

Invitation to the

Annual General Meeting

2019

thyssenkrupp AG  
February 1st, 2019



thyssenkrupp

## Agenda at a glance

1. Presentation of the adopted financial statements of thyssenkrupp AG and the approved consolidated financial statements for the year ended September 30, 2018, the combined management report on thyssenkrupp AG and the Group for the 2017/2018 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289 (4), § 315 (4) German Commercial Code (HGB)
2. Resolution on the disposition of unappropriated net income
3. Resolution on the ratification of the acts of the members of the Executive Board
4. Resolution on the ratification of the acts of the members of the Supervisory Board
5. Resolution on the election of the auditors for the parent-company and consolidated annual financial statements and the auditors' review of interim financial reports
6. Resolution on the election of Supervisory Board members

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thyssenkrupp AG, Duisburg and Essen  
– ISIN DE0007500001 –

# Invitation to the Annual General Meeting

Dear Shareholders\*,

We hereby invite you to the 20th Annual General Meeting of thyssenkrupp AG with registered office in Duisburg and Essen.

The Annual General Meeting will be held at 10.00 a.m. on Friday, February 1st, 2019, at the RuhrCongress, Stadionring 20, 44791 Bochum, Germany.

## I. Agenda

1. Presentation of the adopted financial statements of thyssenkrupp AG and the approved consolidated financial statements for the year ended September 30, 2018, the combined management report on thyssenkrupp AG and the Group for the 2017/2018 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289 (4), § 315 (4) German Commercial Code (HGB)

Supervisory Board approved the financial statements and the consolidated financial statements prepared by the Executive Board; the financial statements are thus adopted. Adoption by the Annual General Meeting is therefore not required. The financial statements, the consolidated financial statements, the combined management report, the report by the Supervisory Board and the explanatory report by the Executive Board on the information required under takeover law are to be made available to the Annual General Meeting without requiring a resolution under the Stock Corporation Act. These documents are available for viewing on the internet at <http://www.thyssenkrupp.com/de/investoren/hauptversammlung/>.

\* male / female / divers

## 2. Resolution on the disposition of unappropriated net income

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2017/2018 fiscal year in the amount of €2,097,310,346.69 as follows:

- Distribution of a dividend of €0.15  
per eligible share: €93,379,761.15
- Remaining amount to be carried forward: €2,003,930,585.54

At the time of convening the Annual General Meeting, the Company holds no treasury shares. Pursuant to § 71b AktG, treasury shares are not eligible for dividend payment. Should the Company hold treasury shares at the time of the Annual General Meeting, the proposal for the appropriation of net income shall be adjusted accordingly without affecting the dividend payment of €0.15 per eligible share.

In accordance with § 58 (4) sentence 2 AktG, shareholders are entitled to payment of their dividend on the third business day following the Annual General Meeting, i.e. February 6, 2019.

## 3. Resolution on the ratification of the acts of the members of the Executive Board

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board during the 2017/2018 fiscal year be ratified for this period.

## 4. Resolution on the ratification of the acts of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the acts of the members of the Supervisory Board during the 2017/2018 fiscal year be ratified for this period.

## 5. Resolution on the election of the auditors for the parent-company and consolidated annual financial statements and the auditors' review of interim financial reports

On the recommendation of its Audit Committee, the Supervisory Board proposes:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Essen, be elected as auditors for the parent-company and consolidated financial statements for the 2018/2019 fiscal year and for any required auditors' review of interim financial reports for the 2018/2019 fiscal year and for any required auditors' review of interim financial reports for the 2018/2019 fiscal year issued before the 2020 Annual General Meeting.

## 6. Resolution on the election of Supervisory Board members

The term of office of the court-appointed Supervisory Board member Martina Merz ends at the close of the Annual General Meeting on February 1st, 2019. She is now to be appointed to the Supervisory Board as shareholder representative by the Annual General Meeting. In addition Dr. Wolfgang Colberg is to be elected to the Supervisory Board by the Annual General Meeting as a further shareholder representative to fill the currently vacant seat. At the recommendation of the Supervisory Board, the Executive Board has already applied for the court appointment of Dr. Colberg as member of the Supervisory Board until the close of the Annual General Meeting on February 1st, 2019.

