of the proxy materials in the future, you may visit *www.lockheedmartin.com/investor* and complete the online consent form under the "Shareholder Services" section. Requests for electronic copies will remain in effect for all future proxy voting materials, including the Annual Report, unless withdrawn. Withdrawal procedures are also available at *www.lockheedmartin.com/investor*. If you are a beneficial owner, contact your broker, bank or other nominee for information on electronic delivery of proxy materials.

How do you handle "householding"?

Our Company has adopted a procedure approved by the SEC called "householding." Under this procedure, we send a single hard copy of the Notice of Internet Availability or, if you requested full printed versions by mail, only one hard copy Proxy Statement and one hard copy Annual Report to eligible stockholders who share the same address, unless we have received instructions to the contrary from any stockholder at that address. Eligible stockholders who participate in householding will continue to receive separate proxy cards. This practice is designed to reduce our Company's printing and postage costs. We do not use householding for any other stockholder mailings, such as dividend checks, IRS Forms 1099 or account statements. If you are a beneficial owner, please contact your broker, bank or other nominee to inquire about any specific householding procedure.

If you are eligible for householding but received multiple copies of the Notice of Internet Availability, Annual Report and Proxy Statement, and prefer to receive only a single copy of each of these documents for your household, please contact Computershare, Shareholder Relations, P.O. Box 43006, Providence, RI 02940-3006, or call 1-877-498-8861. If you are a registered stockholder residing at an address with any other registered stockholder and wish to receive a separate Notice of Internet Availability, Annual Report or Proxy Statement, we will promptly provide you with a separate copy or send you a separate copy in the future upon written or oral request to Computershare as indicated above.

How early can I vote, and when are the voting deadlines?

Stockholders may vote as soon as they receive their proxy voting materials. We recommend that stockholders vote prior to the Annual Meeting and before any earlier deadline specified below. Early voting will ensure that your votes are properly received and tallied before the 2025 proxy voting deadlines, provided below:

	Registered Stockholder	Savings Plan Participant	Beneficial Owner
Voting Deadlines	May 9, 2025 Upon Poll Closure during Annual Meeting	May 6, 2025 Before 11:59 PM ET	Follow applicable deadlines on the information received from your broker, bank or other nominee

How do I change or revoke my vote?

For registered stockholders and savings plan participants, you may change or revoke your proxy or voting instructions prior to the meeting by submitting later-dated instructions by Internet, telephone or mail or providing written notice to Lockheed Martin Corporation, Attention: Senior Vice President, General Counsel and Corporate Secretary, 6801 Rockledge Drive, Bethesda, MD 20817, before your original proxy is voted at the Annual Meeting. To be effective, revocation instructions must be received by the applicable voting deadlines. Registered stockholders may also revoke their proxy by attending and voting their shares at the Annual Meeting. Attending the meeting, by itself, will not revoke a proxy. Beneficial owners should contact their broker, bank or nominee for information on how to change or revoke any prior votes.

What will happen if I return my proxy without voting instructions, or if I do not return my proxy?

Voting outcomes will vary, per the scenarios as provided below:

Scenario	Registered Stockholder	Savings Plan Participant	Beneficial Owner
I return my proxy *without* my voting instructions.	Your shares **will be voted according to the voting recommendations of the Board of Directors.** It is in the best judgment of the named proxy holders if any other matters are properly brought before the Annual Meeting.	If the plan trustee does not timely receive your voting instructions, the trustee will **vote the shares allocated to your plan account in proportion to those shares for which voting instructions were timely received** from plan participants. If the plan trustee determines that voting in this fashion is not in the best interest of the plan participants, the trustee will make an independent determination as to how to vote such shares.	Under New York Stock Exchange rules, your broker, bank or other nominee may **vote your shares on routine matters only.** For this annual meeting, the only routine matter is Proposal 3 (Ratification of Appointment of Ernst & Young LLP).
I do *not* return my proxy.	Your shares will **not** be voted **unless** you vote. Your vote must be received before the voting deadline.		

Note: The Company cannot provide a single proxy or instruction card for stockholders who own shares in multiple forms as registered stockholders, savings plan participants or beneficial owners. As a result, if your shares are held in multiple stockholder accounts, you must submit your votes for each type of account in accordance with the instructions that you receive for the respective account.

What am I voting on and what are the Board's voting recommendations?

