



# Investor Dialogue on Corporate Governance and Sustainability

Ticker: TKA (Share) TKAMY (ADR)  
Investor Relations | December 2023

engineering.tomorrow.together.



thyssenkrupp

# We are committed to realize value for our shareholders

What we build on ...

1

## LEADING TECHNOLOGIES, PRODUCTS AND SERVICES

- Premium steel, diverse industrial materials, innovative supply chain services
- Mission critical components for advanced mobility, wind energy
- H<sub>2</sub> electrolysis; efficient process technologies (e.g. ammonia)

2

## STRONG TIES WITH LONG- STANDING CUSTOMER BASE

- Strong customer trust on the back of our more than 200 years expertise in engineering and technology
- Well-known and diverse customers in NA, EU and CHN which stand for >85 % of our sales<sup>1</sup>

3

## STRATEGIC REALIGNMENT WITH LARGEST RESTRUCTURING EVER

- Building a powerful company with clear focus on industrial prospects, competitive profitability and cash flow
- Restructuring target to reduce ~13,000 FTEs in execution and >85 % already achieved

4

## STRONG BALANCE SHEET WITH NET CASH POSITION<sup>2</sup>

- Equity ratio of 38%;  
Net cash of €4.3 bn;  
total liquidity of €8.9 bn

5

## IN-HOUSE COMPETENCIES FOR GREEN TRANSFORMATION

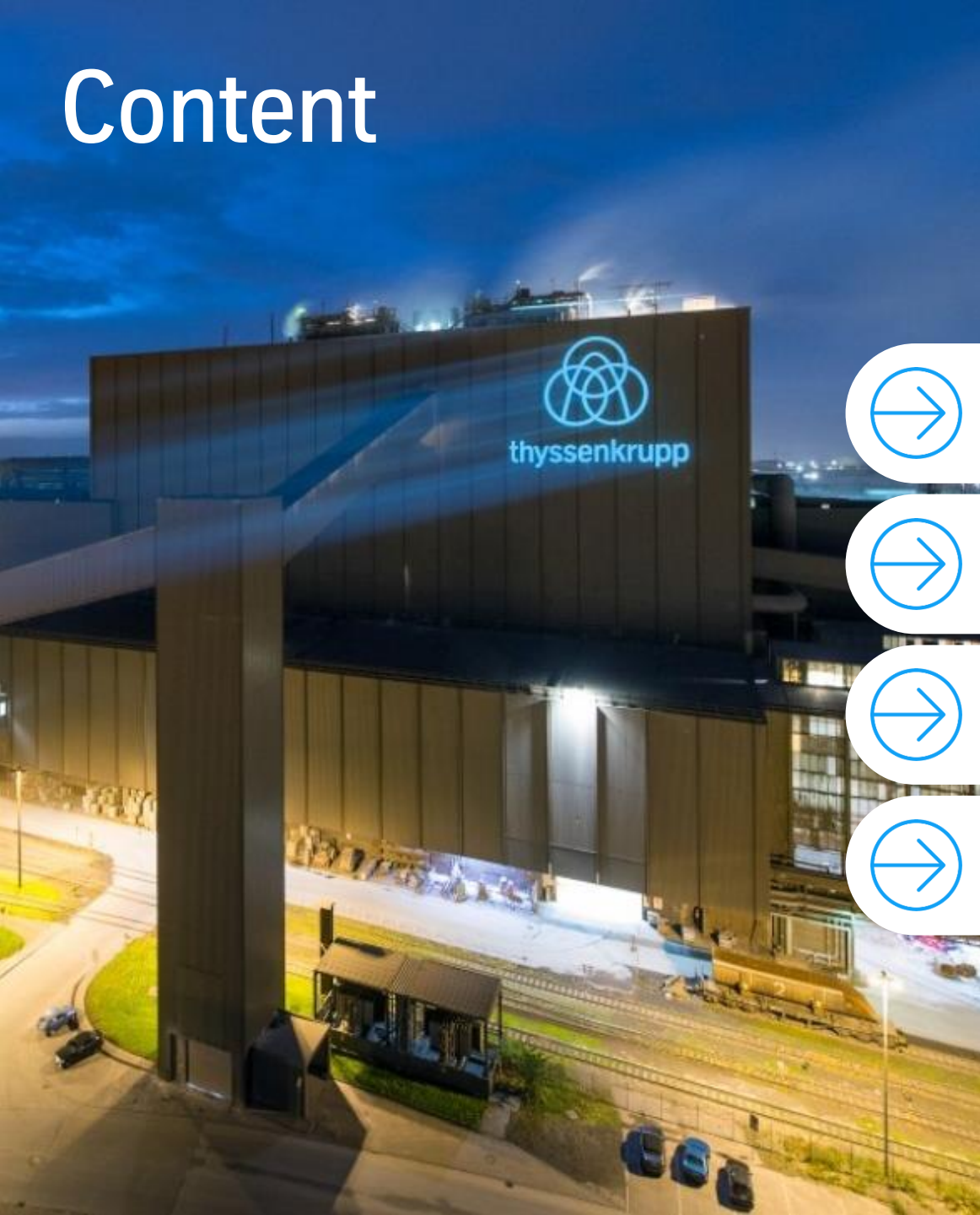
- Clear SBTi-approved concept to reach climate neutrality by 2050
- Enabling our customers' decarbonization with our products and technologies

1. Based on sales FY 22/23 | 2. As of 30.09.2023





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# Transforming to sustained value creation and crystallization

## Investment highlights



Performance-oriented transformation with execution track record



Full commitment to both performance on benchmark level for each segment and sustainable free cash flow



Strong materials and engineering expertise as well as digital competence as base for profitable growth



Enabler and profiteer from energy transition



ESG as CEO priority and integrated at all businesses



Dividend payment a clear target

Note: From FY 23/24 onwards there is a new group structure in place





# New thyssenkrupp Group structure

FY 22/23: Sales of € 37.5 bn, EBIT adj. of € 703 mn



AT

## AUTOMOTIVE TECHNOLOGY

Pro forma

SALES<sup>1</sup>

€7.9 bn

EBIT  
ADJ.<sup>1</sup>

€266 mn

One of the leading suppliers (e.g. high-tech components and systems) and engineering partners to the international auto industry



DT

## DECARBON TECHNOLOGIES

Pro forma

€3.4 bn

€28 mn

Leading businesses with key technologies to enable Green Transformation at our customers across industries



MX

## MATERIALS SERVICES

€13.6 bn

€178 mn

One of the world's leading mill-independent materials distributors and service providers with ~250,000 customers



SE

## STEEL EUROPE

€12.4 bn

€320 mn

Largest integrated European steel mill strategically located in the center of Europe with a future leading role in decarbonization of the steel industry



MS

## MARINE SYSTEMS

Pro forma

€1.8 bn

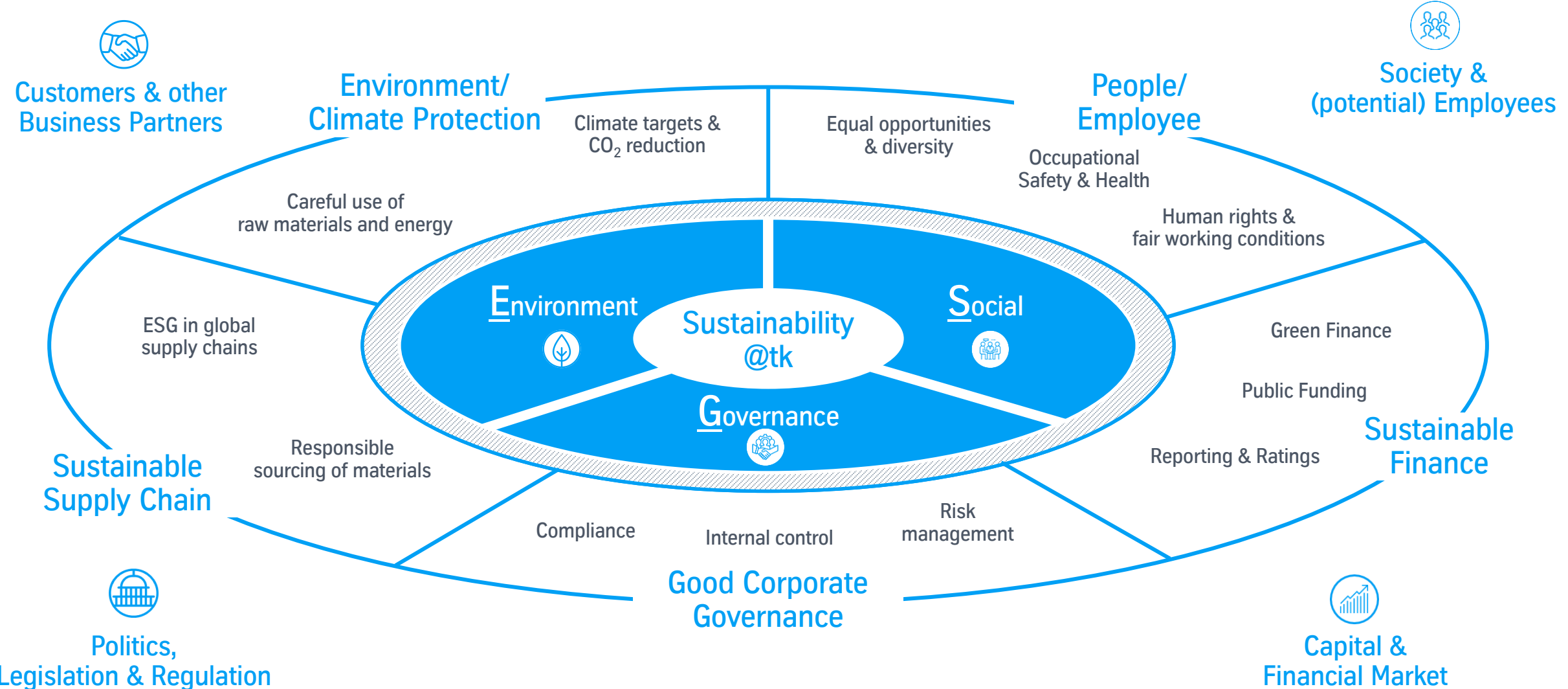
€73 mn

Industry leading Maritime Portfolio

FY 22/23 | 2. Pro forma figures, AT with new structure incl. Forged Technologies, Springs & Stabilizers and Automation Engineering; M&A process for Spring & Stabilizers and Automation Engineering ongoing



thyssenkrupp pursues a holistic approach to sustainability on Group and Business level and manages Stakeholder expectations actively by transparency, communication and strategic positioning



# We create ESG impact...

## Environment

- Aim to become climate neutral by 2050 at the latest and set ambitious targets for 2030
  - -30% scope 1+2 emissions until 2030
  - -16% scope 3 emissions until 2030
  - Climate targets SBTi-approved
- Enable our customers' transformation to climate neutrality with
  - CCU technologies: e.g. Carbon2Chem®
  - CDA technologies: e.g. H<sub>2</sub> electrolysis, green ammonia
  - CO<sub>2</sub> reduced products: e.g. bluemint® steel
- High-quality disclosure of climate and environmental data
  - Integrated reporting
  - CDP "Climate A list"
  - TCFD and SASB reports

## Social

- Occupational safety and health
  - Zero compromise on safety and health
  - Covid-19 management a top priority
- Further employee pulse check in 2023
- Human rights
  - UN Global Compact signatory
  - International Framework Agreement on global minimum labor standards at tk
  - tk Code of Conduct (CoC)
  - Supplier CoC and risk-based due diligence process for suppliers
  - Modern Slavery Statement
- Diversity
  - Target: 17% women in leadership positions until 2025/26
  - Already achieved
    - 40% women in Supervisory Board

## Governance

- Corporate Governance
  - Sustainability a Board responsibility (CEO)
  - Sustainability in SB skill matrix
  - Remuneration linked to ESG targets
  - Fully compliant with German CG Codex
  - Commitment to active shareholder dialogue (e.g. Governance Roadshow)
- One share = One vote at the AGM
- State-of-the-art Compliance Management system; responsibility anchored in each group company
- Data protection and information security
  - Group-wide data protection organization; Privacy-by-design approach
  - In-house Cyber Defense Center



# Promising growth and value opportunities from multiple transformational trends in our portfolio

For which tk with more than 200 years expertise in engineering and technology is ready to enable and capitalize on

Successful IPO of  
nucera completed

## Green Energy and Decarbonization

- **Hydrogen Electrolysis (nucera)**  
Technology leader in industrial scale (GW) plants
  - Alkaline Water Electrolysis
- **Green Ammonia, H<sub>2</sub>/energy carrier, fertilizer (UHD)**  
Technology leader
  - NH<sub>3</sub> plants (up to 5,000 mtpd)
  - NH<sub>3</sub> Cracker
- **Green Cement Industry Transformation/CO<sub>2</sub> capture (POL)**  
Technology leader
  - Oxyfuel technology
- **Renewable Energy (RE)**  
Leading position in bearings for e.g. wind turbines
  - On-/off-shore technology
- **CO<sub>2</sub> reduced steel (SE)**  
Green steel roadmap defined
  - Started: CO<sub>2</sub> reduction measures (e.g. substitution of PCI by H<sub>2</sub>)
  - 1<sup>st</sup> DRI plant planned for 2026
  - Climate neutrality by 2045
- **bluemint® Steel since 2021**
  - up to 70% lower CO<sub>2</sub> intensity
- **Materials Distribution (MX)**  
First mover in
  - supplying CO<sub>2</sub> reduced materials
  - CO<sub>2</sub> optimized supply chains