The Supervisory Board of the Company comprises 20 members, ten of whom are appointed by the shareholders and ten by the employees (§ 96 (1), § 101 (1) of the Stock Corporation Act (AktG) and § 7 (1) sentence 1 no. 3 of the 1976 Codetermination Act (Mitbestimmungsgesetz 1976)). In accordance with § 9 (2) of the Articles of Association, two of the ten members to be appointed by the shareholders are designated to the Supervisory Board by the Alfried Krupp von Bohlen und Halbach Foundation. At least 30 percent of the Supervisory Board members must be women and at least the same proportion must be men. This minimum quota is generally to be fulfilled by the Supervisory Board as a whole. In accordance with § 96 (2) sentence 3 AktG, the employee representative side has raised an objection against fulfillment of the quota by the Supervisory Board as a whole. The minimum quota is therefore to be fulfilled separately by the shareholder side and employee side and amounts to three women and three men for each side. At the time of convening

the Annual General Meeting, the shareholder side is represented on the Supervisory Board by four women and five men. The minimum quota is therefore currently fulfilled by the shareholder representatives and would continue to be fulfilled after the election of the two proposed candidates. The two election proposals are based on the recommendations of the Supervisory Board Nomination Committee and take into account the diversity model adopted by the Supervisory Board including the targets for its composition and the competency profile for the whole board. In the election of the shareholder representatives, the Annual General Meeting is not bound by election proposals. In accordance with the German Corporate Governance Code, the elections are to be carried out by individual ballot.

The Supervisory Board proposes that the following candidates be elected to the Supervisory Board with effect from the end of the 2019 Annual General Meeting and in accordance with § 9 (3) sentence 3 of the Articles of Association up to the end of the Annual General Meeting which ratifies the acts of the Supervisory Board for the 2018/2019 fiscal year:

- a) **Martina Merz**, Stuttgart, Germany  
Self-employed management consultant
  
- b) **Dr. Wolfgang Colberg**, Frankfurt am Main, Germany  
Senior Advisor, CVC Advisers (Deutschland) GmbH

In the event that she is elected, it is planned that Ms. Merz will be proposed to the Supervisory Board as candidate for the Supervisory Board Chair. The current Supervisory Board Chairman, Prof. Dr. Bernhard Pellens, has announced that in view of the large number of tasks resulting from the separation of the Company he intends to focus exclusively on chairing the Audit Committee of the Supervisory Board, a position he has held for many years. With these proposed decisions the Company also complies with the recommendation of the German Corporate Governance Code that the Supervisory Board Chair should not chair the Audit Committee.

The résumés and further information on the candidates proposed for election are attached in Section II. of this agenda.

## II. Supplementary information on agenda item 6



### Résumé

**Martina Merz**

Stuttgart, Germany

\* 01.03.1963

Nationality: German

Self-employed management consultant

**Education**

Degree in mechanical engineering, specializing in production technology, from the Stuttgart University of Cooperative Education

**Career**

- |              |  |
|--------------|--|
| 1985 to 2002 | Various positions in management at Robert Bosch GmbH               |
| 2002 to 2005 | Executive Vice President<br>Brose Fahrzeugteile GmbH & Co. KG      |
| 2005 to 2012 | Executive Vice President Robert Bosch GmbH                         |
| 2012 to 2015 | Chief Executive Officer (CEO)<br>Chassis Brakes International B.V. |

**Current directorships**

Membership of supervisory boards in Germany:

- Deutsche Lufthansa AG (since April 28, 2016, elected until Annual General Meeting 2021)
- thyssenkrupp AG (since December 5, 2018, appointed until Annual General Meeting 2019)

Membership of comparable German and non-German control bodies of business enterprises:

- Board of Directors AB Volvo (Sweden)
- Board of Directors SAF-HOLLAND S.A. (chair) (Luxembourg)
- Board of Directors NV Bekaert S.A. (Belgium)
- Board of Directors Imerys S.A. (France)

**Independence (Section 5.4.1 (4 - 6) German Corporate Governance Code**

There are no relationships with governing bodies of thyssenkrupp AG, shareholders with a material interest in thyssenkrupp AG, or the thyssenkrupp Group.



