

# Corporate Governance Presentation

March 2026



thyssenkrupp  
nucera

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# thyssenkrupp nucera at a glance

## Leading electrolysis technology

provider globally

2 strong business segments:

Green Hydrogen (gH<sub>2</sub>)

Chlor Alkali (CA)

Reliable, innovative & future-oriented solutions

at industrial scale



gH<sub>2</sub> projects with a total capacity of

**~3.3 GW**

already under construction

## Asset-light business model

with strong balance sheet to finance future growth



Sales in FY 2024/25



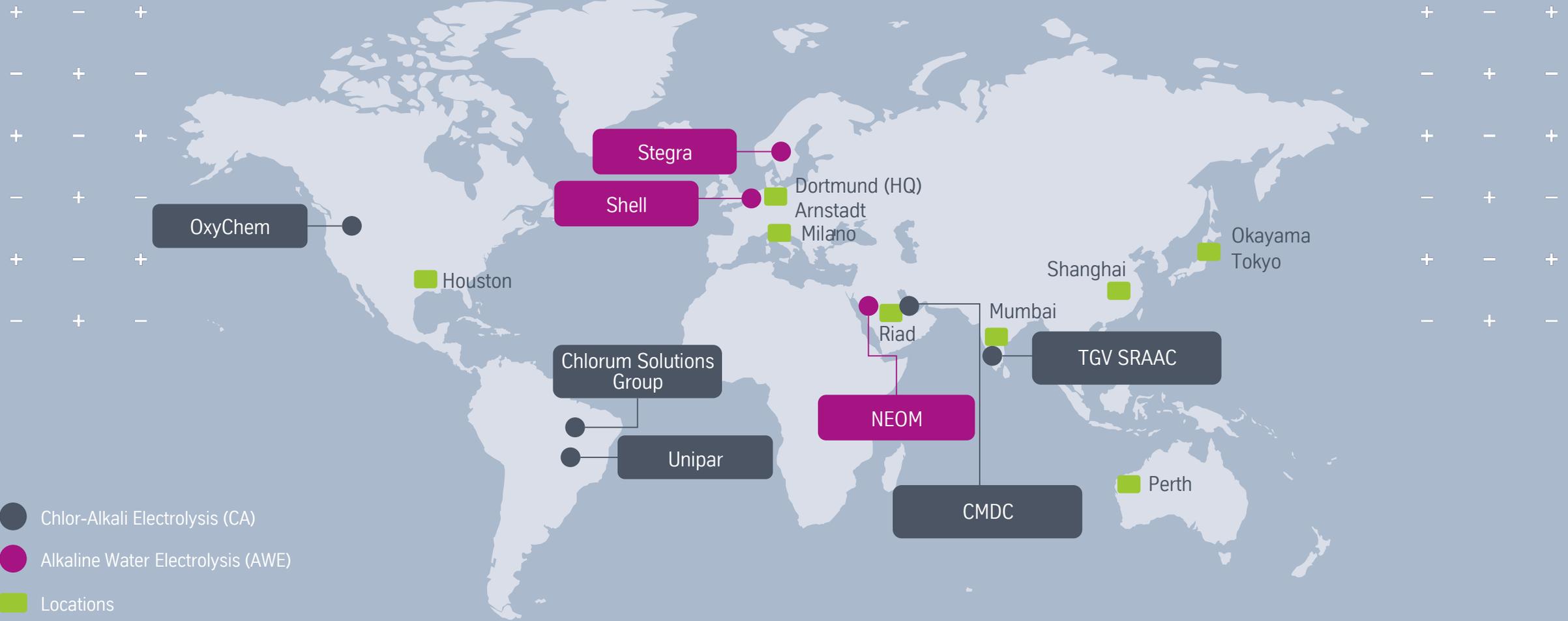
**1,000+**

employees worldwide in 10 locations

Supporting customers on their way to

**climate neutrality**

# Our global presence & selected projects



Note: Selected projects

# 1. Supervisory Board – Structure, Committee Work, Diversity and Remuneration



thyssenkrupp  
NUCERA

# Role of the Supervisory Board



**Dr. Volkmar  
Dinstuhl,**  
Chairman of the  
Supervisory  
Board

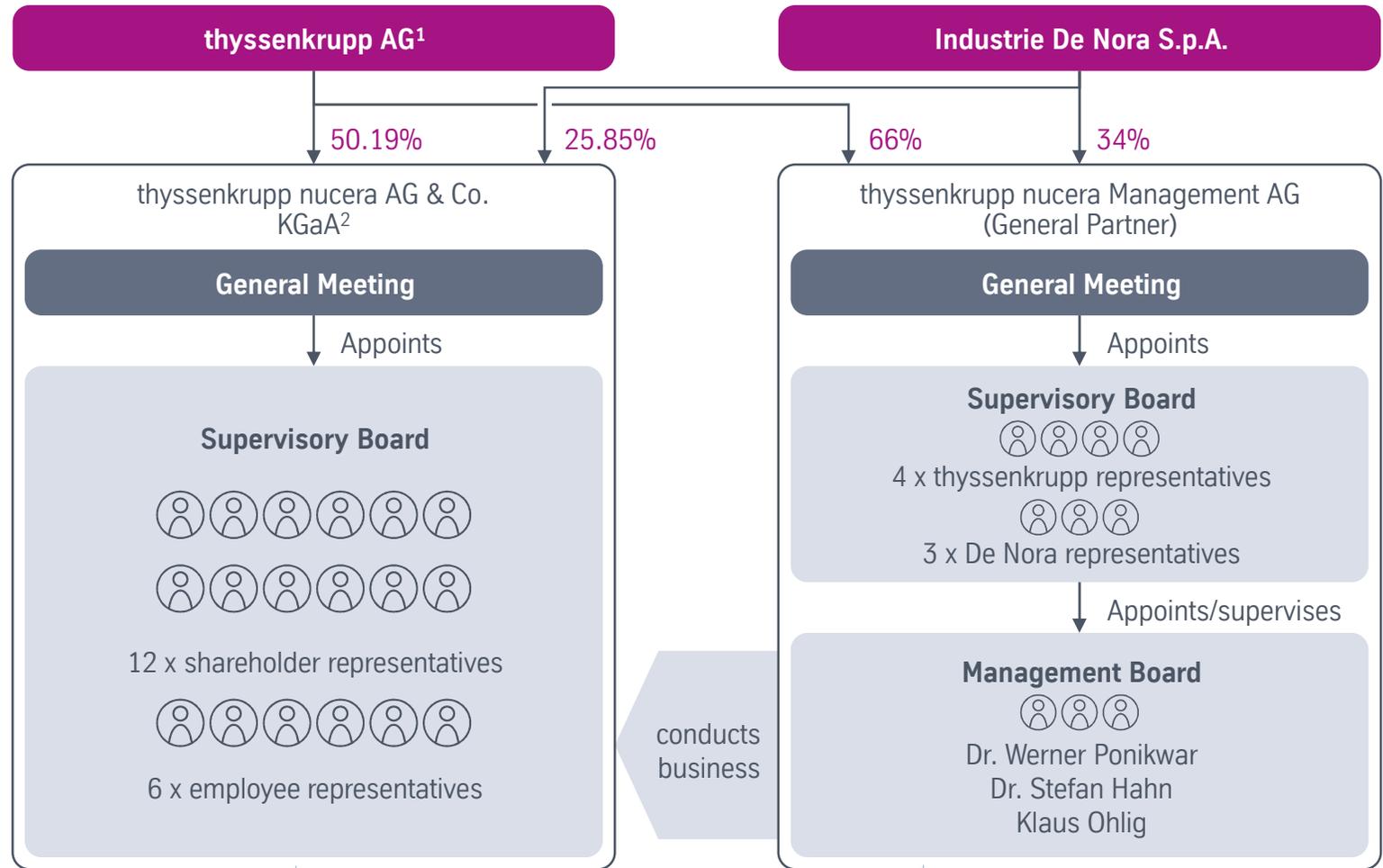
“

In the current state of the market, the Supervisory Board focuses on the company's strategic development, operational efficiency, and international competitiveness.

Furthermore, the Supervisory Board places a strong emphasis on ensuring a stable corporate governance as well as adapting and optimizing our structures to meet the growing demands of the capital market and the regulatory environment.

