

**Declaration by the Executive Board and the 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)**

ThyssenKrupp AG complies with all recommendations of the Government Commission on the German Corporate Governance Code (Code) as amended on May 13, 2013, published by the Federal Ministry of Justice in the official section of the Federal Gazette (“Bundesanzeiger”), and will continue to comply with these recommendations in the future.

From issuing its last declaration of conformity at October 1, 2013 up to entry in the Commercial Register on February 6, 2014 of the change to the Supervisory Board compensation pursuant to Art. 14 of the Articles of Association resolved by the Annual General Meeting on January 17, 2014, ThyssenKrupp AG complied with all recommendations of the Code with one exception relating to Section 5.4.6 par. 2 sentence 2 of the Code, as stated and substantiated in the declaration of October 1, 2013.

Duisburg/Essen, February 6, 2014

For the Supervisory Board



- Lehner -

For the Executive Board



- Hiesinger -