The following table summarizes the Board's voting recommendations for each proposal, if properly presented during the Annual Meeting, the vote required for each proposal to pass, and the effect of abstentions and uninstructed shares on each proposal.

Proposal	Description	Page	Board Voting Recommendations	Required Vote to Pass[1]	Effect of Abstentions on Votes Cast[2]	Effect of Broker Non-Votes[3]
1	Election of Directors	29	**FOR ALL DIRECTOR NOMINEES**	Majority of votes cast for each nominee	None	None
2	Advisory Vote to Approve the Compensation of our Named Executive Officers (Say-on-Pay)	43	**FOR**	Majority of votes cast; advisory and non-binding	None	None
3	Ratification of the Appointment of Ernst & Young LLP as our Independent Auditors for 2025	76	**FOR**	Majority of votes cast; advisory and non-binding	None	Discretionary voting permitted
4	Stockholder Proposal Requesting Shareholder Approval Requirement for Excessive Golden Parachutes	80	**AGAINST**	Majority of votes cast; advisory and non-binding	None	None
5	Stockholder Proposal Requesting a Report on Alignment of Political Activities with Human Rights Policy	82	**AGAINST**	Majority of votes cast; advisory and non-binding	None	None
6	Stockholder Proposal Requesting a Report on Hiring/ Recruitment Discrimination	85	**AGAINST**	Majority of votes cast; advisory and non-binding	None	None

(1) "Votes cast" excludes broker non-votes and excludes abstentions.

(2) A stockholder who abstains on some or all matters is considered present for purposes of determining if a quorum is present at the Annual Meeting, but an abstention is not counted as a vote cast under Maryland law. Accordingly, an abstention has no effect on the vote on any proposal.

(3) Brokers only have discretionary authority to vote on Proposal 3. If a broker casts a vote on Proposal 3, the vote will be included in determining whether a quorum exists for holding the meeting. Brokers do not have authority to vote on the other proposals (non-routine matters) absent directions from the beneficial owner. Votes withheld by brokers in the absence of voting instructions from a beneficial owner are referred to as "broker non-votes" and will not count as votes cast for that proposal and have no effect on the proposal outcome. A broker non-vote on these proposals will not impact our ability to obtain a quorum.

Can other matters be decided at the Annual Meeting?

We were not aware of any other matters to be presented at the Annual Meeting at the time this Proxy Statement went to press. If other matters are properly presented for consideration at the Annual Meeting, the proxy holders appointed by our Board (who are named on your proxy card if you are a Registered Stockholder) will have the discretion to vote on those matters in accordance with their best judgment on behalf of stockholders who provide a valid proxy by Internet, telephone or mail.

Are my votes confidential?

Voting instructions for Company savings plan participants are confidential as required by law. Individual votes of stockholders are kept confidential by the Company and its agents, except as necessary to meet legal requirements.

Who will tally the votes?

Representatives from our authorized transfer agent, Computershare, will tabulate the votes and act as inspectors of election for the Annual Meeting.

How will I be notified of the voting results of the Annual Meeting?

The preliminary voting results will be announced during the Annual Meeting. The final voting results will be tallied by the inspectors of election and disclosed by the Company in a Current Report on Form 8-K filed with the SEC within four business days following the Annual Meeting and posted on our investor relations website, *www.lockheedmartin.com/investor*.

Who is soliciting proxies and who pays the cost of this proxy solicitation?

The Company's Board of Directors solicits proxies for the Annual Meeting. We may solicit proxies by Internet, telephone, mail or in person. To the extent necessary to ensure sufficient representation at the Annual Meeting, we may request the return of proxies by mail, express delivery, courier, telephone, Internet or other means. The Company pays the cost of soliciting proxies on behalf of the Board for the Annual Meeting. We may make arrangements with brokerage houses or other custodians, nominees and fiduciaries to send the proxy voting materials to beneficial owners on our behalf. We reimburse these entities for their reasonable expenses. We have retained Sodali & Co, 333 Ludlow Street, 5th floor, South Tower, Stamford, CT 06902 to aid in the solicitation of proxies and to verify related records for a fee of $35,000, plus expenses.

Annual Meeting Information

Why does Lockheed Martin conduct a virtual Annual Meeting?

We will conduct our 2025 Annual Meeting exclusively online through a live audio webcast. We utilize this format to facilitate attendance and to enable stockholders to attend fully and equally, regardless of size of holdings, resources or physical location.

