Compensation report 2022 / 2023

The following compensation report in accordance with § 162 German Stock Corporation Act (AktG) outlines and explains the compensation of the current and former members of the Executive and Supervisory Boards of thyssenkrupp AG in fiscal year 2022 / 2023.

In order to facilitate the ordering of the disclosures in this report and enhance understanding, the main features of the compensation systems in effect for the Executive and Supervisory Boards in fiscal year 2022 / 2023 are also outlined below. Detailed information can be found on the company's website via the link in the margin.

www.thyssenkrupp.com > Company > Management > Corporate governance > Compensation Report

A look back at compensation year 2022 / 2023

Resolution on the approval of the compensation report for fiscal year 2021 / 2022

The report on the compensation awarded or due to present and former members of the Executive Board and Supervisory Board of thyssenkrupp AG in fiscal year 2021 / 2022, which was prepared in accordance with the requirements of § 162 AktG, was approved by the Annual General Meeting on February 3, 2023 with a majority of 94.71% of the capital represented in accordance with § 120a (4) AktG. The Executive Board and Supervisory Board see this vote as confirmation of the format used since the compensation report 2020 / 2021. Therefore this format has basically been retained in the present compensation report 2022 / 2023.

Application of the Executive Board compensation system in fiscal year 2022 / 2023

The current compensation system for members of the Executive Board of thyssenkrupp AG was resolved by the Supervisory Board – following preparation by the Personnel Committee – in accordance with §§ 87 (1), 87a (1) AktG and approved by the Annual General Meeting on February 5, 2021 with a majority of 96.70% of the capital represented and applied for all active Executive Board members in fiscal year 2022 / 2023. Moreover, in fiscal year 2022 / 2023 the Executive Board members were awarded individual compensation within the meaning of § 162 AktG which, in previous fiscal years, had been promised under the compensation system in effect at that time. Where relevant, this compensation is also outlined and explained in the following.

The compensation system approved by the Annual General Meeting on February 5, 2021 applied to all Executive Board members in fiscal year 2022 / 2023.

The Personnel Committee regularly reviews the appropriateness and commensurateness of Executive Board compensation and proposes adjustments to the Supervisory Board where required to ensure within the boundaries of the applicable framework that the compensation package for Executive Board members is both in line with the market and competitive.

The commensurateness of the compensation was last reviewed by an independent external compensation expert in March 2023. In this context, the compensation of the thyssenkrupp Executive Board members was compared with DAX and MDAX companies, taking into account the criteria sales, employees and market capitalization; in light of the ongoing transformation, consideration was also given to various scenarios for the carve-out of further lines of business from the legal scope of consolidation of thyssenkrupp AG and its subsidiaries (subsequently referred to as the "group").

Ultimately, the compensation of thyssenkrupp Executive Board members is still in line with the market, even after realization of the changes to the portfolio.

The review of appropriateness in March 2023 included an examination of the compensation of the Executive Board relative to the compensation structures within the group. The change in Executive Board compensation was compared with the compensation of senior management, defined as the two levels of management below the Executive Board, and compared with compensation of the workforce as a whole, defined as the average compensation of the group's full-time employees in Germany. The Personnel Committee did not identify any indications of an inappropriate development or any reasons for adjustment.

Therefore, the target compensation of the Executive Board members set by the Supervisory Board in accordance with the compensation system in effect was not adjusted year-on-year in fiscal year 2022 / 2023, nor is it planned to adjust the target compensation for fiscal year 2023 / 2024.

The target compensation of Executive Board members was unchanged from the previous year.

Further, at its meeting on September 8, 2022, the Supervisory Board set the performance criteria for the performance-related, variable compensation components for fiscal year 2022 / 2023 to the extent that these do not result directly from the compensation system in effect. These performance criteria also applied to Miguel Ángel López Borrego, who was appointed to the Executive Board as a new member during the fiscal year.

The target achievement for the Short-Term Incentive (STI) determined by the Supervisory Board following the end of fiscal year 2022 / 2023 shows a strong improvement in the free cash flow before M&A, which was significantly higher than the prior-year figure and also above the target set at the beginning of the fiscal year. On the other hand, net income was significantly below the prior-year level and the target set at the beginning of the fiscal year, mainly as a consequence of the substantial impairment losses. Overall achievement of the targets set for the financial performance criteria in fiscal year 2022 / 2023 was therefore around 56%. With regard to individual performance, overall performance of the targets set by the Supervisory Board was 108.33%. In addition, the installment of the Long-Term Incentive (LTI) Plan issued for fiscal year 2019 / 2020 ended in fiscal year 2022 / 2023. The resultant payout was around 43% of the target value.

In the past fiscal year, the Supervisory Board did not make use of any of the options established in the compensation system in accordance with statutory provisions to deviate temporarily from the compensation system or in certain circumstances to make adjustments to target achievement.

Personnel matters relating to the Executive Board in fiscal year 2022 / 2023

At its meeting on November 16, 2022, the Supervisory Board resolved, as proposed by the Personnel Committee, to extend the existing Executive Board service contract with Oliver Burkhard for a further five years from October 1, 2023 to September 30, 2028. The contractual and compensation terms remain unchanged, with the exception that the previous change-of-control commitments are no longer valid from the start of the new term of office and that the rules for calculation of any severance payment have been aligned to the system applicable for all new Executive Board contracts entered into from October 1, 2019.

On May 16, 2023, the Supervisory Board agreed with Martina Merz that she would step down from the Executive Board by mutual agreement effective May 31, 2023, following her request to the Personnel Committee of the Supervisory Board to discuss dissolving her Executive Board contract in the near future. On the basis of the one-month termination period in her service contract, the service contract ended on June 30, 2023. Under the rules of the applicable compensation system for the Executive Board, Martina Merz receives prorated compensation for fiscal year 2022 / 2023. Furthermore, the virtual shares for the installments of the Long-Term Incentive (LTI) plan launched in previous fiscal years and not yet paid out are upheld in full and will result in payment at the regular end of the plan, following determination of target achievement by the Supervisory Board. Martina Merz waived any severance payment for termination of her contract before the contractually agreed date. Martina Merz did not receive a commitment to a company pension when the contract was signed; instead, in accordance with the applicable compensation system, the pension allowance for the 2023 calendar year was paid out to her on a prorated basis as of the date of termination of her service contract. Moreover, the obligation for Martina Merz to hold the thyssenkrupp shares purchased under the applicable Share Ownership Guidelines (SOG) ended when her service contract ended.

As recommended by the Personnel Committee, at its meeting on May 16, 2023, the Supervisory Board also appointed Miguel Ángel López Borrego as a member of the Executive Board and Chief Executive Officer of thyssenkrupp AG effective June 1, 2023. The associated service contract runs for a period of three years until May 31, 2026 and the contractual and compensation conditions agreed therein are fully in line with the applicable Executive Board compensation system.

On September 6, 2023, Dr. Klaus Keysberg informed the Personnel Committee that he would not be available for an extension of his contract which runs until July 31, 2024 and thus until he turns 60. In view of this, the Personnel Committee has embarked on the customary search to enable it to propose a successor to the Supervisory Board as promptly as possible.

Effective October 1, 2023, Miguel Ángel López Borrego and Dr. Klaus Keysberg assumed the posts of CEO and CFO respectively of the newly created Decarbon Technologies business segment, in addition to their other positions. The Personnel Committee of thyssenkrupp AG had previously acknowledged this at its meeting on September 7, 2023. Miguel Ángel López Borrego and Dr. Klaus Keysberg assume these roles in addition to their posts on the Executive Board of thyssenkrupp AG, without receiving any separate compensation for this.

Application of the compensation system for the Supervisory Board in fiscal year 2022 / 2023

The compensation system for the Supervisory Board was unchanged compared with previous years and fully applied as set out in § 14 of the company’s Articles of Association.

Executive Board compensation in fiscal year 2022 / 2023

Overview of the design of the Executive Board compensation system

The compensation system meets the requirements of the German Stock Corporation Act (AktG) and the relevant recommendations of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022, which was applicable in the reporting year. The Executive Board compensation system is a key element in thyssenkrupp's alignment and makes a significant contribution to promoting business strategy, improving operating performance and thus to the group's long-term success. It is intended to support successful and sustainable corporate governance; the compensation of Executive Board members is therefore tied to the group's short- and long-term performance. At the same time, suitable performance criteria are selected, creating important incentives for implementing the strategic realignment of thyssenkrupp.

The Executive Board compensation system meets all statutory and regulatory requirements currently in effect.

The compensation of the Executive Board members therefore comprises performance-independent and performance-related elements. The total target compensation of the Executive Board consists of fixed compensation, a pension allowance or company pension, fringe benefits, the Short-Term Incentive (STI) target amount and the Long-Term Incentive (LTI) target amount. These are mainly performance-related compensation elements; the aim here is to strengthen the performance focus of the compensation system. The share of the target amount of the four-year LTI in the total target compensation exceeds that of the one-year STI. This ensures that the variable compensation resulting from the achievement of long-term targets exceeds the share of compensation from short-term targets and that, overall, the compensation system is therefore geared to sustainable and long-term development.

The following table shows the basic components of the compensation system and their design. These components and how they were actually applied in fiscal year 2022 / 2023 are explained in detail below.

Overview of all compensation components

COMPENSATION COMPONENTS

	Assessment basis / parameters
Performance-independent compensation	
Fixed compensation	The fixed compensation of Executive Board members is paid monthly as a salary
Fringe benefits	Company car, security services, insurance premiums and health checks as standard; further once-only or time-limited (transitional) benefits for new members subject to explicit resolution of Supervisory Board
Pension allowance / company pension	As of October 1, 2019 newly appointed Executive Board members receive an annual pension allowance in cash for personal pension provision in lieu of a company pension plan; previous pension commitments are protected
Performance-related compensation	
Short-Term Incentive (STI)	Annual performance bonus Basis for target achievement: • **70% group's financial performance criteria:** 35% net income, 35% free cash flow before M&A • **30% individual performance** (operational and strategic targets in connection with the transformation of the group) Supervisory Board sets individual performance targets for the annual financial performance criteria for each fiscal year Cap: 200% of target amount
Long-Term Incentive (LTI)	Performance Share Plan Performance period: 4 years Basis for target achievement: • 30% relative total shareholder return (TSR) • 40% ROCE • 30% non-financial sustainability targets The Supervisory Board sets target and threshold values for the financial performance criteria and the sustainability targets before issuance of each new installment Cap: 200% of target amount
Other compensation rules	
Share Ownership Guidelines (SOG)	Requirement to purchase and hold thyssenkrupp shares for the amount of one year's fixed compensation (gross) Until this amount is reached, Executive Board members must invest each year at least 25% of the net amount of performance-related compensation paid as of the end of the fiscal year (STI + LTI) in thyssenkrupp shares
Maximum compensation	Cap on total compensation granted for one fiscal year in accordance with § 87a (1) sentence 2 no. 1 AktG: • CEO: €9.0 million • Ordinary Executive Board members: €4.5 million
Severance cap	Severance payments limited to maximum of two years' annual compensation; compensation over remaining contract term must not be exceeded
Malus and clawback rule	Malus: In the event of a serious breach of applicable law or internal policies, the Supervisory Board may reduce or cancel variable compensation components (STI/LTI) for the relevant assessment period Clawback: Supervisory Board can demand reimbursement of variable compensation that has already been paid in the event of subsequent establishment of a malus incident or inaccurate consolidated financial statements (based on the amount of the difference)

Performance-independent compensation components

Fixed compensation

The fixed compensation of Executive Board members is paid monthly in equal installments and represents a steady, plannable income for them. The current annual fixed compensation is €1,340,000 for the CEO and €700,000 for ordinary Executive Board members.

