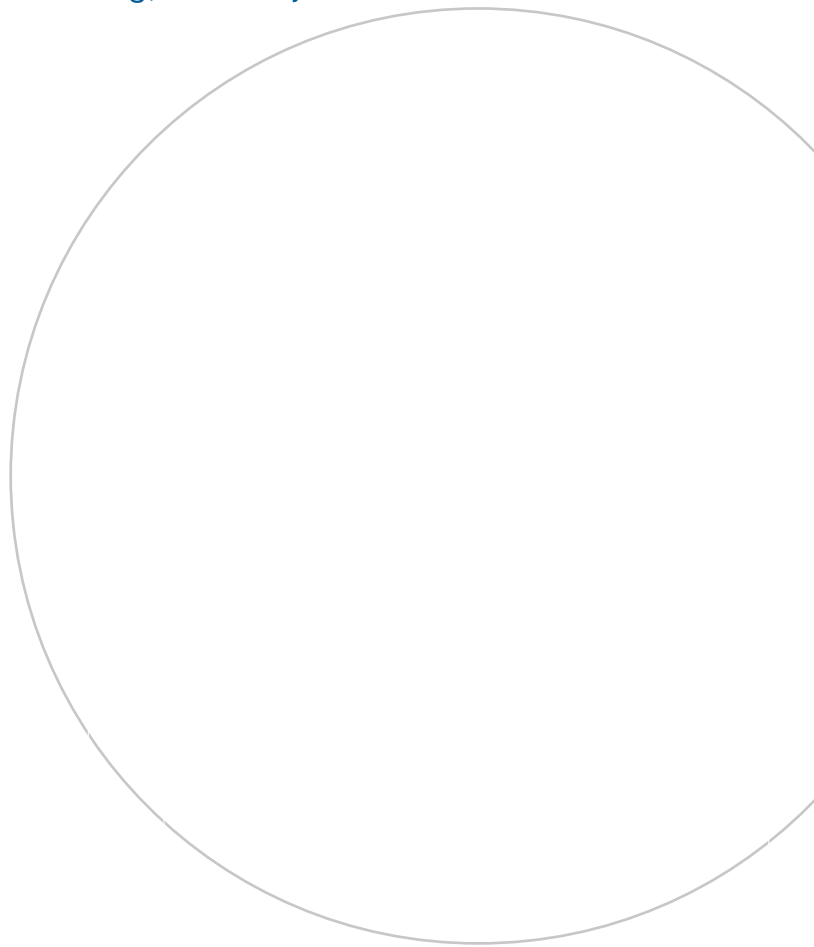


Counter motions at the 2nd Annual Stockholders' Meeting of ThyssenKrupp AG

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



ThyssenKrupp



Dear Stockholders,

In respect of our 2nd Annual Stockholders' Meeting taking place on March 2, 2001, we have received countermotions on agenda items 3 and 4. Pursuant to Art. 125 and 126 of the Stock Corporation Act (AktG), we are sending you the wording of the countermotions as follows:

1. Countermotions of the critical stockholder association Dachverband der Kritischen Aktionärinnen und Aktionäre e.V., Cologne

Re agenda item 3, resolution on the discharge from responsibility of the members of the Executive Board:

“The members of the Executive Board in fiscal 1999/2000 are refused discharge from responsibility for this period.”

Re agenda item 4, resolution on the discharge from responsibility of the members of the Supervisory Board:

“The members of the Supervisory Board in fiscal 1999/2000 are refused discharge from responsibility for this period.”

Joint reason:

“The Executive Board and Supervisory Board persist in producing and exporting military weapons. Last year they exported submarines to Israel – and thus to a crisis area. They neglect armaments conversion projects and projects to create jobs in civil and environmentally compatible business areas.

Over the past years they have destroyed thousands of jobs. The resultant manpower deficiency led only recently to a serious explosion in Duisburg and asbestos contamination following a fire in Oberhausen.

As a result of these shortcomings, more and more stockholders are losing faith in the Executive Board and Supervisory Board and have therefore asked to be represented by Dachverband der Kritischen Aktionärinnen und Aktionäre, telephone: ++49 221-5995647, www.kritischeaktionaeere.de”

2. Countermotion from Mr. Otto Lackmann, Essen

Re agenda item 4, resolution on the discharge from responsibility of the members of the Supervisory Board:

“Re agenda item 4 “Discharge from responsibility of the members of the Supervisory Board” I shall oppose the head office’s proposal and encourage the stockholders to vote against the discharge from responsibility.”

Reason:

“The dismal leaderless state of our company with the resultant slump in the price of our shares is due primarily to the fact that the Supervisory Board, and in particular the Supervisory Board chairman, does not carry out its duties of appointing and reorganizing the Executive Board. Rather, it issues declarations of intent instead of acting and as a result additionally undermines the confidence of the Executive Board, the employees and the financial markets.

The banks should obtain concrete instructions for exercising their proxy voting rights and only vote on agenda item 4 on the basis of concrete instructions so as to deal with the dead-end situation.”

Response of head office:**To the countermotions of the critical stockholder association Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.:**

The manufacture and export of defense engineering products are subject to stringent controls by the responsible authorities in accordance with the pertinent laws in the Federal Republic of Germany. For all export transactions relating to armaments the corresponding approvals have either already been obtained or will be obtained at the appropriate time.

The explosion in the Ruhrort power plant is not attributable to manpower deficiencies at ThyssenKrupp Stahl. According to the information currently available, the cause was an operating error on a “by-pass valve” in connection with maintenance work carried out by our own employees.

The site of the electric steel plant in Oberhausen no longer belongs to the ThyssenKrupp Group. It was sold with all buildings and industrial facilities at the end of 1999.

We therefore consider the countermotions unfounded.

To the countermotion of Mr. Otto Lackmann:

We also consider this countermotion unfounded.

Düsseldorf, January 2001

ThyssenKrupp AG
The Executive Board