What is a quorum and how many shares must be present to hold the Annual Meeting?

In order for Lockheed Martin to lawfully conduct business at our Annual Meeting, a majority of the shares outstanding and entitled to vote as of the Record Date must be present by virtual attendance or by proxy. This majority is referred to as a quorum. Your shares will be counted as present at the 2025 Annual Meeting if you attend the Annual Meeting virtually (whether you vote or abstain from voting) or if you properly return a proxy in advance of the Annual Meeting and do not revoke your proxy. Broker non-votes will also be considered for determining a quorum.

How do I access the virtual Annual Meeting?

Go to ***https://meetnow.global/LMT2025***. You will have the option to either

1. Attend as a Guest Without a Control Number by selecting "Guest" and entering the required information.
2. Attend as a Participant With a Control Number by entering your Control Number.

After accepting the terms and conditions, you will be automatically directed to the page for the Annual Meeting from which you can view the meeting agenda and other materials and ask questions and vote depending on whether you are a Participant.

When should I log into the virtual Annual Meeting?

The Annual Meeting will begin promptly at **9:00 a.m. EDT, on May 9, 2025**. You may log into the meeting platform beginning approximately 30 minutes before the meeting start time. We encourage attendees to log into the meeting at least 15 minutes before the start time to test your audio system.

Can I attend the virtual Annual Meeting from a mobile device?

Yes, you should be able to access the Annual Meeting using any device capable of running the most common internet browsers.

Who can assist me if I have technical difficulties prior to or during the meeting?

If you encounter technical difficulties, please call Computershare's live Technical Assistance Line for immediate support at 1-888-724-2416 (toll-free) or +1-781-575-2748 (international).

Who is eligible to attend the Annual Meeting?

Anyone is welcome to view the meeting, however, only stockholders with a control number will be able to participate in the meeting.

Features:	Guest	Participant
View the Meeting	✔	✔
View Meeting Documents	✔	✔
Ask Question During the Meeting	—	✔
Vote During the Meeting	—	Registered Stockholder: Yes Savings Plan Participant: No Beneficial Owner: Depends; refer to the question below for additional information

How do I participate and vote in the Annual Meeting?

Stockholders may attend the Annual Meeting via the Internet by visiting ***https://meetnow.global/LMT2025***. You will be prompted to enter the unique control number received with your proxy materials to join and participate in the meeting. Company savings plan participants who join the Annual Meeting by using their control number will be able to ask questions but not vote during the meeting.

The vast majority of beneficial owners will be able to participate using the control number received with their voting instruction form, but we recommend that beneficial owners confirm this ability with the broker, bank or other nominee through which they hold their shares. If your broker, bank or other nominee does not provide the ability to access the virtual Annual Meeting, then you will be required to request a legal proxy from them to participate in the Annual Meeting. See "What is a legal proxy and how do I request one?"

Who can submit a question during the Annual Meeting?

Stockholders attending the meeting as a Participant using their control number will be able to submit questions via the virtual meeting platform in accordance with the Annual Meeting rules and procedures, which will be available on the meeting website. If you do not have a control number, you may attend the Annual Meeting as a Guest, but you will not have the functionality to ask a question.

When will my question be answered?

A live question and answer session will take place after the formal business is completed, during which our Company representatives will respond to questions submitted via the virtual meeting platform during the meeting in accordance with the Company's annual meeting procedures.

What is a legal proxy and how do I request one?

A legal proxy is a legal authorization from you to another person or from you to your broker, bank or other nominee if you are a beneficial owner who authorizes the other person or entity to vote the shares held in your name or in the nominee's name that satisfies Maryland law. If you are a beneficial owner and your control number does not enable you to attend the Annual Meeting as a Participant, then to participate in the Annual Meeting, you will need to request a legal proxy from your broker, bank or other nominee and register with Computershare in advance of the Annual Meeting.

To register you must present the legal proxy you obtained from your broker, bank or other nominee to Computershare by email to Computershare at legalproxy@computershare.com or mail to "Computershare, Lockheed Martin Corporation Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001." In each case, your communication should be labeled "Legal Proxy" and include proof from your broker, bank or other nominee of your valid proxy (e.g., a forwarded email from your broker, bank or other nominee with your valid proxy attached, or an image of your valid proxy attached to your email or included in your mailing). Computershare will then confirm your registration and provide you with a 15-digit control number that you may use to attend the Annual Meeting as a Participant and vote during the meeting. **The legal proxy must be received by Computershare no later than 5:00 p.m. EDT, on May 6, 2025.**

Stockholder Proposals or Nominations for 2026

How do I submit a proposal or nomination for the 2026 Annual Meeting of Stockholders?