Fringe benefits

In addition to the fixed compensation, Executive Board members receive fringe benefits; standard benefits include a car and driver for business and private use, security services, insurance premiums and health checks. In principle, all Executive Board members are equally entitled to these fringe benefits; the amount varies according to their personal situation.

In addition, under the applicable Executive Board compensation system the Supervisory Board may decide in individual cases to grant new Executive Board members further transitional benefits, such as relocation costs or costs in connection with the need to maintain two households for work purposes. In this context, due to the assumption of his position on the Executive Board at a short notice, for Miguel Ángel López Borrego the company will pay reasonable expenses, including the related taxes, for a hotel room or the rental of an apartment in Essen or the surrounding area for a transitional period until May 31, 2024 at the latest.

Pension allowance and company pension

As specified for all Executive Board members appointed since October 1, 2019, Miguel Ángel López Borrego and Dr. Klaus Keysberg receive a pension allowance in the form of a fixed annual amount that may be used for personal provision in place of a company pension. This also applied for Martina Merz, who left the Executive Board during fiscal year 2022 / 2023. The pension allowance is €536,000 per calendar year for the CEO and €280,000 per calendar year for an ordinary Executive Board member and is regularly paid out in December. This enables Executive Board members to take care of their pension provision independently and at their own discretion; in return, thyssenkrupp is relieved of the long-term financial burden of recognizing provisions to fund a company pension plan.

All Executive Board members appointed since October 1, 2019 receive a fixed annual pension allowance that can be used for personal provision in place of a company pension.

It has also been agreed with Dr. Klaus Keysberg that the pension entitlement acquired in the course of his previous duties in the group will continue unchanged in accordance with the rules of the “pension scheme C of the Essener Verband pension association” (hereinafter pension scheme C entitlement). Dr. Klaus Keysberg will therefore receive a life-long annuity when he reaches retirement age or if he should become permanently incapacitated for work.

As an Executive Board member first appointed with effect from February 1, 2013, Oliver Burkhard has in previous years been promised benefits from a company pension scheme on the basis of a defined-contribution arrangement, which will likewise be paid out to him as a life-long annuity once he has reached retirement age or becomes permanently incapacitated for work. The amount of the later annuity is determined by the annual pension modules accrued and therefore grows gradually over the period of service. The agreed maximum annuity of €350,000 p.a. was reached in 2019, as a result of which no further regular provisions have since been recognized for increases in this entitlement.

The retirement age is 60 in the case of Oliver Burkhard, provided he no longer has a service contract with the company at that time. Since the service contract with Dr. Klaus Keysberg will not been extended beyond July 31, 2024 and thus not beyond the age of 60, Dr. Klaus Keysberg can claim his annuity when his current Executive Board contract ends.

In the case of Oliver Burkhard, pension payments will be increased by 1% per year and, in the case of Dr. Klaus Keysberg's pension scheme C entitlement, they will be reviewed by the Essener Verband pension association and adjusted in line with altered circumstances where necessary.

In the case of annuity entitlements, the surviving dependents' benefits plan provides for a payment of 60% of the pension for the spouse or life partner and 20% for each dependent child, up to a maximum of 100% of the regular pension entitlement.

As of September 30, 2023, the amounts expensed or recognized as provisions and the present values of the pension entitlements for Executive Board members in office in fiscal year 2022 / 2023 are as follows:

COMPANY PENSION FOR THE EXECUTIVE BOARD 2022/2023

		Miguel Ángel López Borrego		Oliver Burkhard		Dr. Klaus Keysberg[1]		Martina Merz	
		Chairman of the Executive Board since June 1, 2023		Ordinary member of the Executive Board since February 1, 2013		Ordinary member of the Executive Board since October 1, 2019		Chairwoman of the Executive Board October 1, 2019 – May 31, 2023	
€000s		2021/2022	2022/2023	2021/2022	2022/2023	2021/2022	2022/2023	2021/2022	2022/2023
Figures in accordance with IFRS	Service costs	—	—	6	3	155	559	—	—
	Present value of the obligation	—	—	5,646	5,244	375	874	—	—
Figures in accordance with the German Commercial Code (HGB)	Service costs	—	—	5	5	123	598	—	—
	Present value of the obligation	—	—	9,060	9,098	3,679	4,501	—	—

[1] As described above, it has additionally been agreed with Dr. Klaus Keysberg that the pension entitlement acquired in the course of his previous duties in the thyssenkrupp group will continue unchanged in accordance with the rules of the "pension scheme C of the Essener Verband pension association." The benefits acquired in the past under this entitlement must be included in information on service cost and stated at present value of the obligation in accordance with the German Commercial Code (HGB), while the corresponding information in accordance with IFRS applies only to the new benefits acquired as part of the continuation of this entitlement during his duties as Executive Board member.

Performance-related compensation components

Short-Term Incentive (STI) 2022 / 2023

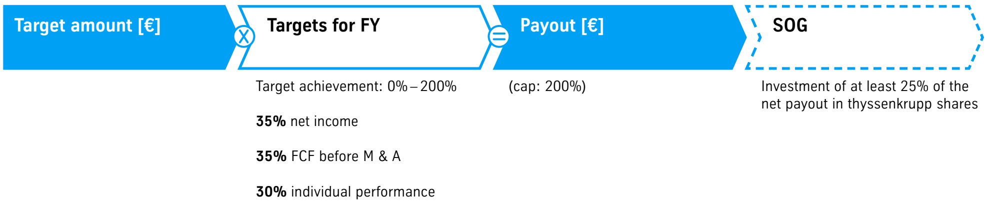
How it works

The STI is the short-term variable compensation element; it has a term of one year. 70% of the STI amount depends on the performance of two equally weighted key financial performance indicators of the group – net income for the fiscal year and free cash flow before M&A – and 30% on individual performance targets.

The STI is the short-term variable compensation element; it has a term of one year.

The payout from the STI is calculated as follows:

SHORT-TERM INCENTIVE (ANNUAL BONUS) CALCULATION



The payout from the STI is capped at 200% of the total target value. There is no guaranteed minimum target achievement; there may therefore be no payout at all.

Contribution to the group's long-term development

The STI is intended to ensure the ongoing implementation of operational targets, the achievement of which is crucial as a basis for the group's long-term development. The financial performance criteria net income for the fiscal year and free cash flow before M&A emphasize the importance of systematically improving the performance of all businesses. They create incentives in areas expected to provide the biggest lever for improving cash flow. With an eye toward thyssenkrupp's strategic realignment, they create incentives to increase the profitability of the businesses.

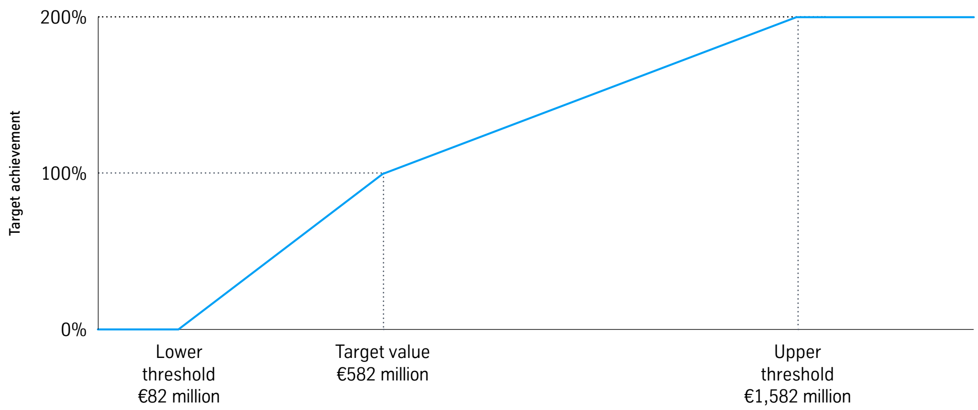
In addition, the inclusion of individual performance places emphasis on collective and individual transformation and turnaround targets, providing an even greater incentive to ensure thyssenkrupp's successful transformation.

Financial performance criteria

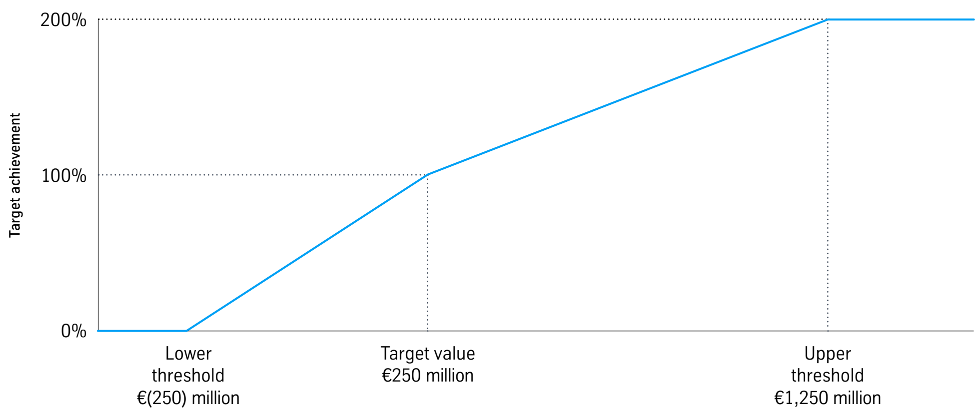
Before the beginning of the fiscal year, the Supervisory Board resolved the target and threshold values for the two financial performance criteria. The target value for each financial performance criterion is derived from the corporate planning and is equal to 100% target achievement. The lower threshold value is 0% and target achievement is capped at an upper threshold of 200%.

The target achievement curves for the financial performance criteria targets for fiscal year 2022 / 2023 are shown below.