”

# Overview of the structure and governance of thyssenkrupp nucera AG & Co. KGaA



Legally formed as a **partnership limited by shares** (KGaA) under German law

The **General Partner** of the KGaA is the thyssenkrupp nucera Management AG

The appointment of the **Management Board** members is the responsibility of the Supervisory Board of the General Partner

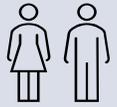
The Management Board is responsible for conducting business and the **management of the company** in general

Find more information in our [annual report FY 24/25](#); <sup>1</sup> the full chain of subsidiaries can be found in the diagram entitled "Shareholding structure". As a result of a capital increase carried out on July 5, 2023, the total number of shares rose to 126,315,000. Since the IPO on July 7, 2023, a total of 30,262,250 shares, or 23.96% of the shares in thyssenkrupp nucera AG & Co. KGaA, have been held by other shareholders.

# Composition of Supervisory Board – experienced and competent

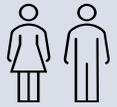


## 18 Supervisory Board Members<sup>1</sup>:



12

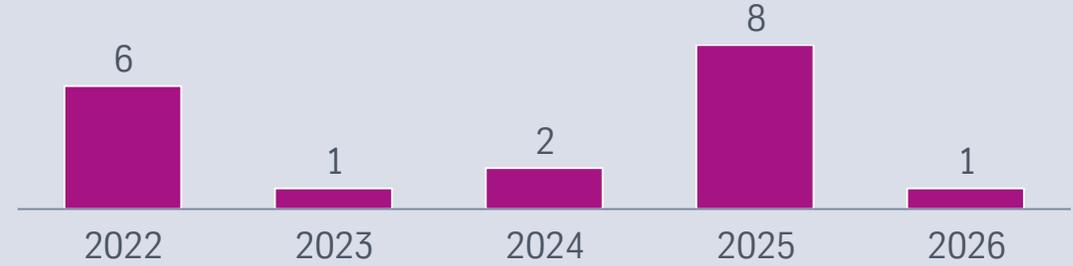
Shareholder representatives



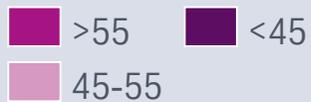
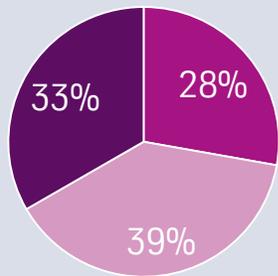
6

Employee representatives

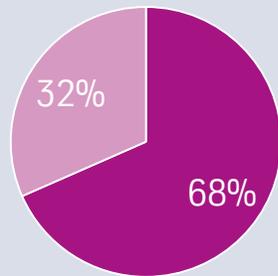
## Member of the Supervisory Board since<sup>2</sup>:



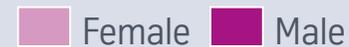
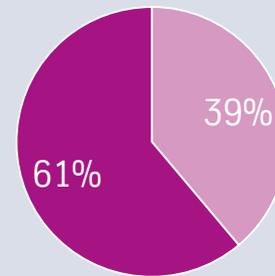
## Age



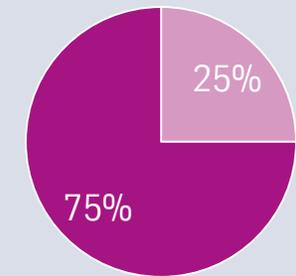
## Nationality



## Female representatives<sup>3</sup>



## Independence<sup>4,5</sup>



1. The Annual General Meeting of February 5, 2025, adopted a resolution to amend the Articles of Association, stipulating that the Supervisory Board shall henceforth comprise a total of eighteen members. 2. In 2025, the Supervisory Board was expanded to include employee representatives. 3. The Supervisory Board of thyssenkrupp nucera AG & Co. KGaA set a target of 33% women on the Supervisory Board, to be achieved by September 30, 2027. 4. Refers only to shareholder representatives. 5. A Supervisory Board member is independent of the company and its Management Board if he or she has no personal or business relationship with the company or its Management Board.

# Supervisory Board of thyssenkrupp nucera AG & Co. KGaA

## Shareholder representatives



**Dr. Volkmar Dinstuhl**

Chairman

- Nomination Committee
- Audit Committee



**Paolo Dellachà**

Deputy Chair

- Nomination Committee



**Silvia Bertini**



**Jennifer Cooper**



**Markus Fuhrmann**

- Nomination Committee
- RPT Committee<sup>1</sup>



**Nadja Håkansson**



**Michael Höllermann**

- Nomination Committee



**Dr. Cord Landsmann**



**Miguel Ángel López Borrego**



**Carolin Nadilo**

- Audit Committee
- RPT Committee<sup>1</sup>



**Luca Oglialoro**

- Audit Committee



**Prof. Dr. Franca Ruhwedel**

- Audit Committee
- RPT Committee<sup>1</sup>

<sup>1</sup> RPT stands for Related Party Transactions  
Information regarding the members of the Supervisory Board, their professional profiles and details of other mandates can be found on our website here.

# Members of the Supervisory Board of nucera AG & Co. KGaA

## Employee representatives



**Natalie Kappes**

Chairwoman Works  
Council



**Thomas Bündgen**

Head of Engineering  
Management



**Jens Kuhlmann**

BD Manager  
Green Hydrogen



**Markus  
Mladenovic**

Senior Sales  
Manager Chlor Alkali



**Dr. Felix  
Peters**

Head of Technical  
Sales



**Dr. Ramona  
Seiffert**

Senior Engineering  
Coating Qualification

# Overview of the Competency Profile & Qualifications Matrix

## Shareholder representatives

Experience & Qualifications	Bertini	Cooper	Dellachà	Dinstuhl	Fuhrmann	Håkansson	Höllermann	Landsmann	López	Nadilo	Ogialoro	Ruhwedel
General international management												
Industry-/sector-specific expertise of thyssenkrupp nucera												
Industry-/sector-specific expertise beyond thyssenkrupp nucera												
Leadership/governance of listed companies												
Corporate strategy/development, growth/scale-up, M&A and portfolio management												
Change management, transformation												
IT, innovation and digitalization												
Financial and capital markets experience												
Accounting and auditing												
Legal, compliance												
Marketing and sales												
Talent management, HR development and leadership												
Sustainability/ESG												

# Overview of the Competency Profile & Qualifications Matrix

## Employee representatives

Experience & Qualifications	Bündgen	Kappes	Kuhlmann	Mladenovic	Peters	Seiffert
General international management						
Industry-/sector-specific expertise of thyssenkrupp nucera						
Industry-/sector-specific expertise beyond thyssenkrupp nucera						
Leadership/governance of listed companies						
Corporate strategy/development, growth/scale-up, M&A and portfolio management						
Change management, transformation						
IT, innovation and digitalization						
Financial and capital markets experience						
Accounting and auditing						
Legal, compliance and corporate governance						
Marketing and sales						
Talent management, HR development and leadership						
Sustainability/ESG						

# Diversity

## Shareholder and Employee representatives

	Bertini	Cooper	Dellachà	Dinstuhl	Fuhrmann	Håkansson	Höllermann	Landsmann	López	Nadilo	Ogialoro	Ruhwedel
Supervisory Board member since	2026	2022	2022	2022	2022	2025	2022	2024	2023	2025	2024	2022
Gender	Female	Female	Male	Male	Male	Female	Male	Male	Male	Female	Male	Female
Year of birth	1976	1967	1968	1972	1980	1981	1964	1969	1965	1986	1972	1973
Nationality	Italian	German & British	Italian	German	Austrian	Swedish	German	German	Spanish	German	Italian	German
Professional background	Law	Economics	Engineering	Economics	Biotechnology and Genetics	Engineering	Engineering	Business Administration	Business Administration	Economics	Business Administration	Finance & Accounting
	Bündgen	Kappes	Kuhlmann	Mladenovic	Peters	Seiffert						
Supervisory Board member since	2025	2025	2025	2025	2025	2025						
Gender	Male	Female	Male	Male	Male	Female						
Year of birth	1971	1986	1978	1972	1982	1987						
Nationality	German	German	German	German	German	German						
Professional background	Engineering	Economics	Electro-chemistry	Engineering	Chemical Engineering	Electro-chemistry						

# Committee setup and self-assessment of the Supervisory Board

## Audit Committee (RoP § 11)

Monitoring of accounting process and the audit of the financial statements and review of quarterly financial statements, half-yearly financial reports (...).

