

Annex 2 to the Rules of Procedure for the Executive Board of September 7, 2016

Catalogue of transactions requiring the approval of the Supervisory Board

I. Transactions requiring approval pursuant to § 7 par. 1 of the Articles of Association of thyssenkrupp AG

The Executive Board requires the Supervisory Board's prior consent to the following transactions of the Company and its subsidiaries:

- a) fundamental changes in the corporate organization;
- b) the corporate annual investment plan and funding thereof;
- c) fundamental changes to the corporate real estate policy;
- d) the acquisition, sale or encumbrance of real estate and equivalent titles or titles to real estate insofar as the value of the individual measure exceeds an amount of €10,000,000;
- e) the acquiring of shares/interests in other companies or the disposal of such shares/interests insofar as the value of the individual measure exceeds an amount of €25,000,000 (with the exception of Group-internal acquisitions and disposals¹);
- f) development of new fields of business or reduction or abandonment of existing fields of business if of material significance to the Company including its subsidiaries;
- g) assumption of suretyships, guarantees or any similar liability outside the normal course of business if of material significance to the Company including its subsidiaries;
- h) granting of loans or other credits outside the normal course of business if of material significance to the Company including its subsidiaries.

II. Other transactions requiring approval determined by the Supervisory Board

- a) The exercise of sideline activities, in particular the acceptance of seats on supervisory boards outside the Group, is subject to the prior approval of the Supervisory Board.
- b) Pursuant to § 112 Stock Corporation Act (AktG) transactions between a member of the Executive Board and the Company shall be concluded by the Supervisory Board for the Company. Material transactions (value threshold €1 million) concluded between a related party of an Executive Board member (spouse, domestic partner, first-degree relative) and the Company or a Group company are subject to the prior approval of the Supervisory Board. The same shall apply to material transactions concluded between an enterprise over which a member of the

¹ Pursuant to Supervisory Board resolution of January 9, 2002

Executive Board or a related party can exercise control and the Company or a Group company. The applications for approval shall be made by the Executive Board member concerned to the Supervisory Board. The application for approval shall show that the transaction complies with customary standards.

- c) In cases under a) and b) sentence 1, the Executive Board member concerned shall inform the chairman of the Executive Board/CEO without delay about the application to the Supervisory Board and decision of the Supervisory Board.
- d) In cases under b) sentences 2 and 3, the Executive Board member concerned shall at the same time inform the other members of the Executive Board.