



thyssenkrupp

**Declaration by the Executive Board and Supervisory Board
of thyssenkrupp AG
on the recommendations of the
“Government Commission on the German Corporate Governance Code”
in accordance with Art. 161 of the Stock Corporation Act (AktG)**

1. thyssenkrupp AG complies with all recommendations of the German Corporate Governance Code as amended on February 7, 2017 and published by the Federal Ministry of Justice in the official section of the Federal Gazette (“Bundesanzeiger”) on April 24, 2017, and will continue to comply with these recommendations in the future with the following exception:

The recommendation in Section 5.3.2 (3) sentence 3 of the Code, pursuant to which the chairperson of the Supervisory Board shall not chair the audit committee, is not complied with. The Supervisory Board of thyssenkrupp AG elected on September 30, 2018 Prof. Dr. Bernhard Pellens as chairmen of the Supervisory Board. Against the background that the term of office of the Supervisory Board members appointed by the Annual General Meeting, also of Prof. Dr. Bernhard Pellens, already ends at the beginning of 2020 at the close of the Annual General Meeting, which resolves on the ratification of the acts of the Supervisory Board in the 2018/2019 fiscal year, Prof. Dr. Bernhard Pellens will not resign from his office as chairman of the audit committee but will, for continuity reasons, continue to exercise this office for the time being.

2. Furthermore, since issuing its last declaration of conformity on July 13, 2018 thyssenkrupp AG has complied with all recommendations of the German Corporate Governance Code as amended on February 7, 2017 and published by the Federal Ministry of Justice in the official section of the Federal Gazette on April 24, 2017 with the exception of the deviation stated under 1. above regarding Section 5.3.2 (3) sentence 3 of the Code.

Duisburg/Essen, September 30, 2018

For the Supervisory Board

- Pellens -

For the Management Board

- Kerkhoff -