

# Rules of Procedure for the Executive Committee (Praesidium) of the Supervisory Board of thyssenkrupp AG

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thyssenkrupp

# Rules of Procedure for the Executive Committee (Praesidium) of the Supervisory Board of thyssenkrupp AG

## § 1 Appointment

The Executive 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 Executive Committee member requirements

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

## § 3 Duties

- (1) The Executive Committee shall advise and support the Supervisory Board chairman and vice chairman in their Supervisory Board work; in addition the Executive Committee shall prepare the meetings of the Supervisory Board.
- (2) The Executive Committee shall deal with questions calling for possible immediate action by the Executive Board or potentially relating to confidential inside information, notwithstanding the subsequent approval of the full Supervisory Board. The Executive Committee shall also perform the functions mentioned in section I par. 4 of the "Agreement on Codetermination" between Industriegewerkschaft Metall / Deutscher Gewerkschaftsbund (trade unions) and Thyssen AG / Fried. Krupp AG Hoesch-Krupp dated March 20, 1998.
- (3) The Executive Committee shall deliberate on questions of corporate governance and issue recommendations in cases where Supervisory Board approval is required.
- (4) The Executive Committee shall prepare the efficiency review pursuant to § 10 of the Rules of Procedure for the Supervisory Board and shall regularly review the efficiency of its own work.
- (5) For certain cases decision-making authority may be transferred to the Executive Committee by the full Supervisory Board.

## **§ 4 Executive Committee information**

To fulfill its duties the Executive Committee is entitled to obtain all necessary information from the Executive Board and to inspect all the Company's and the Group's business documents or demand that they be presented by the Executive Board. The Executive Committee may authorize a Committee member to exercise alone the aforementioned rights assigned to the Executive Committee.

## **§ 5 Convening, resolutions**

- (1) Meetings of the Executive 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 to the Executive Committee. In particular, in exceptional cases resolutions of the Executive 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 meetings of the Executive Committee shall generally be attended by the Chief Executive Officer of the Company.
- (4) The chairman may also invite further Executive Board members or, in consultation with the Executive Board, employees of the Company to attend.

## **§ 6 Reporting to the Supervisory Board**

The chairman shall submit regular reports on the activities and meetings of the Executive Committee.

## **§ 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 Executive 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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