

# Invitation to the Annual General Meeting

thyssenkrupp AG  
January 31st, 2020



thyssenkrupp

## Agenda at a glance

1. Presentation of the adopted financial statements of thyssenkrupp AG and the consolidated financial statements for the year ended September 30, 2019, the combined management report on thyssenkrupp AG and the Group for the 2018/2019 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289a (1), § 315a (1) German Commercial Code (HGB)
2. Resolution on the disposition of unappropriated net income
3. Resolution on the ratification of the acts of the members of the Executive Board
4. Resolution on the ratification of the acts of the members of the Supervisory Board
5. Resolution on the election of the auditors for the parent-company and consolidated annual financial statements and the auditors' review of interim financial reports
6. Resolution on the election of Supervisory Board members

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thyssenkrupp AG, Duisburg and Essen  
– ISIN DE0007500001 –

# Invitation to the Annual General Meeting

We hereby invite you to the 21st Annual General Meeting of thyssenkrupp AG with registered office in Duisburg and Essen.

The Annual General Meeting will be held at 10.00 a.m. on Friday, January 31st, 2020, at the RuhrCongress, Stadionring 20, 44791 Bochum, Germany.

## I. Agenda

1. Presentation of the adopted financial statements of thyssenkrupp AG and the consolidated financial statements for the year ended September 30, 2019, the combined management report on thyssenkrupp AG and the Group for the 2018/2019 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289a (1), § 315a (1) German Commercial Code (HGB)

Supervisory Board approved the financial statements, the consolidated statements and the combined management report prepared by the Executive Board; the financial statements are thus adopted. Adoption by the Annual General Meeting is therefore not required. The financial statements, the consolidated financial statements, the combined management report, the report by the Supervisory Board and the explanatory report by the Executive Board on the information required under takeover law are to be made available to the Annual General Meeting without requiring a resolution under the Stock Corporation Act. These documents are available for viewing on the internet at <http://www.thyssenkrupp.com/de/investoren/hauptversammlung/>.

## 2. Resolution on the disposition of unappropriated net income

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2018/2019 fiscal year in the amount of €196,476,542.20 as follows:

- Transfer to other retained earnings: €196.476.542,20

## 3. Resolution on the ratification of the acts of the members of the Executive Board

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board during the 2018/2019 fiscal year be ratified for this period.

## 4. Resolution on the ratification of the acts of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the acts of the members of the Supervisory Board during the 2018/2019 fiscal year be ratified for this period.

## 5. Resolution on the election of the auditors for the parent-company and consolidated annual financial statements and the auditors' review of interim financial reports

On the recommendation of its Audit Committee, the Supervisory Board proposes:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Essen, be elected as auditors for the parent-company and consolidated financial statements for the 2019/2020 fiscal year and for any required auditors' review of interim financial reports for the 2019/2020 fiscal year and for any required auditors' review of interim financial reports for the 2020/2021 fiscal year issued before the 2021 Annual General Meeting.

## 6. Resolution on the election of Supervisory Board members

The term of office of the eight members of the Supervisory Board of thyssenkrupp AG elected by the Annual General Meeting ends at the close of the Annual General Meeting on January 31, 2020.

The Supervisory Board of the Company comprises 20 members, ten of whom are appointed by the shareholders and ten by the employees (§ 96 (1), § 101 (1) Stock Corporation Act (AktG) and § 7 (1) sentence 1 no. 3 Codetermination Act of 1976 (Mitbestimmungsgesetz 1976)). In accordance with § 9 (2) of the Articles of Association, two of the ten members to be appointed by the shareholders are delegated to the Supervisory Board by the Alfred Krupp von Bohlen und Halbach Foundation. The term of office of the Supervisory Board members delegated by the Foundation, Prof. Dr. Dr. h.c. Ursula Gather and Dr. Lothar Steinebach, ends at the close of the 2023 Annual General Meeting.

In accordance with § 105 (2) AktG, the Supervisory Board appointed Ms. Martina Merz as acting Executive Board Chairwoman of thyssenkrupp AG effective October 1, 2019 until September 30, 2020, at the latest, replacing Mr. Guido Kerkhoff who departed as Executive Board Chairman at September 30, 2019. Ms. Merz's Supervisory Board role is suspended for the term of this posting. Her Supervisory Board appointment – like that of the other Supervisory Board members elected by the Annual General Meeting – ends at the close of the 2020 Annual General Meeting. Ms. Merz is to actively resume her Supervisory Board role as soon as her role as acting Executive Board Chairwoman ends, either on the appointment of a new Executive Board chairperson or at the latest on September 30, 2020 when the maximum one-year term of her appointment ends. For this reason Ms. Merz is to be re-elected to the Supervisory Board.

