Report of the Supervisory Board
by

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Chairman of the Supervisory Board

on the occasion of the
Annual General Meeting
of thyssenkrupp AG

on February 04, 2022

Check against delivery.

[Part I - Opening statement on evaluation of the past fiscal year]

Dear shareholders, ladies and gentlemen,

I would like to briefly review the past fiscal year 2020/21 and the starting point achieved for 2022 from the perspective of the Supervisory Board.

2022 will be a particularly important year for your Company. In the coming months, we expect the clarity that will finally let us set a reliable course for a successful future of the steel business. In addition, we expect that the Company will be able to complete a number of further portfolio measures. And last but not least, thyssenkrupp plans to once again achieve a positive cash flow in the current fiscal year.

2020/2021 was again impacted by the coronavirus pandemic, although not quite as severely as in the prior year – thanks to the availability of vaccines and the easing of pandemic-related requirements in the meantime. The markets have regained momentum. Along with our performance and restructuring measures, this also had a positive impact on the business of thyssenkrupp.

In the past fiscal year, the Executive Board systematically continued along its chosen transformation path and made significant progress.

This is most evident in the further development of the corporate portfolio: within a short space of time, four businesses found new owners. Two transactions have already been completed, the remaining transaction will be completed in near future respectively in this year.

In all four cases, the Executive Board has found new owners capable of growing the businesses for the future. It has therefore been possible to provide secure employment prospects for most of the affected thyssenkrupp employees.

Unfortunately, there was no prospect of continuing the Heavy Plate business. As a result, the Heavy Plate plant in Duisburg had to be closed as of September 30, 2021. We were able to offer employees alternative jobs in the region – and many of them showed a great degree of flexibility in accepting these offers.

All of these changes were carried out in close and cooperative partnership with codetermination – not always easy, but always motivated by the search for good solutions for all stakeholders.

But the progress we have made in the transformation is not limited to portfolio measures. The operational performance of the businesses has also improved. Further progress has also been made with regard to changes in the organization. Restructuring measures have made the organization simpler and leaner – and at the same time stronger, more efficient through new forms of agile collaboration: "New Ways of Working" is the project title.

Is thyssenkrupp already where we want it to be? Of course not. In many businesses, we have not yet reached the performance level of major competitors and are still behind the benchmark. And in the consolidation of all activities, the Group shows a negative cash flow, with thyssenkrupp AG also reporting an unappropriated loss in its separate financial statements for the last fiscal year. This also means that once again no dividend can be paid.

There is still much to do before the transformation is complete. This transformation is a marathon, not a sprint. And the external conditions, from the semiconductor shortage through supply chain problems for us and our customers down to coronavirus, have created and continue to create plenty of headwind.

Particularly in view of these circumstances, my appreciation for what we achieved last year is all the greater. On behalf of the entire Supervisory Board, I would like to thank the Executive Board and all thyssenkrupp employees. Our achievements in the past fiscal year were truly impressive. Despite the still difficult conditions, we have made great strides on our way to becoming a high-performing company that need not fear comparison with its competitors.

This path is rocky, challenging and sometimes painful – but it is still the right one. That is why the Company will continue to forge ahead on this path.

To that end, the Executive Board has the full backing and support of the Supervisory Board.

[Part II – Report of the Supervisory Board]

I will start by providing insight into the work of the Supervisory Board over the past fiscal year and the issues that were our primary focus. This will be followed by several remarks on the Audit Committee, the compensation report, and personnel matters. Additional details can be found in the written report of the Supervisory Board on pages 12 to 20 of the annual report.

[Meeting practice and topics of the Supervisory Board]

The Supervisory Board and Executive Board continued their close cooperation and extensive exchange of information in the past fiscal year. The Supervisory Board met a total of four times; in addition, four resolutions were passed by circulation; they had been discussed in detail in the preceding meetings. All members were present at the meetings of the Supervisory Board and the numerous meetings of its committees. The Supervisory Board and the Executive Board exchanged information, opinions, and ideas in the well-established trusting manner. The Supervisory Board was thus able to conduct its monitoring and control function to the full extent.

Corporate and investment planning was an important topic for the Supervisory Board. The portfolio measures and disposals in the Multi Tracks segment already mentioned were also discussed in detail at the Supervisory Board's meetings. Together with the Executive Board, we explored various options for a potential stand-alone solution for the thyssenkrupp steel business. In this connection, the Supervisory Board also took part in a full-day training session on site at the steel plant in Duisburg, where we closely examined the challenges involved in the transformation to "green steel."
All Supervisory Board members agreed that it was extremely helpful to gather our own impressions on site and see the current status of the transformation plans, and interact with managers at different levels. The review process for a possible stand-alone solution for the steel business continues due to the complexity of this option. Ms. Merz has already described this in her speech. The Executive Board reports regularly to the Supervisory Board and its committees regarding the progress of work on this issue.

