

Group Regulation

Corruption Prevention

Version 02

Contents

1. Objectives.....	2
2. Addressees and scope	2
3. thyssenkrupp Rules on Corruption Prevention	2
3.1 Our Claim	2
3.2 Avoiding Conflicts of Interest	2
3.3 Prohibition of Active Corruption.....	3
3.4 Prohibition of Passive Corruption.....	4
3.5 Dealing with Public Officials.....	4
3.6 Invitations and Gifts	4
3.7 Donations and Sponsoring	5
3.8 Delegation Trips and Plant Visits	5
3.9 Consultants and Intermediaries.....	6
3.10 Behavior in Case of Doubt.....	6
4. Definitions	7
5. Validity period	7

1. Objectives

thyssenkrupp stands for technological competency, innovation, customer orientation and motivated, responsible employees. These factors are the basis of our high reputation and the long-term economic success of the Group in global competition.

We at thyssenkrupp wish to pursue stable business relations with our business partners based on the convincing quality of our products and services as well as our unequivocal commitment to fair trade. We compete fairly for contracts and not by offering improper advantages to others. Our business decisions are neither influenced by private interests nor by personal advantages.

With our Compliance Program, we have taken wide-ranging measures to ensure Compliance with anti-corruption regulations and with the Policies, Regulations and Operating Instructions based thereon. Violations will not be tolerated (zero tolerance) and will result in sanctions against the persons concerned.

All employees are requested to cooperate actively in their areas of responsibility in implementing the thyssenkrupp Compliance Program.

2. Addressees and scope

This Regulation applies to all companies, employees, managers and executive board members of the *thyssenkrupp Group*, the *Regulation-relevant Shareholdings*, and the third parties included under Section 2 of the Group Regulation Document Architecture.

3. thyssenkrupp Rules on Corruption Prevention

3.1 Our Claim

The thyssenkrupp Group expects all its employees, at all levels and regardless of their hierarchical position within the Group, to comply with the applicable anticorruption laws and this Regulation on corruption prevention.

3.2 Avoiding Conflicts of Interest

The Group expects all its employees to make business decisions solely in the best interest of thyssenkrupp.

Conflicts of interest may arise from any personal interests which may exist in connection or conflict with the performance of the work for thyssenkrupp, e.g.:

- Personal relation to or any other close relationship with business partners of thyssenkrupp in cases in which the employee places orders, gives approvals or the like with respect to such business partners.
- Secondary employment at other companies or self-employment that infringes on the interest of thyssenkrupp.
- Share ownership in competitors or business partners of thyssenkrupp that enables the exertion of business influence.
- Placing of private orders for products and services with distributors, suppliers or clients of thyssenkrupp, especially if the employee exercises or is capable of exercising a direct or indirect influence on the business relationship of the respective business partner with thyssenkrupp.
- The hiring of persons related to employees of thyssenkrupp if the respective thyssenkrupp employee is able to influence the hiring decision.
- Direct reporting lines between thyssenkrupp employees being closely related to each other.

Employees must therefore declare any conflicts of interest to their superiors and the responsible Compliance Officer or Regional Compliance Officer in writing.

Without the prior written approval of their superiors, employees who are related to or maintain any other close relationship with business partners are not entitled to place orders, give approvals or the like to such business partners.

In cases where a conflict of interest may arise, employees of thyssenkrupp may only place private orders for products and services with distributors, suppliers or clients if the market price is paid and the payment is documented.

3.3 Prohibition of Active Corruption

No employees of thyssenkrupp may offer, promise, grant or approve any advantages to business partners, clients or any other third party aimed at gaining preferential treatment in the award of contracts or of other kind of business.

It is irrelevant whether the advantages are or are supposed to be granted directly or indirectly, e.g. through the use of a commissioner, consultant, agent, intermediary, business partner or other third party.

3.4 Prohibition of Passive Corruption

Employees of thyssenkrupp may not misuse their professional position to demand, be promised or accept any advantages.

This also applies to advantages in favor of family members, friends, acquaintances, organizations etc. (“Related Persons”).

3.5 Dealing with Public Officials

Employees of thyssenkrupp may not offer, promise, grant nor approve any advantages to public officials. Permitted are only generally accepted customary promotional gifts and acts of hospitality of verifiable small value.

It is also prohibited to bribe or make facilitation payments to public officials. Bribes and facilitation payments are improper payments designated to accelerate or otherwise facilitate an official act.

The definition of public official is to be determined in each individual case depending on local law. Typically, members of government, civil servants, judges, public prosecutors, soldiers or other persons exercising public functions are public officials. However, employees of public international organizations as well as public enterprises may be considered public officials.