Stockholders who wish to submit a proposal or nominate a director for consideration at the 2026 Annual Meeting may write to: Lockheed Martin Corporation, Attention: Senior Vice President, General Counsel and Corporate Secretary, 6801 Rockledge Drive, Bethesda, MD 20817.

The table below provides the requirements for how to submit a stockholder proposal or nomination, in compliance with the SEC rules, including Rule 14a-8, and our Company's Proxy Access Bylaw Provision.

Type of Proposal	Deadline	Submission Requirements
Proposal to be Considered for inclusion in Lockheed Martin's Proxy Materials. Stockholders who wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2026 Annual Meeting.	November 27, 2025	Must comply with applicable SEC rules (including SEC Rule 14a-8); see also Staff Legal Bulletin 14, which may be found at *www.sec.gov*, and Sections 1.10 and 1.11 of our Bylaws.
Director Nomination for Inclusion in Lockheed Martin's Proxy Materials (Proxy Access). Stockholders who wish to present a proxy access nomination for consideration at our 2026 Annual Meeting.	Must be received between October 28, 2025 and November 27, 2025	Must provide the information required under our Bylaws, including Section 1.11
Other Proposals and Nominations. Under our Bylaws, certain procedures must be followed for a stockholder to nominate persons for election as directors or to introduce an item of business at our 2026 Annual Meeting.	Must be received between October 28, 2025 and November 27, 2025	Must provide the information required under our Bylaws, including Section 1.10. Stockholders who intend to solicit proxies in support of nominees other than our nominees (Universal Proxy Nominees), in addition to providing all information required by our Bylaws by the deadline referenced in the preceding column, must timely comply with all other requirements of our Bylaws and SEC Rule 14a-19.

How do I find additional information about stockholder proponents?

As required by SEC rules, we will provide the address and the number of Lockheed Martin shares held by the sponsor(s) of the stockholder proposals included within this Proxy Statement upon receiving an oral or written request from a stockholder. These requests should be directed to: Corporate Secretary, Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817 or (301) 897-6000. The Company is not responsible for the contents of the stockholder proposals or the related supporting statements.

Communicating with Us and Additional Information

How do I communicate with the Company's independent Lead Director or other non-management directors if I have questions or comments?

Company stockholders may communicate with the independent Lead Director or with the non-management directors as a group, as follows:

- **By Email:** Lead.Director@lmco.com
- **By Mail:** Independent Lead Director or Non-Management Directors, c/o Senior Vice President, General Counsel and Corporate Secretary, Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817.

Our Senior Vice President, General Counsel and Corporate Secretary (or his delegate) reviews all correspondence sent to the Board. The Board has authorized our Senior Vice President, General Counsel and Corporate Secretary (or his delegate) to respond to correspondence regarding routine stockholder matters and services (e.g., stock transfers, dividends, etc.). Correspondence from stockholders relating to accounting, internal controls or auditing matters is brought to the attention of the Audit Committee. All other correspondence is forwarded to the independent Lead Director, who determines whether distribution to a Board committee or to the full Board for review is appropriate. Any director may review a log of all correspondence addressed to the Board and request copies of such correspondence.

What additional information will I find on the Company's website?

You will find information about the Company and our corporate governance practices at *www.lockheedmartin.com/corporate-governance*. Our website contains information about our Board, Board committees, Charter, Bylaws, Code of Conduct, Governance Guidelines and information about insider transactions. Stockholders may obtain, without charge, hard copies of the above documents by writing to Investor Relations, Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, MD 20817. Information contained on or made available through our website or other websites mentioned in this Proxy Statement is not incorporated into, and is not a part of, this Proxy Statement, and any references to our website are intended to be inactive textual references only.

