



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 No. 5.4.5 para. 1 sentence 2 of the Code, pursuant to which Members of the Executive Board of a listed corporation shall not accept more than a total of three Supervisory Board mandates in non-group listed corporations or on supervisory bodies of non-group entities that make similar requirements, is not complied with. Following mutual agreement with Guido Kerkhoff regarding termination of his position of member of the Executive Board, Martina Merz has been delegated as Chairwoman into the Executive Board on an interim basis for a period of not more than 12 months, effective on October 1, 2019. In this period, her mandate in the Supervisory Board shall be suspended. Martina Merz has four mandates in supervisory bodies of non-group entities complying with the conditions described above. She intends to resign from her position in the Board of Directors of Imerys SA (France).

2. Furthermore, since issuing its last declaration of conformity on February 1, 2019, 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 No. 5.4.5 para. 1 sentence 2 of the Code.

Duisburg/Essen, October 1, 2019

For the Supervisory Board

- Russwurm -

For the Executive Board

- Merz -