The Supervisory Board also looked closely at the growth opportunities for the businesses of thyssenkrupp, primarily the hydrogen business. Ms. Merz has already reported on this as well. In addition, the Supervisory Board drafted a proposal for a new auditor of the financial statements and consolidated financial statements beginning with fiscal year 2022/2023. We are asking you to approve this today under agenda item 4.

In fiscal year 2020/2021 the Supervisory Board again dealt with and took into account the recommendations of the German Corporate Governance Code. Not least thanks to the new Executive Board compensation system approved by the 2021 Annual General Meeting, thyssenkrupp complies with all the Code's recommendations. The current unqualified declaration of conformity released on October 1, 2021 can be viewed on the thyssenkrupp website. Further information on corporate governance can be found in the corporate governance statement in the annual report.

[Executive Committee]

The Executive Committee of the Supervisory Board met 16 times during the past fiscal year. The meetings were generally attended at times by members of the Executive Board and in part by external advisers. In addition to preparing the meetings of the Supervisory Board, the Executive Committee focused on changes in the Group's assets, the financial and earnings position, issues in connection with the thyssenkrupp transformation, and appropriate responses to the effects of the coronavirus pandemic.

[Audit Committee]

Ladies and gentlemen,

Let me now address the work of the Audit Committee.

In addition to members of the Executive Board, representatives from the auditors PwC also took part in the meetings. As a reminder, PwC was elected as auditors at the 2021 Annual General Meeting. The Chairman of the Audit Committee, Dr. Bernhard Günther, also regularly exchanged information with the auditor between meetings.

In order to continuously improve cooperation, a Group-wide survey was conducted to assess audit quality. The Audit Committee discussed the results – and the services provided by PwC beyond the audit of the financial statements.

The work of the Committee in the past fiscal year focused on the audit of the 2020/2021 annual financial statements and consolidated financial statements and on the preparation of Supervisory Board resolutions on these issues. The audit covered the combined management report including the fully integrated non-financial statement, the corporate governance statement issued by the Executive Board, and the auditors' reports.

In addition, the interim reports (half-year and quarterly reports) were discussed in detail and approved by the Committee, taking into account the auditors' review report.

The following was defined as a key audit matter (I quote): "Supporting audit of the preparatory measures for implementation of the EU Taxonomy Regulation (taxonomy readiness check)" (end of quote). The auditor reported on the results of its audit to the Audit Committee at its meeting on November 15, 2021. The recommendations for action proposed there are to be implemented promptly in fiscal year 2021/2022 after being evaluated by the Executive Board and the specialist departments.

Other key topics included the non-financial statement fully integrated into the management report, the equity and rating situation, the mandatory EMIR audit for fiscal 2019/2020 in accordance with section 32 of the German Securities Trading Act (WpHG), and the current implementation status of performance growth in all segments.

The auditors PwC examined the annual financial statements for fiscal year 2020/2021 and the management report of thyssenkrupp AG and issued an unqualified audit opinion; the financial statement auditor reviewed the compensation report this year for the first time, which was presented to you for approval under agenda item 5. The Supervisory Board examined the annual financial statements and consolidated financial statements and the combined management report, including the integrated non-financial statement, and raised no objections. The annual financial statements and consolidated financial statements were approved. The annual financial statements prepared by the Executive Board of thyssenkrupp AG were thus adopted.

As the separate financial statements of thyssenkrupp AG show an unappropriated loss, there will be no resolution at the 2022 Annual General Meeting on the appropriation of net profit and thus on a dividend payout.

Due to European legal provisions, thyssenkrupp AG has to replace its auditors of the annual financial statements and consolidated financial statements for fiscal year 2022/2023. Following an invitation to tender, the Audit Committee recommended two candidates to the Supervisory Board, one of whom it prefers and for whom it has provided a justification for the preference. The Supervisory Board followed this recommendation in its proposed resolution to the Annual General Meeting. The new auditor stands to be elected today under agenda item 4, and will be in place to review the interim reports for fiscal year 2022/23 to be prepared prior to next year's Annual General Meeting.

For more information on the activities of the Supervisory Board, the Personnel Committee, and the Strategy, Finance and Investment Committee, please refer to the detailed presentation in the Report of the Supervisory Board in the annual report.

