UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

HUNTINGTON INGALLS INDUSTRIES, INC.

(Name of Registrant as Specified in its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

x No fee required.

o Fee paid previously with preliminary materials.

o Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Proxy Statement

2026



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MISSION, VALUES & ETHICS



Mission of Service

To deliver the world's most powerful ships and all-domain solutions in service of the nation, creating the advantage for our customers to protect peace and freedom around the world.



HII is Committed to Integrity and High Ethical Standards

HII's Ethics & Compliance program provides employees with guidelines for daily work life and defines and describes the values that serve as the foundation for how HII conducts business. HII's Code of Ethics and Business Conduct is a statement of the Company's commitment to integrity and high ethical standards and defines the conduct the Company expects of non-employees who act on the Company's behalf.



Values

Our mission requires the best of us: the utmost in character and values. Our values are the cornerstones of HII's culture, driving our day-to-day decision- making and the long-term trust and confidence of our stakeholders. Ultimately, our adherence to our values nourishes and protects the strong, stable, and resilient relationships on which our future growth and success depend.

INTEGRITY

Integrity is at the heart of who we are and what we do. We are each personally accountable for the highest standards of ethics and integrity.

SAFETY

We value our employees above all else and will not compromise on maintaining a safe and healthy work environment for them.

RESPECT

We value people, knowing we must show fairness and equal treatment for all.

ENGAGEMENT

We are committed to fostering an engaged workforce. Our employees are very involved in what they do and take ownership of their work and work processes.

RESPONSIBILITY

We keep promises and commitments made to others. We are responsible for ensuring quality is a component of everything we do. We take pride in providing outstanding customer service.

PERFORMANCE

We are committed to improving our Company performance while upholding our strong values. Superior performance and quality ensure future trust and confidence in our products and services. We promote continuous improvement, innovation and creativity.

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LETTER TO OUR STOCKHOLDERS



"The HII Board and management team are aligned and remain focused on long-term value creation. The team achieved significant progress on our shipbuilding throughput, cost efficiency, and contract award operational initiatives in 2025 and enters 2026 focused on continuing to move forward with urgency. We understand that the U.S. Navy and all of our defense customers need our submarines, ships and technologies now more than ever and we are committed to delivering to support our shared mission."

March 20, 2026

Dear Fellow Stockholders:

On behalf of the Board of Directors and management team of Huntington Ingalls Industries, I would like to invite you to attend the 2026 Annual Meeting of Stockholders. We will hold our Annual Meeting virtually, exclusively by live webcast, on Wednesday, April 29, 2026, at 11:00 a.m., Eastern Daylight Time. You will be able to attend and participate in the Annual Meeting online, vote your shares electronically, and submit your questions prior to and during the meeting.

The accompanying Notice of 2026 Annual Meeting and Proxy Statement describe the matters on which you, as a stockholder, may vote at the Annual Meeting and include details of the business to be conducted at the meeting. If you plan to attend the Annual Meeting virtually via live webcast, you must follow the instructions contained in the Notice and as described under "General Information About the Annual Meeting" in this Proxy Statement.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, I encourage you to vote your shares in advance. Stockholders can submit their votes over the internet at the web address included in the Notice of Internet Availability of Proxy Materials or voting instruction form. If you received a proxy card or voting instruction form, you can submit your votes: over the internet at the web address included in the proxy card or voting instruction form; by telephone through the number included in the proxy card or voting instruction form; or by signing and dating your proxy card and mailing it in the prepaid and addressed envelope.

Thank you for your engagement, interest in, and continued support of HII.

Sincerely,

Kirkland H. Donald

Admiral Kirkland H. Donald
U.S. Navy (Ret.)
Chairman of the Board

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NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS

Date and Time
Wednesday, April 29, 2026, at 11:00 a.m. Eastern Daylight Time

Place
https://meetnow.global/MKLNGPY
There is no physical location for the Annual Meeting.

Record Date
Stockholders of record at the close of business on March 5, 2026 are entitled to vote at the Annual Meeting and at any adjournment or postponement thereof.

Huntington Ingalls Industries, Inc.
4101 Washington Avenue Newport News, Virginia 23607

Items of Business

		Board Vote Recommendation:	For Further Details
1.	Election of Directors	✔ "FOR" each director nominee	Page 11
2.	Advisory Vote to Approve Compensation of Named Executive Officers	✔ "FOR"	Page 35
3.	Ratification of Appointment of Independent Auditor	✔ "FOR"	Page 77
4.	Stockholder Proposal Requesting an Annual Report on the Company's Political Spending	✖ "AGAINST"	Page 79

Stockholders also will act on any other business that may properly come before the Annual Meeting.

The 2026 Annual Meeting will be conducted exclusively in virtual meeting format by live webcast. You will be able to attend the Annual Meeting, as well as vote and submit questions during the meeting, by visiting https://meetnow.global/MKLNGPY and entering your control number. You can find additional instructions on how to participate in the Annual Meeting beginning on page 85 of this Proxy Statement. The meeting will begin promptly at 11:00 a.m., Eastern Daylight Time. If you encounter difficulties accessing the virtual meeting, please call the technical support number (888) 724-2416.

It is important you vote your shares so they are counted at the Annual Meeting. You can vote your shares: over the internet at the web address included in the Notice of Internet Availability of Proxy Materials and included in the proxy card or voting instruction form (if you received a proxy card or voting instruction form); by telephone through the number included in the proxy card or voting instruction form (if you received a proxy card or voting instruction form); or by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope. If you are a beneficial owner and received a voting instruction form, please follow the instructions provided by your bank or broker to vote your shares.

Tiffany McConnell King

Tiffany McConnell King
Corporate Vice President,
Associate General Counsel and Secretary

March 20, 2026

How to Vote

It is important you vote your shares so they are counted at the Annual Meeting. You can vote your shares by using any of the below methods:

Internet
www.envisionreports.com/HII

Telephone
(800) 652-VOTE (8683)

Mail
Mark, sign, date, and promptly mail the enclosed proxy card in the postage-paid envelope

QR Code
Registered stockholders may vote by scanning the QR code on their proxy card or notice

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on April 29, 2026: The Notice of 2026 Annual Meeting and Proxy Statement, the 2025 Annual Report and the form of proxy card are available at www.envisionreports.com/HII. We are making this Proxy Statement and form of proxy card first available on or about March 20, 2026.

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2026 PROXY STATEMENT VOTING ROADMAP

ITEM 1

Election of Directors

The Board is asking you to elect, for one-year terms ending in 2026, the 11 nominees for director named herein, each of whom is currently serving as a member of the Board. Detailed information about this proposal can be found beginning on page 11.

The Board recommends a vote **FOR** each director nominee. see page **11**

ITEM 2

Advisory Vote to Approve Compensation of Named Executive Officers

The Board is asking you to approve, on an advisory basis, the compensation of our named executive officers ("NEOs") for 2025. Detailed information about this proposal can be found beginning on page 35.

The Board recommends a vote **FOR** this proposal. see page **35**

ITEM 3

Ratification of Appointment of Independent Auditor

The Board is asking you to ratify the selection of Deloitte & Touche LLP as our independent auditor for 2026. Detailed information about this proposal can be found beginning on page 77.

The Board recommends a vote **FOR** this proposal. see page **77**

ITEM 4

Stockholder Proposal Requesting an Annual Report on the Company's Political Spending

You are being asked to consider a proposal regarding corporate political spending if properly presented at the annual meeting. Detailed information about this proposal can be found beginning on page 79.

The Board recommends a vote **AGAINST** this proposal. see page **79**

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HII: DELIVERING THE ADVANTAGE

HII is America's largest shipbuilder, delivering the world's most powerful ships and all-domain mission technologies, including unmanned systems, to U.S. and allied defense customers. HII is the largest producer of unmanned underwater vehicles for the U.S. Navy and the world. With a more than 140-year history of advancing U.S. national security, HII builds and integrates defense capabilities extending from the core fleet to C6ISR, AI/ML, EW, and synthetic training.

44,000+
Employees

THREE DIVISIONS



INGALLS SHIPBUILDING

Employing more than 11,000 employees, our Ingalls Shipbuilding division designs and constructs non-nuclear ships for the U.S. Navy and U.S. Coast Guard, including amphibious assault ships, surface combatants, and national security cutters. The largest supplier of U.S. Navy surface combatants, Ingalls currently is building three classes of ships (DDG 51 Flight III, LHA, and LPD Flight II) and modernizing the *Zumwalt*-class of guided missile destroyers.

11,000+
Employees

85+
Years of Service



MISSION TECHNOLOGIES

HII's Mission Technologies division develops integrated solutions that enable today's connected, all-domain force. Mission Technologies is organized into four groups, All-Domain Operations, Warfare Systems, Global Security, and Unmanned Systems. Capabilities include C6ISR systems and operations; defensive and offensive cyberspace strategies and electronic warfare; unmanned autonomous systems; live virtual constructive solutions; fleet modernization; and critical nuclear operations.

7,000+
Employees

100+
Facilities Across the Globe



NEWPORT NEWS SHIPBUILDING

Newport News Shipbuilding has built ships that have served the nation in peace and war for 140 years. The core business of the Newport News Shipbuilding division is designing and constructing nuclear-powered aircraft carriers and submarines and the refueling and overhaul and the inactivation of nuclear-powered aircraft carriers.

26,000+
Employees

140
Years of Service

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2026 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all the information you should consider. For additional information on these topics, please refer to the discussions contained in this Proxy Statement and in our Annual Report on Form 10-K for the year ended December 31, 2025.

We intend to mail a Notice of Internet Availability of Proxy Materials to Stockholders of record and to make the Notice of 2026 Annual Meeting, the 2025 Annual Report, this Proxy Statement, and accompanying materials available on the internet on or about March 20, 2026.

2025 Performance and Operational Highlights

In 2025, in partnership with our government customers, we increased hiring and retention, and, most importantly, improved proficiency levels within our workforce. The early results are positive: we measurably increased shipbuilding throughput, a key operational indicator for schedule performance.

During the year we achieved critical milestones across the enterprise, including the delivery of *Virginia*-class submarine *Massachusetts* (SSN 798), guided missile destroyer *Ted Stevens* (DDG 128) and our 750th unmanned undersea vehicle (UUV). We completed the acquisition of our site in Charleston, South Carolina that added critical shipbuilding production capacity, unveiled our ROMULUS unmanned surface vessel (USV) line, and launched our next *Virginia*-class submarine *Arkansas* (SSN 800).

2025 Revenue	GAAP EPS	Backlog	Shipbuilding Throughput
$12.5B	$15.39	$53B	+14%
+8.2% YoY	+10.2% YoY	+9% YoY	FY25 YoY



SSN 798 Delivery



DDG 128 Delivery



ROMULUS USV



750th UUV



SSN 800 Launch



NNS Charleston Operations

Corporate Governance Highlights

We are committed to corporate governance best practices, which we believe promote the long-term interests of stockholders, strengthen accountability of the Board of Directors (the "Board") and management, and build public trust in the Company. Highlights of our corporate governance practices include the items listed below.

Board Structure and Governance: Highly qualified, independent Board with all standing committees comprising independent directors, an independent non-executive Chairman, and regular executive sessions without management

Stockholder Rights: Annual elections for all directors, majority vote requirements for uncontested elections, and the ability for stockholders to propose their own nominees and call special meetings

Stock Ownership: Robust stock ownership guidelines for directors and executives, a clawback policy for performance-based compensation, and a prohibition on hedging or pledging Company stock

BOARD NOMINEE HIGHLIGHTS

Director Nominees

The Board is asking you to elect, for one-year terms ending in 2027, the 11 nominees for director named below, each of whom is currently serving as a member of the Board.

Name and Principal Occupation	Age	Director Since	Board Committees				
			A	C	CS	F	GP
 **Augustus L. Collins,** Chief Executive Officer, MINACT, Inc. IND	68	2016			✓		CH
 **Leo P. Denault,** Former Chairman and Chief Executive Officer, Entergy Corporation IND	66	2022	CH			✓	
 **Kirkland H. Donald,** Chairman of the Board, Huntington Ingalls Industries, Inc. IND	72	2017		✓	✓		
 **Craig S. Faller,** Advisor and Consultant; Retired Admiral, United States Navy IND	64	2023	✓			✓	
 **Victoria D. Harker,** Former Executive Vice President and Chief Financial Officer, TEGNA Inc. IND	61	2012		CH		✓	
 **Frank R. Jimenez,** General Counsel and Corporate Secretary, GE HealthCare Technologies Inc. IND	61	2022		✓			✓
 **Christopher D. Kastner,** President and Chief Executive Officer, Huntington Ingalls Industries, Inc.	62	2022					
 **Tracy B. McKibben,** Founder and Chief Executive Officer, MAC Energy Group Companies IND	56	2018			✓		✓
 **Stephanie L. O'Sullivan,** Former Principal Deputy Director, Office of the Director of National Intelligence; Independent Business Consultant IND	66	2021			CH	✓	
 **Thomas C. Schievelbein,** Former Chairman, President, and Chief Executive Officer, The Brink's Company IND	72	2011	✓			CH	
 **Nick L. Stanage,** Former Chairman, Chief Executive Officer, and President, Hexcel Corporation IND	67	2025	✓				✓

CH = Chair
IND = Independent
A = Audit Committee
C = Compensation Committee
CS = Cybersecurity Committee
F = Finance Committee
GP = Governance and Policy Committee

In accordance with our retirement policy, Ms. Anastasia D. Kelly and Mr. John K. Welch, directors who have served since March 2011 and February 2015, respectively, will not stand for re-election at the 2026 Annual Meeting, and their terms will end upon the election of the Board at such meeting. Effective upon Mr. Welch's retirement, General Collins will rotate off of the Audit Committee and will join, and become Chair of, the Governance and Policy Committee.

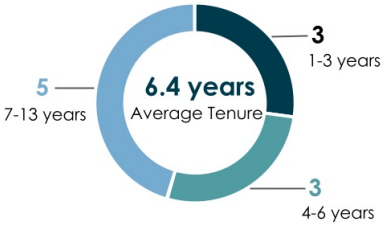
The Board intends to reduce the number of members of the Board from 13 to 11 directors effective upon their retirements. The Board has determined that it is in the best interest of the Company and its stockholders to waive the retirement policy for Mr. Schievelbein, who will attain 15 years of service on March 31, 2026.

Our director nominees reflect a highly engaged group of directors with a wide range of backgrounds, skills, experiences, attributes, and perspectives. Five of our 11 director nominees have joined the Board in the last four years.

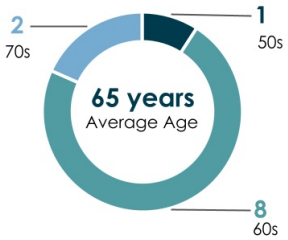
Independence



Tenure



Age



DIRECTOR SKILLS SUMMARY

Chief Executive Leadership and Strategy	8/11
Chief Financial Officer and Accounting	4/11
Investment Strategy, Corporate Development, and M&A	7/11
Shipbuilding and Manufacturing Operations/Leadership	3/11
Technical Services Executive Leadership	4/11
Military and Government Relations	7/11
Corporate Governance	9/11
Aerospace & Defense Industry Knowledge	8/11
Compliance, Legal, and Regulatory	5/11
Nuclear	5/11
Advanced Technology (Future Warfare) and Innovation	3/11
Cyber and IT Risk Management	3/11
Human Resources and Labor Relations	2/11

EXECUTIVE COMPENSATION HIGHLIGHTS

We have designed our performance-based executive compensation program to attract, motivate, and retain highly qualified executives, incentivize them to achieve business and operational objectives, reward performance, and align the interests of our executives with the interests of our stockholders, customers, and other stakeholders.

We have consistently received exceptionally strong stockholder say-on-pay support. The following table sets forth the voting results for our "say-on-pay" proposal for the last five years:

Annual Meeting	2025	2024	2023	2022	2021
Votes Cast "**FOR**" Say-On-Pay Proposal*	**97%**	**96%**	**97%**	**97%**	**97%**

* Excludes broker non-votes

PERFORMANCE-BASED PROGRAM

The fundamental philosophy of our executive compensation program, set by the Compensation Committee of the Board, is pay-for-performance. We have included below highlights of our financial performance for 2025.

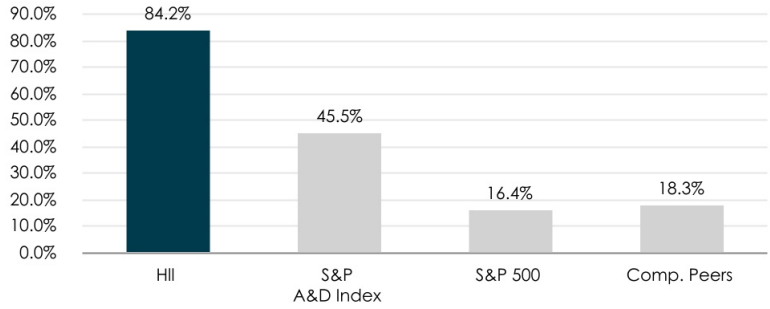
2025 Financial Information	**($ in millions, except per share data)**
Contract Awards	16,917
Revenues	12,484
Operating Income	657
Operating Margin	5.3%
Segment Operating Income*	717
Segment Operating Margin*	5.7%
Net Earnings	605
Diluted Earnings Per Share	15.39
Net Cash Provided by Operating Activities	1,196
Free Cash Flow*	800

* Non-GAAP financial measures. See Annex A for definitions of these non-GAAP financial measures and reconciliations to comparable GAAP financial measures.

2025 STOCKHOLDER RETURNS

HII's total stockholder return in 2025 was 84.2%. We returned $213 million to our stockholders in 2025 through dividends. We did not repurchase shares in 2025. The following graph shows total stockholder return for HII in 2025 compared to benchmark total stockholder returns.

1-Year Total Stockholder return



ELEMENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

Our compensation program consisted primarily of the following direct compensation elements:

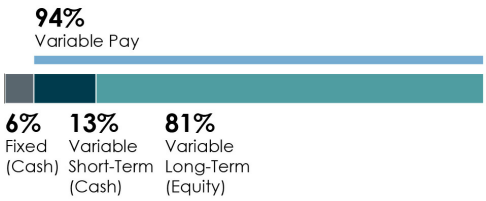
Base Salary	Annual Incentive Awards	Long-Term Equity-Based Incentive Awards
Provides a minimum fixed level of compensation.	Generally paid in cash, under our Annual Incentive Plan ("AIP") to motivate our executives to achieve pre- determined annual financial and operational targets that are aligned with our strategic goals.	Paid in the form of Restricted Performance Rights ("RPSRs"), which promote achievement of pre-determined performance goals over a three-year period that are aligned with long-term stockholder interests, and Restricted Stock Rights ("RSRs").

Our compensation program is designed to balance performance-based compensation over the short- and long-term to incentivize decisions and actions that promote stockholder value and focus our executives on performance that benefits our stockholders and customers, while discouraging inappropriate risk-taking behaviors. A significant portion of the potential compensation of our executives is at risk, and that risk increases with corresponding increases in an executive's level of responsibility.

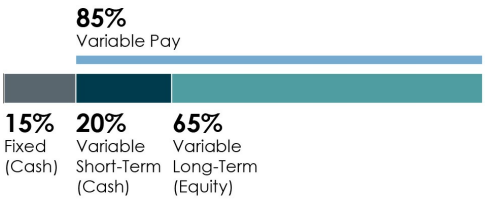
2025 TOTAL DIRECT COMPENSATION MIX

The pay for performance philosophy of our executive compensation program is demonstrated by the compensation mix of our NEOs. Of the three primary elements of total direct compensation, our executive compensation is heavily weighted towards the variable, performance-based elements and long-term and equity-based elements, as reflected in the following charts, which set forth the percentage of total compensation corresponding to each compensation element received by our CEO and by our other NEOs collectively in 2025.

CEO Compensation Mix[1]



Other NEOs Compensation Mix[2]



(1) Total direct compensation does not include perquisites and other benefits.

(2) Chart reflects average allocation for the NEOs other than our CEO. Total direct compensation does not include perquisites and other benefits.

COMPENSATION BEST PRACTICES

We believe our compensation practices are aligned with and reinforce our pay for performance philosophy and our related executive compensation principles.

We Do The Following	We Don't Do The Following
✔ Consideration of annual stockholder "say-on-pay" advisory vote on executive compensation. ✔ Pay for performance compensation program heavily weighted toward variable, performance-based elements and toward long-term and equity-based elements. ✔ Annual assessment of potential risk posed by our compensation programs. ✔ Executive compensation "clawback" policy. ✔ Targeted external compensation benchmarking. ✔ Independent compensation consultant engaged by Compensation Committee. ✔ Executive stock ownership guidelines based upon multiple of executive's base salary.	✖ No employment agreements for executives. ✖ No change-in-control agreements for executives or related executive tax gross-up benefits. ✖ Prohibitions against speculative transactions in our securities, pledging our securities as collateral, and hedging transactions involving our securities. ✖ No dividends or dividend equivalents paid on RPSRs or RSRs prior to vesting.

Stockholder Engagement

We believe stockholder outreach and engagement is a corporate governance best practice. We regularly engage with our stockholders to inform management and the Board on those matters of most importance to our stockholders. This ongoing engagement provides stockholders an opportunity to share their perspectives and helps the Company identify and assess emerging areas of importance that may help shape our governance practices.

We strive for a collaborative approach to stockholder engagement and value the variety of stockholder perspectives we receive. Management and, in some cases, members of the Board actively engage with our stockholders to understand their perspectives on our Company, including our strategy, performance, corporate governance practices, executive compensation program, and sustainability efforts.

During 2025 and early 2026, we offered engagement meetings with the corporate governance teams of our largest stockholders and met with those stockholders that accepted our meeting invitations. These corporate governance engagement efforts, together with our other engagement efforts with institutional stockholders, represented approximately 66% of our total shares outstanding.

We are committed to understanding the perspectives of our stockholders and responding, as appropriate, giving consideration to their input along with corporate governance trends and best practices.

Year-Round Engagement

- Proxy specific meetings
- Investor conferences
- Site visits and shipyard tours
- Annual meetings
- 1x1 calls with investors

Board and Management Response

- Encourage continued engagement with stockholders
- Consider inputs received from stockholders and best practices to enhance disclosures and governance and compensation practices

Incorporation of Feedback

- Publish annual report and proxy statement
- Engage with stockholders about matters to be addressed at annual meeting and other topics of importance to stockholders
- Receive and publish voting results

We engaged with stockholders representing

66%

of outstanding shares (as of March 1, 2026)

Topics Discussed

Governance Topics
- Stockholder Proposals, Votes
- Executive Compensation
- Board Composition, Leadership Structure and Oversight

Sustainability Topics
- Environmental Goals
- Human Rights
- Political Spending

Financial Topics
- Financial Performance
- Portfolio Mix
- Capital Deployment

Company Strategy
- Customer Priorities
- Competitive Landscape

PROPOSAL

1

Election of Directors

The Board has nominated 11 individuals for election as directors at the Annual Meeting. Each director nominee is a current HII Board member.

The Board recommends a vote **FOR** each of the 11 director nominees.

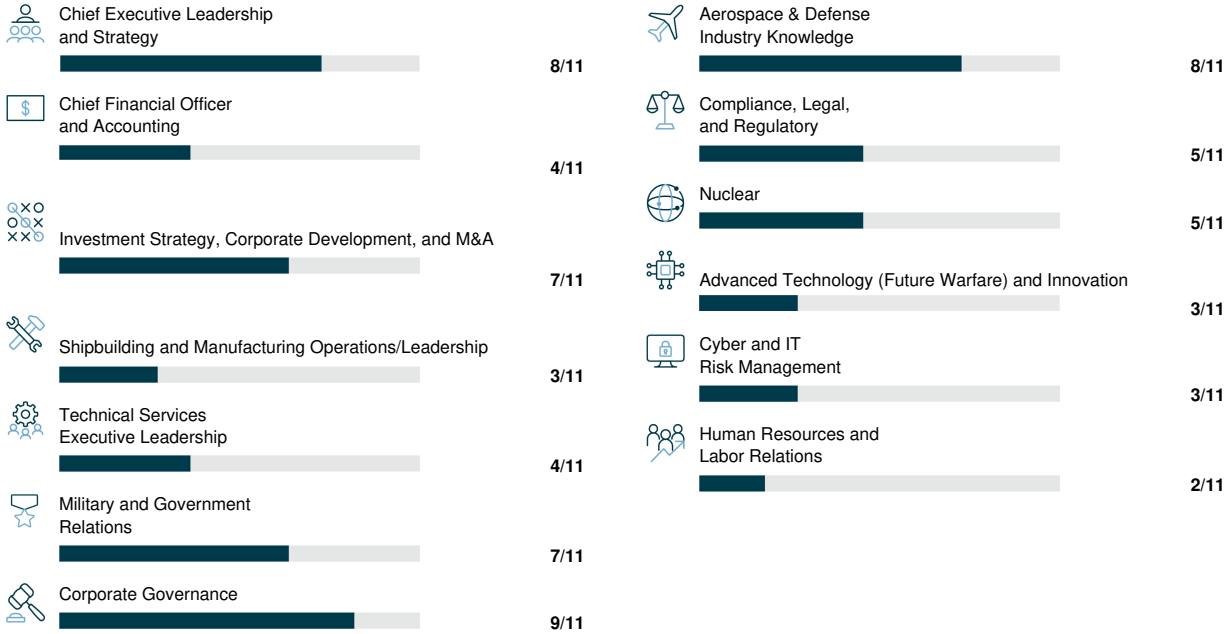
Director Election Process

Our directors are elected to one-year terms in accordance with our Bylaws and Certificate of Incorporation. Each director nominee will hold office until the next annual meeting of stockholders or until his or her earlier death, resignation, or removal. They have consented to serve, and we do not know of any reason why they would be unable to serve, if elected. If any nominee is unable to serve as a director, which we do not anticipate, the Board by resolution may reduce the size of the Board or choose a substitute nominee.

Director Qualifications and Experience

We believe the qualifications, skills, experience, and attributes of our directors are consistent with our criteria for the selection of directors and that, collectively, our directors have functioned effectively overseeing management of the Company over the last year.

DIRECTOR SKILLS SUMMARY



DIRECTOR EXPERIENCE AND SKILLS

The Governance and Policy Committee regularly assesses the experience, skills, qualifications, and attributes of Board members relative to the appropriate mix of these qualities the committee believes is necessary to oversee effectively our business and execution of our strategy. While each Board member possesses a broad range of experience and skills, the Board believes each director has particular strategic strengths that he or she brings to the Board. The following table shows the experience, skills, and knowledge constituting the strategic strengths of each of our 11 director nominees.

Experience and Skills	Collins	Decault	Donald	Faller	Harker	Jimenez	Kastner	McKibben	O' Sullivan	Schievelbein	Stanage
Chief Executive Leadership and Strategy Experience as Chief Executive Officer of a public company or Chief Executive Officer of a private organization	■	■	■				■	■	■	■	■
Chief Financial Officer and Accounting Experience as Chief Financial Officer of public company or large private organization or private equity executive leadership experience		■	■		■		■				
Investment Strategy, Corporate Development, and M&A Experience in executive leadership of private equity, other strategic investment firm, or investment bank; experience in corporate development function; or oversight leadership experience in corporate development and transactional M&A		■			■	■	■	■		■	■
Shipbuilding and Manufacturing Operations/Leadership Experience in executive leadership of shipyard operations or other manufacturing operations							■			■	■
Technical Services Executive Leadership Experience in executive leadership of technical services business organization or significant technical services leadership or customer experience			■	■			■		■		
Military and Government Relations Experience as Admiral or other significant Naval career experience; significant federal government experience and relationships (e.g., Pentagon, Congress, White House); or significant military leadership role or leadership role in military associations	■		■	■		■		■	■	■	
Corporate Governance Current member of multiple public company boards; experience as public company board chair or public company committee chair; prior member of multiple public company boards; or corporate secretary experience	■	■	■		■	■		■	■	■	■
Aerospace & Defense Industry Knowledge Significant direct Naval industry experience or significant direct general aerospace & defense experience	■		■	■		■	■		■	■	■
Compliance, Legal, and Regulatory General Counsel, Chief Legal Officer, or Chief Compliance Officer of large business organization or other significant legal or regulatory experience		■	■		■	■		■			
Nuclear Experience in Navy nuclear executive leadership; executive leadership of Naval nuclear shipyard operations; or oversight of nuclear operations		■	■	■			■			■	
Advanced Technology (Future Warfare) and Innovation Experience as Chief Technology Officer or equivalent of large aerospace & defense company; Chief Technology Officer or equivalent of other large organization; or engineering/ technology/ innovation functional lead			■						■	■	
Cyber and IT Risk Management Experience as Chief Information Officer, Chief Information Security Officer. or equivalent operational experience; management experience in cyber operations; or experience on a corporate cyber risk committee			■						■	■	
Human Resources and Labor Relations Experience as Chief Human Resources Officer or equivalent of a large business organization or significant human resources or labor relations experience	■			■							

2026 Director Nominees

The following pages contain biographical and other information about each of the nominees. In addition, we have provided information regarding some of the key skills of each nominee that led the Board to conclude that the nominee should serve as a director.