Appendix A: Definition of Non-GAAP Measures

Certain financial and performance metrics in this Proxy Statement are considered non-GAAP financial measures under the SEC's rules because they are calculated by adjusting a comparable measure calculated in accordance with U.S. generally accepted accounting principles (GAAP). Although we believe that these non-GAAP financial measures may be useful in evaluating the Company and its compensation plans, this information should be considered supplemental to, and is not a substitute for, financial information prepared in accordance with GAAP. In addition, our definitions for non-GAAP measures may differ from similarly titled measures used by other companies or analysts. Furthermore, Segment Operating Profit and Free Cash Flow used for compensation purposes may differ from the amounts reported in our periodic reports filed with the SEC and our earnings releases because the Compensation Committee has set required adjustments to those measures for compensation purposes. Those potential adjustments are described below.

Free Cash Flow

We define Free Cash Flow as cash from operations less capital expenditures. Our capital expenditures consist of equipment and facilities infrastructure and information technology (inclusive of costs for the development or purchase of internal-use software that are capitalized). We use Free Cash Flow to evaluate our business performance and overall liquidity and it is a performance goal in our annual and long-term incentive plans. We also use Free Cash Flow as a performance metric in our annual incentive plan. We believe Free Cash Flow is a useful measure for investors because it represents the amount of cash generated from operations after reinvesting in the business that may be available to return to stockholders and creditors (through dividends, stock repurchases and debt repayments) or available to fund acquisitions or other investments. The entire Free Cash Flow amount is not necessarily available for discretionary expenditures, however, because it does not account for certain mandatory expenditures, such as the repayment of maturing debt and pension contributions.

Free Cash Flow is subject to mandatory adjustment for purposes of determining performance under the PSU and LTIP awards and the annual incentive plan. These mandatory adjustments are set forth in the PSU or LTIP award agreement or, in the case of the annual incentive plan, a Compensation Committee resolution, as applicable, and include unplanned pension contributions (net of tax), acquisitions and divestitures greater than $1 billion in value, tax reform, unplanned changes in tax laws or interpretations of law related to the amortization of R&D expenditures for tax purposes, unplanned tax payments or benefits of divestitures, changes in GAAP accounting standards, and items of gain, loss or expense that are extraordinary or unusual in nature or infrequent in occurrence. There was a $966 million adjustment required to Free Cash Flow for 2024 related to unplanned pension contributions (net of tax). The following table reconciles Cash from Operations to Free Cash Flow.

($M)	2024 ($)	2023 ($)	2022 ($)
Cash from Operations (GAAP)	6,972	7,920	7,802
Capital Expenditures	(1,685)	(1,691)	(1,670)
Free Cash Flow (Non-GAAP)	**5,287**	**6,229**	**6,132**
Unplanned Qualified Pension Contributions (Net of Tax)	**966**	**0**	**0**
Adjusted Free Cash Flow (Non-GAAP)	**6,253**	**6,229**	**6,132**

For the 2022-2024 performance cycle award agreements, Free Cash Flow was adjusted for the items in the table below.

Cash Flow ($M)	2022-2024 ($)
Free Cash Flow (Non-GAAP)	**17,648**
Pension Funding Adjustment	
Actual Pension Funding	1,047
Planned Pension Funding	0
Delta: Forecasted vs. Actual Pension Contributions	1,047
Adjustment for Unplanned Tax Payments related to Divestitures	(27)
Adjustment for Unplanned Tax Payments related to Reduction in Planned Pension Contributions	(185)
Net Adjusting Items	835
Adjusted Free Cash Flow (Non-GAAP)	**18,483**

Return on Invested Capital (ROIC)

We define Return on Invested Capital (ROIC) as the Company's net earnings plus after-tax interest expense divided by average invested capital (total equity plus debt) after adjusting total equity by adding back adjustments related to the Company's post-retirement benefit plans. We use ROIC as a performance measure for PSUs and LTIP awards, and this metric is subject to mandatory adjustments for purposes of determining performance under the PSU and LTIP awards. The required adjustments are set out in the applicable PSU and LTIP award agreement and include changes in forecasted pension contributions, changes in accounting (GAAP) standards, impacts of an acquisition or divestiture valued at more than $1 billion, tax reform or changes in tax laws or interpretations of law related to the amortization of R&D expenditures for tax purposes, noncash settlement charges associated with pension risk transfer transactions, unplanned tax payments or benefits associated with divestitures, profit changes due to the timing or recognition of a loss on a specific strategic program, limitations on the deductibility of interest expense, or items of gain, loss or expense that are extraordinary or unusual in nature or infrequent in occurrence. For the 2022-2024 performance cycle award agreements, ROIC was calculated as set forth in the table below:

ROIC Calculation ($M)	Three-Year 2022–2024
Net Earnings[a]	$ 5,996
Adjustments to Net Earnings [b]	535
Interest Expense (multiplied by 79%) [a][c]	678
Return	**$ 7,209**
Average Debt[d][e]	$ 16,029
Average Equity[e]	8,844
Average Adjustments to Equity[b][e]	989
Average Benefit Plan Adjustments[e]	8,648
Average Invested Capital	**$ 34,510**
ROIC	**20.89%**

(a) Three-year 2022-2024 values for Net Earnings, Interest Expense and any Return related adjustments reflect average values over the period.