## Advanced Mobility

- **E-mobility / automated driving (AT, SE)**  
Leading positions in
  - Electrical steering
  - Compressor for air condition
  - Rotor shafts
  - Electrical Steel for e-engines
- **Lightweight Solutions (AT, SE)**  
Quality leader in
  - High-strength steel for car bodies and safety critical parts



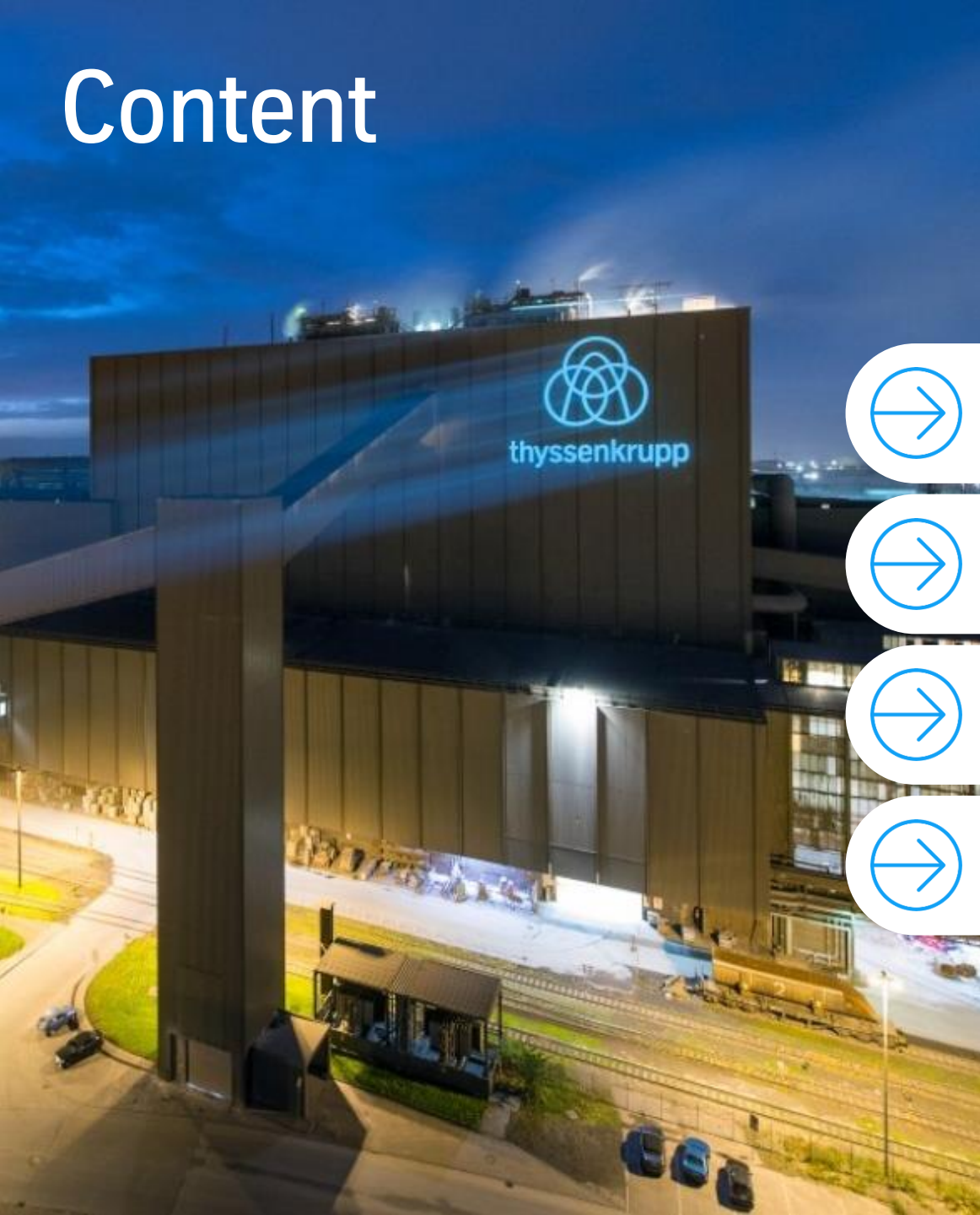
## Digitalization

- **Digital Services (MX, AT, UHD, POL)**  
State-of-the-art
  - Dig. offerings for resilient supply chain solutions
  - Remote condition monitoring
- **Digital Products (AT)**  
Inhouse software expertise
  - Vehicle Motion Control (i.a. EP Steering and Fully Active Damper)





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# thyssenkrupp Supervisory Board – Priorities and Standards



*“Advance tk’s transformation to a performance-driven and agile organisation with clear accountability at all management positions and with higher speed and quality in decision making.”*

Prof. Dr.-Ing. Dr.-Ing. E.h. Siegfried Russwurm  
Chairman of the Supervisory Board  
thyssenkrupp AG

## Priorities

- Supporting thyssenkrupp in transforming to sustained value creation with a future-proof portfolio
- Frequent monitoring of reporting and risk management (incl. Internal Control System; Compliance)
- Capital investment planning

## Standards

### Supervisory Board (Control):

- Oversees and advises Board of Management
- Directly involved in decisions on matters of fundamental importance to the company
- Significant reservations of approval
- Involvement in discussion and approval of Group strategy
- Responsible for the remuneration system of the Board of Management

Reports

Advises,  
Oversees

Appoints,  
Dismisses

### Executive Board (Operative):

- Develops and executes group strategy
- Operates the company within frame set by supervisory board
- Full operational accountability



# thyssenkrupp Supervisory Board – Shareholder Representatives



**Prof. Dr.-Ing. Dr.-Ing. E.h.  
Siegfried Russwurm**  
Chairman

Born 1963, German  
Member since 2019

BDI-President (The Federation  
of German Industries)



**Birgit A. Behrendt**

Born 1959, German  
Member since 2020  
Director and Management  
Consultant



**Dr. Patrick Berard**

Born 1953, French  
Member since 2023  
Management Consultant



**Stefan E. Buchner**

Born 1960, German  
Member<sup>1</sup> since 2021  
Former Member of the Board of  
Management of Daimler Truck AG



**Dr. Wolfgang Colberg**

Born 1959, German  
Member since 2018  
Management Consultant and  
Independent Director



**Prof. Dr. Dr. h.c.  
Ursula Gather**

Born 1953, German  
Member<sup>1</sup> since 2018  
Chair of the Board of  
Trustees of AKBH-Foundation



**Angelika Gifford**

Born 1965, German  
Member since 2019  
VP EMEA, Meta Platforms Inc.,  
USA



**Dr. Bernhard Günther**

Born 1967, German  
Member since 2020  
Chief Transformation Officer  
Fortum, Finland



**Dr. Ingo Luge**

Born 1957, German  
Member since 2019  
Former CEO E.ON Deutschland,  
E.ON SE, Management  
Consultant



**Dr. Verena Volpert**

Born 1960, German  
Member since 2020  
Tax consultant





# thyssenkrupp Supervisory Board – Employee Representatives



**Jürgen Kerner<sup>1</sup>**  
**Vice Chairman**

Born 1969, German  
Member since 2020

Member of the Executive  
Committee and Treasurer of  
IG Metall  
Information system engineer



**Achim Hass<sup>1</sup>**

Born 1965, German  
Member since 2017  
Chair of Works Council  
Chair General Works Council of  
Marine Systems



**Tanja Jacquemin<sup>1</sup>**

Born 1972, German  
Member since 2016  
Lecturer at the “Supervisory  
Boards and Corporate  
Codetermination” department,  
Academy of Labour, Frankfurt/M.



**Daniela Jansen<sup>1</sup>**

Born 1977, German  
Member since 2021  
Political Secretary at the IG Metall  
Executive Board



**Christian Julius<sup>1</sup>**

Born 1968, German  
Member since 2022  
Chair of the General Works Council  
of thyssenkrupp rothe erde GmbH  
Germany



**Thorsten Koch<sup>1</sup>**

Born 1977, German  
Member since 2022  
Chair of the Works Council of  
thyssenkrupp Automotive Body  
Solutions GmbH – Plant  
Lockweiler



**Katrin Krawinkel**

Born 1987, German  
Member since 2023  
Attorney at law; Compliance  
Officer at thyssenkrupp Group  
Function Legal & Compliance



**Tekin Nasikkol<sup>1</sup>**

Born 1968, German  
Member since 2020  
Chair of the Works Council and  
Chair of the General Works  
Council of Steel Europe  
Chair of the Group Works Council



**Ulrich Wilsberg<sup>1</sup>**

Born 1964, German  
Member since 2023  
Chair of the Materials  
Services Works Council Union  
Chair of thyssenkrupp GfT Gleis-  
technik GmbH Works Council



**Kirstin Zeidler<sup>1</sup>**

Born 1968, German  
Member since 2023  
Chair of the Works Council of  
Steel Europe AG, Dortmund  
Vice Chair of General Works  
Council of Steel Europe AG

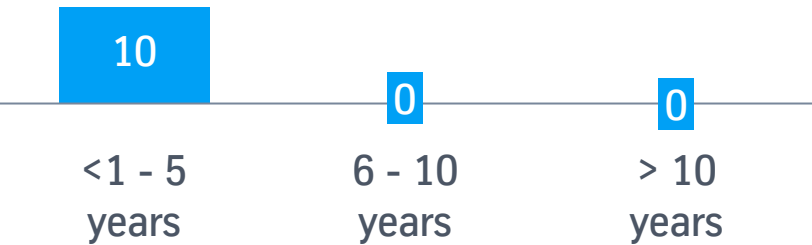


# thyssenkrupp Supervisory Board – Shareholder Representatives

20 Board members



Board tenure in years (max. 12 years)



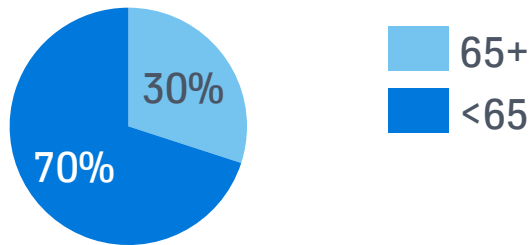
No. of mandates



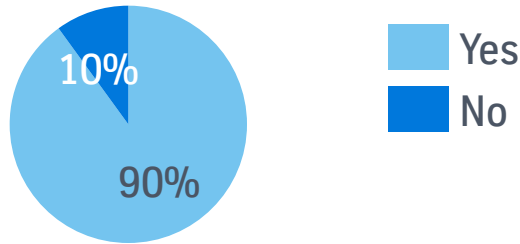
Gender



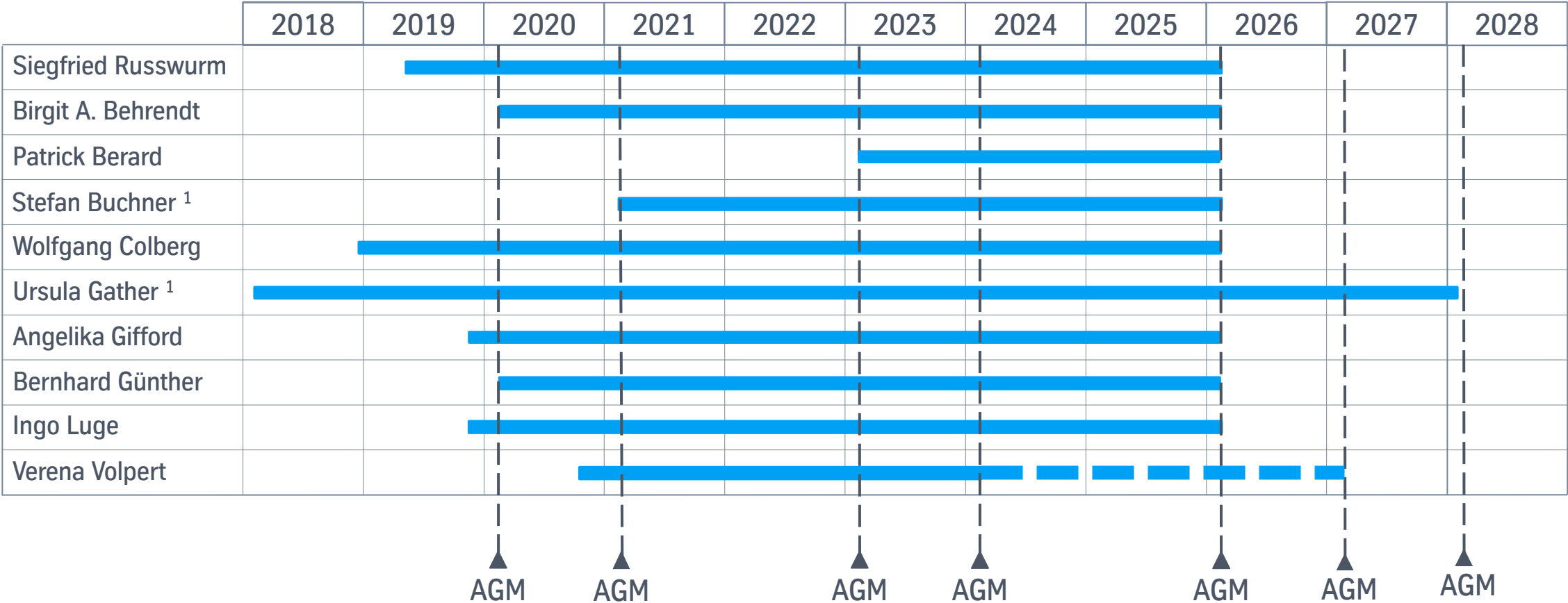
Age



International Management Experience



# Terms of Shareholder Representatives in Supervisory Board



- 
- Reduction of terms to 3 years; shareholders agreed at AGM 2020 to proposal by Supervisory Board
  - In case of re-election individuals terms will prolong 3 further years