In accordance with § 96 (2) AktG, at least 30% of the Supervisory Board members must be women and at least as many men. This corresponds to at least six of the twenty seats on the Supervisory Board. This minimum quota is generally to be fulfilled by the Supervisory Board as a whole. The suspended Supervisory Board role of Ms. Merz is not counted towards the gender quota. At the time of convening the Annual General Meeting, the shareholder and employee sides of the Supervisory Board of thyssenkrupp AG each comprise four women and six men. The minimum quota is therefore currently fulfilled by both the Supervisory Board as a whole and the shareholder side and the employee side individually. As the employee side has objected to joint fulfillment of the quota in accordance with § 96 (2) sentence 3 AktG, it must be ensured in the election of the eight shareholder representatives that the minimum quota of 30% women and 30% men continues to be fulfilled by the shareholder side individually. Therefore both the shareholder and employee sides of the Supervisory Board must be represented by at least three women and

at least three men. This would be the case with the election of the eight proposed candidates below.

The Supervisory Board proposes that the following candidates be elected to the Supervisory Board with effect from the end of the Annual General Meeting on January 31, 2020 for three years up to the end of the Annual General Meeting which ratifies the acts of the Supervisory Board for the 2021/2022 fiscal year:

- 1) **Birgit A. Behrendt**, Cologne  
Director and Management Consultant
- 2) **Dr. Wolfgang Colberg**, Munich  
Senior Advisor, CVC Advisers (Deutschland) GmbH, Frankfurt a.M.  
(until December 31, 2019), Multiple Director and Management  
Consultant (from January 1, 2020)
- 3) **Angelika Gifford**, Kranzberg  
Multiple Director and Technology Expert
- 4) **Dr. Bernhard Peter Günther**, Düsseldorf  
CFO and CHRO, innogy SE
- 5) **Friederike Helfer**, Zurich  
Partner, Cevian Capital Limited
- 6) **Dr. Ingrid Hengster**, Frankfurt a.M.  
Member of the Executive Board, KfW Bankengruppe
- 7) **Martina Merz**, Stuttgart  
Chairwoman of the Executive Board, thyssenkrupp AG
- 8) **Prof. Dr.-Ing. Siegfried Russwurm**, Michelau  
Consultant

In the event of his election, it is planned to propose Prof. Dr.-Ing. Siegfried Russwurm to the Supervisory Board as candidate for the Supervisory Board chair for the period in which Ms. Merz's Supervisory Board role is suspended. At the end of her appointment as acting Executive Board Chairwoman, Ms. Merz is to resume the chair of the Supervisory Board.

The Supervisory Board further proposes to elect

- 9) **Dr. Ingo Luge**, Hanover  
Director and consultant

as substitute member in accordance with § 9 (4) of the Articles of Association for the Supervisory Board members listed above under 1) to 8).

The proposed substitute member will become a member of the Supervisory Board if a member of the Supervisory Board representing the shareholders retires before the end of his/her regular term of office without a successor having been appointed. The term of office of the substitute member joining the Supervisory Board shall end as soon as the Annual General Meeting elects a successor for the retired member with a majority of three quarters of the votes cast and at the latest upon expiration of the term of office of the retired member. The substitute member joining the Supervisory Board shall resume his/her position as substitute member when the Annual General Meeting elects a new Supervisory Board member for a member who has retired early and been replaced by the substitute member. Should several Supervisory Board members retire early at the same time, the proposed substitute member shall take the place of the retired Supervisory Board member named first in the above order 1) to 8).

The election proposals are based on the recommendations of the Supervisory Board Nomination Committee and take into account the diversity model adopted by the Supervisory Board including the targets for its composition and the competency profile for the whole board. The Annual General Meeting is not bound by election proposals. In accordance with the German Corporate Governance Code, the elections are to be carried out by individual ballot.

The résumés and further information on the candidates proposed for election are attached in Section II. of this agenda.

