

Rules of Procedure for the Executive Board
of ThyssenKrupp AG
(Version of October 1, 2009)

Art. 1
General

- (1) The Executive Board shall conduct the business of the Company in accordance with the statutory provisions, the Articles of Association, Group policy statements and these Rules of Procedure. It shall cooperate in trust with the other bodies of the Company in the interest of the enterprise.
- (2) The distribution of directorates among the individual members of the Executive Board is shown in the organization chart attached as an Annex which forms part of these Rules of Procedure.

Art. 2
Overall responsibility and management of the directorates

- (1) The members of the Executive Board shall jointly bear responsibility for overall business management. They shall work together collegially and keep each other informed about important measures and events in their directorates. Each member of the Executive Board shall disclose conflicts of interest to the Supervisory Board immediately. The disclosure procedure shall be agreed with the Supervisory Board chairman, the other Executive Board members shall be informed immediately.
- (2) Under its reporting obligations pursuant to Art. 90 of the Stock Corporation Act (AktG) the Executive Board shall inform the Supervisory Board about fundamental questions of corporate planning. The Executive Board shall agree the strategic alignment of the Company and the Group with the Supervisory Board and discuss with it at regular intervals the progress made with implementing the strategy.

The interests of the Group shall have priority over the interests of the individual companies and shareholdings.

If any member has serious misgivings about a matter in a different directorate, he shall be obliged to obtain a resolution of the Executive Board if the misgivings cannot be removed by talking to the other member of the Executive Board.

- (3) The Executive Board shall decide by resolution
- a) on all matters for which a resolution by the Executive board is required by law, by the Articles of Association or by these Rules of Procedure, in particular on
 - aa) the preparation of the parent-company financial statements and the consolidated financial statements and the management reports
 - bb) the convening of the General Stockholders' Meeting and the proposals for resolution by the General Stockholders' Meeting,
 - cc) the periodic reports presented to the Supervisory Board,
 - dd) transactions requiring the approval of the Supervisory Board,
 - ee) the passing of Group policies.
 - b) on all matters presented by a member for resolution by the Executive Board,
 - c) on fundamental questions of the organization and business policy of the Company and the Group, plans for the Company and the Group, and principles of collaboration among the business areas,
 - d) on fixed-asset investment outside the approved investment plan within the Group, insofar as the application volume of the individual investment exceeds the amount of €2.5 million,
 - e) on financial investment outside the approved investment plan within the Group, insofar as the application volume of the individual investment amounts to €10 million or more.

- (4) Each individual member of the Executive Board shall be responsible within the framework of the Executive Board resolutions for managing the directorate assigned to him. Insofar as measures and transactions in one directorate also affect one or more other directorates, the Executive Board member shall consult with the other members involved in advance. If agreement cannot be reached or cannot be obtained in time, each Executive Board member involved is obliged to obtain a resolution of the Executive Board.
- (5) Measures and transactions of a directorate which are of exceptional significance for the directorate, the Company or the Group, or which entail an exceptional economic risk, are subject to the prior approval of the Executive Board. The same shall apply to measures and transactions for which the chairman of the Executive Board requests the prior resolution of the Executive Board.
- (6) If a decision of the Executive Board pursuant to par. 4 sentence 3 and par. 5 cannot be obtained in good time, and if a delay is not justifiable to avoid directly imminent serious disadvantages for the directorate, the Company or the Group, the members of the Executive Board who can be contacted shall decide. The other Executive Board members shall be informed of the decision without delay.
- (7) Every Executive Board member shall report to the Executive Board on measures, transactions, events and developments in his directorate of importance to the directorate, the Company or the Group. The report shall be submitted as early as possible. The Executive Board shall be informed in advance of measures and transactions requiring the approval of the Executive Board.
- (8) When a member is absent, the members of the Executive Board - in consultation with the chairman - shall arrange for the management of the directorate concerned during the period of absence.

Art. 3

Chairman of the Executive Board

- (1) The chairman of the Executive Board shall be responsible for coordinating all the directorates of the Executive Board. He shall work towards ensuring that the management of all directorates is uniformly directed towards the targets set by the resolutions of the Executive Board. The chairman may request information at any time from the members of the Executive Board on individual matters in their directorate and may decide that he should be informed in advance of certain types of transaction.
- (2) The chairman of the Executive Board shall represent the Executive Board and the Company vis-à-vis the general public, in particular vis-à-vis authorities, associations, industrial organizations and gazettes.
- (3) The chairman of the Executive Board shall be responsible for dealings with the Supervisory Board and its members. He shall keep in regular contact with the chairman of the Supervisory Board and discuss with him the strategy, business performance and risk management of the Company. In the case of important events which are significant for assessing the situation, development and management of the Company or the Group, the chairman of the Executive Board shall report immediately to the chairman of the Supervisory Board.

