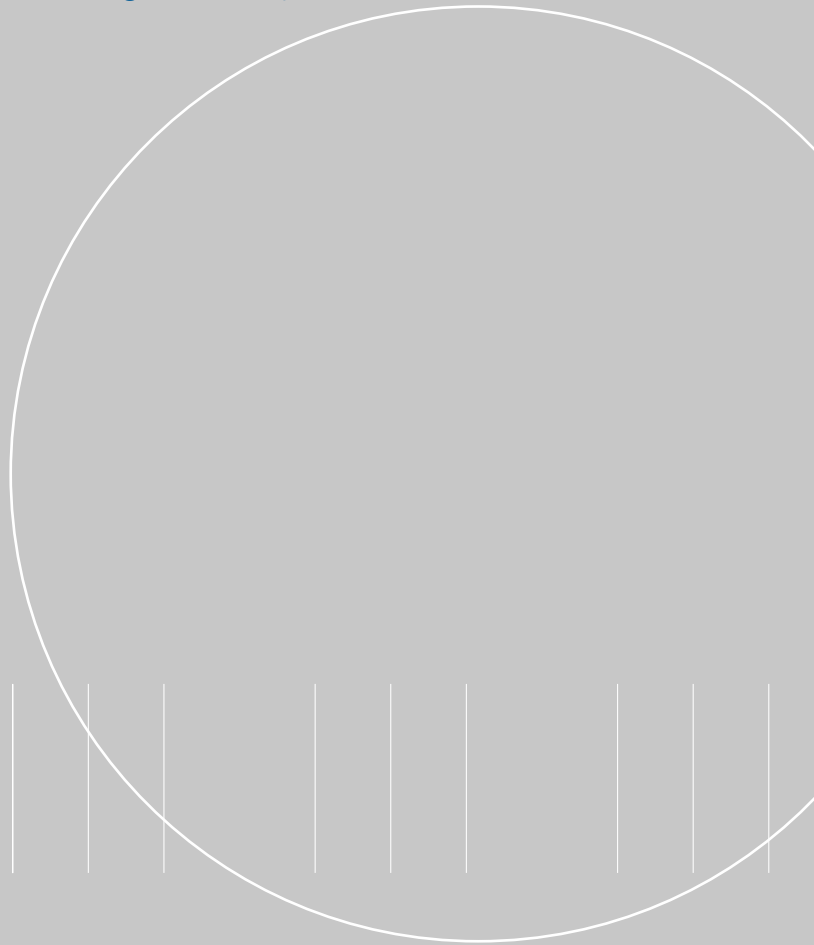


Invitation to the 2nd Annual Stockholders' Meeting of ThyssenKrupp AG

March 2, 2001, Mercator-Halle, Duisburg, Germany



ThyssenKrupp



At a glance



Agenda

1. Presentation of the financial statements of ThyssenKrupp AG and the consolidated financial statements for the year ended September 30, 2000 including the management report on ThyssenKrupp AG and the Group for the 1999/2000 fiscal year and the report by the Supervisory Board
2. Resolution on the disposition of unappropriated profit
3. Resolution on the discharge from responsibility of the members of the Executive Board
4. Resolution on the discharge from responsibility of the members of the Supervisory Board
5. Election of the auditors
6. Resolution approving the conclusion of a Domination and Profit-and-Loss Transfer Agreement with Thyssen Stahl Aktiengesellschaft

Dear Stockholders,

We hereby invite you to the 2nd Annual Stockholders' Meeting of ThyssenKrupp AG, Düsseldorf, on Friday, March 2, 2001, 10.00 a.m. at the Mercator-Halle, König-Heinrich-Platz 3, 47051 Duisburg, Germany.

The invitation to the Annual Stockholders' Meeting together with the agenda was published in the German Federal Gazette, no. 11, of January 17, 2001.

Agenda

1. Presentation of the financial statements of ThyssenKrupp AG and the consolidated financial statements for the year ended September 30, 2000 including the management report on ThyssenKrupp AG and the Group for the 1999/2000 fiscal year and the report by the Supervisory Board

The aforesaid documents are available for inspection by stockholders at the business premises of ThyssenKrupp AG in

40211 Düsseldorf, August-Thyssen-Strasse 1, Germany,
47166 Duisburg, Kaiser-Wilhelm-Strasse 100, Germany,
45143 Essen, Altendorfer Strasse 103, Germany.

2. Resolution on the disposition of unappropriated profit

The Executive Board and Supervisory Board propose to use the unappropriated profit of the 1999/2000 fiscal year in the amount of €385,866,783.00 to pay a dividend of €0.75 per no-par-value share of the dividend-bearing capital stock of €1,317,091,952.64.

3. Resolution on the discharge from responsibility of the members of the Executive Board

The Executive Board and Supervisory Board propose that the members of the Executive Board during the 1999/2000 fiscal year be discharged from responsibility for this period.

4. Resolution on the discharge from responsibility of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the members of the Supervisory Board during the 1999/2000 fiscal year be discharged from responsibility for this period.