Members:

- **Prof. Dr. Franca Ruhwedel (Chair)**
- Dr. Volkmar Dinstuhl
- Carolin Nadilo
- Luca Oglialoro

## Nomination Committee (RoP § 12)

Proposal of suitable candidates to the Supervisory Board to be proposed to the General Meeting to fill seats on the Supervisory Board.

Members:

- **Dr. Volkmar Dinstuhl (Chair)**
- Paolo Dellachà
- Markus Fuhrmann
- Michael Höllermann

## Related-Party Transaction (RPT) Committee (RoP § 13)

Assessment whether normal transactions with related parties are conducted in the ordinary course of business and at arm's length within the meaning of § 111a (2) sentence 1 AktG.

Members:

- **Prof. Dr. Franca Ruhwedel (Chair)**
- Markus Fuhrmann
- Carolin Nadilo



The Supervisory Board **regularly conducts self-assessments** to ensure transparent and efficient work of the board

- **Every two years** - The last self-assessment was conducted and presented in September 2025
- **In accordance with** Recommendation D.13 of **GCGC** and **Rules of Procedure § 9**

# Meeting attendance of the Supervisory Board in FY 24/25

	Supervisory Board meetings			Committee meetings								
	Meetings held	Meetings attended	Attendance in %	Audit Committee			Related-Party Transactions Committee			Nomination Committee		
	Meetings held	Meetings attended	Attendance in %	Meetings held	Meetings attended	Attendance in %	Meetings held	Meetings attended	Attendance in %	Meetings held	Meetings attended	Attendance in %
Dr. Volkmar Dinstuhl, Chairman	6	6	100.00	9	8	88.89				1	1	100
Paolo Dellachà, Deputy Chairman	6	6	100.00							1	1	100
Thomas Bündgen <sup>3</sup>	2	2	100.00									
Jennifer Cooper <sup>6</sup>	6	6	100.00	4	4	100.00						
Markus Fuhrmann	6	5	83.33				1	1	100	1	1	100
Nadja Haakansson <sup>5</sup>	3	3	100.00									
Michael Höllermann	6	6	100.00									
Natalie Kappes <sup>3</sup>	2	2	100.00									
Arndt Köfler <sup>1</sup>	2	2	100.00									
Jens Wilhelm Kuhlmann <sup>3</sup>	2	2	100.00									
Dr. Cord Landsmann	6	5	83.33									
Dr. Sebastian Lochen <sup>2</sup>	2	2	100.00									
Miguel Ángel López Borrego <sup>7</sup>	6	6	100.00							1	1	100
Markus Mladenovic <sup>3</sup>	2	2	100.00									
Carolin Nadilo <sup>4</sup>	4	4	100.00	5	5	100.00	1	1	100			
Luca Oglialoro	6	6	100.00	9	9	100.00						
Dr. Felix Peters <sup>3</sup>	2	2	100.00									
Prof. Dr. Franca Ruhwedel, Chairwoman Audit & RPT Committee	6	6	100.00	9	9	100.00	1	1	100			
Dr. Robert Scannell	6	6	100.00				1	1	100			
Dr. Ramona Seiffert <sup>3</sup>	2	2	100.00									

**Total attendance rate: 97.6% (24/25)**

1 Member of the Supervisory Board and the RPT Committee until February 5, 2025. 2 Member of the Supervisory Board until February 5, 2025. 3 Member of the Supervisory Board following court appointment on April 11, 2025. 4 Member of the Supervisory Board and the Audit and RPT Committee since February 5, 2025. 5 Member of the Supervisory Board since February 12, 2025. 6 Member of the Audit Committee until February 5, 2025. 7 Member of the Nomination Committee until February 5, 2025.

# Remuneration system of the Supervisory Board of thyssenkrupp nucera AG & Co. KGaA



## Regulatory background of the remuneration system

- In accordance with Article 15 of the Articles of Association, Supervisory Board members receive a fixed annual basic remuneration
- The remuneration is also in line with the principles of the GCGC (Principle 25)
- The fixed basic remuneration, the remuneration for additional committee duties and the waiver of performance-related Supervisory Board remuneration are intended particularly to promote the independence of Supervisory Board members
- The long-term development of the company is to be promoted through the appropriate exercise of the Supervisory Board's supervisory and advisory activities



## Fixed compensation (salary)

- Members of the Supervisory Board receive a fixed annual basic remuneration of 40,000 € (AoA § 15 (1))
- The annual remuneration for the Chairman of the Supervisory Board is 90,000 € and 60,000 € for the Deputy Chairman, also covering work performed as member or Chairman of committees (AoA § 15 (3))



## Supplementary remuneration for committee responsibility

- Committee members receive 20 %, the respective Chairman receives a 40 % supplement to the basic remuneration (AoA § 15 (2))
- The members of the Audit Committee receive an additional 30% of the annual basic remuneration, while the Chairman of the Audit Committee receives an additional 60% (AoA § 15 (2))



## Limitations

- Supervisory Board members who only belong to the Supervisory Board or a committee for part of the financial year receive pro rata remuneration (AoA § 15 (4))
- If a member of the Supervisory Board of thyssenkrupp nucera AG & Co. KGaA is also a member of the Supervisory Board of thyssenkrupp nucera Management AG and receives remuneration for his activities on the Supervisory Board of thyssenkrupp nucera Management AG, the remuneration for his activities on the Supervisory Board of thyssenkrupp nucera AG & Co. KGaA will be reduced by half (AoA § 15 (7))

# Compensation of the Supervisory Board for FY 24/25

	Basic remuneration		Remuneration for committee work		Total remuneration in accordance with § 162 AktG	
	€	in %	€	in %	€	in %
<b>Current members of the Supervisory Board</b>						
Dr. Volkmar Dinstuhl, Chair	90,000	100	–	–	90,000	100
Paolo Dellachà, Deputy Chair	60,000	100	–	–	60,000	100
Thomas Bündgen (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
Jennifer Cooper	40,000	89	5,000	11	45,000	100
Markus Fuhrmann	40,000	71	16,000	29	56,000	100
Nadja Håkansson (Member since February 12, 2025)	26,667	100	–	–	26,667	100
Michael Höllermann	40,000	83	8,000	17	48,000	100
Natalie Kappes (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
Jens Wilhelm Kuhlmann (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
Dr. Cord Landsmann	40,000	100	–	–	40,000	100
Miguel Ángel López Borrego	40,000	92	3,333	8	43,333	100
Markus Mladenovic (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
Carolin Nadilo (Member since February 5, 2025)	26,667	67	13,333	33	40,000	100
Luca Ogliaro	40,000	77	12,000	23	52,000	100
Dr. Felix Peters (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
Prof. Dr. Franca Ruhwedel	40,000	50	40,000	50	80,000	100
Dr. Robert Scannell	40,000	83	8,000	17	48,000	100
Dr. Ramona Seiffert (Court-appointed as of April 11, 2025)	20,000	100	–	–	20,000	100
<b>Former members of the Supervisory Board</b>						
Dr. Arnd Köfler (Member until February 5, 2025)	16,667	83	3,333	17	20,000	100
Dr. Sebastian Lochen (Member until February 5, 2025)	16,667	100	–	–	16,667	100
<b>Total (in €)</b>	<b>676,668</b>	<b>–</b>	<b>108,999</b>	<b>–</b>	<b>785,667</b>	<b>–</b>

Please find additional information on the compensation of the Supervisory Board in our [Remuneration Report FY 24/25](#).