(b) Net earnings and equity were adjusted to exclude the impact of the noncash, non-operating pension settlement charge of $1.5 billion ($1.2 billion after-tax) due to the 2022 pension risk transfer event. Net earnings and equity were also adjusted to neutralize the change in interpretation of the law related to an uncertain tax position. Net income and equity results were adjusted by $570 million ($450 million after tax) for the timing of the recognition of a loss on a specific strategic program.

(c) Represents after-tax interest expense utilizing the U.S. federal statutory tax rate of 21% in 2022-2024. Interest expense is added back to net earnings as it represents the return to debt holders. Debt is included as a component of average invested capital.

(d) Debt consists of long-term debt, including current maturities, and short-term borrowings (if any).

(e) The three-year averages are calculated using thirteen quarter point balances at the start of the plan performance period and at the end of each quarter for each of the three years in the performance period.

Segment Operating Profit

We define Segment Operating Profit as operating profit from our business segments before items of unallocated income and expense. This measure is used by our senior management in evaluating the performance of our business segments and is a performance goal in our annual incentive plan. This metric is subject to mandatory adjustments for purposes of determining performance for the annual incentive plan. These mandatory adjustments are set forth in a Compensation Committee resolution and include adjustments for the timing or recognition of loss on an identified strategic program. For 2024, Segment Operating Profit was adjusted by $768 million for compensation purposes to reflect that required adjustment as shown in the table below:

($M)	2024 ($)
Consolidated Operating Profit (GAAP)	**7,013**
Unallocated Items	
FAS/CAS operating adjustment	(1,624)
Severance and other charges	87
Intangible asset amortization expense	247
Other, net	360
Segment Operating Profit (Non-GAAP)	6,083
Adjustment for timing of recognition of a loss on a strategic program*	768
Adjusted Segment Operating Profit (Non-GAAP)	**6,851**

* For compensation purposes, 2024 Segment Operating Profit was adjusted by $768 million pursuant to the required adjustments as described above.

Disclosure Regarding Forward-Looking Statements

This Proxy Statement contains statements that, to the extent they are not recitations of historical fact, constitute forward-looking statements within the meaning of the federal securities laws, and are based on Lockheed Martin's current expectations and assumptions. The words "believe," "estimate," "anticipate," "project," "intend," "expect," "plan," "outlook," "scheduled," "forecast" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks and uncertainties. Actual results may differ materially due to factors such as:

