

Supplementary Information on the Conclusion of a binding Term Sheet with the Federal Republic of Germany on the Key Terms of a Security Agreement

As stated in the joint spin-off report of the executive board (*Vorstand*) of thyssenkrupp AG and the board of directors (*Geschäftsführung*) of thyssenkrupp Projekt 2 GmbH dated 20 June 2025 (the “**Spin-off Report**”) under section 5.3.7 (“Talks with the Federal Republic of Germany with regard to the conclusion of a security agreement regarding thyssenkrupp Marine Systems GmbH”, page 125), thyssenkrupp AG is in talks with the Federal Republic of Germany (“**Federal Republic of Germany**”) on the conclusion of a security agreement with regard to the Marine Systems segment.

In the course of these talks, thyssenkrupp AG, TKMS GmbH (formerly: thyssenkrupp Marine Systems GmbH) and the Federal Republic of Germany concluded a term sheet on 7 July 2025 in which they reached a binding agreement on the key terms of a security agreement.

Against this background, the executive board of thyssenkrupp AG and the board of directors of thyssenkrupp Projekt 2 GmbH supplement the information in the Spin-off Report as follows:

The term sheet provides that the Federal Republic of Germany is to be granted certain rights in the final security agreement with regard to such entities or activities of the Marine Systems segment that affect the security interests of the Federal Republic of Germany as most recently defined by the Federal Government of Germany in the National Security and Defence Industry Strategy dated 4 December 2024 (*Nationale Sicherheits- und Verteidigungsindustriestrategie* – “**SVI Strategy**”) (referred to as “**Sensitive Entities**” or “**Sensitive Activities**”):

The Federal Republic of Germany shall be entitled to information rights in the event that thyssenkrupp AG or its group companies intend to take significant measures affecting the Sensitive Entities or Sensitive Activities. In addition, thyssenkrupp AG and TKMS GmbH shall consult with the Federal Republic of Germany on Sensitive Entities or Sensitive Activities on a regular basis or – in particular if a right of approval or a pre-emptive right of the Federal Republic of Germany is concerned (see below) – on an ad hoc basis.

Also, thyssenkrupp AG and TKMS GmbH shall provide certain location guarantees under which they undertake to maintain material research, development and production capacities of the Marine Systems segment and to keep the registered offices of TKMS GmbH and the future TKMS AG & Co. KGaA in Germany for at least ten years. This period will be extended if the Federal Republic of Germany ensures adequate utilisation of the relevant capacities by placing binding orders.

In addition, the Federal Republic of Germany shall have a right of approval in the event of the sale of a shareholding of 25% or more in a Sensitive Entity or, under certain conditions, in the event of the sale of material assets of a Sensitive Entity.

In the event that thyssenkrupp AG or its group companies intend to sell a shareholding of 5% or more in Sensitive Entities to a third party, the Federal Republic of Germany shall have a pre-emptive right. In this respect, the Federal Republic of Germany must declare within four weeks of being informed of the receipt of an expression of interest from a third party whether it considers exercising its pre-emptive right. If the Federal Republic of Germany exercises its pre-emptive right, it will enter into the agreement on the same terms as those agreed with the third party.

Finally, thyssenkrupp AG and the Federal Republic of Germany have agreed in the term sheet that the Federal Republic of Germany shall have the right to nominate one of the ten members of the supervisory board (*Aufsichtsrat*) of the future TKMS AG & Co. KGaA. The supervisory board of the future TKMS AG & Co. KGaA will not be subject to co-determination; all of its members will be elected by the general meeting of the future TKMS AG & Co. KGaA.

The parties intend to conclude a security agreement on the basis of the term sheet by the end of September 2025 at the latest. thyssenkrupp AG will endeavour to ensure that the future TKMS AG & Co. KGaA also becomes a party to the security agreement following the spin-off and stock exchange listing.

Essen, 7° July 2025

On behalf of **thyssenkrupp°AG**:

signed López

Miguel Ángel López Borrego

Chairman of the executive board

signed Dinstuhl

Dr°Volkmar Dinstuhl

Member of the executive board

Kiel, 7° July 2025

On behalf of **thyssenkrupp°Projekt°2°GmbH**:

signed Glaser

Paul Glaser

Managing director

signed Steinbrink

Dr°Dirk Steinbrink

Managing director