

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 2, 2024

Check against delivery.

Dear shareholders, ladies, and gentlemen,

I would like to welcome you to the Annual General Meeting of thyssenkrupp AG and am delighted that so many of you are here. This is the first time since the coronavirus pandemic that we have held an in-person Annual General Meeting again. We had promised you that, despite the authorization to hold virtual Annual General Meetings prescribed by law and adopted by the 2023 Annual General Meeting, we would decide again each year on what format should be used for the Annual General Meeting. We have decided in favor of an in-person event today, not least so that you can get to know our new CEO Miguel Ángel López Borrego personally and engage in dialog with him.

We are living through difficult times – no matter where we look. This also applies to your company, thyssenkrupp. The economic and structural conditions are not good for us, and that is bit of an understatement.

As I keep on saying, the attitude of entrepreneurs is fundamentally opportunity-oriented. Bemoaning our fate is not our style. That remains the case, and we certainly see opportunities. But at the same time, we have so many more different challenges to contend with than we have faced for a long time. And we have to admit that there are many issues whose outcome is uncertain:

Decarbonization: How precisely, by when actually, at what price? What does that mean in concrete terms in relation to our steel business for everything else beyond the decision in favor of a first direct reduction plant? Can we succeed in accomplishing the objectives under Germany's climate policy, while withstanding the competitive pressure, in particular from Chinese suppliers?

- War in Europe: Where does it go from here, where will it lead to, how do we cope with all the requirements in connection with it?
- Geopolitical crises wherever you look – and anxiety about the presidential elections in the USA.
- Upheavals at home: Will we in Germany manage to overcome the internal conflicts, tensions and polarization, strengthen democracy and boost the economy and get it ticking along better again? – Incidentally, these are areas in which trade unions and industry are pulling together in the same direction, and remarkably strongly at that!

I could go on and on listing the major challenges that remain unresolved.

But let me come to your company, to thyssenkrupp. There was a raft of important milestones last year: The federal government and the state government of North Rhine-Westphalia cleared the way for construction of the first direct reduction plant in Duisburg and pledged funding of €2 billion for that – and the EU Commission also approved this support.

We ourselves have accomplished vital groundwork for the transformation process, in particular with the decision to establish the Decarbon Technologies segment and focus the businesses there on tapping into the potential that decarbonization offers as a global commercial opportunity. This will train our own sights on the expertise and potential of thyssenkrupp's portfolio and bring them to the attention of potential customers around the world. That is a good thing. There are real opportunities to grow profitably moving ahead.

Last year, particular attention was paid to personnel matters relating to the Executive Board:

Miguel López succeeded Martina Merz as Chief Executive Officer of thyssenkrupp AG, taking up his new office on June 1, 2023. The intensity and dynamism with which he and the entire Executive Board have worked since then are remarkable. However, that is because – by necessity – we definitely cannot afford to “carry on with business as usual” any longer.

The argument “*We’ve never done things this way at thyssenkrupp*” or “*This breaks with tradition at thyssenkrupp*” leaves me with a bitter aftertaste – we can see where the company has got to “*doing things the way we’ve always done.*” In markets where there are no tailwinds for the time being, we have to take matters into our own hands, we have to be successful on the back of our own performance. We cannot wait for outside help.

Ms. Merz left the company by mutual agreement on May 31, 2023. On behalf of the Supervisory Board, I would like to take this opportunity express my sincere thanks to her once again for her great commitment to thyssenkrupp in exceptionally tough years. She imparted many stimuli that helped move thyssenkrupp's transformation forward and guided the company with great prudence through a whole host of crises, each of which threatened its very existence. For all that, Ms. Merz, we say: THANK YOU!

In November 2022, the Supervisory Board had already extended the appointment of Chief Human Resources Officer Oliver Burkhard, who has been a member of the Executive Board and Labor Director of thyssenkrupp AG since 2013, by a further five years until the end of September 2028. He is doing an excellent job in difficult times and has also made his mark since becoming CEO of thyssenkrupp Marine Systems in May 2022.

