Compensation report 2021 / 2022

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 2021 / 2022.

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 2021 / 2022 are also outlined. Detailed information can be found on the company's website via the link in the margin.

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

A look back at compensation year 2021/2022

Resolution on the approval of the compensation report for fiscal year 2020 / 2021

The report in accordance with § 162 AktG on the compensation awarded or due to present and former members of the Executive Board and Supervisory Board of thyssenkrupp AG in fiscal year 2020/2021, which was prepared on a voluntary basis in accordance with the requirements of § 162 AktG, was approved by the Annual General Meeting on February 4, 2022 with a majority of 96.87% of the capital represented in accordance with §120a (4) AktG. The Executive Board and Supervisory Board see this clear vote as a confirmation of the format used for the first time for the compensation report 2020 / 2021. Therefore this format has basically been retained in the present compensation report 2021 / 2022, with the exception of the interpretation of the term compensation awarded or due in accordance with § 162 AktG, as outlined in more detail in the sections on the Short-Term Incentive (STI) 2021 / 2022 and on the compensation of the Supervisory Board.

Application of the Executive Board compensation system in fiscal year 2021 / 2022

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 2021 / 2022. Moreover, in fiscal year 2021 / 2022 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. If 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 2021 / 2022.

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 April 2022. 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 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, also taking into account the ongoing changes to the portfolio.

The annual review of the appropriateness of Executive Board compensation with the group also took place in April 2022. 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 2021 / 2022, nor is it planned to adjust the target compensation for fiscal year 2022 / 2023.

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

Further, at its meeting on September 15, 2021, the Supervisory Board set performance criteria for each Executive Board member for the performance-related, variable compensation components for fiscal year 2021 / 2022 to the extent that these do not result directly from the compensation system in effect.

The target achievement for the Short-Term Incentive (STI) determined by the Supervisory Board following the end of the fiscal year 2021 / 2022 clearly reflects the economic disruption caused by the war in Ukraine. As a result, achievement of the targets set before the start of the reporting year for the financial performance criteria in fiscal year 2021 / 2022 was only just over 40%. With regard to individual performance, overall performance of the targets set by the Supervisory Board was 90%. In addition, the installment of the Long-Term Incentive (LTI) Plan issued for fiscal year 2018 / 2019 ended in fiscal year 2021 / 2022. The resultant payout was around 117% 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 2021 / 2022

Oliver Burkhard was appointed to the Executive Board of thyssenkrupp Marine Systems GmbH as CEO effective May 1, 2022. The Personnel Committee of thyssenkrupp AG had previously acknowledged this appointment at its meeting on March 9, 2022. Oliver Burkhard has assumed this post in addition to his role as a member of the Executive Board of thyssenkrupp AG without any separate compensation therefor.

At its meeting on May 19, 2022, the Supervisory Board resolved, as proposed by the Personnel Committee, to extend the existing Executive Board service contract with Martina Merz for a further five years from April 1, 2023 to March 31, 2028. The contractual and compensation terms remain unchanged, with the exception of the Share Ownership Guidelines. From the start of the new term of office on April 1, 2023, the obligation to purchase and hold stock amounts to one annual fixed salary (gross); previously it was prorated at three-fifths of one annual fixed salary (gross).

Application of the compensation system for the Supervisory Board in fiscal year 2021 / 2022

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 2021 / 2022

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 applicable recommendations of the German Corporate Governance Code, both in the currently valid version of April 28, 2022 and in the version applicable until then dated December 16, 2019. The Executive Board compensation system is a key element in the group'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 group's strategic realignment.

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 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 table on the following page shows the basic components of the compensation system and their design. These components and how they were actually applied in fiscal year 2021 / 2022 are explained in detail below.

Overview of all compensation components

COMPENSATION COMPONENT

	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 the past fiscal year, the Supervisory Board did not make use of the option provided for under the compensation system to grant additional benefits for a limited period in certain cases.

Pension allowance and company pension

As specified for all Executive Board members appointed since October 1, 2019, Martina Merz 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 is €280,000 per year for an ordinary Executive Board member and €536,000 per year for the CEO and is in each case 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 thyssenkrupp 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). This will be paid out as a life-long annuity once Dr. Klaus Keysberg has reached retirement age or becomes 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 63 in the case of Dr. Klaus Keysberg and 60 in the case of Oliver Burkhard, provided there is no longer a service contract with the company at that time. If the Executive Board contract of Dr. Klaus Keysberg ends after his 60th birthday, but before his 63rd birthday because the service contract is not extended after July 31, 2024, the retirement benefits can be drawn from the end of the Executive Board contract, provided Dr. Klaus Keysberg does not refuse an extension offered to him on equal or, for him, more favorable terms or the contract is not extended for good cause for which he is responsible.

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 regularly 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.

The amounts expensed or recognized as provisions and the present values of the pension entitlements for Executive Board members in post as of September 30, 2022 are as follows:

COMPANY PENSION FOR THE EXECUTIVE BOARD 2021/2022

		Martina Merz		Oliver Burkhard		Dr. Klaus Keysberg[1]	
		Chairwoman of the Executive board since October 1, 2019		Ordinary member of the executive board since February 1, 2013		Ordinary member of the executive board since October 1, 2019	
€000s		2020/2021	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022
Figures in accordance with IFRS	Service costs	—	—	1	6	157	155
	Present value of the obligation	—	—	11,271	5,646	486	375
Figures in accordance with HGB	Service costs	—	—	0	5	109	123
	Present value of the obligation	—	—	8,428	9,060	3,178	3,679

[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 current value of the obligation in accordance with 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) 2021 / 2022

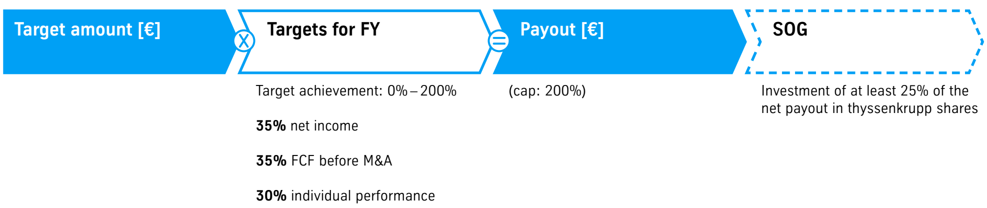
How it works

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.