Augustus L. Collins

INDEPENDENT

Chief Executive Officer, MINACT, Inc.

Director since: November 2016
Age: 68
Committees: Audit (through April 2026); Cybersecurity, Governance and Policy (Chair) (effective April 2026)
# of Other Public Company Directorships: 1

General Collins has served as Chief Executive Officer of MINACT, Inc., a business management consulting firm, since September 2016. From January 2012 to August 2016, he was a Major General in the Mississippi National Guard, serving as Adjutant General of both the Mississippi Army National Guard and the Mississippi Air National Guard. From July 2010 to January 2012, General Collins served as Executive Vice President for Strategic Planning of MINACT. From August 2007 to July 2010, he served on Mississippi's Workers' Compensation Commission as the commission's representative of labor. General Collins served more than 35 years in the U.S. Army and Mississippi National Guard, which included command of the 155th Brigade Combat Team of the Mississippi National Guard in Iraq, where he was responsible for security operations in the southern and western provinces.

Current Public Company Directorships:

- Trustmark Corporation

Other Directorships and Memberships:

- Director, MINACT, Inc.
- Director, Trustmark National Bank
- Director, Mississippi Power Company
- Director, Armed Forces Benefits Association
- Director, Friends of Mississippi Veterans
- Past President, University of Mississippi Alumni Association

Key Skills:

- Chief Executive Leadership and Strategy
- Military and Government Relations
- Corporate Governance
- Aerospace & Defense Industry Knowledge
- Human Resources and Labor Relations



Leo P. Denault

INDEPENDENT

Former Chairman and Chief Executive Officer, Entergy Corporation

Director since: November 2022
Age: 66
Committees: Audit (Chair), Finance
# of Other Public Company Directorships: 1

Mr. Denault served as the Chairman of the Board and Chief Executive Officer of Entergy Corporation from February 2013 to November 2022 and as Executive Chairman of Entergy from November 2022 to February 2023. He served as Executive Vice President and Chief Financial Officer from February 2004 to January 2013 and as Vice President, Corporate Development for Entergy Corporation from March 1999 to February 2004. Prior to that, he was Vice President, Corporate Development for Cinergy Corporation (now Duke Energy), an energy company.

Current Public Company Directorships:

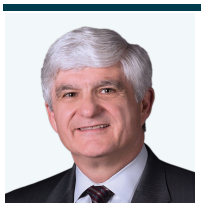
- PG&E Corporation and its subsidiary, Pacific Gas and Electric Company

Other Directorships and Memberships:

- Director, Alpha Generation
- Senior Advisor, ArcLight

Key Skills:

- Chief Executive Leadership and Strategy
- Chief Financial Officer and Accounting
- Investment Strategy, Corporate Development, and M&A
- Corporate Governance
- Compliance, Legal, and Regulatory
- Nuclear



Kirkland H. Donald

INDEPENDENT

Chairman of the Board, Huntington Ingalls Industries, Inc.

Director since: November 2017
Age: 72
Committees: Compensation, Cybersecurity
# of Other Public Company Directorships: 2

Admiral Donald has served as Chairman of the Board of HII since April 2020. Prior to serving as Chairman of the Board, he worked as a business consultant from October 2015. From June 2013 to October 2015, Admiral Donald served as Chief Operating Officer and then President and Chief Executive Officer of Systems Planning and Analysis, Inc., a technical professional services company. Prior to that, Admiral Donald served 37 years in the U.S. Navy, including in his last assignment, as Director, Naval Nuclear Propulsion Program from November 2004 to November 2012. Admiral Donald holds the CERT certificate in cybersecurity oversight from Carnegie Mellon University.

Current Public Company Directorships:

- Entergy Corporation
- Centrus Energy Corporation

Other Directorships and Memberships:

- Director, Battelle Memorial Institute
- Director, Naval Submarine League
- Outside Director, Rolls-Royce North America (proxy board)
- CFIUS Security Monitor, Sauer Compressors USA

Key Skills:

- Chief Executive Leadership and Strategy
- Chief Financial Officer and Accounting
- Technical Services Executive Leadership
- Military and Government Relations
- Corporate Governance
- Aerospace & Defense Industry Knowledge
- Compliance, Legal, and Regulatory
- Nuclear
- Advanced Technology (Future Warfare) and Innovation
- Cyber and IT Risk Management



Craig S. Faller

INDEPENDENT

Advisor and Consultant; Retired Admiral, United States Navy

Director since: 2023
Age: 64
Committees: Audit, Finance

Admiral Faller retired from his position as the Commander of the United States Southern Command in October 2021, where he led U.S. military operations in Latin America and the Caribbean, having served in that position since November 2018. Since his retirement, he has served as an advisor and consultant across many industries. From January 2017 to October 2018, Admiral Faller served as the Senior Military Assistant to the Secretary of Defense, and from June 2014 to January 2017, as Chief of Legislative Affairs for the United States Navy. During his service, Admiral Faller held multiple operational commands, including of two warships and an aircraft carrier strike group, led the Navy's 5,000 person recruiting organization, and served as Director of Operations for the United States Central Command. He is a nuclear trained surface warfare officer.

Other Directorships and Memberships:

- Director, Battelle Memorial Institute
- Director, Viken Detection
- Director, Sigma Defense Systems
- Member, Excelerate Energy, International Strategic Advisory Council
- Advisor, Strider Intel
- Trustee, Center for Naval Analysis
- Member, Penn State Applied Research Laboratory Advisory Board
- Senior Fellow, National Defense University
- Chairman, Surface Navy Association Board

Key Skills:

- Technical Services Executive Leadership
- Military and Government Relations
- Aerospace & Defense Industry Knowledge
- Nuclear
- Human Resources and Labor Relations



Victoria D. Harker

INDEPENDENT

Former Executive Vice President and Chief Financial Officer. TEGNA Inc.

Director since:
August 2012
Age: 61
Committees: Compensation (Chair), Finance
# of Other Public Company Directorships: 2

Ms. Harker served as Executive Vice President and Chief Financial Officer of TEGNA Inc., a broadcast and digital media company, from June 2015 to December 2023, and as Chief Financial Officer of Gannett Co., Inc. from July 2012 to June 2015. Prior to that, she served as Chief Financial Officer of The AES Corporation, a multinational power company, from 2006 to 2012 and as President of Global Business Services from 2011 to 2012. Before joining AES, she was the acting Chief Financial Officer and Treasurer of MCI, Inc., a telecommunications company, from November 2002 through January 2006, and Chief Financial Officer of MCI Group, a unit of Worldcom, Inc., a communications company, from 1998 to 2002.

Current Public Company Directorships:

- Philip Morris International, Inc.
- Xylem, Inc. (formerly ITT)

Prior Public Company Directorships:

- Stride, Inc. (2020 - 2022)
- Darden Restaurants, Inc. (2009 - 2014)

Other Directorships and Memberships:

- Trustee, American University
- Member, University of Virginia Board of Visitors
- Member, University of Virginia Health System Board of Visitors

Key Skills:

- Chief Financial Officer and Accounting
- Investment Strategy, Corporate Development, and M&A
- Corporate Governance
- Compliance, Legal, and Regulatory



Frank R. Jimenez

INDEPENDENT

General Counsel and Corporate Secretary, GE HealthCare Technologies

Director since:
January 2022
Age: 61
Committees: Compensation, Governance and Policy

Mr. Jimenez has served as General Counsel and Corporate Secretary of GE HealthCare Technologies Inc., a medical device manufacturing and pharmaceuticals company, since its spin-off from GE in January 2023, having previously served as General Counsel of GE's healthcare business from February 2022 until its spin-off. From April 2020 to February 2022, Mr. Jimenez served in various capacities at Raytheon Technologies Corporation (formerly United Technologies Corporation ("UTC") and now known as RTX), including as Executive Vice President and General Counsel. From January 2015 until its merger with UTC in April 2020, Mr. Jimenez served as Vice President and General Counsel of the Raytheon Company. In prior roles, Mr. Jimenez served as General Counsel of Bunge Limited, ITT Corporation, and ITT spin-off, Xylem Inc.

Mr. Jimenez also has extensive government experience, having served as the General Counsel of the Navy, Deputy General Counsel of the U.S. Department of Defense, Principal Deputy General Counsel of the Navy, Chief of Staff at the U.S. Department of Housing and Urban Development, and Deputy Chief of Staff and Acting General Counsel for Florida Governor Jeb Bush. Before entering government service, Mr. Jimenez was a litigation partner at Steel Hector and Davis LLP (now Squire Patton Boggs LLP). He began his legal career with a clerkship in the chambers of Judge Pamela Ann Rymer of the U.S. Court of Appeals for the Ninth Circuit in Pasadena, California.

Other Directorships and Memberships:

- Director, Equal Justice Works
- Director, Yale Law School Association
- Director, Ann and Robert H. Lurie Children's Hospital of Chicago and Medical Center
- Member, Columbia University Mailman School of Public Health Advisory Board
- Member, National Security Institute of the Antonin Scalia Law School at George Mason University
- Member, University of Miami President's Council

Key Skills:

- Investment Strategy, Corporate Development, and M&A
- Military and Government Relations
- Corporate Governance
- Aerospace & Defense Industry Knowledge
- Compliance, Legal, and Regulatory



Christopher D. Kastner

President and Chief Executive Officer, Huntington Ingalls Industries, Inc.

Director since: March 2022
Age: 62

Mr. Kastner has served as President and Chief Executive Officer since March 2022. Prior to becoming CEO, he served as Executive Vice President and Chief Operating Officer from February 2021 to February 2022, and as Executive Vice President and Chief Financial Officer from March 2016 to February 2021. Mr. Kastner served as Corporate Vice President and General Manager, Corporate Development from August 2012 to March 2016, and as Vice President and Chief Financial Officer, Ingalls Shipbuilding, from March 2011 to August 2012. Prior to the spin-off, Mr. Kastner held various positions, including as Vice President, Business Management and Chief Financial Officer, Northrop Grumman Shipbuilding, Gulf Coast, and as Vice President, Contracts and Risk Management, Northrop Grumman Ship Systems.

Other Directorships and Memberships:

- Director, New York Life Insurance Co
- Member, Aerospace Industries Association
- Member, Business Roundtable (Chair, Education and Workforce Committee)
- Chair, Defense Industry Initiative on Business Ethics and Conduct

Key Skills:

- Chief Executive Leadership and Strategy
- Chief Financial Officer and Accounting
- Investment Strategy, Corporate Development, and M&A
- Shipbuilding and Manufacturing Operations/Leadership
- Technical Services Executive Leadership
- Aerospace & Defense Industry Knowledge
- Nuclear



Tracy B. McKibben

INDEPENDENT

Founder & Chief Executive Officer, MAC Energy Group Companies

Director since: December 2018
Age: 56
Committees: Cybersecurity, Governance and Policy
# of Other Public Company Directorships: 1

Ms. McKibben is the founder and Chief Executive Officer of MAC Energy Group companies that invest in environmentally-sustainable energy and infrastructure solutions across a global platform since 2010. From September 2007 to August 2009, Ms. McKibben served as Managing Director and Head of Environmental Banking Strategy at Citicorp Global Markets. Ms. McKibben has extensive public sector experience, having served as the Director of European Economic Affairs and EU Relations and Acting Senior Director for European Affairs on the National Security Council at the White House from July 2003 to August 2007. Before joining the National Security Council, Ms. McKibben served in various senior advisory roles in the U.S. Department of Commerce. Prior to her work in the public sector, she practiced law at Akin, Gump, Strauss & Feld LLP.

Current Public Company Directorships:

- Ecolab Inc.

Other Directorships and Memberships:

- Director, United Services Automobile Association
- Director, National Kidney Foundation
- Member, Board of Governors, West Virginia State University.
- Life Member, Council on Foreign Relations

Key Skills:

- Chief Executive Leadership and Strategy
- Investment Strategy, Corporate Development, and M&A
- Compliance, Legal, and Regulatory
- Military and Government Relations
- Corporate Governance



Stephanie L. O'Sullivan

INDEPENDENT

Former Principal Deputy Director, Office of the Director of National Intelligence

Director since: January 2021
Age: 66
Committees: Cybersecurity (Chair), Finance

Ms. O'Sullivan served as the Principal Deputy Director of the Office of the Director of National Intelligence from February 2011 to January 2017 and has served as an independent business consultant since January 2017. As the Principal Deputy Director of National Intelligence, she assisted the Director of National Intelligence in the management of day-to-day operations of the intelligence community. From December 2009 until February 2011, Ms. O'Sullivan served as the Associate Deputy Director of the Central Intelligence Agency. Prior to that appointment, she held several management positions in the agency's Directorate of Science and Technology, working to develop and deploy innovative technology in support of intelligence collection and analysis.

Prior Public Company Directorship:

- Centrus Energy Corporation (2024 - 2025)

Other Directorships and Memberships:

- Director, HRL Laboratories (formerly Hughes Research Laboratories)
- Trustee, IQT (In-Q-Tel)
- Member, National Academy of Engineering

Key Skills:

- Chief Executive Leadership and Strategy
- Technical Services Executive Leadership
- Military and Government Relations
- Corporate Governance
- Aerospace & Defense Industry Knowledge
- Advanced Technology (Future Warfare) and Innovation
- Cyber and IT Risk Management



Thomas C. Schievelbein

INDEPENDENT

Former Chairman, President and Chief Executive Officer, The Brink's Company

Director since: March 2011
Age: 72
Committees: Audit, Finance (Chair)

Mr. Schievelbein served as Chairman, President and Chief Executive Officer of The Brink's Company, a security company, from June 2012 until his retirement in May 2016. He served as President of Northrop Grumman Newport News from November 2001 to November 2004 and served as Chief Operating Officer of Newport News Shipbuilding Inc. from 1995 until 2001 and was responsible for the design, construction and maintenance of nuclear-powered aircraft carriers and submarines. His experience includes the Virginia-class submarine program, CVN-76, CVN-77 and CVN-21 aircraft carrier programs, aircraft carrier overhaul and refueling, submarine fleet maintenance, commercial and naval ship repair and business development.

Prior Public Company Directorships:

- The Brink's Company (2009 - 2016)
- McDermott International Inc. (2004 - 2012)

Other Directorships and Memberships:

- Lead Director, New York Life Insurance Co.
- Past Member, Secretary of the Navy's Advisory Panel
- Past Director, U.S. Naval Academy Foundation

Key Skills:

- Chief Executive Leadership and Strategy
- Investment Strategy, Corporate Development, and M&A
- Shipbuilding and Manufacturing Operations/Leadership
- Military and Government Relations
- Corporate Governance
- Aerospace & Defense Industry Knowledge
- Nuclear
- Advanced Technology (Future Warfare) and Innovation
- Cyber and IT Risk Management



Nick L. Stanage

INDEPENDENT

Former Chairman, President, and Chief Executive Officer, Hexcel Corporation

Director since: July 2025
Age: 67
Committees: Audit, Governance and Policy
# of Other Public Company Directorships: 2

Mr. Stanage served as Chairman, President, and Chief Executive Officer of Hexcel Corporation, a manufacturer of advanced composites for the aerospace and defense and other industries. He joined Hexcel as its President in November 2009, was named Hexcel's Chief Operating Officer in May 2012, and assumed the role of Chief Executive Officer in August 2013. Mr. Stanage retired as President and Chief Executive Officer in May 2024 and assumed the role of Executive Chairman through November 2024. Prior to joining Hexcel, Mr. Stanage served as President of the Heavy Vehicle Products group at Dana Holding Corporation from December 2005 to October 2009 and as Vice President and General Manager of the Commercial Vehicle Group from August 2005 to December 2004. From 1986 to 2005, he held various roles of increasing responsibility at Honeywell Inc.

Current Public Company Directorships:

- Hexcel Corporation
- TriMas Corporation

Other Directorships and Memberships:

- Member, Western Michigan University College of Engineering & Applied Science Industry Advisory Board

Key Skills:

- Chief Executive Leadership and Strategy
- Investment Strategy, Corporate Development, and M&A
- Corporate Governance
- Shipbuilding and Manufacturing Operations/Leadership
- Aerospace & Defense Industry Knowledge

GOVERNANCE OF THE COMPANY

Overview

We believe robust governance practices are important not only to our stockholders, but to our customers, employees, suppliers, and other stakeholders. Our corporate governance framework is designed to promote the Company's long-term success, consistent with our values. The following sections provide an overview of our corporate governance framework, the Board's role in risk oversight, and other key elements of our program.

Board Leadership Structure

The Board believes one of its primary responsibilities is to evaluate and determine from time to time the appropriate Board leadership structure to provide effective oversight of the Company. The Board evaluates, at least annually, the leadership structure, giving consideration to, among other things, the advantages and disadvantages of a combined chief executive officer and chairman role, the need for a strong, independent oversight function, and the overall governance and operating environment. The Board continues to believe it is appropriate and in the best interest of the Company and our stockholders at this time to designate an independent, non-executive Chairman of the Board.

Non-Executive Chairman

Our Bylaws provide that the Board will designate the Chairperson of the Board from among its members. Our Corporate Governance Guidelines provide further that the Board believes it is in the best interests of the Company and its stockholders for the Board to have the flexibility to determine the best director to serve as Chairman. Following the 2025 Annual Meeting, the Board designated Admiral Donald as our non-executive Chairman of the Board. Admiral Donald has served in this role since April 2020.

Our non-executive Chairman has the following responsibilities as set forth under our Corporate Governance Guidelines:

- chair all Board and stockholder meetings, including executive sessions of the independent directors;
- serve as a liaison between the Chief Executive Officer and the independent directors;
- ensure the quality, quantity and timeliness of the flow of information from management to the Board (although management is responsible for the preparation of materials for the Board, the non-executive Chairman may specifically request the inclusion of certain materials);
- approve the agendas of the Board meetings, taking into account the requests of other Board and committee members;
- set an appropriate schedule for Board meetings to assure there is sufficient time for discussion of all agenda items;
- along with the Chair of the Governance and Policy Committee, interview all Board candidates and make recommendations to the Governance and Policy Committee and the Board;
- have the authority to call meetings of the Board and meetings of the independent directors; and
- if requested by the Chief Executive Officer, be available for consultation and direct communication with stockholders.

Role of the Board of Directors

We believe the foundation of sound corporate governance is a board of directors whose independence, skills, experience, and judgment enable the Board to oversee management of the Company effectively and provide constructive advice and counsel. In addition to its general oversight role, the Board, together with the standing Board committees, perform a number of important functions for the Company, including those listed below.

STRATEGY, RISK, AND PERFORMANCE

- reviewing, approving, and monitoring the Company's long-range business strategies
- reviewing and monitoring the performance of the Company, including the Company's financial condition
- understanding and assessing the significant enterprise risks to which the Company is subject and overseeing management of those enterprise risks
- reviewing and approving significant corporate transactions and commitments not entered into in the ordinary course
- monitoring and evaluating the performance of the Company and management

HUMAN CAPITAL

- selecting our Chief Executive Officer and electing officers of the Company
- overseeing and evaluating the performance of the Chief Executive Officer and other executive officers
- overseeing succession plans for our Chief Executive Officer and other senior executives
- reviewing and approving executive compensation

GOVERNANCE

- overseeing policies to maintain the integrity of the Company, including the integrity of the Company's financial statements, compliance with legal requirements, and the Company's ethics and business conduct standards
- overseeing our sustainability program
- providing advice and counsel to management
- evaluating the effectiveness of the Board and its committees

The Board’s Role in Risk Oversight

As noted above, the Board’s responsibilities include oversight of enterprise risk management (“ERM”), which includes overseeing our system of financial and operational internal controls, our compliance with applicable laws and regulations, data and cybersecurity risks, and our processes for identifying, assessing, and mitigating other significant enterprise risks that may affect the Company. The Board in its oversight role seeks to ensure that management is identifying, appropriately managing, and mitigating the Company’s significant enterprise risks. While the Board and its committees oversee risk management, management is responsible for identifying, assessing, managing, and mitigating risks on a day-to-day basis.

Management has implemented a robust ERM program that is designed to identify, assess, manage, and mitigate significant enterprise risks. Our ERM program is managed by an Enterprise Risk Committee comprised of management from across business units and programmatic and functional disciplines within the Company. The Enterprise Risk Committee is responsible for overseeing the annual enterprise risk assessment process, overseeing development of, and monitoring, enterprise risk mitigation plans, assessing risk correlations, monitoring emerging and evolving risks, and generating data and reports to facilitate management decision-making and the Board’s overall risk oversight function.

The Board and its committees are responsible for understanding and evaluating the Company's ERM program and its effectiveness. On an annual basis, the Board is briefed by management on the Company’s ERM program, which includes a report on the Company’s annual enterprise risk assessment process, a review of the identified enterprise risks and risk assessments, and assessments of management’s ability to mitigate appropriately the identified enterprise risks. Management also briefs the Board or a Board committee on a periodic basis on certain significant enterprise risks, which includes a report from management’s risk owner and the related risk mitigation plan. Management generally seeks to brief the Board annually on each Tier 1 enterprise risk, which consists of those enterprise risks most likely to significantly impact the Company if they were to occur. The Board is updated on an interim basis on any significant changes to the Company’s enterprise risk roster and any other material developments affecting the Company’s ERM program.

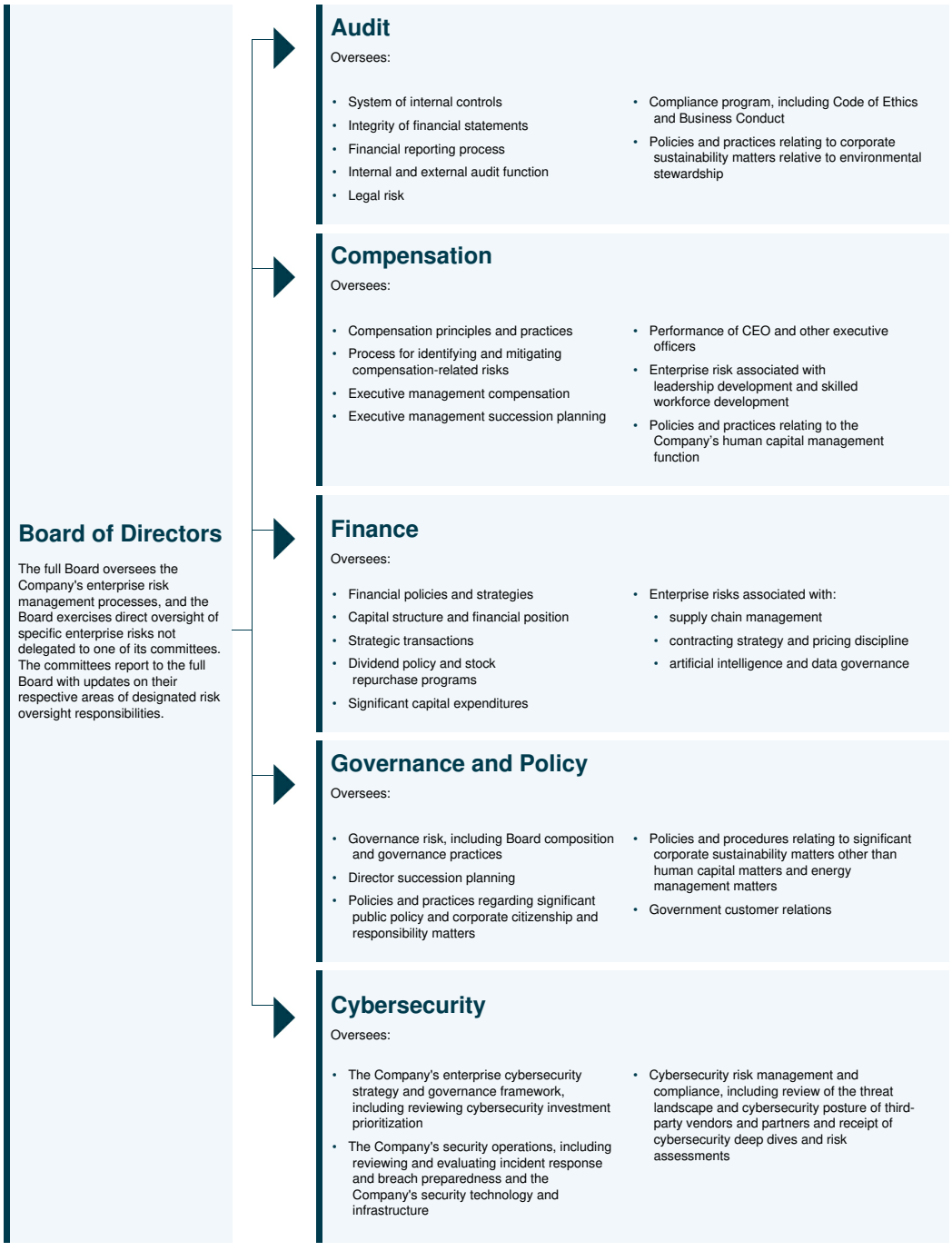
The Governance and Policy Committee is responsible for, among other things, (1) developing and recommending to the Board the processes for the Board’s oversight of the Company’s risk management and (2) monitoring the Board’s oversight of risk management. In furtherance of this responsibility, the Governance and Policy Committee evaluates the enterprise risk roster generated from the Company’s enterprise risk assessment, allocates oversight responsibilities among the full Board and individual Board committees, and approves the annual schedule for briefing enterprise risks to the Board and its committees.

Risks are inherent in the Company’s operations and the pursuit of its strategy, and oversight of risk management is a continuous process. The Board and its committees regularly engage with management in support of a culture of transparency, integrity, and risk awareness. Directors also are encouraged to communicate directly with senior management, which they do on a routine basis.

BOARD AND COMMITTEE OVERSIGHT OF CYBERSECURITY

The Cybersecurity Committee supports the Board’s oversight of data and cybersecurity-related risks and facilitates closer Board oversight of the Company’s management and mitigation of data and cybersecurity risks. In addition to the oversight responsibilities described in this section, the Cybersecurity Committee also participates with management periodically in a “tabletop” exercise to test the Company’s cybersecurity incident response plan.

While the full Board has ultimate responsibility for the oversight of risk management, each of our Board committees assists the Board in its oversight of certain enterprise risks. Each committee periodically reports to the Board with respect to its oversight of these enterprise risks.



Board Committees

The Board has five standing committees: the Audit Committee, the Compensation Committee, the Cybersecurity Committee, the Finance Committee, and the Governance and Policy Committee. The Board has determined that the members of each Board committee are independent under our Corporate Governance Guidelines and applicable SEC and NYSE independence standards. The charters for each committee can be viewed on our website at www.hii.com.

Audit Committee

The Audit Committee's responsibilities include:

- Overseeing the Company's relationship with its independent auditor, including (i) reviewing and pre-approving each service and related fees considered to be auditing services and permitted non-audit services and (ii) meeting with the independent auditor to review, among other things, all critical accounting policies, all material alternative accounting treatments discussed with management, and all material written communications with management;
- Overseeing our internal audit function;
- Overseeing financial statement and disclosure matters, including meeting with management, the internal auditors, and the independent auditor to review and discuss the content of our periodic reports, including financial information, and management's assessment of internal control over financial reporting;
- Reviewing and overseeing HII's policies and practices relating to corporate sustainability matters relative to environmental stewardship; and
- Overseeing other matters, including our major financial risk exposures and our compliance program.

The current members of the Audit Committee are Mr. Denault (chair), General Collins, Admiral Faller, Mr. Schievelbein, Mr. Stanage, and Mr. Welch. General Collins will rotate off the Audit Committee in April 2026.

Each member of the Audit Committee is financially literate, and Mr. Denault qualifies as an "audit committee financial expert," as defined under applicable SEC rules.

Compensation Committee

The Compensation Committee's responsibilities include:

- Establishing annual and long-term performance goals and objectives for the Chief Executive Officer and all other elected officers, and evaluating those officers against their goals and objectives;
- Reviewing, approving, and submitting for ratification by the independent members of the Board the Chief Executive Officer's compensation;
- Reviewing and approving the direct and indirect compensation of all other elected officers;
- Reviewing and recommending to the Board matters concerning compensation of Board members;
- Reviewing the succession of qualified executive management;
- Identifying, in consultation with management, the appropriate peer group for competitive comparisons and relative position of pay levels versus peers;
- Overseeing our policy regarding the recovery of performance-based short- or long-term cash or equity incentive compensation payments in certain circumstances; and
- Overseeing and periodically reviewing the Company's management of its human capital risk and the policies and practices with respect to employee engagement and experience.

The current members of the Compensation Committee are Ms. Harker (chair), Admiral Donald, Mr. Jimenez, and Ms. Kelly. Each member of the Compensation Committee qualifies as a non-employee director under SEC Rule 16b-3.