5. Election of the auditors

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt am Main, be elected as auditors for the 2000/2001 fiscal year.

6. Resolution approving the conclusion of a Domination and Profit-and-Loss Transfer Agreement with Thyssen Stahl Aktiengesellschaft

The Executive Board and Supervisory Board propose that the conclusion of the Domination and Profit-and-Loss Transfer Agreement of September 30, 2000 between ThyssenKrupp AG, Düsseldorf and Thyssen Stahl Aktiengesellschaft, Duisburg be approved.

The material content of the Agreement is as follows:

- Thyssen Stahl Aktiengesellschaft places the management of its company under the control of ThyssenKrupp AG.
- Thyssen Stahl Aktiengesellschaft undertakes to transfer its entire profit to ThyssenKrupp AG in accordance with Art. 301 Stock Corporation Act (AktG). With the approval of ThyssenKrupp AG, amounts from net income may be appropriated to other retained earnings to the extent that this can be justified by reasonable commercial assessment. Thyssen Stahl Aktiengesellschaft may release these amounts in subsequent years and transfer them as profit. The transfer of income from the release of capital reserves and retained earnings formed prior to the Agreement is excluded.
- In accordance with Art. 302 AktG ThyssenKrupp AG undertakes to absorb net losses for the year otherwise incurred by Thyssen Stahl Aktiengesellschaft during the term of the Agreement, provided that these are not offset by amounts taken from other retained earnings which were appropriated to this item during the term of the Agreement.

- The Agreement enters into effect on registration of its existence in the Commercial Register of Thyssen Stahl Aktiengesellschaft and - with the exception of the right to issue directives – applies with effect from October 1, 1999. The Agreement has a minimum term of five time years and ends on September 30, 2004. It is extended to the close of the respective following fiscal year of Thyssen Stahl Aktiengesellschaft unless terminated in writing by one party to the Agreement six months prior to the close of the fiscal year. If the Agreement is not recognized under tax law in any one fiscal year, a new minimum term of five years shall commence with effect from the first day of the fiscal year in which the Agreement becomes tax effective again. Extraordinary termination of the Agreement for cause is possible. Good cause exists for ThyssenKrupp AG in particular if it and/or affiliated companies in the meaning of Arts 15 ff. AktG no longer have a majority shareholding in Thyssen Stahl Aktiengesellschaft. The same applies if the majority of the shares are sold.

The following documents are available for inspection by stockholders at the business premises of ThyssenKrupp AG in

40211 Düsseldorf, August-Thyssen-Str. 1, Germany,
47166 Duisburg, Kaiser-Wilhelm-Str. 100, Germany,
45143 Essen, Altendorfer Str. 103, Germany.

- the Domination and Profit-and-Loss Transfer Agreement between ThyssenKrupp AG and Thyssen Stahl Aktiengesellschaft;
- the financial statements and management reports of the parties to the Agreement for the last three fiscal years;
- the joint report by the Executive Boards of the parties to the Agreement in accordance with Art. 293a AktG, and
- the report in accordance with Art. 293e AktG by the joint auditors of the Agreement Treuhand- und Revisions-Aktiengesellschaft Niederrhein, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Krefeld.

Participation in the Annual Stockholders' Meeting

Under Article 17 of the Articles of Association of our Company, to be entitled to attend the Annual Stockholders' Meeting and exercise their voting rights, stockholders must deposit their shares by no later than Friday, February 23, 2001 with the Company's cashier's office, a German notary public, a security deposit bank authorized to accept the shares, or one of the banks in Germany listed below, and leave them there until the end of the Stockholders' Meeting:

- Commerzbank AG
- Dresdner Bank AG
- Bayerische Hypo- und Vereinsbank AG
- Bayerische Landesbank Girozentrale
- Deutsche Bank AG
- DG BANK Deutsche Genossenschaftsbank AG
- Norddeutsche Landesbank Girozentrale
- Sal. Oppenheim jr. & Cie. KGaA
- Westdeutsche Landesbank Girozentrale

In the **United Kingdom** the shares may be deposited with UBS Warburg, and in **Switzerland** with Credit Suisse First Boston and UBS AG.

Shares will also be deemed to have been properly deposited if, with the approval of the depository, the shares are held for it in escrow at another bank until the end of the Stockholders' Meeting. If the shares are deposited with a German notary public or a security deposit bank, the certificate of deposit to be issued by the notary public or depository must be submitted to the Company by no later than February 26, 2001.

Voting rights may also be exercised by a proxy holder, a financial institution or a stockholder association.

Düsseldorf, January 2001

ThyssenKrupp AG
The Executive Board

Stockholder requests

The documents specified under agenda items 1 and 6 will be sent to stockholders on request. They will also be available for inspection at the Annual Stockholders' Meeting.

Requests should be addressed to:

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ZB Investor Relations
August-Thyssen-Strasse 1
40211 Düsseldorf
Germany

Fax: +49 (0)211-824 38512
E-mail: ir@tk.thyssenkrupp.com