# Nomination process for new Supervisory Board candidates

Step 1 – Definition of required profile <sup>1</sup>		Step 2	Step 3	Step 4
Skills	Other	Nomination Committee	Supervisory Board	Shareholders at AGM
<ul style="list-style-type: none"> <li>• Industry expertise / Sector knowledge</li> <li>• Management of co-determined companies</li> <li>• Corporate development, organization and structuring</li> <li>• Corporate strategy and management of portfolio companies</li> <li>• Operational Excellence</li> <li>• Human Resources</li> <li>• Digitalization and IT</li> <li>• Sustainability</li> <li>• Financing and Capital Market</li> <li>• Accounting and Auditing</li> <li>• Legal and Compliance / Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>• International management experience</li> <li>• No conflict of interests</li> <li>• Max. age 75 years</li> <li>• Independence</li> <li>• Max. 12 years on Board</li> <li>• Representation of men/women (≥ 30%)</li> </ul>	<ul style="list-style-type: none"> <li>• Identify potential candidates</li> <li>• Propose candidates to Supervisory Board</li> </ul>	<ul style="list-style-type: none"> <li>• Confirm candidates</li> <li>• Propose candidates to shareholders (AGM)</li> </ul>	<ul style="list-style-type: none"> <li>• Vote/approve candidates at AGM</li> </ul>



# Supervisory Board Committees

## Executive Committee

- Prepares the agenda of the SB meetings (nucleus of EC debate)

### Members

- S. Russwurm (Chairman; SR)  
B. Günther (SR), J. Kerner (ER), T. Nasikkol (ER)

## Strategy, Finance and Investment Committee

- Prepares major decisions on e.g. strategic developments, financing, investments

- S. Russwurm (Chairman; SR)  
S. Buchner (ER), U. Gather (SR), D. Jansen (SR), J. Kerner (ER), T. Koch (ER), I. Luge (SR), T. Nasikkol (ER)

## Audit Committee

- Monitors the accounting process and internal control systems

- V. Volpert (Chairwoman; SR)  
W. Colberg (SR), B. Günther (SR), T. Jacquemin (ER), T. Nasikkol (ER), U. Wilsberg (ER)

## Nomination Committee

- Proposes SB candidates to SB

### Members

- S. Russwurm (Chairman; SR)  
B. Behrendt (SR), U. Gather (SR), B. Günther (SR), I. Luge (SR)

## Personnel Committee

- Proposes Executive Board candidates to SB
- Develops & proposes EB remuneration

- S. Russwurm (Chairman; SR)  
B. Günther (SR), J. Kerner (ER), T. Nasikkol (ER)

## Mediation Committee<sup>1</sup>

- Makes proposals for the appointment and dismissal of the Executive Board members in case when there is no majority of at least 2/3

- S. Russwurm (Chairman; SR)  
B. Günther (SR), J. Kerner (ER), T. Nasikkol (ER)

(SR) Shareholder Representative | (ER) Employee Representative


<sup>1</sup> Required by law



# Ordinary schedule and topics of Supervisory Board and Committee meetings

 Supervisory Board meeting       Supervisory Board decision



 Additional meetings possible, if necessary






# Transformation – and pandemic – require high intensity of SB and Committee work

Meetings in FY 2018/19	Meetings in FY 2019/20	Meetings in FY 2020/21	Meetings in FY 2021/22	Meetings in FY 2022/23		
8x	10x	4x	6x	7x	Supervisory Board	Topics: <ul style="list-style-type: none"> <li>• Situation of the group</li> <li>• Transformation of thyssenkrupp</li> <li>• Board matters and special topics</li> </ul>
22x	11x	7x	8x	6x	Personnel Committee	
18x	5x	2x	3x	1x	Nomination Committee	
29x	25x	16x	16x	14x	Executive Committee	<ul style="list-style-type: none"> <li>• Monthly; focus of meeting on transformation topics „Portfolio“ and „Performance“</li> <li>• Option of „Guests/experts“ by invitation:                             <ul style="list-style-type: none"> <li>• Supervisory Board members</li> <li>• Executive Board members</li> <li>• External consultants for Supervisory Board only</li> </ul> </li> <li>• „Discussion and debate“ culture</li> </ul>
6x	5x	5x	5x	5x	Audit Committee	
5x	4x	4x	3x	5x	SFI Committee	

Note: The work of the Supervisory Board that is conducted outside of Supervisory Board meetings has not been considered


 The last self-assessment was monitored by an external and independent party in fiscal year 2022/2023.



# Individual disclosure of Supervisory Board members' attendance at meetings of the Supervisory Board of thyssenkrupp AG and its committees in the fiscal year 2022/2023\*

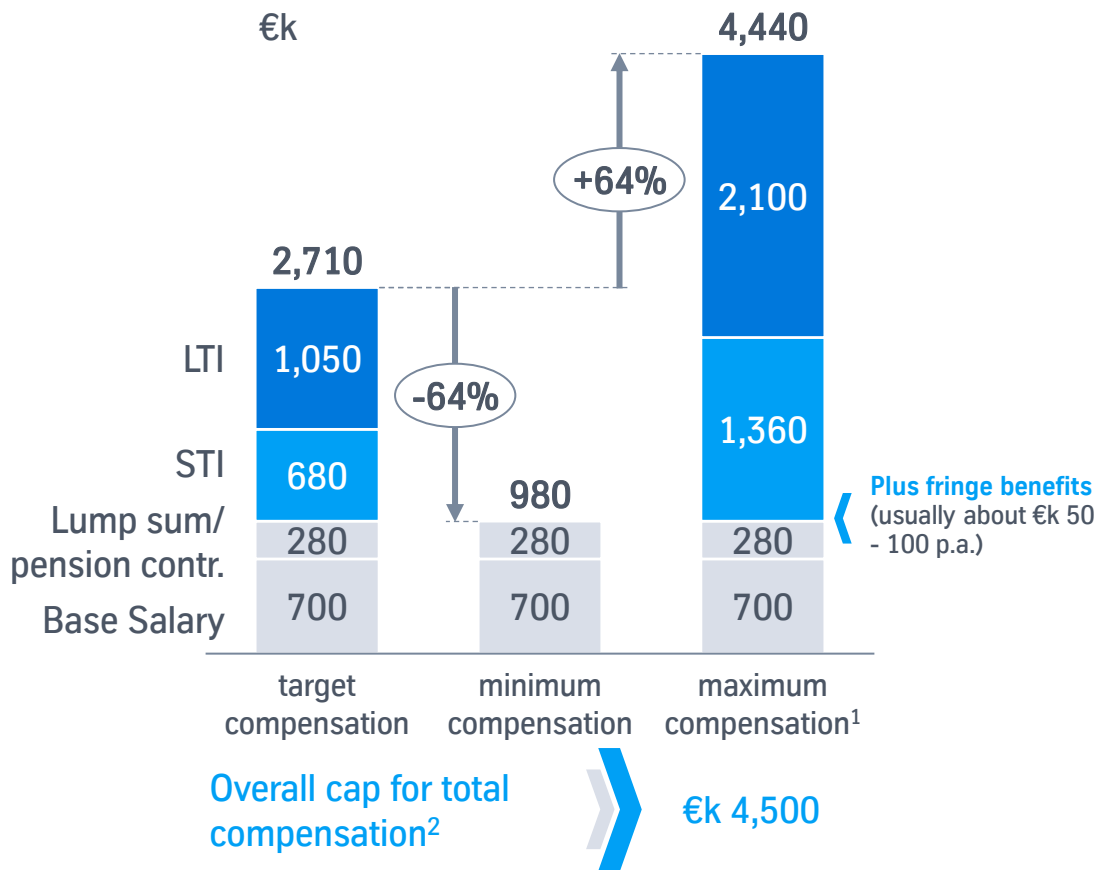
Members of the Supervisory Board	Supervisory Board Meetings			Committee Meetings		
	Meetings	Attended	Attendance rate in %	Meetings	Attended	Attendance rate in %
Prof. Dr.-Ing. Dr.-Ing. E.h. Siegfried Russwurm, Chairman	7	7	100.00%	27	27	100.00%
Jürgen Kerner, Vice Chairman	7	7	100.00%	26	24	92.30%
Birgit A. Behrendt	7	7	100.00%	./.	./.	./.
Dr. Patrick Berard (ab 03.02.2023)	5	5	100.00%	./.	./.	./.
Stefan Erwin Buchner	7	7	100.00%	./.	./.	./.
Dr. Wolfgang Colberg	7	7	100.00%	4	3	75.00%
Prof. Dr. Dr. h.c. Ursula Gather	7	7	100.00%	5	5	100.00%
Angelika Gifford	7	7	100.00%	./.	./.	./.
Dr. Bernhard Günther	7	7	100.00%	27	27	100.00%
Achim Hass	7	7	100.00%	./.	./.	./.
Friederike Helfer (bis 03.02.2023)	2	2	100.00%	2	2	100.00%
Tanja Jacquemin	7	7	100.00%	5	5	100.00%
Daniela Jansen	7	7	100.00%	7	7	100.00%
Christian Julius	7	7	100.00%	./.	./.	./.
Thorsten Koch	7	7	100.00%	1	1	100.00%
Katrin Krawinkel (ab 01.01.2023)	3	3	100.00%	./.	./.	./.
Dr. Ingo Luge	7	7	100.00%	6	6	100.00%
Tekin Nasikkol	7	7	100.00%	31	30	96.80%
Peter Remmler (bis 03.02.2023)	2	2	100.00%	1	1	100.00%
Dirk Sievers (bis 20.06.2023)	5	5	100.00%	20	19	95.00%
Dr. Verena Volpert	7	7	100.00%	5	5	100.00%
Ulrich Wilsberg (ab 03.02.2023)	5	5	100.00%	4	3	75.00%
Isolde Würz (bis 31.12.2023)	1	1	100.00%	./.	./.	./.
Kirstin Zeidler (ab 07.07.2023)	1	1	100.00%	./.	./.	./.
Total 98,70%	136	136	100.00%	171	165	96.49%

Total  
attendance rate  
increased:  
**98.25%**  
(2021/2022: 96.50%)

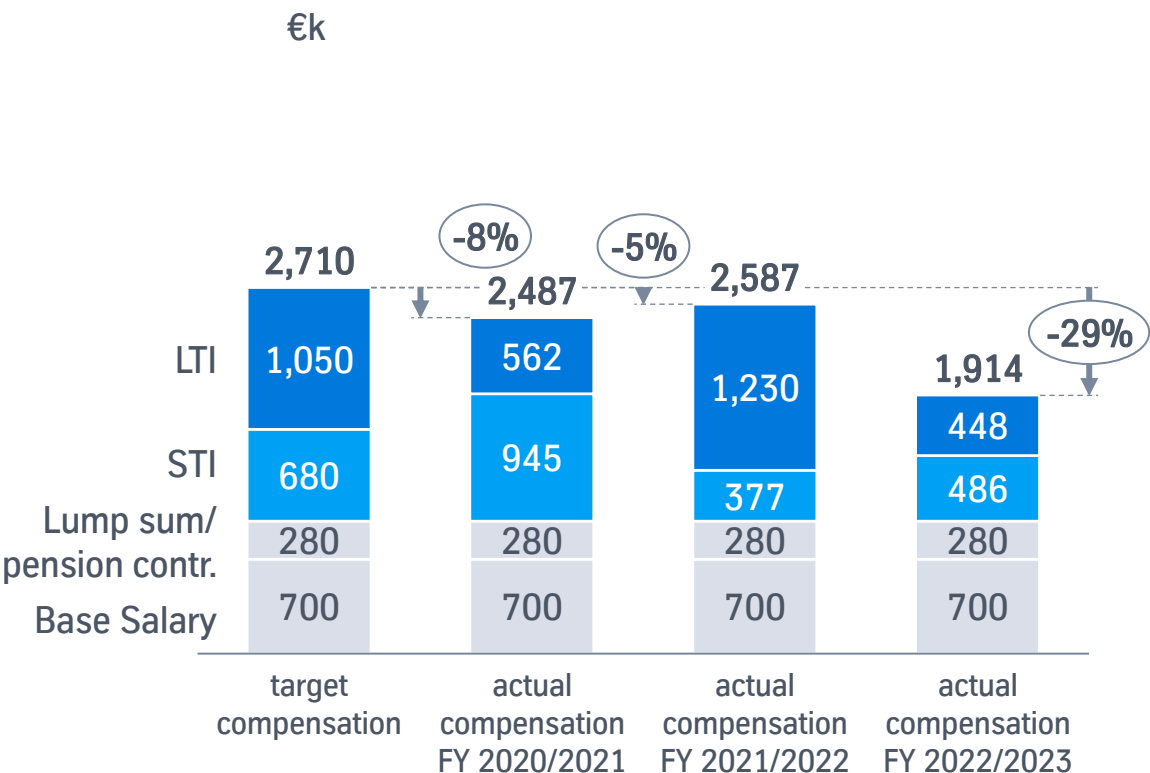


# Target / Minimum / Maximum / Actual Compensation for Ordinary Board Member

Target / Minimum / Maximum Compensation



Target Compensation and Actual Compensation  
FYs 2020/2021 and 2021/2022



1. By addition of individual caps (STI/LTI max. 200%) | 2. Both Section 87a of the German Stock Corporation Act and recommendation G.1 of GCGC 2019 require the stipulation of an overall cap for total compensation as part of the compensation system



# Everyone is asked to stand up for our compliance values!



The Compliance Function empowers and supports employees and executives, who are personally accountable for compliance!