NET INCOME



FREE CASH FLOW BEFORE M&A



After the fiscal year-end, the Supervisory Board determined the following target achievement with regard to the financial performance criteria for fiscal year 2022 / 2023:

STI 2022/2023 TARGET ACHIEVEMENT WITH REGARD TO THE FINANCIAL PERFORMANCE CRITERIA

Performance criterion	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2022/2023	Target achievement (%)
Net income (€ million)	82	582	1,582	(1,986.39)	0.00
Free cash flow before M&A (€ million)	(250)	250	1,250	363.15	111.32

Individual performance

To assess the individual performance of the Executive Board members, the Supervisory Board set the targets listed in the following table for fiscal year 2022 / 2023. These are based not only on operational, but primarily on strategic aspects and apply jointly to all Executive Board members. This is intended to underline the aspiration that the Executive Board acts as a team, working together to address the priorities specified by the Supervisory Board. Furthermore, the Supervisory Board deliberately refrained from predefining target weightings so that differences in terms of actual relevance can be given due consideration after the fiscal year-end. The maximum target achievement for individual performance is also 200%.

The Supervisory Board set shared targets for the Executive Board members for fiscal year 2022 / 2023.

After the fiscal year-end, the Supervisory Board determined the related target achievement based on the results achieved. This is also shown in the table below. In this case too, the Supervisory Board deliberately looked at the Executive Board as a team and determined target achievement for all Executive Board members jointly for the past fiscal year. All targets have the same weighting.

STI 2022 / 2023 – ACHIEVEMENT OF INDIVIDUAL TARGETS

	Target	Achievement in 2022 / 2023	Target achievement 2022 / 2023
1	Create the conditions and pave the way for a spin-off of Steel Europe and Marine Systems	Steel Europe: Talks with potential investors stepped up, including initial due diligence / Feasibility of a carve-out driven forward Marine Systems: “Road to independence” initiated and driven forward with considerable progress in the feasibility of a carve-out / Intensive talks with political decision-makers on possible alliances and to resolve the question of guarantees	85.00%
2a	Continue the portfolio activities with a focus on the Multi Tracks segment	Successful stock market listing of thyssenkrupp nucera / Ongoing development of Polysius and Uhde as key elements of the decarbonization strategy	120.00%
2b	Develop a target vision for the future thyssenkrupp based on the target visions for the individual businesses	New situation with the change of CEO in May 2023 taken into account. Since then, development of a target vision driven forward under the new CEO. However, further differentiation and discussion by the Supervisory Board only possible in the new fiscal year.	
3	Drive forward the activities to attract and retain talented and high-potential individuals, especially with a technical background	Target-group specific (e.g. E/E, IT professionals) and overarching employer branding image campaigns to position thyssenkrupp as an employer, including the “green” campaign under the #GENERATIONTK motto; increased social media activities and expansion of active sourcing with a target-group-specific focus on IT and tech professionals / Strengthening the pipeline of industrial apprentices, including a shorter application process / Establishment of cross-segment communities to retain digitalization and tech experts / Region-specific initiatives, e.g., to attract female tech talents in China and to strengthen and expand the TechCenter in India	120.00%
		Total	108.33%

STI target achievement 2022 / 2023

For fiscal year 2022 / 2023, total target achievement for the STI is therefore as follows:

STI 2022/2023 SUMMARY

		Target amount (€)	Target achievement Net income (weighting: 35%)	Target achievement FCF before M&A (weighting: 35%)	Target achievement individual performance (weighting: 30%)	Overall target achievement	Payout amount (€)
Current members of the Executive Board	Miguel Ángel López Borrego	416,667	0.00%	111.32%	108.33%	71.46%	297,754
	Oliver Burkhard	680,000	0.00%	111.32%	108.33%	71.46%	485,935
	Dr. Klaus Keysberg	680,000	0.00%	111.32%	108.33%	71.46%	485,935
Former members of the Executive Board	Martina Merz	937,500	0.00%	111.32%	108.33%	71.46%	669,947

The amounts set out in the above table will be paid to the Executive Board members in December 2023.

STI 2022 / 2023 as part of the compensation awarded or due in fiscal year 2022 / 2023

As in the compensation report for fiscal year 2021 / 2022, in the disclosures on STI in this compensation report the compensation awarded or due in the fiscal year disclosed in accordance with § 162 (1) AktG is not based on the amount paid in the reporting year for the previous fiscal year; instead the compensation for which the underlying activity was performed in full in the reporting period is disclosed. Accordingly, in the interests of a more accurate allocation to the period, the STI 2022 / 2023 is disclosed as part of the compensation awarded or due in fiscal year 2022 / 2023, even though payment is only made in December 2023 and thus in the following fiscal year (2023 / 2024). The aim of this method of presentation is to enhance the clarity and comprehensibility of the compensation report and is in line with the market practice on the interpretation of the term "awarded or due" pursuant to § 162 AktG.

A look forward to the individual targets for the STI 2023 / 2024

For fiscal year 2023 / 2024 the Supervisory Board has set the following individual targets for the STI, which again apply jointly to all Executive Board members:

- Resolute pursuit of the APEX performance program with transparent and timely monitoring of leverage, measures and activities. Progress to be measured in particular through the adjusted EBIT margin planned for the group for 2023 / 2024 and the achievement of the free cash flow before M&A budgeted for 2023 / 2024.

Long-Term Incentive (LTI) 2022 / 2023

How it works

The second performance-related compensation element is the Long-Term Incentive (LTI), which has a performance period of four years. The LTI is share-based; this brings the interests of the Executive Board and those of shareholders even better into line.

The LTI is designed as a long-term incentive and has a term of four years.

The LTI is issued in annual installments. Before the new installment is issued, the Supervisory Board sets challenging target and threshold values for the following three additively linked performance criteria to the extent that these do not result directly from the compensation system in effect:

- Relative total shareholder return (TSR) (weighting 30%)
- Return on capital employed (ROCE) (weighting 40%)
- Sustainability (weighting 30%)

The target and threshold values remain valid throughout the four-year term of the installment; after each fiscal year-end during the four-year term, the Supervisory Board determines whether and to what extent the targets have been achieved (see below for details on determining the annual levels of target achievement).

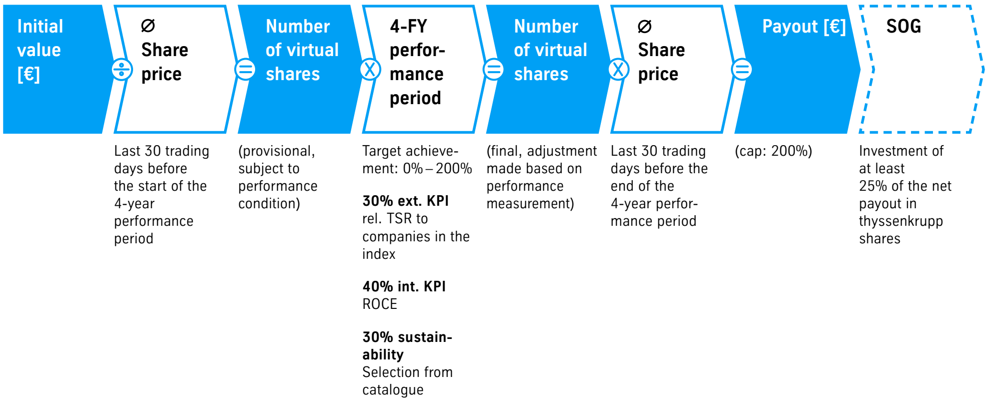
At the start of each installment, the Executive Board members are awarded a certain number of virtual shares, initially on a provisional basis. This is calculated by dividing the initial value (target amount) by the average thyssenkrupp share price, calculated as the arithmetic mean of the closing prices on the last 30 stock exchange trading days before the beginning of the fiscal year for which the respective LTI installment is issued; in doing so, this number is rounded half even. The provisionally awarded number of virtual shares can therefore vary from year to year.

The number of virtual shares finally granted to Executive Board members after the end of the four-year performance period is determined by the arithmetic mean of the four annual levels of target achievement, taking into account the weighting of the performance criteria. The total target achievement is multiplied by the number of virtual shares provisionally awarded to calculate the final number of virtual shares earned.

To determine the amount of the final payout, the final number of virtual shares reached at the end of the performance period is multiplied by the average thyssenkrupp share price, calculated as the arithmetic mean of the closing prices on the last 30 stock exchange trading days of the final fiscal year of the four-year performance period. Instead of a cash payment, the LTI can also be granted in whole or in part in the form of thyssenkrupp AG shares as decided by the Supervisory Board.

The actual LTI payout is therefore calculated as follows:

LONG-TERM INCENTIVE (LTI) CALCULATION



The payout amount calculated in this way is capped at 200% of the LTI target amount.

Contribution to the group's long-term development

The share-linked aspect of the LTI enables the Executive Board members to share in the relative and absolute performance of the share price, bringing the objectives of management and the interests of shareholders even more closely into line. This gives the Executive Board an incentive to sustainably increase the company's value over the long term. The implementation of relative total shareholder return means that an external performance criterion geared to the capital market is also used, enabling a comparison to be drawn with relevant competitors. This creates an incentive to outperform competitors over the long term.

ROCE as a further financial performance criterion serves portfolio optimization and creates incentives to ensure that it is primarily the profitable thyssenkrupp businesses that are continued. This also strengthens the performance of the group.

The inclusion of non-financial sustainability criteria in the LTI emphasizes thyssenkrupp's social and ecological responsibility as well as the goal of sustainable corporate development.

Virtual shares allocated for the LTI installment issued in fiscal year 2022 / 2023

For the LTI installment issued in fiscal year 2022 / 2023, the Executive Board members were provisionally allocated a total of 777,171 virtual shares (stock rights):

LTI INSTALLMENT 2022/2023 – ALLOCATION

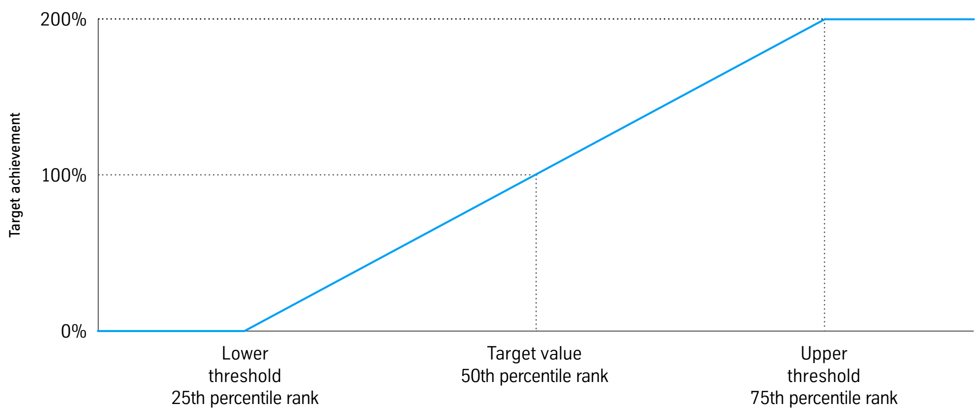
		LTI initial value (€)	Allotment price (€) (average thyssenkrupp share price)	Provisionally granted number of virtual shares	Present value at grant date (€)[1]	Maximum number of virtual shares (200% target achievement)
Current members of the Executive Board	Miguel Ángel López Borrego	666,667	5.49	121,433	635,095	242,866
	Oliver Burkhard	1,050,000	5.49	191,257	671,312	382,514
	Dr. Klaus Keysberg	1,050,000	5.49	191,257	671,312	382,514
Former members of the Executive Board	Martina Merz	1,500,000	5.49	273,224	959,016	546,448

[1] Granted to Oliver Burkhard, Dr. Klaus Keysberg and Martina Merz on October 13, 2022. In the case of Miguel Ángel López Borrego, the virtual shares were granted as of June 1, 2023 as he joined the company during fiscal year 2022 / 2023. This results in different present values for the virtual shares as of the grant date.