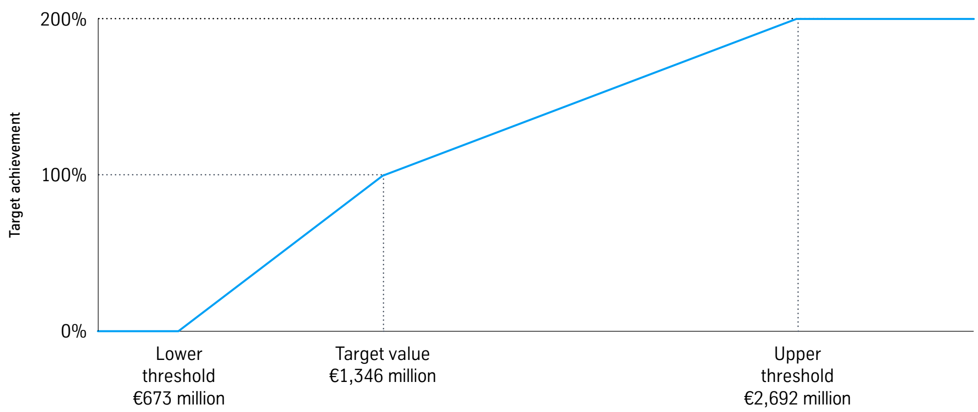
In addition, the inclusion of individual performance places emphasis on collective and individual transformation and turnaround targets, providing an even greater incentive to ensure thyssenkrupp's successful transformation.

Financial performance criteria

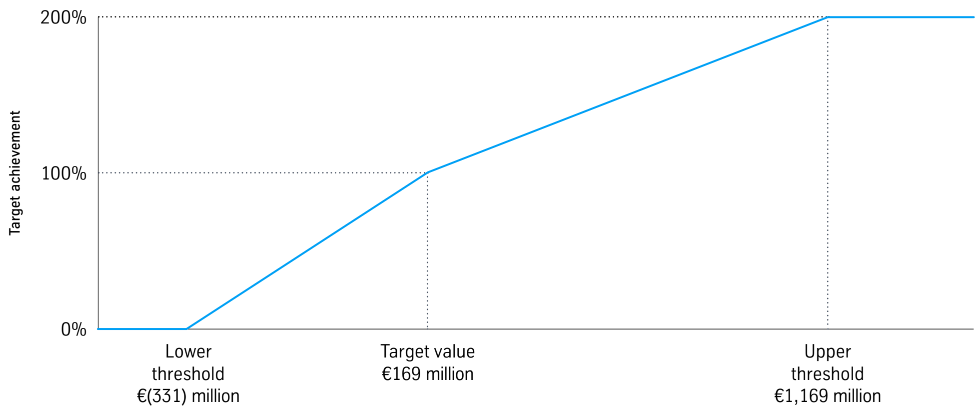
Before the beginning of the fiscal year, the Supervisory Board resolved the target and threshold values for the two financial performance criteria. The target value for each financial performance criterion is derived from the corporate planning and is equal to 100% target achievement. The lower threshold 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 2021 / 2022 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 2021 / 2022:

STI 2021/2022 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 2021/2022	Target achievement (%)
Net income (€ million)	673	1,346	2,692	1,220.25	81.32
Free cash flow before M&A (€ million)	(331)	169	1,169	(476.15)	0.00

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 2021 / 2022. 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 consciously 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 three Executive Board members for fiscal year 2021 / 2022.

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 three Executive Board members jointly for the past fiscal year.

STI 2021 / 2022 – ACHIEVEMENT OF INDIVIDUAL TARGETS

Target	Achievement in 2021 / 2022	Target achievement 2021 / 2022
Create the necessary conditions for and prepare the basis for decision-making on a possible stand-alone solutions for Steel Europe	Preparations on schedule until end-February and carve-out process had started / Economic impact of the present situation does not currently allow any projection as to the feasibility of a potential carve-out / Clarity is also required on the green transformation; plan for a first direct reduction plant established and subsidy application submitted	60%
Continue the portfolio measures, including addressing growth areas as part of the development of "Future tk"	Disposal of Automation Engineering and Springs & Stabilizers "on track." / In the H_2 growth area, IPO readiness of thyssenkrupp nucera has been achieved; IPO postponed in current capital market climate / Future options for Uhde being considered / Exploring growth-oriented options for the future development of other businesses (e.g. joint venture for Steering)	80%
Advancing performance – issues (among others, improving the quality of interim forecasts, continuing restructuring measures and further enhancing performance – leadership culture)	Quality of forecasting (quarterly GCF) taken into account for the segment CFOs / Restructuring on schedule with approx. 74% achievement of overall planning for the period to FY 2024 / Successful introduction of an overarching HR performance management approach that combines the agreement and achievement of individual performance and development targets in a single process with stronger alignment to the performance of the businesses	100%
Continue to shape and establish a forward-looking working culture (new ways of working) and sharpen the focus on technology- and innovation-related topics in external employer communications with a view to attracting and retaining talent and high-potential individuals	Establishment of the Lean & Agile initiative (new ways of working) with cross-segment projects / Modules provided by the tk Academy to present pragmatic approaches for new and future-oriented leadership and working methods / Joint segment initiative "Tech@tk" with various new formats to improve external and internal positioning as an employee in technology-related areas / IT professionals campaign as part of #GENERATIONTK	120%
	Total	**90%**

STI target achievement 2021 / 2022

For fiscal year 2021 / 2022, total target achievement for the STI is therefore as follows:

STI 2021/2022 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 (€)
Martina Merz	1,250,000	81.32%	0.00%	90.00%	55.46%	693,275
Oliver Burkhard	680,000	81.32%	0.00%	90.00%	55.46%	377,142
Dr. Klaus Keysberg	680,000	81.32%	0.00%	90.00%	55.46%	377,142

The amounts set out in the above table will be paid to the Executive Board members in December 2022.

STI 2021 / 2022 as part of the compensation awarded or due in fiscal year 2021 / 2022

Unlike in the compensation report for fiscal year 2020 / 2021, 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 fiscal 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 2021 / 2022 is disclosed as part of the compensation awarded or due in fiscal year 2021 / 2022, even though payment is only made in December 2022 and thus in the following fiscal year (2022 /

2023). The aim of this adjustment is to further enhance the clarity and comprehensibility of the compensation report and is in line with the interpretation of the term "awarded or due" that has developed in market practice on § 162 AktG.

A look forward to the individual targets for the STI 2022 / 2023

For fiscal year 2022 / 2023 the Supervisory Board has set the following individual targets for the STI, which again apply jointly to all Executive Board members:

- Target 1: Creating the conditions and paving the way for a spin-off of Steel Europe and Marine Systems
- Target 2 (two sub-targets):
  - Continuing the portfolio activities with a focus on the Multi Tracks segment
  - Developing a target vision for the future thyssenkrupp based on the target visions for the individual businesses
- Target 3: Driving forward the activities to attract and retain talented and high-potential individuals, especially with a technical background

Long-Term Incentive (LTI) 2021 / 2022

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).