<sup>1</sup> Resolution of the Executive Board of thyssenkrupp AG from July 11, 2023, reaffirming its resolution re. Entrepreneurial Compliance Responsibility

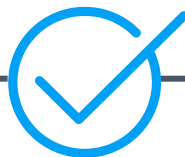




# What does Compliance mean at thyssenkrupp?



All measures to ensure adherence to laws and Group regulations



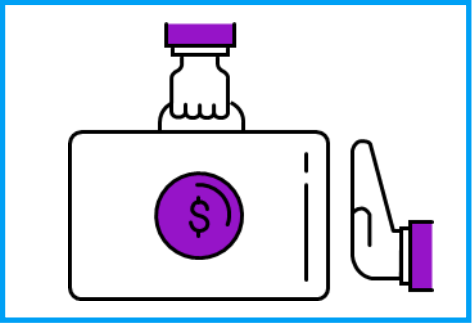
Adherence to rules by the Company and all its employees



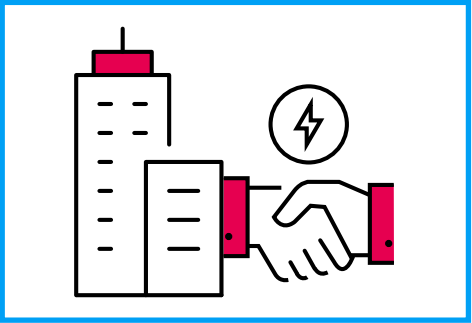
Compliance is part of the Company's risk management system

## COMPLIANCE

### Anti-corruption



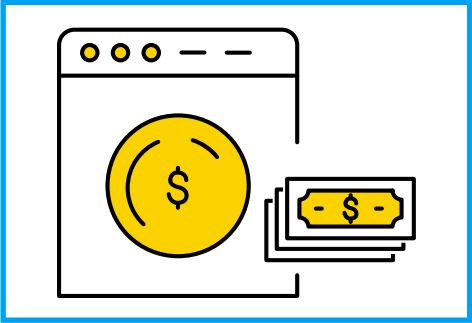
### Antitrust law



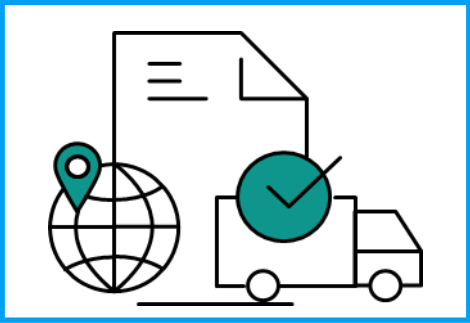
### Data protection



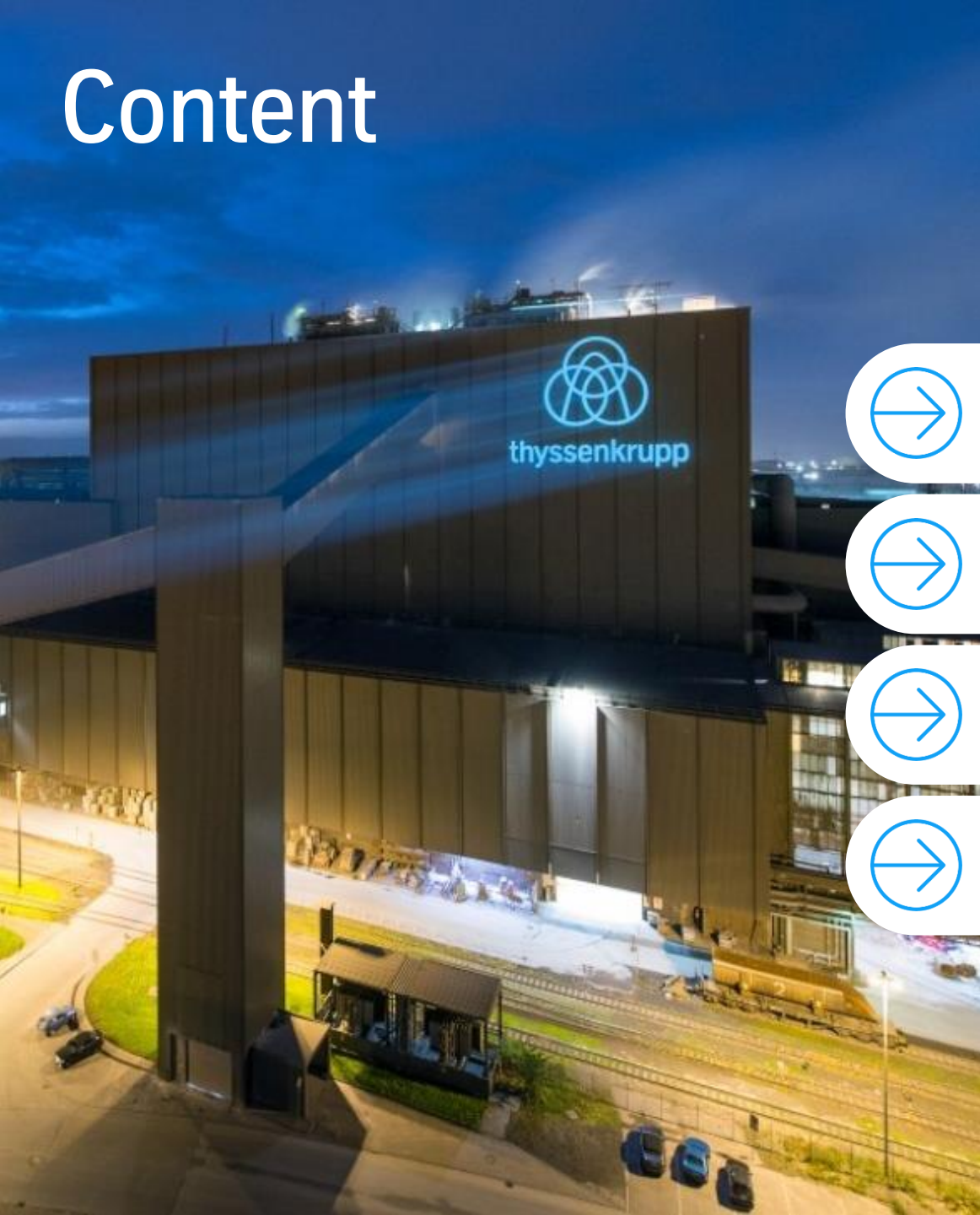
### Anti-money laundering



### Trade compliance



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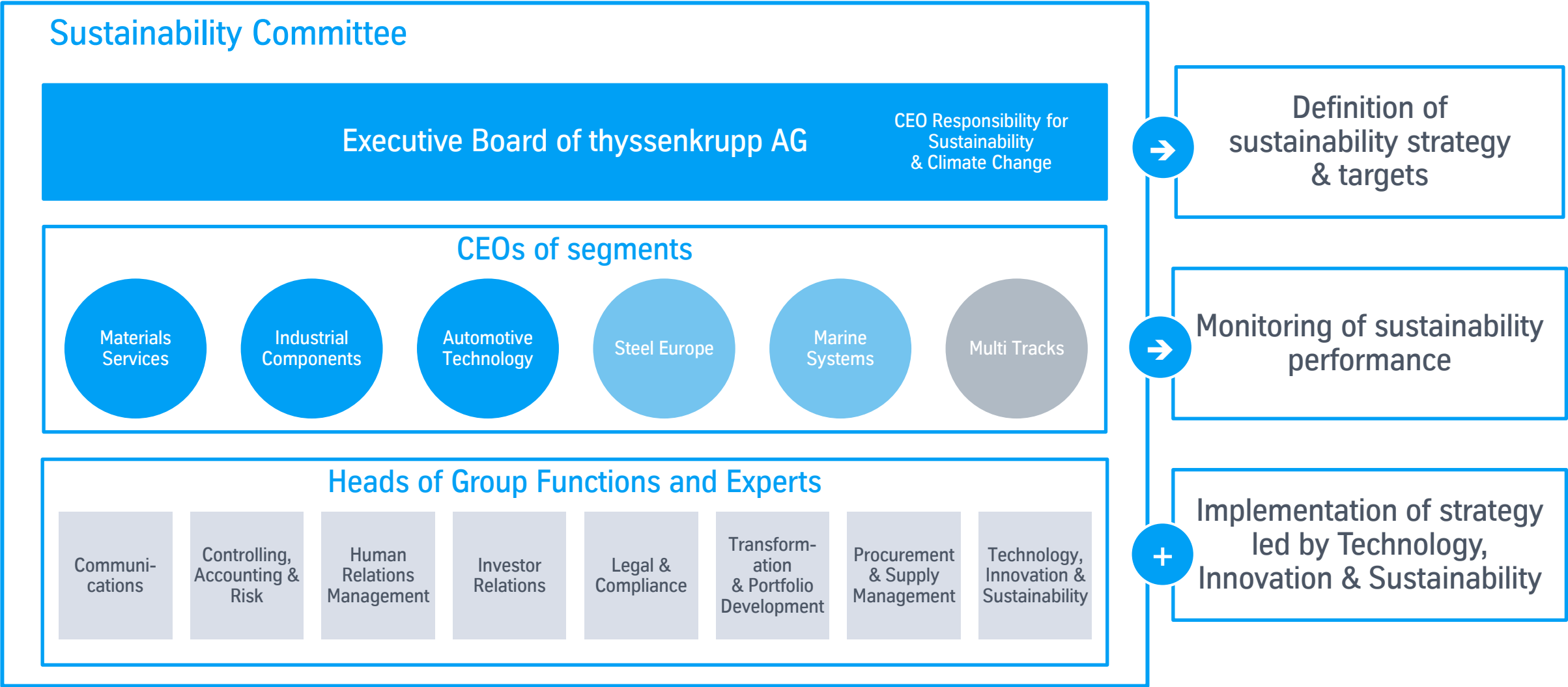


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# Sustainability Committee is anchoring sustainability in our Group



# Indirect Financial Targets (IFTs) to track continuous progress in sustainability

Targets	Achievements		
	FY 2021/22	FY 2022/23	Target 2023/24
Annual energy efficiency gains of 85 GWh in FY 2022/23	255 GWh	340 GWh	≥ 205 GWh
Annual reduction of emissions by 1 t CO <sub>2</sub> per mn € sales to 34.5 t CO <sub>2</sub> per mn € sales in FY 2024/25	28.9	31.2	35.5 t CO <sub>2</sub> per mn € sales
Adjusted R&D intensity ~3.0% in FY 2023/24	2.4%	2.8%	~3.0%
Increase the proportion of women in management positions by at least 1% per year to 17% by FY 2025/26	13.1%	14.6%	15.0%
Reduce the accident frequency rate by at least 0.1 per year to 2.2 by FY 2023/24	2.3	2.4	2.2
60 supplier sustainability audits each year	108	104	IFT achieved
Achievement of an Employee Net Promoter Score of >0 by FY 2025/26	n/a	(4)	Further improvement
High Risk Supplier Reduction (HSR): Reduction of the relative proportion of suppliers in the population of potentially high-risk suppliers of 36.4% in FY 2026/27	New IFT starting from FY 2023/24; replaces supplier sustainability audits		68.9%





# Decarbon Technologies bundles key technologies for Green Transformation

## Rothe Erde<sup>1</sup>

- Global No. 1 supplier for mission critical **components for wind energy**
- >2,500 **multimegawatt main bearings** manufactured
- **Enormous opportunities** from global expansion plans for wind energy underpinned by mid-term **CAGR of 17%**<sup>2</sup>

## Polysius

- Paving the way for **climate-neutral transformation** of the **cement and lime industry**
- Solutions to **reduce CO<sub>2</sub> within production process** (e.g. clinker factor reduction, carbon capture)
- More than **800 cement plants** and over **17,600 machines & systems** built worldwide – huge potential for service and oxyfuel technology

## thyssenkrupp nucera<sup>3</sup>

- **Technology leader in electrolysis plants** to produce **green hydrogen**
- **Largest order book** (>3 GW) for green hydrogen electrolysis plants in the industry
- **Successful IPO** underpins opportunities of the hydrogen market and its growth prospects

## Uhde

- **Technology leader** and global plant engineering capabilities
- **Wide range of technology portfolio** to support industrywide green transition (e.g. ammonia, methanol, ammonia cracking)
- >2,000 **chemical & process plants** built worldwide – essential know-how for growing hydrogen transport need and applications

1. Former BU Bearings renamed as of October 1 2023 | 2. Newly grid-connected wind capacity | 3. Publicly listed company with thyssenkrupp AG as majority shareholder



# Green Transformation – Comprehensive master plan

Roadmap to reduce CO<sub>2</sub> by >30% until 2030 and become a climate neutral steel location by 2045



tkH<sub>2</sub>Steel

2019  
Trialling H<sub>2</sub> use  
in the blast furnace

since 2021  
bluemint® Steel

from 2026  
First DR plant with melting units (SAF)  
Removal of the first coal-based blast furnace

up to 2029  
Hydrogen ramp-up  
of the first DR plant to 100 %

up to 2030  
Removal of the second  
coal-based blast furnace  
replacement by  
DR-based  
technology

before 2045  
Complete implementation of the transformation  
Carbon-neutral steel production without coal-based  
blast furnaces incl. decarbonization of  
the downstream systems

