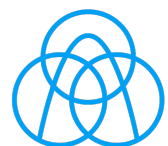


# Rules of Procedure for the Personnel Committee of the Supervisory Board of thyssenkrupp AG

Version of May 18, 2020



thyssenkrupp

## § 1 Appointment

The Personnel 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

- (1) The chairman of the Personnel Committee should be independent of the Company and the Executive Board.
- (2) The Supervisory Board shall ensure that the members of the Personnel Committee possess the knowledge, ability and expert experience required to properly fulfill the duties of the committee.

## § 3 Duties

- (1) The Personnel Committee shall prepare the personnel decisions of the Supervisory Board and in particular make proposals for the appointment and termination of the appointment of members of the Executive Board. It shall also make a proposal for the target share of women on the Executive Board and a deadline for achieving this target.
- (2) The Personnel Committee shall submit to the Supervisory Board proposals for resolution on the compensation of the individual Executive Board member, on the lowering of compensation, on the compensation system and the regular review thereof. The Personnel Committee shall assess the appropriateness and habitualness of the proposed compensation taking into account horizontal and vertical comparability.
- (3) The Personnel Committee shall resolve in place of the Supervisory Board on
  - (a) conclusion, amendment, renewal and termination of the contracts of service with the members of the Executive Board in line with the compensation system determined in each case by the full Supervisory Board and the compensation established for the individual Executive Board member,
  - (b) other legal transactions vis-à-vis Executive Board members under § 112 AktG,
  - (c) consent to sideline activities (including the acceptance of seats on supervisory boards outside the Group and publications requiring the approval of the Supervisory Board in accordance with the contract of employment) and to other activities of an Executive Board member under § 88 AktG,
  - (d) granting of loans to the persons named in § 89 and § 115 AktG,
  - (e) approval of agreements with Supervisory Board members under § 114 AktG.

## § 4 Personnel Committee information

To fulfill its duties the Personnel 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. In individual cases the Personnel Committee may authorize a committee member to exercise alone the aforementioned rights assigned to the Personnel Committee.

## § 5 Convening, resolutions

- (1) Meetings of the Personnel 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, form and minutes of meetings, the presence of a quorum and the passing of resolutions shall apply analogously to the Personnel Committee. In particular in exceptional cases, resolutions of the Personnel Committee may be passed outside meetings at the instigation of the chairman. In such cases § 5 paras. 1 to 3 of the Rules of Procedure for the Supervisory Board shall apply analogously.
- (3) The meetings of the Personnel Committee shall generally be attended by the Chief Executive Officer of the Company.
- (4) The chairman of the Personnel Committee 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 of the Personnel Committee shall submit regular reports to the Supervisory Board on the work of the Personnel 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 Personnel Committee shall be subject to the provisions on secrecy and confidentiality in § 8 of the Rules of Procedure for the Supervisory Board..

thyssenkrupp AG

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