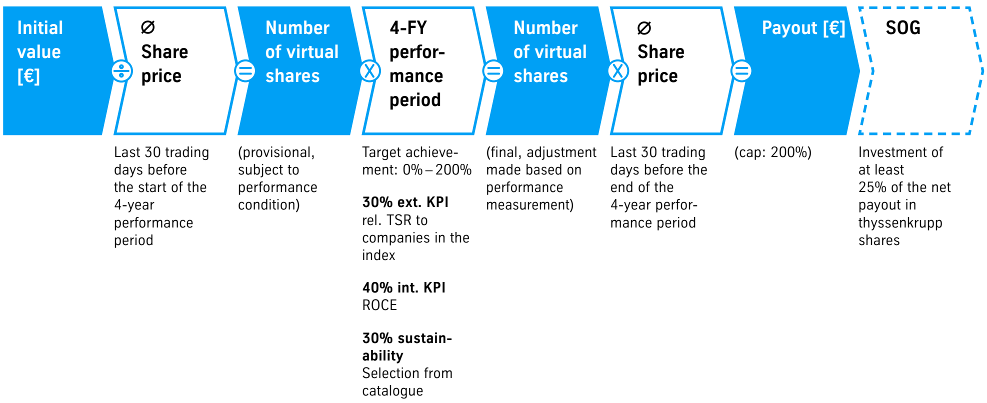
At the start of each installment, the Executive Board members are awarded a certain number of virtual shares, initially on a provisional basis. This is calculated by dividing the initial value (target amount) by the average thyssenkrupp share price, calculated as the arithmetic mean of the closing prices 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 awarded 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 payout from the LTI 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 awarded for the LTI installment issued in fiscal year 2021 / 2022

For the LTI installment issued in fiscal year 2021 / 2022, the Executive Board members were provisionally awarded a total of 452,539 virtual shares (stock rights):

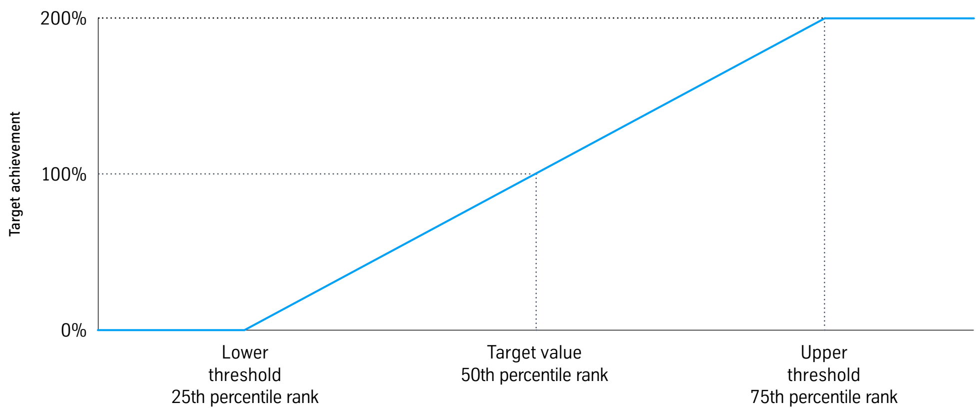
LTI INSTALLMENT 2021/2022 – ALLOCATION

	LTI initial value (€)	Allotment price (€) (average thyssenkrupp share price)	Provisionally granted number of virtual shares	Present value at grant date (€)	Maximum number of virtual shares (200% target achievement)
Martina Merz	2,000,000	9.06	220,751	2,086,097	441,502
Oliver Burkhard	1,050,000	9.06	115,894	1,095,198	231,788
Dr. Klaus Keysberg	1,050,000	9.06	115,894	1,095,198	231,788

Financial performance criteria for the LTI installment issued in fiscal year 2021 / 2022

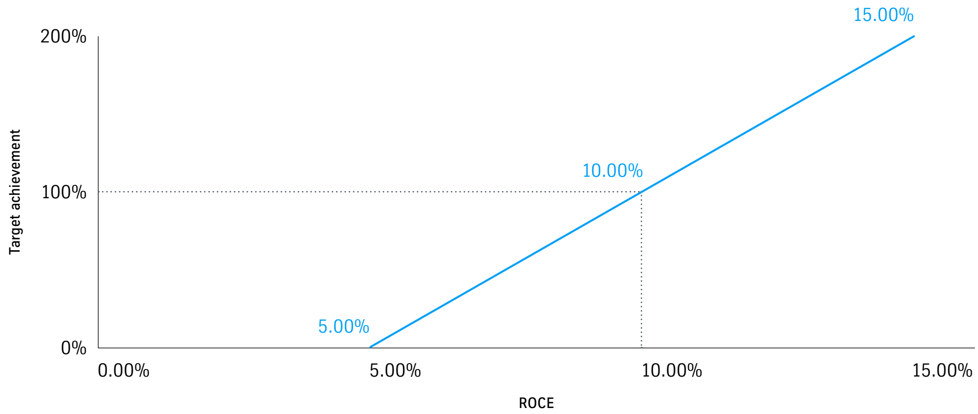
The following target and threshold values for the two performance criteria relative total shareholder return (TSR) and return on capital employed (ROCE) apply throughout the four-year term of the installment:

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 target value and the threshold values for ROCE were set by the Supervisory Board on the basis of return expectations before allocation of installment 2021 / 2022 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 2021 / 2022

In addition to the financial performance criteria TSR performance and ROCE, sustainability targets are taken into account at a weighting of 30%. These are formulated as Indirect Financial Targets (IFTs) as part of thyssenkrupp's corporate management. Prior to the issue of installment 2021 / 2022, the Supervisory Board selected from a list of criteria two specific, equally weighted sustainability targets/IFTs as performance criteria that apply to the installment over the four-year performance period:

The Supervisory Board has selected two sustainability targets for LTI installment 2021 / 2022 to support achievement of the climate protection targets.