## Résumé

### **Dr. Wolfgang Colberg**

Frankfurt am Main, Germany

\* December 16, 1959

Nationality: German

Senior Advisor, CVC Advisers (Deutschland) GmbH

### **Education**

Degree in business administration and business information systems and PhD at Kiel University

### **Career**

- 1986 to 2000 Various management positions at Robert Bosch GmbH
- 2001 to 2009 Member of the Board / Chief Financial Officer (CFO), BSH Home Appliances Group
- 2009 to 2013 Chief Financial Officer (CFO) Evonik Industries AG
- 2013 to 2018 Industrial Partner at CVC Capital Partners
- Since 2018 Senior Advisor, CVC Advisers (Deutschland) GmbH

### **Current directorships**

Membership of statutory supervisory boards in Germany:

- none

Membership of comparable German and non-German control bodies of business enterprises:

- Member of the Board Pernod Ricard S.A. (France)
- Chairman of the Advisory Board AMSilk GmbH (Munich)
- Chairman of the Advisory Board Efficient Energy GmbH (Munich)
- Chairman of the Board ChemicalInvest Holding B.V. (Netherlands)

### **Independence (Section 5.4.1 (4 - 6) German Corporate Governance Code)**

There are no relationships with governing bodies of thyssenkrupp AG, shareholders with a material interest in thyssenkrupp AG, or the thyssenkrupp Group.

## III. Further information

### 1. Total number of shares and voting rights

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

### 2. Conditions of participation in the Annual General Meeting and exercise of voting rights

Only those persons who are Company shareholders at the start of the 21st day before the Annual General Meeting, i.e. January 11, 2019, 00.00 hours (record date) and register for the Annual General Meeting may participate in the meeting – either in person or by proxy – and exercise voting rights. The registration must reach the registration office specified below by no later than midnight on January 25, 2019, at the latest together with the confirmation of shareholding issued by the depository bank or financial services company on the record date. The registration and confirmation of shareholding must be in German or English. Text form is sufficient for the confirmation of shareholding.

**Registration office:**

thyssenkrupp AG

c/o Computershare Operations Center

80249 Munich, Germany

Fax: +49 89 30903-74675

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Normally the depository banks submit the registration and confirmation of shareholding on behalf of their customers. Shareholders are therefore requested to contact their depository bank at the earliest opportunity and order an admission ticket for the Annual General Meeting at the same time. As in previous years, the registration office will issue only one admission ticket to the Annual General Meeting per shareholder.

**Data protection**

When you register for the Annual General Meeting or authorize a proxy, we will collect personal data on you and/or your authorized proxy. We do so to enable shareholders to exercise their rights at the Annual General Meeting.

As data controller, thyssenkrupp AG will process your data in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all further applicable laws. Details of how your personal data is handled and your rights under the GDPR can be found on the internet website of the Annual General Meeting: [www.thyssenkrupp.com/en/investors/annual-general-meeting/](http://www.thyssenkrupp.com/en/investors/annual-general-meeting/)

### 3. Procedure for voting by postal vote

Shareholders who do not wish to attend the Annual General Meeting in person can submit their votes also in writing by postal vote. The form printed on the admission ticket is available for this. Votes submitted by postal vote must reach the Company at the address given in section 2 above by no later than January 30, 2019. Shareholders voting by postal vote are not excluded from attending the Annual General Meeting.

### 4. Procedure for voting by proxy

**Authorizing a third-party proxy**

Shareholders can also have their voting rights exercised by a proxy, e.g. a bank, a shareholders' association or another third party. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the Company must be in text form, if neither a bank, an equivalent institute or enterprise pursuant to § 135 (10) AktG in conjunction with § 125 (5) AktG, a shareholders' association nor a party of equal status pursuant to § 135 (8) AktG has been authorized to exercise voting rights. The form printed on the admission ticket can be used to authorize proxies. Proxies may also be authorized electronically via the internet using the data given on the admission ticket. Specific rules have to be observed when authorizing banks, equivalent institutes or enterprises pursuant to § 135 (10) AktG in conjunction with § 125 (5) AktG, shareholders' associations or parties of equal status pursuant to § 135 (8) AktG; details should be requested from the party to be authorized.