In addition, the Supervisory Board made further important personnel decisions after the end of fiscal year 2022/2023: In November, the Supervisory Board appointed Dr. Volkmar Dinstuhl and Ilse Henne as ordinary members of the Executive Board of thyssenkrupp AG effective January 1, 2024.

Both have known thyssenkrupp for many years in a wide range of functions at the company, and both have always taken on responsibility with passion, perseverance and strategic clarity. Volkmar Dinstuhl, for example, played a major role in the vital sale of the Elevator Technology business at excellent terms and conditions and in the successful IPO of thyssenkrupp nucera. In addition to overseeing many successful projects in the Materials Services segment, Ilse Henne has made a name for herself in fields such as process digitalization and cybersecurity.

To complement the existing cross-cutting functions of Strategy, Human Resources and Finance covered by the Executive Board, their appointments also entail a realignment of the Executive Board toward rigorous management of all parts of the company with a focus on performance and portfolio. Accordingly, responsibility for the individual segments is assigned to the respective members of the Executive Board: Miguel López will take over the Decarbon Technologies and Steel Europe segments, Oliver Burkhard the Marine Systems segment, Volkmar Dinstuhl the Automotive Technology segment and Ilse Henne the Materials Services segment.

As part of that, the members of the Executive Board do not manage the operational business activities of the segments assigned to them. However, they are responsible for ensuring that excellent management teams also achieve the performance targets derived from benchmarking. thyssenkrupp's segments, and therefore the entire company, must move from being the world champion in announcements and become the epitome of uncompromising execution.

Let me also say: The Executive Board now has five members, an entirely normal number for a company of our size and diversity. And I reiterate: For a company that has not made sufficient progress in improving its performance and clout in recent years, it was necessary for us to increase management responsibility and effectiveness – starting with the Executive Board. As I said, business as usual was not a responsible option!

Our CFO Dr. Klaus Keysberg is on this stage today for the last time. As has been known since September 2023, after almost 28 years in various top management positions in the thyssenkrupp Group and as a member of the Executive Board and CFO of thyssenkrupp AG since October 2019, Dr. Keysberg has decided not to seek an extension to his contract, which runs until July 31, 2024. The Supervisory Board has appointed Dr. Jens Schulte, currently CFO of Schott AG, as his successor as CFO, and I am delighted to welcome him here in the hall today. A warm welcome, dear Mr. Schulte!

I would like to extend you, Mr. Keysberg, my deepest thanks for your many years of devotion to the company in a wide range of functions, and especially for your work and dedication as a member of the Executive Board of thyssenkrupp AG in recent years. During this time, you have helped drive the company's extensive transformation process with great commitment and prudence. You deserve our thanks, appreciation and respect for that. We wish you all the best for the future!

Ladies and gentlemen,

I now come to the report of the Supervisory Board. I will start by providing an overview of the work of the Supervisory Board over the past fiscal year and the issues that were our primary focus. Details can be found in the written report of the Supervisory Board on pages 11 to 19 of the annual report.

The Supervisory Board and Executive Board continued their close cooperation and extensive exchange of information in joint meetings and, of course, also between the meetings. All but a few of the total of 39 meetings – of the Supervisory Board and its committees combined – were attended by all members. The detailed statistics, which show an attendance rate of 98%, i.e., even higher than in the previous year, can be found on page 14 of the annual report and on thyssenkrupp's website.

The Executive Board reported in detail to the Supervisory Board at all meetings of the Supervisory Board and its committees. This regularly involved intensive discussions in which the Supervisory Board scrutinized the Executive Board's comments and advised the Executive Board. In addition, each meeting of the Supervisory Board and its committees included a discussion between the members without the presence of the Executive Board, termed an "executive session", in which the Supervisory Board members intensively shared their assessments. The Supervisory Board fulfilled its monitoring, control and advisory function in every respect thanks to the large number of meetings and the intensity of the discussions.