Cybersecurity Committee

The Cybersecurity Committee's responsibilities include:

- Reviewing the Company's cybersecurity strategy and framework and its alignment with the Company's business strategy;
- Reviewing and discussing with management threat intelligence sources and the Company's analysis of the threat landscape and potential impact on the organization;
- Reviewing and discussing with management the Company's cybersecurity policies and procedures and compliance with applicable regulatory requirements;
- Overseeing cybersecurity risk assessments and mitigation efforts, including by receiving cybersecurity risk "deep dives" based on the results of current risk assessments and reviewing the cybersecurity postures of third-party vendors and partners;
- Reviewing the Company's incident response plan, readiness, and preparedness, including any significant cybersecurity incidents, breaches, or vulnerabilities, and the effectiveness of mitigation efforts;
- Evaluating the prioritization of the Company's cybersecurity investments roadmap based on the Company's risk assessments, threat intelligence, and organizational priorities;
- Reviewing and discussing with management the Company's cybersecurity in artificial intelligence, through upholding ethical, legal, and responsible use of data and artificial intelligence technologies;
- Reviewing and discussing with management the Company's information technology disaster recovery capabilities.

The current members of the Cybersecurity Committee are Ms. O'Sullivan (chair), General Collins, Admiral Donald, and Ms. McKibben.

Governance and Policy Committee

The Governance and Policy Committee's responsibilities include:

- Developing and recommending to the Board criteria for Board membership;
- Identifying candidates qualified to serve on the Board and recommending nominees for election to the Board;
- Reviewing the Company's Corporate Governance Guidelines and other governance documents, including the Company's Certificate of Incorporation and Bylaws;
- Reviewing stockholder proposals and recommending any Board responses;
- Reviewing and overseeing the Company's policies and practices with respect to significant public policy and corporate citizenship and responsibility matters;
- Reviewing and overseeing the Company's policies and practices with respect to government relations, including political activities, and providing oversight of the compliance and policies of the Company's political action committee;
- Reviewing and overseeing the Company's policies and practices relating to significant corporate sustainability matters, other than human capital matters and energy management matters, including environmental compliance, employee health and safety, ethical business conduct, and human rights;
- Overseeing the Company's policies and procedures for reviewing and approving related person transactions and reviewing and overseeing related person transactions for potential conflicts of interest;
- Overseeing the evaluation of the Board; and
- Generally monitoring the Board's oversight of risk management.

The current members of the Governance and Policy Committee are Mr. Welch (chair), Mr. Jimenez, Ms. Kelly, Ms. McKibben, and Mr. Stanage. Effective upon Mr. Welch's retirement, General Collins will join, and become chair of, the Governance and Policy Committee.

Finance Committee

The Finance Committee's responsibilities include:

- Overseeing and reviewing our financial affairs, strategies, and policies;
- Reviewing and making recommendations to the Board regarding:
  - our financial policies and strategies, capital structure, and financial condition;
  - our issuances of debt and equity securities and significant borrowing transactions;
  - strategic transactions;
  - our dividend policy and stock repurchase programs; and
  - significant capital expenditures;
- Reviewing and providing strategic oversight with respect to the policies, strategies, and performance of employee benefit plan trust assets;
- Providing oversight to ensure that our financial policies and strategies are consistent with our capital budget, annual operating plan, and strategic plan; and
- Overseeing significant operational matters that could have an impact on the Company's financial performance, customer relations, or reputation.

The current members of the Finance Committee are Mr. Schievelbein (chair), Mr. Denault, Admiral Faller, Ms. Harker, and Ms. O'Sullivan.

Board Meetings and Executive Sessions

The Board meets as frequently as necessary to discharge its responsibilities. Regular meetings of the Board are held at least quarterly, and special meetings may be called as necessary or appropriate.

The Board, with no members of management present (including directors who are also officers of the Company), has the opportunity to meet in executive session at each regularly scheduled Board meeting. In addition, our Corporate Governance Guidelines provide that at least one executive session of independent directors will be held each year. The non-executive Chairman presides over the executive sessions. In 2025, the independent directors met in executive session at all five regular Board meetings during the year.

The Audit Committee meets at each of its regular meetings in separate executive sessions with management, our independent auditor, our Vice President of Internal Audit, and with only committee members present. The Compensation Committee, the Cybersecurity Committee, the Governance and Policy Committee, and the Finance Committee also meet in executive session on a routine basis with only members of the committee and other attending non-employee Board members present.

MEETINGS AND ATTENDANCE

The Board held five meetings in 2025. In addition, the Board held six Audit Committee, five Compensation Committee, five Cybersecurity Committee, five Governance and Policy Committee, and five Finance Committee meetings. Each director attended 75% or more of the meetings of the Board and the committees on which he or she served during 2025.

Our Corporate Governance Guidelines include an expectation that all directors will attend our annual meetings of stockholders. All of our directors who were nominees for election at the 2025 Annual Meeting attended the annual meeting.

Director Nomination Process

The Governance and Policy Committee is responsible for recommending director nominees to the Board for election by our stockholders and for identifying and recommending candidates to fill any vacancies that occur on the Board. The Governance and Policy Committee may use a variety of sources to identify candidates, including recommendations from independent directors or members of management, search firms, communications with other persons who may know of suitable candidates to serve on the Board, and stockholder recommendations.

CRITERIA FOR BOARD MEMBERSHIP

The Board believes all director candidates must possess certain fundamental qualifications in addition to specialized skills and experience contributed by individual directors. The Board and the Governance and Policy Committee consider the qualifications of directors and director candidates individually and in the broader context of the Board's collective skills and experience in light of the current and future needs of the Board.

In evaluating a director candidate, the Governance and Policy Committee reviews the candidate's background, qualifications, and experience. Director candidates must possess the following fundamental qualifications:

- high personal and professional integrity and ethical standards;
- relevant educational and professional background;
- ability to represent the best interests of all stockholders; and
- ability and willingness to devote appropriate time and resources to service.

Prospective directors also must be willing to submit to a background check necessary for a security clearance.

In addition to the minimum qualifications for all director candidates, the Board and the Governance and Policy Committee consider, among other things:

- the business and industry experience, professional background, and particular skills of the candidate most beneficial to service on our Board;
- the personal integrity, judgment, independence, leadership, and reputation of the candidate;
- an understanding of areas such as finance, marketing, regulation, and public policy; and
- the absence of any potential conflicts of interest with the Company's interests.

As part of the nomination and evaluation process, director candidates are interviewed by the Chairman of the Board, the chair and members of the Governance and Policy Committee and any other members of the Board who express a desire to meet a candidate.

The Governance and Policy Committee considers the size of the Board and the criteria for Board membership set forth above, giving due consideration to any specific skills, background and/or experiences a director candidate may possess, in determining the candidates to recommend to stockholders for election at each annual meeting of stockholders. The Governance and Policy Committee reviews the composition of the Board as a whole and makes director nominee recommendations with a goal of achieving the optimal mix of experience, expertise, skills, specialized knowledge, and other factors.

STOCKHOLDER NOMINATIONS

Stockholders who wish to recommend director candidates for consideration by the Governance and Policy Committee must submit the name, relevant information about the candidate, and an indication of the consent of the proposed nominee in writing to the Corporate Secretary. All director candidates recommended by stockholders are required to meet the criteria for directors described above, and candidates who meet such criteria will be evaluated by the Governance and Policy Committee. In accordance with our Corporate Governance Guidelines, the Governance and Policy Committee will evaluate director candidates recommended by stockholders in the same manner as candidates identified through other means.

Stockholders who wish to nominate a person for election as a director at an annual meeting must follow the procedures set forth in our Bylaws. Additionally, our proxy access bylaws provide that a stockholder, or group of up to 20 stockholders, that has owned 3% or more of our outstanding common stock continuously for at least three years as of both the date the notice of the proxy access nomination is received by the Company and the record date for the determination of stockholders entitled to vote at the annual meeting may nominate and include in our proxy materials director candidates constituting up to the greater of 25% of the number of directors then in office as of the last day on which a notice of proxy access nomination may be delivered under our proxy access bylaws or two directors. Stockholders who wish to nominate director candidates for inclusion in our proxy materials under our proxy access bylaw provisions must satisfy the requirements set forth in our Bylaws, as described under “Future Stockholder Proposals and Nominations of Directors” in this Proxy Statement. The Board may exclude any Stockholder Nominee from our proxy materials if the Stockholder Nominee or Eligible Stockholder(s) fail to meet the requirements or provide the undertakings set forth in our Bylaws or Corporate Governance Guidelines and for other reasons set forth in our Bylaws. The Board expects to evaluate any director candidates nominated through the proxy access process in the same manner as other director candidates are evaluated.

RETIREMENT POLICY

We have a retirement policy that provides for a director to retire at the annual meeting following the earlier of the director’s 76th birthday or 15 years of service on the Board. Upon the recommendation of the Governance and Policy Committee, the Board may waive either of these requirements as to any director if the Board deems a waiver to be in the best interests of the Company.

In addition to our retirement policy, when a director’s principal occupation or business association changes substantially during his or her tenure as a director, the Board expects the affected director to tender his or her resignation for consideration by the Governance and Policy Committee and the Board, as provided in our Corporate Governance Guidelines. When a director becomes aware of any other significant change in their personal circumstances, including a change that may adversely reflect upon the director or the Company, the Board expects the director to notify the Governance and Policy Committee of such circumstances; the Governance and Policy Committee will consider the circumstances, and may, in certain cases, recommend to the Board the action, if any, to be taken with respect to such change.

Board Memberships and Other Relationships

The Board expects directors (as well as any director candidates) to ensure they can commit sufficient time and attention to Board activities. Our objective is for the collective skills, experiences, attributes, and perspectives of Board members to create an outstanding, dynamic, and effective Board and strengthen the Board’s ability to oversee the Company’s business, enhance its performance, and represent the long-term interests of stockholders. Our non-employee directors are expected to serve on Board committees, supporting the Board’s mission by providing expertise to those committees, and the oversight responsibilities of those committees are considered when evaluating director candidates. The Board and the Governance and Policy Committee also consider other attributes, including the backgrounds and experiences of prospective directors, when selecting director nominees.

Service on Other Boards. In accordance with our Corporate Governance Guidelines, the Board considers the number of boards of other public companies and audit committees of other public companies on which a director candidate serves. Under our Corporate Governance Guidelines, directors should not serve on more than four boards of publicly traded companies, including our Board, and our directors who also serve as chief executive officers or in equivalent positions of other companies should not serve on more than one other board of a publicly traded company, in each case without the approval of the Chairman of the Board. A director who is a full-time employee of our Company may not serve on the board of directors of more than two other publicly traded companies, unless approved by the Board. No member of our Audit Committee may serve on the audit committees of more than three publicly traded companies (including our Company) without the approval of the Board, which must determine annually that such simultaneous service would not impair the ability of the member to effectively serve on our Audit Committee. In 2025, the Board conducted its regular review of directors' other commitments and determined each director was in compliance with applicable policies.

Director Independence

The Board and the Governance and Policy Committee annually determine whether our directors are independent after reviewing and considering a director's relevant relationships and arrangements with the Company. Under our Corporate Governance Guidelines, to be considered independent: (i) a director must be independent as determined in accordance with the NYSE Listed Company Manual and (ii) in the Board's judgment, the director must not have a material relationship with the Company (either directly or as a partner, stockholder, or officer of an organization that has a relationship with the Company).

Our Corporate Governance Guidelines provide that a director may be considered to have a material relationship with the Company if, among other potential considerations, the director:

- has, or has an immediate family member who has, within the prior three years, owned, either directly or indirectly as a partner, stockholder, or officer of another company, more than 5% of the equity of an organization that has a material business relationship with the Company (including as a significant purchaser or supplier of goods or services); or
- serves as an officer, director, or trustee of a tax-exempt organization, and the Company's discretionary contributions to such organization exceed the greater of $1 million or 2% of that organization's consolidated gross revenues (excluding any amounts contributed under the Company's automatic matching of employee charitable contributions).

Ownership of a significant amount of the Company's stock, by itself, does not constitute a material relationship under our Corporate Governance Guidelines. The Board has considered relevant relationships between the Company and each non-employee director to determine compliance with the independence requirements included in our Corporate Governance Guidelines. Based upon its review, the Board determined that all of the directors, other than Mr. Kastner, are independent. The Board also determined that each current member of the Audit Committee satisfies the additional SEC independence requirements applicable to audit committee members and that each current member of the Compensation Committee satisfies the enhanced independence requirements of the NYSE listing standards.

Board and Committee Evaluations

The Board conducts an annual self-evaluation of its performance and delegates to the chairs of the individual Board committees the responsibility to conduct evaluations of the performance of the respective committees. The Board evaluation is overseen by the Governance and Policy Committee. The Board has utilized a mix of self-evaluation processes from year to year. For 2025, the Chairman interviewed each Board member for the self-evaluation process with each director receiving in advance potential topics for discussion.

Annual Self-Evaluation Process

1. Governance and Policy Committee members meet to discuss the nature and format of annual Board and committee self-evaluation process
2. Each Board member receives in advance potential topics for consideration and discussion for the Board and committee self-evaluation
3. Board members meet one-on-one with the Chairman to discuss their assessments and to provide feedback; committee evaluations conducted during an executive session of each committee
4. The Chairman shares feedback received with the Governance and Policy Committee and the Board
5. The Board reviews the results and considers any actions based on the results, as appropriate

How Results are Used:

The Board uses the results of its annual self-evaluation to identify opportunities for enhancement of overall Board governance and oversight, including any steps to implement such enhancements.

The evaluations also assist the Board in identifying critical skills or expertise needed amongst the Board.

Director Education

We believe director education is critical to effective Board oversight and good corporate governance, and utilize a variety of methods to support continued director education, including in-person director orientation and onboarding, site visits, and briefings on specific Board development topics on a routine basis during Board meetings. Our directors also are encouraged to attend director continuing education programs periodically. The Board has adopted an informal policy encouraging each director to attend at least one external director education program on a biennial basis. We make available to the Board a roster of continuing director education programs offered by leading director education organizations, facilitate registrations for directors to attend such programs, and reimburse directors for expenses incurred to attend such programs.

We track the education programs, both external and internal, that individual directors attend, and the Governance and Policy Committee reviews those reports on at least an annual basis.

Code of Ethics and Business Conduct

Our Board of Directors has adopted a Code of Ethics and Business Conduct (the “Code”), which applies to our directors, officers, and employees. It identifies core values, standards, and behaviors that guide our officers, directors, and employees in the discharge of their duties and responsibilities on behalf of the Company. The Code also includes the commitments the Company has made to its employees, customers, stockholders, communities, and suppliers. The Code addresses, among other matters, conflicts of interest, corporate opportunities, trading in Company securities, political contributions, and treatment of confidential information. Employees are required to report any conduct they believe in good faith is an actual or apparent violation of the Code. The Code also includes provisions applicable to our principal executive officer, principal financial officer, principal accounting officer and/or controller, and other persons performing similar functions, as required by SEC rules.

Insider Trading Policy

We have adopted an Insider Trading Policy applicable to the Company’s directors, officers, and employees that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the NYSE listing standards. Our Insider Trading Policy states, among other things, that our directors, officers, and employees are prohibited from trading in our securities while aware of material, nonpublic information. The foregoing summary does not purport to be complete and is qualified by reference to our Insider Trading Policy filed as an exhibit to our 2025 Form 10-K.

Communications with the Board

Stockholders and other stakeholders can communicate with the Board, our non-executive Chairman, our independent directors as a group, individual directors, or any of the standing Board committees in care of the Corporate Secretary, Huntington Ingalls Industries, Inc., 4101 Washington Avenue, Newport News, Virginia 23607. Stockholders and other stakeholders may also communicate with our non-executive Chairman, or specific committee chairs, by writing to one of the emails identified in our Corporate Governance Guidelines. At the direction of the Board, correspondence received may be opened and screened for security purposes.

Communications from stockholders and other stakeholders are distributed to the Board, the applicable Board committee, or an individual director or directors, as appropriate, depending on the facts and circumstances of the communication. The Board has requested that certain items unrelated to the duties and responsibilities of the Board be excluded or redirected, as appropriate, such as: business solicitations or advertisements; junk mail and mass mailings; resumes and other forms of job inquiries; and surveys. In addition, communications that are unduly hostile, threatening, or similarly unsuitable will be excluded. Notwithstanding the foregoing, any communication will be made available to any director upon his or her request.

DIRECTOR COMPENSATION

Our director compensation program for non-employee directors is comprised of both cash retainers and equity awards in the form of either deferred stock units or shares of our common stock and is designed to:

- promote alignment with long-term stockholder interests;
- enable us to attract and retain outstanding directors who meet the criteria described under “Governance of the Company” above;
- recognize the substantial time commitments necessary to oversee HII’s business; and
- support the independence of thought and action expected of directors.

The Compensation Committee reviews annually our non-employee director compensation, with the assistance of its independent compensation consultant, and recommends any changes to the Board for approval. In 2025, at the request of the Compensation Committee, the independent compensation consultant conducted an assessment of the competitive market for outside director compensation against the peer group for our 2025 NEO compensation analysis and concluded that the annual cash retainer and annual equity award component of our outside director compensation trailed the median of our peer group. Accordingly, in October 2025, the Compensation Committee recommended to the Board, and the Board approved, updates to the current non-employee director fee structure. Effective January 1, 2026, the annual cash retainer and annual equity grant increased to $130,000 and $195,000, respectively.

Director Compensation

The following table sets forth the annual fees payable to our non-employee directors for the year ended December 31, 2025.

	2025 Amount[1] ($)
Annual Cash Retainer	120,000
Non-Executive Chairman Retainer	250,000
Committee Chair Retainers	
Audit	25,000
Compensation	20,000
Cybersecurity	20,000
Governance and Policy	20,000
Finance	20,000
Committee Member Retainers	
Audit	17,500
Compensation	7,500
Cybersecurity	7,500
Governance and Policy	7,500
Finance	7,500
Annual Equity Grant[2]	165,000

(1) Retainer fees are paid on a quarterly basis in arrears at the end of each quarter.

(2) The annual equity grant is issued as deferred stock units or, at the director’s election, shares of common stock and is payable on a quarterly basis on the first trading day of each quarter. Each non-employee director receives the number of restricted stock units or shares of common stock determined by dividing $41,250 by the per share closing price of our common stock on the date of grant, rounded down to the nearest whole unit or share.

Non-employee directors may elect to receive their annual cash retainers in the form of stock units payable upon termination of the director's board service. Non-employee directors who elect to receive their annual cash retainers in the form of stock units and own shares of our common stock having a value of at least five times the director's annual cash retainer may elect to receive for the following calendar year either shares of our common stock or stock units that are payable in the fifth calendar year after the year in which the stock units are earned (or, if earlier, upon termination of the director's board service). If no election is made or if desired, the non-employee director will continue to receive stock units payable upon termination of the director's board service.

Director stock unit awards are made under, and subject to, the terms and conditions of the Company's 2022 Long-Term Incentive Stock Plan. Non-employee directors receive dividend equivalents on their outstanding and unpaid stock units. Dividend equivalents are subject to the same vesting, payment, and other provisions as the underlying restricted stock units.

If a non-employee director owns shares of our common stock having a value of at least five times the director's annual cash retainer, the director may elect to receive his or her annual equity award in the form of either shares of our common stock or stock units that are payable in the fifth calendar year after the year in which the annual equity award is earned (or, if earlier, upon termination of the director's board service). If no election is made or if desired, the non-employee director will continue to receive stock units payable upon termination of the director's board service.

POLICY AGAINST HEDGING AND PLEDGING COMPANY SECURITIES

Our Insider Trading Policy prohibits Board members, all vice presidents, director-level employees, and certain other designated employees from engaging in any of the following transactions:

- speculative transactions in Company securities (including trades in puts, calls, or other derivative securities or short sales of Company securities),
- holding Company securities in a margin account or pledging Company securities as collateral for a loan or other transaction, or
- hedging transactions involving Company securities (including zero cost collar transactions and forward sale contracts).

2025 Director Compensation Table

The following table sets forth the compensation of our non-employee directors for the year ended December 31, 2025.

Name	Fees Earned or Paid in Cash[1] ($)	Stock Awards ($)[2]	All Other Compensation ($)	Total ($)
Augustus L. Collins	145,000	164,655	—	309,655
Leo P. Denault	151,953 [3]	164,655	—	316,608
Kirkland H. Donald	370,000	164,655	—	534,655
Craig S. Faller	145,000	164,655	—	309,655
Victoria D. Harker	147,500	164,655	—	312,155
Frank R. Jimenez	135,000	164,655	—	299,655
Anastasia D. Kelly	135,000	164,655	—	299,655
Tracy B. McKibben	135,000	164,655	—	299,655
Stephanie L. O'Sullivan	147,500	165,655	—	313,155
Thomas C. Schievelbein	157,500	164,688	—	322,188
Nick L. Stanage[4]	61,467	69,878	—	131,345
John K. Welch	157,500	164,655	—	322,155

(1) Amounts reflect the annual cash retainer paid to each director, including any applicable annual committee and committee chair retainers and any applicable Non-Executive Chairman retainer. As described above, a director may elect to defer all or a portion of his or her annual cash retainer into a deferred stock unit account. Amounts deferred as stock units in lieu of the cash retainer are reflected in this column.

(2) Amounts represent the value of stock units awarded to each of our non-employee directors in 2025. The amount reported for each director reflects the aggregate fair value of the stock units awarded on the grant date, as determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Stock Compensation. The aggregate number of stock units held by each non-employee director, including additional stock units credited as dividend equivalents, as of December 31, 2025 is provided in the table below.

Name	Total Deferred Stock Units
Augustus L. Collins	10,544
Leo P. Denault	4,023
Kirkland H. Donald	6,531
Craig S. Faller	1,597
Victoria D. Harker	7,751
Frank R. Jimenez	3,001
Anastasia D. Kelly	17,748
Tracy B. McKibben	5,305
Stephanie L. O'Sullivan	3,745
Thomas C. Schievelbein	22,727
Nick L. Stanage	256
John K. Welch	7,493

(3) Mr. Denault elected to receive his 2025 cash retainers in the form of stock units.

(4) Mr. Stanage was elected to the Board of Directors effective July 29, 2025.

PROPOSAL

2

Advisory Vote to Approve Compensation of Named Executive Officers

Each year stockholders have the opportunity to approve, on an advisory (non-binding) basis, the compensation of our NEOs as required under Section 14A of the Securities Exchange Act of 1934. This vote is often referred to as "say-on-pay." We encourage stockholders to read the Compensation Discussion and Analysis ("CD&A"), the accompanying compensation tables, and the related narrative disclosures contained in this Proxy Statement.

Our compensation programs are:

- primarily customer-focused, rewarding safety, quality, cost and schedule performance, and stockholder friendly, rewarding consistent achievement of strong financial results and increasing stockholder value;
- designed to influence outcomes and provide a balance between short- and long-term performances;
- based on achievement of clear and measurable financial results and accountabilities, with an emphasis on performance-based compensation, and formula-based with appropriate levels of discretion for adjustments;
- competitive within the market, with measures oriented to promoting strong improvements in HII's business results as the predominant factor;
- intended to be disclosed and explained in a transparent and understandable manner, with clear and concise goals to enable the assessment of performance by our Compensation Committee and by our stockholders through the CD&A;
- designed to produce significant individual rewards for achievement of business goals through both annual operating performance and increased stockholder value and to negatively impact executive compensation for failure to achieve business goals;
- intended to promote alignment of management and stockholder interests through establishment of stock ownership requirements and monitoring of related executive compliance;
- designed to mitigate excessive risk by emphasizing a long-term focus on compensation and financial performance through the mix of long-term compensation awards, selection of performance criteria, and oversight of compensation programs; and
- intended to be applied consistently for all incentive plan participants to ensure proper alignment, accountability, and line-of-sight regarding commitments and priorities.

Recommendation

We believe our compensation program, with its balance of base salary, short-term incentives (annual cash incentive awards), and long-term incentives (performance and time-based equity awards), rewards sustained performance that is aligned with long-term customer and stockholder interests. Accordingly, the Board recommends that stockholders approve the following resolution:

"RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure."

The Board recommends a vote **FOR** this Proposal 2.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis, or CD&A, provides information relevant to understanding the 2025 compensation of our Named Executive Officers ("NEOs").

HII is a global, all-domain defense partner, with a mission to deliver the world's most powerful ships and all-domain solutions in service of the nation, creating the advantage for our customers to protect peace and freedom around the world. For more than a century, our Newport News Shipbuilding segment in Virginia and Ingalls Shipbuilding segment in Mississippi have built more ships in more ship classes than any other U.S. naval shipbuilder, making us America's largest shipbuilder. Our Mission Technologies segment develops integrated technology solutions and products that enable today's connected, all domain force. Headquartered in Newport News, Virginia, we employ approximately 44,000 people domestically and internationally. The goal of our executive compensation program is to support a pay for performance culture by implementing compensation programs that are market competitive, customer-focused, and fair to our stockholders.

Our 2025 NEOs are listed below. For information regarding their business experience and other biographical information, see the disclosure under the heading "Information about our Executive Officers" in Part III, Item 10 of our 2025 Form 10-K, which is incorporated herein by reference.



Christopher D. Kastner
President and Chief Executive Officer



Thomas E. Stiehle
Executive Vice President and Chief Financial Officer



Brian D. Blanchette
Executive Vice President and President, Ingalls Shipbuilding



Chad N. Boudreaux
Executive Vice President and Chief Legal Officer



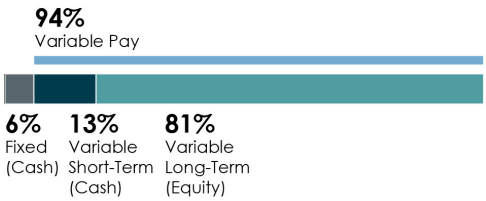
Edgar A. Green III
Executive Vice President and President, Mission Technologies

EXECUTIVE SUMMARY

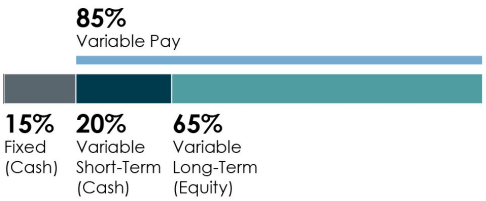
Our executive compensation program and practices are described in detail over the following pages. We have designed our executive compensation program to attract, motivate, and retain highly qualified executives, incentivize our executives to achieve business objectives, reward performance, and align the interests of our executives with the interests of our stockholders and customers. The fundamental philosophy of our executive compensation program, set by the Compensation Committee of the Board, is pay for performance. Our compensation program is designed to balance performance-based compensation over the short-term and long-term to incentivize decisions and actions that promote stockholder value and focus our executives on performance that benefits our stockholders and customers, while discouraging inappropriate risk-taking behaviors.

The following charts set forth the percentage of total compensation corresponding to each compensation element received by our CEO and by our other NEOs collectively in 2025.

CEO Compensation Mix[1]



Other NEOs Compensation Mix[2]



(1) Total direct compensation does not include perquisites and other benefits.

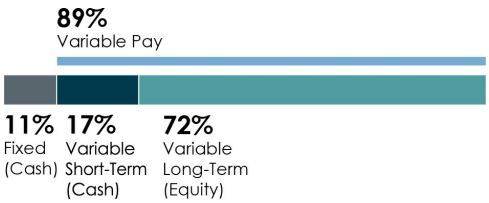
(2) Chart reflects average allocation for the NEOs other than our CEO. Total direct compensation does not include perquisites and other benefits.

PAY FOR PERFORMANCE

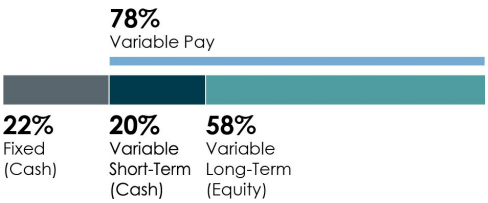
Our pay for performance philosophy and compensation principles allow us to provide significant reward opportunities to our NEOs linked to the achievement of our financial and operational goals. Above all, these goals are customer-focused, rewarding achievement of safety, quality, cost, and schedule goals, and stockholder-friendly, rewarding consistent achievement of strong financial results and building or increasing stockholder value.

This focus on performance is demonstrated in the total targeted compensation mix of our NEOs, which is heavily weighted toward the variable short-term performance-based elements, and toward the long-term and equity-based elements. The following charts set forth the percentage of total target compensation corresponding to each compensation element for our CEO and for our other NEOs collectively for 2025.

CEO Target Compensation Mix[1]



Other NEOs Target Compensation Mix[2]



(1) Total target compensation does not include perquisites and other benefits.

(2) Chart reflects average allocation for the NEOs other than our CEO. Total target compensation does not include perquisites and other benefits.