## 2. Management Board – Structure and Remuneration



thyssenkrupp  
nucera

# Our Management Board



**Dr. Werner Ponikwar**

**Chief Executive Officer (CEO)**

CEO since July 2022  
Appointed until 2030



**Dr. Stefan Hahn**

**Chief Financial Officer (CFO)**

CFO since March 2025  
Appointed until 2028



**Klaus Ohlig**

CTO since July 2025  
Appointed until 2028

Communications / ESG & Governmental Affairs

Strategy & M&A

Legal & Compliance, Board Office

Internal Audit

Human Resources & HSE

Green Hydrogen

Chlor-Alkaline

Controlling, Accounting & Reporting

Finance

Information Technology

Investor Relations

Commercial Operations / Tax

Project Risk Control & Quality Management

Service

R&D

Digitalization

Operations

Product gH2

Product CA

# Management Board compensation system approved by AGM 2024

~52%	Fix  (non-performance-related)	~40%	<b>Fixed compensation (salary)</b> <ul style="list-style-type: none"> <li>Management Board members receive fixed compensation monthly as a pro-rated salary</li> <li>Current annual base salaries: 480,000€ (CEO) / 320,000€ (ordinary board member)</li> </ul>	
		~8%	<b>Pension Allowance</b> <ul style="list-style-type: none"> <li>Executive Board members receive an annual pension allowance in cash for personal pension provision in lieu of a company pension plan. Protection of vested rights for previous pension plans</li> </ul>	
		~4%	<b>Fringe Benefits</b> <ul style="list-style-type: none"> <li>Additional services; mostly company car, 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</li> </ul>	
~48%	Variable  (performance-related)	~19%	<b>Short Term Incentive (STI)</b> Supervisory Board sets financial targets based on annual planning and individual performance criteria for each fiscal year; Cap: 200% of target amount <ul style="list-style-type: none"> <li>70% company's financial performance criteria (40% Order intake, 30% EBITDA)</li> <li>30% individual performance</li> </ul>	<div style="border: 1px dashed gray; padding: 10px;">           Malus<sup>1</sup>             Clawback<sup>2</sup> </div>
		~29%	<b>Long Term Incentive (LTI)</b> Performance share plan: Performance period: 4 years Basis for target achievement: Relative Total Shareholder Return (Ranking against individual stocks included in the Solactive Hydrogen Economy Index NTR); Cap: 250% of target amount	

Max. remuneration: **Executive Board chair** -> 2.0mn € ; **Ordinary Executive Board members** -> 1.35mn €

<sup>1</sup> In the event of serious infringement of applicable law or internal policies, Supervisory Board may reduce or cancel variable compensation components (STI/LTI) for the relevant assessment period. <sup>2</sup> Option of Supervisory Board to reclaim already paid variable compensation if a malus is subsequently discovered or if inaccuracies are identified in the consolidated financial statements (difference)

# Compensation of the Management Board for FY 24/25



		Dr. Werner Ponikwar		Dr. Stefan Hahn		Klaus Ohlig		Fulvio Federico		Dr. Arno Pfannschmidt	
		Chairman of the Management Board since July 1, 2022		Ordinary member of the Management Board since March 1, 2025		Ordinary member of the Management Board since July 1, 2025		Ordinary member of the Management Board March 1, 2022 - Feb. 28, 2025		Ordinary member of the Management Board March 1, 2022 - Feb. 28, 2025	
		€	in %	€	in %	€	in %	€	in %	€	in %
Non-performance-related remuneration	Fixed remuneration	480,000	64	186,667	59	80,000	46	133,333	28	133,333	64
	Fringe benefits	17,524	2	40,419	13	55,528	32	9,486	2	5,887	3
	Pension allowance	96,000	13	37,333	12	16,000	9	21,333	4	–	–
<b>Total</b>		<b>593,524</b>	<b>79</b>	<b>264,419</b>	<b>83</b>	<b>151,528</b>	<b>87</b>	<b>164,153</b>	<b>34</b>	<b>139,220</b>	<b>67</b>
One-year variable remuneration	STI 2024/2025	138,145	18	53,723	17	23,024	13	36,835	8	36,835	18
Multiple-year variable remuneration	LTI 2021/2022	18,644	2	–	–	–	–	32,621	–	32,621	–
<b>Total</b>		<b>750,313</b>	<b>100</b>	<b>318,142</b>	<b>100</b>	<b>174,552</b>	<b>100</b>	<b>233,609</b>	<b>49</b>	<b>208,677</b>	<b>100</b>
Other remuneration	Non-compete compensation <sup>1</sup>	–	–	–	–	–	–	245,905	51	–	–
<b>Total remuneration in accordance with § 162 AktG</b>		<b>750,313</b>	<b>100</b>	<b>318,142</b>	<b>100</b>	<b>174,552</b>	<b>100</b>	<b>479,514</b>	<b>100</b>	<b>208,677</b>	<b>100</b>
Service costs <sup>2</sup>		–	–	–	–	–	–	–	–	0	–
<b>Total remuneration incl. service costs<sup>2</sup></b>		<b>750,313</b>	<b>–</b>	<b>318,142</b>	<b>–</b>	<b>174,552</b>	<b>–</b>	<b>479,514</b>	<b>–</b>	<b>208,677</b>	<b>–</b>

## Share ownership guidelines

Obligation to acquire and hold shares in the company to the value of a fixed annual salary (gross). Until this amount is reached, members of the Executive Board must invest 25% of the net amount of the performance-related remuneration (STI+LTI) paid out at the end of the financial year in shares in the company each year. (Link to [Director's Dealings](#))

<sup>1</sup> No existing LTI tranche was due at the end of the fiscal year

<sup>2</sup> Voluntary disclosure of additional information; disclosure in accordance with IFRS

# 3. ESG Program, Ratings and Targets



thyssenkrupp  
nucera

# thyssenkrupp nucera is an active member of several ESG initiatives and networks



thyssenkrupp nucera is an active member in various global and local associations, contributing to topic- and sector-specific initiatives in areas such as chemicals, energy, climate, and environmental protection.



Our most noteworthy affiliations include Hydrogen Europe, Eurochlor, the Hydrogen Council and the German Hydrogen Association.



In 2022, thyssenkrupp nucera joined the United Nations Global Compact (UNGC), committing to uphold its ten principles on human rights, labor rights, environmental protection, and anticorruption. We also pledged to submit an annual progress report detailing our efforts to implement these principles. Furthermore, we participated in the UN Global Compact's six-month Business & Human Rights Accelerator program.



We have extended our commitment to external initiatives by signing the Diversity Charter and committing to the UN Standards of Conduct for Business against discrimination of LGBTI.

# Current ESG ratings

											Rating <sup>1</sup>	
MSCI ESG	CCC	B	BB	BBB	A	AA	AAA				BBB	
							Top					
*ISS ESG Quality (preliminary assessment)	10	9	8	7	6	5	4	3	2	1	E - 6 S - 4 G - 5	
	High concern level					Low concern level						
Sustainalytics	Severe		High	Medium		Low		Negligible			34.8	
	40+		30-40	20-30		10-20		0-10				
EcoVadis	High Risk		Basic	Confirmed		Advanced		Best			Gold (Top 5%)	
	0-24		25-44	45-64		65-84		85-100				
CDP Climate	F	D-	D	C-	C	B-	B	A-	A		Disclosure planned	
									Top			

Get more insights on our ESG & EU Taxonomy efforts and our latest sustainability report [here](#).

