

Rules of Procedure
for the Strategy, Finance and Investment Committee
of the Supervisory Board of thyssenkrupp AG

(Version of November 16, 2022)

§ 1 Appointment

The Strategy, Finance and Investment Committee of the Supervisory Board of thyssenkrupp AG is appointed on the basis of the Rules of Procedure for the Supervisory Board of thyssenkrupp AG. Except in cases where the provisions of the present Rules of Procedure vary, the provisions of the Rules of Procedure for the Supervisory Board of thyssenkrupp AG shall apply accordingly.

§ 2 Committee member requirements

The Supervisory Board shall ensure that the members of the Strategy, Finance and Investment Committee possess the required knowledge, skills and experience to perform the duties of the committee duly and properly.

§ 3 Duties of the Strategy, Finance and Investment Committee

- (1) The task of the Strategy, Finance and Investment Committee is to prepare the negotiations and resolutions of the Supervisory Board on general issues relating to the Group structure, Group strategy (including consideration of sustainability aspects), corporate and investment planning, in particular with regard to the construction of new facilities, Group financing and relevant individual issues for the Group.
- (2) The Strategy, Finance and Investment Committee shall discuss with the Executive Board fundamental changes to the organization of the Group and prepare proposals for resolutions on this for submission to the Supervisory Board.

- (3) The Strategy, Finance and Investment Committee shall discuss with the Executive Board the basic principles of the Group's overall strategy and submit a resolution proposal to the full Supervisory Board. In particular it shall address the operating situation and strategic outlook of the Group and the business areas as well as specific strategic programs of importance to the business areas or the Group. This shall also take into account the key strategic areas in the regions, the opportunities and risks of different markets, as well as global megatrends for the Group.
- (4) The Strategy, Finance and Investment Committee shall discuss with the Executive Board the Group's annual corporate and investment plan and its financing, and submit a resolution proposal to the Supervisory Board. It shall discuss with the Executive Board the key investment areas for the coming years and the key performance indicators for the Group and for the business areas. Investment projects with an application volume of €150 million or more and the profitability of such projects shall be discussed with the Executive Board by the Strategy, Finance and Investment Committee on the basis of the sensitivity and scenario analyses presented by the Executive Board. Throughout the investment phase, the Strategy, Finance and Investment Committee shall regularly review the status of the investment projects and address major budget variances. It shall report on its findings to the Supervisory Board and if appropriate submit a resolution proposal.
- (5) The Strategy, Finance and Investment Committee shall deal with M&A projects subject to approval under the Company's Articles of Association and all further major portfolio optimization measures and shall submit a resolution proposal to the Supervisory Board. Within a reasonable period after completion of an M&A project or an investment project – including in individual cases projects below the €150 million threshold - the Strategy, Finance and Investment Committee shall assess the profitability of the project and report to the Supervisory Board on its findings.
- (6) The Strategy, Finance and Investment Committee shall deal with Group financing, in particular the finance strategy including the use of financing instruments and maturities, and with equity capital measures on the capital market. It shall deal with the Company's credit standing and rating, its liquidity status taking into account the parent-company and consolidated financial statements and the impact of tax policy on the Group.

- (7) The Strategy, Finance and Investment Committee shall discuss with the Executive Board on a case-to-case basis individual issues of Groupwide significance insofar as they relate to Group strategy, the Group structure, the corporate and investment plan or Group financing.
- (8) The Strategy, Finance and Investment Committee regularly assesses how effectively it performs its duties.

§ 4 Strategy, Finance and Investment Committee information

To fulfill its duties the Strategy, Finance and Investment Committee is entitled to obtain all necessary information from the Executive Board and the financial statement auditor and to inspect all the Company's and the Group's business documents or demand that they be presented by the Executive Board. The Strategy, Finance and Investment Committee may authorize a Committee member to exercise alone the aforementioned rights assigned to the Strategy, Finance and Investment Committee.

§ 5 Convening, resolutions

- (1) Meetings of the Strategy, Finance and Investment Committee shall be convened by the chairman with at least two weeks' notice. In urgent cases the chairman may shorten the period of notice and convene meetings orally or by telephone, fax or electronic media.
- (2) The provisions of the Rules of Procedure for the Supervisory Board regarding the convening and form of meetings, the presence of a quorum and the passing of resolutions shall apply analogously to the Strategy, Finance and Investment Committee. In particular, in exceptional cases resolutions of the Strategy, Finance and Investment Committee may be passed outside meetings at the instigation of the chairman. In such cases § 5 par. 1 to 3 of the Rules of Procedure for the Supervisory Board shall apply analogously.
- (3) The meetings of the Strategy, Finance and Investment Committee shall generally be attended by the Chief Executive Officer and Chief Financial Officer of the Company.

- (4) The chairman of the Strategy, Finance and Investment Committee may also invite further Executive Board members or, in consultation with the Executive Board, employees of the Company to attend.
- (5) For every meeting of the Strategy, Finance and Investment Committee, minutes stating the details required under § 6 par. 1 of the Rules of Procedure for the Supervisory Board shall be prepared, signed by the meeting chairman, and brought to the attention of the members of the Supervisory Board. In individual cases the chairman of the Strategy, Finance and Investment Committee may refuse to issue the minutes to Supervisory Board members who are not members of this Committee to protect the confidentiality of discussions in the Strategy, Finance and Investment Committee. This shall not apply to the Supervisory Board chairman.

§ 6 Reporting to the Supervisory Board

The chairman of the Strategy, Finance and Investment Committee shall submit regular reports on the activities and meetings of the Strategy, Finance and Investment Committee to the Supervisory Board.

§7 Compensation

Compensation for Committee activities shall be based on § 14 of the Articles of Association of thyssenkrupp AG.

§ 8 Secrecy and confidentiality

The members of the Strategy, Finance and Investment Committee shall be subject to the provision on secrecy and confidentiality in § 8 of the Rules of Procedure for the Supervisory Board.