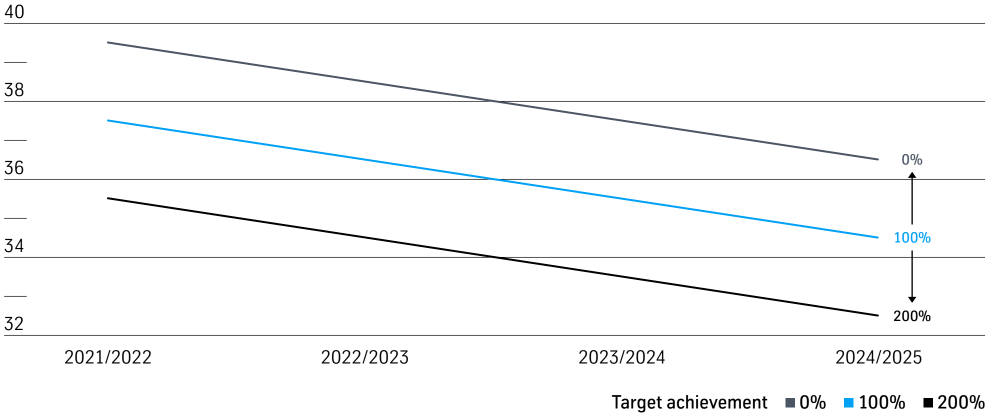
- Reduce emissions intensity annually by 1 ton CO_2 equivalent per €1 million sales at group level (not including Steel Europe and AST) by 2024 / 2025 (15% weighting).
- Increase the volume of net climate-neutral steel production from 20,000 tons in fiscal year 2021 / 2022 to 500,000 tons in fiscal year 2024 / 2025 (15% weighting).

These targets apply to the entire four-year term of the installment, with the proviso that the target "volume of net climate-neutral steel production" no longer applies for future fiscal years if and from the time at which the Steel Europe segment is spun out of the group. In this case the reduction in emissions intensity will be the sole sustainability target for the remainder of the LTI installment with a 30% weighting.

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 on an annual basis over the four-year performance period within a range of 0% and 200%.

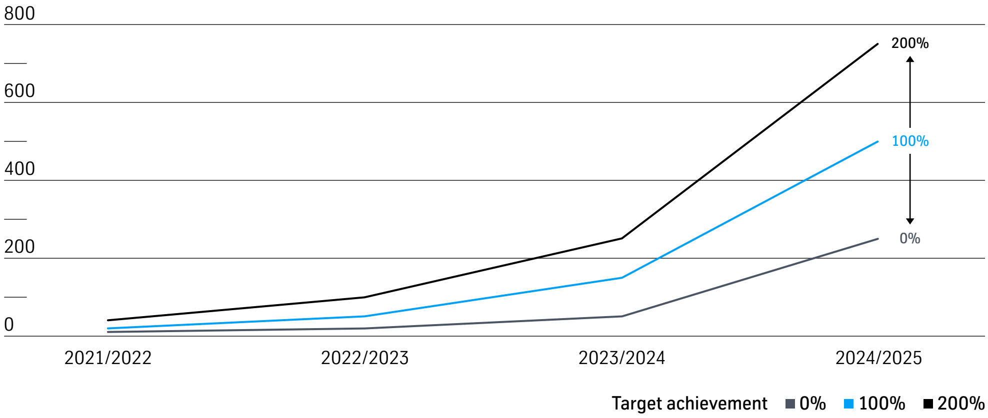
TARGETS AND THRESHOLDS FOR THE EMISSIONS INTENSITY

in t CO_2 equivalent per €1 million sales



TARGETS AND THRESHOLDS FOR THE VOLUME OF NET CLIMAT-NEUTRAL STEEL

production in kt p.a.



Annual levels of target achievement of the performance criteria for the LTI installment issued in fiscal year 2021 / 2022

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 2021 / 2022, the Supervisory Board determined the following target achievement:

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

Performance criterion	Weighting	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2021/2022	Target achievement
Relative Total Shareholder Return (Percentile)	30%	25	50	75	13	0.00%
Return on Capital Employed (%)	40%	0.00	4.00	8.50	11.26	200.00%
Accident frequency rate per 1 million working hours	15%	3.30	2.70	2.30	2.34	190.00%
Proportion of women in leadership positions (%)	15%	12.00	13.00	14.00	13.09	109.00%
Total	**100%**					**124.85%**

[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 2021/2022

Performance criterion	Weighting	Threshold value for 0% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result for 2021/2022	Target achievement
Relative Total Shareholder Return (Percentile)	30%	25	50	75	13	0.00%
Return on Capital Employed (%)	40%	5.00	10.00	15.00	11.26	125.20%
Emissions intensity (t CO_2-equivalent per €1 million sales p.a.)	15%	39.50	37.50	35.50	28.87	200.00%
Volume of net climate-neutral steel production (kt p.a.)	15%	10.00	20.00	40.00	28.09	140.45%
Total	**100%**					**101.15%**

Long-Term Incentive (LTI) 2018 / 2019

Final target achievement for the LTI installment 2018 / 2019

The LTI installment for the fiscal year 2018 / 2019, based on the compensation system in force at that time, started on October 1, 2018 and ended on September 30, 2021. 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 2021 / 2022 so the performance period only ended in this fiscal year. See also the detailed commentary in the compensation report for fiscal year 2018 / 2019.

The performance period for the LTI installment 2018 / 2019 ended in 2021 / 2022.

For the performance criterion tkVA, the Supervisory Board set a target value of €0. After the end of the performance period the related payout amount is therefore derived as follows:

CALCULATION OF TARGET ACHIEVEMENT – LTI INSTALLMENT 2018 / 2019[1)]

Performance targets	thyssenkrupp Value Added (tkVA) Price performance of thyssenkrupp stock	
tkVA performance period	2018 / 2019 – 2020 / 2021	
Relevant share price	Average share price Q1 2021 / 2022 vs. average share price Q1 2018 / 2019	
Link	Multiplication	
Possible target achievement	0 – 250%	
No. of virtual shares provisionally awarded	Target amount: €1,050,000 Average share price Q1 2018 / 2019: €17.69	59,356 virtual shares
Target achievement tkVA	The average tkVA actually achieved was €2,461 million above the target tkVA, leading to an increase of 123.05% in the number of virtual shares awarded	
No. of virtual shares finally awarded	(100% + 123.05%) x 59,356 virtual shares = 132,394 virtual shares	
Payout	132,394 virtual shares Average share price Q1 2021 / 2022: €9.29	€1,229,940.26

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

LTI 2018 / 2019 as part of the compensation awarded or due in fiscal year 2021 / 2022

As outlined above, the performance period for the LTI installment 2018 / 2019 ended on December 31, 2021 with the determination of the share price performance in the first quarter of fiscal year 2021 / 2022. Consequently, the performance conditions for any payout were only fulfilled as of this date. Therefore – to allow allocation to the correct period – the LTI 2018 / 2019 is presented as part of the compensation awarded or due in fiscal year 2021 / 2022 within the meaning of § 162 (1) AktG.

