

**Report by the Executive Board**

**of thyssenkrupp AG**

**in accordance with § 176 (1) AktG  
on takeover-related disclosures pursuant to § 289a, § 315a HGB  
as of the balance sheet date of September 30, 2021**

This document is a convenience translation of the German report, signed by the members of the Executive Board. In case of any discrepancies the German version of this report shall prevail.

The combined management report of thyssenkrupp AG and the Group for the fiscal year 2020/2021 contains takeover-related disclosures pursuant to § 289a, § 315a HGB. These disclosures are intended to provide third parties who are potentially interested in a takeover of thyssenkrupp AG with information on the Company of relevance for a takeover as required under the law.

In the combined management report for the fiscal year 2020/2021 we have disclosed the facts for thyssenkrupp AG as they were up to the time the management report was prepared. They include information on the capital stock, direct and indirect shareholdings exceeding 10% of the voting rights, statutory rules and provisions of the Articles of Association regarding the appointment and dismissal of Executive Board members and amendments to the Articles of Association, the authorizations of the Executive Board in particular with regard to the repurchasing of stock and key agreements of the Company that are subject to change of control provisions as a result of a takeover bid.

The composition of the capital stock and the rights associated with the no-par value bearer shares issued by the Company are also governed by the Company's Articles of Association. According to a voluntary disclosure of September 2021, the Alfried Krupp von Bohlen und Halbach Foundation holds around 21% of the voting rights in thyssenkrupp AG. According to a voting rights announcement pursuant to § 21 (1) WpHG, as of February 27, 2014 Cevian Capital II GP Limited, Jersey, holds 15.08% of the voting rights in thyssenkrupp AG. All these voting rights were attributable to it, including attributed voting rights held by its controlled company Cevian Capital II Master Fund LP, Cayman Islands, which held a 12.23% share in the voting rights at the time of the voting rights announcement.

Under the Stock Corporation Act, Executive Board members are appointed and dismissed in general by the Supervisory Board; the combined management report contains references to the relevant statutory provisions. Amendments to the Articles of Association must be resolved by the Annual General Meeting with a majority of at least three quarters of the capital stock represented; in a small number of cases, the Articles of Association authorize the Supervisory Board to make amendments to the wording of the Articles of Association.

Several key agreements exist which are subject to conditions in the event of a change of control in the Company. One is a loan agreement regarding a syndicated, committed credit facility in the amount of €1.5 billion subject to the customary conditions for major corporations. Furthermore the Company has bonds and private placements outstanding in the nominal amount of €4.5 billion which shall terminate in case of change of control. Finally, commitments for remuneration on the occasion of the early termination of the service contract by the Board Member in the event of a change of control following a takeover bid (change-of-control clause) have been agreed in the service contracts of Oliver Burkhard and Dr. Klaus Keysberg.

The other disclosures required under § 289a, § 315a HGB relate to circumstances which do not exist at thyssenkrupp AG and are therefore not described in the combined management report. There are neither voting right restrictions, nor voting controls by employees with a share in the Company's capital, authorization of the Company's Executive Board to repurchase/dispose thyssenkrupp stock, nor agreements concluded by the Company with employees on compensation in the event of a takeover bid, nor shares with special rights conferring control powers. The right of the Alfried Krupp von Bohlen und Halbach Foundation to designate members to the Company's Supervisory Board does not arise through ownership of certain shares, but is established for this shareholder by the Articles of Association. Hence, this designation right is not covered by the aforementioned legal provisions.

Essen, November 2021

- Merz -

- Burkhard -

- Dr. Keysberg -