<sup>1</sup> Rating as of February 28, 2026

\*ISS Quality score – Environment and Social score 3 = top 3% in the capital goods industry, Governance score 5 comparison to practices in the Germanic region (not just direct peers)

# Selected ESG targets



## thyssenkrupp nucera's key non-financial performance indicators



### KPI



### Status as of Sept 25



### Target

	KPI	Status as of Sept 25	Target
Greenhouse Gas Emissions	<ul style="list-style-type: none"> <li>Scope 1 emissions [tCO<sub>2</sub>e<sup>1</sup>]</li> <li>Scope 2 emissions [tCO<sub>2</sub>e<sup>1</sup>]</li> <li>Scope 3 emissions [tCO<sub>2</sub>e<sup>1</sup>]</li> </ul>	<ul style="list-style-type: none"> <li>Scope 1: 276 tCO<sub>2</sub>e<sup>1</sup></li> <li>Scope 2 (location-based): 612 tCO<sub>2</sub>e<sup>1</sup></li> <li>Scope 3: 51.1 million tCO<sub>2</sub>e<sup>1</sup> (up- and downstream<sup>2</sup> in total)</li> </ul>	<ul style="list-style-type: none"> <li>Scope 1+2 net zero<sup>3</sup> by 2030</li> <li>Scope 3 net zero<sup>3</sup> by 2050</li> </ul>
Sustainability requirements in supply chain	<ul style="list-style-type: none"> <li>Selected suppliers signed supplier code of conduct [%]</li> <li>High risk supplier reduction [%]</li> </ul>	<ul style="list-style-type: none"> <li>Selected: 98,2% (FY 23/24: 84%)</li> <li>High risk: 14% (FY 23/24: 58%)</li> </ul>	<ul style="list-style-type: none"> <li>Selected:                             <ul style="list-style-type: none"> <li>&gt;97% by FY 24/25 <input checked="" type="checkbox"/></li> <li>&gt;97% by FY 25/26</li> </ul> </li> <li>High risk:                             <ul style="list-style-type: none"> <li>&lt;54% by FY 24/25 <input checked="" type="checkbox"/></li> <li>&lt;43,9% by FY 25/26</li> </ul> </li> </ul>
Diversity, Inclusion, Non-discrimination	<ul style="list-style-type: none"> <li>Proportion of women in leading positions [%]</li> </ul>	<ul style="list-style-type: none"> <li>Proportion: 16% (FY 23/24: 17%)</li> </ul>	<ul style="list-style-type: none"> <li>25% of management positions in German office with women by 2028</li> </ul>

<sup>1</sup> CO<sub>2</sub>e = CO<sub>2</sub>-equivalent

<sup>2</sup> 3.1 Purchased Goods and Services, 3.2 Capital Goods, 3.3 Fuel- and Energy-Related Activities, 3.4 Upstream Transportation and Distribution, 3.5 Waste Generated in Operations, 3.6 Business Travel, 3.7 Employee Commuting, 3.11 Use of Sold Products

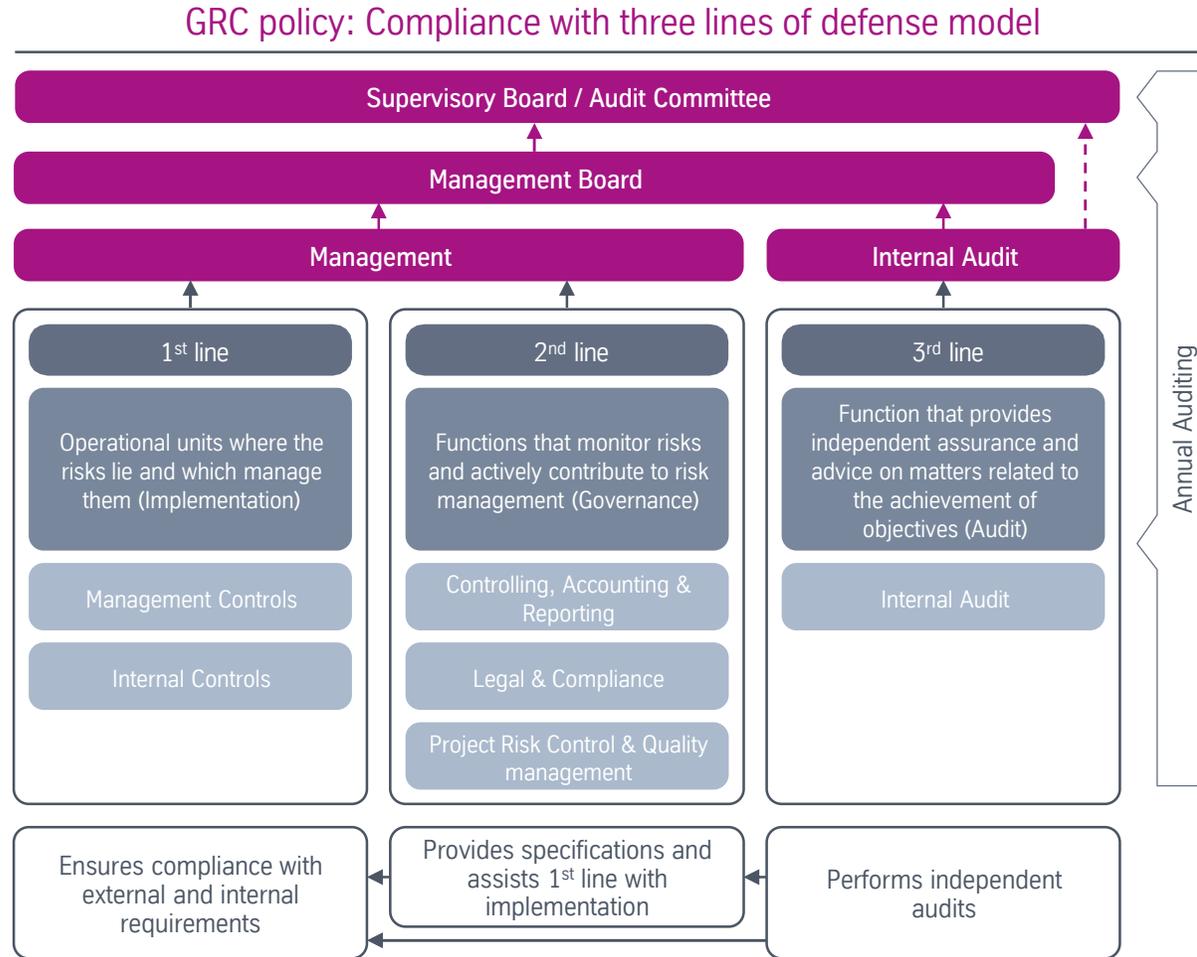
<sup>3</sup> We have committed to reach net zero greenhouse gas emissions across the value chain by 2050, meaning we will reduce our Scope 1 and 2 emissions by 100% in 2030 and scope 3 emissions by 100% in 2050. Scope 1 refers to greenhouse gas emissions that come from sources thyssenkrupp nucera directly controls, e.g., emissions from on-site vehicles. Scope 2 refers to indirect greenhouse gas emissions caused by purchased electricity, heat or steam for our headquarters, offices and other owned and operated facilities. Scope 3 covers other indirect emissions, including greenhouse gas emissions from the manufacturing and transportation of materials and finished goods that go into our products.

# 4. Compliance, Risk Management and Data Security



thyssenkrupp  
NUCERA

# thyssenkrupp nucera's Risk Management System



As a conceptual framework, thyssenkrupp nucera uses what is known as “**the three lines of defense model**”, which is widely used internationally.

Risks must be identified in the **first line of defense** and managed where they arise. Various risk management measures are available to reduce risks to an appropriate level.

The **second line of defense** includes functions like Controlling, Accounting & Reporting, Legal & Compliance and Project Risk Control & Quality Management. These assume Group-wide governance tasks and set the framework for the design of the internal control system, the risk management system and compliance through binding internal regulations, among others.

These functions also monitor and manage the Group’s risks from an overarching perspective. The **close integration of the internal control system with the risk management system and compliance** ensures the highest possible degree of effective prevention and management of risks.

As the **third line of defense**, the Internal Audit function conducts independent audits to monitor the regularity, reliability, appropriateness and efficiency of the processes and systems, as well as the effectiveness of the control systems of the other two lines of defense.

# Compliance Commitment of the Management Board\*



Dr. Werner Ponikwar - CEO



Dr. Stefan Hahn - CFO



Klaus Ohlig - CTO

For more than 60 years, thyssenkrupp nucera has been active in the industry, working together with our global network of trusted partners, specialists and experts. Our shared journey is unique as we take important steps into a new era of innovation, transformation and green energy. We are committed to responsible, lawful and forward-looking conduct and recognize the importance of our social responsibility.

At thyssenkrupp nucera, we show zero tolerance toward corruption, violations of fair competition, breaches of export control and data regulations or other violations of law – and where these do occur, we take swift and appropriate action. Every executive and employee is committed to strict compliance with all applicable laws and internal regulations. We regard compliance not only as a legal obligation, but as a question of attitude – a commitment to integrity and transparency at all levels.

Compliance has the highest priority. Therefore, we have implemented a comprehensive Compliance Management System. To us, compliance is where mindset meets responsibility. Any action is driven by the mindset to establish a positive compliance culture out of conviction and the responsibility of every executive and employee to protect our company and uphold our values. We consistently pursue our goals within the framework of the law.