## II. Supplementary information on agenda item 6

Resumés in alphabetical order



### **Birgit A. Behrendt**

Cologne

\* 1959

Nationality: German

Director and Management Consultant

### **Education**

- Commercial apprenticeship
- Business degree (VWA), Administration and Business Academy Cologne

### **Career**

- 1994 to 1998 Various management functions in purchasing, Ford Werke GmbH, Cologne
- 1998 to 2004 Director, Global Body & Exterior Purchasing, Ford Motor Company, USA
- 2004 to 2010 Vice President & Executive Director Purchasing, Ford of Europe GmbH, Cologne
- 2010 to 2013 Executive Director, Americas & Global Programs Purchasing, Ford Motor Company, USA
- 2013 to 2017 Vice President, Global Purchasing, Ford Motor Company, USA
- 2017 to 2019 Vice President, Joint Ventures, Alliances & Commercial Affairs, Member of the Executive Board, Ford of Europe GmbH, Cologne
- 2013 to 2019 Corporate Officer, Ford Motor Company, USA
- Since 2019 Director and Management Consultant

### **Current directorships**

Membership of statutory supervisory boards in Germany:

- Kion Group AG, Frankfurt a.M.
- Ford Werke GmbH, Köln
- Ford Deutschland Holding GmbH, Köln

Membership of comparable German and non-German control bodies of business enterprises:

- none

### **Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies of thyssenkrupp AG or shareholders with a material interest in thyssenkrupp AG.

- Listed company

**Dr. Wolfgang Colberg**

Munich

\* 1959

Nationality: German

Senior Advisor, CVC Advisers (Deutschland) GmbH,  
Frankfurt a.M. (until December 31, 2019),  
Multiple Director and Management Consultant  
(from January 1, 2020)

**Education**

Degree in business administration and business information systems  
and PhD at Kiel University

**Career**

- 1986 to 2000 Various management positions at Robert Bosch GmbH,  
Stuttgart
- 2001 to 2009 Member of the Board / Chief Financial Officer (CFO),  
BSH Home Appliances Group, Munich
- 2009 to 2013 Chief Financial Officer (CFO), Evonik Industries AG,  
Essen
- 2013 to 2018 Industrial Partner, CVC Capital Partners, Frankfurt a.M.
- 2018 to 2019 Senior Advisor, CVC Advisers (Deutschland) GmbH,  
Frankfurt a.M.
- From 01.01.2020 Multiple Director and Management Consultant

**Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2019, appointed until Annual General Meeting 2020)

Membership of comparable German and non-German control bodies  
of business enterprises:

- Member of the Board, Pernod Ricard S.A., France
- Advisory Board Chairman, AMSilk GmbH, Munich
- Advisory Board Chairman, Efficient Energy GmbH, Munich
- Chairman of the Board, ChemicalInvest Holding B.V., Netherlands
- Conseil d'Administration, Burelle S.A., France

**Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies  
of thyssenkrupp AG or shareholders with a material interest in  
thyssenkrupp AG.

- Listed company



### **Angelika Gifford**

Kranzberg

\* 1965

Nationality: German

Multiple Director and Technology Expert

#### **Education**

- Commercial apprenticeship
- Degree in business administration (banking), Frankfurt a.M.

#### **Career**

- 1987 to 1990 Deutsche Bank, Düsseldorf
- 1991 to 1992 CompuNet Computer AG, Cologne/Kerpen
- 1993 to 1996 Microsoft Deutschland GmbH, Munich
- 1996 to 1998 Microsoft France SAS (EMEA), France
- 1998 to 2002 Microsoft Deutschland GmbH, Munich
- 2003 to 2006 Various national and international management positions at Microsoft Deutschland GmbH, Munich and Microsoft France SAS (EMEA), France
- 2006 to 2011 Member of the Executive Board, Microsoft Deutschland GmbH, Munich
- 2011 to 2012 Active engagement in various sociopolitical projects and sojourn abroad
- 2012 to 2013 Senior Director Services, Microsoft France SAS (EMEA), France
- 2014 to 2017 General Manager, Hewlett-Packard Enterprise (HPE) GmbH, Böblingen
- 2017 to 2018 Managing Director and President Germany, Austria and Switzerland (DACH), Micro Focus GmbH, Ismaning
- Since 2018 Multiple Director and Technology Expert

#### **Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2019, appointed until Annual General Meeting 2020)
- TUI AG, Hanover
- ProSiebenSat1 Media SE, Unterföhring

Membership of comparable German and non-German control bodies of business enterprises:

- Supervisory board, Rothschild & Co, France

#### **Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies of thyssenkrupp AG or shareholders with a material interest in thyssenkrupp AG.