2025 NEO Key Compensation Decisions

Key compensation decisions for our NEOs for 2025 included the following:

- All NEOs, with the exception of Mr. Blanchette, received performance-based merit increases in their base compensation for 2025. Mr. Blanchette was elected Executive Vice President and President, Ingalls Shipbuilding, effective January 1, 2025. His base compensation was established at the time of his election based on market data. In addition, Messrs. Stiehle and Boudreaux received market adjustments based on market data.
- Targets as a percentage of base salary for annual incentive awards for 2025 under our AIP changed for all NEOs from 2024 based on market data. Mr. Kastner's target as a percentage of base salary increased from 145% to 150%. Messrs. Stiehle, Boudreaux, and Green's target as a percentage of base salary increased from 80% to 90%. Mr. Blanchette's target as a percentage of base salary was established at 90% at the time of his election. Based on our performance for 2025, as well as the individual performances of our NEOs, payout awards to NEOs under our AIP were approved at levels that ranged from 142% to 162% of targets.
- Targets for long-term incentive awards for 2025 changed for all NEOs from 2024 based on market data. Long-term incentive awards consisted of restricted performance stock rights, which vest only upon achievement of performance metrics measured over a three-year period, and restricted stock rights, which vest on a three-year graded schedule.

2025 Business Highlights

We are proud of our many operational achievements in 2025 and are focused on carrying that momentum into 2026 and beyond. We achieved significant operational milestones on our programs and made meaningful contributions to United States national security. We have more than 40 ships at Ingalls and NNS in active construction or modernization and are focused on our performance and increasing our shipbuilding throughput.

2025 financial highlights included:

$16.9 billion in new contract awards, bringing backlog at year-end to **$53.1 billion**

Record consolidated revenues of **$12.5 billion**, an 8.2% increase over prior year

$15.39 diluted earnings per share, a 10.2% increase over prior year.

Record Mission Technologies revenues of **$3.0 billion**, a 3.6% increase over the prior year

$213 million distributed via dividends; grew quarterly dividend by 2.2% to $1.38

Our operational achievements in 2025 included:

Ingalls Shipbuilding 2025 Highlights

- Launched and christened guided missile destroyer *Jeremiah Denton* (DDG 129)
- Christened amphibious transport dock *Harrisburg* (LPD 30)
- Began fabrication of amphibious transport dock *Philadelphia* (LPD 32)
- Signed MOA with HD Hyundai Heavy Industries to explore opportunities to collaborate on accelerating ship production
- Selected by the U.S. Navy to design and build the future frigate FF(X)
- Delivered guided missile destroyer *Ted Stevens* (DDG 128) to the U.S. Navy

Newport News Shipbuilding 2025 Highlights

- Closed the acquisition of South Carolina advanced manufacturing facility and began work at Newport News Shipbuilding - Charleston Operations
- Successfully installed the first valve manifold assembly created by additive manufacturing technology on a new construction aircraft carrier
- Awarded contract modification for construction of two additional Block V *Virginia*-class submarines
- Celebrated the keel laying of *Virginia*-class submarine *Barb* (SSN 804)
- Launched *Virginia*-class submarine *Arkansas* (SSN 800)
- Delivered *Virginia*-class submarine *Massachusetts* (SSN 798) to the U.S. Navy

Mission Technologies 2025 Highlights

- Australian Submarine Supplier Qualification (AUSSQ): Awarded a multi-year contract to accelerate integration of Australian suppliers into the U.S. submarine industrial base.
- Directed Energy Leadership: Selected to develop an open architecture High-Energy Laser weapon system for the U.S. Army's Rapid Capabilities and Critical Technologies Office.
- Naval Training Support: Secured a $147 million contract to provide shipboard and shore-based combat training services for the U.S. Navy.
- Army Training Solutions: Received multiple-award contract to deliver live training capabilities for the U.S. Army's Program Executive Office for Simulation, Training and Instrumentation.
- Unmanned Systems Expansion:
  - Delivered initial Lionfish small uncrewed undersea vehicles (SUUVs) to the U.S. Navy under a multi-year program.
  - Announced orders for more than a dozen REMUS 300 SUUVs by Hitachi.
  - Achieved successful forward-deployed launch and recovery of the Yellow Moray UUV, a REMUS 600 variant, from the USS Delaware (SSN 791).
  - Completed production of the 750th REMUS UUV, a REMUS 300, at HII's Pocasset, MA facility.
- Autonomy and AI Integration: Unveiled the ROMULUS family of unmanned surface vessels, powered by HII's Odyssey Autonomous Control System (ACS) software suite.
- Strategic Partnerships and Investments:
  - Partnered with Shield AI to advance modular, cross-domain mission autonomy.
  - Invested in a new integration and test facility to support the U.S. Army's Enduring High-Energy Laser (E-HEL) weapon system program.

COMMITMENT TO COMPENSATION BEST PRACTICES

We highlight below certain executive compensation practices we have implemented to drive performance, as well as certain practices we have avoided as not supportive of the long-term interests of our customers or stockholders.

What we do	
Consideration of Annual "Say-on-Pay" Advisory Vote	The Compensation Committee considers the results of the annual stockholder "Say-on-Pay" advisory vote on executive compensation.
Pay for Performance	Our executive compensation program is heavily weighted toward variable, performance-based elements, and toward long-term and equity-based elements. Variable compensation is tied to the achievement of performance goals and includes annual cash incentive awards and long-term restricted performance stock rights, which are described in detail in this CD&A.
Compensation Risk Assessment	We assess the risk of our compensation programs on an annual basis both internally and with the engagement of the Compensation Committee's independent compensation consultant. The Compensation Committee agreed with the consultant's report that there was no undue risk associated with the design or delivery of the programs in 2025.
Compensation Recovery Policy	Our Dodd-Frank Compensation Recovery Policy requires us to recover erroneously awarded "incentive compensation" received by certain current or former executive officers or vice presidents of the Company.
Targeted Compensation Benchmarking	HII is a unique business with few direct competitors. The Compensation Committee therefore strikes a balance between internal equity and external benchmarking when setting executive pay levels.
Independent Compensation Consultant	The Compensation Committee engages an independent compensation consultant to assess the market for the determination of our executive compensation elements and performance targets on an annual and ongoing basis.
Executive Stock Ownership Guidelines	Our stock ownership guidelines provide that each NEO must own a multiple of his or her annual base salary in our common stock, and we have instituted holding requirements prohibiting our NEOs from selling HII common stock received as compensation until their stock ownership requirements have been met.

What we don't do	
No Employment Agreements for Executives	None of our NEOs have employment agreements, so each NEO is employed by the Company "at will." We maintain a severance plan that provides for the payment of severance benefits in limited termination circumstances.
No Change-in-Control Agreements for Executives	We have no change-in-control agreements or related executive tax gross-up benefits. The only change-in-control provision in our compensation plans, which applies to all employees who hold equity awards, is the possible acceleration of equity vesting in certain limited circumstances within the parameters of a change-in-control transaction, as defined in the related plans.
No Hedging or Pledging by Officers or Directors	Officers, directors and certain other employees are prohibited from engaging in speculative transactions in our securities, pledging our securities as collateral for a loan or other transaction or engaging in any hedging transactions involving our securities.
No Dividends or Dividend Equivalents Paid on Restricted Performance Stock Rights ("RPSRs") or Restricted Stock Rights ("RSRs") Prior to Vesting	Accrued dividend equivalent units earned on RPSRs and RSRs are paid only at the time, and to the extent that, the underlying award vests and is paid.

Executive Compensation Principles

The Compensation Committee of the Board (which we refer to as the "Committee" in this CD&A) is comprised exclusively of independent directors, as determined under NYSE corporate governance listing standards, including the enhanced independence standards applicable to members of the Committee. The Committee oversees all of our compensation and benefit programs that affect our NEOs, as well as other officers elected by the Board. The Committee also provides strategic direction for our overall compensation and benefits structure and oversees CEO and executive officer succession plans. In conducting oversight of our compensation and benefit programs, the Committee is guided by the following compensation principles approved by the Committee:

 **Alignment with Customer and Stockholder Interests**	• Compensation programs are designed to be customer-focused, rewarding safety, quality, cost, and schedule performance • Stockholder friendly compensation program, rewarding consistent achievement of strong financial results and increasing stockholder value • Designed to promote alignment with stockholders, management accountability, and line-of-sight regarding commitments and priorities; stock ownership guidelines for elected officers further promote alignment with stockholder interests
 **Pay for Performance with Emphasis on Long-Term Performance**	• Compensation programs are designed to influence outcomes and provide a balance between short- and long-term performance • Compensation programs are based on achievement of clear and measurable financial results and accountabilities, with an emphasis on performance-based compensation, and will be formula-based with appropriate levels of discretion for adjustments • Long-term, performance-based awards, together with other program features, including stock ownership guidelines, designed to discourage excessive risk taking by focusing on long-term financial performance
 **Benchmarking**	• Compensation and benefits are competitive within the market • Alignment with peer companies considered when developing programs and goals, but measures oriented to promote strong improvements in our own business results are the predominant factor
 **Transparent and Understandable Compensation Disclosure**	• Compensation disclosed and explained in a transparent and understandable manner • Clear and concise goals established to enable the assessment of performance by the Committee and by stockholders through the CD&A

In January 2026, the Administration issued an executive order to address underperformance by defense contractors and executive salaries of, and incentive compensation metrics utilized by, defense contractors. We believe our executive compensation program is designed to align with customer and stockholder interests and reward and incentivize operational performance. We will continue to monitor the implementation of this executive order, including whether, and to what extent, such provisions are incorporated into existing or future contract awards.

2025 SAY-ON-PAY ADVISORY VOTE ON EXECUTIVE COMPENSATION

We value the input of our stockholders and annually seek the approval of our stockholders, on an advisory basis, on the compensation of our NEOs. Consistent with our goal of supporting a pay for performance philosophy by implementing compensation programs that reward performance, are market competitive, and align the interests of our executives with the interests of our stockholders and customers, we regularly engage with stockholders regarding the design, effectiveness, and results of our executive compensation program.

At our 2025 Annual Meeting of Stockholders, our stockholders continued to demonstrate support of our executive compensation program with 97% approval. This strong support, among other factors, resulted in the Committee continuing our executive compensation program without significant changes.

ROLE OF INDEPENDENT COMPENSATION CONSULTANT

The Committee engages an independent compensation consultant, Exequity ("Compensation Consultant"), to assist the Committee in carrying out its responsibilities under its charter. The Compensation Consultant reports directly to the Committee, and the Committee retains the right to terminate or replace the Compensation Consultant at any time. When directed to do so by the Committee, the Compensation Consultant also works collaboratively with Company management to develop analyses and proposals for presentations to the Committee. The Committee reviews the performance of the independent Compensation Consultant on an annual basis and determines whether to continue the engagement.

The Compensation Consultant regularly attends Committee meetings, and during 2025 presented analyses and key recommendations for Committee consideration, discussed emerging trends and technical issues, and reviewed and commented on management's proposals, as appropriate. In addition, the Compensation Consultant responded to miscellaneous Committee requests.

In accordance with SEC rules and NYSE listing standards, the Committee reviewed and assessed the Compensation Consultant's independence, including a review of (1) other services provided to us by the consultant; (2) fees paid by us as a percentage of the consulting firm's total revenue; (3) policies or procedures maintained by the consulting firm designed to prevent a conflict of interest; (4) any business or personal relationships between the individual consultants involved in the engagement and a member of the Committee; (5) any Company stock owned by the individual consultants involved in the engagement; and (6) any business or personal relationships between our executive officers and the consulting firm or the individual consultants involved in the engagement. Based on this review, the Committee concluded that the Compensation Consultant is independent and that the work of the Compensation Consultant did not raise any conflict of interest.

COMPENSATION PEER GROUP

The Committee believes our total compensation program (base salary, target annual cash incentive awards, target long-term incentive awards, and benefits) should provide aggregate compensation at approximately the 50th percentile of the relevant market. Based upon an analysis conducted by the Compensation Consultant and reviewed with the Committee, the Committee determined that our NEO base pay generally approximates the median of the peer companies and long-term incentive compensation is generally in the third or fourth quartile among the peer companies. This compensation mix is consistent with both management's and the Committee's philosophy that a significant portion of an executive's overall compensation package should be based on the performance of the Company and therefore be at risk.

HII is a unique business with few directly comparable peer companies. As such, our current peer group is comprised of heavy manufacturing, engineering, and defense companies that have annual revenues generally between $5 billion and $50 billion and that most closely match our Company in terms of market cap, strategic interest, workforce similarities, and/or business type.

The targeted peer group for our 2025 NEO compensation analysis consisted of the following 16 companies:

Booz Allen Hamilton Holding Corporation	Leidos Holdings, Inc.
Cognizant Technologies Solutions Corporation	Northrop Grumman Corporation
Dover Corporation	Oshkosh Corporation
General Dynamics Corporation	Parker Hannifin Corporation
Howmet Aerospace Inc.	Spirit AeroSystems Holdings, Inc.
Jacobs Engineering Group, Inc.	Teledyne Technologies Incorporated
KBR Inc.	Textron Inc.
L-3 Harris Technologies, Inc.	TransDigm Group

With respect to peer company revenues, HII approximates the 50th percentile of the group. During the third quarter of 2025, the Compensation Consultant conducted an extensive review of the current peer companies and identified and screened others that may serve as more appropriate peers with respect to both revenues and business alignment going forward. As a result of this review, the Committee decided to modify the Company's peer group for 2026 by removing Spirit AeroSystems Holdings, Inc. and adding Amentum Holdings, Inc. With these changes, our peer group will continue to be comprised of companies that have annual revenues generally between $5 billion and $50 billion, and our relative revenue positioning remains near the 50th percentile of the peer group.

COMPENSATION RISK ASSESSMENT

The Board actively oversees our overall risk profile, including the potential risk posed by our compensation programs. During the third quarter of 2025, a risk assessment and analysis of our executive compensation programs was conducted by the Compensation Consultant. Their findings confirmed that our executive compensation programs are designed to drive a pay for performance philosophy and do not create risks that are likely to have a material adverse impact on the Company. The Committee evaluated and discussed the risk analysis with the Compensation Consultant and agreed with the consultant's conclusions.

The following factors are key components of our executive compensation risk mitigation efforts:

- Our stock ownership guidelines provide a strong risk mitigation tool;
- Our compensation recovery policy applies to our president, principal financial officer, principal accounting officer, any vice president, any other officer who performs a significant policy-making function, or any other person who performs similar policy-making functions for the Company, and allows us to recover erroneously awarded incentive compensation;
- Our lack of employment agreements discourages management entrenchment and increases our flexibility to make management changes as necessary;
- Our long-term incentive compensation plan includes a relative performance component, mitigating risk and inherent forecasting uncertainty of relying solely on budget-based goals;
- Long-term incentive compensation payouts are capped at 200%, preventing possible windfall awards resulting from unforeseen circumstances; and
- Long-term performance-based incentive compensation awards are earned over a three-year performance period and reduce any incentive to engage in business tactics that improve short-term performance at the expense of long-term success.

2025 COMPENSATION ELEMENTS

		Form of Payment	Timing of Award	Description of Compensation Component	For More Information
Fixed	**Base Salary**	Cash	Annual	Fixed minimum level of compensation that is competitive within the relevant market and helps us attract and retain highly qualified executives	Page **44**
Variable Pay	**Annual Incentive Awards**	Cash	Annual	Intended to motivate executives to achieve pre-determined annual financial and operational goals that are aligned with our strategic goals	Page **45**
	Long-Term Incentive Awards	Equity (RPSRs and RSRs)	Annual	RPSRs are Intended to promote achievement of pre-determined three-year financial performance goals aligned with long-term stockholder and customer interests. RSRs are time-based awards which vest ratably over a three year period.	Page **50**

The direct compensation elements for executives under our compensation program consist primarily of base salaries, annual incentive awards, and long-term incentive awards. Annual base salary provides a fixed minimum level of compensation that is competitive within the relevant market and helps us attract and retain highly qualified executives. Annual incentive awards are generally paid in cash and intended to motivate executives to achieve pre-determined annual financial and operational goals that are aligned with our strategic goals. Long-term incentive awards are generally equity-based and intended to promote achievement of pre-determined three-year financial performance goals aligned with long-term stockholder and customer interests. A portion of the long-term equity-based awards are provided in the form of restricted stock rights, which are time-based awards, with ratable vesting that occurs over three years.

BASE SALARIES

Base salaries for our NEOs for 2025 were as follows:

Name	Title	2025 Annual Salary ($)
Christopher D. Kastner	President and Chief Executive Officer	1,300,000
Thomas E. Stiehle	Executive Vice President and Chief Financial Officer	650,000
Chad N. Boudreaux	Executive Vice President and Chief Legal Officer	640,000
Edgar A. Green III	Executive Vice President and President, Mission Technologies	581,950
Brian D. Blanchette	Executive Vice President and President, Ingalls Shipbuilding	562,500

ANNUAL INCENTIVE COMPENSATION

The Committee approves annual incentive compensation targets as a percentage of base salary for each NEO position. Targets vary with relevant market benchmarks, individual job level, job scope, and overall influence on our business results. The Committee considers both the recommendations of the Compensation Consultant and those of management in determining appropriate annual incentive targets for our NEOs. The target incentive award ("Target Bonus") is based on a percentage of each NEO's base salary and provides a basis upon which a final award amount is determined by the Committee based upon its assessment of performance against pre-determined performance criteria after the year has ended. The annual incentive compensation targets for our NEOs expressed as a percentage of base salary tend to fall into the third quartile of the relevant market data. No annual incentive award payout can exceed 200% of an individual's Target Bonus.

ANNUAL INCENTIVE FORMULA FOR 2025

Corporate NEOs (Messrs. Kastner, Stiehle, and Boudreaux)

The annual incentive award formula for the corporate office for the 2025 performance period was:

Base Salary	x	Target %	=	**Target Bonus**				
Target Bonus	x	CPF	x	IPF	=	**Final Bonus Award**		

1. The Corporate Performance Factor ("CPF") is capped at 200% and is based on enterprise operational metric goals (the average of the divisions' operating performance) (20% weight)), financial metric goals (Operating Margin ("OM") and Segment Free Cash Flow ("SFCF")) (70% weight), and strategic leadership goals (10% weight) as described more fully under 2025 Annual Incentive Plan Goals and Results, below. OM is equal to segment operating income as a percentage of total revenues, and segment operating income is equal to operating income before the Operating FAS/CAS Adjustment and non-current state income taxes. SFCF represents cash from operating activities less capital expenditures net of related grant proceeds. Strategic leadership goals are based on four strategic metrics: leadership, environmental, social, and governance ("ESG"), cybersecurity, and compliance.
2. The Individual Performance Factor ("IPF") can range from 0 to 1.5. The IPF for Messrs. Kastner, Stiehle, and Boudreaux for 2025 was 1.0.

Division NEOs (Messrs. Green and Blanchette)

The annual incentive award formula for the divisions for the 2025 performance period was:

Base Salary	x	Target %	=	**Target Bonus**				
Target Bonus	x	DPF	x	IPF	=	**Final Bonus Award**		

1. The Division Performance Factor ("DPF") is capped at 200% and is based on division financial metric goals, division operational goals, and strategic leadership goals. The goals and weightings for Messrs. Green and Blanchette are described more fully under 2025 Annual Incentive Plan Goals and Results, below.
2. The IPF can range from 0 to 1.5. The IPF for Messrs. Green and Blanchette for 2025 was 1.0.

At the conclusion of each calendar year, our CEO conducts an annual performance evaluation for each NEO as a basis for recommending an IPF score for each NEO. These evaluations are reviewed with the Committee. Each NEO's individual performance is evaluated based upon the following factors:

- Financial performance of our Company as a whole and the division(s) (where applicable);
- Performance on non-financial goals, including enterprise-wide goals and division-specific operating goals;
- Strategic leadership and vision;
- Program execution and performance;
- Customer relationships; and
- Peer and employee relationships/engagement.

The Committee reviews and considers the recommendations from the CEO and all performance information, including a comparison to the 2025 peer group data. The Committee then approves annual incentive compensation payouts for all NEOs, subject to ratification by the independent members of the Board with respect to the CEO's compensation.

TARGET BONUS AMOUNTS

Based on analyses of relevant market benchmarks and peer group data, adjustments were made to the annual incentive compensation targets as a percentage of base salary for all NEOs. The 2025 Target Bonus amounts were as follows:

Name	Incentive Target as % of Base Salary (%)	2025 Target Bonus ($)
Christopher D. Kastner[1]	150	1,950,000
Thomas E. Stiehle[2]	90	585,000
Chad N. Boudreaux[2]	90	576,000
Edgar A. Green III[2]	90	523,755
Brian D. Blanchette[3]	90	506,250

(1) Mr. Kastner's incentive target as a percentage of base salary was increased in 2025 from 145% to 150%.

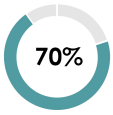
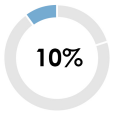
(2) Messrs. Stiehle, Boudreaux, and Green's incentive target as a percentage of base salary was increased in 2025 from 80% to 90%.

(3) Mr. Blanchette was elected Executive Vice President and President, Ingalls Shipbuilding, effective January 1, 2025. At that time, his incentive target as a percentage of base salary was established at 90%.

2025 ANNUAL INCENTIVE PLAN GOALS AND RESULTS

For the 2025 annual incentive awards, we used a mix of financial and non-financial goals to measure performance. The Committee approved operational goals, financial metric goals, and strategic leadership goals under our AIP for the corporate office, and, for our three operating divisions, financial metrics, operational metrics, and strategic leadership goals. AIP goals are plan-based with clear targets connected to our annual operating plan. The AIP goals are based upon metrics that are customer focused and stockholder friendly with clear line-of-sight to financial and operational metrics. Operational and strategic leadership goals were developed collaboratively between division management and corporate management.

For Messrs. Kastner, Stiehle, and Boudreaux, 2025 annual incentive compensation awards were based upon overall operational and financial performance and corporate strategic leadership performance. The corporate AIP score was based 20% on our overall operational score, 70% on our overall financial score, and 10% on the corporate strategic leadership score, as follows:

	Metric	Description	Individual Weight	Overall Weight
OPERATIONAL	**Operational**	Measured as the average of the divisions' operating performance		
FINANCIAL	**Operating Margin**	Measured as total division operating income as a percentage of total revenues		
	Segment Free Cash Flow	Measured as total division cash from operating activities		
STRATEGIC	**Strategic Leadership**	Measured based on four metrics (leadership, ESG, cybersecurity, and compliance)		

For Mr. Green, the Mission Technologies DPF was based 30% on the division operational score, 50% on the division financial score, and 20% on the division strategic leadership score as follows:

	Metric	Description	Individual Weight	Overall Weight
OPERATIONAL	**Contract Profit**	Measured using program-specific objectives related to increasing contract profit		
	Book to Bill	Measured using program-specific objectives related to capture of new awards		
	Wrap Rates	Measured based on improvement to burden multiplier for labor billing rates		
	Days Sales Outstanding (DSO)	Measured based on speed of cash collections for customer sales		

FINANCIAL	**Revenue**	Measured as division total sales	34%	50%
	EBITDA	Measured as division operating income before interest, taxes, depreciation, and amortization	32%	
	Free Cash Flow	Measured as cash from operating activities less capital expenditures net of related grant proceeds	34%	
STRATEGIC	**Strategic Leadership**	Measured based on four metrics (leadership, ESG, cybersecurity, and compliance)	100%	20%

For Mr. Blanchette, the Ingalls Shipbuilding DPF was based 40% on the division operational score, 40% on the division financial score, and 20% on the division strategic leadership score as follows:

	Metric	Description	Individual Weight	Overall Weight
OPERATIONAL	**Safety**	Measured by a combination of elements, including total case rate, lost total case rate and lost work days rate	25%	40%
	Quality	Measured by integrating elements such as defect rates, process quality, planning quality, and other appropriate criteria for program type and phase	25%	
	Cost	Measured using program-specific objectives related to achievement of cost factors that include Cost Performance Index and overhead rates	25%	
	Schedule	Measured using program-specific objectives related to achievement of quarterly schedule targets	25%	
FINANCIAL	**Operating Margin**	Measured as division operating income as a percentage of division revenues	50%	40%
	Free Cash Flow	Measured as cash from operating activities less capital expenditures net of related grant proceeds	50%	
STRATEGIC	**Strategic Leadership**	Measured based on four metrics (leadership, ESG, cybersecurity, and compliance)	100%	20%

Final AIP performance metrics for 2025, as determined by the Committee, were as follows:

Corporate 2025 Metrics for Messrs. Kastner, Stiehle, and Boudreaux

Corporate 2025 Metrics	Goals @ 0%	Goals @ 100%	Goals @ 200%	Performance Results	Points Earned	Weighting	Final AIP Points
Operational Metrics	0	100	200	112	112	20 %	22
Financial Metrics							
OM—Performance (%)	4.18	5.48 - 5.88	6.68	5.37	46	70 %	32
SFCF—Performance ($M)	179	423 - 485	562	913	100	70 %	70
Financial Performance						70 %	102
Strategic Leadership Metrics	0	100	200	177	177	10 %	18
Total Performance (CPF)[1]					**Total AIP Score**		**142**

[1] 2025 AIP score was decreased as a result of the timing of submarine contract incentives.

Mission Technologies 2025 Metrics for Mr. Green

MT 2025 Metrics	Goals @ 0%	Goals @ 100%	Goals @ 200%	Performance Results	Points Earned	Weighting	Final AIP Points
Operational Metrics	0	100	200	113	113	30%	34
Financial Metrics							
Revenue ($M)	2,880	2,920 - 2,960	3,230	3,044	45	50%	22
EBITDA ($M)	208	235 - 249	262	261	64	50%	32
Free Cash Flow ($M)	152	199 - 211	225	236	68	50%	34
Financial Performance							88
Strategic Leadership Metrics	0	100	200	200	200	20%	40
Total Performance (DPF)					**Total AIP Score**		**162**

Ingalls Shipbuilding 2025 Metrics for Mr. Blanchette

Ingalls 2025 Metrics	Goals @ 0%	Goals @ 100%	Goals @ 200%	Performance Results	Points Earned	Weighting	Final AIP Points
Operational Metrics	0	100	200	161	161	40%	64
Financial Metrics							
OM—Performance (%)	6.90	8.20 - 8.60	9.40	7.58	26	40%	11
FCF—Performance ($M)	11	97 - 119	146	175	100	40%	40
Financial Performance							51
Strategic Leadership Metrics	0	100	200	189	189	20%	38
Total Performance (DPF)					**Total AIP Score**		**153**

2025 AIP payouts for the NEOs were made at the performance scores reflected in the tables above; the performance scores represent the percentage of target incentive compensation at which payouts were made.

LONG-TERM INCENTIVE COMPENSATION

Long-term incentive compensation awards in 2025 were granted under our stockholder-approved Huntington Ingalls Industries, Inc. 2022 Long Term Incentive Stock Plan (the "2022 Plan"). All long-term incentive compensation awards granted to our NEOs in 2025 were comprised of 70% Restricted Performance Stock Rights ("RPSRs") and 30% Restricted Stock Rights ("RSRs"). The Committee determines long-term incentive compensation target values for our NEOs based upon a peer group analysis, applying value-based guidelines that focus on the award value rather than the number of shares granted (share-based guidelines). The Committee believes value-based guidelines more effectively deliver long-term incentive compensation awards that are consistent with awards received by individuals holding comparable positions at peer companies.

Each RPSR and RSR represents the right to receive one share of our common stock, or cash of equivalent value, subject to vesting as provided in the award. The RPSR awards will vest and be distributed following the completion of the performance period beginning January 1, 2025 through December 31, 2027 if goals are met. The RSR awards are time-based only, and vest ratably over a three-year period, with 33 1/3% vesting upon each of the first, second, and third anniversaries of the grant date. Dividend equivalent units ("DEUs") accrue on both RPSR and RSR awards following payment by the Company of a cash dividend on our common stock. These DEUs remain subject to the terms and conditions of the underlying RPSR and RSR grants and are paid only to the extent the underlying RPSRs and RSRs vest.

The Committee and management review and evaluate RPSR performance goals to ensure they are aligned with our long-term objectives. For the 2025 grants, the Committee and management determined that performance for long-term incentive compensation awards to our NEOs would be measured using return on invested capital ("ROIC"), earnings before interest, taxes, depreciation, amortization and pension ("EBITDAP"), and relative EBITDAP growth over the performance period from January 1, 2025 through December 31, 2027. The number of shares that ultimately vest and are issued to an NEO under an RPSR award can vary from 0% to 200% of the original number of shares granted plus accrued dividends.