Our actions are guided by responsible business conduct aligned with international standards and our dedication to environmental, social and governance (ESG) principles. We also recognize the broader impact of our operations on society. Driven by a determination to strengthen the trust of customers, suppliers, shareholders, and society in thyssenkrupp nucera, we are committed to fostering a diverse, inclusive and equitable workplace. We uphold a strong commitment to employee health and safety, as well as to environmental responsibility, including efforts to minimize our carbon footprint.

As a responsible corporation, thyssenkrupp nucera is determined to make a sustainable and positive impact on the world.

DocuSigned by:  
*Stefan Hahn*  
F59AB28DC92B47B...

Stefan Hahn

Signiert von:  
*Klaus Ohlig*  
47D80967E95E403...

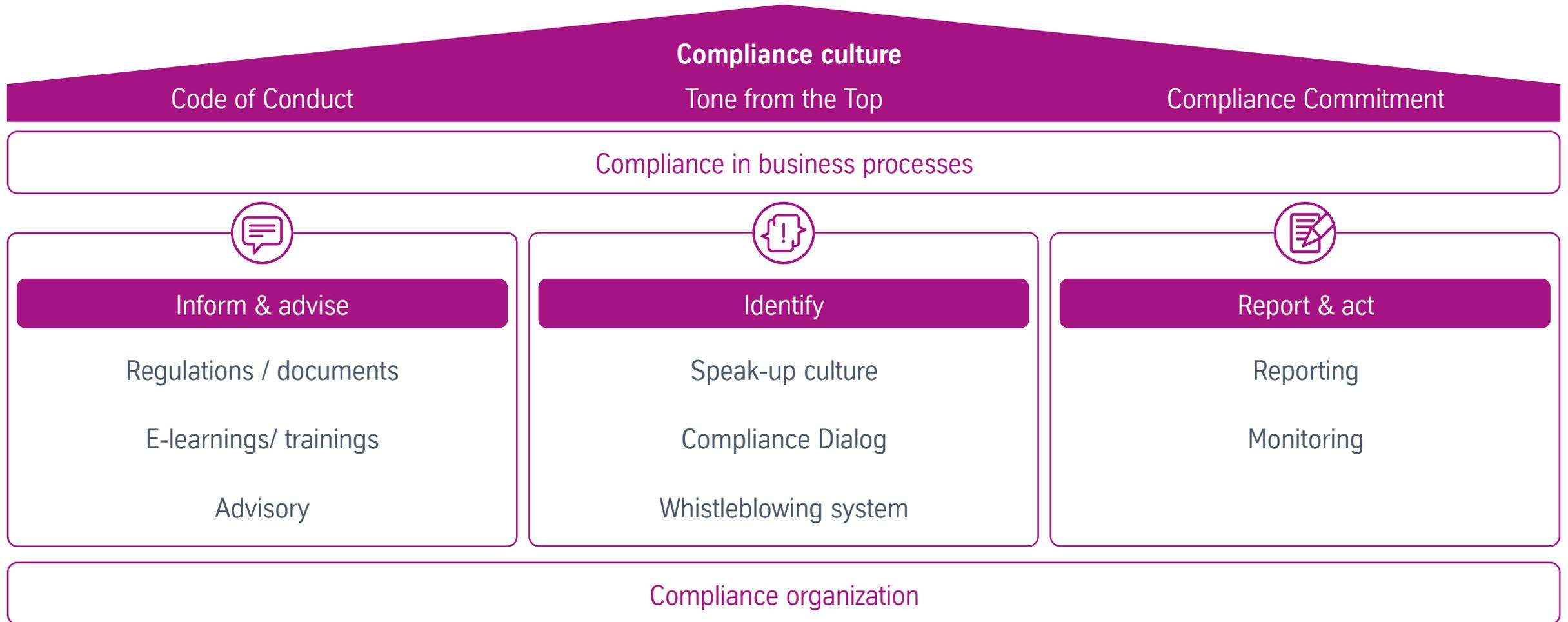
Klaus Ohlig

Signiert von:  
*Werner Ponikwar*  
A28444A5BE7D44E...

Werner Ponikwar

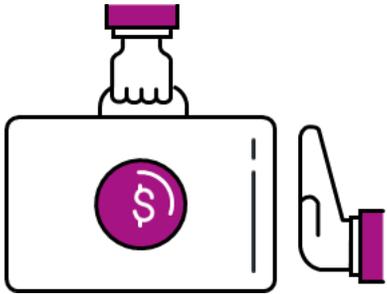
\* The Management Board of thyssenkrupp nucera AG & Co. KGaA has resolved this new version of the Compliance Commitment on July 10<sup>th</sup>, 2025.

# Overview of the Compliance Management System

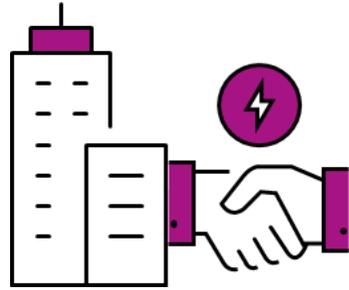


# Compliance at thyssenkrupp nucera

## Anti-corruption



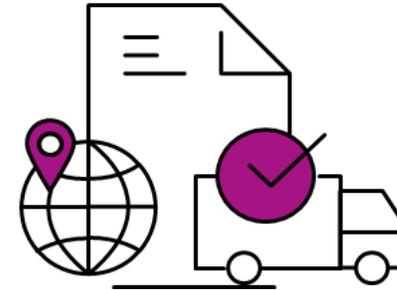
## Antitrust law



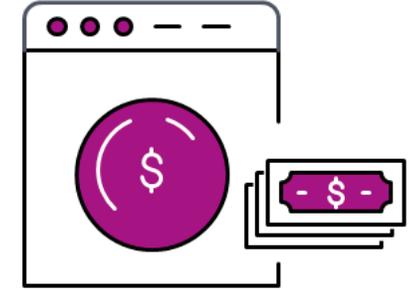
## Data compliance



## Trade compliance



## Anti-money laundering

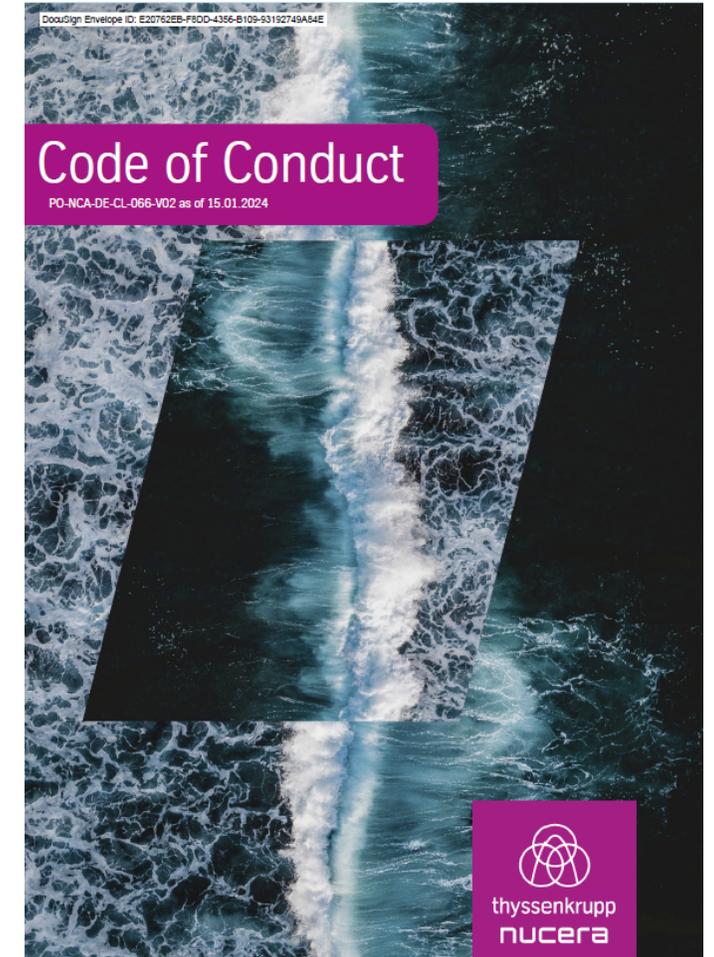


### Our tasks:

-  Legal advice in compliance topics
-  Integration in business processes
-  Prevention activities
-  Risk assessment
-  Investigation of suspected incidents