Available quantities of bluemint® Steel per year

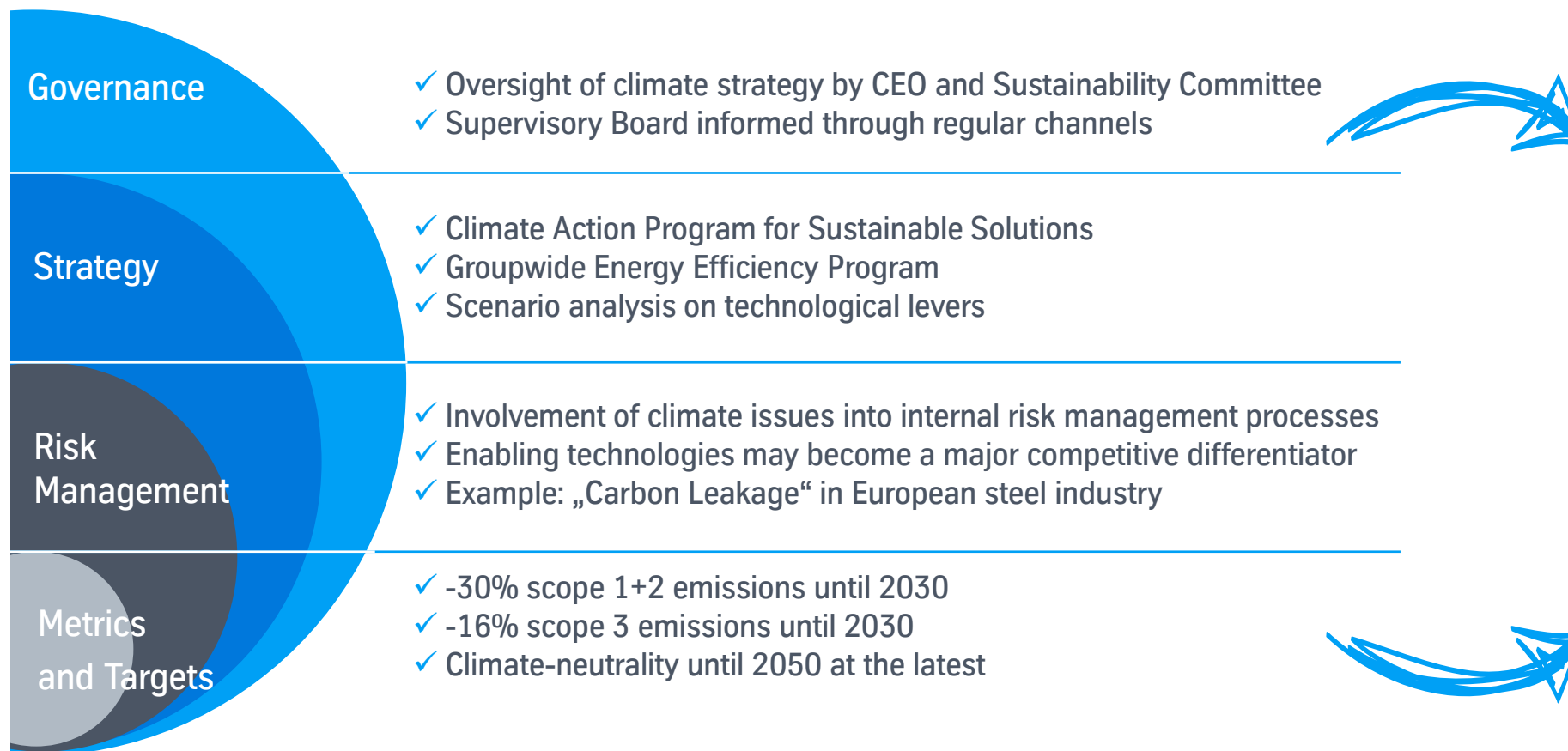
2022-2025 ~ 50-500 kt/a    2026 onward ~ 3 mt/a    2030 onward ~ 5 mt/a    2045 onward ~ 11 mt/a

Avoidance of residual CO<sub>2</sub> emissions,  
e.g. through Carbon2Chem® (CCU)

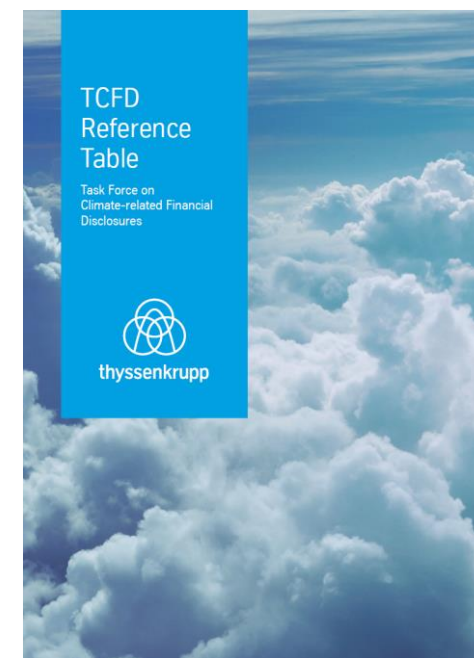


# Our response to the Taskforce on Climate-related Financial Disclosures (TCFD) framework

thyssenkrupp attaches great importance to the topics of environmental protection, climate change & energy efficiency



## Our online publication



# Ratings underline leading ESG position of thyssenkrupp Group

## CDP A Rating

Among the top 5% of companies in 2022



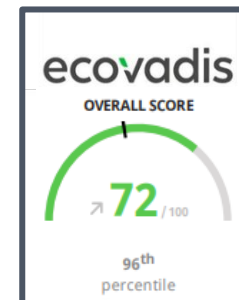
## MSCI rating "AA"

Among the top 20% of steel companies in 2023



## Ecovadis

Among the top 3% of companies in the same sector



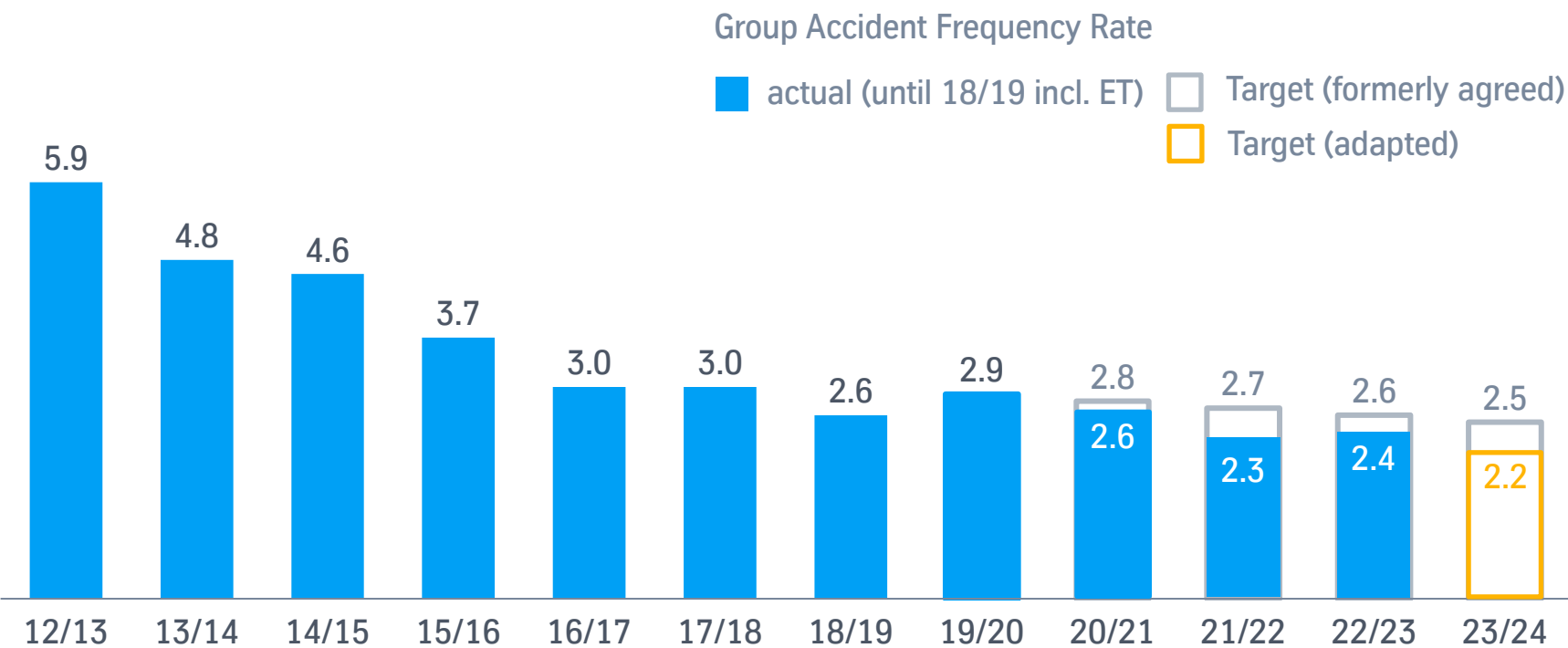
## Sustainalytics

In the top 7% of the "Industrial Conglomerates" sector in 2023





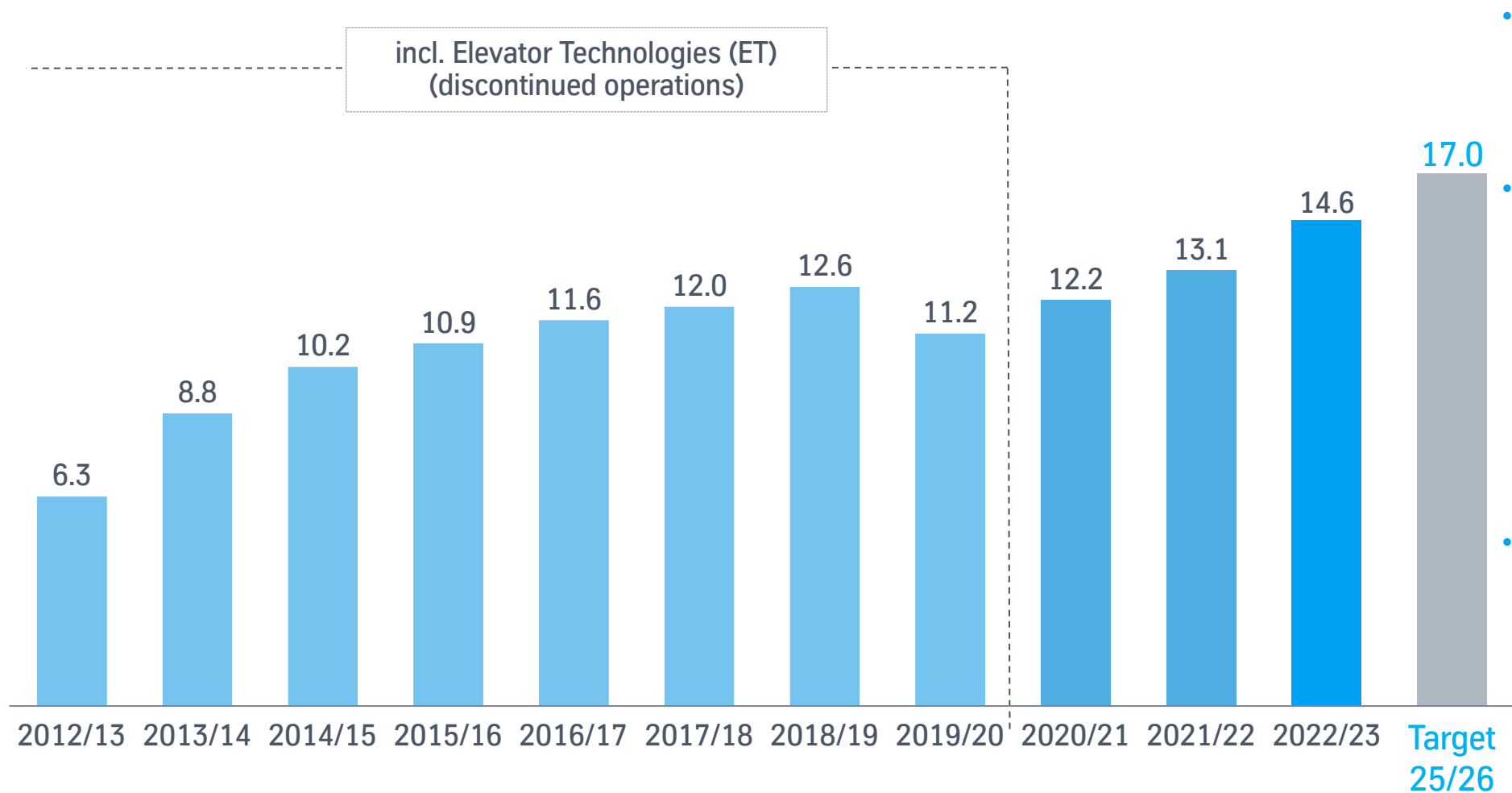
# The adaption of the agreed target scheme for the Group Accident Frequency Rate from the next FY onwards results in a target value of 2.2 for FY 2023/24