Art. 4

Meetings and resolutions

- (1) The Executive Board shall as a rule pass resolutions in meetings which shall be held at least twice a month. The agenda and the resolution proposals and requisite documents on items of the agenda shall be supplied no later than three days before the meeting. Each member of the Executive Board may request that a meeting be convened, stating the subject for discussion; in the same way each member may request that a subject be included in the agenda of a meeting.

- (2) The chairman of the Executive Board shall chair the meetings. If he is prevented from attending, the vice chairman of the Executive Board shall chair the meeting. The chairman of the meeting shall determine the sequence in which the items of the agenda are dealt with and the method and sequence of voting. The Executive Board may agree that persons who are not members of the Executive Board be included in the discussion of individual items. The chairman may require that the resolution on an individual item of the agenda be postponed.
- (3) The Executive Board shall constitute a quorum when all members have been invited and at least half of the members are in attendance at the meeting. Absent members may submit their votes in writing, by fax or by telephone. Votes submitted by telephone shall be confirmed in writing. The absent members shall be informed immediately about resolutions passed in their absence. Except in emergencies, discussions and resolutions on matters from the directorate of an absent member should only take place after the absent member has first been contacted.
- (4) At the instruction of the chairman of the Executive Board, resolutions may also be passed outside meetings by votes cast orally, by telephone, in writing, by fax, or using another common means of communication, unless a member of the Executive Board objects to this procedure. Votes submitted orally and by telephone shall be confirmed in writing.
- (5) The Executive Board shall pass resolutions in meetings by simple majority of the votes cast, outside meetings by simple majority of its members. Every member of the Executive Board has the right to object to a resolution relating to major concerns of his directorate or business area. The effect of the objection shall be that the resolution is initially not implemented but the matter is discussed and resolved on again in a further Executive Board meeting. If the Executive Board again resolves against the vote of the objecting member, the resolution shall be effective; the chairman of the Executive Board shall inform the chairman of the Supervisory Board of the objection.
- (6) Minutes shall be drawn up of the meetings of the Executive Board. The minutes shall be signed by the chairman of the meeting and copies shall be sent to all members of the Executive Board. The minutes shall be deemed to have been ap-

proved if no member of the Executive Board raises objections in the next meeting following receipt of the minutes. Resolutions of the Executive Board passed outside meetings shall be recorded in separate minutes or included in the minutes of the next meeting of the Executive Board.

Art. 5

Provision of information to the Supervisory Board

- (1) The Executive Board shall supply the Supervisory Board with regular, up-to-date, comprehensive reports on all issues relevant to the Company and the Group relating to planning, business development, risks, risk management and compliance. It shall explain and state reasons for discrepancies between the course of business and the plans and targets established.
- (2) Reports by the Executive Board to the Supervisory Board shall as a rule be made in text form.
- (3) Documents needed for decision making, in particular the parent-company financial statements, consolidated financial statements and the audit report, shall be furnished to the members of the Supervisory Board in good time ahead of the meeting.

Art. 6

Special transactions

- (1) The exercise of secondary occupations, in particular the acceptance of seats on supervisory boards outside the Group, is subject to the prior approval of the Supervisory Board.
- (2) Pursuant to Art. 112 AktG transactions between a member of the Executive Board and the Company shall be concluded by the Supervisory Board for the Company. Material transactions (value threshold €1 million) concluded between a person with close connections to the Executive Board member (spouses, registered partners, relations in the first degree) and the Company or a Group subsidiary, are subject to

the prior approval of the Supervisory Board. The same shall apply to material transactions concluded between an enterprise over which a member of the Executive Board or a person with close connections to him can exercise control and the Company or a Group subsidiary. The applications for approval shall be made by the Executive Board member concerned to the Supervisory Board. The application for approval shall show that the transaction complies with customary standards.

- (3) In cases under par. 1 and par. 2 sentence 1, the Executive Board member concerned shall inform the Executive Board chairman without delay about the application to the Supervisory Board and the decision of the Supervisory Board. In cases under par. 2 sentences 2 and 3, the Executive Board member concerned shall at the same time inform the other members of the Executive Board.