- Listed company



**Dr. Bernhard Peter Günther**

Düsseldorf

\* 1967

Nationality: German

CFO and CHRO, innogy SE, Essen

**Education**

Degree in economics (lic. oec.) and PhD (Dr. oec.), St. Gallen

**Career**

- 1993 to 1998 Management Consultant, McKinsey & Company
- 1999 to 2001 Head of Department Group Controlling, RWE AG, Essen
- 2001 to 2005 Vice President Corporate Planning and Controlling, RWE Power AG, Essen and Cologne
- 2005 to 2006 Vice President Group Controlling, RWE AG, Essen
- 2007 to 2008 Managing Director and Chief Financial Officer, RWE Gas Midstream GmbH, Essen
- 2007 to 2008 Managing Director and Chief Financial Officer, RWE Trading GmbH, Essen
- 2008 to 2012 Managing Director and Chief Financial Officer, RWE Supply & Trading GmbH, Essen
- 2012 to 2016 Member of the Executive Board, RWE AG, Essen
- 2013 to 2016 CFO, RWE AG, Essen
- 2016 to 2019 CFO, innogy SE, Essen
- Since 2019 CFO and CHRO, innogy SE, Essen

**Current directorships**

Membership of statutory supervisory boards in Germany:

- none

Membership of comparable German and non-German control bodies of business enterprises:

- none

**Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies of thyssenkrupp AG or shareholders with a material interest in thyssenkrupp AG.

**Friederike Helfer**

Zurich

\* 1976

Nationality: Austrian

Partner, Cevian Capital Limited, Switzerland

**Education**

- Dipl.-Ing. in Urban Planning, Vienna University of Technology
- Master of Science in Real Estate Development, Massachusetts Institute of Technology, USA

**Career**

- 1999 to 2002 Project Manager, Stadtland Vienna and Hohenems, Austria
- 2004 to 2008 Engagement Manager, McKinsey & Company Inc., Switzerland
- Since 2008 Partner, Cevian Capital Limited, Switzerland

**Current directorships**

Membership of statutory supervisory boards in Germany:

- none

Membership of comparable German and non-German control bodies of business enterprises:

- Board of Directors, Vesuvius plc., Großbritannien

**Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company or governing bodies of thyssenkrupp AG; the following relationships exist with shareholders with a material interest in thyssenkrupp AG: Ms. Helfer is a partner at Cevian Capital Limited, Switzerland. This company monitors and audits Cevian Capital AG in connection with its investment advisory services to Cevian Capital II GP Limited. Cevian Capital II GP Limited in turn holds a material interest in thyssenkrupp AG in the meaning of section 5.4.1 (8) GCGC.

- Listed company



### **Dr. Ingrid Hengster**

Frankfurt a.M.

\* 1961

Nationality: Austrian

Member of the Executive Board,  
KfW Bankengruppe, Frankfurt a.M.

#### **Education**

Studied law, PhD, Paris-Lodron University Salzburg

#### **Career**

1984 to 1986 Österreichische Kontrollbank AG, Austria

1986 to 1995 Commerzbank AG, Frankfurt a.M.

1995 to 1998 Union Bank of Switzerland (Deutschland) AG, Frankfurt a.M.

1998 to 2005 Credit Suisse First Boston (Europe) Limited, Frankfurt a.M.

2005 to 2014 Country Executive, Royal Bank of Scotland plc., Frankfurt  
a.M. branch and CEO, RBS (Deutschland) AG, Frankfurt a.M.

Since 2014 Member of the Executive Board, KfW Bankengruppe,  
Frankfurt a.M.

#### **Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2015, appointed until Annual General Meeting 2020)
- Deutsche Bahn AG, Frankfurt a.M.
- Supervisory Board Chairwoman, KfW Capital GmbH & Co. KG Frankfurt a.M.

Membership of comparable German and non-German control bodies  
of business enterprises:

- Expert on the Board of Directors, European Investment Bank (EIB),  
Luxembourg

Other board work and functions:

- Member of the Executive Board, KfW Stiftung, Frankfurt a.M.
- Member of the SME Advisory Board of the Federal Ministry of  
Economics and Energy, Berlin
- Member of the Committee for Promotional Banks, Association  
of German Public Banks, Berlin
- Member of the Investment Advisory Committee, Volkswagen Stiftung,  
Hanover
- Member of the Board of Trustees of the Society of Friends of the  
Alte Oper, Frankfurt a.M.