Metric	Weighting	Rationale	Calculation
Return on Invested Capital	40%	Measures the Company's ability to use cash flows to generate returns	ROIC is calculated as Adjusted Free Cash Flow divided by Average Invested Capital
EBITDAP	40%	Used as an indicator of the Company's financial performance	EBITDAP is calculated as Net Earnings, plus interest, taxes, depreciation and amortization, less Net Pension/Post Retirement Benefit/Expense
Relative EBITDAP Growth	20%	Used as an indicator of the Company's financial performance relative to the S&P Aerospace and Defense Select Index ("SPSIAD"), which consists of more than 30 companies	Relative EBITDAP is calculated as our EBITDAP ending balance less our EBITDAP beginning balance, divided by the EBITDAP beginning balance, measured against EBITDAP growth of the SPSIAD

For 2025, the long-term incentive compensation target values for our NEOs were approved by the Committee as follows:

Name	2025 Long-Term Incentive Compensation Target ($)	Actual Award ($)
Christopher D. Kastner[1]	8,500,000	8,499,752
Thomas E. Stiehle[2]	1,800,000	1,799,852
Chad N. Boudreaux[3]	1,650,000	1,649,949
Edgar A. Green III[4]	1,500,000	1,499,877
Brian D. Blanchette[5]	1,500,000	1,499,877

(1) Mr. Kastner's Long-Term Incentive Compensation target increased in 2025 from $6,500,000 to $8,500,000.

(2) Mr. Stiehle's Long-Term Incentive Compensation target increased in 2025 from $1,500,000 to $1,800,000.

(3) Mr. Boudreaux's Long-Term Incentive Compensation target increased in 2025 from $1,150,000 to $1,650,000.

(4) Mr. Green's Long-Term Incentive Compensation target increased in 2025 from $1,150,000 to $1,500.000.

(5) Mr. Blanchette was elected to the position of Executive Vice President and President, Ingalls Shipbuilding effective January 1, 2025. At that time, his Long-Term Incentive Compensation target increased to $1,500,000.

The target dollar amounts are grant date theoretical values and not based upon any actual calculation or estimate of payout. An NEO is not guaranteed to receive any payout as a result of the 2025 grants.

2023-2025 LONG-TERM INCENTIVE PLAN RESULTS

During the first quarter of each year, the Committee reviews our financial performance over the prior three years against approved long-term incentive compensation goals to determine payout multiples for RPSRs with a performance period that ended December 31 of the prior year. At the February 2026 meeting, the Committee reviewed performance for the January 1, 2023 through December 31, 2025 performance period for the 2023 RPSR awards granted in February 2023. The performance score for these equity grants, as approved by the Committee, was calculated as follows:

	HII 2023-2025 Goals			Actual Performance (Adj.)			
	Goals @ 0%	Goals @ 100%	Goals @ 200%	Performance Results	Score	Weighting	CPF
EBITDAP ($M)[1][4]	3,152	3,408	3,663	3,697	200	40%	80
ROIC (%)[2][4]	33.11	37.62	42.13	36.96	85	40%	34
Relative EBITDAP (%)[3]	25.00	55.00	75.00	24.00	—	20%	—
Total						Total LTIP Score	**114**

(1) Net Earnings before interest, taxes, depreciation, amortization and Net Pension/Post Retirement Expense.

(2) Cumulative FCF divided by average invested capital.

(3) HII EBITDAP ending balance less HII EBITDAP beginning balance, divided by the EBITDAP beginning balance, measured against EBITDAP growth of the S&P Aerospace and Defense Select Index.

(4) The EBITDAP and ROIC metrics were adjusted for the performance period to account for certain business conditions that impacted the timing of revenue and cash flows due to the COVID-19 pandemic that were unanticipated at the time the goals were established.

The 2023 RPSR awards paid out at 114% of target, and earned RPSRs were issued on February 25, 2026.

2026 Performance Metric Change for Long-Term Incentive Awards

Starting with awards granted in 2026, the relative EBITDAP growth metric will be comparing the Company's financial performance relative to companies in our compensation peer group and companies in the SPSIAD with revenues greater than $3 billion (measured at the time the performance cycle begins).

ADDITIONAL BENEFITS

We provide additional benefits to our NEOs through various plans that are also available to some or all of our other employees. Although these plans are not directly overseen by the Committee, the Committee considers benefits under these plans when considering an executive's total annual compensation and determining the annual and long-term compensation components. These benefits are not performance-related and are designed to provide a market competitive compensation package to attract, motivate, and retain the executive talent we need to achieve our business objectives. The plans include broad-based retirement plans as well as additional supplemental executive benefits, including supplemental pension plans and enhanced health and welfare benefits (dental, life, AD&D, and disability).

Defined Benefit Retirement Plans. We maintain tax-qualified defined benefit pension plans that cover all but two of our NEOs and the majority of our workforce. These plans are structured to retain and reward employees for long service and to recognize higher performance levels through annual pay increases. Compensation, age, and service factor into the amount of the benefits provided under the plans.

We also maintain non-tax-qualified supplemental defined benefit pension plans that cover all but two of our NEOs. These plans provide benefits that would have been provided under the tax-qualified plans if no limits applied to such plans under the Internal Revenue Code ("IRC"). These types of benefits are common in our industry.

Defined Contribution Savings Plans. We maintain tax-qualified defined contribution savings plans that cover our NEOs and the majority of our workforce. Participating employees contribute portions of their pay to the plans, and the Company generally provides a matching contribution.

We also maintain two non-tax-qualified supplemental savings plans that cover all eligible employees, including our NEOs. The Savings Excess Plan ("SEP") allows eligible employees to defer compensation beyond the IRC limits of the tax-qualified plans and receive a matching Company contribution. Eligibility begins when annual income, including base pay and bonuses, equals or exceeds $350,000, the plan compensation limit under the IRC for 2025. Eligible employees under the IRC may participate in the plan in the calendar year after their total eligible cash income meets or exceeds this limit.

The Officers Retirement Account Contribution Plan ("ORAC") covers the majority of the Company's elected and appointed officers hired on or after July 1, 2008, who are not eligible for defined benefit pension plans. Enrollment is automatic, and the Company contributes an amount equal to 4% of the officer's eligible compensation. Because Messrs. Boudreaux and Green were hired after June 30, 2008, they are not eligible to participate in the Company's qualified and nonqualified defined benefit pension plans, but they receive the SEP and ORAC benefits described above. Our other NEOs do not receive ORAC benefits. Additional information about the SEP and the ORAC is provided in the Nonqualified Deferred Compensation table.

Perquisites. Our NEOs are eligible for certain executive perquisites, which include financial planning, dental insurance, physical exams, personal liability insurance, and relocation benefits. These perquisites are common within our industry and comprise an important component of our total compensation package. Management and the Committee review perquisites and benefits on an annual basis to ensure they are appropriate.

Severance Benefits. Management and the Committee believe severance benefits are appropriate for a reasonable amount of time following certain terminations of employment, including a termination without cause. In addition to providing a severance plan for all employees, we maintain The Severance Plan for Elected and Appointed Officers of Huntington Ingalls Industries. Benefits under this plan for our NEOs include the following:

- Lump Sum Cash Severance Payment—A lump sum equal to one and one half (1.5) times the sum of annual base salary and Target Bonus;
- Extension of Medical and Dental Benefits—The employer portion of medical and dental insurance premiums for a period of 18 months following the date of termination (concurrent with COBRA);
- Financial Planning Reimbursement—Eligible expenses incurred prior to the date of termination and eligible expenses incurred in the year in which the date of termination occurs up to a maximum of $15,000 ($30,000 for the CEO), and any fees incurred in the year following the year in which the date of termination occurs up to a maximum of $15,000 ($30,000 for the CEO);
- Executive Physical Reimbursement—Eligible expenses up to $4,000 incurred through the end of the year of termination; and
- Outplacement Services Reimbursement—Fees incurred within one year after the date of termination (limited to 15% of base salary as of the date of termination).

ADDITIONAL COMPENSATION POLICIES

Total Compensation—Tally Sheet

Management provides the Committee with a total compensation and benefits perspective for each NEO, which includes a tally sheet that captures each element of total compensation and benefits. In conjunction with the Committee's consideration of NEO compensation compared to the Company's peer group, this tally sheet ensures that compensation decisions are made within a total compensation framework. The tally sheet provides a broad perspective that covers basic annual compensation components, as well as an annualized value of the benefits and perquisites each NEO receives. Accordingly, the values of nonqualified deferred compensation, outstanding equity awards, health and welfare benefits, pension benefits, and perquisites are included.

Tax Deductibility of Pay—Section 162(m)

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation to $1 million each for a public company's CEO, CFO, and next three highest-paid executive officers. In addition to salary, the $1 million annual tax deduction limit applies to the following 2025 awards and payouts to executives subject to Section 162(m): AIP awards and long-term incentive compensation awards granted in 2025, payouts on 2024 AIP awards, and payouts on long-term incentive compensation awards granted in 2023.

Grant Date for Equity Compensation Awards

Our annual grant cycle for long-term incentive compensation equity awards occurs simultaneously with annual salary increases and annual incentive compensation awards. We expect this to occur in the first two and one-half months of each year. This timing allows management and the Committee to make decisions on all three compensation elements at the same time to promote a total compensation approach.

STOCK OWNERSHIP GUIDELINES

To promote ownership of our common stock by our executives and alignment of management and stockholder interests, we have adopted stock ownership guidelines that prescribe pre-determined stock ownership levels for certain executives, expressed as a multiple of the executive's base salary. The stock ownership guidelines prescribe the following ownership levels:

- President and CEO—7 times base salary;
- Elected officers reporting directly to the President and CEO—3 times base salary; and
- Other elected, appointed and other officers—1.5 times base salary.

The ownership guidelines may be satisfied in one or more of the following ways:

- Direct ownership of our common stock;
- Restricted Stock Rights ("RSRs") (vested or unvested) granted in the form of restricted stock units and issued as part of a long-term incentive compensation award;
- Equivalent shares held in our savings plan (401(k) plan); or
- Equivalent shares held in our Savings Excess Plan.

As of February 27, 2026, the percentage of stock ownership target attained by each NEO was as follows:

Name	Target	% of Target Attained
Christopher D. Kastner	7 x salary	555%
Thomas E. Stiehle	3 x salary	762%
Chad N. Boudreaux	3 x salary	655%
Edgar A. Green III	3 x salary	488%
Brian D. Blanchette	3 x salary	206%

STOCK HOLDING REQUIREMENT

Awards granted prior to January 1, 2024 are subject to a holding requirement that requires our NEOs and other officers to hold at least 50% of the total number of shares of our common stock received as compensation until the earlier of (a) the third anniversary of the date such shares are issued or (b) the date that employment terminates due to death or disability. This holding requirement continues upon termination or retirement for a one-year period after separation from the Company and applies to any equity compensation award vesting in that one-year period. The stock holding requirement was eliminated for equity awards granted on or after January 1, 2024.

RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

In October 2023, the Committee approved the HII Dodd-Frank Compensation Recovery Policy (the "Policy") relating to recovery of erroneously awarded compensation, as required by NYSE listing standards and SEC rules. The Policy covers our president, principal financial officer, principal accounting officer, any vice president, any other officer who performs a significant policy-making function, or any other person who performs similar policy-making functions for the Company (each, a "Covered Person"). The Policy requires recovery by the Company of erroneously awarded "incentive-based compensation" ("IBC") within the three completed fiscal years preceding the date that either:

- the Company concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement; or
- a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement.

IBC includes compensation granted, earned, or vested in whole or in part upon attainment of a financial reporting measure. IBC is deemed received in the fiscal year during which the reporting measure is attained, not when the award is granted, vested, or paid.

The Policy does not limit the Company's right to terminate employment of any Covered Person, to seek recovery of other compensation paid to a Covered Person, or to pursue other rights or remedies available to the Company under applicable law.

Our prior Policy Regarding the Recoupment of Certain Performance-Based Compensation Payments, which requires reimbursement of all or a portion of any erroneously awarded performance-based short-term or long-term cash or equity incentive compensation payments to an employee at the vice president or more senior position level, continues to apply to erroneous compensation received prior to October 2, 2023.

TRADING RESTRICTIONS AND POLICY AGAINST HEDGING AND PLEDGING

Our Insider Trading Policy prohibits directors, officers, and employees from trading Company securities and the securities of certain other companies while aware of material non-public information about that company, subject to certain limited exceptions, and from providing such material non-public information to any person who may trade on the basis of such information. This policy also prohibits directors, officers, and certain other employees from engaging in speculative transactions in Company securities, holding Company securities in a margin account or pledging Company securities as collateral for a loan or other transaction, or engaging in any hedging transactions involving Company securities, including zero cost collar transactions and forward sale contracts. Directors, officers, and certain other employees may engage in permitted transactions in our securities only during certain specified periods and after receiving authorization from our Office of the Corporate Secretary. The foregoing summary does not purport to be complete and is qualified by reference to our Insider Trading Policy filed as an exhibit to our 2025 Form 10-K.

Compensation Committee Report

The Compensation Committee reviewed and discussed with management this Compensation Discussion and Analysis and, based on such review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Annual Report on Form 10-K for the year ended December 31, 2025. The Board has approved the recommendation.

Submitted by members of the Compensation Committee:

Victoria D. Harker, Chair
Kirkland H. Donald
Frank R. Jimenez
Anastasia D. Kelly

Executive Compensation Tables

2025 SUMMARY COMPENSATION

The following table summarizes the compensation for our 2025 NEOs over the last three years.

Summary Compensation Table

Name & Principal Position	Year	Salary ($)[1]	Stock Awards ($)[2]	Non-Equity Incentive Plan Compensation ($)[3]	Change in Pension Value and Non-Qualified Deferred Compensation Earnings[4]	All Other Compensation ($)[5]	Total ($)
Christopher D. Kastner, President and Chief Executive Officer	2025	1,303,745	8,499,752	2,769,000	1,066,426	170,482	13,809,406
	2024	1,280,769	6,499,823	1,225,250	5,316,085	231,738	14,553,665
	2023	1,180,384	5,799,855	2,997,000	3,962,861	160,519	14,100,619
Thomas E. Stiehle, Executive Vice President and Chief Financial Officer	2025	642,114	1,799,852	830,700	480,860	60,430	3,813,957
	2024	589,597	1,499,604	307,970	1,376,737	78,908	3,852,816
	2023	575,000	1,499,944	851,000	1,823,692	65,757	4,815,393
Chad N. Boudreaux, Executive Vice President and Chief Legal Officer	2025	631,858	1,649,949	817,920	—	139,891	3,239,618
	2024	584,470	1,149,572	305,292	—	207,749	2,247,083
	2023	570,001	1,149,814	843,600	—	160,846	2,724,261
Edgar A. Green III, Executive Vice President and President, Mission Technologies	2025	579,343	1,499,877	848,483	—	214,651	3,142,353
	2024	550,040	1,149,572	904,000	—	197,330	2,800,942
	2023	530,458	1,149,814	814,784	—	115,846	2,610,902
Brian D. Blanchette, Executive Vice President and President, Ingalls Shipbuilding [6]	2025	551,677	1,499,877	774,563	140,135	68,447	3,034,699
	2024	—	—	—	—	—	—
	2023	—	—	—	—	—	—

[1] The amounts in this column represent salary earned during the year and include amounts deferred under the savings and nonqualified deferred compensation plans.

[2] The dollar values shown in this column are equal to the grant date fair values of equity awards made during the year, computed in accordance with FASB ASC Topic 718. Information about the assumptions used to value these awards can be found in Note 18 of the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025.

The grant date values of 2025 RPSRs for each NEO, assuming maximum performance, were:

Christopher D. Kastner	$ 11,899,755
Thomas E. Stiehle	$ 2,519,996
Chad N. Boudreaux	$ 2,309,996
Edgar A. Green III	$ 2,099,996
Brian D. Blanchette	$ 2,099,996

[3] The amounts reported in this column are attributable to the AIP awards earned for 2023, 2024, and 2025, but paid in 2024, 2025, and 2026, respectively. See the Grants of Plan-Based Awards table for more information regarding the range of AIP awards that could have been earned for 2025.

[4] The amounts reported in this column represent the changes in actuarial present values of the accumulated benefits under defined benefit pension plans, determined by comparing the prior completed year-end amount to the covered year-end amount. We do not have any deferred compensation plans that provide for above market or preferential earnings.

[5] Detailed information on the amounts reported in this column is included in the All Other Compensation table below.

[6] Mr. Blanchette was elected Executive Vice President and President, Ingalls Shipbuilding effective January 1, 2025. In accordance with applicable SEC rules, information for 2024 and 2023 has not been provided.

All Other Compensation

Name		Non-Qualified Plans Company Match ($)	Qualified Plans Company Match ($)	Health and Welfare Contributions ($)	Executive Physical ($)	Financial Planning ($)	Personal Liability ($)	Total All Other Compensation ($)
Christopher D. Kastner	2025	87,010	14,000	29,591	2,000	30,000	7,881	170,482
Thomas E. Stiehle	2025	23,963	14,000	18,784	—	850	2,832	60,430
Chad N. Boudreaux	2025	90,329	31,500	15,230	—	—	2,832	139,891
Edgar A. Green III	2025	161,335	31,500	18,984	—	—	2,832	214,651
Brian D. Blanchette	2025	39,977	12,295	13,337	—	—	2,838	68,447

Perquisites and personal benefits include the use of Company-provided aircraft by family member(s) accompanying the NEO while on business travel at no additional incremental cost to the company.

2025 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 promulgated under the Securities Exchange Act of 1934, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of our CEO. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. Companies may apply a variety of different methodologies, assumptions, adjustments, and estimates in compliance with Item 402(u) of Regulation S-K; as such, the information provided should not be used as a basis for comparisons between different companies.

For 2025, the annual total compensation of the median employee of our Company was $85,536 and the annual total compensation of our CEO, as reported in the Summary Compensation Table above, was $13,809,406. Based upon this information, the ratio of the annual total compensation of our CEO in 2025, Mr. Kastner, to the median of the annual total compensation of all employees was 161 to 1.

	CEO	Median Employee	Pay Ratio
Summary Total Compensation and Pay Ratio	$ 13,809,406	$ 85,536	**161**

Our process for identifying the median of the annual total compensation of all our employees, as well as determining the annual total compensation of our median employee and our CEO, was as follows:

We determined that, as of December 31, 2025, our employee population consisted of approximately 43,601 individuals. For purposes of determining our median employee, we excluded 15 employees located in the United Kingdom and Australia. The remaining workforce (excluding our CEO) was 43,586 employees. This population consisted of our full-time, part-time, temporary and seasonal employees.

Our practice is to perform the median employee analysis each year. December 31, 2025, was selected as the date upon which we would identify the “median employee,” because it allowed us to identify our median employee in a reasonably efficient and economical manner. To identify the median employee, we compared 2025 W-2 taxable Medicare wages (Box 5) as reported to the Internal Revenue Service. This compensation measure was consistently applied to all employees included in the calculation. As a result of our analysis, we identified a new median employee for 2025. We calculated annual total compensation for such employee using the same methodology we use for reporting compensation of our NEOs on the 2025 Summary Compensation Table above. With respect to the annual total compensation of our CEO, we used the amount reported in the “Total” column of the table.

2025 GRANTS OF PLAN BASED AWARDS

The following table provides additional information about equity and non-equity incentive compensation awards we granted to our NEOs during the year ended December 31, 2025.

2025 Grants of Plan Based Awards

			Estimated Potential Payouts Under Non Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units[3]	Grant Date Fair Value of Stock Awards[4]
Name	Grant Type	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	($)
Christopher D. Kastner	Annual Incentive Plan		—	1,950,000	3,900,000					
	Long-Term (RPSRs)	2/24/2025				—	35,246	70,492		5,949,877
	Long-Term (RSRs)	2/24/2025				—			15,105	2,549,875
Thomas E. Stiehle	Annual Incentive Plan		—	585,000	1,170,000					
	Long-Term (RPSR)	2/24/2025				—	7,464	14,928		1,259,998
	Long-Term (RSR)	2/24/2025				—			3,198	539,854
Chad N. Boudreaux	Annual Incentive Plan		—	576,000	1,152,000					
	Long-Term (RPSRs)	2/24/2025				—	6,842	13,684		1,154,998
	Long-Term (RSRs)	2/24/2025				—			2,932	494,951
Edgar A. Green III	Annual Incentive Plan		—	523,755	1,047,510					
	Long-Term (RPSRs)	2/24/2025				—	6,220	12,440		1,049,998
	Long-Term (RSRs)	2/24/2025				—			2,665	449,879
Brian D. Blanchette	Annual Incentive Plan		—	506,250	1,012,500					
	Long-Term (RPSRs)	2/24/2025				—	6,220	12,440		1,049,998
	Long-Term (RSRs)	2/24/2025				—			2,665	449,879

(1) Amounts in these columns show the ranges of payouts that were possible under our Annual Incentive Plan based on performance during 2025, as described in the Compensation Discussion and Analysis. The amounts actually earned for 2025 are included in the Summary Compensation Table.

(2) These amounts reflect RPSRs granted in 2025 under the 2022 Plan. For additional details on our RPSRs, see “2025 Compensation Elements — Long-Term Incentive Compensation.”

(3) These amounts reflect RSRs granted in 2025 under the 2022 Plan. For additional details on our RSRs, see “2025 Compensation Elements — Long-Term Incentive Compensation.”

(4) The amounts reported in this column represent the full grant date fair values of the equity awards computed in accordance with the FASB ASC Topic 718.

OUTSTANDING EQUITY AWARDS AT 2025 YEAR-END

The following table summarizes the equity compensation awards made to our NEOs that were outstanding as of December 31, 2025.

Outstanding Equity Awards at 2025 Year-End

Name	Grant Date	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] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested[3] (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)[2]
Christopher D. Kastner	2/24/2025			36,021	12,249,748
	2/24/2025	15,437	5,249,743		
	2/26/2024			16,410	5,580,582
	2/26/2024	4,689	1,594,604		
	2/28/2023			28,630	9,736,198
Thomas E. Stiehle	2/24/2025			7,628	2,594,113
	2/24/2025	3,268	1,111,465		
	2/26/2024			3,786	1,287,636
	2/26/2024	1,082	367,795		
	2/28/2023			7,404	2,517,951
Chad N. Boudreaux	2/24/2025			6,992	2,377,937
	2/24/2025	2,996	1,019,017		
	2/26/2024			2,902	987,034
	2/26/2024	830	282,212		
	2/28/2023			5,676	1,930,188
Edgar A. Green III	2/24/2025			6,357	2,161,761
	2/24/2025	2,724	926,221		
	2/26/2024			2,902	987,034
	2/26/2024	830	282,212		
	2/28/2023			5,676	1,930,188
Brian D. Blanchette	2/24/2025			6,357	2,161,761
	2/24/2025	2,724	926,221		
	2/26/2024			673	228,810
	2/26/2024	192	65,425		
	2/28/2023			1,268	431,339

(1) Outstanding RSRs generally vest ratably over a three-year period, with 33 1/3% vesting upon each of the first, second, and third anniversaries of the grant date.

(2) The market values are based on the closing price of our common stock on December 31, 2025 of $340.07.

(3) The numbers in this column assume target performance levels for RPSRs. The RPSR awards granted in 2025, 2024, and 2023 vest based upon performance for the three-year period ending on December 31, 2027, 2026, and 2025, respectively. See “2023-2025 Long-Term Incentive Plan Goals and Results” for the actual vesting amounts of the 2023 RPSRs. The number of shares reflected in the table for the 2025, 2024, and 2023 awards also includes DEUs accrued through December 31, 2025. DEUs vest only to the extent the underlying performance award vests.

STOCK VESTED IN 2025

The following table provides additional information about the value realized by our NEOs on vesting of stock awards during the year ended December 31, 2025.

2025 Stock Vested

	Stock Awards	
Name & Principal Position	Number of Shares Acquired on Vesting[1] (#)	Value Realized on Vesting[2] ($)
Christopher D. Kastner	27,250	4,610,043
Thomas E. Stiehle	9,036	1,527,706
Chad N. Boudreaux	6,927	1,171,118
Edgar A. Green III	6,927	1,171,118
Brian D. Blanchette	1,551	262,169

(1) The numbers in this column represent aggregate shares that were received in 2025 based upon the achievement of performance goals on RPSRs for the three-year period from 2022 through 2024 and those RSRs that ratably vested in 2025.

(2) The values in this column are calculated by multiplying the number of RPSRs and RSRs vested by the closing price of our common stock on the NYSE on the date of vesting.

2025 PENSION BENEFITS

The following table shows the present value of accumulated benefits payable to each of our NEOs under the qualified defined benefit pension plans and nonqualified defined benefit pension plans that we sponsor.

2025 Pension Benefits

Name & Principal Position	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit ($)[1]	Payments During Last Fiscal Year ($)
Christopher D. Kastner[2]	OSERP	34.917	4,098,524	—
	HII Supplemental Plan 2—ERISA 2	34.917	13,892,771	—
	HII Salaried Retirement Plan	34.917	2,028,753	—
Thomas E. Stiehle[2]	OSERP	39.000	3,194,534	—
	HII Supplemental Plan 2—ERISA 2	39.000	4,178,265	—
	HII Salaried Retirement Plan	39.000	1,942,207	—
Chad N. Boudreaux[3]	—	—	—	—
Edgar A. Green III[4]	—	—	—	—
Brian D. Blanchette[2] [5]	HII Litton Restoration Plan	29.583	113,591	—
	HII Salaried Retirement Plan	29.583	539,063	—

(1) While benefits may be spread over different plans, it is our policy that an executive's total benefit under these plans is essentially limited to 60% of such executive's final average pay.

(2) As of December 31, 2014, the HII Litton Industries, Inc. Restoration Plan was consolidated with other nonqualified defined benefit pension plans to form the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan. As of December 31, 2019, the OSERP and Huntington Ingalls Industries Supplemental Plan 2—ERISA 2 merged into the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan, which was subsequently renamed the Huntington Ingalls Industries Consolidated Supplemental Retirement Plan. As of December 31, 2025, HII Retirement Plan "B" was merged into the HII Newport News Shipbuilding Inc. Retirement Plan, which was subsequently renamed the HII Salaried Retirement Plan.

(3) Mr. Boudreaux was hired in August 2011 and is, therefore, not eligible to participate in any historical defined benefit pension plans, which were closed to new participants in 2008. Mr. Boudreaux does, however, participate in Company sponsored defined contribution plans.

(4) Mr. Green was hired in March 2011 and is, therefore, not eligible to participate in any historical defined benefit pension plans, which were closed to new participants in 2008. Mr. Green does, however, participate in Company sponsored defined contribution plans.

(5) Mr. Blanchette was hired in June 1996 and appointed as an officer in July 2021 and is, therefore, not eligible to participate in the OSERP, which was closed to new officers in 2018. Mr. Blanchette does, however, participate in the Huntington Ingalls Industries Officers Retirement Account Contribution Plan ("ORAC").

The pension values represent the present values of the benefits expected to be paid in the future. They do not represent actual lump sum values that may be paid from a plan. The amount of future payments is based on the current accrued pension benefit as of December 31, 2025. Pursuant to SEC disclosure rules, (i) the actuarial assumptions used to calculate amounts for this table are the same as those used for our financial statements, and (ii) all pension values are determined assuming the NEO works until the specified retirement age, which is the earliest unreduced retirement age (as defined in each plan).

GENERAL EXPLANATION OF THE PENSION BENEFITS TABLE

Individual employees may be covered by several different pension plans as a result of our history as a division of Northrop Grumman. However, an executive's total benefit under the pension plans is essentially limited to 60% of his or her final average pay. The accrued tax qualified pension benefit cannot be reduced or taken away under applicable law, so all historical pension plans have been maintained.

Pension plans provide income during retirement, as well as benefits in special circumstances, including death and disability. In general, the plans are structured to reward and retain employees of long service and recognize higher achievement levels through increases in annual pay. The term "qualified plan" generally means a plan that qualifies for favorable tax treatment under IRC Section 401. Savings plans (also known as 401(k) plans) and traditional pension plans are examples of qualified plans. Qualified plans apply to a broad base of employees. The term "nonqualified plan" generally means a plan that is limited to a specified group of management personnel. Our nonqualified plans supplement our qualified plans and (1) provide benefits that would be provided under our qualified plans if there were no limitations imposed by the IRC and (2) provide a minimum level of pension benefits to our executives in recognition of their higher levels of responsibility.

The amounts in the table are based upon the specific provisions of each plan, which are described in more detail below. Two basic types of pension benefits are reflected in the Pension Benefits table: traditional benefits and cash balance benefits. For purposes of computing amounts in the table, traditional benefits are determined based on the annual pension earned as of December 31, 2025, and include any supplemental payments. Cash balance benefits are based upon the account balance as of December 31, 2025, plus a future interest credit, converted to an annuity using the applicable conversion factors.

Messrs. Stiehle and Kastner participate in the HII Salaried Retirement Plan and the Huntington Ingalls Industries Supplemental Plan 2—ERISA Supplemental Program 2 ("ERISA 2"). Mr. Blanchette participates in the HII Salaried Retirement Plan and the HII Litton Industries, Inc. Restoration Plan. Messrs. Boudreaux, Green, and Blanchette participate in the Huntington Ingalls Industries Officers Retirement Account Contribution Plan ("ORAC"). Each NEO, except Messrs. Boudreaux, Green, and Blanchette, also participates in the Huntington Ingalls Industries Officers Supplemental Executive Retirement Program ("OSERP").