In January 2022, 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 2018/2019 – SUMMARY

		Initial value (€)	Avg. Share price Q1 FY 2018 / 2019 (€)	Provisionally granted number of virtual shares	tkVA target achievement	Finally granted number of virtual shares	Avg. Share price Q1 FY 2021 / 2022 (€)	Payout amount (€)
Current members of the Executive Board	Oliver Burkhard	1,050,000	17.69	59,356	223.05%	132,394	9.29	1,229,940.26
Former members of the Executive Board	Johannes Dietsch	700,000	17.69	39,570	223.05%	88,261	9.29	819,944.69
	Dr. Donatus Kaufmann	950,000	17.69	53,703	223.05%	119,785	9.29	1,112,802.65
	Guido Kerkhoff	2,000,000	17.69	113,058	223.05%	252,176	9.29	2,342,715.04

Martina Merz and Dr. Klaus Keysberg were not members of the Executive Board of thyssenkrupp AG in fiscal year 2018 / 2019; therefore, they 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 2022 / 2023

The Supervisory Board has selected the following sustainability targets for the LTI installment to be launched in fiscal year 2022 / 2023, which will run from 2022 / 2023 until 2025 / 2026:

- 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 Employee Net Promoter Score (eNPS) is an indicator of employee satisfaction based on the answers to the question “How likely is it that you recommend your company to a friend?” in the annual Employee Pulse Check. Detailed explanations of the calculation method and the annual targets and threshold values will be provided with the disclosure of annual target achievement in the compensation report for fiscal year 2022 / 2023.

Other compensation rules

Share ownership guidelines (SOG)

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

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. This notwithstanding it has been agreed with Martina Merz that the share purchase requirement in her current period of appointment from April 1, 2020 to March 31, 2023 should be prorated to three fifths of a full annual fixed salary (gross) due to the five-year period of appointment assumed on development of the program. This corresponds to a total of €804,000. This restriction lapses at the start of her second term of office on April 1, 2023 so as from this date the share purchase requirement for Martina Merz will also be one annual fixed salary (gross), corresponding to an amount of €1,340,000.

Under the program in effect, in fiscal year 2021 / 2022 shares were purchased using the STI paid in December 2021 for fiscal year 2020 / 2021 and from the payment made in January 2022 for the LTI installment issued for fiscal year 2018 / 2019. The following table shows the investments made and the fulfillment of the requirements in fiscal year 2021 / 2022:

SHARE OWNERSHIP GUIDELINES: INVESTMENTS AND FULFILLMENT OF THE SHARE HOLDING REQUIREMENTS IN FY 2021/2022

	Status quo per Sept. 30, 2021			Investments made in FY 2021/2022		Status quo per Sept. 30, 2022		
	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
Martina Merz	–	–	–	26,051	227,624	26,051	227,624	28
Oliver Burkhard[1)]	14,530	181,769	26	32,610	284,934	47,140	466,703	67
Dr. Klaus Keysberg	–	–	–	14,172	123,830	14,172	123,830	18

[1)] The shares held by Oliver Burkhard as of September 30, 2021 were purchased in February and May 2019 under the rules of the share purchase program at that time and counted towards the requirement to hold shares at the purchase price as of the acquisition date in accordance with the rules. The higher investment in fiscal year 2021 / 2022 compared with Martina Merz and Dr. Klaus Keysberg results from the fact that Oliver Burkhard was the only current member of the Executive Board who received a payout under the LTI installment 2018 / 2019.

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 2021 / 2022, 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 2021 / 2022.

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 2021/2022

		Martina Merz			Oliver Burkhard			Dr. Klaus Keysberg		
		Chairwoman of the Executive Board since October 1, 2019			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 2021/2022	1,250	2,500	693	680	1,360	377	680	1,360	377
Multiple-year variable compensation	LTI 2018/2019	–	–	–	1,050	2,625	1,230	–	–	–

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 2021/2022

		Johannes Dietsch			Dr. Donatus Kaufmann			Guido Kerkhoff		
		Ordinary member of the executive board Feb. 1, 2019 – March 31, 2020			Ordinary member of the executive board Feb. 1, 2014 – Sept. 30, 2019			Ordinary member of the executive board April 1, 2011 – July 12, 2018 Chairman of the executive board July 13, 2018 – Sept. 30, 2019		
€000s		Target compensation	Maximum	Payout	Target compensation	Maximum	Payout	Target compensation	Maximum	Payout
Multiple-year variable compensation	LTI 2018/2019	700	1,750	820	950	2,375	1,113	2,000	5,000	2,343

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). The maximum compensation amount is €9.0 million for the CEO and €4.5 million each for the 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 2018 / 2019 ended in fiscal year 2021 / 2022 so it is only now possible to report on compliance with the maximum compensation set for fiscal year 2018 / 2019. This corresponded to the amount and definition of maximum compensation applicable in fiscal year 2021 / 2022 and was observed by 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 FORMER MEMBERS OF THE EXECUTIVE BOARD GRANTED FOR FY 2018/2019

		Oliver Burkhard			Johannes Dietsch			Dr. Donatus Kaufmann			Guido Kerkhoff		
		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 Feb. 1, 2014 – Sept. 30, 2019			Ordinary member of the executive board April 1, 2011 – July 12, 2018 Chairman of the executive board July 13, 2018 – Sept. 30, 2019		
€000s		Target compensation	Maximum compensation	Payout	Target compensation[1]	Maximum compensation[1]	Payout	Target compensation	Maximum compensation	Payout	Target compensation	Maximum compensation	Payout
Performance-independent compensation	Fixed compensation 2018/2019	700	700	700	467	467	467	700	700	700	1,340	1,340	1,340
	Fringe benefits 2018/2019	72	72	72	14	14	14	58	58	58	45	45	45
	Pension allowance 2018/2019	–	–	–	–	–	–	–	–	–	–	–	–
Total		**772**	**772**	**772**	**481**	**481**	**481**	**758**	**758**	**758**	**1,385**	**1,385**	**1,385**
One-year variable compensation	STI 2018/2019	680	1,360	0	453	907	0	630	1,260	0	1,250	2,500	0
Multiple-year variable compensation	LTI 2018/2019	1,050	2,625	1,230	700	1,750	820	950	2,375	1,113	2,000	5,000	2,343
Total		**2,502**	**4,757**	**2,002**	**1,634**	**3,138**	**1,301**	**2,338**	**4,393**	**1,871**	**4,635**	**8,885**	**3,728**
Pension	Service costs 2018/2019	980	980	980	198	198	198	278	278	278	353	353	353
Total compensation		**3,482**	**4,500**	**2,982**	**1,832**	**3,000**	**1,499**	**2,616**	**4,500**	**2,149**	**4,988**	**9,000**	**4,081**

[1] Since Johannes Dietsch was appointed to the Executive Board during the year, the target and maximum compensation for fiscal year 2018 / 2019 was determined on a prorated basis.

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 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 pension plan contributions 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 arrangement is that the parties will agree on the amount of any severance payment as and when required, in which case such a payment may not exceed the caps stated in the following: a severance payment will 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 is less than that sum total, that lower value is the cap.