#### **Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies of thyssenkrupp AG or shareholders with a material interest in thyssenkrupp AG. Dr. Hengster is a member of the Executive Board of KfW Bankengruppe. Standard banking relationships exist between KfW Bankengruppe and companies of the thyssenkrupp Group which, in the appraisal of the Supervisory Board, are not regarded as decisive in the meaning of Section 5.4.1 (7) of the German Corporate Governance Code.

- Listed company



### **Dr. Ingo Luge**

Hanover

\* 1957

Nationality: German

Director and Management Consultant

#### **Education**

- Studied law, PhD, Ludwig-Maximilians University Munich
- Master of Science (Econ.), London School of Economics, England

#### **Career**

- 1989 to 1992 In-house Consultant, Frankona Rückversicherungs-AG, Munich
- 1992 to 1999 Head of Legal, Energieversorgung Müritz-Oderhaff AG, Neubrandenburg
- 1999 to 2006 Head of PMI and from 2001 CFO, Avacon AG, Helmstedt
- 2006 to 2010 Chairman of the Management Board, E.ON Kraftwerke GmbH, Hanover
- 2010 to 2012 Chairman of the Executive Board, E.ON Energie AG, Munich
- 2012 to 2018 Chairman of the Management Board E.ON Deutschland, E.ON SE, Essen
- Since 2018 Director and Management Consultant

#### **Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2019, appointed until Annual General Meeting 2020)
- Avacon AG, Helmstedt
- Chairman of the Supervisory Board, E.ON Energie Deutschland GmbH, Munich
- Chairman of the Supervisory Board, PreussenElektra GmbH, Hanover

Membership of comparable German and non-German control bodies of business enterprises:

- none

#### **Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company, the governing bodies of thyssenkrupp AG or shareholders with a material interest in thyssenkrupp AG.

- Listed company



### **Martina Merz**

Stuttgart

\* 1963

Nationality: German

Chairwoman of the Executive Board,  
thyssenkrupp AG, Essen

### **Education**

Studied mechanical engineering (specializing in manufacturing technology), Stuttgart vocational academy (today: DHBW Baden-Wuerttemberg Cooperative State University)

### **Career**

- 1985 to 2002 Various positions in management, Robert Bosch GmbH, Stuttgart
- 2002 to 2005 Executive Vice President, Brose Fahrzeugteile GmbH & Co. KG, Coburg
- 2005 to 2012 Executive Vice President, Robert Bosch GmbH, Stuttgart
- 2012 to 2015 Chief Executive Officer (CEO), Chassis Brakes International B.V., Netherlands
- 2015 to 2019 Independent consultant
- Since 2019 Chairwoman of the Executive Board, thyssenkrupp AG, Essen

### **Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2019, directorship suspended, appointed until Annual General Meeting 2020)
- thyssenkrupp Elevator AG (Chair)
- Deutsche Lufthansa AG

Membership of comparable German and non-German control bodies of business enterprises:

- Board of Directors, Imerys SA, France
- Board of Directors, Volvo AB, Sweden
- Board of Directors, SAF Holland, Luxembourg (Vice Chair)

### **Independence (Section 5.4.1 (6 - 8) German Corporate Governance Code)**

There are no relationships with the Company or shareholders with a material interest in thyssenkrupp AG; the following relationships exist with governing bodies of thyssenkrupp AG: Ms. Merz has been delegated by the Supervisory Board of thyssenkrupp AG to the Executive Board of thyssenkrupp AG until September 30, 2020 at the latest (§ 105 (2) Stock Corporation Act).

- Listed company



**Prof. Dr.-Ing. Siegfried Russwurm**

Michelau

\* 1963

Nationality: German

Management Consultant

**Education**

Studied manufacturing technology (Dipl.-Ing.) and PhD (Dr.-Ing.), University of Erlangen-Nürnberg

**Career**

1989 to 1992 Research Assistant at the Chair of Applied Mechanics, University of Erlangen-Nürnberg

1992 to 1999 Production Planner/Plant Manager, Siemens AG, Munich

1999 to 2002 Technical Director, Siemens Elema AB, Sweden

2002 to 2007 Manager, Siemens AG, Munich

2008 to 2017 Member of the Executive Board, Siemens AG, Munich

Since 2017 Management Consultant

**Current directorships**

Membership of statutory supervisory boards in Germany:

- thyssenkrupp AG (since 2019, Supervisory Board Chairman, appointed until Annual General Meeting 2020)
- Dr. Johannes Heidenhain GmbH, Traunreut
- Voith GmbH & Co. KGaA, Heidenheim (Chairman of the Shareholders' Committee and Supervisory Board)

Membership of comparable German and non-German control bodies of business enterprises:

- Member of the Supervisory Board, BBS Automation GmbH, Garching

Other board work and functions:

- Member of the Advisory Board, Tönnies Holding ApS & Co. KG, Rheda-Wiedenbrück
- Member of the Executive Board, National Academy of Science and Engineering (acatech), Munich

**Independence (Section 5.4.1 (4 - 6) German Corporate Governance Code)**

There are no relationships with governing bodies of thyssenkrupp AG, shareholders with a material interest in thyssenkrupp AG, or the thyssenkrupp Group.

- Listed company

## III. Further information

### 1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the capital stock of the Company comprises 622,531,741 no-par shares. Each share entitles the bearer to one vote. At the time of convening the Annual General Meeting, the Company holds no treasury shares. The total number of shares bearing participation and voting rights at the time of convening the Annual General Meeting amounts to 622,531,741.

### 2. Conditions of participation in the Annual General Meeting and exercise of voting rights

Only those persons who are Company shareholders at the start of the 21st day before the Annual General Meeting, i.e. January 10, 2020, 00.00 hours (record date) and register for the Annual General Meeting may participate in the meeting – either in person or by proxy – and exercise voting rights. The registration must reach the registration office specified below by no later than midnight on January 24, 2020, at the latest together with the confirmation of shareholding issued by the depository bank or financial services company on the record date. The registration and confirmation of shareholding must be in German or English. Text form is sufficient for the confirmation of shareholding.

#### **Registration office:**

thyssenkrupp AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Normally the depository banks submit the registration and confirmation of shareholding on behalf of their customers. Shareholders are therefore requested to contact their depository bank at the earliest opportunity and order an admission ticket for the Annual General Meeting at the same time. As in previous years, the registration office will issue only one admission ticket to the Annual General Meeting per shareholder.

#### **Data protection**

When you register for the Annual General Meeting or authorize a proxy, we will collect personal data on you and/or your authorized proxy. We do so to enable shareholders to exercise their rights at the Annual General Meeting.

As data controller, thyssenkrupp AG will process your data in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all further applicable laws. Details of how your personal data is handled and your rights under the GDPR can be found on the internet website of the Annual General Meeting: [www.thyssenkrupp.com/en/investors/annual-general-meeting/](http://www.thyssenkrupp.com/en/investors/annual-general-meeting/)

### 3. Procedure for voting by postal vote

Shareholders who do not wish to attend the Annual General Meeting in person can submit their votes by postal vote. Timely registration as described in section 2 above is required for this. The form printed on the admission ticket is available to shareholders for voting by postal vote. Votes submitted by postal vote must reach the Company at the address given in section 2 above by no later than January 29, 2020.

### 4. Procedure for voting by proxy

#### **Authorizing a third-party proxy**

Shareholders can also have their voting rights exercised by a proxy, e.g. a bank, a shareholders' association or another third party. In this case, too, timely registration by the shareholder as described in section 2 above must be ensured. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the Company must be in text form, if neither a bank, an equivalent institute or enterprise pursuant to § 135 (10) AktG in conjunction with § 125 (5) AktG, a shareholders' association nor a party of equal status pursuant to § 135 (8) AktG has been authorized to exercise voting rights. The form printed on the admission ticket can be used to authorize proxies. Proxies may also be authorized via the Company's internet-based authorization and instruction system using the data given on the admission ticket. Specific rules have to be observed when authorizing banks, equivalent institutes or enterprises pursuant to § 135 (10) AktG in conjunction with § 125 (5) AktG, shareholders' associations or parties of equal status pursuant to § 135 (8) AktG; details should be requested from the party to be authorized.

#### **Authorizing Company-nominated proxies**

Shareholders can also participate in the voting by issuing instructions to a proxy nominated by the Company. The proxies are obligated to vote as instructed; they cannot exercise the voting rights at their own discretion. Proxy authorizations and voting instructions to Company-nominated proxies can likewise be issued via the Company's internet-based authorization and instruction system before and even during the Annual General Meeting but must be available before the start of voting. Shareholders can access the internet-based authorization and instruction system with the data on their admission ticket.