3.6 Invitations and Gifts

Invitations and gifts may not be misused to influence decisions of business partners, customers or public officials.

Invitations and gifts may therefore only be accepted or granted if occasion and scope are reasonable, i.e. of low value and of local customary business practice. In order to avoid the suspicion of attempting to influence business decisions, strict standards are to be applied when considering the value and local customs.

The acceptance of invitations to sporting, cultural or similar events which are not directly connected in time and place with an employee’s work obligations and/or which include Related Persons require prior approval of the superior.

In this context the binding requirements of the Group Regulation on Corporate Citizenship Activities, Memberships, and Ticket Purchases in its current version must be observed.

In addition, the recommendations of the Guidance Notes on Dealing with Invitations, Gifts and Discounts including the value limits specified therein as well as the FAQs on Invitations and Gifts in their current versions give further guidance.

3.7 Donations and Sponsoring

In matters of donations and sponsoring the binding requirements of the Group Regulation on Corporate Citizenship Activities, Memberships, and Ticket Purchases in its current version must be observed.

3.8 Delegation Trips and Plant Visits

Invitations to delegation trips or plant visits, e.g. for inspection, demonstration or technical approval purposes as well as visits to reference sites must only be extended to employees of (potential) business partners, customers or public officials if an underlying legitimate business purpose exists.

Legitimate business purposes include (but are not limited to) for instance the presentation of products and services of the company as well as the fulfillment of a contractual obligation vis-à-vis the business partner, customer or public authority.

Organisation and itinerary of the trip along with a written agenda must be documented. The documentation shall include details regarding the participants and the itinerary of the trip, especially details of the social program and / or invitations as well as the planned and actual costs incurred. This includes any deviations from the original itinerary.

Multi-day trips or trips with a lavish social program are permitted only on the basis of a contractual agreement with the business partner, customer or public authority on the basis of a written agenda. The consent of the business partner, customer or public authority may substitute the contractual agreement.

Meeting travel and incidental expenses (except local transportation) of an employee of the business partner, customer or of the public official also requires a contractual agreement or the consent of the business partner, customer or public authority.

Section 3.6 shall apply accordingly.

Trips involving spouses, relatives or other accompanying persons are to be avoided and are only permitted after prior review by a Compliance Officer.

Individual Business Areas have issued additional policies on this subject which must be observed.

3.9 Consultants and Intermediaries

When concluding commission agreements, it must be ensured that commissions are only paid for legally permissible activities and are not used for illicit payments. Commissions and compensations paid to a consultant, intermediary or any other person engaged by or on behalf of thyssenkrupp must be proportionate and reasonable in relation to the activities carried out.

Payments suspected to be used in whole or in part as bribes may not be agreed upon.

In the context of third parties to be engaged for sales support purposes the binding requirements of the Group Regulation on the use of intermediaries, consultants and other persons engaged for sales support purposes in its current version must be observed.

3.10 Behavior in Case of Doubt

In cases of doubt about the admissibility of a particular conduct or if the conduct is likely to create the appearance of corruption (“appearance of wrongdoing”) this conduct must be avoided. Alternatively and before any action is taken, the facts of the case are to be submitted for legal assessment to a Compliance Officer whose re-commendations and guidelines are to be considered.

A legal assessment by a Compliance Officer is always required in the following critical situations (non-exhaustive list) as they may create the appearance of wrongdoing:

- if an employee is in doubt whether a personal interest in connection with a business decision creates a conflict of interest;
- in connection with invitations and gifts if it is known that the recipient’s company issued narrow Compliance guidelines or instructions which the recipient would violate in accepting the invitation or gift;
- in case there are indications of invoices being overbilled (e.g. by overpaying the value of goods, services etc.) or in case of reimbursements (bonus payments, year-end payments, credits, discounts or other payments) in connection with a supply or service relationship, if the recipient of the reimbursement and the initial recipient of the invoice or beneficiary are not identical;
- in case of donations and sponsorships to/of state agencies, public officials, business partners or a person or entity who/which is close to the state agency, public official or business partner;
- in case of extravagant invitations;

- in case of invitations involving accompanying persons;
- in case of extravagant gifts (e.g. luxury goods, precious metals);
- in case of delegation trips/plant visits with more than a minor social program or involving accompanying persons.

4. Definitions

Unless otherwise specified in this Regulation, the definitions established in the Group Regulation Document Architecture of the *thyssenkrupp Group* shall also apply to this Regulation and its annexes.

5. Validity period

This Group Regulation is valid indefinitely from November 1, 2015.