- the Company's reliance on contracts with the U.S. Government, which are dependent on U.S. Government funding and can be terminated for convenience, and the Company's ability to negotiate favorable contract terms;
- budget uncertainty, the risk of future budget cuts, the impact of continuing resolution funding mechanisms and the debt ceiling and the potential for government shutdowns and changing funding and acquisition priorities;
- risks related to the development, production, sustainment, performance, schedule, cost and requirements of complex and technologically advanced programs, including the F-35 program;
- planned production rates and orders for significant programs, compliance with stringent performance and reliability standards, and materials availability, including government furnished equipment;
- the timing of contract awards or delays in contract definitization as well as the timing and customer acceptance of product deliveries and performance milestones;
- the Company's ability to recover costs under U.S. Government contracts and the mix of fixed-price and cost-reimbursable contracts;
- customer procurement policies that shift risk to contractors, including competitively bid programs with fixed-price development work or follow-on production options or other financial risks; and the impact of investments, cost overruns or other cost pressures and performance issues on fixed price contracts;
- changes in procurement and other regulations and policies affecting the Company's industry, export of its products, cost allowability or recovery, preferred contract type, and performance and progress payments policy;
- performance and financial viability of key suppliers, teammates, joint ventures (including United Launch Alliance), joint venture partners, subcontractors and customers;
- economic, industry, business and political conditions including their effects on governmental policy;
- the impact of inflation and other cost pressures;
- the impact of pandemics and epidemics on the Company's business and financial results, including supply chain disruptions and delays, employee absences, and program delays;
- government actions that prevent the sale or delivery of the Company's products (such as delays in approvals for exports requiring Congressional notification);
- foreign policy and international trade actions taken by governments such as tariffs, sanctions, embargoes, export and import controls and other trade restrictions;
- the Company's success expanding into and doing business in adjacent markets and internationally and the risks posed by international sales;
- changes in foreign national priorities and foreign government budgets and planned orders, including potential effects from fluctuations in currency exchange rates;
- the competitive environment for the Company's products and services, including competition from startups and non-traditional defense contractors;
- the Company's ability to develop and commercialize new technologies and products, including emerging digital and network technologies and capabilities;
- the Company's ability to benefit fully from or adequately protect its intellectual property rights;
- the Company's ability to attract and retain a highly skilled workforce, the impact of work stoppages or other labor disruptions;
- cyber or other security threats or other disruptions faced by the Company or its suppliers;
- the Company's ability to implement and continue, and the timing and impact of, capitalization changes such as share repurchases, dividend payments and financing transactions;
- the Company's ability to meet its sustainability goals and targets;
- the accuracy of the Company's estimates and projections;
- changes in pension plan assumptions and actual returns on pension assets; cash funding requirements and pension risk transfers and associated settlement charges;
- realizing the anticipated benefits of acquisitions or divestitures, investments, joint ventures, teaming arrangements or internal reorganizations, and market volatility affecting the fair value of investments that are marked to market;
- the Company's efforts to increase the efficiency of its operations and improve the affordability of its products and services, including through digital transformation and cost reduction initiatives;
- the risk of an impairment of the Company's assets, including the potential impairment of goodwill and intangibles;
- the availability and adequacy of the Company's insurance and indemnities;
- impacts of climate change and compliance with laws, regulations, policies, and customer requirements in response to environmental and climate change concerns;
- changes in accounting, U.S. or foreign tax, export or other laws, regulations, and policies and their interpretation or application, and changes in the amount or reevaluation of uncertain tax positions; and
- the outcome of legal proceedings, bid protests, environmental remediation efforts, audits, examinations, government investigations or government allegations that the Company has failed to comply with law, other contingencies and U.S. Government identification of deficiencies in its business systems.

These are only some of the factors that may affect the forward-looking statements contained in this Proxy Statement. For a discussion identifying additional important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, see our filings with the SEC, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024. Our filings may be accessed through the Investor Relations page of our website, *www.lockheedmartin.com/investor*, or through the website maintained by the SEC at *www.sec.gov*.

Our actual financial results likely will be different from those projected due to the inherent nature of projections. Given these uncertainties, forward-looking statements should not be relied on in making investment decisions. The forward-looking statements contained in this Proxy Statement speak only as of the date of its filing with the SEC. Except where required by applicable law, we expressly disclaim a duty to provide updates to forward-looking statements after the date of this Proxy Statement to reflect subsequent events, changed circumstances, changes in expectations, or the estimates and assumptions associated with them. The forward-looking statements in this Proxy Statement are intended to be subject to the safe harbor protection provided by the federal securities laws.

Lockheed Martin is a proud driver of broad-based economic development opportunity in America and around the globe.

As the world's leading defense technology company, Lockheed Martin has approximately 121,000 employees and 350+ facilities in 53 countries. Roughly 93% of our employees are U.S.-based, as are 93% of our 13,100+ suppliers.

2024 Economic Impact

Lockheed Martin committed $36 billion to our suppliers in every U.S. state and 53 countries around the world.

More than 20% of our commits are going to small businesses. We awarded $6.9 billion to more than 7,100 small business suppliers, including:

- $717 million to Veteran-Owned Small Businesses
- $423 million to Service-Disabled Veteran-Owned Small Businesses
- Over $87 million to 350+ New Small Businesses

Upskilling through Apprenticeships

We currently have over 70 apprenticeship programs with thousands of employees and students in the United States, Puerto Rico, United Kingdom, and Australia. Our apprentices, many of whom are veterans, gain hands-on training and specialized skills in critical areas such as aircraft maintenance, electronics assembly, manufacturing design, engineering, software, and cybersecurity. Our apprenticeship programs are designed to upskill the workforce to create innovative solutions for decades to come.

Lockheed Martin Corporation

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