## 5. Transmission of the Annual General Meeting on the internet

At the instruction of the Chairman of the Meeting, all shareholders of thyssenkrupp AG and interested members of the public can follow the entire Annual General Meeting live on the internet at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/> on January 31st, 2020, starting at 10.00 a.m. The opening of the Annual General Meeting by the Chairman of the Meeting together with the speech by the Executive Board Chairwoman will also be available as a recording after the Annual General Meeting.

The transmission of the Annual General Meeting does not allow participation in the Annual General Meeting in the meaning of § 118 (1) sentence 2 AktG.

## 6. Additional agenda item proposals pursuant to § 122 (2) AktG

Shareholders whose shares together total the amount of one twentieth or a share of €500,000 of the capital stock (the latter corresponding to 195,313 shares), may request items to be added to the agenda and publicized. Reasons or a resolution proposal must be attached to each new agenda item. The request must be submitted in writing to the Company by the close of December 31st, 2019, 24.00 hours. Shareholders are asked to submit corresponding requests to the following address:

Executive Board of thyssenkrupp AG  
Attn.: Investor Relations (HV)  
thyssenkrupp Allee 1  
45143 Essen  
Germany

Anyone submitting such proposals must verify that they have held the shares for at least 90 days before the date of receipt of the request and will hold them until a decision on the request has been made by the Executive Board. We draw attention to § 70 AktG.

## 7. Shareholder motions and election proposals pursuant to § 126 (1) and § 127 AktG

Counter motions against a proposal made by the Executive Board and/or Supervisory Board with regard to a specific agenda item and shareholder proposals for the election of Supervisory Board members or auditors, which are to be made accessible before the Annual General Meeting, should be sent exclusively to the following address. Counter motions and election proposals sent to a different address will not be taken into consideration.

thyssenkrupp AG  
Investor Relations  
thyssenkrupp Allee 1  
45143 Essen  
Germany  
Fax: +49 201 845-6900365  
E-mail: hv-antrag@thyssenkrupp.com

Insofar as they satisfy the requirements of § 126 AktG / § 127 AktG and are required to be made available to the other shareholders, counter motions and election proposals arriving with evidence of shareholder status at this address by no later than the close of January 16, 2020, 24.00 hours, will be published immediately stating the name of the shareholder on the internet at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/>. Any comments from the boards will likewise be published at the same internet address.

This does not affect the right of shareholders to put forward counter motions on the various agenda items and proposals for the election of Supervisory Board members or auditors during the meeting without submitting them to the Company in advance by the above deadline.

Please note that, even when submitted to the Company in good time in advance, shareholders' counter motions and election proposals can only be included in the voting if they are put forward during the Annual General Meeting.

## 8. Shareholder right of information pursuant to § 131 (1) AktG

The Executive Board is obligated to provide information about Company matters including legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements to any shareholder at their request during the Annual General Meeting insofar as such information is necessary for proper appraisal of an agenda item.

## 9. Publication on the website pursuant to § 124a AktG/Supplementary information

This invitation to the Annual General Meeting, the publishable documents and proposals of shareholders as well as further information, in particular on the rights of shareholders, on participating in the Annual General Meeting, on the postal vote and on authorizing and instructing proxies, are also available on the website of the Company at <http://www.thyssenkrupp.com/en/investors/annual-general-meeting/>. The results of voting will also be published at the same internet address after the Annual General Meeting.

More details on participating in the Annual General Meeting, the postal vote, and authorizing and instructing proxies will also be sent to shareholders together with their admission ticket.

The invitation was published in the Federal Gazette ("Bundesanzeiger") on December 12, 2019.

Duisburg and Essen, December 2019

thyssenkrupp AG  
The Executive Board

# Dates 2020/2021

## **January 31, 2020**

Annual General Meeting

## **February 13, 2020**

Interim report

1st quarter 2019/2020 (October to December)

Conference call with analysts and investors

## **May 12, 2020**

Interim report

1st half 2019/2020 (October to March)

Conference call with analysts and investors

## **August 13, 2020**

Interim report

9 months 2019/2020 (October to June)

Conference call with analysts and investors

## **November 19, 2020**

Annual report

2019/2020 (October to September)

Analysts' and investors' conference

## **February 5, 2021**

Annual General Meeting



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