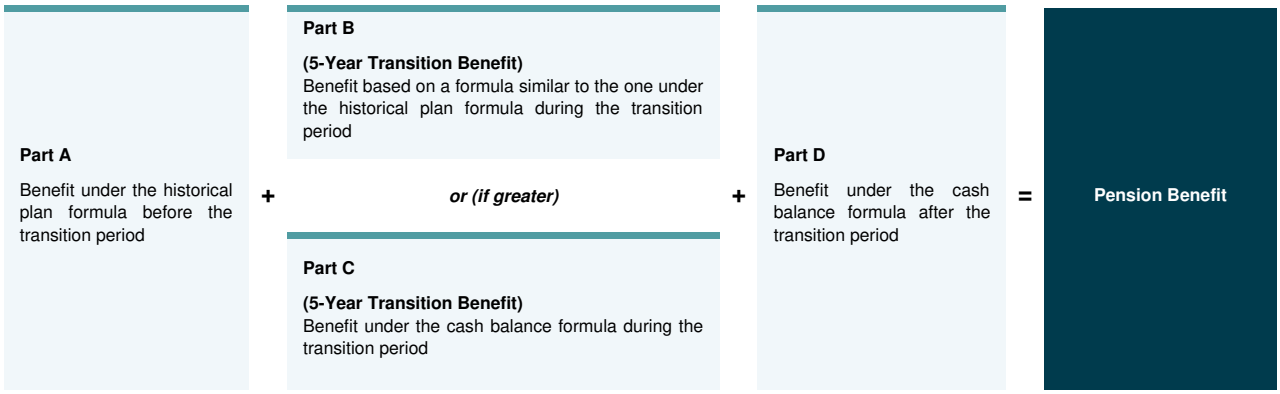
Effective December 31, 2014, the HII Litton Industries, Inc. Restoration Plan was consolidated with other nonqualified defined benefit pension plans to form the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan. The consolidation does not affect the benefit amounts payable to the participants. Effective December 31, 2019, the OSERP and ERISA 2 were merged into the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan, which was subsequently renamed the Huntington Ingalls Industries Consolidated Supplemental Retirement Plan. As of December 31, 2025, HII Retirement Plan "B" was merged into the HII Newport News Shipbuilding Inc. Retirement Plan, which was subsequently renamed the HII Salaried Retirement Plan. These mergers do not affect the benefit amounts payable to the participants.

The changes in pension values shown in the Summary Compensation Table include the effects of:

- an additional year of service from December 31, 2024 to December 31, 2025;
- changes in eligible pension pay;
- changes in applicable pay cap limits; and
- changes in actuarial assumptions.

DESCRIPTION OF QUALIFIED PLANS

HII Salaried Retirement Plan The general benefit structure for each participant is similar except for the historical benefit formulas, the transition benefit formulas and the timing of the transition period, all of which are described below. The plans are qualified under IRC Section 401 and provide up to three component pieces of benefits depending on when a participant is hired and terminates. The following chart illustrates the component pieces (described in more detail after the chart):



The components are the historical benefit (the Part A benefit), the transition benefit (the greater of the Part B benefit or the Part C benefit) and the cash balance benefit (the Part D benefit). Eligible employees who joined a plan after the transition date associated with their pension plan accrue only the cash balance benefit (Part D) from their first date of participation.

The qualified benefit for each NEO is the sum of these three benefits (Part A + Max (Part B or C) + Part D). The transition period for the legacy Huntington Ingalls Industries Retirement Plan "B" was July 1, 2003 through June 30, 2008. During the transition period, each eligible participant earned the greater of (i) the benefit calculated under a formula similar to his or her historical plan (Part B) or (ii) the cash balance formula benefit (Part C).

The cash balance formula (Parts C and D benefits) uses a participant's points (age plus years of service) to determine a pay-based credit amount (a percentage of eligible pay) on a monthly basis. Interest is credited monthly on the amount in the participant's hypothetical individual account. At normal retirement age, a participant's balance in the hypothetical account is converted into an annuity payable for life, using specified factors. There are various forms of annuities from which the participant can choose, including a single-life annuity or a joint-and-survivor annuity.

Specific Elements of the Plans. The following paragraphs describe specific elements of the qualified plans in which our NEOs participate.

- **Formulas Under Historical Plans:**
  - *HII Northrop Grumman Retirement Plan*—This plan is a legacy part of the HII Salaried Retirement Plan and provides a benefit equal to 1.6667% of final average pay (as limited by IRC Section 401(a)(17)) multiplied by benefit service up to a maximum of 30 years. Final average pay is the average of the three highest-paid years during which the participant was an eligible employee of Northrop Grumman after 1996. Mr. Kastner has historical (Part A) benefits under this formula.
  - *HII Grumman Pension Plan*—This plan is a legacy part of the HII Salaried Retirement Plan and provides a benefit equal to 1.6667% of final average pay (as limited by IRC Section 401(a)(17)) multiplied by benefit service after December 31, 1994, plus the frozen accrued benefit as of December 31, 1994. Final average pay is the average of the three highest-paid years during which the participant was an eligible employee of the Company after 1996. Messrs. Stiehle and Kastner have historical (Part A) benefits under this formula.

- *HII Ingalls Shipbuilding, Inc. Retirement Plan*—This plan is a legacy part of the HII Salaried Retirement Plan and provides a benefit equal to the greater of (1) and (2), reduced by (3):

  1) 60% of pre-tax deposits to the Huntington Ingalls Industries Financial Security and Savings Program ("FSSP") retirement account and after-tax contributions to the plan.

  2) 85% of pre-tax deposits to the FSSP retirement account and after-tax contributions to the plan minus 75% of the estimated primary social security benefit multiplied by the ratio of after-tax contributions to the plan and pre-tax FSSP retirement account deposits divided by after-tax contributions to the plan plus pre-tax FSSP retirement account deposits plus imputed deposits (4% of eligible pay).

  3) The annuity equivalent of the pre-tax FSSP retirement account deposits and after-tax contributions to the plan.

  Mr. Blanchette has historical (Part A) benefits under this formula. Part B is determined using the above formula with imputed deposits instead of pre-tax deposits to the FSSP retirement account and after-tax contributions.

- **Cash Balance Formula.** Table 1 shows the percentage of pay credit specified at each point level for the Part C benefit for each NEO. Interest is credited monthly based upon the 30-year Treasury bond rate in effect four months prior to the crediting month.
- For the Part D benefit, the cash balance formula for each NEO is based upon Table 2. Interest is credited monthly based on the 30-year Treasury bond rate in effect four months prior to the crediting month.

Table 1 (Part C Formula)

	Credit Amount	
Points (attained age and total service)	**All Eligible Pay (%)**	**Eligible Pay in Excess of Social Security Wage Base (%)**
Under 25	6.0	6.0
25 to 34	6.5	6.0
35 to 44	7.0	6.0
45 to 54	7.5	6.0
55 to 64	8.0	6.0
65 to 74	8.5	6.0
75 to 84	9.0	6.0
Over 84	9.5	6.0

Table 2 (Part D Formula)

	Credit Amount	
Points (attained age and total service)	**All Eligible Pay (%)**	**Eligible Pay in Excess of Social Security Wage Base (%)**
Under 25	3.5	4.0
25 to 34	4.0	4.0
35 to 44	4.5	4.0
45 to 54	5.0	4.0
55 to 64	5.5	4.0
65 to 74	6.5	4.0
75 to 84	7.5	4.0
Over 84	9.0	4.0

- **Vesting.** Participants vest in their program benefits upon completion of three years of service. As of December 31, 2025, each NEO participating in a qualified pension plan has a non-forfeitable right to receive retirement benefits, which are payable upon early (if eligible) or normal retirement, as elected by the NEO.
- **Form of Benefit.** The standard form of benefit is an annuity payable for the life of the participant. At normal retirement, the annuity for the cash balance formula is equal to the accumulated account balance divided by 9. Other annuity options may be elected; however, each option is actuarially equivalent in value to the standard form.

- **Pay.** Pay for purposes of the cash balance, the HII Ingalls Shipbuilding, Inc. Retirement Plan, the HII Grumman Pension Plan formula, and the HII Northrop Grumman Retirement Plan formula is primarily salary plus the annual cash bonus. Pay is limited by IRC Section 401(a)(17).
- **Normal Retirement.** Normal retirement means the benefit is not reduced for early commencement. It is generally specified in each formula as: age 65 for the HII Grumman Pension Plan, the HII Northrop Grumman Retirement Plan and the HII Ingalls Shipbuilding, Inc. Retirement Plan formulas and the later of age 65 and three years of vesting service for the cash balance formula.
- **Early Retirement.** Early retirement eligibility for the historical HII Grumman Pension Plan (post-1994 benefits), the HII Northrop Grumman Retirement Plan and the cash balance formulas occurs when the participant both attains age 55 and completes ten years of service. Early retirement eligibility for the historical HII Grumman Pension Plan (pre-1995 benefits) occurs when the participant attains age 60 with at least one year of service or age 50 with at least 20 years of service. Early retirement eligibility for the historical HII Ingalls Shipbuilding, Inc. Retirement Plan occurs when the participant both attains age 55 and completes five years of service. Early retirement benefits under both the historical and cash balance formulas may be reduced for commencement prior to normal retirement to reflect the longer period of time over which the benefit will be paid.

Messrs. Stiehle and Kastner have reached the age of 55 and have completed ten or more years of service. Mr. Stiehle has reached the age of 50 and completed 20 years of service. Accordingly, each of Messrs. Stiehle and Kastner are eligible for early retirement under the HII Salaried Retirement Plan (which includes historical benefits from the HII Grumman Pension Plan and the HII Northrop Grumman Retirement Plan). Mr. Blanchette has not yet reached retirement eligibility in the defined benefit plans. Early retirement benefits for each NEO cannot commence prior to termination of employment. Messrs. Boudreaux and Green do not participate in any defined benefit pension plans.

DESCRIPTION OF NONQUALIFIED PLANS

Huntington Ingalls Industries Supplemental Plan 2—ERISA Supplemental Program 2. This plan is a nonqualified plan that provides benefits that would have been paid under the HII Salaried Retirement Plan but for the IRC Section 401(a)(17) limit on the amount of compensation that must be taken into account under a qualified plan. The definition of compensation under this plan also includes compensation under deferred compensation plans. Benefits under this plan are subject to a general limitation of 60% of final average pay (reduced for early retirement, if applicable, according to the rules of the OSERP) for all Company pension benefits. Optional forms of payment are generally the same as those from the qualified plan, plus a 13-month delayed lump sum option on a portion of the benefit. Reductions for early retirement apply in the same manner as under the associated qualified plan.

Messrs. Stiehle and Kastner began participating in the plan when they reached applicable pay grades for inclusion in the plan.

HII Litton Industries, Inc. Restoration Plan. This plan is a nonqualified plan that provides benefits that would have been paid under the HII Salaried Retirement Plan but for the IRC Section 401(a)(17) limit on the amount of compensation that must be taken into account under a qualified plan. The definition of compensation under this plan also includes compensation under deferred compensation plans. Benefits under this plan are subject to a general limitation for all company pension benefits of 60% of final average pay (reduced for early retirement, if applicable, according to the rules of the OSERP). Optional forms of payment are generally the same as those under the qualified plan, plus a 13-month delayed lump sum option on a portion of the benefit. Reductions for early retirement apply in the same manner as under the associated qualified plan.

Mr. Blanchette began participating in the HII Litton Industries, Inc. Restoration Plan when he reached applicable pay grades for inclusion in the plan.

Officers Supplemental Executive Retirement Program. The OSERP is a nonqualified plan frozen to new entrants on July 1, 2008. Accordingly, officers hired on or after this date and any promoted officers who do not participate in a qualified defined benefit pension plan are not allowed to participate in the program. On December 31, 2018, this program was also closed to those officers whose hire date was prior to July 1, 2008, but promotion date occurred on or after January 1, 2019. Instead, officers who were hired on or after July 1, 2008, or promoted on or after January 1, 2019, participate in the Huntington Ingalls Industries Officers Retirement Account Contribution Plan, which is a defined contribution plan arrangement.

Messrs. Stiehle and Kastner participate in the OSERP, which provides a total pension benefit equal to a percentage of final average pay (the average pay without the IRC Section 401(a)(17) limit and including deferred compensation in the three highest-paid plan years during the greater of (i) the last ten consecutive years of participation or (ii) all consecutive years of participation since January 1, 1997) where the percentage is determined by the following formula: 2% for each year of service up to ten years, 1.5% for each subsequent year up to 20 years and 1% for each additional year over 20 and less than 45, less any other HII pension benefits. Under the OSERP, all years of service with HII are used to determine the final percentage.

The OSERP benefit, when combined with all HII pension benefits, cannot exceed the general limit of 60% of final average pay (reduced for early retirement, if applicable, according to the rules of the OSERP). Optional forms of payment are generally the same as those under the qualified plan, plus a 13-month delayed lump sum option on a portion of the Huntington Ingalls Industries Officers Supplemental Executive Retirement Program benefit.

- Normal Retirement: Age 65.
- Early Retirement: Age 55 and completion of ten years of service. Benefits are reduced by the lesser of 2.5% for each year between retirement age and age 65, or 2.5% for each point less than 85 at retirement. Points are equal to the sum of age and years of service.
- Vesting: Participants vest in their OSERP benefits upon attaining age 55 and completion of ten years of service or attaining age 65 and completion of five years of service. These milestones must be attained prior to termination from HII.

Huntington Ingalls Industries Consolidated Supplemental Retirement Plan. Effective December 31, 2014, the HII Litton Industries, Inc. Restoration Plan was consolidated with other nonqualified defined benefit pension plans to form the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan. The consolidation does not affect the benefit amounts payable to the participants. Effective December 31, 2019, the OSERP and ERISA 2 were merged into the Huntington Ingalls Industries Omnibus Supplemental Retirement Plan, which was subsequently renamed the Huntington Ingalls Industries Consolidated Supplemental Retirement Plan. This merger does not affect the benefit amounts payable to the participants.

Section 409A Restrictions on Timing and Optional Forms of Payment. Under IRC Section 409A, employees who participate in Company-sponsored nonqualified plans, such as the HII Litton Industries, Inc. Restoration Plan, the Huntington Ingalls Industries Supplemental Plan 2—ERISA Supplemental Program 2 and the OSERP are subject to special rules regarding the timing and forms of payment for benefits earned or vested after December 31, 2004 (“post-2004 benefits”). Payment of post-2004 benefits must begin on the first day of the month coincident with or following the later of attainment of age 55 and termination from the Company. The optional forms of payment for post-2004 benefits are limited to a single life annuity or a selection of joint and survivor options.

Specific Assumptions Used to Estimate Present Values. The following assumptions were used to estimate the present values in the Pension Benefits table:

- Assumed Retirement Age: For all plans, pension benefits are assumed to begin at the earliest retirement age that the participant can receive an unreduced benefit payable from the plan. OSERP benefits are first unreduced once an NEO reaches age 55 and accumulates 85 points or reaches age 65. For the HII Grumman Pension Plan (pre-1995 benefits), vested benefits are first unreduced at age 60. For the HII Grumman Pension Plan (post-1994 Part A and Part B benefits), the HII Northrop Grumman Retirement Plan (Part A and B benefits) and the associated Huntington Ingalls Industries Supplemental Plan 2—ERISA Supplemental Program 2 (Part A and B benefits), vested benefits are first unreduced once an NEO reaches age 55 and accumulates 85 points or reaches age 65. . For the HII Ingalls Shipbuilding, Inc. Retirement Plan (Part A and B benefits) and the associated HII Litton Industries, Inc. Restoration Plan (Part A and B benefits), benefits are first unreduced once an NEO reaches age 60 and accumulates 80 points or reaches age 65. Given each NEO’s period of service, except Mr. Blanchette, cash balance benefits (Part C and D benefits) will be converted to an annuity on an unreduced basis starting at age 55. Mr. Blanchette’s cash balance benefits (Part C and D benefits) will be converted to an annuity on an unreduced basis starting at age 65.

When portions of an NEO’s benefit under the “Part A + Max (Part B or Part C) + Part D” structure have different unreduced retirement ages, the later unreduced age is used for the entire benefit.

- Discount Rate: The applicable discount rates are as follows:

Plan Name	12/31/2025 (%)	12/31/2024 (%)
Huntington Ingalls Industries Supplemental Plan 2	5.60	5.91
HII Salaried Retirement Plan	5.70	5.94
HII Litton Industries, Inc. Restoration Plan	5.60	5.91
Officers Supplemental Executive Retirement Program	5.60	5.91

- Mortality Table: A variation of the Pri-2012 and MP-2021 mortality tables, adjusted to reflect the Company's experience and expectations.
- Present Values: Present values are calculated using the Assumed Retirement Age, Discount Rate and Mortality Table described above; they assume no pre-retirement mortality, disability or termination and that the NEO remains employed until his or her earliest unreduced retirement age.
- Future Investment Crediting Rate Assumption: Cash balance amounts are projected to the Assumed Retirement Age based on the future investment crediting rate assumptions of 3.54% as of December 31, 2024, and 3.57% as of December 31, 2025. These rates are used in conjunction with the discount rate to estimate the present value amounts for cash balance benefits.

Information on Executives Eligible to Retire. Messrs. Stiehle and Kastner are eligible to retire early and begin pension benefits immediately under all plans in which they participate. Their total annual immediate benefit, assuming they had terminated on December 31, 2025, is $735,831 for Mr. Stiehle and $1,633,2549 for Mr. Kastner.

2025 NONQUALIFIED DEFERRED COMPENSATION

The following table summarizes the compensation of our NEOs under our nonqualified deferred compensation plans.

2025 Nonqualified Deferred Compensation

Name	Plan Name	Executive Contributions in Last FY[1] ($)	Registrant Contributions in Last FY[2] ($)	Aggregate Earnings in Last FY[3] ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE[4] ($)
Christopher D. Kastner	Savings Excess	174,020	87,010	851,352	—	3,855,553
Thomas E. Stiehle	Savings Excess	89,863	23,963	245,393	—	1,865,629
Chad N. Boudreaux	Savings Excess	52,844	52,843	224,988	—	1,480,239
	ORAC	—	37,486	111,624	—	673,641
Edgar A. Green III	Savings Excess	90,667	102,001	511,257	—	2,722,165
	ORAC	—	59,334	193,376	—	726,115
Brian D. Blanchette	Savings Excess	71,437	12,988	91,885	—	311,853
	ORAC	—	26,989	53,392	—	132,693

(1) Executive contributions in this column also are included in the salary and non-equity incentive plan columns of the 2025 Summary Compensation Table.

(2) Company contributions in this column are included under the All Other Compensation column in the 2025 Summary Compensation Table and under the 2025 All Other Compensation table.

(3) Aggregate earnings in the last fiscal year are not included in the 2025 Summary Compensation Table because they are not above market or preferential.

(4) The only amounts reflected in this column that previously were reported as compensation to the NEO in the Summary Compensation Table are executive and Company contributions for the respective fiscal year-end and only if the NEO was reported as an NEO for each respective year. Aggregate earnings in this column were not reported previously in the Summary Compensation Table.

- Mr. Kastner's aggregate SEP account balance includes $1,543,587 in employee contributions.

- Mr. Stiehle's aggregate SEP account balance includes $762,197 in employee contributions.
- Mr. Boudreaux's aggregate SEP account balance includes $511,203 in employee contributions.
- Mr. Green's aggregate SEP account balance includes $913,020 in employee contributions.
- Mr. Blanchette's aggregate SEP account balance includes $184,177 in employee contributions.

Deferred Compensation Plans and Descriptions

The material terms of the deferred compensation plans in which our NEOs participate are summarized below:

- The "Savings Excess Plan" allows eligible employees to defer between 1% and 75% of salary and annual incentive payments above the limits mandated by the IRS. The Company may provide a matching contribution of up to 4%, based upon a participant contribution rate of 8%. Participants are immediately 100% vested in their accounts and are allowed to make elections regarding how their account balances will be deemed invested for purposes of crediting earnings to the account by selecting investments from a limited list of investment options selected by the plan administrator. No above market earnings are provided under the plan. Based upon an advance election, payment is made in a lump sum or installments over a period of up to 15 years. Neither in-service distributions nor hardship withdrawals are allowed under this plan.
- The ORAC covers the majority of those elected and appointed officers hired on or after July 1, 2008, who are not eligible for defined benefit retirement plans. Enrollment is automatic, and the Company contributes an amount equal to 4% of the officer's eligible compensation.

All deferred compensation that was not earned and vested before January 1, 2005 is subject to the requirements of IRC Section 409A. Those requirements largely restrict an executive's ability to control the form and timing of distributions from nonqualified plans such as those listed above.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The tables below provide estimated payments and benefits that we would have provided each NEO if his or her employment had terminated on December 31, 2025, for specified reasons. This information is based upon the assumption that employment terminated on December 31, 2025, and uses the closing price of our common stock of $340.07 on the NYSE as of December 31, 2025. These payments and benefits are provided under the following plans:

- The Severance Plan for Elected and Appointed Officers
- The 2012 Long-Term Incentive Stock Plan and 2022 Long-Term Incentive Stock Plan and terms and conditions of equity awards

We summarize below these plans before providing the estimated payment and benefit amounts in the tables. Due to the many factors that affect the nature and amount of any benefits provided upon the termination events discussed below, any actual amounts paid or distributed to our NEOs may be different. Factors that may affect these amounts include timing during the year of the occurrence of the event, our stock price and the NEO's age.

The amounts described in the tables below are in addition to each NEO's benefits described in the Pension Benefits and Nonqualified Deferred Compensation tables, as well as benefits generally available to our employees such as distributions under our 401(k) plan, disability and life insurance benefits and accrued vacation.

SEVERANCE PLAN

Upon a "qualifying termination" (defined below), we have discretion to provide severance benefits to our NEOs under The Severance Plan for Elected and Appointed Officers of Huntington Ingalls Industries (the "Severance Plan"). Provided the NEO signed a release, such executive would have received:

- a lump sum severance benefit equal to 1.5 times base salary and target bonus;
- continued medical and dental premium payments for 18 months following the date of termination;
- financial planning expense reimbursement for fees incurred in the year in which the date of termination occurs ((limited to $15,000) ($30,000 for the CEO)) and any fees incurred in the year following the year in which the date of termination occurs ((limited to $15,000) ($30,000 for the CEO));
- reimbursement for the cost of a qualified executive physical as part of the executive perquisites program within established limits (up to $4,000) through the end of the year of termination; and
- outplacement services reimbursement for fees incurred within one year after the date of termination (limited to 15% of base salary as of the date of termination).

A "qualifying termination" means one of the following:

- an involuntary termination of employment of the NEO, other than termination for cause or mandatory retirement; or
- an NEO's election to terminate employment with us in lieu of accepting a downgrade to a non-officer position or status.

TERMS OF EQUITY AWARDS UNDER THE 2012 PLAN AND THE 2022 PLAN

The terms of equity awards to our NEOs under the 2012 Plan and the 2022 Plan provide for prorated or accelerated vesting if an NEO terminates for certain reasons. For RPSRs, accelerated vesting of a portion of each award occurs upon a termination due to death, disability, or retirement (after age 55 with ten years of service or mandatory retirement at age 65). For RSRs, accelerated vesting occurs upon a termination due to death or disability.

For purposes of estimating the payments due under RPSRs below, our performance is assumed to be at target levels through the close of each three-year performance period, and we include accrued DEUs for awards granted in 2012 and later.

The terms of equity awards to our NEOs under the 2012 Plan and the 2022 Plan also provide for accelerated vesting of RPSRs and RSRs in the event that the NEO is terminated in a qualifying termination related to a change in control (see "Change-in-Control Followed by Termination Payments Summary" below).

Payouts of RPSRs for retirements and terminations is made during the normal process for payouts, which occurs during the first quarter following the end of the performance period.

POTENTIAL PAYMENTS UPON TERMINATION OF EMPLOYMENT

The following tables show the values of payments and other benefits due to our NEOs under the Severance Plan, the 2012 Plan and the 2022 Plan, assuming a termination of employment as of December 31, 2025.

Change-in-Control Followed by Termination Payments Summary

	Kastner ($)	Stiehle ($)	Boudreaux ($)	Green ($)	Blanchette ($)
Severance	4,875,000	1,852,500	1,824,000	1,658,558	1,603,125
Bonus (Actual Earned in 2025)[1]	2,769,000	830,700	817,920	848,483	774,563
Unvested RSR[2]	6,844,347	1,479,260	1,301,228	1,208,432	991,646
Unvested Performance-Based RPSR Value[3]	28,929,415	6,751,750	5,564,905	5,348,621	2,881,413
Health and Welfare Benefits	26,392	19,609	24,937	31,651	26,611
Financial Planning and Outplacement	255,000	127,500	126,000	117,293	114,375
Total Payments Before Excise Tax Response	43,699,153	11,061,318	9,658,990	9,213,037	6,391,733
Forfeiture Due to Alternative Cap (If Applicable)	—	525,931	—	—	—
Total Payments After Excise Tax Response	43,699,153	10,535,387	9,658,990	9,213,037	6,391,733

(1) Pro-rata bonus paid upon termination is based on target. Actual bonuses paid for performance during 2025 are shown in the table above.

(2) RSRs would accelerate in full upon a change-in-control and qualifying termination.

(3) 2023-2025 RPSR cycle paid based on actual performance through 12/31/2025. All unvested cycles fully accelerate at target.

Involuntary Termination Not For Cause or Good Reason Termination by Executive

	Kastner ($)	Stiehle ($)	Boudreaux ($)	Green ($)	Blanchette ($)
Severance	4,875,000	1,852,500	1,824,000	1,658,558	1,603,125
Bonus (Actual Earned in 2025)[1]	2,769,000	830,700	817,920	848,483	774,563
Unvested RSR Value[2]	2,189,122	477,313	—	386,630	—
Unvested Performance-Based RPSR Value[3]	18,902,791	4,593,212	2,200,253	3,578,670	491,401
Health and Welfare Benefits	26,392	19,609	24,937	31,651	26,611
Financial Planning and Outplacement	255,000	127,500	126,000	117,293	114,376
Total Payments	29,017,305	7,900,834	4,993,110	6,621,284	3,010,075

(1) Pro-rata bonus paid upon termination is based on target. Actual bonuses paid for performance during 2025 are shown in the table above.

(2) Messrs. Kastner, Stiehle, and Green are retirement eligible, and therefore would vest in a prorated portion of any unvested RSRs scheduled to vest in the next 12 months. Messrs. Boudreaux and Blanchette are not retirement eligible, and therefore would forfeit unvested RSRs.

(3) 2023-2025 RPSR cycle paid based on actual performance through 12/31/2025. Messrs. Kastner, Stiehle, and Green are retirement eligible, and unvested cycles are therefore pro-rated at target. Messrs. Boudreaux and Blanchette are not retirement eligible and, therefore, would forfeit the 2024-2026 and 2025-2027 cycles.

Termination Due to Death or Disability

	Kastner ($)	Stiehle ($)	Boudreaux ($)	Green ($)	Blanchette ($)
Bonus (Actual Earned in 2025)[1]	2,769,000	830,700	817,920	848,483	774,563
Unvested RSR Value[2]	6,844,347	1,479,260	1,301,228	1,208,432	991,646
Unvested Performance-Based RPSR Value[3]	18,902,791	4,593,212	3,650,765	3,578,670	1,364,247
Total Payments	28,516,138	6,903,172	5,769,913	5,635,585	3,130,456

(1) Pro-rata bonus paid upon termination is based on target. Actual bonuses paid for performance during 2025 are shown in the table above.

(2) RSRs would vest in full in the event of death or disability.

(3) 2023-2025 RPSR cycle paid based on actual performance through 12/31/2025. All unvested cycles are prorated at target.

Retirement

	Kastner ($)	Stiehle ($)	Boudreaux ($)	Green ($)	Blanchette ($)
Bonus (Actual Earned in 2025)[1]	2,769,000	830,700	817,920	848,483	774,563
Unvested RSR Value[2]	2,189,122	477,313	—	386,630	—
Unvested Performance-Based RPSR Value[3]	18,902,791	4,593,212	2,200,253	3,578,670	491,401
Total Payments	23,860,913	5,901,225	3,018,173	4,813,784	1,265,964

(1) Pro-rata bonus paid upon termination is based on target. Actual bonuses paid for performance during 2025 are shown in the table above.

(2) Messrs. Kastner, Stiehle, and Green are retirement eligible, and therefore would vest in a prorated portion of any unvested RSRs scheduled to vest in the next 12 months. Messrs. Boudreaux and Blanchette are not retirement eligible and therefore would forfeit unvested RSRs.

(3) 2023-2025 RPSR cycle paid based on actual performance through 12/31/2025. Messrs. Kastner, Stiehle, and Green are retirement eligible, and unvested cycles are therefore pro-rated at target. Messrs. Boudreaux and Blanchette are not retirement eligible and, therefore, would forfeit the 2024-2026 and 2025-2027 cycles.

