

**Information on the rights of shareholders within the meaning of Section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG)**

Section V of the invitation to the Annual General Meeting already contains information on the rights of shareholders in accordance with §§ 278 para. 3 AktG in conjunction with 122 para. 2, § 278 para. 3 AktG in conjunction with 126 para. 1, 127 and 131 para. 1 AktG; the following information serves to further explain these regulations.

**a) Requests for additions to the agenda (Section 278 (3) AktG in conjunction with Section 122 (2) AktG)**

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of € 500,000 of the share capital (the latter corresponds to 500,000 no-par value shares) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution.

The request must be addressed to the company's Management Board and must be received in writing or in electronic form in accordance with Section 126a of the German Civil Code at least 30 days before the meeting, not including the day of the Annual General Meeting and the day of receipt. The last possible date of receipt is therefore

Sunday, 7 January 2024, 24:00 CET. Please send your request to the following address:

thyssenkrupp nucera AG & Co. KGaA

The general partner  
thyssenkrupp nucera Management AG  
- Management Board -  
Voßkuhle 38, Harpen  
44141 Dortmund

or in electronic form in accordance with § 126a BGB  
by e-mail: [ir@thyssenkrupp-nucera.com](mailto:ir@thyssenkrupp-nucera.com)

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the Management Board decides on the request. Section 70 AktG applies to the calculation of the shareholding period.

Insofar as the requests for supplements received in good time are subject to publication, they will be published in the Federal Gazette immediately after receipt of the request and distributed throughout Europe. They will also be made available on the company's website and communicated to shareholders together with the convening of the Annual General Meeting in accordance with Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

**b) Motions and election proposals from shareholders (§§ 278 para. 3 AktG in conjunction with 126 para. 1, 127 AktG)**

Every shareholder has the right to send the company countermotions to the resolutions proposed by the Management Board and/or Supervisory Board on a specific item on the agenda and proposals for the election of Supervisory Board members or auditors within the meaning of Sections 126 (1) and 127 of the German Stock Corporation Act (AktG).

The company will make countermotions and election proposals available on its website, provided that such countermotions and election proposals are submitted at least 14 days prior to the Annual General Meeting, not including the day of the Annual General Meeting and the day of receipt, i.e. by no later than

Tuesday, 23 January 2024, 24:00 CET,

have been received by thyssenkrupp nucera AG & Co. KGaA at the following address:

thyssenkrupp nucera AG & Co. KGaA  
Investor Relations  
Vosskuhle 38  
44141 Dortmund  
[ir@thyssenkrupp-nucera.com](mailto:ir@thyssenkrupp-nucera.com)

Countermotions and election proposals addressed otherwise will not be made accessible. Countermotions to be made accessible should be accompanied by a statement of reasons. Election proposals to be made accessible do not need to be substantiated.

Countermotions and election proposals to be made accessible, including the name of the shareholder, any reasons to be made accessible and any statement by the management, will be published on the Internet at

<https://investors.thyssenkrupp-nucera.com/investors/annual-general-meeting/>

published immediately.

Countermotions by shareholders need not be made accessible:

1. insofar as this would make the Management Board liable to prosecution,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or in breach of the Articles of Association,
3. if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults,
4. if a countermotion by the shareholder based on the same facts has already been made available to the company at an earlier Annual General Meeting in accordance with Section 125 of the German Stock Corporation Act,
5. if the same countermotion of the shareholder with essentially the same justification has already been made available to at least two Annual General Meetings of the company in the last five years in accordance with Section 125 of the German Stock Corporation Act and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
6. if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or
7. if the shareholder has not submitted a countermotion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

The same applies mutatis mutandis to the publication of election proposals. Furthermore, the Executive Board does not need to make proposals for the election of Supervisory Board members and auditors accessible if they do not include the name, profession and place of residence of the proposed candidates, and in the case of legal entities, the company name and registered office, and if, in the case of proposals for the election of Supervisory Board members, no information has been provided on their membership of other statutory supervisory boards. Information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be included.

The reasons for countermotions and election proposals need not be made accessible if they exceed a total of 5,000 characters. If several shareholders submit countermotions to the same resolution or make the same election proposals, the Executive Board may summarize the countermotions and election proposals and their reasons.

Counter-motions and election proposals by shareholders to be made accessible by the company are deemed to have been submitted at the time of publication in accordance with Section 278 para. 3 AktG in conjunction with Section 126 para. 4 AktG. § 126 para. 4 AktG as having been submitted at the time of publication. If the shareholder who submitted the motion or nomination is not registered for the Annual General Meeting, the corresponding motion or nomination does not have to be dealt with at the Annual General Meeting. The company will ensure that shareholders who have duly registered for the Annual General Meeting can exercise their voting rights on countermotions and election proposals to be made available in advance as soon as the shareholder making the motion or submitting the election proposal has duly registered for the Annual General Meeting.

The right of each shareholder to submit countermotions to the various agenda items and proposals for the election of Supervisory Board members or auditors during the Annual General Meeting, even without prior and timely submission to the company, remains unaffected.