Result for the previous FY was significantly below the target value of 2.6



# Women in leadership positions: Further increase in 2023 and well on track to reach the target of 17%

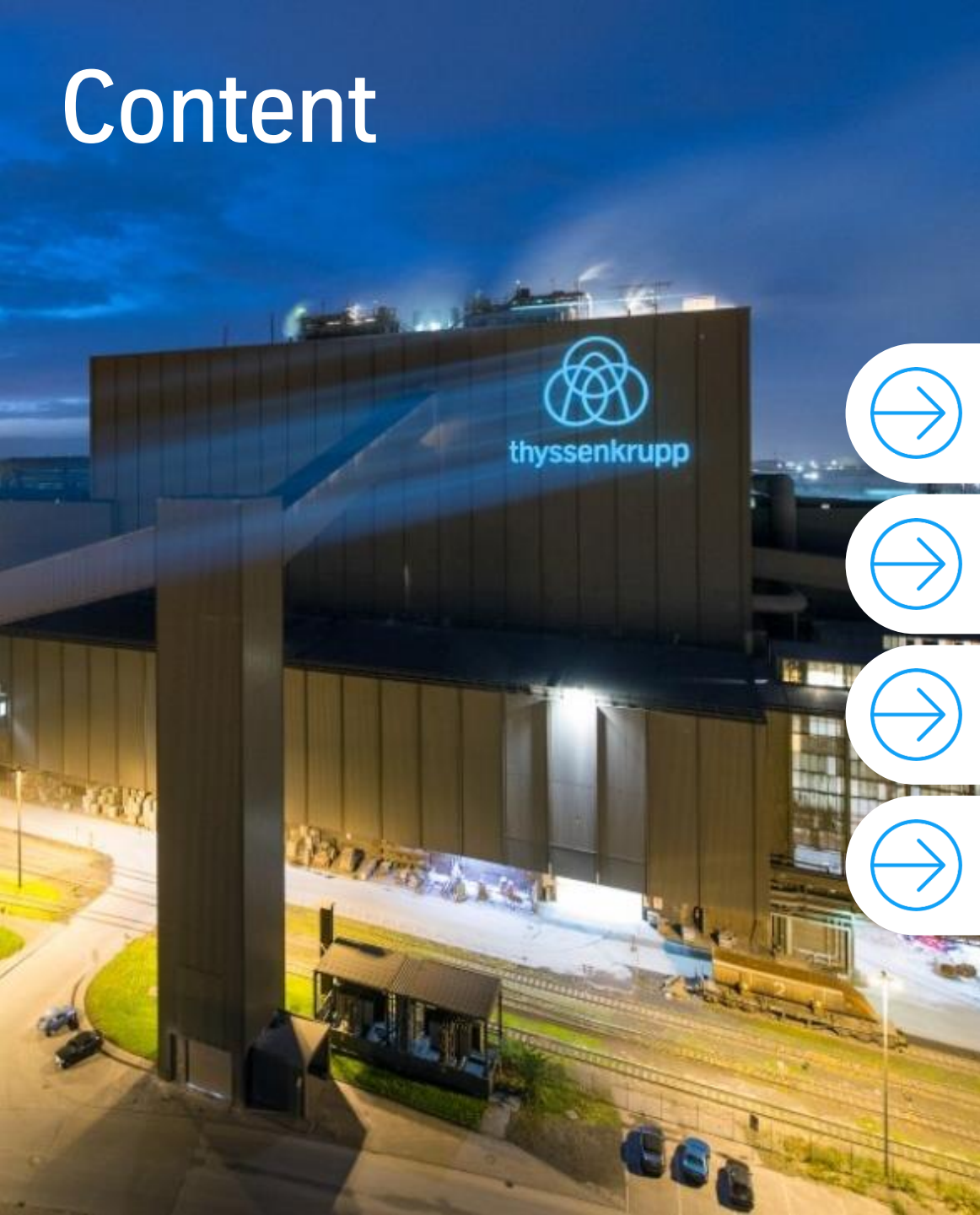


- The “Fair Share” as ambitious target (in comparison to other companies having higher “numeric” targets, but also a higher proportion of women in the overall workforce)
- High share of female leaders at Corporate and some Segments/Businesses already achieved
  - Corp: 30% female leaders / 50% women of total employees
  - SE: female COO
  - MX: female CTO
  - Bilstein (AT): female CFO
- Attractive offers to women established
  - Specific leadership and mentoring programs
  - Job sharing for female leaders working in part-time
  - Work-Life balance tools

thyssenkrupp has set itself the “Fair Share” as target until FY 2025/26



# Content



Transformation of thyssenkrupp

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Governance: Supervisory Board, Compliance

10-22



Corporate Sustainability

24-31



Additional information

33-50



# Status of implementation of the competency profile – shareholder representatives

	Russwurm	Behrendt	Berard	Buchner	Colberg	Gather	Gifford	Günther	Luge	Volpert
<b>Length of service</b>										
Member since	2019	2020	2023	2021	2018	2018	2019	2020	2019	2020
<b>Diversity</b>										
Year of birth	1963	1959	1953	1960	1959	1953	1965	1967	1957	1960
Gender	m	f	m	m	m	f	f	m	m	f
Nationality	German	German	French	German	German	German	German	German	German	German
<b>Professional background</b>										
	Engineer	Business administrator	Economist	Industrial engineer	Business administrator/ business information systems expert	Mathematician/business administrator	Banking administrator	Economist	Lawyer	Business administrator
<b>Professional expertise</b>										
Corporate management and control <sup>1)</sup>	X	X	X	X	X	X	X	X	X	–
HR <sup>2)</sup>	X	–	–	–	X	X	–	X	X	–
Finance and the capital market	–	–	–	–	X	–	X	X	–	X
Sustainability	X	X	–	X	–	X	X	X	–	X
Digitalization and IT	X	–	X	–	X	X	X	X	–	–
Accounting and auditing	–	–	–	–	X	–	–	X	X	X
Law/compliance/ corporate governance	X	X	–	–	–	X	X	X	X	–
<b>Knowledge of the business areas</b>										
Steel Europe	X	X	–	X	X	X	–	X	–	–
Materials Services	–	X	X	–	–	–	X	X	X	–
Bearings/Forged Technologies	X	X	–	X	X	–	–	–	X	–
Automotive Technology	X	X	–	X	X	–	X	–	–	–
Marine Systems	–	–	–	–	X	–	–	–	–	–

<sup>1)</sup> Corporate management and control comprises the area of corporate management, management of companies subject to codetermination legislation, corporate development, organization and structuring, corporate strategy, management of affiliated companies (portfolio management) and operational excellence.

<sup>2)</sup> HR comprises the areas of personnel leadership, people development and HR work.





# Status of implementation of the competency profile – employee representatives

	Hass	Jacquemin	Jansen	Julius	Kerner	Koch	Krawinkel	Nasikkol	Wilsberg	Zeidler
<b>Length of service</b>										
Member since	2017	2016	2021	2022	2020	2022	2023	2020	2023	2023
<b>Diversity</b>										
Year of birth	1965	1972	1977	1968	1969	1977	1987	1968	1964	1968
Gender	m	f	f	m	m	m	f	m	m	f
Nationality	German	German	German	German	German	German	German	German	German	German
<b>Professional background</b>	Power electronics technician	Business administrator	Political scientist	Locksmith	Information systems engineer	Toolmaker	Lawyer	Business administrator	Wholesale and foreign trade clerk	Draftsperson, specialization mechanical engineering
<b>Professional expertise</b>										
Corporate management and control <sup>1)</sup>	X	–	–	–	X	X	X	X	–	–
HR <sup>2)</sup>	X	–	–	–	X	X	X	X	X	X
Finance and the capital market	–	–	X	–	X	–	–	X	–	–
Sustainability	X	X	X	–	X	–	X	–	–	–
Digitalization and IT	X	–	–	–	–	–	–	–	–	X
Accounting and auditing	–	X	–	–	–	–	–	–	–	–
Law/compliance/corporate governance	X	–	–	–	–	–	X	X	–	X
<b>Knowledge of the business areas</b>										
Steel Europe	X	–	X	–	X	–	–	X	–	X
Materials Services	X	–	X	–	–	–	–	–	X	–
Bearings/Forged Technologies	X	–	X	X	–	–	–	–	–	–
Automotive Technology	X	–	X	X	–	X	–	–	–	–
Marine Systems	X	–	–	–	–	–	–	–	–	–

<sup>1)</sup> Corporate management and control comprises the area of corporate management, management of companies subject to codetermination legislation, corporate development, organization and structuring, corporate strategy, management of affiliated companies (portfolio management) and operational excellence.

<sup>2)</sup> HR comprises the areas of personnel leadership, people development and HR work.



# Memberships and other board work and functions

## Shareholder representatives; in addition to thyssenkrupp

- Siegfried Russwurm ① Voith GmbH & Co. KGaA ② Dr. Johannes Heidenhain GmbH ③ President of BDI (Federation of German Industries)
- Birgit A. Behrendt ① Kion Group AG\*); Ford Werke GmbH ② Stulz Verwaltungsgesellschaft mbH; Umicore S.A.; Infinium Holdings, Inc.; Rolls Royce plc, Großbritannien
- Patrick Berard ③ Geodis S.A. ③ LKQ Corporation
- Stefan E. Buchner ① Continental AG\*) ② MOSOLF SE & Co. KG; Hörmann Holding GmbH & Co. KG
- Wolfgang Colberg ② Pernod Ricard SA\*); Solvay S.A.\*); AmSilk GmbH; Italmatch Chemicals S.p.A.; ChemicalInvest Holding B.V.; Burelle SA\*); Dussur
- Ursula Gather ① Munich Re AG\*) ③ NRW.BANK
- Angelika Gifford
- Bernhard Günther ① Uniper SE\*) ③ CFO Fortum (DCGK C.5)
- Ingo Luge ① Avacon AG\*\*); E.ON Energie Deutschland GmbH\*\*); PreussenElektra GmbH\*\*) ② Gradyent Holding B.V.
- Verena Volpert ① Vibracoustic SE

① Membership of supervisory boards within the meaning of § 125 of the German Stock Corporation Act (AktG)

② Membership of comparable German and non-German control bodies of business enterprises within the meaning of § 125 of the German Stock Corporation Act (AktG)

③ Functions in the meaning of DCGK C.5, other board work and functions      \*) listed company    \*\*) Investments within the E.ON group



## Independence of Supervisory Board members

At least six shareholder representatives should be independent of the company and the Executive Board

- The following criteria have been defined to evaluate the independence of shareholder representatives:
  - No personal or business relationship with thyssenkrupp AG or its Executive Board which could constitute a significant and non-temporary conflict of interest.
  - The Supervisory Board member or a close relative of the Supervisory Board member was not a member of the Executive Board of thyssenkrupp AG in the two years prior to appointment, does not currently or did not in the year prior to appointment, either directly or as a shareholder or in a responsible function at a non-group company, maintain a material business relationship with thyssenkrupp AG or one of its dependent companies (e.g. as a customer, supplier, lender or advisor), is not a close relative of an Executive Board member and has not been a member of the Supervisory Board for more than 12 years.
- No board role or consultancy duties at key competitors of thyssenkrupp AG and its group companies and no personal relationship to a key competitor;
- The Supervisory Board should not include more than two former Executive Board members;
- The Chairs of the Supervisory Board, the Audit Committee and the Personnel Committee should be independent of the Company and the Executive Board;



Following the self-assessment of the shareholder representatives on the Supervisory Board 2023, all shareholder representatives meet the defined criteria for independence.