# thyssenkrupp nucera's Code of Conduct

- Defining the **general rules and requirements we expect from every NCA employee** to ensure integrity and ethically correct behavior in business life but to also guarantee a respectful and safe workplace for everyone.
- **Compliance is a core principle** within NCA
  - Our mission and story
  - 1. How we do business - our basis for collaboration
    - Corporate Governance
    - Compliance with the law and Company policies & regulations
    - Avoiding conflicts of interest
    - Fair competition
    - Preventing money laundering
    - Trade control
    - Data protection
  - 2. How we treat each other - our conduct towards colleagues and employees
  - 3. How we interact with society - our role as corporate citizen
  - 4. How we treat data - our handling of information
  - 5. How we treat company assets - our usage of property and resources
  - 6. How to live the Code of Conduct - our approach and channels for speaking-up



# thyssenkrupp nucera's Whistleblowing System



We facilitate advisory activities, enhance awareness on compliance matters, and uphold a Whistleblowing System designed as a platform for openly addressing critical issues. The Whistleblowing System is accessible to employees, partners, and other third parties, ensuring anonymity for whistleblowers if requested. Stakeholders are encouraged to report concerns through Whistleblowing System and the internal inbox

Reports will be handled according to our [Whistleblowing Rules of Procedure](#), ensuring the rights of the whistleblower as well as all affected persons are respected. All information will be treated confidentially

Included in the Compliance Management System (CMS) is the monitoring and addressing of compliance risks through the CMS.



## Whistleblowing

Reporting misconducts and actual or possible violations of the law and thyssenkrupp nucera's internal regulations, including our Code of Conduct

At thyssenkrupp nucera, we believe in fostering a transparent and ethical culture. This includes strict compliance with all applicable laws and our internal regulations, including our Code of Conduct. As stipulated therein, we are committed to ensuring a respectful working environment and do not tolerate any unacceptable treatment of employees or the threat thereof. Employees and third parties can report (possible) misconduct without a risk of retaliation, via various channels, anonymously if desired.

Reports will be handled according to our [Whistleblowing Rules of Procedure](#), ensuring the rights of the whistleblower as well as all affected persons are respected. All information will be treated confidentially. Casting suspicion on another person can have serious consequences for that person. Therefore, it is essential that the thyssenkrupp nucera Whistleblowing System is used responsibly.

Reports on misconduct can be made via the [thyssenkrupp nucera Whistleblowing System](#), via the following email address: [whistleblowing@thyssenkrupp-nucera.com](mailto:whistleblowing@thyssenkrupp-nucera.com) or by directly contacting a thyssenkrupp nucera Compliance Officer, a regional thyssenkrupp nucera L&C colleague or a local thyssenkrupp nucera Compliance Manager. Violations regarding the International Framework Agreement (thyssenkrupp internal labor law violations) can be reported [here](#) to representatives on the International Committee and the Labor Relations Department at thyssenkrupp AG or via [frameworkagreement@thyssenkrupp.com](mailto:frameworkagreement@thyssenkrupp.com).

Whistleblowing reports help us to counteract misconduct at an early stage and limit the damage for our company, our employees, and our business partners – please give us your support!

- thyssenkrupp nucera Whistleblowing System
- Whistleblowing Rules of Procedure
- Information on the processing of personal data
- Information on the International Framework Agreement at thyssenkrupp



**Compliant together at thyssenkrupp nucera – please give us your support!**

To maximize our efforts in ensuring compliance with laws and thyssenkrupp nucera's internal regulations, including our Code of Conduct, and to counteract violations at an early stage to limit the damage to our company, our employees and our business partners, we depend on your cooperation.

This Whistleblowing System is open to all thyssenkrupp nucera employees as well as third parties (customers, suppliers, etc.). It is available around the clock and allows you to quickly and easily report actual or suspected misconduct.

We encourage you to provide your name in the report. Nonetheless, you can choose to remain anonymous if this is legal in the respective country and situation. Regardless of whether you do so or not, we will communicate with you via a Secure Inbox through this Whistleblowing System. This makes communication safer and easier for you and us.

All information received is handled by a Compliance Officer of thyssenkrupp nucera, who guarantees impartiality, is independent, not bound by instructions and is obliged to confidentially thyssenkrupp nucera ensures that no employee is disadvantaged in any way as a result of information disclosed in good faith.

As casting suspicion on another person can have serious consequences for that person, it is essential that the Whistleblowing System is used responsibly. The reporting system may not be used to make false accusations against others, and altogether, deliberately untrue information may not be reported.

This Whistleblowing System is operated by EQS Group AG in Berlin, an external provider acting on behalf of thyssenkrupp nucera AG & Co. KGaA and its affiliated companies. The system is certified regularly by external experts with respect to its data security and protection.

For further details, please refer to thyssenkrupp nucera's Whistleblowing Rules of Procedure which can be accessed below.



Information is available in English, German, Italian, Japanese, Chinese and Arabic: [Whistleblowing - thyssenkrupp nucera](#)

# Data Protection and Information Security

At thyssenkrupp nucera, data protection is one of our highest priorities. It is guided by our Code of Conduct and the Group Regulation on Data Protection. These policies emphasize the importance of safeguarding personal data throughout the company and ensuring compliance with data protection regulations and local data laws



Applying principles of lawfulness, fairness and transparency when processing data



Ongoing employee training to ensure secure data processing and retention



Employing advanced IT security measures, including firewall protection, penetration testing, and multi-factor authentication, to protect against unauthorized access and data breaches



Routinely backing up our critical IT systems to minimize data loss and system downtimes as well as regular technical system checks, manual spot checks plus tailored authorizations and access restriction



*In 2024 thyssenkrupp nucera received the ISO 27001 certificate from TÜV Rheinland for its information security management system*

*The ISO 27001 certification demonstrates compliance with high security standards and internationally recognized legal and regulatory requirements, such as data protection*

Link to cyber security press release : [thyssenkrupp nucera Strengthens Cyber Security With ISO 27001 Certificate - thyssenkrupp nucera](#)

**”** *Receiving the ISO 27001 certificate shows once again that we consistently protect the confidentiality, integrity and availability of our customers' and partners' sensitive data and are continuously working to improve our security measures.* **”**

**Dr. Werner Ponikwar,  
CEO of thyssenkrupp nucera**

# Digital and AI transformation

thyssenkrupp nucera is driving a high-impact digital transformation program, leveraging Artificial Intelligence (AI) to enhance operational excellence and unlock new customer value. The company’s strategy embraces AI both internally – to streamline manufacturing, operations, and supply chain – and externally – to deliver smarter products, data-driven services, and stronger partnerships. Key objectives:

 **Digital offerings:** AI-powered services such as predictive maintenance and load balancer enhance customer value, improve plant reliability, and support data-driven decision-making.

 **Enhancing efficiency:** NCA is leveraging AI across its operations and products to drive efficiency, reduce costs, and deliver smarter industrial solutions.

 **Innovation with impact:** focuses on high-impact AI use cases—like automated quality inspections and predictive analytics—that deliver measurable business value and are scalable globally.

 **Responsible adoption:** With strong governance, cybersecurity standards, and employee training, NCA ensures that its AI transformation is secure, ethical, and aligned with NCA strategic objectives.



**NCA AI Innovators Network:** A dedicated and cross functional AI community setup in 2025 that fosters an “AI-first” mindset by sharing knowledge, exploring new technologies, organizing internal/external trainings and accelerating responsible AI adoption across business processes and products.