Financial performance criteria for the LTI installment issued in fiscal year 2022 / 2023

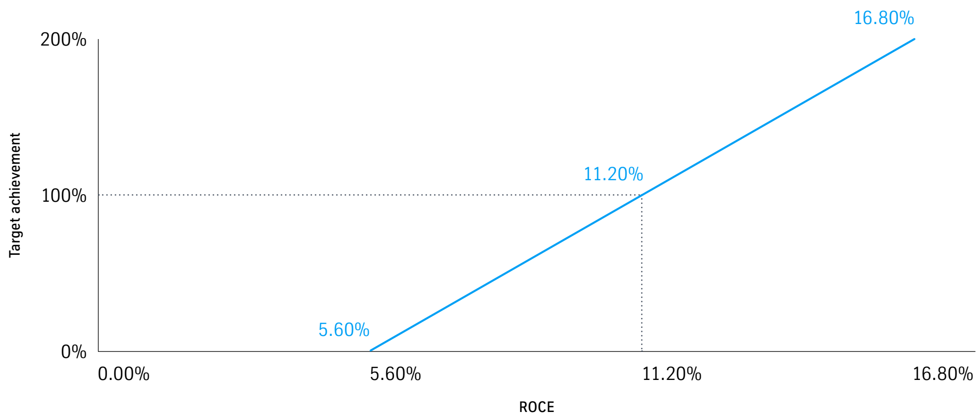
The following target and threshold values for the two performance criteria relative total shareholder return (TSR) and return on capital employed (ROCE) apply throughout the four-year term of the installment:

RELATIVE TOTAL SHAREHOLDER RETURN



In the case of relative TSR, the target and threshold values for the comparison of thyssenkrupp's performance with the TSR performance of companies in the STOXX® Europe 600 Basic Resources are already firmly established in the compensation system in effect. TSR performance is calculated per fiscal year on the basis of the share price performance plus distributed dividends. The average share price, calculated as the arithmetic mean of the closing prices on the last 30 stock exchange trading days before the beginning or end of the fiscal year, is used for the start and end values. The TSR performance of all companies, including thyssenkrupp, is ranked on this basis. Target achievement is then determined from thyssenkrupp's positioning on the target achievement curve above, measured as a percentile rank, with intermediate values rounded up to the respective full percentile.

RETURN ON CAPITAL EMPLOYED (ROCE)



The Supervisory Board set the target value and the threshold values for ROCE on the basis of return expectations before allocation of installment 2022 / 2023 began. Target achievement for each fiscal year during the four-year performance period is measured against the target value set before the start of the installment and determined on the basis of the target achievement curve above.

Sustainability targets for the LTI installment issued in fiscal year 2022 / 2023

In addition to the financial performance criteria TSR performance and ROCE, sustainability targets are taken into account in the LTI with a weighting of 30%. As a rule, these are formulated as Indirect Financial Targets (IFTs) as part of thyssenkrupp's corporate management. In this context, before the launch of the LTI installment issued 2022 / 2023, the Supervisory Board selected the following two equally weighted sustainability criteria as performance criteria; they relate in particular to the area of "employees and society":

The Supervisory Board has selected two sustainability targets for LTI installment 2022 / 2023, with a focus on the area of "employees and society."

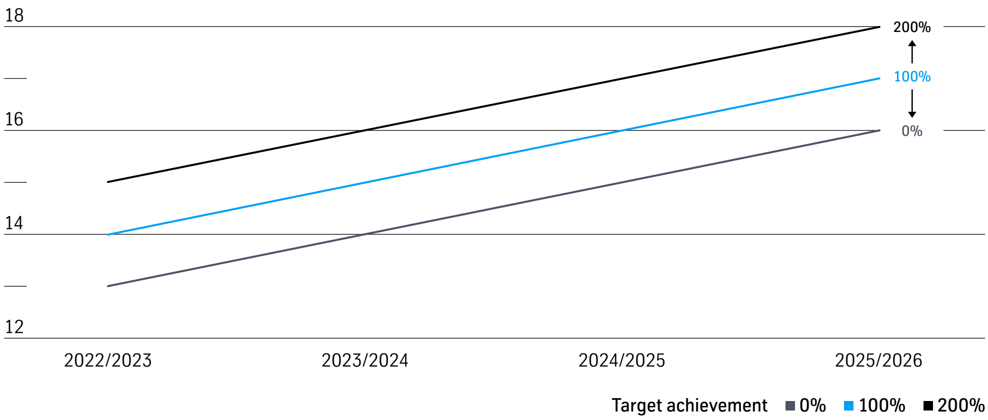
- Increase in the proportion of women in leadership positions at group level to 17% by 2025 / 2026 (weighting: 15%).
- Achievement of an employee Net Promoter Score (eNPS) of >0 at group level by 2025 / 2026 (weighting: 15%).

The thyssenkrupp eNPS, which is determined as part of the annual Employee Pulse Check, is an indicator of employee satisfaction, expressed by the willingness of employees to recommend thyssenkrupp as an employer. The eNPS is based on the answers to the question "How likely is it that you recommend your company to a friend?" A scale of 0 to 10 is used for the answers; 0 stands for "very unlikely" and 10 for "very likely." The eNPS is calculated as the difference between the percentage of answers in the two highest categories, 9 and 10 ("promoters"), and the percentage of answers in the four lowest categories, 0 to 3 ("detractors"). Therefore, an eNPS of >0 means that the proportion of promoters in the answers submitted in the Employee Pulse Check is higher than the proportion of detractors, i.e., there are more positive than negative answers.

The sustainability targets are formulated using measurable key indicators, for which the Supervisory Board has resolved the following target and threshold values that apply throughout the four-year term of the installment. Target achievement is measured by the Supervisory Board annually during the four-year performance period within a range of 0% and 200%, based on the results achieved in the respective fiscal year.

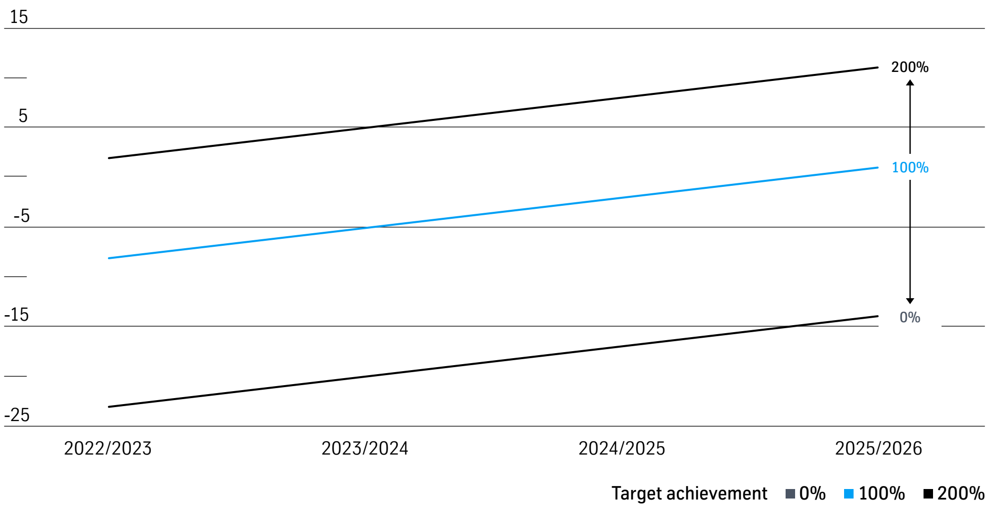
TARGETS AND THRESHOLDS FOR THE PERCENTAGE OF WOMEN

in leadership positions at group level through to 2025/2026



TARGETS AND THRESHOLDS FOR THE EMPLOYEE NET PROMOTER SCORE (ENPS)

at group level through to 2025/2026



Annual levels of target achievement of the performance criteria for the LTI installment issued in fiscal year 2022 / 2023

As outlined above, target achievement for the performance criteria for the LTI are determined on an annual basis and any payment is only due after the end of the four-year performance period. For fiscal year 2022 / 2023, the Supervisory Board determined the following target achievements:

LTI 2020/2021 – 2023/2024: TARGET ACHIEVEMENT ON ANNUAL BASIS FOR 2022/2023[1)]

Performance criterion	Weighting	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2022/2023	Target achievement
Relative Total Shareholder Return (Percentile)	30%	25	50	75	84	200.00%
Return on Capital Employed (%)	40%	0.00	4.00	8.50	(9.28)	0.00%
Accident frequency rate per 1 million working hours	15%	3.20	2.60	2.20	2.41	147.50%
Proportion of women in leadership positions (%)	15%	13.00	14.00	15.00	14.61	161.00%
Total	**100%**					**106.28%**

[1)] For detailed information on the targets and the target and threshold values for the LTI installment launched in fiscal year 2020 / 2021, see the Compensation Report 2020 / 2021

LTI 2021/2022 – 2024/2025: TARGET ACHIEVEMENT ON ANNUAL BASIS FOR 2022/2023[1)]

Performance criterion	Weighting	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2022/2023	Target achievement
Relative Total Shareholder Return (Percentile)	30%	25	50	75	84	200.00%
Return on Capital Employed (%)	40%	5.00	10.00	15.00	(9.28)	0.00%
Emissions intensity[2)] (t CO_2-equivalent per €1 million sales p.a.)	15%	38.50	36.50	34.50	31.18	200.00%
Verified production volume of net CO_2-reduced steel (kt p.a.)[3)]	15%	20.00	50.00	100.00	75.97	151.94%
Total	**100%**					**112.79%**

[1)] For detailed information on the targets and the target and threshold values for the LTI installment launched in fiscal year 2021 / 2022, see the Compensation Report 2021 / 2022
[2)] Calculated on the basis of scope 1 and scope 2 emissions at group level, excluding Steel Europe
[3)] Formally referred to as net climate-neutral steel.