Pay Versus Performance

As required by Item 402(v) of Regulation S-K under the Securities Exchange Act of 1934, we are providing the following information about the relationship between compensation actually paid ("CAP"), as calculated pursuant to Item 402(v), and performance. This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K and does not necessarily reflect value actually realized by the executives or how the Compensation Committee evaluates compensation decisions in light of Company or individual performance. For further information concerning HII's variable pay for performance philosophy and how the Company aligns executive compensation with the Company's performance, see "Compensation Discussion and Analysis" above.

Year (a)	Summary Compensation Table Total for first PEO[1] (b)	Summary Compensation Table Total for second PEO[1] (b)	Compensation Actually Paid to first PEO[2] (c)	Compensation Actually Paid to second PEO[2] (c)	Average Summary Compensation Table Total for Non-PEO NEOs[3] (d)	Average Compensation Actually Paid to Non-PEO NEOs[4] (e)	Value of Initial Fixed $100 Investment Based On: Total Shareholder Return[5] (f)	Value of Initial Fixed $100 Investment Based On: Peer Group Total Shareholder Return[6] (g)	Net Income (millions)[7] (h)	EBITDAP (millions)[8] (i)
	($)	($)	($)	($)	($)	($)	($)	($)	($)	($)
2025	13,809,406	n/a	31,037,552	n/a	3,307,657	6,425,685	223	220	605	1,048
2024	14,553,665	n/a	4,425,245	n/a	2,787,438	1,398,520	121	150	550	941
2023	14,100,619	n/a	14,030,077	n/a	3,519,012	3,969,418	163	121	681	1,211
2022	7,742,266	3,635,247	9,452,779	7,011,842	2,739,014	3,404,890	142	98	579	1,060
2021	7,714,067	n/a	10,473,486	n/a	2,769,626	3,287,420	112	103	544	972

(1) HII's Principal Executive Officer ("PEO") for 2025, 2024, and 2023 is Christopher D. Kastner. During 2022, two individuals served as PEO. The first PEO included in the table for 2022 is Mr. Kastner, and the second PEO is C. Michael Petters. The PEO for 2021 is Mr. Petters.

(2) The dollar amounts reported in columns (c) represent the amount of CAP to the first PEO and the second PEO (for 2022), as computed in accordance with SEC rules. The dollar amounts do not reflect the actual amount of compensation earned by or paid to the PEO during the applicable year. The following adjustments were made to the PEO's total compensation for each applicable year to determine the compensation actually paid in accordance with SEC rules:

First PEO

Year	Reported Summary Compensation Table Total for First PEO	Reported Value of Equity Awards[a]	Equity Award Adjustments[b]	Reported Change in the Actuarial Present Value of Pension Benefits[c]	Pension Benefit Adjustments[d]	Compensation Actually Paid to First PEO
	($)	($)	($)	($)	($)	($)
2025	13,809,406	(8,499,752)	26,542,506	(1,066,426)	251,818	31,037,552
2024	14,553,665	(6,499,823)	1,411,580	(5,316,085)	275,908	4,425,245
2023	14,100,619	(5,799,855)	9,372,275	(3,962,861)	319,899	14,030,077
2022	7,742,266	(4,399,840)	6,253,480	(363,888)	220,761	9,452,779
2021	7,714,067	(4,399,947)	7,063,596	(503,926)	599,697	10,473,486

Second PEO

Year	Reported Summary Compensation Table Total for Second PEO	Reported Value of Equity Awards[a]	Equity Award Adjustments[b]	Reported Change in the Actuarial Present Value of Pension Benefits[c]	Pension Benefit Adjustments[d]	Compensation Actually Paid to Second PEO
	($)	($)	($)	($)	($)	($)
2022	3,635,247	(1,451,915)	4,784,146	—	44,364	7,011,842

(a) The grant date fair value of equity awards represents the total of the amounts reported in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the applicable year.

(b) The equity award adjustments for each applicable year include the addition (or subtraction, as applicable) of the following: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the covered fiscal year; (ii) the amount of change in fair value as of the end of the applicable year from the end of the prior fiscal year of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iii) for awards that are granted and vest in the same applicable year, the fair value as of the vesting date; (iv) for awards granted in prior years that vest in the applicable year, the amount equal to the change in fair value as of the vesting date from the end of the prior fiscal year; (v) for awards granted in prior years that are determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the amount equal to the fair value at the end of the prior fiscal year; and (vi) the dollar value of any dividends or other earnings paid on stock or option awards in the applicable year prior to the vesting date that are not otherwise reflected in the fair value of such award or included in any other component of total compensation for the applicable year. The valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant. The amounts deducted or added in calculating the equity award adjustments are as follows:

First PEO

Year	Year End Fair Value of Equity Awards	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	Total Equity Award Adjustments
	($)	($)	($)	($)	($)	($)	($)
2025	17,499,405	3,273,858	—	5,769,244	—	—	26,542,506
2024	4,334,707	(1,822,756)	—	(1,100,371)	—	—	1,411,580
2023	7,116,525	765,249	—	1,490,502	—	—	9,372,275
2022	5,051,057	558,459	—	643,963	—	—	6,253,480
2021	4,685,308	395,842	—	1,982,446	—	—	7,063,596

Second PEO

Year	Year End Fair Value of Equity Awards	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	Total Equity Award Adjustments
	($)	($)	($)	($)	($)	($)	($)
2022	1,666,812	1,228,610	—	1,888,724	—	—	4,784,146

(c) The amounts included in this column are the amounts reported in the “Change in Pension and Nonqualified Deferred Compensation” column of the Summary Compensation Table for each applicable year.

(d) The total pension benefit adjustments for each applicable year include the aggregate of two components: (i) the actuarially determined service cost for services rendered by Mr. Kastner and Mr. Petters during the applicable year (the “service cost”); and (ii) the entire cost of benefits granted in a plan amendment (or initiation) during the applicable year that are attributed by the benefit formula to services rendered in periods prior to the plan amendment or initiation (the “prior service cost”), in each case, calculated in accordance with U.S. GAAP. The amounts deducted or added in calculating the pension benefit adjustments are as follows:

First PEO

Year	Service Cost ($)	Prior Service Cost ($)	Total Pension Benefit Adjustments ($)
2025	251,818	—	251,818
2024	275,908	—	275,908
2023	319,899	—	319,899
2022	220,761	—	220,761
2021	599,697	—	599,697

Second PEO

Year	Service Cost ($)	Prior Service Cost ($)	Total Pension Benefit Adjustments ($)
2022	44,364	—	44,364

(3) The dollar amounts reported in column (d) represent the average of the amounts reported for the Company's NEOs as a group (excluding Mr. Kastner (for 2025, 2024, 2023 and 2022) and Mr. Petters (for 2022 and 2021)) in the "Total" column of the Summary Compensation Table in each applicable year. The NEOs for 2025 were Thomas E. Stiehle, Chad N. Boudreaux, Edgar A. Green III , and Brian D. Blanchette. The NEOs for 2024 were Messrs. Stiehle and Boudreaux, Jennifer Boykin, and Mr. Green. The NEOs for 2023 were Messrs. Stiehle, Boudreaux, and Green, and Kara R. Wilkinson. The NEOs for 2022 were Messrs. Stiehle and Boudreaux, Ms. Wilkinson and Mr. Green. The NEOs for 2021 were Messrs. Kastner, Stiehle, and Boudreaux, Ms. Boykin and Mr. Green.

(4) The dollar amounts reported in column (e) represent the average amount of CAP to the NEOs as a group (excluding Mr. Kastner (for 2025, 2024, 2023, and 2022) and Mr. Petters (for 2022 and 2021)). The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the NEOs as a group during the applicable year. In accordance with the of Item 402(v) of Regulation S-K, the following adjustments were made to the total compensation for the non-PEO NEOs for each year to determine the compensation actually paid, using the same methodology described above in Note 2. The amounts presented are averages for the entire group of non-PEO NEOs:

Year	Average Reported Summary Compensation Table Total for Non-PEO NEOs ($)	Average Reported Value of Equity Awards ($)	Average Equity Award Adjustments[a] ($)	Average Reported Change in the Actuarial Present Value of Pension Benefits ($)	Average Pension Benefit Adjustments[b] ($)	Average Compensation Actually Paid to Non-PEO NEOs ($)	
2025	3,307,657	(1,612,389)	4,840,907	(155,249)	44,759	6,425,685	
2024	2,787,438	(1,237,080)	126,538	(355,908)	77,533	1,398,520	*
2023	3,519,012	(1,237,346)	2,455,702	(829,640)	61,690	3,969,418	
2022	2,739,014	(1,237,455)	1,986,110	(166,194)	83,415	3,404,890	
2021	2,769,626	(1,249,905)	1,815,118	(123,925)	76,507	3,287,420	*

* Does not total due to rounding.

(a) The amounts deducted or added in calculating the total average equity award adjustments are as follows:

Year	Year End Fair Value of Equity Awards ($)	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards ($)	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year ($)	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year ($)	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year ($)	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation ($)	Total Equity Award Adjustments ($)
2025	3,319,624	511,964	—	1,009,319	—	—	4,840,907
2024	825,004	(388,868)	—	(309,597)	—	—	126,538
2023	1,518,245	215,226	—	722,231	—	—	2,455,702
2022	1,420,610	270,648	—	294,852	—	—	1,986,110
2021	1,330,968	93,198	—	390,952	—	—	1,815,118

(b) The amounts deducted or added in calculating the total pension benefit adjustments are as follows:

Year	Average Service Cost ($)	Average Prior Service Cost ($)	Total Average Pension Benefit Adjustments ($)
2025	44,759	—	44,759
2024	77,533	—	77,533
2023	61,690	—	61,690
2022	83,415	—	83,415
2021	76,507	—	76,507

(5) Cumulative total shareholder return ("TSR") is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.

(6) Represents the peer group TSR, weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated. The peer group used for this purpose is the following published industry index: S&P Aerospace & Defense Select Industry Index.

(7) The dollar amounts reported represent the amount of net income reflected in the Company's audited financial statements for the applicable year.

(8) EBITDAP is calculated as net earnings, plus interest, taxes, depreciation and amortization, less net pension/post retirement benefit expense. While the Company uses numerous financial and non-financial performance measures for the purpose of evaluating performance for the Company's compensation programs, the Company has determined that EBITDAP is the financial performance measure that, in the Company's assessment, represents the most important performance measure (that is not otherwise required to be disclosed in the table) used by the Company to link compensation actually paid to the Company's NEOs, for the most recently completed fiscal year, to Company performance.

FINANCIAL PERFORMANCE MEASURES

As described in greater detail under "Compensation Discussion and Analysis" above, HII's executive compensation program reflects a variable pay for performance philosophy. The metrics we use for both our long-term and short-term incentive awards are selected based on an objective of incentivizing our NEOs to increase the value of our enterprise for our stockholders. The most important financial performance measures we used to link executive compensation actually paid to our NEOs, for the most recently completed fiscal year, to our performance are as follows:

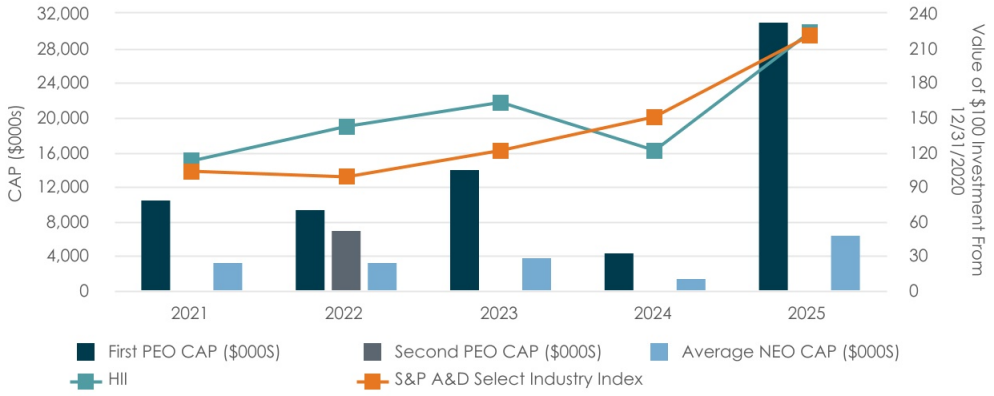
- EBITDAP
- Segment operating margin
- Operating cash flow
- Return on invested capital

ANALYSIS OF THE INFORMATION PRESENTED IN THE PAY VERSUS PERFORMANCE TABLE

As described in more detail under "Compensation Discussion and Analysis" above, HII's executive compensation program reflects a variable pay for performance philosophy. While we utilize several performance measures to align executive compensation with Company performance, all of those Company measures are not presented in the Pay versus Performance table. Moreover, HII generally seeks to incentivize long-term performance, and therefore does not specifically align the Company's performance measures with compensation actually paid (as computed in accordance with Item 402(v) of Regulation S-K) for a particular year. In accordance with Item 402(v) of Regulation S-K, we are providing the following descriptions of the relationships between information presented in the Pay versus Performance table.

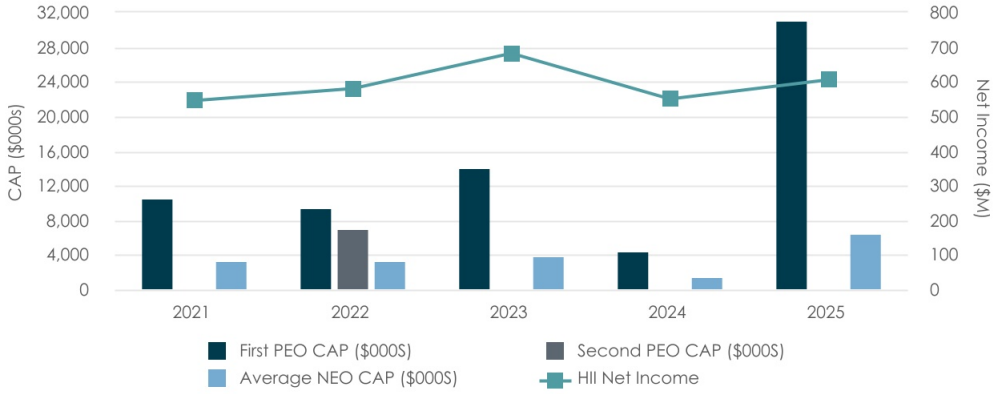
Compensation Actually Paid and TSR/Peer TSR

TSR (HII and S&P A&D Select Industry Index) vs. CAP



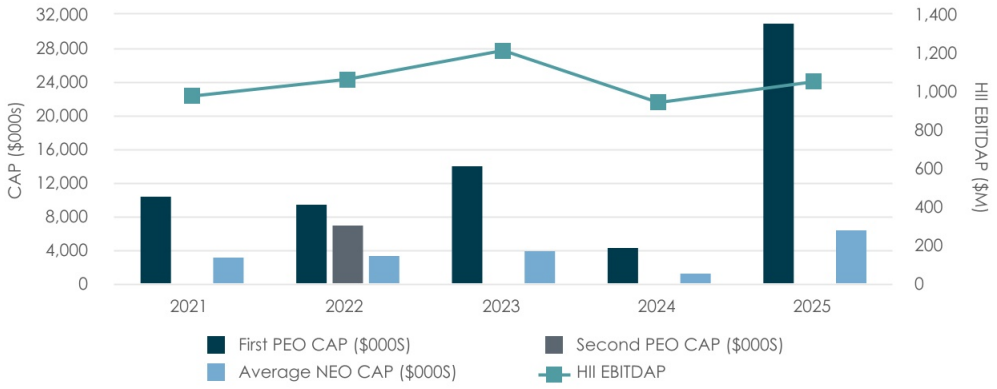
Compensation Actually Paid and Net Income

Net Income vs. CAP



Compensation Actually Paid and EBITDAP

HII EBITDAP vs. CAP



PROPOSAL

3

Ratification of Appointment of Independent Auditor

The Audit Committee has selected Deloitte & Touche LLP ("Deloitte"), an independent registered public accounting firm, as our independent auditor to audit the Company's consolidated financial statements and internal control over financial reporting for the year ending December 31, 2026. Deloitte has served as our independent auditor since 2011. The Audit Committee is responsible for appointing, compensating, retaining, overseeing, and discharging (if necessary) the independent auditor. The Audit Committee also is responsible for evaluating, at least annually, the independent auditor's qualifications and performance, including a review and evaluation of the lead partner.

Although ratification of our selection of Deloitte & Touche LLP is not required by our Bylaws or otherwise, we are asking our stockholders to do so as a matter of sound corporate governance. If the selection of Deloitte & Touche LLP is not ratified, the Audit Committee will consider this input in its selection of an auditor for the following year.

Representatives of Deloitte will attend the Annual Meeting and will have an opportunity to make a statement and respond to questions, as appropriate.

✔ The Board recommends a vote **FOR** this Proposal 3.

Audit Fees and All Other Fees

The following table summarizes the aggregate fees incurred for professional audit services and other services billed to us in 2025 and 2024, in each case by Deloitte and its affiliates:

($ in thousands)	**2025**	**2024**
Fees Billed:		
Audit Fees[1]	9,825	9,913
Audit-Related Fees[2]	342	717
Tax Fees[3]	721	571
All Other Fees[4]	2	2
Total	10,889	11,203

(1) Audit fees for 2025 and 2024 related to services provided in connection with audits of our annual consolidated financial statements, including audits of internal control over financial reporting, interim reviews of our quarterly unaudited condensed consolidated financial statements included in Forms 10-Q, statutory audits of our captive insurance subsidiary, and foreign statutory audits. Audit fees for 2024 also include fees for verification of financial statements and other financial data included in securities registration statements and other documents we filed with the SEC.

(2) Audit-related fees for 2025 and 2024 related to services provided in connection with audits of our employee benefit plans. Audit-related fees for 2024 also include fees for services provided in connection with the GHG limited assurance review.

(3) Tax fees were incurred in 2025 and 2024 for professional services for tax compliance, tax advice, and tax planning. These services include assistance regarding federal, state, and international tax compliance, return preparation, and tax audits.

(4) All other fees for 2025 and 2024 included non-audit-related fees for technical accounting on-line research tools.

Audit Committee Pre-Approval Policies and Procedures

All 2025 services provided by Deloitte & Touche LLP were approved by the Audit Committee. The Audit Committee also reviewed these services to ensure compatibility with maintenance of the auditor's independence.

The Audit Committee has a pre-approval policy and procedures related to the provision of services by our independent auditor. Under the policy and procedures, the Audit Committee pre-approves both the type of services to be provided by our independent auditor and the estimated fees related to those services. During the approval process, the Audit Committee considers the impact of the types of services and the related fees on the independence of the auditor. The services and fees must be deemed compatible with the maintenance of the auditor's independence, including compliance with SEC rules and regulations.

The Audit Committee must approve any fees for audit and non-audit services that exceed by certain amounts the estimates of fees for such services initially approved. The Audit Committee is advised quarterly in any event on the services performed by and fees paid to the independent auditor year-to-date for the fiscal year.

Audit Committee Report

The Audit Committee is responsible for assisting the Board in its general oversight of (a) the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits and (b) the Company's system of internal control over financial reporting. The charter of the Audit Committee, available on the Company's website, sets forth the specific responsibilities and duties of the Audit Committee and has been approved by the Board.

Management is responsible for the financial statements and the reporting process, including the system of disclosure controls and procedures and internal control over financial reporting. Deloitte & Touche LLP ("Deloitte"), the Company's independent auditor, is responsible for expressing an opinion on the conformity of the financial statements with accounting principles generally accepted in the United States and on the effectiveness of the Company's internal control over financial reporting.

In discharging its oversight role, the Audit Committee reviewed and discussed the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 with management, including our Vice President of Internal Audit, and Deloitte. The Audit Committee met privately with Deloitte and discussed issues deemed significant by them and those matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC.

In addition, the Audit Committee discussed with Deloitte its independence from HII and Company management and received the written disclosures and the letter from Deloitte required by the applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence.

Based on the reviews and discussions described above, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2025.

Submitted by the members of the Audit Committee:

Leo P. Denault, Chair
Augustus L. Collins
Craig S. Faller
Thomas C. Schievelbein
Nick L. Stanage
John K. Welch

PROPOSAL

4

Stockholder Proposal

John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, has informed us that he intends to present the following proposal at the annual meeting and that he owns 8 shares of our common stock.

We do not believe that the proposal meets the requirements of Rule 14a-8, including on grounds that the proposal, read together with its supporting statement, seeks to micromanage the Company. This basis for exclusion is detailed in the Company's notice of exclusion submitted to the SEC on December 30, 2025, to which the SEC staff responded that it would "not object" to exclusion based on the Company's representation of a reasonable basis to exclude. Notwithstanding this belief, we are including this proposal in the proxy statement to avoid uncertainty given recent regulatory changes.

We are presenting the proposal and the supporting statement as they were submitted to us. While we take issue with certain of the statements contained in the proposal and the supporting statement, we have limited our response to the most important points and have not attempted to address all of the statements with which we disagree and that we believe to be unsupported and/or inaccurate.

The Board recommends a vote **AGAINST** this Proposal 4.

Avoid Brand Damage due to Corporate Political Spending – Proposal 4



Shareholders of Huntington Ingalls request that the Company provide a report, updated annually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including the identity of the recipient as well as the amount paid to each.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website. This proposal does not encompass lobbying spending.

Supporting Statement

Long-term shareholders of HII support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

A company's reputation, value, and bottom line can be adversely impacted by political spending. The risk is especially serious when giving to trade associations, Super PACs, 527 committees, and "social welfare" organizations - groups that routinely pass money to or spend on behalf of candidates and political causes that a company might not otherwise wish to support.

A recent poll of retail shareholders by Mason-Dixon Polling & Research found that 83% of respondents said they would have more confidence investing in companies that have adopted reforms that provide for transparency and accountability in political spending.

HII scored 37% out of a possible score of 100% in the 2025 CPA-Zicklin Index of Corporate Political Disclosure and Accountability <https://www.politicalaccountability.net/wp-content/uploads/2025/11/2025-CPA-Zicklin-Index.pdf>

This proposal asks HII to disclose all of its electoral spending, including payments to Trade Associations and 501(c)(4) social welfare organizations, which may be used for electoral purposes-and are otherwise undisclosed. This would bring our Company in line with a growing number of leading companies, including Fortive, Marvell Technology, and Micron Technology, which present this information on their websites.

Without knowing the recipients of our company's political dollars HII directors and shareholders cannot sufficiently assess whether our company's election-related spending aligns with or conflicts with its policies on climate change and sustainability and other areas of concern.

Please vote for this timely governance reform:

Avoid Brand Damage due to Corporate Political Spending – Proposal 4

Board of Directors' Statement in Opposition to Proposal 4

The Board has carefully considered this proposal and, for the reasons summarized below, recommends a vote against this proposal.

We Support Transparency into Our Political Activities and Already Provide Detailed Disclosures Regarding Political Spending

We recognize that political spending transparency is important to many of our stockholders and other stakeholders, and are committed to transparency into our political activities and to complying fully with all applicable federal and state public disclosure requirements.

We believe our existing disclosures, available on our website under*Political Engagement Disclosures*, provide meaningful information regarding the Company's political activities, including corporate political expenditures, HII Political Action Committee ("HIIPAC") contributions, and board and management oversight, among other matters. As disclosed on our website:

- We do not use corporate funds, either monetary or in-kind, to contribute to federal candidates, political parties, or political committees and, beginning in 2026, will not use corporate funds to contribute to state or local candidates.
- We do not use corporate funds for independent expenditures, do not contribute to efforts to approve or defeat ballot measures in certain states, do not contribute to political organizations formed under Section 527 of the Internal Revenue Code, and do not contribute to "Super PACs."
- We restrict the use of membership dues in trade associations and funds given to 501(c)(4) organizations to non-election related purposes.
- We report disbursements made by HIIPAC, our employee-funded political action committee, monthly to the Federal Election Commission, and HIIPAC contributions to state and local candidates are disclosed with each state as required by law.

Further, our website provides links to additional information, including our most recent Lobbying Disclosure Act filings submitted to the U.S. Congress and a list of trade associations to which we contribute at least $25,000 in annual membership dues, including the portion of such dues that we understand are used for non-deductible purposes.

We Maintain Robust Oversight of Political Engagement

Our political engagement is undertaken in accordance with applicable laws and consistent with our strong commitment to our Company mission, purpose, and values. We maintain a robust compliance program designed to ensure that our political activities are conducted and disclosed in compliance with applicable laws and Company policy. Our political engagement and related activities are managed by our Executive Vice President, Government and Customer Relations, who reports directly to our Chief Executive Officer. In addition, the Governance and Policy Committee of our Board is responsible for reviewing and overseeing our policies and spending with respect to government relations, including political activities, and provides oversight of the compliance and policies of HIIPAC. The Governance and Policy Committee receives reports semi-annually on the Company's political activities. Contributions and expenditures are made to promote the Company's interests and are made without regard to the personal political preference of any specific employee.

In summary, the Board does not believe the proposal is in the best interest of the Company or its stockholders. Our current disclosures already provide significant transparency about our political spending and policies and procedures related thereto. Therefore, we do not believe the report sought by the proponent is necessary as it would not provide any meaningful additional information to stockholders to merit the resources required to provide the requested report.

For the reasons set forth above, the Board recommends a vote AGAINST this proposal.

RELATED PERSON TRANSACTIONS

Under our Code of Ethics and Business Conduct, our employees and directors must avoid any activity that conflicts with, or has the appearance of conflicting with, our business interests. At least annually, each director and executive officer completes a detailed questionnaire specifying any business relationship that may give rise to a conflict of interest with the Company.

Process for Review of Related Person Transactions. The Board has adopted a written policy for the review, approval and ratification of existing or proposed transactions to which the Company (or any subsidiary) is a party, when the aggregate amount involved in the transaction exceeds or is expected to exceed $120,000 and any director, director nominee, executive officer, greater-than-5% beneficial owner or their respective immediate family members (each, a "related person") had, has, or will have a direct or indirect material interest.

This policy requires the Governance and Policy Committee to review transactions subject to the policy and determine whether to recommend that the Board approve or ratify those transactions. In doing so, the Governance and Policy Committee may consider, among other factors:

- whether the transaction is on terms that are no less favorable to the Company than terms generally available to an unaffiliated third party under the same or similar circumstances;
- the extent of the related person's interest in the transaction;
- the materiality of the proposed related person transaction;
- the actual or perceived conflict of interest between the Company and the related person;
- applicable law, including disclosure requirements;
- the Company's Corporate Governance Guidelines and Code of Ethics and Business Conduct; and
- the best interests of the Company and our stockholders.

Although our policy generally requires that all related person transactions be reviewed and approved in advance, the Governance and Policy 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 and Policy Committee also has pre-approved certain categories of transactions or relationships, as set forth in the policy. If the Governance and Policy Committee does not recommend ratification of a related person transaction, or the Board does not ratify a related person transaction that is pending or ongoing, the Governance and Policy Committee will refer the transaction to management for amendment or termination and determine whether any other action is appropriate.

Transactions with Related Persons

Except as set forth below, there have been no related person transactions since the beginning of 2025 that required disclosure under the securities laws or that otherwise required review, approval or ratification by our Governance and Policy Committee under our Related Person Transactions Policy.

State Street Corporation ("State Street"), acting in various fiduciary capacities, filed a Schedule 13G with the SEC reporting that as of September 30, 2025, State Street and certain of its subsidiaries collectively were the beneficial owners of more than 5% of our outstanding common stock. A subsidiary of State Street is the trustee for various Company defined benefit and defined contribution plan trusts. Other State Street subsidiaries provide investment management services. During 2025, State Street received approximately $1.3 million for services as trustee, as investment managers and for administrative and other services, all of which was paid by the plan trusts.

BlackRock, Inc. ("BlackRock") filed a Schedule 13G/A with the SEC reporting that as of March 31, 2025, BlackRock and certain of its subsidiaries collectively were the beneficial owners of more than 5% of our outstanding common stock. A subsidiary of BlackRock provides investment management services for certain assets within various Company defined benefit and defined contribution plan trusts. During 2025, the trusts paid that BlackRock subsidiary approximately $1.2 million for such services.

INDEMNIFICATION

Our Bylaws generally require us to indemnify our directors and elected officers to the fullest extent permitted by Delaware law. We also have entered into indemnification agreements with our directors and elected officers obligating us to provide this indemnification to him or her in connection with their service to the Company.

VOTING SECURITIES AND PRINCIPAL HOLDERS

Stock Ownership of Officers and Directors

The following table provides information with respect to the beneficial ownership of our common stock as of February 28, 2026, by each of our current directors, our named executive officers, and all directors and executive officers as a group. As of February 28, 2026, 39,377,171 shares of our common stock were outstanding. None of the persons named below, or the directors and executive officers as group, beneficially own in excess of 1% of our outstanding common stock. Unless otherwise indicated, each individual has sole investment power and sole voting power with respect to the shares owned by such person.