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 since April 1, 2020 (Martina Merz) 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 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.

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, no Executive Board member was granted compensation for holding supervisory board positions within the thyssenkrupp group or for holding external supervisory board positions in connection with their position on the Executive Board and in the interests of thyssenkrupp.

Executive Board compensation disclosed for each member individually

Compensation awarded or due to former Executive Board members in fiscal year 2021 / 2022

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 the past fiscal year, the fringe benefits granted, the pension allowance paid for their services in the fiscal year, the STI granted for their services in fiscal year 2021 / 2022 and due in December 2022 and the payout from the LTI installment for fiscal year 2018 / 2019, for which the performance period ended in fiscal year 2021 / 2022. Current pension service costs for the present Executive Board members for their service in the 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 2021/2022

		Martina Merz				Oliver Burkhard				Dr. Klaus Keysberg			
		Chairwoman of the Executive board since October 1, 2019				Ordinary member of the executive board since February 1, 2013				Ordinary member of the executive board since October 1, 2019			
		2020/2021[1]		2021/2022		2020/2021[1]		2021/2022		2020/2021[1]		2021/2022	
		€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Performance-independent compensation	Fixed Compen-sation	1,340	37	1,340	52	700	31	700	30	700	34	700	49
	Fringe benefits	24	1	24	1	75	3	48	2	121	6	58	4
	Pension allowance	536	15	536	21	–	–	–	–	280	14	280	20
Total		**1,900**	**52**	**1,900**	**73**	**775**	**35**	**748**	**32**	**1,101**	**54**	**1,038**	**73**
One-year variable compensation	STI 2020/2021	1,738	48	–	–	945	42	–	–	945	46	–	–
	STI 2021/2022	–	–	693	27	–	–	377	16	–	–	377	27
Multiple-year variable compensation	LTI 2017/2018	–	–	–	–	508	23	–	–	–	–	–	–
	LTI 2018/2019	–	–	–	–	–	–	1,230	52	–	–	–	–
Total		**3,638**	**100**	**2,593**	**100**	**2,228**	**100**	**2,355**	**100**	**2,046**	**100**	**1,415**	**100**
Other compensation		–	–	–	–	–	–	–	–	–	–	–	–
Total compensation according to § 162 AktG		**3,638**	**100**	**2,593**	**100**	**2,228**	**100**	**2,355**	**100**	**2,046**	**100**	**1,415**	**100**
Service costs[2]		–	–	–	–	1	–	6	–	157	–	155	–
Total compensation incl. service costs[2]		**3,638**	**–**	**2,593**	**–**	**2,229**	**–**	**2,361**	**–**	**2,203**	**–**	**1,570**	**–**

[1] The adjustment in the disclosure of the STI outlined above in connection with the interpretation of the terms “awarded or due” under § 162 (1) AktG has also been applied to the prior-year disclosures, resulting in a discrepancy from the disclosures in the prior-year compensation report.
[2] Voluntary additional disclosure; based on IFRS

Compensation awarded or due to former Executive Board members in fiscal year 2021 / 2022

The following table contains the fixed and variable compensation components awarded or due in fiscal year 2021 / 2022 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: For fiscal year 2021/2022, these components comprise the payout from the LTI for fiscal year 2018/2019, the performance period for which ended in fiscal year 2021/2022, and the pension benefits drawn for the fiscal year.

COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2021/2022 (1/3)

		Johannes Dietsch				Dr. Donatus Kaufmann				Guido Kerkhoff			
		Ordinary member of the executive board Feb. 1, 2019 – March 31, 2020				Ordinary member of the executive board Feb. 1, 2014 – Sept. 30, 2019				Ordinary member of the executive board April 1, 2011 – July 12, 2018 Chairman of the executive board July 13, 2018 – Sept. 30, 2019			
		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022	
		€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Multiple-year variable compensation	LTI 2017/2018	–	–	–	–	508	100	–	–	562	100	–	–
	LTI 2018/2019	–	–	820	100	–	–	1,113	100	–	–	2,343	100
Total compensation according to § 162 AktG		**–**	**–**	**820**	**100**	**508**	**100**	**1,113**	**100**	**562**	**100**	**2,343**	**100**

COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2021/2022 (2/3)

		Dr. Heinrich Hiesinger				Ralph Labonte				Edwin Eichler			
		Vice chairman of the executive board Oct. 1, 2010 – Jan. 20, 2011 Chairman of the executive board Jan. 21, 2011 – July 6, 2018				Ordinary member of the executive board Jan. 1, 2003 – March 31, 2013				Ordinary member of the executive board Oct. 1, 2002 – Dec. 31, 2012			
		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022	
		€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Multiple-year variable compensation	LTI 2017/2018	818	55	–	–	–	–	–	–	–	–	–	–
	LTI 2018/2019	–	–	–	–	–	–	–	–	–	–	–	–
Total		**818**	**55**	–	–	**–**	**–**	–	–	**–**	**–**	–	–
Other compensation	Pension payments	670	45	695	100	375	57	389	56	444	100	438	100
	Payout DC[1]	–	–	–	–	288	43	306	44	–	–	–	–
Total compensation according to § 162 AktG		**1,488**	**100**	**695**	**100**	**663**	**100**	**695**	**100**	**444**	**100**	**438**	**100**

[1] Deferred compensation: compensation converted into additional pension benefits.

COMPENSATION OF THE FORMER MEMBERS OF THE EXECUTIVE BOARD AWARDED OR DUE IN FY 2021/2022 (3/3)

		Dr. Jürgen Claassen			
		Ordinary member of the executive board Jan. 21, 2011 – Dec. 31, 2012			
		2020/2021		2021/2022	
		€000s	in %	€000s	in %
Other compensation	Pension payments	222	100	230	100
Total compensation according to § 162 AktG		**222**	**100**	**230**	**100**

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

As a voluntary additional disclosure compared with the compensation awarded or due for fiscal year 2021 / 2022 as defined in § 162 AktG, the following table presents the target compensation of the current Executive Board members for the fiscal year 2021 / 2022. 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 2021/2022