LTI 2022/2023 – 2025/2026: TARGET ACHIEVEMENT ON ANNUAL BASIS FOR 2022/2023

Performance criterion	Weighting	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2022/2023	Target achievement
Relative Total Shareholder Return (Percentile)	30%	25	50	75	84	200.00%
Return on Capital Employed (%)	40%	5.60	11.20	16.80	(9.28)	0.00%
Proportion of women in leadership positions (%)	15%	13.00	14.00	15.00	14.61	161.00%
Employee Net Promoter Score	15%	(23.00)	(8.00)	2.00	(4.00)	140.00%
Total	**100%**					**105.15%**

Long-Term Incentive (LTI) 2019 / 2020

Final target achievement for the LTI installment 2019 / 2020

The LTI installment for the fiscal year 2019 / 2020, based on the compensation system in effect at that time, started on October 1, 2019 and ended on September 30, 2022. The relevant performance criteria were value generation – measured by the key performance indicator thyssenkrupp Value Added (tkVA) for the three-year performance period – and the performance of the thyssenkrupp share price in the first quarter of fiscal year 2022 / 2023 so the performance period only ended in the present reporting year. See also the detailed commentary in the compensation report for fiscal year 2019 / 2020.

The performance period for the LTI installment 2019 / 2020 ended in 2022 / 2023.

For the performance criterion tkVA, the Supervisory Board set a target value of €3,000 million. After the end of the performance period the related payout amount is therefore derived as follows:

CALCULATION OF TARGET ACHIEVEMENT – LTI INSTALLMENT 2019 / 2020[1)]

Performance targets	thyssenkrupp Value Added (tkVA) Price performance of thyssenkrupp stock	
tkVA performance period	2019 / 2020 – 2021 / 2022	
Relevant share price	Average share price Q1 2022 / 2023 vs. average share price Q1 2019 / 2020	
Link	Multiplication	
Possible target achievement	0–250%	
No. of virtual shares provisionally awarded	Target amount: €1,050,000 Average share price Q1 2019 / 2020: €12.50	84,000 virtual shares
Target achievement tkVA	The average tkVA actually achieved was €6.7 million below the target tkVA, leading to a decrease of 0.67% in the number of virtual shares awarded	
No. of virtual shares finally awarded	(100% – 0.67%) x 84,000 virtual shares = 83,437 virtual shares	
Payout	83,437 virtual shares Average share price Q1 2022 / 2023: €5.37	€448,056.69

1) Example for an ordinary Executive Board member based on an initial value of €1,050,000

LTI 2019 / 2020 as part of the compensation awarded or due in fiscal year 2022 / 2023

As outlined above, the performance period for the LTI installment 2019 / 2020 ended on December 31, 2022 with the determination of the share price performance in the first quarter of fiscal year 2022 / 2023. Consequently, the performance conditions for any payout were only fulfilled as of this date. Therefore – to allow allocation to the correct period – the payout of the LTI 2019 / 2020 is presented as part of the compensation awarded or due in fiscal year 2022/ 2023 within the meaning of § 162 (1) AktG.

In January 2023, the following amounts were paid out to the current and former Executive Board members listed below based on the tkVA achieved and the share price performance:

LTI INSTALLMENT 2019/2020 – SUMMARY

		Initial value (€)	Avg. share price Q1 FY 2019 / 2020 (€)	Provisionally granted number of virtual shares	tkVA target achievement	Finally granted number of virtual shares	Avg. share price Q1 FY 2022 / 2023 (€)	Payout amount (€)
Current members of the Executive Board	Oliver Burkhard	1,050,000	12.50	84,000	99.33%	83,437	5.37	448,056.69
	Dr. Klaus Keysberg	1,050,000	12.50	84,000	99.33%	83,437	5.37	448,056.69
Former members of the Executive Board	Johannes Dietsch	525,000	12.50	42,000	99.33%	41,719	5.37	224,031.03
	Martina Merz	2,000,000	12.50	160,000	99.33%	158,928	5.37	853,443.36

Miguel Ángel López Borrego was not a member of the Executive Board of thyssenkrupp AG in fiscal year 2019 / 2020; therefore, he did not receive any payouts from the installment launched for the Executive Board at that time.

A look forward to the sustainability targets for the LTI installment 2023 / 2024

The Supervisory Board has selected the following sustainability target for the LTI installment to be launched in fiscal year 2023 / 2024, which will run from 2023 / 2024 until 2026 / 2027:

- Achievement of a High Risk Supplier Reduction (HSR) of 36.4% at group level by 2026 / 2027 (weighting: 30%).

The newly developed High Risk Supplier Reduction (HSR) indicator will be implemented as a new Indirect Financial Target (IFT) at group level from the present fiscal year, analogously to its integration into long-term compensation. In the future, this indicator will be used to report how the measures we take reduce sustainability risks in our supplier portfolio. It therefore replaces the previous IFT for the number of supplier audits performed. The HSR shows the proportion of suppliers classified as potentially risky in the initial risk analysis performed in accordance with the German Act on Corporate Due Diligence Obligations in Supply Chains (LkSG) relative to the total population of potentially risky suppliers. Through the reduction target, we aim to further reduce the risk of violations of the legal provisions of this legislation in respect of environmental protection, human rights, and occupational safety within our portfolio of suppliers. If other risks are identified in the annual and ad-hoc risk analysis, these must be mitigated as soon as possible, irrespective the objectives set within the framework of the HSR, by taking by prompt measures that are consistent with the provisions of the LkSG.

Other compensation rules

Share ownership guidelines (SOG)

All Executive Board members are required to purchase thyssenkrupp shares to a total value of one annual fixed salary (gross) and to hold them for the duration of their appointment. This brings the interests of the Executive Board and shareholders further into alignment and also recognizes thyssenkrupp's sustainable and long-term development. The annual investment is 25% of the net payout from the performance-related compensation components (STI and LTI) until the prescribed investment amount is reached. Fulfillment of the share buy and hold requirement is determined based on the purchase price at the acquisition date.

Share ownership guidelines have been agreed for the Executive Board members.

Under the program in effect, in fiscal year 2022 / 2023 shares were purchased using the STI paid in December 2022 for fiscal year 2021 / 2022 and from the payment made in January 2023 for the LTI installment issued for fiscal year 2019 / 2020. No STI or LTI payouts were due to Miguel Ángel López Borrego as he joined the Executive Board on June 1, 2023 and thus during fiscal year 2022 / 2023; consequently he did not purchase any shares under the SOG. In his case, the first purchase of shares will be made in fiscal year 2023 / 2024 out of the payout due in December 2023 for the STI for fiscal year 2022 / 2023. By contrast, for Martina Merz the obligation to hold the shares purchased under the share ownership guidelines (SOG) ended when her service contract ended on June 30, 2023. Moreover, she no longer has an obligation to purchase shares in the future.

The following table shows the investments made and the fulfillment of the requirements in fiscal year 2022 / 2023:

SHARE OWNERSHIP GUIDELINES: INVESTMENTS AND FULFILLMENT OF THE SHARE HOLDING REQUIREMENTS IN FY 2022/2023

	Status quo per Sept. 30, 2022			Investments made in FY 2022/2023		Status quo per Sept. 30, 2023		
	Number of shares in deposit account	Investments made (€)	in % of SOG requirements	Number of shares	Value taken into account (€)	Number of shares in deposit account	Investments made (€)	in % of SOG requirements
Miguel Ángel López Borrego[1)]	–	–	–	–	–	–	–	0
Oliver Burkhard	47,140	466,703	67	16,170	108,086	63,310	574,789	82
Dr. Klaus Keysberg	14,172	123,830	18	16,170	108,086	30,342	231,916	33
Martina Merz[2)]	26,051	227,624	28	30,309	202,597	56,360	430,221	32

[1)] Miguel Ángel López Borrego has notified the company that on May 12, 2023 he privately purchased 238,000 thyssenkrupp shares at a total cost of €1,513,680. At his own request, he did not make use of the option to transfer these shares to the SOG program, so he is still required to purchase and hold shares to the value of one year's fixed compensation (€1,340,000 gross) for the duration of his appointment.

[2)] The disclosure on the status quo for Martina Merz in 2023 refers to the date on which her service contract ended, June 30, 2023, which also marked the end of her obligation to hold the thyssenkrupp shares purchased under the applicable SOG.

Observance of the maximum compensation of Executive Board members

The compensation of Executive Board members is capped in two respects. Firstly, caps are set for each of the performance-related components; under the current compensation system they are 200% of the target amount both for the STI and for the LTI. By contrast, the maximum payout for performance-related compensation promised in prior fiscal years up to and including 2019 / 2020 is 200% of the target amount for the STI and 250% of the target amount for the LTI. With regard to the performance-related compensation awarded or due in fiscal year 2022 / 2023, these caps were observed in all cases, as shown in the following tables:

All aspects of the maximum compensation of Executive Board members were observed in 2022 / 2023.