The Supervisory Board's most important topics in the past fiscal year were the deliberations on improving performance, the portfolio measures, the short- and medium-term earnings targets for all segments and all green transformation measures. The corporate and investment planning for fiscal year 2023/2024, which was discussed in detail and adopted, as well as the IPO of thyssenkrupp nucera and the envisaged stand-alone solution for the Marine Systems and Steel Europe segments, were also a focus. Another focal topic was the previously mentioned establishment of the new Decarbon Technologies segment by restructuring of the portfolio in order to clearly position thyssenkrupp as a technology leader for the energy transition.

In fiscal year 2022/2023 the Supervisory Board again dealt with and took fully into account the recommendations of the German Corporate Governance Code. The current unqualified declaration of conformity released on October 1, 2023 can be viewed on the thyssenkrupp website. In it, the Executive Board and Supervisory Board declare that thyssenkrupp has fully complied with the recommendations of the German Corporate Governance Code since October 1, 2022 and will continue to do so in the future. Further information on corporate governance can be found in the corporate governance statement in the annual report.

The Executive Committee met 14 times in the past fiscal year due to the current situation and the preparations for the seminal meetings of the Supervisory Board. In addition to preparing the Supervisory Board meetings, the work of the Executive Committee focused on changes in the Group's assets and financial and earnings position and all topics relating to thyssenkrupp's transformation.

The Personnel Committee held seven meetings in fiscal year 2022/2023 in order to prepare personnel matters concerning members of the Executive Board of thyssenkrupp AG for the Supervisory Board. Where required, resolutions were passed or recommendations for resolutions were made to the Supervisory Board. Alongside the personnel changes on the Executive Board, the deliberations focused on decisions on aspects of compensation, especially setting the variable compensation, the review during the year of the defined individual targets and the disclosures in the compensation report pursuant to § 162 German Stock Corporation Act (AktG) as well as preparations for the conclusion and termination of Executive Board contracts. The committee also dealt with general Executive Board matters, partly in the context of benefits for former Executive Board members, as well as succession planning for the Executive Board.

Ladies and gentlemen,

Let me now address the work of the Audit Committee in detail.

The Audit Committee met five times in fiscal year 2022/2023. Alongside Executive Board members, following the election of KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft (KPMG) as the auditor at the 2023 Annual General Meeting and its formal appointment by the Audit Committee, representatives of KPMG were present at the meetings. KPMG gave the Audit Committee a declaration that no circumstances exist that could lead to the assumption of prejudice by the auditors. The Audit Committee obtained the required auditors' statement of independence, reviewed their qualification and concluded a fee agreement with the auditors. In addition, the regular survey on satisfaction with the auditor was carried out; the results of this as well as the additional services provided by KPMG alongside the audit of the financial statements were discussed in the Audit Committee.

Dr. Verena Volpert, Chairwoman of the Audit Committee, engaged in a regular exchange of views with representatives from the auditors between meetings. The heads of relevant Group functions were also available at the committee meetings to provide reports and take questions on the individual agenda items.

The committee's work focused on examining the 2021/2022 parent-company and consolidated financial statements along with the combined management report including the fully integrated non-financial statement and the combined corporate governance statement of the Executive Board and Supervisory Board, as well as on preparing the Supervisory Board resolutions on these items. In addition, the interim financial reports for fiscal year 2022/2023 (half-year and quarterly reports) were discussed in detail and adopted, taking into account the auditors' review reports. With regard to the relationship with KPMG, the list of non-audit services provided by the statutory auditor that require approval was established and the budget for the performance of non-audit services for fiscal year 2023/2024 was set.

The Supervisory Board will propose under agenda item 5 of today's Annual General Meeting that KPMG be elected to audit the financial statements for the entire fiscal year 2023/2024.

In several meetings, the Audit Committee monitored the accounting process and discussed the effectiveness of the internal control system and optimizations made to it, the effectiveness of the risk management system and the internal auditing system. It also dealt in detail with the main legal disputes and compliance in the company and discussed at length the development of strategic compliance measures at thyssenkrupp.