		Martina Merz				Oliver Burkhard				Dr. Klaus Keysberg			
		Chairwoman of the Executive board since October 1, 2019				Ordinary member of the executive board since February 1, 2013				Ordinary member of the executive board since October 1, 2019			
€000s		Target compensation	Minimum compensation	Maximum compensation	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	1,340	1,340	1,340	1,340	700	700	700	700	700	700	700	700
	Fringe benefits	24	24	24	24	48	48	48	48	58	58	58	58
	Pension allowance	536	536	536	536	–	–	–	–	280	280	280	280
Total		**1,900**	**1,900**	**1,900**	**1,900**	**748**	**748**	**748**	**748**	**1,038**	**1,038**	**1,038**	**1,038**
One-year variable compensation	STI 2021/2022	1,250	0	2,500	693	680	0	1,360	377	680	0	1,360	377
Multiple-year variable compensation	LTI 2018/2019	–	–	–	–	–	–	–	1,230	–	–	–	–
	LTI 2021/2022	2,000	0	4,000	–	1,050	0	2,100	–	1,050	0	2,100	–
Total		**5,150**	**1,900**	**8,400**	**2,593**	**2,478**	**748**	**4,208**	**2,355**	**2,768**	**1,038**	**4,498**	**1,415**
Other compensation		–	–	–	–	–	–	–	–	–	–	–	–
Total compensation		**5,150**	**1,900**	**9,000**	**2,593**	**2,478**	**748**	**4,500**	**2,355**	**2,768**	**1,038**	**4,500**	**1,415**

Supervisory Board compensation in fiscal year 2021 / 2022

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 base 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 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 2021 / 2022

In addition to having their expenses reimbursed, Supervisory Board members receive annual base 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 Mediation Committee under § 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 base compensation, while the chair of each committee receives a premium of €25,000. Each member of the Audit Committee receives an additional payment of €20,000 on top of their annual base 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 2021 / 2022. 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 Supervisory Board compensation is due after the fiscal year-end. For this reason, in last year's compensation report the compensation awarded or due to the Supervisory Board members in accordance with § 162 AktG was presented strictly on the basis of actual payment; therefore the compensation presented related partly to their work in fiscal year 2019 / 2020.

In line with the adjustments outlined above with regard to use of the terms "awarded or due" within the meaning of § 162 (1) AktG, to enhance clarity and understandability and in the interest of consistence, the compensation of the Supervisory Board for fiscal year 2021 / 2022 has been aligned to the method used to disclose Executive Board compensation. Accordingly, the Supervisory Board compensation is now allocated to the fiscal year in which the underlying activity was performed. The following presentation of the compensation awarded or due to the members of the Supervisory Board in fiscal year 2021 / 2022 therefore comprises compensation components payable in fiscal year 2022 / 2023, but where the amount and entitlement comprises already established fixed compensation and compensation for membership of committees for activities performed in fiscal year 2021 / 2022 and meeting attendance fees incurred for fiscal year 2021 / 2022.

The adjusted method of presentation outlined above was also applied for the prior-year disclosures resulting in discrepancies compared with the disclosures in last year's compensation report.

COMPENSATION OF THE FORMER MEMBERS OF THE SUPERVISORY BOARD AWARDED OR DUE IN FY 2021/2022

	Basic compensation				Compensation for committee work				Meeting fee				Compensation from directorships within the group				Total compensation according to § 162 AktG			
	2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022	
	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %
Barbara Kremser-Bruttel[1]	50,000	84	20,833	83	–	–	–	–	2,000	3	1,000	4	7,700	13	3,203	13	59,700	100	25,036	100
Friedrich Weber[2]	50,000	90	37,500	94	–	–	–	–	2,000	4	2,500	6	3,783	7	–	–	55,783	100	40,000	100
Total	**100,000**		**58,333**		**–**		**–**		**4,000**		**3,500**		**11,483**		**3,203**		**115,483**		**65,036**	

[1] Member of the Supervisory Board until February 28, 2022
[2] Member of the Supervisory Board until June 30, 2022

COMPENSATION OF THE CURRENT MEMBERS OF THE SUPERVISORY BOARD AWARDED OR DUE IN FY 2021/2022

	Basic compensation				Compensation for committee work				Meeting fee				Compensation from directorships within the group				Total compensation according to § 162 AktG			
	2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022		2020/2021		2021/2022	
	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	92	200,000	91	–	–	–	–	18,000	8	19,500	9	–	–	–	–	218,000	100	219,500	100
Jürgen Kerner, Vice Chairman	150,000	90	150,000	90	–	–	–	–	17,000	10	16,500	10	–	–	–	–	167,000	100	166,500	100
Birgit A. Behrendt	50,000	96	50,000	94	–	–	–	–	2,000	4	3,000	6	–	–	–	–	52,000	100	53,000	100
Stefan Erwin Buchner	33,333	97	50,000	95	–	–	–	–	1,000	3	2,500	5	–	–	–	–	34,333	100	52,500	100
Dr. Wolfgang Colberg	50,000	96	50,000	94	–	–	–	–	2,000	4	3,000	6	–	–	–	–	52,000	100	53,000	100
Prof. Dr. Dr. h. c. Ursula Gather	50,000	63	50,000	62	25,000	31	25,000	31	5,000	6	5,500	7	–	–	–	–	80,000	100	80,500	100
Angelika Gifford	50,000	96	50,000	94	–	–	–	–	2,000	4	3,000	6	–	–	–	–	52,000	100	53,000	100
Dr. Bernhard Günther	50,000	35	50,000	38	77,500	54	65,833	50	16,500	11	16,000	12	–	–	–	–	144,000	100	131,833	100
Achim Hass	50,000	87	50,000	85	–	–	–	–	2,000	3	3,000	5	5,400	9	6,000	10	57,400	100	59,000	100
Friederike Helfer	50,000	49	50,000	49	45,000	44	45,000	44	7,500	7	8,000	8	–	–	–	–	102,500	100	103,000	100
Tanja Jacquemin	50,000	67	50,000	67	20,000	27	20,000	27	4,500	6	5,000	7	–	–	–	–	74,500	100	75,000	100
Daniela Jansen	20,833	95	50,000	72	–	–	15,000	22	1,000	5	4,500	6	–	–	–	–	21,833	100	69,500	100
Christian Julius[1]	–	–	29,167	84	–	–	–	–	–	–	1,500	4	–	–	3,943	11	–	–	34,610	100
Thorsten Koch[2]	–	–	8,333	89	–	–	–	–	–	–	500	5	–	–	493	5	–	–	9,326	100
Dr. Ingo Luge	50,000	63	50,000	63	25,000	31	25,000	31	5,000	6	5,000	6	–	–	–	–	80,000	100	80,000	100
Tekin Nasikkol	50,000	60	50,000	60	12,500	15	12,500	15	4,000	5	4,500	5	17,000	20	17,000	20	83,500	100	84,000	100
Peter Remmler	50,000	60	50,000	60	12,500	15	12,500	15	4,000	5	4,500	5	16,500	20	16,500	20	83,000	100	83,500	100
Dirk Sievers	50,000	36	50,000	36	70,000	51	70,000	51	17,000	12	18,500	13	–	–	–	–	137,000	100	138,500	100
Dr. Verena Volpert	50,000	74	50,000	56	13,333	20	33,333	38	4,000	6	5,500	6	–	–	–	–	67,333	100	88,833	100
Isolde Würz	50,000	96	50,000	94	–	–	–	–	2,000	4	3,000	6	–	–	–	–	52,000	100	53,000	100
Total	**1,104,166**		**1,187,500**		**300,833**		**324,166**		**114,500**		**132,500**		**38,900**		**43,936**		**1,558,399**		**1,688,102**	

[1] Member of the Supervisory Board since March 2, 2022
[2] Member of the Supervisory Board since August 26, 2022

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.

