

# Rules of Procedure for the Nomination Committee of the Supervisory Board of thyssenkrupp AG

Version of September 7, 2016



thyssenkrupp

# Rules of Procedure for the Nomination Committee of the Supervisory Board of thyssenkrupp AG

## § 1 Appointment

The Nomination 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 Nomination Committee member requirements

The Supervisory Board shall ensure that the members of the Nomination Committee possess the required knowledge, skills and experience to perform the duties of the committee duly and properly.

## § 3 Duties of the Nomination Committee

- (1) The Nomination Committee has the task of nominating suitable candidates to the Supervisory Board for the Supervisory Board's proposals to the Annual General Meeting for the election of Supervisory Board members. The Nomination Committee shall take into consideration the targets adopted by the Supervisory Board for its composition, the familiarity of the Supervisory Board members as a whole with the sectors in which the Group operates, knowledge of financing strategies and financial instruments, expertise in the fields of accounting or auditing and that the Supervisory Board must be made up of at least 30 percent women and at least 30 percent men.
- (2) The Nomination Committee shall submit proposals to the Supervisory Board for the election of the members of the shareholder representatives to the committees of the Supervisory Board. This does not apply to the election of members of the shareholder representatives to the Mediation Committee. In cases where under statutory provisions or the provisions of these Rules of Procedure the Supervisory Board chairman is not simultaneously chairman of a committee, the Nomination Committee shall submit to the Supervisory Board a proposal for the election of the committee chairman.

## § 4 Nomination Committee information

To fulfil the duties assigned to it the Nomination 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 Nomination Committee may authorize a Committee member to exercise alone the aforementioned rights assigned to the Nomination Committee.

## § 5 Convening, resolutions

- (1) Meetings of the Nomination Committee shall be convened by the chairman with at least two weeks' notice. 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 Nomination Committee. In particular, in exceptional cases resolutions of the Nomination 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 Nomination 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 Nomination Committee shall submit regular reports on the activities and meetings of the Nomination 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

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

engineering.tomorrow.together.