Information on shareholders' rights

in the meaning of § 121 (3) sentence 3 no. 3 Stock Corporation Act (AktG) and further information pursuant to § 124a sentence 1 no. 2, no. 4 AktG

thyssenkrupp AG
February 5, 2021

I. Information on shareholders' rights in the meaning of § 121 (3) sentence 3 no. 3 AktG

Section V. of the invitation to the Annual General Meeting contains some information on shareholders' rights under § 122 (2), § 126 (1), § 127 and § 131 (1) AktG in conjunction with the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law (COVID-19 Act); the following information serves to explain these provisions in more detail.

a) Additional agenda item proposals (§ 122 (2) AktG)

Shareholders whose shares together total the amount of one twentieth or a share of €500,000 of the capital stock (the latter corresponding to 195,313 shares) may request that items be added to the agenda and publicized. Reasons or a resolution proposal must be attached to each new agenda item. The request must be submitted in writing to the Company by January 5, 2021, 24:00 hours. Shareholders are asked to submit corresponding requests to the following address:

Executive Board of thyssenkrupp AG
Attn.: Investor Relations (HV)
thyssenkrupp Allee 1
45143 Essen, Germany

Anyone submitting such proposals must verify that they have held the shares for at least 90 days before the date of receipt of the request and will hold them until a decision on the request has been made by the Executive Board. We draw attention to § 70 AktG and Article 2 § 1 (3) COVID-19 Act.

Insofar as punctually submitted motions for additions are required to be made public, they will be announced immediately on receipt of the request in the Federal Gazette and disseminated throughout Europe. They will also be made accessible on the Company's website and communicated to the shareholders together with the notice of the Annual General Meeting in accordance with § 125 (1) sentence 3 AktG.

b) Shareholder motions and election proposals (§ 126 (1) and § 127 AktG)

The Company will make countermotions to the resolution proposals of the Executive Board and/or Supervisory Board on the agenda items as well as proposals for the election of Supervisory Board members and auditors available on the website in accordance with § 126 (1) and § 127 AktG, provided such countermotions are received at least 14 days before the Annual General Meeting, i.e. by January 21, 2021, 24:00 hours, by thyssenkrupp AG at the following address:

thyssenkrupp AG
Investor Relations
thyssenkrupp Allee 1
45143 Essen, Germany
Fax: +49 201 845-6900365
E-mail: hv-antrag@thyssenkrupp.com

Countermotions and election proposals sent to a different address will not be made accessible. If countermotions are to be made accessible, a statement of reasons should be provided. No reasons are required for election proposals to be made accessible.

Shareholder countermotions do not need to be made accessible

1. insofar as the Executive Board would commit a criminal offense by doing so,

2. if the countermotion would lead to a resolution of the Annual General Meeting which would violate the statutory provisions or Articles of Association,

3. if the reasons given contain clearly incorrect or misleading information on key points or if they are offensive,

4. if a countermotion of the shareholder based on the same subject matter has already been made accessible in connection with a previous Annual General Meeting of the Company under § 125 AktG,

5. if the same countermotion of the shareholder with essentially the same reasons has been made accessible in the last five years in connection with at least two Annual General Meetings of the Company under § 125 AktG and less than one twentieth of the capital stock represented at the Annual General Meeting voted in favor,

6. if the shareholder indicates that he will not take part in the virtual Annual General Meeting and will not vote by proxy, or

7. if in two Annual General Meetings in the last two years the shareholder has not, in person or by proxy, presented a countermotion previously notified by him.

The same applies analogously with regard to making election proposals accessible. Further, the Executive Board does not need to make proposals for the election of Supervisory Board members and auditors accessible if they do not contain the name, current occupation and address of the proposed candidate, or in the case of legal persons the company name and registered office, and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory supervisory boards. Information on their membership of comparable German and non-German control bodies of business enterprises should be attached.

Reasons given for countermotions and election proposals exceeding 5,000 characters do not need to be made accessible. If several shareholders propose countermotions on the same resolution item or if they make the same election proposals, the Executive Board can combine the countermotions and election proposals and the reasons provided for them.

Countermotions and election proposals to be made available pursuant to § 126 and § 127 AktG will be treated as moved in the virtual Annual General Meeting if the requesting shareholder is duly registered for the Annual General Meeting. This does not affect the right of the Chairman of the Meeting to have the management's proposals voted on first.

c) Shareholders' opportunity to ask questions (§ 131 (1) AktG, Article 2, § 1 (2) COVID-19 Act)

On the basis of Article 2 of the COVID-19 Act, shareholders will be given the opportunity to ask questions electronically at the virtual Annual General Meeting. This does not confer the right to a response. There is no right to information in the meaning of § 131 AktG.

The Executive Board has decided, with the approval of the Supervisory Board, that questions can be submitted electronically by shareholders or their proxies registered for the Annual General Meeting via the Company's InvestorPortal at http://www.thyssenkrupp.com/en/investors/annual-general-meeting. Any other form of transmission is excluded.

Questions must be received by the Company via the InvestorPortal no later than two days before the Annual General Meeting – i.e. no later than February 2, 2021, 24:00 hours. No questions may be submitted or asked after this deadline.

The Executive Board decides at its due and free discretion which questions it answers and how (§ 1 (2) sentence 2 1st half-sentence of Article 2 of the COVID-19 Act). Please note that only questions in German will be considered. When answering questions, the names of the questioners will only be disclosed if they expressly request this when sending their questions.

II. Information on agenda item 1 in accordance with § 124a sentence 1 no. 2 AktG

Agenda item 1 of the Annual General Meeting on February 5, 2021 relates to the statutory items to be presented in connection with the accounting for the fiscal year ended September 30, 2020. The parent-company financial statements prepared by the Executive Board and the consolidated financial statements for the year ended September 30, 2020 were approved by the Supervisory Board and the parent-company financial statements were thus adopted. A resolution by the Annual General Meeting under § 173 (1) AktG on the adoption of the parent-company financial statements or approval of the consolidated financial statements is therefore not required.

III. Information on the total number of shares and voting rights pursuant to § 124a sentence 1 no. 4 AktG

At the time of notice being given of the Annual General Meeting, the capital stock of the Company comprises 622,531,741 no-par-value shares. Each share entitles the bearer to one vote. At the time of notice being given of the Annual General Meeting, the Company holds no treasury shares. The total number of shares bearing participation and voting rights at the time of notice being given of the Annual General Meeting amounts to 622,531,741.

The full wording of the corresponding provisions of the German Stock Corporation Act (AktG) is available on the internet at www.gesetze-im-internet.de/aktg/

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