# Supervisory Board remuneration is fixed and based on committee work



Last adjusted in FY 2013/14; last time on AGM agenda (unchanged): February 5, 2021

## Current Supervisory Board remuneration

### Base compensation:

- Chairman €200,000
- Deputy chairman €150,000
- Ordinary members €50,000

### Additionally:

#### Committee chair

- Audit committee €40,000
- Other committees €25,000

#### Committee member

- Audit committee €20,000
- Other committees €12,500

Attendance fee: €500 per meeting

## Proposed Supervisory Board remuneration

### Base compensation:

- Chairman €200,000
- Deputy chairman €150,000
- Ordinary members €70,000

### Additionally:

#### Committee chair

- Audit committee €60,000
- Other committees €35,000

#### Committee member

- Audit committee €30,000
- Other committees €17,500

Attendance fee: €1,000 per day with meeting(s)



Fixed compensation distinguishing between certain functions and committee work, fully in line with the German Corporate Governance Code





# Management Team

## Miguel Ángel López Borrego, CEO



Born 1965, Spanish  
CEO since June 1, 2023  
Appointed until: 05/2026

+ CEO Decarbon Technologies

CEOs:

Automotive Technology  
Materials Services  
Steel Europe

Sustainability

Corporate Functions: Communications,  
Investor Relations, Legal & Compliance,  
Transformation & Portfolio Development

## Dr. Klaus Keysberg, CFO



Born 1964, German  
CFO since October 1, 2019  
Appointed until: 07/2024

+ CFO Decarbon Technologies

CFOs:

Automotive Technology  
Materials Services  
Steel Europe

All Regions

Corporate Functions: Internal Auditing,  
Controlling, Accounting & Risk, Finance,  
Merger & Acquisitions, Taxes & Customs

tk Information Management

## Oliver Burkhard, CHRO



Born 1972, German  
CHRO since April 1, 2013  
Appointed until: 09/2028

+ CEO Marine Systems

CHROs:

Automotive Technology  
Decarbon Technologies  
Materials Services  
Steel Europe  
Marine Systems

Corporate Functions: Human  
Relations Management

tk Services



# Management Team – New Board Members

## Dr. Jens Schulte, CFO



Born 1971, German  
CFO from H2 2023 onwards  
Appointed for 3 years

### Professional career:

Since 2016:  
Member of the Executive  
Board/CFO of Schott AG, Mainz

### Mandates:

Member of the Supervisory Board  
of Altana AG, Wesel

## Ilse Henne



Born 1972, Belgian  
From January 1, 2024 onwards  
Appointed for 3 years

### Materials Services

### Professional career:

Since 2019:  
Member of the Executive Board of  
Materials Services  
(Chief Transformation Officer)

### Mandates:

Member of the Supervisory Board:  
- Rockwool A/S, Denmark  
- Arkema, France  
Chairwoman of the Supervisory Board  
thyssenkrupp Services GmbH  
Board member German Logistics  
Association

## Dr. Volkmar Dinstuhl



Born 1972, German  
From January 1, 2024 onwards  
Appointed for 3 years

### Automotive Technologies

### Professional career:

Since 2020:  
CEO Multi Tracks Segment

### Mandates:

Chairman of the Supervisory Board:  
- thyssenkrupp nucera  
- thyssenkrupp Industrial Solutions  
Shareholder representative  
Vertical Topco S.a.r.l. (TK Elevator)

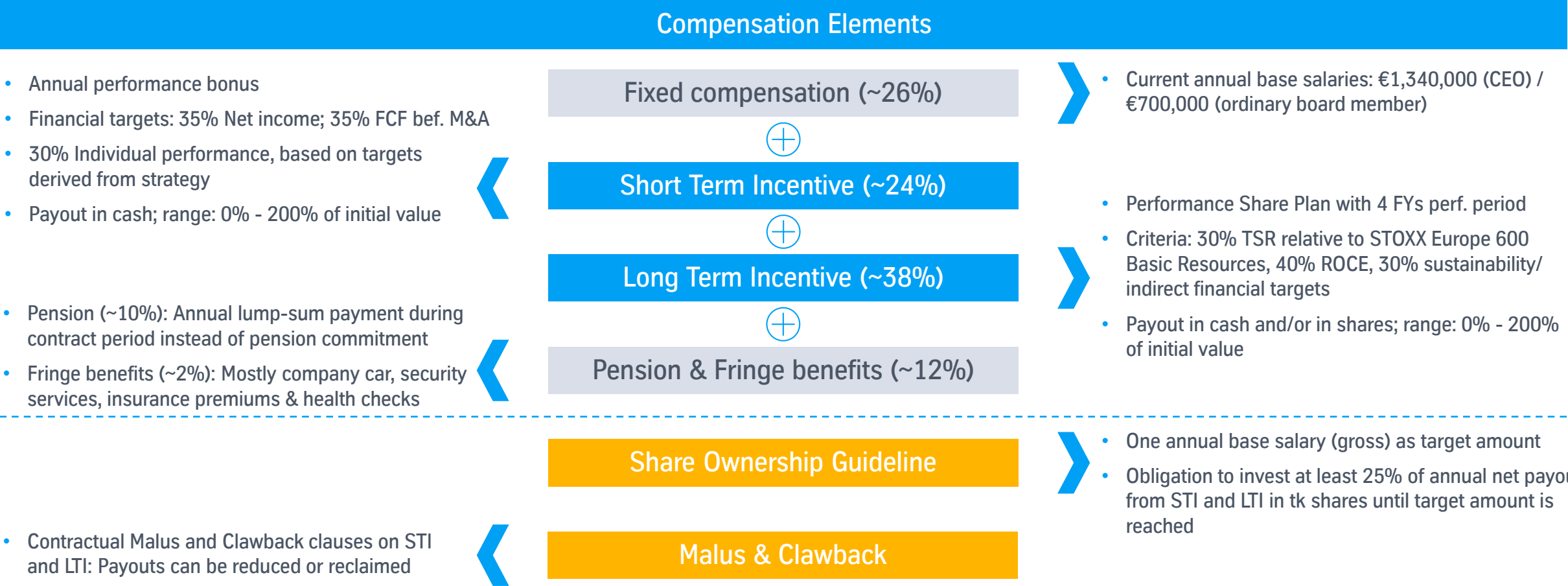


# Compensation System for Executive Board

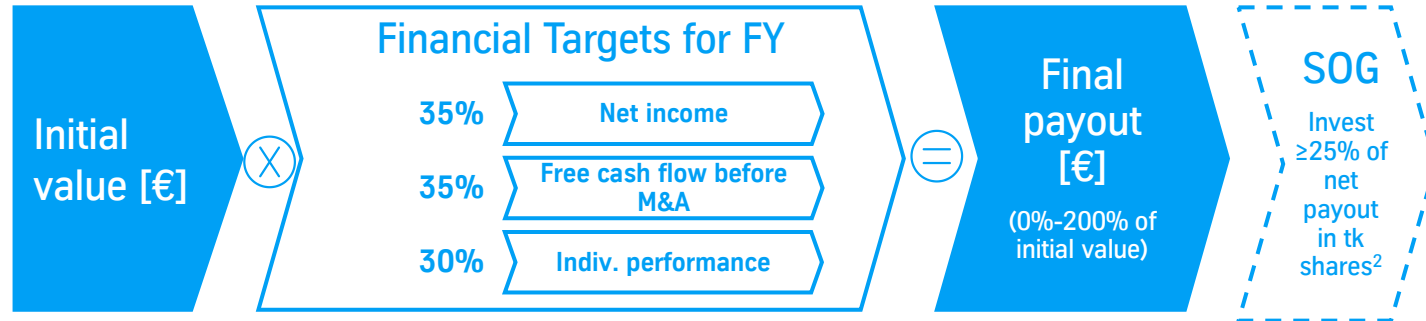
## Key objectives



- Strengthen performance culture and shareholder orientation
- Support strategy execution
- Compliance with regulatory requirements and market practice



# Short Term Incentive (Annual Bonus)



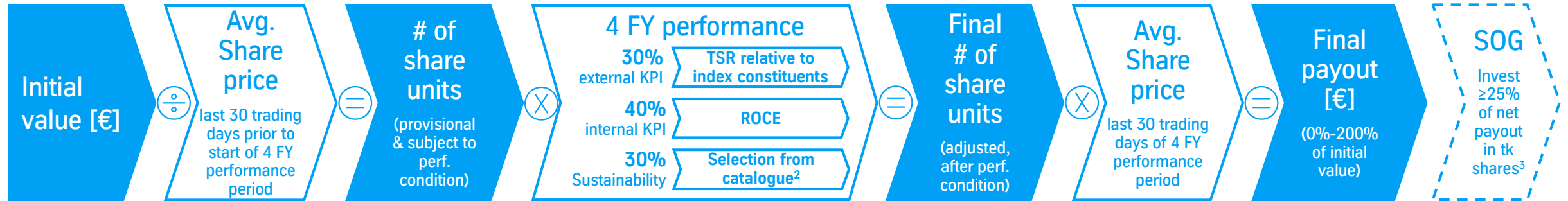
## Configuration

- Annual performance bonus
- Performance period: one FY
- Financial Targets: Net income and Free Cash Flow before M&A as the Group's most relevant indicators for financial performance
- Individual performance: Supervisory Board will set relevant criteria for each FY; focus on transformation and turnaround targets derived from tk strategy
- Performance conditions and standards<sup>1</sup>
  - Financial targets: Actual vs. Budget
  - Individual performance: Predefined objectives are met (individual targets set by the Supervisory Board)
- Payout range: 0% - 200% of initial value
- Share Ownership Guideline (SOG): Mandatory investment of at least 25% of net payout in tk shares until SOG target (one annual gross base salary) fulfilled

1. Performance standard for determination of target achievement | 2. Until SOG target (one annual gross base salary) fulfilled



# Long Term Incentive



## Configuration

- Performance share plan
- Performance period: four FYs
- Performance conditions and standards<sup>1</sup>
  - Absolute share performance: Increase in share price
  - TSR: Performance rank vs. median of index constituents (STOXX Europe 600 Basic Resources)
  - ROCE: Actual vs. target set by the Supervisory Board
  - Sustainability/indirect financial targets: Predefined objectives are met
- Payout range: 0% - 200% of initial value
- Share Ownership Guideline (SOG): Mandatory investment of at least 25% of net payout in tk shares until SOG target (one annual gross base salary) fulfilled

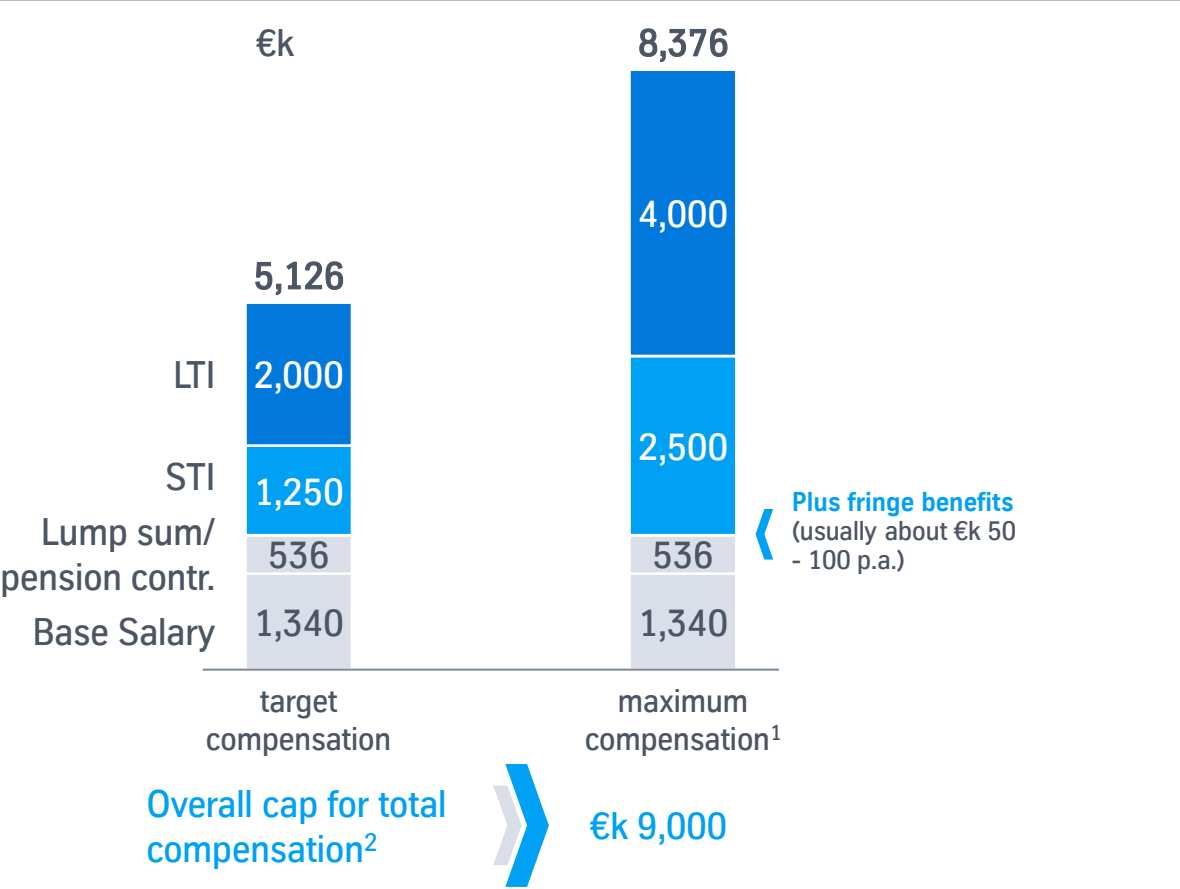
1. Performance standard for determination of target achievement | 2. Supervisory board will set relevant criteria for each new installment based on strategic targets with an horizon of four years | 3. Until SOG target (one annual gross base salary) fulfilled