**Authorizing Company-nominated proxies**

Shareholders can also participate in the voting by issuing instructions to a proxy nominated by the Company. The proxies are obligated to vote as instructed; they cannot exercise the voting rights at their own discretion. Proxy authorizations and voting instructions to Company-nominated proxies can be issued via the Company's internet-based authorization and instruction system before and during the Annual General Meeting but must be available before the start of voting. Shareholders can access the internet-based authorization and instruction system with the data on their admission ticket.

## 5. Transmission of the Annual General Meeting on the internet

At the instruction of the Chairman of the Meeting, all shareholders of thyssenkrupp AG and interested members of the public can follow the entire Annual General Meeting live on the internet at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/> on February 1st, 2019, starting at 10.00 a.m. The opening of the Annual General Meeting by the Chairman of the Meeting together with the speech by the Executive Board Chairman will also be available as a recording after the Annual General Meeting.

The transmission of the Annual General Meeting does not allow participation in the Annual General Meeting in the meaning of § 118 (1) sentence 2 AktG.

## 6. Additional agenda item proposals pursuant to § 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 items to 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 the close of January 1st, 2019, 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.

## 7. Shareholder motions and election proposals pursuant to § 126 (1) and § 127 AktG

Countermotions against a proposal made by the Executive Board and/or Supervisory Board with regard to a specific agenda item and shareholder proposals for the election of Supervisory Board members or auditors, which are to be made accessible before the Annual General Meeting, should be sent exclusively to the following address. Countermotions and election proposals sent to a different address will not be taken into consideration.

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

Insofar as they are required to be made available to the other shareholders, countermotions and election proposals arriving with evidence of shareholder status at this address by no later than the close of January 17, 2019, 24.00 hours, will be published immediately on the internet at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/>. Any comments from the boards will likewise be published at the same internet address.

This does not affect the right of shareholders to put forward countermotions on the various agenda items and proposals for the election of Supervisory Board members or auditors during the meeting without submitting them to the Company in advance by the above deadline.

Please note that, even when submitted to the Company in good time in advance, shareholders' countermotions and election proposals can only be included in the voting if they are put forward during the Annual General Meeting.

## 8. Shareholder right of information pursuant to § 131 (1) AktG

The Executive Board is obligated to provide information about Company matters including legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements to any shareholder at their request during the Annual General Meeting insofar as such information is necessary for proper appraisal of an agenda item.

## 9. Publication on the website pursuant to § 124a AktG/Supplementary information

This invitation to the Annual General Meeting, the publishable documents and proposals of shareholders as well as further information, in particular on participating in the Annual General Meeting, the postal vote and authorizing and instructing proxies, are also available on the website of the Company at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/>. The results of voting will also be published at the same internet address after the Annual General Meeting.

More details on participating in the Annual General Meeting, the postal vote, and authorizing and instructing proxies will also be sent to shareholders together with their admission ticket.

The invitation was published in the Federal Gazette (“Bundesanzeiger”) on December 19, 2018.

Duisburg and Essen, December 2018

thyssenkrupp AG  
The Executive Board

## Dates 2019/2020

### **February 1st, 2019**

Annual General Meeting

### **February 12, 2019**

Interim report

1st quarter 2018/2019 (October to December)

Conference call with analysts and investors

### **May 14, 2019**

Interim report

1st half 2018/2019 (October to March)

Conference call with analysts and investors

### **August 8, 2019**

Interim report

9 months 2018/2019 (October to June)

Conference call with analysts and investors

### **November 21, 2019**

Annual press conference

Analysts' and investors' conference

### **January 31, 2020**

Annual General Meeting

This is a translation of the German invitation to the Annual General Meeting of thyssenkrupp AG. Only the German version of this document is legally binding on thyssenkrupp AG. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for informational purposes only. No warranty is made as to the accuracy of this translation and thyssenkrupp AG assumes no liability with respect thereto.

thyssenkrupp AG  
thyssenkrupp Allee 1  
45143 Essen, Germany  
[www.thyssenkrupp.com](http://www.thyssenkrupp.com)

engineering.tomorrow.together.