

Introduction to the future governance structure of stock listed TKMS AG & Co. KGaA¹

Key elements

- TKMS AG & Co. KGaA is the holding company of the new TKMS-Subgroup
- TKMS Management AG, represented by its Executive Board, as personally liable partner, conducts the business for TKMS AG & Co. KGaA
- All shareholders of TKMS AG & Co. KGaA are entitled to the usual shareholder rights; in particular, compliance with the "One Share – One Vote" principle

Comments

- The governance structure offers greater flexibility compared to a stock corporation and expands the legal and economic scope and secures room for maneuver for future options
- At the same time, the governance structure comprehensively safeguards the rights of outside shareholders
- Other German stock listed companies have a comparable governance structure
- No non-voting preference or multiple voting shares are going to be issued

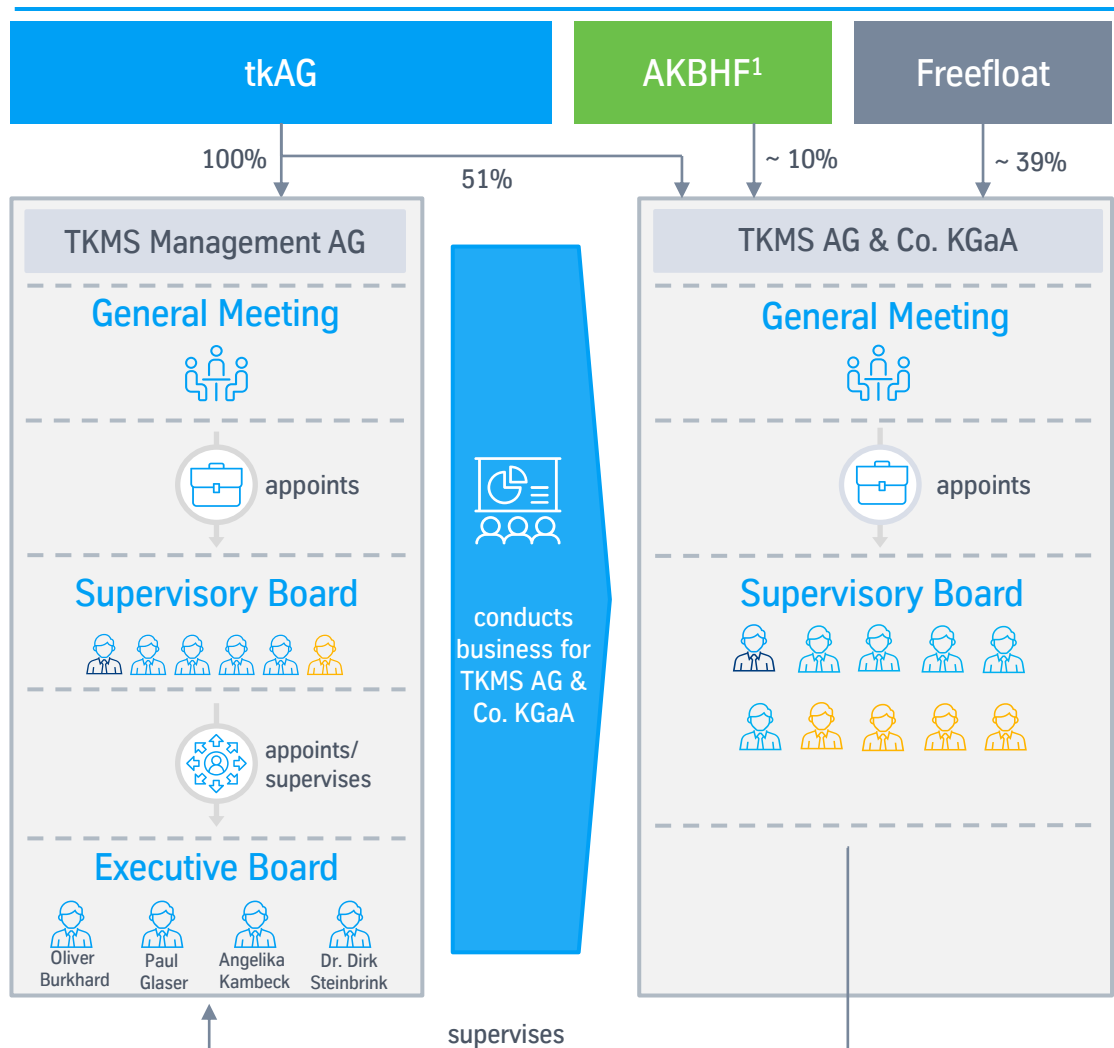
Explanations and illustrative representation at the time immediately after the Spin-off

¹ Abbreviation for "Kommanditgesellschaft auf Aktien" (partnership limited by shares). A KGaA is a company with a legal identity (legal entity) in which at least one partner has unlimited liability with respect to the company's creditors (personally liable partner, aka general partner), while the liability for such debts of the other partners participating in the share-based capital stock is limited to their share capital (limited shareholders)



Overview of the future governance structure of stock listed TKMS AG & Co. KGaA

TKMS AG & Co. KGaA structure



Details

1) TKMS Management AG

- **Structure of the Executive Board of TKMS Management AG:**
Size/Composition: 4 members
- **Structure of the Supervisory Board of TKMS Management AG:**
 - Size/Composition:
 - 6 members;
 - 5 tk-representatives and one independent member of the Supervisory Board, who are also members of the Supervisory Board of TKMS AG & Co. KGaA
 - **Committees:** Currently not planned, but the Supervisory Board is authorised to form committees
 - **Chairman of the Supervisory Board:** Dr. Volkmar Dinstuhl (Member of the Executive Board of thyssenkrupp AG)

2) TKMS AG & Co. KGaA

Structure of the Supervisory Board of TKMS AG & Co. KGaA:

- Size/Composition:
 - 10 members;
 - 6 tk-representatives and 4 independent members of the Supervisory Board;
 - Employee codetermination is safeguarded through the Supervisory Board of TKMS GmbH and that of thyssenkrupp AG as the majority shareholder;
 - Requirements regarding diversity, expertise (financial expert, sustainability expert), and independence are considered
- **Committees:** Audit Committee, Nomination Committee, and Related Party Committee
- **Chairman of the Supervisory Board:** Dr. Volkmar Dinstuhl (Member of the Executive Board of thyssenkrupp AG)
- **Chair of the Audit Committee:** expected to be an independent member of the Supervisory Board