	Shares of Common Stock Beneficially Owned	Share Equivalents[1]	Total
Non-Employee Directors			
Augustus L. Collins	—	10,544	10,544
Leo P. Denault	—	4,023	4,023
Kirkland H. Donald	575	6,531	7,106
Craig S. Faller	—	1,597	1,597
Victoria D. Harker	2,523	7,751	10,274
Frank R. Jimenez	550	3,001	3,551
Anastasia D. Kelly	311	17,748	18,059
Tracy B. McKibben	—	5,305	5,305
Stephanie L. O'Sullivan	—	3,745	3,745
Thomas C. Schievelbein	7,967	22,727	30,694
Nick L. Stanage	3,500	256	3,756
John K. Welch	2,545	7,493	10,038
Named Executive Officers			
Christopher D. Kastner[2]	91,773 [3]	3,396	95,169
Thomas E. Stiehle	29,454	—	29,454
Chad N. Boudreaux	24,760	—	24,760
Edgar A. Green III	11,658	4,247	15,905
Brian D. Blanchette	2,589	2,285	4,874
Directors and Executive Officers as a Group (21 persons)	212,563	101,904	314,467

(1) Share equivalents for directors represent non-voting deferred stock units, which generally will become payable in shares of common stock (or, at the discretion of the Board, its cash equivalent or combination thereof) within 30 days following the date the director ceases to serve on the Board. Certain of our NEOs hold share equivalents with pass-through voting rights in the Huntington Ingalls Industries Savings Plan and/or the Huntington Ingalls Industries Savings Excess Plan.

(2) Mr. Kastner also serves on the Company's Board of Directors.

(3) Includes 67,479 shares held in trust for the benefit of Mr. Kastner's immediate family.

Stock Ownership of Certain Beneficial Owners

To our knowledge, as of February 28, 2026, the following entities beneficially owned more than 5% of our common stock.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (%)
The Vanguard Group *100 Vanguard Blvd., Malvern, PA 19355*	Common Stock	5,013,651	12.73 % [(a)]
BlackRock, Inc. *50 Hudson Yards, New York, NY 10001*	Common Stock	2,860,949	7.27 % [(b)]
State Street Corporation *One Congress Street, Suite 1, Boston, MA 02114-2016*	Common Stock	2,812,017	7.14 % [(c)]
FMR LLC *245 Summer Street, Boston, Massachusetts 02210*	Common Stock	3,391,694	8.61 % [(d)]
Van Eck Associates Corporation *666 Third Ave. - 9th Floor, New York, NY 10017*	Common Stock	2,117,662	5.38 % [(e)]

(a) This information is derived from information regarding our common stock in a Schedule 13G/A filed with the SEC by The Vanguard Group ("Vanguard") on February 13, 2024. According to Vanguard, Vanguard had sole voting power over 0 shares of common stock, shared voting power over 45,782 shares of common stock, sole dispositive power over 4,855,096 shares of common stock, and shared dispositive power over 158,555 shares of common stock.

(b) This information is derived from information regarding our common stock in a Schedule 13G/A filed with the SEC by BlackRock, Inc. ("BlackRock") on April 17, 2025. According to BlackRock, BlackRock had sole voting power over 2,735,217 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 2,860,949 shares of common stock, and shared dispositive power over 0 shares of common stock.

(c) This information is derived from information regarding our common stock in a Schedule 13G filed with the SEC by State Street Corporation ("State Street Corp") on November 10, 2025. According to State Street Corp, State Street Corp had sole voting power over 0 shares of common stock, shared voting power over 2,219,762 shares of common stock, sole dispositive power over 0 shares of common stock, and shared dispositive power over 2,812,017 shares of common stock.

(d) This information is derived from information regarding our common stock in a Schedule 13G/A filed with the SEC by FMR LLC ("FMR") on February 5, 2026. According to FMR, FMR had sole voting power over 2,817,998 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 3,391,694 shares of common stock, and shared dispositive power over 0 shares of common stock. The filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies. Abigail P. Johnson may be deemed to beneficially own certain of the shares of common stock beneficially owned by FMR LLC.

(e) This information is derived from information regarding our common stock in a Schedule 13G filed with the SEC by Van Eck Associates Corporation ("Van Eck Associates") on March 7, 2025. According to Van Eck Associates, Van Eck Associates had sole voting power over 2,117,662 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 2,117,662 shares of common stock, and shared dispositive power over 0 shares of common stock.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Items of Business and Board Recommendations

The following summarizes the proposals to be presented at the Annual Meeting, the vote required for each proposal to pass, the Board's voting recommendations, and the effect of abstentions, broker non-votes, and unmarked proxy cards on each proposal.

Proposal	Board Recommendation	Vote Required	Abstentions	Broker Non-Votes	Unmarked Proxy Cards
Election of Directors **(Proposal 1)**	**FOR**	Majority of votes cast	No effect	No effect	Voted "FOR"
Advisory Vote to Approve Compensation of Named Executive Officers **(Proposal 2)**	**FOR**	Majority of votes cast	No effect	No effect	Voted "FOR"
Ratification of Appointment of Independent Auditor **(Proposal 3)**	**FOR**	Majority of votes cast	No effect	Brokers have discretion to vote	Voted "FOR"
Stockholder Proposal Requesting an Annual Report on the Company's Political Spending **(Proposal 4)**	**AGAINST**	Majority of votes cast	No effect	No effect	Voted "AGAINST"

Meeting Information

How Do I Attend the Annual Meeting? The Annual Meeting will be conducted exclusively online by live webcast at https://meetnow.global/MKLNGPY on April 29, 2026 and will begin promptly at 11:00 a.m. Eastern Daylight Time. To be admitted to the Annual Meeting via the website, stockholders must enter a valid control number.

If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the Annual Meeting. Please follow the instructions in the Notice or proxy card that you received.

If you are a beneficial holder (i.e., you hold your shares through a broker, bank or other nominee), you must register with Computershare no later than 5:00 p.m., Eastern Daylight Time, on April 24, 2026, to participate in the Annual Meeting. To register to attend the Annual Meeting online by webcast, you must submit proof of your proxy power (legal proxy) reflecting your HII share holdings, along with your name and email address, to Computershare. Requests for registration must be labeled as "Legal Proxy." You will receive a confirmation of your registration by email after Computershare receives your registration materials.

Requests for registration should be directed to Computershare as follows:

By email: Forward the email from your broker, or attach an image of your legal proxy, tolegalproxy@computershare.com

By mail:
Computershare
Huntington Ingalls Industries, Inc. Legal Proxy
P.O. Box 43001
Providence, RI 02940-3001

Beneficial holders who cannot obtain a legal proxy or others who wish to attend the Annual Meeting may do so as a guest by visiting the internet address provided above but will not be able to vote or ask questions.

Can I Ask a Question at the Annual Meeting? Stockholders of record will be able to submit questions during the meeting by visiting https://meetnow.global/MKLNGPY and entering a valid control number. All questions should relate to the official business of the meeting. Management will seek to answer as many stockholder questions as time permits. We may not respond to questions that are not pertinent to meeting matters or our business. Single responses to a group of substantially similar questions may be provided to avoid repetition. We ask that attendees please help us keep the proceedings orderly and follow the Annual Meeting rules of conduct.

How Many Votes Must be Present to Hold the Annual Meeting? The presence virtually or by proxy of the holders of a majority of the shares entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. If you return an executed proxy card, you will be counted as present for purposes of establishing a quorum even if you abstain from voting on any or all proposals. Shares held by brokers who vote such shares on any proposal and broker non-votes will be counted as present for purposes of establishing a quorum.

What Do I Do if I Need Technical Assistance During the Meeting? If you encounter difficulties accessing the meeting, please call the technical support number (888) 724-2416.

Voting Information

Who is Entitled to Vote at the Annual Meeting? Stockholders of record at the close of business on March 5, 2026, the record date, are eligible to vote at the meeting. As of the record date, there were 39,377,171 shares of our common stock outstanding. You may cast one vote for each share of common stock you hold as of the record date on all matters presented.

Why Did I Receive a "Notice of Internet Availability of Proxy Materials" But Not a Full Set of Proxy Materials? We distribute our proxy materials to stockholders via the internet under the "Notice and Access" approach permitted by the rules of the SEC. This process expedites receipt of proxy materials by stockholders, while also lowering our costs and reducing the environmental impact of our Annual Meeting. If you would like to receive a printed or electronic copy of this Proxy Statement and accompanying materials, you must follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

How Do I Vote My Shares if I am a Record Holder? If you are a stockholder of record, you have four voting options. You may vote:

- **By Internet**. Registered stockholders may vote on the Internet, as well as view the documents, by logging on to *www.envisionreports.com/HII* and following the instructions given;
- **By Telephone**. Registered stockholders may vote by calling (800) 652-VOTE (8683) (toll-free) with a touch-tone telephone and following the recorded instructions;
- **By Mail**. Registered stockholders may vote by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope. A paper copy of the proxy materials may be obtained by logging on to *www.envisionreports.com/HII* and following the instructions given; or
- **Online at the Annual Meeting**. Registered stockholders may vote while attending the Annual Meeting online via live webcast at *https://meetnow.global/MKLNGPY*.

Even if you plan to attend the Annual Meeting online, we encourage you to vote in advance by internet, telephone or mail so that your vote will be recorded in advance of the meeting. If you attend and vote at the Annual Meeting, any prior votes you submitted, whether by internet, telephone or mail, will be superseded by the vote you cast at the Annual Meeting.

How Do I Vote My Shares if I Am a Beneficial Holder (My Shares Are Held by a Broker, Bank, or Other Nominee)? If you are a beneficial owner (your shares are held in "street name" through a broker, bank, or other nominee),

you must complete and return the voting instruction form provided by your broker, bank, or nominee in order to instruct your broker, bank, or nominee on how to vote. Beneficial owners may view this Proxy Statement and the Annual Report on the internet by logging on to www.edocumentview.com/HII.

Beneficial owners who hold shares in "street name" may revoke a proxy or change a vote by submitting a new, later-dated voting instruction form, contacting the broker, bank, or other nominee or by voting at the Annual Meeting by obtaining a legal proxy as described above.

How Do I Vote My Shares Held Under an HII Savings Plan? If you hold shares through an HII savings plan, you cannot vote your shares directly. Instead, you can provide voting instructions to the plan Trustee, who will vote the shares on your behalf. If you are a plan participant and do not vote your shares, the Trustee will vote your shares in accordance with the terms of the relevant plan. As such, the Trustee may vote your shares in the same proportion as shares held by the plan for which voting instructions have been received from other participants, unless contrary to the Employee Retirement Income Security Act or other applicable law. Voting instructions from savings plan participants must be received by the applicable plan Trustee by 11:59 p.m. Eastern Daylight Time on April 26, 2026 in order to be used by the plan Trustee to determine the votes cast with respect to plan shares.

Can I Change My Vote? If you are a stockholder of record and you vote by proxy using any of the methods set forth above, you may revoke your proxy at any time and change your vote before the polls close, which may be done by delivering written notice of revocation to the Secretary, by delivering a valid, later-dated proxy or a later-dated vote by telephone or on the internet or by voting during the meeting. If your shares are held through a broker, bank, or other nominee, you must contact them to revoke a previously issued proxy.

MISCELLANEOUS

Voting on Other Matters

We are not aware of any other business to be transacted at the Annual Meeting. If any other business properly comes before the Annual Meeting, the shares represented by proxies gives discretionary authority to the proxy holders to vote the shares in accordance with their judgment.

Future Stockholder Proposals and Nominations of Directors

Stockholders who wish to submit proposals, including director nominations, for the 2027 Annual Meeting of Stockholders must comply with the requirements of SEC Rule 14a-8 or our Bylaws, as applicable.

Stockholder Proposals for the 2027 Annual Meeting

If a stockholder intends to present a proposal at the 2026 Annual Meeting, the proposal must be delivered to the Corporate Secretary at ***Huntington Ingalls Industries, Inc., 4101 Washington Avenue, Newport News, Virginia 23607:***

- not later than November 20, 2026, if the proposal is submitted for inclusion pursuant to Rule 14a-8 under the Exchange Act; and
- not earlier than December 30, 2026 and not later than January 29, 2027, if the proposal is submitted pursuant to the Company's Bylaws, but not pursuant to Rule 14a-8, in which case we are not required to include the proposal in our proxy materials. If the 2027 Annual Meeting is convened more than 30 days prior to or delayed by more than 30 days after the one-year anniversary of the Annual Meeting, our Bylaws provide different notice requirements.

Stockholder Nominations for Director Elections at the 2027 Annual Meeting

If a stockholder intends to nominate a person for election as a director at the 2027 Annual Meeting, the stockholder must deliver notice of such nomination (along with certain other information required by our Bylaws) to the Corporate Secretary at ***Huntington Ingalls Industries, Inc., 4101 Washington Avenue, Newport News, Virginia 23607:***

- not earlier than October 21, 2026 and not later than November 20, 2026, if the nomination is submitted for inclusion in the Company's proxy materials for that meeting pursuant to the Company's proxy access provision, as set forth in the Company's Bylaws, which nomination and supporting materials must comply with the requirements in our Bylaws; and
- not earlier than December 30, 2026 and not later than January 29, 2027, if the proposal is submitted pursuant to the Company's Bylaws, in which case we are not required to include the nomination in our proxy materials (except as may be required in our proxy card pursuant to Rule 14a-19). If the 2027 Annual Meeting is convened more than 30 days prior to or delayed by more than 30 days after the one-year anniversary of the Annual Meeting, our Bylaws provide different notice requirements.

Householding Information

We have adopted a practice called "householding." This means that stockholders of record sharing the same address may receive only one copy of the Notice of Internet Availability of Proxy Materials or the printed proxy materials, unless we have received contrary instructions from one or all of such stockholders. This practice is designed to reduce printing and mailing costs and is environmentally friendly.

- **To Stop Receiving Separate Copies.** If you currently receive multiple copies of the Notice of Internet Availability of Proxy Materials or the printed proxy materials, you can request to receive a single copy of the printed proxy materials in the future by calling our transfer agent, Computershare, at 1-888-665-9610, or writing to Computershare at www-us.computershare.com/Investor/ or HII at **Investor Relations, 4101 Washington Avenue, Newport News, VA 23607**.
- **To Receive Separate Copies**. If you wish to receive a separate Notice of Internet Availability of Proxy Materials or separate printed proxy materials, we will promptly deliver them to you if you request them by contacting Computershare by phone or Investor Relations in writing in the same manner described above.

Beneficial owners who hold shares in "street name" can request householding by contacting your broker, bank, or other nominee through which you hold your shares.

Cost of Soliciting Proxies

We will pay the costs of soliciting proxies. In addition to solicitation by mail, telephone or other electronic means, our directors, officers, and employees may solicit proxies personally, by telephone, by email, or otherwise. These directors, officers, and employees will not receive additional compensation for the solicitation, but may, upon request, be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. In addition, we have retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for the 2026 Annual Meeting for a fee of $17,500, plus associated costs and expenses.

Copies of solicitation materials will be furnished to brokers, banks, and other custodians that hold shares of our common stock of record for beneficial owners, for forwarding to such beneficial owners. We may also reimburse brokers, banks, and other holders of record for reasonable, out-of-pocket expenses for forwarding these proxy materials to you.

Available Information

The following corporate governance materials are available on the Investor Relations section of our website (www.hii.com) under Corporate Governance:

- Certificate of Incorporation;
- Bylaws;
- Corporate Governance Guidelines;
- Board Committee Charters; and
- Code of Ethics and Business Conduct.

We disclose amendments to our Code of Ethics and Business Conduct on our website and/or disclose the amendments in a filing with the SEC. If we waive a provision of the Code of Ethics and Business Conduct with respect to our Chief Executive Officer, Chief Financial Officer, or Principal Accounting Officer, we will post information about the waiver at the same location on our website.

We will promptly deliver free of charge to any requesting stockholder a copy of our Annual Report on Form 10-K for the year ended December 31, 2025 (without exhibits), Corporate Governance Guidelines, standing Board committee charters, and Code of Ethics and Business Conduct. Requests should be directed to: **Corporate Secretary, Huntington Ingalls Industries, Inc., 4101 Washington Avenue, Newport News, Virginia 23607**.

Incorporation by Reference

In accordance with SEC rules, notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended, or the Exchange Act that might incorporate this Proxy Statement or future filings made by the Company under those statutes, the information included under the section entitled “Compensation Committee Report” and those portions of the information included under the section entitled “Audit Committee Report” required by the SEC’s rules to be included therein, shall not be deemed to be “soliciting material” nor shall the information included under the section entitled “Compensation of Directors - Policy Against Hedging and Pledging Company Securities,” the information included under the section entitled “Compensation Committee Report,” or those portions of the information included under the section entitled “Audit Committee Report” required by the SEC’s rules to be included therein, be “filed” with the SEC or, along with the information included under the section entitled “Pay Versus Performance,” be deemed incorporated by reference into any of those prior filings or into any future filings made by the Company under those statutes, except to the extent we specifically incorporate these items by reference.

Web links throughout this Proxy Statement are provided for convenience only, and the content on the referenced websites does not constitute a part of, and is not incorporated by reference into, this Proxy Statement.

ANNEX A

Use of Non-GAAP Financial Measures

This Proxy Statement contains non-GAAP financial measures, as defined by SEC Regulation G and indicated by an asterisk in this Proxy Statement. While we believe these measures may be useful to investors and other users of our financial statements in evaluating our performance, they should be considered supplemental in nature and not in isolation or as a substitute for financial information presented in accordance with GAAP. Because not all companies use identical calculations, our presentation of these measures may not be comparable to similarly titled measures of other companies. Definitions and the reconciliations of the non-GAAP financial measures contained in this Proxy Statement, "segment operating income," "segment operating margin," and "free cash flow," are provided below.

Segment Operating Income and Segment Operating Margin. We internally manage our operations by reference to segment operating income and segment operating margin and use these measures to evaluate our core operating performance. We believe that segment operating income and segment operating margin reflect additional ways of viewing aspects of our operations that, when viewed with our GAAP results, provide a more complete understanding of factors and trends affecting our business. These measures should be considered in addition to, and not as alternatives for, operating income and operating margin or any other performance measure presented in accordance with GAAP.

Segment operating income is defined as operating income for the relevant segment(s) before the Operating FAS/CAS Adjustment and non-current state income taxes.

Segment operating margin is defined as segment operating income as a percentage of sales and service revenues.

Free Cash Flow. We use free cash flow as a key operating metric in assessing the performance of our business and as a key performance measure in evaluating management performance and determining incentive compensation. We believe free cash flow is an important measure that may be useful to investors and other users of our financial statements because it provides insight into our current and period-to-period performance and our ability to generate cash from continuing operations. Free cash flow has limitations as an analytical tool and should not be considered in isolation from, or as a substitute for, net income as a measure of our performance or net cash provided by operating activities as a measure of our liquidity.

Free cash flow is defined as net cash provided by operating activities less capital expenditures net of related grant proceeds.

Certain of the financial measures we present are adjusted for the Operating FAS/CAS Adjustment and non-current state income taxes to reflect the Company's performance based upon the pension costs and state tax expense charged to our contracts under U.S. Cost Accounting Standards ("CAS"). We use these adjusted measures as internal measures of operating performance and for performance-based compensation decisions.

Operating FAS/CAS Adjustment is defined as the difference between the service cost component of our pension and other postretirement benefit plan expense determined in accordance with GAAP ("FAS") and our pension and other postretirement expense under CAS.

Non-current state income taxes are defined as deferred state income taxes, which reflect the change in deferred state tax assets and liabilities and the tax expense or benefit associated with changes in state uncertain tax positions in the relevant period. These amounts are recorded within operating income. Current period state income tax expense is charged to contract costs and included in cost of sales and service revenues in segment operating income.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures

Segment Operating Income and Segment Operating Margin

	Year Ended December 31	
($ in millions)	**2025**	**2024**
Sales and Service Revenues	**12,484**	**11,535**
Operating Income	**657**	**535**
Operating Margin	**5.3 %**	**4.6 %**
Non-segment factors affecting operating income:		
Operating FAS/CAS Adjustment	**35**	**62**
Non-current state income taxes	**25**	**-24**
Segment Operating Income	**717**	**573**
Segment Operating Margin	**5.7 %**	**5 %**

Free Cash Flow

	Year Ended December 31	
($ in millions)	**2025**	**2024**
Net cash provided by operating activities	**1,196**	**393**
Less capital expenditures:		
Capital expenditure additions	**(402)**	**(367)**
Grant proceeds for capital expenditures	**6**	**14**
Free Cash Flow	**800**	**40**

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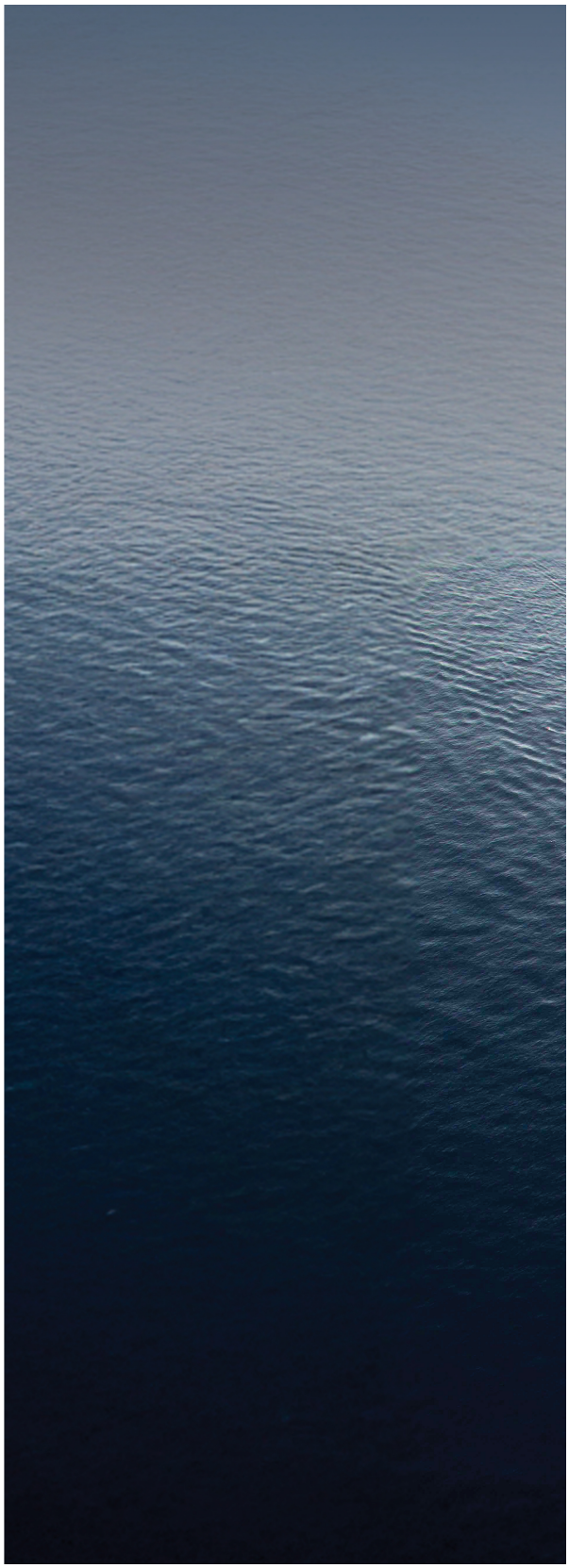


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HII VOTE

Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

Online
Go to **www.envisionreports.com/HII** or scan the QR code – login details are located in the shaded bar below.

Phone
Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

Save paper, time and money!
Sign up for electronic delivery at www.envisionreports.com/HII

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.▼

A Proposals – The Board of Directors recommends a vote FOR the 11 nominees for director.

1. Election of Directors:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
01 - Augustus L. Collins	☐	☐	☐	02 - Leo P. Denault	☐	☐	☐	03 - Kirkland H. Donald	☐	☐	☐
04 - Craig S. Faller	☐	☐	☐	05 - Victoria D. Harker	☐	☐	☐	06 - Frank R. Jimenez	☐	☐	☐
07 - Christopher D. Kastner	☐	☐	☐	08 - Tracy B. McKibben	☐	☐	☐	09 - Stephanie L. O'Sullivan	☐	☐	☐
10 - Thomas C. Schievelbein	☐	☐	☐	11 - Nick L. Stanage	☐	☐	☐				

B The Board of Directors recommends a vote FOR Proposals 2 and 3.

	For	Against	Abstain
2. Proposal to approve, on an advisory basis, the compensation of the Company's Named Executive Officers	☐	☐	☐
3. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's Independent Auditor for fiscal year ending December 31, 2026	☐	☐	☐

C The Board of Directors recommends a vote AGAINST Proposal 4.

	For	Against	Abstain
4. Stockholder proposal requesting an annual report on the Company's political spending.	☐	☐	☐

D Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.	Signature 1 – Please keep signature within the box.	Signature 2 – Please keep signature within the box.
/ /		

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The 2026 Annual Meeting of Stockholders of Huntington Ingalls Industries, Inc. will be held on Wednesday, April 29, 2026 at 11:00 a.m. EDT, virtually via the internet at https://meetnow.global/MKLNGPY.

To participate in the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – Huntington Ingalls Industries, Inc.

Notice of 2026 Annual Meeting of Stockholders

This proxy is solicited on behalf of the Board of Directors of Huntington Ingalls Industries, Inc.

The undersigned, having received the Notice of 2026 Annual Meeting of Stockholders and Proxy Statement, appoints Chad N. Boudreaux and Tiffany M. King, and each of them, proxies with full power of substitution, for and in the name of the undersigned, to vote all shares of common stock of Huntington Ingalls Industries, Inc. owned of record by the undersigned, and which the undersigned is entitled to vote, in each case on all matters that may come before the 2026 Annual Meeting of Stockholders to be held on April 29, 2026 at 11:00 a.m. EDT, virtually via the internet, and any adjournments or postponements thereof.

Votes submitted electronically must be received by April 28, 2026 at 11:59 p.m. EDT. Employee Savings Plan voting instructions must be received by 11:59 p.m. EDT on April 26, 2026, to be included in the tabulation to the plan Trustee. For shares represented by proxies not received by this date, the applicable plan Trustee will treat the received proxies as instructions to vote the respective plan shares in the same proportion as shares held under the plan for which voting instructions have been received, unless contrary to ERISA.

Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the proxies will vote FOR the 11 nominees for director, FOR Proposals 2 and 3, and AGAINST Proposal 4.

The proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

E Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

Meeting Attendance
Mark box to the right if you plan to attend the Annual Meeting. ☐

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Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.▼

A Proposals – The Board of Directors recommends a vote FOR the 11 nominees for director.

1. Election of Directors:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
01 - Augustus L. Collins	☐	☐	☐	02 - Leo P. Denault	☐	☐	☐	03 - Kirkland H. Donald	☐	☐	☐
04 - Craig S. Faller	☐	☐	☐	05 - Victoria D. Harker	☐	☐	☐	06 - Frank R. Jimenez	☐	☐	☐
07 - Christopher D. Kastner	☐	☐	☐	08 - Tracy B. McKibben	☐	☐	☐	09 - Stephanie L. O'Sullivan	☐	☐	☐
10 - Thomas C. Schievelbein	☐	☐	☐	11 - Nick L. Stanage	☐	☐	☐				

B The Board of Directors recommends a vote FOR Proposals 2 and 3.

	For	Against	Abstain
2. Proposal to approve, on an advisory basis, the compensation of the Company's Named Executive Officers	☐	☐	☐
3. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's Independent Auditor for fiscal year ending December 31, 2026	☐	☐	☐

C The Board of Directors recommends a vote AGAINST Proposal 4.

	For	Against	Abstain
4. Stockholder proposal requesting an annual report on the Company's political spending.	☐	☐	☐

D Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.	Signature 1 – Please keep signature within the box.	Signature 2 – Please keep signature within the box.
/ /		

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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.▼

Proxy – Huntington Ingalls Industries, Inc.

Notice of 2026 Annual Meeting of Stockholders

This proxy is solicited on behalf of the Board of Directors of Huntington Ingalls Industries, Inc.

The undersigned, having received the Notice of 2026 Annual Meeting of Stockholders and Proxy Statement, appoints Chad N. Boudreaux and Tiffany M. King, and each of them, proxies with full power of substitution, for and in the name of the undersigned, to vote all shares of common stock of Huntington Ingalls Industries, Inc. owned of record by the undersigned, and which the undersigned is entitled to vote, in each case on all matters that may come before the 2026 Annual Meeting of Stockholders to be held on April 29, 2026 at 11:00 a.m. EDT, virtually via the internet, and any adjournments or postponements thereof.

Votes submitted electronically must be received by April 28, 2026 at 11:59 p.m. EDT. Employee Savings Plan voting instructions must be received by 11:59 p.m. EDT on April 26, 2026, to be included in the tabulation to the plan Trustee. For shares represented by proxies not received by this date, the applicable plan Trustee will treat the received proxies as instructions to vote the respective plan shares in the same proportion as shares held under the plan for which voting instructions have been received, unless contrary to ERISA.

Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the proxies will vote FOR the 11 nominees for director, FOR Proposals 2 and 3, and AGAINST Proposal 4.

The proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)