Introduction to the future governance structure of stock listed tk accelis Group AG & Co. KGaA[1]

Key elements

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

Comments

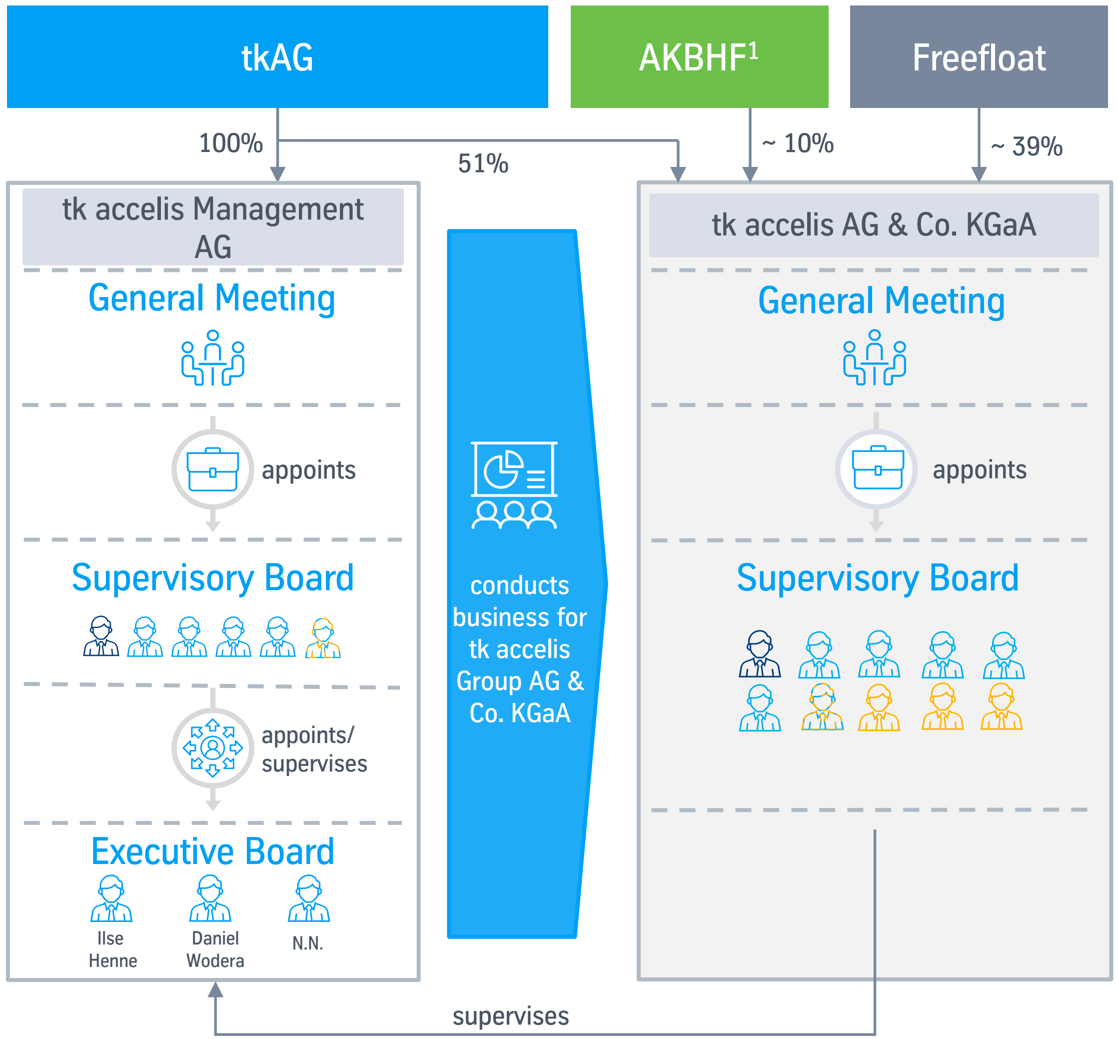
- The governance structure offers greater flexibility compared to a stock corporation and expands the legal and economic scope
- At the same time, the governance structure comprehensively safeguards the rights of outside shareholders
- Other German stock listed companies have a comparable governance 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 tk accelis Group AG & Co. KGaA

tk accelis Group AG & Co. KGaA structure



tk-representative   Independent member of the Supervisory Board   Chairman of the Supervisory Board

Details

1) tk accelis Management AG
   - Structure of the Executive Board of tk accelis Management AG:
     Size/Composition: 3 members (CEO, CFO, CHRO)
   - Structure of the Supervisory Board of tk accelis Management AG:
     - Size/Composition:
       - 6 members;
       - Predominantly, or exclusively, tk-representatives who also serve as members of the Supervisory Board of tk accelis Group AG & Co. KGaA
     - Committees: Executive Committee; the Supervisory Board is authorised to form additional committees in the future

2) tk accelis Group AG & Co. KGaA
   Structure of the Supervisory Board of tk accelis Group AG & Co. KGaA:
   - Size/Composition:
     - 10 members;
     - 6-7 tk-representatives and 3-4 independent members of the Supervisory Board;
     - Employee codetermination is safeguarded through the Supervisory Board of tk accelis 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
   - Chair of the Audit Committee: expected to be an independent member of the Supervisory Board

Explanations and illustrative representation at the time immediately after the Spin-off
[1] Alfried Krupp von Bohlen und Halbach Foundation