OBSERVANCE OF THE MAXIMUM COMPENSATION WITH REGARD TO THE PERFORMANCE-RELATED COMPENSATION OF THE CURRENT MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2022/2023

		Miguel Ángel López Borrego			Oliver Burkhard			Dr. Klaus Keysberg		
		Chairman of the Executive Board since June 1, 2023			Ordinary member of the Executive Board since February 1, 2013			Ordinary member of the Executive Board since October 1, 2019		
€000s		Target compensation	Maximum	Payout	Target compensation	Maximum	Payout	Target compensation	Maximum	Payout
One-year variable compensation	STI 2022/2023	417	833	298	680	1,360	486	680	1,360	486
Multiple-year variable compensation	LTI 2019/2020	–	–	–	1,050	2,625	448	1,050	2,625	448

OBSERVANCE OF THE MAXIMUM COMPENSATION WITH REGARD TO THE PERFORMANCE-RELATED COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2022/2023

		Johannes Dietsch			Martina Merz		
		Ordinary member of the Executive Board Feb. 1, 2019 – March 31, 2020			Chairwoman of the Executive Board October 1, 2019 – May 31, 2023		
€000s		Target compensation	Maximum	Payout	Target compensation	Maximum	Payout
One-year variable compensation	STI 2022/2023	-	-	-	938	1,875	670
Multiple-year variable compensation	LTI 2019/2020	525	1,313	224	2,000	5,000	853

Secondly, in accordance with § 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has set a maximum compensation amount that limits the total compensation granted and to be paid for a particular fiscal year (consisting of annual fixed compensation, pension allowance or pension plan, fringe benefits, payout from STI and payout from LTI as well as any other compensation). The maximum compensation amount is €9.0 million for a CEO and €4.5 million each for ordinary Executive Board members. This maximum compensation can only be reviewed retrospectively once the payout from the LTI installment launched for the respective fiscal year has been determined. The LTI installment launched in fiscal year 2019 / 2020 ended in fiscal year 2022 / 2023 so it is only now possible to report on compliance with the maximum compensation set for fiscal year 2019 / 2020. This corresponded to the amount and definition of maximum compensation applicable in fiscal year 2022 / 2023 and was observed for all Executive Board members in office at the time, as shown by the following table:

OBSERVANCE OF THE MAXIMUM COMPENSATION WITH REGARD TO THE TOTAL COMPENSATION OF THE CURRENT AND THE FORMER MEMBERS OF THE EXECUTIVE BOARD GRANTED FOR FY 2019/2020

		Martina Merz			Oliver Burkhard			Johannes Dietsch			Dr. Klaus Keysberg		
		Chairwoman of the Executive board October 1, 2019 – May 31, 2023			Ordinary member of the executive board since February 1, 2013			Ordinary member of the executive board Feb. 1, 2019 – March 31, 2020			Ordinary member of the executive board since October 1, 2019		
€000s		Target compen-sation	Maximum compen-sation	Payout	Target compen-sation	Maximum compen-sation	Payout	Target compen-sation[1]	Maximum compen-sation[1]	Payout	Target compen-sation	Maximum compen-sation	Payout
Performance-independent compensation	Fixed compensation 2019/2020[2]	1,307	1,307	1,307	683	683	683	350	350	350	683	683	683
	Fringe benefits 2019/2020	93	93	93	79	79	79	17	17	17	81	81	81
	Pension allowance 2019/2020	536	536	536	–	–	–	–	–	–	280	280	280
Total		**1,936**	**1,936**	**1,936**	**762**	**762**	**762**	**367**	**367**	**367**	**1,044**	**1,044**	**1,044**
One-year variable compensation	STI 2019/2020	1,250	2,500	0	680	1,360	0	–[3]	–[3]	–[3]	680	1,360	0
Multiple-year variable compensation	LTI 2019/2020	2,000	5,000	853	1,050	2,625	448	525	1,313	224	1,050	2,625	448
Total		**5,186**	**9,436**	**2,789**	**2,492**	**4,747**	**1,210**	**892**	**1,680**	**591**	**2,774**	**5,029**	**1,492**
Other compensation	Special payment 2019/2020[4]	500	500	500	200	200	200	–	–	–	200	200	200
Total		**5,686**	**9,936**	**3,289**	**2,692**	**4,947**	**1,410**	**892**	**1,680**	**591**	**2,974**	**5,229**	**1,692**
Pension	Service costs 2019/2020	–	–	–	1	1	1	145	145	145	360	360	360
Total compen-sation		**5,686**	**9,000**	**3,289**	**2,693**	**4,500**	**1,411**	**1,037**	**2,250**	**736**	**3,334**	**4,500**	**2,052**

[1] Since Johannes Dietsch left the Executive Board during the year, the target and maximum compensation for fiscal year 2019 / 2020 was determined on a prorated basis.
[2] In view of the impact of the Covid-19 pandemic and the related short-time working for members of the workforce, on their own initiative Martina Merz, Oliver Burkhard and Dr. Klaus Keysberg each waived 10% of their gross monthly compensation for the three months from May to July 2020.
[3] When he left the Executive Board, Johannes Dietsch renounced all claims to an STI for fiscal year 2019 / 2020.
[4] For their exceptional achievements in fiscal year 2019 / 2020, Martina Merz, Oliver Burkhard und Dr. Klaus Keysberg received a one-time special payment under the rules for the compensation system in effect at that time. For the background and further details, please refer to the information provided in the Compensation Report 2019 / 2020 and at the 2021 Annual General Meeting.

Termination benefits

Severance payment provisions

The Executive Board service contracts contain severance payment provisions that comply with the recommendations of the German Corporate Governance Code. In the event that the service contract is terminated before the end of the agreed contract term at the instigation of the company, the Executive Board member may receive a severance payment.

The severance payment provisions contained in the Executive Board service contracts comply with the recommendations of the German Corporate Governance Code.

In the service contracts entered into or extended since October 1, 2019, the amount of the severance payment is determined by the sum of the annual fixed salary and the STI actually paid out for the past fiscal year, as well as the annual fixed salary and the expected STI for the current fiscal year in which the Executive Board service contract ends, but does not exceed the sum of the annual fixed salaries and the expected STI benefits for the remaining term of the Executive Board service contract. Other compensation, in particular retirement benefit costs, LTI and fringe benefits, are not considered.

This notwithstanding, for Oliver Burkhard as an Executive Board member first appointed before October 1, 2019, the previous arrangement was that the parties would agree on the amount of any severance payment as and when required, in which case such a payment would not exceed the caps stated in the following: a severance payment would amount to no more than the sum of the value from two times the most recent annual fixed salary, the STI actually paid out for the past fiscal year and the expected STI for the current fiscal year in which the Executive Board service contract ends and two times the most recent LTI target amount. If the value of the aforementioned benefits for the remaining term of the Executive Board service contract had been less than that sum total, that lower value would have been the cap. This ruling no longer applies from the beginning of his new term of office effective October 1, 2023 and the level of any severance payment would be determined using the general system applicable for all service contracts entered into or extended from October 1, 2019.

Post-contractual non-compete clause

The Executive Board service contracts do not currently contain a post-contractual non-compete clause.

Change of control

Executive Board service contracts entered into or extended since April 1, 2020 do not include any commitments for benefits in the event of early termination by the Executive Board member due to a change of control.

Executive Board service contracts entered into or extended since April 1, 2020 do not contain any commitments for benefits in the event of a change of control.

Executive Board service contracts entered into before April 1, 2020 (Oliver Burkhard, Dr. Klaus Keysberg) contain commitments according to which, in the event of a change of control, the Executive Board members have the right, within a period of six months of the change of control, to resign as a member of the Executive Board for good cause and terminate their service contract on three months' notice to the end of a month (special termination right). On exercise of the special termination right, severance payment rules apply which provide that payments in connection with the termination of employment on the Executive Board due to a change of control may not exceed two years' compensation, limited however to fixed salary and STI, and may not compensate more than the remaining term of the service contract. The special termination right and the right to severance payments do not apply if the change of control is by the Alfried Krupp von Bohlen und Halbach Foundation. As outlined above, this ruling no longer applies to Oliver Burkhard from the start of his new term of office on October 1, 2023.

Malus/clawback

In the event of serious breaches by Executive Board members of applicable law or applicable internal company or group policies and guidelines, the Supervisory Board has the option to reduce or completely cancel any variable compensation components not yet paid out and – if a breach is subsequently discovered – to reclaim in part or in full any variable compensation components already paid out. In the case of variable compensation components paid out on the basis of inaccurate consolidated financial statements, the latter also applies to the difference determined on the basis of corrected financial statements.

In the past fiscal year, the Supervisory Board did not find any cause to make use of the option provided for under the compensation system to reduce, completely cancel or reclaim variable compensation components.

Third-party benefits

In the past fiscal year, no Executive Board member was promised or granted benefits by a third party in connection with their activity as an Executive Board member.

Compensation for supervisory board positions within and outside the thyssenkrupp group

In the past fiscal year, the Executive Board members Miguel Ángel López Borrego, Dr. Klaus Keysberg and Martina Merz were granted compensation for holding positions on the supervisory board of thyssenkrupp nucera AG & Co. KGaA. Under the corresponding regulations of the valid Executive Board compensation system, these were offset against their compensation payments and thus did not result in higher total compensation. With a view to clarity and understandability, these amounts are therefore not disclosed in the tables presenting the overview of compensation awarded or due to Executive Board members in fiscal year 2022 / 2023.

No further compensation was granted to Executive Board members for holding supervisory board positions within the group in the past fiscal year. This also applies to positions held on external supervisory boards in connection with their work for the Executive Board and in the interests of thyssenkrupp.

Executive Board compensation disclosed for each member individually

Compensation awarded or due to current Executive Board members in fiscal year 2022 / 2023

The following table shows the fixed and variable compensation components awarded or due to the current Executive Board members in the past fiscal year, including their relative share, in accordance with § 162 AktG. These comprise the annual fixed salary paid for their services in fiscal year 2022 / 2023, the fringe benefits granted, the pension allowance paid for their services in the fiscal year, the STI granted for their services in fiscal year 2022 / 2023 and due in December 2023, the payout from the LTI installment for fiscal year 2019/ 2020, for which the performance period ended in fiscal year 2022 / 2023. Current pension service costs for the present Executive Board members for their service in the past fiscal year are not included in this definition but are nevertheless presented separately as voluntary additional disclosures.

COMPENSATION OF THE CURRENT MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2022/2023

		Miguel Ángel López Borrego				Oliver Burkhard				Dr. Klaus Keysberg			
		Chairman of the Executive Board since June 1, 2023				Ordinary member of the Executive Board since February 1, 2013				Ordinary member of the Executive Board since October 1, 2019			
		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023	
		€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Performance-independent compensation	Fixed compensation	–	–	447	48	700	30	700	40	700	49	700	36
	Fringe benefits	–	–	8	1	48	2	123	7	58	4	57	3
	Pension allowance	–	–	179	19	–	–	–	–	280	20	280	14
Total		**–**	**–**	**633**	**68**	**748**	**32**	**823**	**47**	**1,038**	**73**	**1,037**	**53**
One-year variable compensation	STI 2021/2022	–	–	–	–	377	16	–	–	377	27	–	–
	STI 2022/2023	–	–	298	32	–	–	486	28	–	–	486	25
Multiple-year variable compensation	LTI 2018/2019	–	–	–	–	1,230	52	–	–	–	–	–	–
	LTI 2019/2020	–	–	–	–	–	–	448	26	–	–	448	23
Total		**–**	**–**	**931**	**100**	**2,355**	**100**	**1,757**	**100**	**1,415**	**100**	**1,971**	**100**
Other compensation		–	–	–	–	–	–	–	–	–	–	–	–
Total compensation in accordance with § 162 AktG		**–**	**–**	**931**	**100**	**2,355**	**100**	**1,757**	**100**	**1,415**	**100**	**1,971**	**100**
Service costs[1]		–	–	–	–	6	–	3	–	155	–	559	–
Total compensation incl. service costs[1]		**–**	**–**	**931**	**–**	**2,361**	**–**	**1,760**	**–**	**1,570**	**–**	**2,530**	**–**

[1] Voluntary additional disclosure; based on IFRS

Compensation awarded or due to former Executive Board members in fiscal year 2022 / 2023

The following table contains the fixed and variable compensation components awarded or due in fiscal year 2022 / 2023 to former members of the Executive Board who terminated their activity within the past ten fiscal years, including their relative share, in accordance with § 162 AktG. These comprise the annual fixed salary paid for any services in fiscal year 2022 / 2023, the fringe benefits granted, the pension allowance paid for any services in fiscal year 2022 / 2023, the STI granted for any services in fiscal year 2022 / 2023 and due in December 2023, the payout from the LTI installment for fiscal year 2019 / 2020, for which the performance period ended in fiscal year 2022 / 2023. They also include any pension benefits drawn for fiscal year 2022 / 2023.

COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2022/2023 (1/2)

		Martina Merz				Johannes Dietsch				Dr. Donatus Kaufmann			
		Chairwoman of the Executive Board October 1, 2019 – May 31, 2023				Ordinary member of the Executive Board Feb. 1, 2019 – March 31, 2020				Ordinary member of the Executive Board Feb. 1, 2014 – Sept. 30, 2019			
		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023	
		€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Performance-independent compensation	Fixed compensation	1,340	52	1,005	34	–	–	–	–	–	–	–	–
	Fringe benefits	24	1	18	1	–	–	–	–	–	–	–	–
	Pension allowance	536	21	402	14	–	–	–	–	–	–	–	–
Total		**1,900**	**73**	**1,425**	**48**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
One-year variable compensation	STI 2021/2022	693	27	–	–	–	–	–	–	–	–	–	–
	STI 2022/2023	–	–	670	23	–	–	–	–	–	–	–	–
Multiple-year variable compensation	LTI 2018/2019	–	–	–	–	820	100	–	–	1,113	100	–	–
	LTI 2019/2020	–	–	853	29	–	–	224	40	–	–	–	–
Total		**2,593**	**100**	**2,948**	**100**	**820**	**100**	**224**	**40**	**1,113**	**100**	**–**	**–**
Other compensation	Pension payments	–	–	–	–	–	–	–	–	–	–	–	–
	Payout pension capital[1]	–	–	–	–	–	–	333	60	–	–	1,846	100
	Payout DC[2]	–	–	–	–	–	–	–	–	–	–	–	–
Total compensation in accordance with § 162 AktG		**2,593**	**100**	**2,948**	**100**	**820**	**100**	**557**	**100**	**1,113**	**100**	**1,846**	**100**
Service costs[3]		–	–	–	–	–	–		–	–	–		–
Total compensation incl. service costs[3]		**2,593**	**–**	**2,948**	**–**	**820**	**–**	**557**	**–**	**1,113**	**–**	**1,846**	**–**

[1] Johannes Dietsch and Dr. Donatus Kaufmann do not receive their pension as annuity payments but as a lump-sum payment.
[2] Deferred compensation: compensation converted into additional pension benefits.
[3] Voluntary additional disclosure; based on IFRS

COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2022/2023 (2/2)

		Dr. Heinrich Hiesinger Vice Chairman of the Executive Board Oct. 1, 2010 – Jan. 20, 2011 Chairman of the Executive Board Jan. 21, 2011 – July 6, 2018			
		2021/2022		2022/2023	
		€000s	in %	€000s	in %
Other compensation	Pension payments	695	100	749	100
Total compensation in accordance with § 162 AktG		**695**	**100**	**749**	**100**

Target compensation and actual compensation of the current Executive Board members for the past fiscal year

As a voluntary additional disclosure of the compensation awarded or due for fiscal year 2022 / 2023 as defined in § 162 AktG, the following table presents the target compensation of the current Executive Board members for the fiscal year 2022 / 2023. This includes the target compensation promised for the fiscal year, which is granted in the event of 100% target achievement, supplemented by details of the individually attainable minimum and maximum compensation.

TARGET COMPENSATION VS. COMPENSATION AWARDED OR DUE OF THE CURRENT MEMBERS OF THE EXECUTIVE BOARD FOR FY 2022/2023

		Miguel Ángel López Borrego Chairman of the Executive Board since June 1, 2023				Oliver Burkhard Ordinary member of the Executive Board since February 1, 2013				Dr. Klaus Keysberg Ordinary member of the Executive Board since October 1, 2019			
€000s		Target compensation[1]	Minimum compensation	Maximum compensation[1]	awarded or due	Target compensation	Minimum compensation	Maximum compensation	awarded or due	Target compensation	Minimum compensation	Maximum compensation	awarded or due
Performance-independent compensation	Fixed compensation	447	447	447	447	700	700	700	700	700	700	700	700
	Fringe benefits	8	8	8	8	123	123	123	123	57	57	57	57
	Pension allowance	179	179	179	179	–	–	–	–	280	280	280	280
Total		**633**	**633**	**633**	**633**	**823**	**823**	**823**	**823**	**1,037**	**1,037**	**1,037**	**1,037**
One-year variable compensation	STI 2022/2023	417	0	833	298	680	0	1,360	486	680	0	1,360	486
Multiple-year variable compensation	LTI 2019/2020	–	–	–	–	–	–	–	448	–	–	–	448
	LTI 2022/2023	667	0	1,333	–	1,050	0	2,100	–	1,050	0	2,100	–
Total		**1,717**	**633**	**2,800**	**931**	**2,553**	**823**	**4,283**	**1,757**	**2,767**	**1,037**	**4,497**	**1,971**
Other compensation		–	–	–	–	–	–	–	–	–	–	–	–
Total compensation		**1,717**	**633**	**3,000**	**931**	**2,553**	**823**	**4,500**	**1,757**	**2,767**	**1,037**	**4,500**	**1,971**

[1] Since Miguel Ángel López Borrego was appointed to the Executive Board during the year, the target and maximum compensation for fiscal year 2022 / 2023 was determined on a prorated basis.

Supervisory Board compensation in fiscal year 2022 / 2023

Fundamentals of the compensation system for the Supervisory Board

The compensation system for the Supervisory Board is governed by § 14 of the Articles of Association and provides both the abstract and the concrete framework for Supervisory Board member compensation. This ensures that compensation of Supervisory Board members always complies with the compensation system resolved by the Annual General Meeting.

The compensation system for the Supervisory Board is governed by the Articles of Association.

Under § 14 of the Articles of Association, Supervisory Board members are entitled to an annual basic compensation component and a meeting attendance fee. The amount of compensation awarded to members of the Supervisory Board is based on the member's duties on the Supervisory Board or its committees. The compensation arrangements therefore reflect the requirements of the GCGC in particular. The fixed basic compensation, the compensation for additional committee activities, meeting attendance fees and the lack of any performance-related Supervisory Board compensation are intended in particular to promote the independence of Supervisory Board members. The supervisory and advisory activities usefully carried out by the Supervisory Board are intended to support the company's long-term development.

Design and application of the Supervisory Board compensation system in fiscal year 2022 / 2023

In addition to having their expenses reimbursed, Supervisory Board members receive annual basic compensation of €50,000. The annual compensation is €200,000 for the Supervisory Board Chairman and €150,000 for the Vice Chairman. This also covers memberships and chairs of committees.

For membership of a committee – with the exception of the Committee defined in § 27 (3) of the German Codetermination Act (MitbestG) and the Audit Committee – the other Supervisory Board members receive an additional payment of €12,500 on top of their annual basic compensation, while the chair of each committee receives an additional payment of €25,000. Each member of the Audit Committee receives an additional payment of €20,000 on top of their annual basic compensation, while the Chairman of the Audit Committee receives an additional payment of €40,000.

Supervisory Board members who serve on the Supervisory Board or a committee for only part of the fiscal year receive prorated compensation.

In addition, members of the Supervisory Board and the committees receive an attendance fee of €500 for each meeting attended in the form of an in-person meeting, telephone or video conference or similar.

All aspects of the Supervisory Board compensation system as set out in § 14 of the company's Articles of Association were applied in fiscal year 2022 / 2023. In the reporting year, the Supervisory Board members received no further compensation or benefits for personal services rendered, in particular advisory and agency services.

Supervisory Board compensation disclosed for each member individually

The following table shows the fixed and variable compensation components awarded or due to current and former Supervisory Board members in the past fiscal year, including their relative share, in accordance with § 162 AktG. Under § 14 (7) of the company's Articles of Association, the total compensation of the Supervisory Board is only payable after the close of the fiscal year. However, in line with the practice in the compensation report for fiscal year 2021 / 2022, the Supervisory Board compensation disclosed in the present report is systematically allocated to the fiscal year in which the underlying activity was performed – to allow allocation to the correct period and in the interests of clarity and understandability and to align it with the disclosure of the Executive Board compensation.

The following presentation of the compensation awarded or due to the members of the Supervisory Board in fiscal year 2022 / 2023 therefore comprises compensation components payable in fiscal year 2023 / 2024, but where the amount and entitlement comprises already established fixed compensation and compensation for membership of committees for activities performed in fiscal year 2022 / 2023 and meeting attendance fees incurred for fiscal year 2022 / 2023.

COMPENSATION OF THE FORMER MEMBERS OF THE SUPERVISORY BOARD AWARDED OR DUE IN FY 2022/2023

	Basic compensation				Compensation for committee work				Meeting fee				Compensation from directorships within the group				Total compensation according to § 162 AktG			
	2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023	
	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %
Friederike Helfer[1]	50,000	49	20,833	50	45,000	44	18,750	45	8,000	8	2,500	6	–	–	–	–	103,000	100	42,083	100
Peter Remmler[1]	50,000	60	20,833	63	12,500	15	5,208	16	4,500	5	1,500	5	16,500	20	5,428	16	83,500	100	32,970	100
Dirk Sievers[2]	50,000	36	37,500	41	70,000	51	43,125	47	18,500	13	11,000	12	–	–	–	–	138,500	100	91,625	100
Isolde Würz[3]	50,000	94	12,500	96	–	–	–	–	3,000	6	500	4	–	–	–	–	53,000	100	13,000	100
Total	**200,000**		**91,667**		**127,500**		**–**		**34,000**		**15,500**		**16,500**		**5,428**		**378,000**		**179,678**	

[1] Member of the Supervisory Board until February 3, 2023
[2] Member of the Supervisory Board until June 20, 2023
[2] Member of the Supervisory Board until December 31, 2022