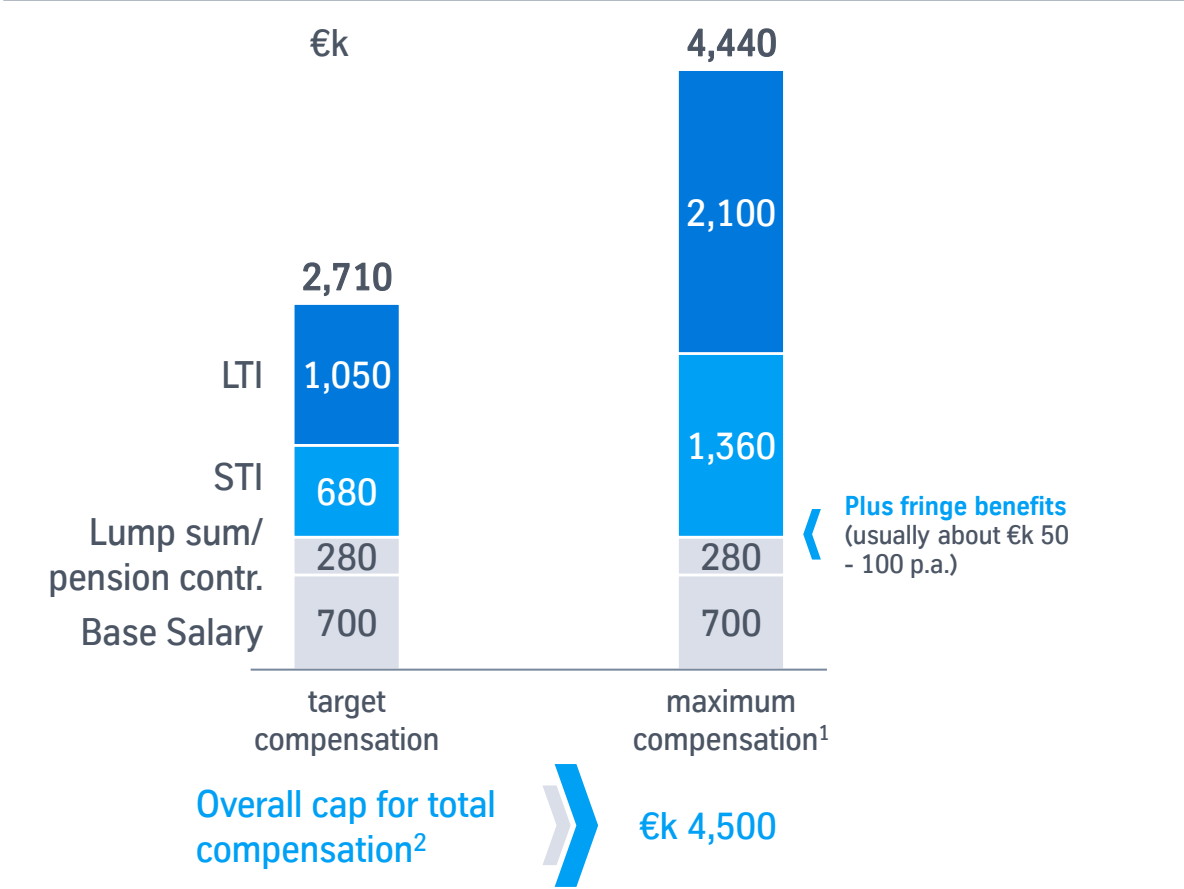


# Maximum remuneration for Executive Board

## CEO



## Ordinary board member



1. By addition of individual caps (STI/LTI max. 200%) | 2. Both Section 87a of the German Stock Corporation Act and recommendation G.1 of GCGC 2019 require the stipulation of an overall cap for total compensation as part of the compensation system



# Compensation System for Segment Boards

## Key objectives



- Strengthening of performance culture: Performance of “own” Business Segment as determining factor for variable compensation
- Strong focus on business success: 100% Company performance targets for variable compensation
- Compliance with regulatory requirements and market practice

## Compensation Elements

- Annual performance bonus
- 100% Financial targets for resp. Business Segment
- Criteria: 50% EBIT<sub>adj.</sub>; 50% BCF
- Payout in cash; range: 0% - 200% of initial value



Base Salary (~36%)



Short Term Incentive (~27%)



Long Term Incentive (~27%)



Pension (~10%)



- “flexplan” as group-wide share-based executive pension plan in Germany since 2017
- Optional salary conversion and employer-funded matching contributions
- Payout as lump-sum or installments, no life-long pension



- Paid monthly as a salary



- Performance Share Plan with 4 FYs perf. period
- Criteria: 35% EBIT<sub>adj.</sub>-margin, 35% ROCE, 30% sustainability targets of resp. Business Segment
- Payout in cash; range: 0% - 200% of initial value



# Auditor's fees and Services

- **Auditor:** KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft (KPMG); since FY 2022/2023  
  
KPMG was engaged in 2022 following an external bidding process; due to statutory requirements, and after an external bidding process KPMG, was approved by the AGM in 2022 for fiscal year 2022/2023 onwards.
- **Lead Auditors:** Dr. Markus Zeimes  
  
Marc Ufer  
  
The statutory requirements and obligation to rotate auditors were fulfilled.
- **Auditors' fees:** The audit fees include primarily fees for the year-end audit of the consolidated financial statements, the auditors' review of the interim consolidated financial statements and the statutory auditing of thyssenkrupp AG and the subsidiaries included in the group's consolidated financial statements. As in the prior year, the audit-related fees mainly relate to services in connection with disposal projects of individual businesses as part of the thyssenkrupp reorganization and to services in connection with the preparation and execution of the thyssenkrupp nucera IPO. The fees for other services are mainly m fees for project-related consulting services.

million €	Year ended Sept. 30, 2023	
	Total	thereof KPMG AG Wirtschaftsprüfungs- gesellschaft
Audit fees	16	11
Audit-related fees	3	3
Tax fees	0	0
Fees for other services	1	0
<b>Total</b>	<b>20</b>	<b>14</b>



# Key Environmental Data

	Unit	2020 / 2021	2021 / 2022	2022 / 2023
<b>Energy</b>				
Total energy consumption	TWh	74.0	66.1	67.9
<b>Greenhouse Gas emissions</b>				
Scope 1	Mio. t CO <sub>2</sub> e	22.8 <sup>1</sup>	21.4	22.9
Scope 2	Mio. t CO <sub>2</sub> e	1.0 <sup>1</sup>	0.8	1.0
Scope 1 + 2	Mio. t CO <sub>2</sub> e	23.8 <sup>1</sup>	22.2	23.9
<b>Waste</b>				
Total waste	Mio. t	1.8	1.8	2.5
Waste for recycling	Mio. t	1.4	1.6	2.1
- thereof hazardous waste	Mio. t	0.2	0.2	0.3
Waste for disposal	Mio. t	0.4	0.3	0.3
- thereof hazardous waste	Mio. t	0.1	0.0 <sup>2</sup>	0.1
<b>Water</b>				
Water consumption	Mio. m <sup>3</sup>	474	353	310
- thereof stream cooling	Mio. m <sup>3</sup>	302	300	257
Waste water	Mio. m <sup>3</sup>	455	333	292
- thereof stream cooling	Mio. m <sup>3</sup>	302	300	257
<b>Air emissions</b>				
Dust total	1,000 t	3.5	3.2	3.3
NOx total	1,000 t	13.6	13.2	13.6
SOx total	1,000 t	12.4	11.7	13.7
VOC total	1,000 t	0.6	0.5	0.7



Continuously tracking our environmental performance

## Further remarks:

All figures are rounded.

Absolute values may vary on a year-on-year comparison due to different production levels and are therefore not a direct reflection of environmental performance.

## Reporting boundaries:

Unless otherwise stated, the data relates to fully consolidated group companies of the actual fiscal years. Since these figures are calculated only at the end of the year they include the group of companies consolidated as it stands at year-end. The figures include the 50 percent share in Hüttenwerke Krupp Mannesmann GmbH in accordance with IFRS rules.

## Methodology for CO<sub>2</sub>:

CO<sub>2</sub> emissions are calculated using the GHG Protocol methodology. The emissions are calculated on the basis of energy consumption and process emissions applying generally accepted Scope 1 and 2 emission factors from IPCC, IEA and certified own measurements. For Scope 2 emissions the location-based approach has been applied using emission grid factors.

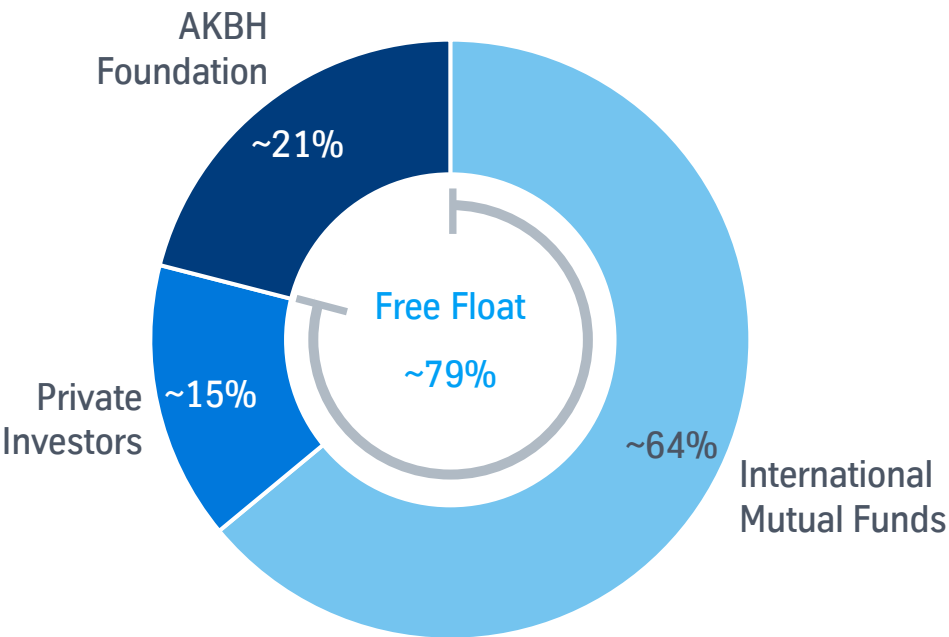
<sup>1</sup> Portfolio-adjusted according to the financial control approach of the GHG Protocol.

<sup>2</sup> Figure not rounded 0.046

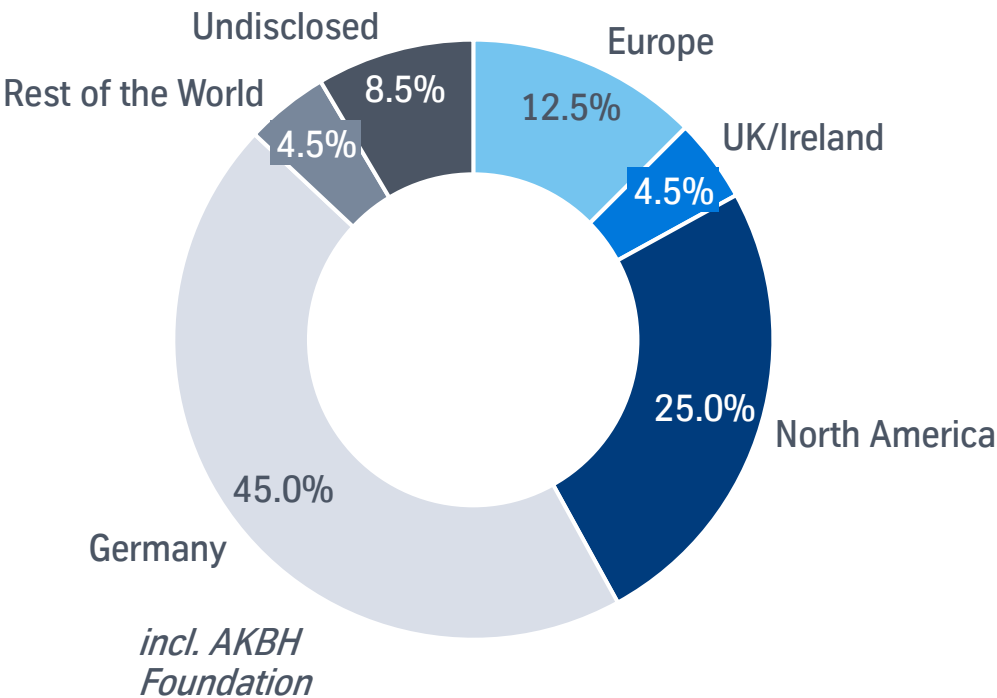


# thyssenkrupp shareholder structure as of end September 2023

Investors



Regional split





# Share and ADR Data

• Shares outstanding	622,531,741
• Type of share	No-par-value bearer shares
• Voting	One share, one vote

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## Share Data

• Ticker Symbol	TKA
• German Security Identification Number (WKN)	750 000
• ISIN Number	DE0007500001
• Exchange	Frankfurt, Dusseldorf

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## ADR Data

• Ratio (ordinary share:ADR)	1:1
• ADR Structure	Sponsored-Level-I
• Ticker Symbol	TKAMY
• Cusip	88629Q 207
• ISIN Number	US88629Q2075
• Exchange	Over-the-Counter (OTC)
• Depositary bank: Deutsche Bank Trust Company Americas	E-mail: <a href="mailto:adr@db.com">adr@db.com</a>
• Phone: +1 212 250 9100 (New York); +44 207 547 6500 (London)	Website: <a href="http://www.adr.db.com">www.adr.db.com</a>



# Contacts and Financial Calender

IR contact: +49 201-844-536480 | [ir@thyssenkrupp.com](mailto:ir@thyssenkrupp.com)



**Dr. Claus Ehrenbeck**  
Head of Investor Relations  
T +49 201 844 536464  
[claus.ehrenbeck@thyssenkrupp.com](mailto:claus.ehrenbeck@thyssenkrupp.com)



**Sabine Sawazki**  
Manager IR / Sustainability  
T +49 201 844 564563  
[sabine.sawazki@thyssenkrupp.com](mailto:sabine.sawazki@thyssenkrupp.com)



**Rainer Hecker**  
Senior Manager IR  
T +49 201 844 538830  
[rainer.hecker@thyssenkrupp.com](mailto:rainer.hecker@thyssenkrupp.com)



**Murat Soysal**  
Manager IR / Sustainability  
T +49 201 844 537557  
[murat.soysal@thyssenkrupp.com](mailto:murat.soysal@thyssenkrupp.com)

## Financial Calendar 2023/2024

- February 2, 2024      Annual General Meeting
- February 14, 2024    Interim report 1<sup>st</sup> quarter 2023/24
- May 15, 2024        Interim report 1<sup>st</sup> half 2023/24
- August 14, 2024     Interim report 9 months 2023/24
- November 19, 2024   Annual report 2023/24



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