**c) Possibility to submit statements (Section 278 para. 3 AktG in conjunction with Sections 118a para. §§ Sections 118a para. 1 sentence 2 no. 6, 130a paras. 1 to 4, 6 AktG)**

Duly registered shareholders have the opportunity to attend the Annual General Meeting until Thursday, 1 February 2024, 24:00 CET,

to submit statements on the items on the agenda. The submission must be made in text form in German via the InvestorPortal. Statements may not exceed 10,000 characters (including spaces).

The company will make the statements available on the company's website at <https://investors.thyssenkrupp-nucera.com/investors/annual-general-meeting/> until 2 February 2024, 24:00 CET.

Comments are not made accessible,

1. if they are not in German,
2. if they contain more than 10,000 characters (including spaces),
3. insofar as this would make the Management Board liable to prosecution,
4. if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults,
5. if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting submitted in text form will not be considered at the Annual General Meeting; the submission of motions and election proposals (see lit. b)), the exercise of the right to speak (see lit. d)) and the right to information (see lit. e)) as well as the filing of objections to resolutions of the Annual General Meeting (see lit. f)) is only possible via the separately described channels provided for this purpose. In particular, the opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with Section 131 (1a) AktG. Statements are made accessible by stating the name of the submitting shareholder.

**d) Right to speak in accordance with Section 278 (3) AktG in conjunction with §§ Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG**

Shareholders or their authorized representatives who are connected to the Annual General Meeting electronically have the right to speak at the meeting, which is exercised by means of video communication. From the beginning of the Annual General Meeting, shareholders or their authorized representatives can register speeches in the InvestorPortal. Motions and election proposals pursuant to Section 278 para. 3 AktG in conjunction with Section 118a para. § Section 118a (1) sentence 2 no. 3 AktG, questions pursuant to Section 278 (3) AktG in conjunction with Section 131 (1d) AktG and Section 131 (1d) AktG. § Section 131 (1d) AktG and questions pursuant to Section 278 (3) AktG in conjunction with Section 131 (1e) AktG. § Section 131 (1e) AktG may form part of the speech.

Pursuant to Section 22 para. 5 in conjunction with. § Section 20 (2) of the company's Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular, he is authorised, at the beginning or during the Annual General Meeting, to set a reasonable time frame for the entire course of the Annual General Meeting, for the discussion of the individual agenda items and for the individual questions and speeches.

Shareholders or their authorised representatives require an internet-enabled device (PC, laptop, tablet or smartphone) with a camera and microphone that can be accessed from the browser in order to exercise their right to speak.

The company reserves the right to check the functionality of the video communication between the shareholder or authorised representative and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

**e) Shareholders' right to information (Section 278 (3) AktG in conjunction with Sections 118a (1) sentence 2 no. 4, 131 (1) AktG)**

In accordance with Section 278 para. 3 AktG in conjunction with Section 131 para. § Section 131 (1) of the German Stock Corporation Act (AktG), the Executive Board must provide information on company matters to any shareholder who requests it at the Annual General Meeting, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to withhold information. The Executive Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, the duty to provide information also applies to the situation of the Group and the companies included in the consolidated financial statements.

The Management Board may refuse to provide information,

1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company,
2. insofar as it relates to tax valuations and the amount of individual taxes,
3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting adopts the annual financial statements,
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264 (2) HGB; this does not apply if the Annual General Meeting approves the annual financial statements,
5. to the extent that the Management Board would make itself liable to prosecution by providing the information,

6. insofar as the information is available on the company's website for at least seven days prior to the start of and during the Annual General Meeting.

Information may not be refused for other reasons.

§ Section 131 (4) sentence 1 of the German Stock Corporation Act stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his authorized representative at the Annual General Meeting upon request, even if it is not necessary for the proper assessment of the item on the agenda.

If a shareholder is denied information, he may request that his question and the reason for which the information was denied be included in the notarized minutes of the meeting.

In accordance with Section 18 (4) of the Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak; in particular, he may set reasonable time limits at the beginning or during the Annual General Meeting for the entire course of the Annual General Meeting, for the discussion of the individual agenda items and for individual questions and speeches.

**f) Declaration of objections to resolutions of the Annual General Meeting in accordance with Section 278 (3) AktG in conjunction with § Section 118a (1) sentence 2 no. 8 AktG in conjunction with § Section 245 AktG**

Shareholders and their authorized representatives who are connected to the Annual General Meeting electronically have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Objections may be submitted via the InvestorPortal for the entire duration of the Annual General Meeting until the end of the Annual General Meeting. The company's proxies may not declare any objections to resolutions of the Annual General Meeting for the minutes of the notary public notarizing the Annual General Meeting.

**II Information on the total number of shares and voting rights in accordance with Section 278 (3) AktG in conjunction with § Section 124a sentence 1 no. 4 AktG**

At the time the Annual General Meeting is convened, the company's share capital is divided into 126,315,000 no-par value shares. Each share carries one vote. The company does not hold any treasury shares at the time the Annual General Meeting is convened. The total number of shares with participation and voting rights at the time the Annual General Meeting is convened is therefore 126,315,000.

The full wording of the relevant provisions of the German Stock Corporation Act can be viewed on the Internet at [www.gesetze-iminternet.de/aktg/](http://www.gesetze-iminternet.de/aktg/).

The full wording of the relevant provisions of the Articles of Association can be viewed on the Internet at <https://thyssenkrupp-nucera.com/corporate-governance/#articles-of-association>.