COMPENSATION OF THE CURRENT MEMBERS OF THE SUPERVISORY BOARD AWARDED OR DUE IN FY 2022/2023

	Basic compensation				Compensation for committee work				Meeting fee				Compensation from directorships within the group				Total compensation according to § 162 AktG			
	2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023		2021/2022		2022/2023	
	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %
Prof. Dr.-Ing. Dr.-Ing. E. h. Siegfried Russwurm, Chairman	200,000	91	200,000	92	–	–	–	–	19,500	9	17,000	8	–	–	–	–	219,500	100	217,000	100
Jürgen Kerner, Vice Chairman	150,000	90	150,000	92	–	–	–	–	16,500	10	13,500	8	–	–	–	–	166,500	100	163,500	100
Birgit A. Behrendt	50,000	94	50,000	81	–	–	8,333	13	3,000	6	3,500	6	–	–	–	–	53,000	100	61,833	100
Dr. Patrick Berard[1]	–	–	33,333	93	–	–	–	–	–	–	2,500	7	–	–	–	–	–	–	35,833	100
Stefan Erwin Buchner	50,000	95	50,000	78	–	–	8,333	13	2,500	5	5,500	9	–	–	–	–	52,500	100	63,833	100
Dr. Wolfgang Colberg	50,000	94	50,000	73	–	–	13,333	20	3,000	6	5,000	7	–	–	–	–	53,000	100	68,333	100
Prof. Dr. Dr. h. c. Ursula Gather	50,000	62	50,000	61	25,000	31	25,000	31	5,500	7	6,500	8	–	–	–	–	80,500	100	81,500	100
Angelika Gifford	50,000	94	50,000	93	–	–	–	–	3,000	6	3,500	7	–	–	–	–	53,000	100	53,500	100
Dr. Bernhard Günther	50,000	38	50,000	40	65,833	50	57,500	46	16,000	12	17,500	14	–	–	–	–	131,833	100	125,000	100
Achim Hass	50,000	85	50,000	84	–	–	–	–	3,000	5	3,500	6	6,000	10	5,800	10	59,000	100	59,300	100
Tanja Jacquemin	50,000	67	50,000	66	20,000	27	20,000	26	5,000	7	6,000	8	–	–	–	–	75,000	100	76,000	100
Daniela Jansen	50,000	72	50,000	67	15,000	22	19,167	26	4,500	6	5,500	7	–	–	–	–	69,500	100	74,667	100
Christian Julius	29,167	84	50,000	83	–	–	–	–	1,500	4	3,500	6	3,943	11	6,800	11	34,610	100	60,300	100
Thorsten Koch	8,333	89	50,000	79	–	–	4,167	7	500	5	4,000	6	493	5	5,450	9	9,326	100	63,617	100
Katrin Krawinkel[2]	–	–	37,500	93	–	–	–	–	–	–	3,000	7	–	–	–	–	–	–	40,500	100
Dr. Ingo Luge	50,000	63	50,000	61	25,000	31	25,000	31	5,000	6	6,500	8	–	–	–	–	80,000	100	81,500	100
Tekin Nasikkol	50,000	60	50,000	48	12,500	15	27,500	27	4,500	5	9,000	9	17,000	20	16,750	16	84,000	100	103,250	100
Dr. Verena Volpert	50,000	56	50,000	52	33,333	38	40,000	42	5,500	6	6,000	6	–	–	–	–	88,833	100	96,000	100
Ulrich Wilsberg[1]	–	–	33,333	55	–	–	11,875	20	–	–	4,500	7	–	–	10,613	18	–	–	60,321	100
Kirstin Zeidler[3]	–	–	12,500	74	–	–	–	–	–	–	500	3	–	–	3,784	23	–	–	16,784	100
Total	**987,500**		**1,166,667**		**196,666**		**260,208**		**98,500**		**126,500**		**27,436**		**49,197**		**1,310,102**		**1,602,572**	

[1] Member of the Supervisory Board since February 3, 2023
[2] Member of the Supervisory Board since January 1, 2023
[3] Member of the Supervisory Board since July 7, 2023

The employee representatives who are members of a trade union have declared they will pass their compensation to the Hans Böckler Foundation in accordance with the guidelines of the German Trade Union Confederation.

Comparative table of changes in compensation and company performance

The following comparative presentation shows the annual change in compensation awarded or due to current and former Executive and Supervisory Board members, the company's earnings performance and the compensation awarded to employees on a full-time equivalent basis, with the latter being based on the average wages and salaries of the employees of all group companies in Germany in the fiscal year in question. The internal peer group is deliberately limited to Germany, firstly because of the external comparison of thyssenkrupp Executive Board compensation with DAX and MDAX companies and secondly because this is where most staff members are employed.

COMPARATIVE TABLE OF CHANGES IN COMPENSATION AND COMPANY PERFORMANCE FOR THE MEMBERS OF THE EXECUTIVE BOARD

	Compen-sation awarded or due in 2022/2023	Compen-sation awarded or due in 2021/2022	Changes 2022/2023 towards 2021/2022		Changes 2021/2022 towards 2020/2021		Changes 2020/2021 towards 2019/2020		Changes 2019/2020 towards 2018/2019		Changes 2018/2019 towards 2017/2018	
	€000s	€000s	absolute	in %	absolute	in %	absolute	in %	absolute	in %	absolute	in %
Current members of the Executive Board												
Miguel Ángel López Borrego	931	–	931	–	–	–	–	–	–	–	–	–
Oliver Burkhard	1,757	2,355	(598)	(25)	127	6	1,074	93	(247)	(18)	(494)	(26)
Dr. Klaus Keysberg	1,971	1,415	556	39	(631)	(31)	802	64	1,244	–	–	–
Former members of the Executive Board												
Johannes Dietsch	557	820	(263)	(32)	820	–	(1,169)	(100)	688	143	481	–
Dr. Heinrich Hiesinger	749	695	54	8	(793)	(53)	1,083	267	(1,645)	(80)	(4,811)	(70)
Dr. Donatus Kaufmann	1,846	1,113	733	66	605	119	(1,662)	(77)	783	56	(508)	(27)
Martina Merz	2,948	2,593	355	14	(1,045)	(29)	1,202	49	2,436	–	–	–
Employees												
Avg. employees in Germany	71	68	4	6	3	4	2	4	(2)	(4)	1	2
Company performance												
Net income tk group (€ million)	(1,986)	1,220	(3,206)	--	1,245	++	(9,617)	--	9,852	++	(320)	-
Net income thyssenkrupp AG (€ million)	(1,783)	2,103	(3,886)	--	2,754	++	(362)	-	1,518	++	(3,386)	--

COMPARATIVE TABLE OF CHANGES IN COMPENSATION AND COMPANY PERFORMANCE FOR THE MEMBERS OF THE SUPERVISORY BOARD

	Compen-sation awarded or due in 2022/2023	Compen-sation awarded or due in 2021/2022	Changes 2022/2023 towards 2021/2022		Changes 2021/2022 towards 2020/2021		Changes 2020/2021 towards 2019/2020		Changes 2019/2020 towards 2018/2019		Changes 2018/2019 towards 2017/2018	
	in €	in €	absolute	in %	absolute	in %	absolute	in %	absolute	in %	absolute	in %
Current members of the Supervisory Board												
Prof. Dr.-Ing. Dr.-Ing. E. h. Siegfried Russwurm, Chairman	217,000	219,500	(2,500)	(1)	1,500	1	(12,000)	(5)	194,250	543	35,750	-
Jürgen Kerner, Vice Chairman	163,500	166,500	(3,000)	(2)	(500)	0	38,500	30	128,500	-	-	-
Birgit A. Behrendt	61,833	53,000	8,833	17	1,000	2	11,000	27	41,000	-	-	-
Dr. Patrick Berard	35,833	-	35,833	–	-	-	-	-	-	-	-	-
Stefan Erwin Buchner	63,833	52,500	11,333	22	18,167	53	34,333	-	-	-	-	-
Dr. Wolfgang Colberg	68,333	53,000	15,333	29	1,000	2	(5,000)	(9)	7,333	15	49,667	-
Prof. Dr. Dr. h. c. Ursula Gather	81,500	80,500	1,000	1	500	1	(4,500)	(5)	(6,500)	(7)	32,333	55
Angelika Gifford	53,500	53,000	500	1	1,000	2	1,167	2	50,833	-	-	-
Dr. Bernhard Günther	125,000	131,833	(6,833)	(5)	(12,167)	(8)	29,875	26	114,125	-	-	-
Achim Hass	59,300	59,000	300	1	1,600	3	(3,000)	(5)	1,000	2	(16,650)	(22)
Tanja Jacquemin	76,000	75,000	1,000	1	500	1	(3,500)	(4)	1,000	1	1,000	1
Daniela Jansen	74,667	69,500	5,167	7	47,667	218	21,833	-	-	-	-	-
Christian Julius	60,300	34,610	25,690	74	34,610	-	-	-	-	-	-	-
Thorsten Koch	63,617	9,326	54,291	582	9,326	-	-	-	-	-	-	-
Katrin Krawinkel	40,500	-	40,500	–	-	-	-	-	-	-	-	-
Dr. Ingo Luge	81,500	80,000	1,500	2	0	0	8,417	12	71,583	-	-	-
Tekin Nasikkol	103,250	84,000	19,250	23	500	1	68,584	460	(8,482)	(36)	(32,917)	(58)
Dr. Verena Volpert	96,000	88,833	7,167	8	21,500	32	67,333	-	-	-	-	-
Ulrich Wilsberg	60,321	-	60,321	–	-	-	-	-	-	-	-	-
Kirstin Zeidler	16,784	-	16,784	–	-	-	-	-	-	-	-	-
Former members of the Supervisory Board												
Friederike Helfer	42,083	103,000	(60,917)	(59)	500	0	23,750	30	78,750	-	-	-
Peter Remmler	32,970	83,500	(50,530)	(61)	500	1	(3,500)	(4)	750	1	(750)	(1)
Dirk Sievers	91,625	138,500	(46,875)	(34)	1,500	1	2,000	1	(7,500)	(5)	142,500	-
Isolde Würz	13,000	53,000	(40,000)	(75)	1,000	2	(3,000)	(5)	1,000	2	(1,000)	(2)
Employees												
Avg. employees in Germany	71,367	67,569	3,798	6	2,880	4	2,460	4	(2,294)	(4)	991	2
Company performance												
Net income tk group (€ million)	(1,986)	1,220	(3,206)	--	1,245	++	(9,617)	--	9,852	++	(320)	-
Net income thyssenkrupp AG (€ million)	(1,783)	2,103	(3,886)	--	2,754	++	(362)	-	1,518	++	(3,386)	--

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To thyssenkrupp AG, Duisburg and Essen

Opinion

We have formally examined the remuneration report of thyssenkrupp AG, Duisburg and Essen, for the financial year from October 1, 2022 to September 30, 2023 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (08.2021). Our responsibilities under this regulation and this standard are further described in the “Our Responsibilities” section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of thyssenkrupp AG, Duisburg and Essen, are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potential Misleading Presentations

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Düsseldorf, November 21, 2023

KPMG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Marc Ufer	Dr. Markus Zeimes
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]