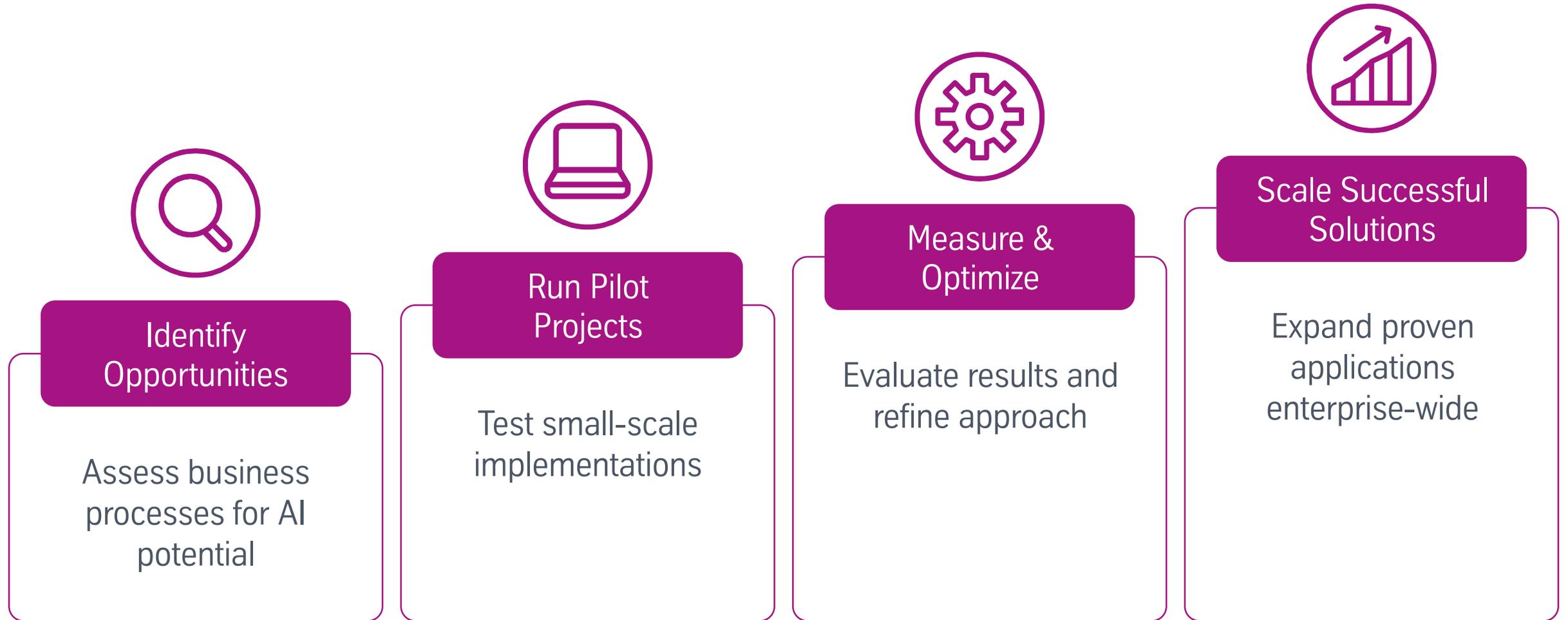
**Co-Pilot:** Above 60% of global employees are actively using MS Co-Pilot.

## Vision

thyssenkrupp nucera envisions AI as a **strategic enabler** of sustainable industrial transformation – embedding intelligence **across operations, products, and services.**

The company’s leadership champions an **‘AI-first’ mindset**, empowering every function to innovate, collaborate, and deliver measurable business value through responsible AI adoption

# Systematic AI Adoption Framework



# 5. Back up



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# Information about our shareholder structure

## Information on the free float (as of December 2025)



### Largest institutional shareholders

The 20 largest institutional investors represent around 55% of free float<sup>1</sup>.



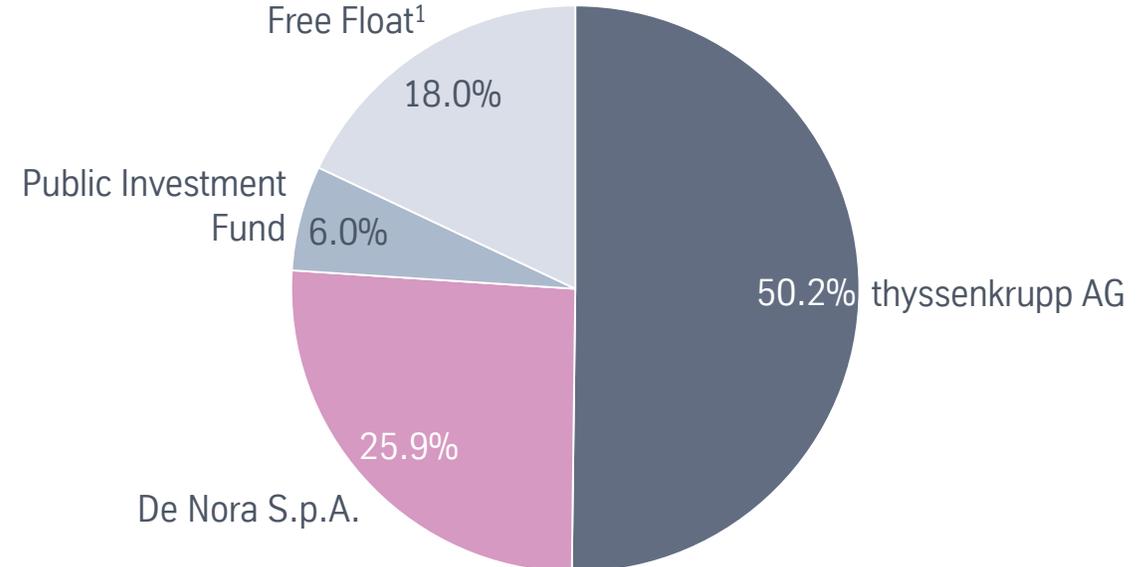
### Geographical distribution

The largest share of institutional investors is from Malaysia, followed by Switzerland, Norway, the US and UK.

ISIN	DE000NCA0001
German Securities Code (WKN)	NCA000
Ticker symbol	NCH2
Number of shares outstanding	126,315,000
Market segment	Regulated market (Prime Standard)
Stock exchange	Frankfurt Stock Exchange
Stock market segment	Prime Standard
Capital stock in EUR	126,315,000
Primary listing (Initial offer price)	July 7, 2023 (20 € per share)



## Shareholder structure based on voting rights



The voting rights notifications of the named shareholders can be found [here](#).

<sup>1</sup> Free Float as defined by Deutsche Börse (German Stock Exchange), see also <https://www.boerse-frankfurt.de/equity/thyssenkrupp-nucera-o-n/company-details>.

# Audit services and fees



KPMG AG Wirtschaftsprüfungsgesellschaft has been the auditor of the company's consolidated financial statements since FY 22/23

Current audit firm	KPMG AG, Wirtschaftsprüfungsgesellschaft
--------------------	--

Current auditor	Jan Georgi (since 22/23), Ines Klein (since 24/25)
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For the services performed by KPMG AG, the following fees were recognized as expenses:

In EUR millions	FY 23/24	FY 24/25
Audit-related fees	3	2
Fees for other services	<1	<1
<b>Total</b>	<b>3</b>	<b>2</b>

The audit fees include primarily fees for the year-end audit of the Consolidated Financial Statements and the statutory auditing of thyssenkrupp nucera AG & Co. KGaA.

# Links to important governance documents



Articles of Association



Rules of Procedure for the Supervisory Board of the thyssenkrupp nucera Management AG



Code of Conduct



Remuneration Report FY 24/25



Rules of Procedure for the Supervisory Board



Compensation System Management Board



Rules of Procedure for the Management Board



Annual Report FY 24/25



Declaration of conformity



Corporate Governance Website

Last updated: March 2026

# Your thyssenkrupp nucera Investor Relations Contacts



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This presentation contains certain supplemental financial or operative measures that are not calculated in accordance with IFRS and are therefore considered as non-IFRS measures. We believe that such non-IFRS measures used, when considered in conjunction with (but not in lieu of) other measures that are computed in accordance with IFRS, enhance the understanding of our business, results of operations, financial position or cash flow. There are, however, material limitations associated with the use of non-IFRS measures including (without limitation) the limitations inherent in the determination of relevant adjustments. The non-IFRS measures used by us may differ from, and not be comparable to, similarly titled measures used by other companies.

All numbers shown are as reported, unless otherwise stated. All amounts are stated in million euros (mn €) unless otherwise indicated. Amounts below 0.5mn € are rounded and reported as 0. Rounding differences may occur.



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