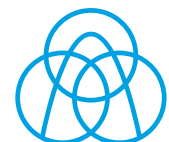


Rules of Procedure for the Mediation Committee of the Supervisory Board of thyssenkrupp AG

Version of September 7, 2016



thyssenkrupp

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§ 1 Appointment

The Mediation Committee of the Supervisory Board of thyssenkrupp AG is appointed on the basis of the Rules of Procedure for the Supervisory Board of thyssenkrupp AG. Except in cases where the provisions of the present Rules of Procedure vary, the provisions of the Rules of Procedure for the Supervisory Board of thyssenkrupp AG shall apply accordingly.

§ 2 Committee member requirements

Subject to the mandatory composition requirements set out in § 27 par. 3 Codetermination Act (MitbestG) the Supervisory Board shall ensure that the members of the Mediation Committee possess the required knowledge, skills and experience to perform the duties of the committee duly and properly.

§ 3 Duties of the Mediation Committee

The Mediation Committee has the task of making proposals for the appointment and dismissal of Executive Board members in cases where § 31 par. 3 and 5 MitbestG apply.

§ 4 Mediation Committee information

To fulfil the duties assigned to it the Mediation Committee shall be entitled to obtain all necessary information from the Executive Board and the financial statement auditor and to inspect all the Company's and the Group's business records or demand that they be presented by the Executive Board. For individual cases the Mediation Committee may authorize a Committee member to exercise alone the aforementioned rights assigned to the Mediation Committee.

§ 5 Convening, resolutions

- (1) Meetings of the Mediation Committee shall be convened by the chairman with at least two weeks' notice but in all cases before expiration of the month's period of notice required by § 31 par. 3 MitbestG. In urgent cases the chairman may shorten the period of notice and convene meetings orally or by telephone, fax or electronic media.
- (2) The provisions of the Rules of Procedure for the Supervisory Board regarding the convening and form of meetings, the presence of a quorum and the passing of resolutions shall apply analogously for the Mediation Committee. In particular, in exceptional cases resolutions of the Mediation Committee may be passed outside meetings at the instigation of the chairman. In such cases § 5 par. 1 to 3 of the Rules of Procedure for the Supervisory Board shall apply analogously.
- (3) The chairman of the Mediation Committee may invite Executive Board members or, in consultation with the Executive Board, employees of the Company to attend.

§ 6 Reporting to the Supervisory Board

The chairman of the Mediation Committee shall submit regular reports on the activities and meetings of the Mediation Committee to the Supervisory Board.

§ 7 Compensation

Compensation for committee activities shall be based on § 14 of the Articles of Association of thyssenkrupp AG.

§ 8 Secrecy and confidentiality

The members of the Nomination Committee shall be subject to the provision on secrecy and confidentiality in § 8 of the Rules of Procedure for the Supervisory Board.

thyssenkrupp AG

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