[Executive Board compensation and Supervisory Board compensation]

Next we will address the compensation report, which I will deliberately keep brief as I already responded to questions regarding Executive Board compensation in detail last year. In the past fiscal year, the Supervisory Board dealt primarily with implementation of the new Executive Board

compensation system developed by the Personnel Committee and approved by the 2021 Annual General Meeting. We continue to regard this compensation system as appropriate and suitable. A comment on the presentation of the compensation report in the annual report: The Company has done everything possible to implement the new statutory requirements for presentation such that it provides not only the greatest possible transparency but also good readability. This was not always an easy task considering the extensive new requirements, which were not immediately clear in every detail.

The Supervisory Board also evaluated the current system of Supervisory Board compensation. This was also confirmed by last year's Annual General Meeting. Given the fact that the Company will once again not pay out a dividend to its shareholders, we did not propose an adjustment to the amount of Supervisory Board compensation, which has remained unchanged since 2014.

[Personnel matters]

Ladies and gentlemen,

We will conclude with the personnel changes to the Supervisory Board since the Annual General Meeting one year ago:

Let's begin with the shareholder representatives. There were two changes here in the past fiscal year. The Alfried Krupp von Bohlen und Halbach Foundation appointed Stefan Erwin Buchner to replace Dr. Lothar Steinebach, who stepped down at the close of last year's Annual General Meeting. In addition, Dr. Verena Volpert was elected by the Annual General Meeting on February 5, 2021 for a term of three years. Her term of office will therefore end only after the term of office of all other elected shareholder representatives, who will only be in office until the end of the Annual General Meeting in 2023.

This was made possible by an amendment to the Articles of Association: Last year's Annual General Meeting adopted the transition to a staggered board. As a result, the term of office of shareholder representatives on the Supervisory Board can end at different times.

The new arrangement has a number of advantages: the composition of the shareholders on the Supervisory Board can be flexibly adapted to a changing environment. In addition, a staggered board creates a better balance between retaining existing expertise and gaining new expertise and experience on the Board. This strengthens the continuity of work in the Supervisory Board.

And finally, staggered terms of office make it easier to find suitable candidates for the Supervisory Board, since shareholder representatives on the Supervisory Board do not need to be re-elected all at once in a single Annual General Meeting.

The beginning and end to terms of office for employee representatives and members appointed by the Alfried Krupp von Bohlen und Halbach Foundation remain unaffected by this regulation.

On the employee representative side, Dr. Norbert Kluge left the Supervisory Board at the close of the Annual General Meeting on February 5, 2021. A court order appointed Daniela Jansen as a member of the Supervisory Board in his place, effective from the close of last year's Annual General Meeting and for the remaining term of office of the employee representatives on the Supervisory Board. We introduced Ms. Jansen to you last year.

[Corporate actions; domination and profit and loss transfer agreement]

Ladies and gentlemen, please let me take this opportunity to comment directly on agenda items 6-9 of today's agenda to prevent misunderstandings: the corporate actions proposed to the Annual General Meeting today are standard instruments, widely used in connection with corporate financing.

The authorized and conditional capital being proposed are based in principle on the proven regulations of the former authorized and conditional capital last adopted by the 2014 Annual General Meeting. However, the possibilities to exclude subscription rights are now limited to a total of 10% of the capital stock. The authorizations are therefore within the guidelines of the major proxy advisors and are not linked to specific plans to implement individual measures, but are, as I said, purely precautionary measures that enable the Company to respond flexibly to future developments on short notice.

The same applies to the proposed authorizations to purchase and utilize treasury stock. Notably, there are no specific plans to exercise the proposed authorizations here either. They are also solely intended to provide the customary flexibility for the Company.

The resolution proposed under agenda item 10 on the domination and profit and loss transfer agreement with thyssenkrupp Holding Germany GmbH should be considered in a similar way. This is a new, non-operating company whose intended purpose is to hold equity investments. To ensure that thyssenkrupp Holding Germany GmbH is optimally integrated into the thyssenkrupp Group, the domination and profit and loss transfer agreement should be concluded with

thyssenkrupp AG. In this connection, the law provides that the Annual General Meeting will decide on the granting of approval for this agreement.

[Closing]

Ladies and gentlemen,

I would now like to conclude the report of the Supervisory Board and thank you for your attention. And beyond that, I would like to thank you, dear shareholders of thyssenkrupp AG, for your continued commitment to your Company and your support for the comprehensive transformation process. We consider this an incentive and an obligation to continue on the path we have embarked on together with the Executive Board and all employees.

Thank you!