The adjustments to the disclosure of the STI for the Executive Board members and the compensation of the Supervisory Board with regard to the use of the terms "awarded or due" within the meaning of § 162 (1) AktG have also been applied to the prior-year disclosures.

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

	Compensation awarded or due in 2021/2022	Compensation awarded or due in 2020/2021	Changes 2021/2022 towards 2020/2021		Changes 2020/2021 towards 2019/2020		Changes 2019/2020 towards 2018/2019		Changes 2018/2019 towards 2017/2018		Changes 2017/2018 towards 2016/2017	
	€000s	€000s	€000s	in %	€000s	in %	€000s	in %	€000s	in %	€000s	in %
Current members of the Executive Board												
Martina Merz	2,593	3,638	(1,045)	(29)	1,202	49	2,436	–	–	–	–	–
Oliver Burkhard	2,355	2,228	127	6	1,074	93	(247)	(18)	(494)	(26)	(1,128)	(37)
Dr. Klaus Keysberg	1,415	2,046	(631)	(31)	802	64	1,244	–	–	–	–	–
Former members of the Executive Board												
Dr. Jürgen Claassen	230	222	8	4	1	0	3	1	93	74	125	–
Johannes Dietsch	820	–	820	–	(1,169)	(100)	688	143	481	–	–	–
Edwin Eichler	438	444	(6)	(1)	1	0	7	2	257	144	179	–
Dr. Heinrich Hiesinger	695	1,488	(793)	(53)	1,083	267	(1,645)	(80)	(4,811)	(70)	870	15
Dr. Donatus Kaufmann	1,113	508	605	119	(1,662)	(77)	783	56	(508)	(27)	(577)	(23)
Guido Kerkhoff	2,343	562	1,781	317	(6,588)	(92)	5,103	249	129	7	(1,168)	(38)
Ralph Labonte	695	663	32	5	18	3	277	75	7	2	5	1
Employees												
Avg. employees in Germany	68	65	3	4	2	4	(2)	(4)	1	2	1	2
Company performance												
Net income tk group (€ million)	1,220	(25)	1,245	++	(9,617)	--	9,852	++	(320)	-	651	++
Net income thyssenkrupp AG (€ million)	2,103	(651)	2,754	++	(362)	-	1,518	++	(3,386)	--	1,520	++

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

	Compen-sation awarded or due in 2021/2022	Compen-sation awarded or due in 2020/2021	Changes 2021/2022 towards 2020/2021		Changes 2020/2021 towards 2019/2020		Changes 2019/2020 towards 2018/2019		Changes 2018/2019 towards 2017/2018		Changes 2017/2018 towards 2016/2017	
	in €	in €	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %
Current members of the Supervisory Board												
Prof. Dr.-Ing. Dr.-Ing. E. h. Siegfried Russwurm, Chairman	219,500	218,000	1,500	1	(12,000)	(5)	194,250	543	35,750	-	-	-
Jürgen Kerner, Vice Chairman	166,500	167,000	(500)	0	38,500	30	128,500	-	-	-	-	-
Birgit A. Behrendt	53,000	52,000	1,000	2	11,000	27	41,000	-	-	-	-	-
Stefan Erwin Buchner	52,500	34,333	18,167	53	34,333	-	-	-	-	-	-	-
Dr. Wolfgang Colberg	53,000	52,000	1,000	2	(5,000)	(9)	7,333	15	49,667	-	-	-
Prof. Dr. Dr. h. c. Ursula Gather	80,500	80,000	500	1	(4,500)	(5)	(6,500)	(7)	32,333	55	58,667	-
Angelika Gifford	53,000	52,000	1,000	2	1,167	2	50,833	-	-	-	-	-
Dr. Bernhard Günther	131,833	144,000	(12,167)	(8)	29,875	26	114,125	-	-	-	-	-
Achim Hass	59,000	57,400	1,600	3	(3,000)	(5)	1,000	2	(16,650)	(22)	28,604	60
Friederike Helfer	103,000	102,500	500	0	23,750	30	78,750	-	-	-	-	-
Tanja Jacquemin	75,000	74,500	500	1	(3,500)	(4)	1,000	1	1,000	1	1,500	2
Daniela Jansen	69,500	21,833	47,667	218	21,833	-	-	-	-	-	-	-
Christian Julius	34,610	-	34,610	–	-	-	-	-	-	-	-	-
Thorsten Koch	9,326	-	9,326	–	-	-	-	-	-	-	-	-
Dr. Ingo Luge	80,000	80,000	0	0	8,417	12	71,583	-	-	-	-	-
Tekin Nasikkol	84,000	83,500	500	1	68,584	460	(8,482)	(36)	(32,917)	(58)	3,815	7
Peter Remmler	83,500	83,000	500	1	(3,500)	(4)	750	1	(750)	(1)	2,750	3
Dirk Sievers	138,500	137,000	1,500	1	2,000	1	(7,500)	(5)	142,500	-	-	-
Dr. Verena Volpert	88,833	67,333	21,500	32	67,333	-	-	-	-	-	-	-
Isolde Würz	53,000	52,000	1,000	2	(3,000)	(5)	1,000	2	(1,000)	(2)	2,500	5
Former members of the Supervisory Board												
Barbara Kremser-Bruttel	25,036	59,700	(34,664)	(58)	(3,000)	(5)	26,367	73	36,333	-	-	-
Friedrich Weber	40,000	55,783	(15,783)	(28)	(4,817)	(8)	1,300	2	(1,300)	(2)	2,650	5
Employees												
Avg. employees in Germany	67,569	64,689	2,880	4	2,460	4	(2,294)	(4)	991	2	1,281	2
Company performance												
Net income tk group (€ million)	1,220	(25)	1,245	++	(9,617)	--	9,852	++	(320)	-	651	++
Net income thyssenkrupp AG (€ million)	2,103	(651)	2,754	++	(362)	-	1,518	++	(3,386)	--	1,520	++

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 audited the remuneration report of thyssenkrupp AG, Duisburg and Essen, for the financial year from October 1, 2021 to September 30, 2022 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard – IDW QS 1]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer – BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Essen, November 14, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Michael Preiß	Philip Meyer zu Spradow
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)