The Audit Committee defined the following mandate as the focus of the audit: "Audit of key measures in the internal control system and the risk management system to support the Executive Board's statement on their effectiveness pursuant to GCGC A.5." The auditors reported the results of their audit to the Audit Committee at its meeting on November 16, 2023.

In addition, in the presence of the head of Corporate Internal Auditing, the committee discussed the internal audit results, the audit processes and the audit planning of the internal auditing team for fiscal year 2022/2023, including audit support for the investment in Steel Europe's first direct reduction plant. Other key topics were the non-financial statement, which is fully integrated into the management report, the equity capital and rating situation, the EMIR compliance audit for fiscal year 2021/2022 pursuant to section 32 of the German Securities Trading Act (WpHG), the current performance of all segments and implementation of the reporting requirements of the EU Taxonomy Regulation.

At its five meetings in the past fiscal year, the Strategy, Finance and Investment Committee discussed the Executive Board's proposals for the company's strategic further development.

The main focus was on how the company was dealing with the challenges posed and opportunities offered by decarbonization, the medium- and long-term prospects relating to the costs and availability of carbon-free energy and customers' willingness to pay for products that have a significantly lower carbon footprint.

The segments' earnings situation was benchmarked in detail against key competitors and the segments' plans to catch up with the competition were critically scrutinized. On the basis of that, the investment planning and the medium- and long-term financing of the company were discussed in detail with the Executive Board and recommendations for resolutions were formulated for the Supervisory Board pursuant to the results of that.

The members of the Nomination Committee held one meeting in the past fiscal year. On the recommendation of the Nomination Committee, the Supervisory Board will propose to you today under agenda item 7 that Dr. Verena Volpert, whose term of office expires at the end of this Annual General Meeting, be re-elected as a member of the Supervisory Board.

Verena Volpert has been a member of the Supervisory Board of thyssenkrupp AG since 2020 and Chairwoman of the Audit Committee since February 2022. Given her many years of experience in management positions in Finance at listed stock corporations and in Supervisory Board functions at incorporated companies, as well as her work as a tax consultant, her "expertise in auditing financial statements" – as the German Stock Corporation Act reads – is undisputed. This and the confident manner in which she chairs the Audit Committee make her an ideal fit for our Supervisory Board. Verena Volpert's resumé is provided in the invitation to today's Annual General Meeting and is also available on thyssenkrupp AG's website.

For more information on the activities of the Supervisory Board and its committees, please refer to the detailed presentation in the Report of the Supervisory Board in the annual report.

At this point, I would like to explicitly mention one result of the deliberations in several committees and in the meetings of the full Supervisory Board:

As the company succeeded in generating a positive cash flow and a positive result from ordinary activities in the past fiscal year, the Executive Board and Supervisory Board will propose to today's Annual General Meeting under agenda item 2 that a dividend of €0.15 per share be distributed for fiscal year 2022/2023.

Dear shareholders, you can rest assured that it goes without saying that one of the main purposes of a company is to generate an appropriate return for its owners and that we will therefore propose the distribution of a dividend where economically justifiable.

The topics dealt with by the Supervisory Board of your company are diverse and extensive. thyssenkrupp is not just any company. With its 100,000 employees worldwide and the large number of jobs along the Rhine and Ruhr, it is of great importance, not least here in the region. And thyssenkrupp faces extensive structural challenges in a highly complex environment. The Supervisory Board tackles these issues intensively, and they make its work more demanding than at a company that is on a stable and successful trajectory. This brings me to my next topic:

Under agenda item 8 of today's Annual General Meeting, management is putting a resolution on the compensation of the members of the Supervisory Board and related amendment to the Articles of Association to a vote. The current compensation for members of the Supervisory Board of thyssenkrupp AG is governed by § 14 of the Company's Articles of Association, which can be viewed on thyssenkrupp's website.

The compensation for Supervisory Board members was last adjusted by the 2014 Annual General Meeting – i.e., a decade ago – and has remained unchanged since fiscal year 2013/2014. The Supervisory Board's compensation was last reviewed by independent external consultants in the fall of 2020 and again in the fall of 2023. That revealed that it is currently below the standard market level for listed companies of a comparable size and structure in Germany and is no longer appropriate in the opinion of the external consultants.

The demands on the Supervisory Board's work in general have increased further in recent years due to the regulatory and legal framework. I have also pointed out the specific challenges at thyssenkrupp and the intensity and frequency of meetings of the Supervisory Board and its committees they entail. In the interests of the company, we want and need particularly qualified, experienced and motivated members of the Supervisory Board. Compensation in line with market conditions contributes to achieving that goal.

The compensation is structured purely as fixed remuneration plus an attendance fee and thus complies with the recommendation in G.18 sentence 1 of the German Corporate Governance Code in the current version dated April 28, 2022, which thyssenkrupp AG fully complies with. That is to remain the case.

Under the proposed resolution, however, individual elements of the Supervisory Board's compensation are to be raised to an appropriate level in line with market conditions, as determined by means of external benchmarking. In this benchmarking, a fictitious future thyssenkrupp AG without Marine Systems and without Steel Europe was compared with DAX and MDAX companies on the one hand and the largest manufacturing companies in Germany on the other, irrespective of their legal form. All compensation components will continue to be at the lower end of a range of 30 percentile around the respective comparative figure. We have broken down and detailed the changes to be voted on for you in the invitation to this Annual General Meeting.

But let me summarize the main changes: The fixed compensation for the Chairman and Vice Chairman remains the same. This fixed compensation will continue to cover their work on the Executive Committee, Personnel Committee and Mediation Committee. Only the work of the Chairman and Deputy Chairman on other committees is to be remunerated separately in the future.

In addition, the fixed compensation for the members of the Supervisory Board and the additional compensation for serving as the chair – with the exception of the Executive Committee, Personnel Committee and Mediation Committee – and as members of the individual committees are to be adjusted. Finally, the attendance fee is to be increased, but – unlike up to now – will only be paid once if multiple meetings (of the full Supervisory Board or committees) are held on one day.

The Supervisory Board has an appropriate composition in terms of diversity, financial expertise and the profile of required skills and professional expertise. We want to keep things that way and to ensure that working on our Supervisory Board remains attractive for suitable qualified candidates in the future.

Ladies and gentlemen, dear shareholders,

We will conclude with the personnel changes to the Supervisory Board. There has been only one change since the Annual General Meeting one year ago:

On the employee representatives' side, Dirk Sievers stepped down from the Supervisory Board at the end of June 20, 2023. The members of the Supervisory Board expressed their sincere thanks to him for his many years of constructive cooperation. Kirstin Zeidler was appointed by court order as his successor on the Supervisory Board effective July 7, 2023 for the remaining term of office of the employee representatives on the Supervisory Board, i.e., until the end of today's Annual General Meeting.

In addition, the Assembly of Delegates for the election of employee representatives to the Supervisory Board of thyssenkrupp AG on November 3, 2023 re-elected all ten employee representatives present here on stage as members of the Supervisory Board of thyssenkrupp AG. They are, in alphabetical order and on stage from left to right: Achim Hass, Daniela Jansen, Tanja Jacquemin, Christian Julius, Jürgen Kerner, Thorsten Koch, Katrin Krawinkel, Tekin Nasikkol, Ulrich Wilsberg and Kirstin Zeidler. My warmest congratulations go to all of you, dear colleagues on the Supervisory Board, on your re-election. I wish you all the best in your work and hope you always succeed in the right decisions on the board for our company thyssenkrupp.

Ladies and gentlemen,

I would now like to conclude the report of the Supervisory Board. Despite all the challenges still facing the company, I consciously intend to close with a word of thanks: I thank the Executive Board and the employees of thyssenkrupp for their dedication and commitment in the past fiscal year. And I would also like to thank you, dear shareholders, for your loyalty.

Thank you for your attention.