

Invitation to the Annual General Meeting of ThyssenKrupp AG

January 19, 2007, RuhrCongress, Bochum, Germany

ThyssenKrupp



Agenda at a glance

1. Presentation of the adopted financial statements of ThyssenKrupp AG and the consolidated financial statements for the period ended September 30, 2006, including the management report on ThyssenKrupp AG and the group for the 2005/2006 fiscal year and the report by the Supervisory Board
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
6. Resolution on new authorization to purchase and use treasury stock pursuant to Art. 71 par. 1 no. 8 Stock Corporation Act (AktG) and on the exclusion of subscription rights
7. Resolution on the creation of authorized capital with the option of excluding subscription rights and to amend the Articles of Association accordingly
8. Resolution on the amendment of Art. 9 of the Articles of Association (Composition, Election, Term of Office of the Supervisory Board)
9. Resolution on the amendment of Art. 14 of the Articles of Association (Compensation of the Supervisory Board)
10. Resolution on the amendment of Art. 3 of the Articles of Association (Notices)

This is a translation of the German Invitation and Agenda to the Annual General Meeting of ThyssenKrupp AG. Only the German version of this document is legally binding on ThyssenKrupp AG. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for informational purposes only. No warranty is made as to the accuracy of this translation and ThyssenKrupp AG assumes no liability with respect thereto.

Dear Stockholders,

We hereby invite you to the 8th Annual General Meeting of ThyssenKrupp AG, Duisburg and Essen, on Friday, January 19, 2007, 10.00 a.m., at the RuhrCongress, Stadionring 20, 44791 Bochum, Germany.

The invitation to the Annual General Meeting together with the agenda was published in the electronic Federal Gazette of December 07, 2006.

Agenda

1. Presentation of the adopted financial statements of ThyssenKrupp AG and the consolidated financial statements for the period ended September 30, 2006, including the management report on ThyssenKrupp AG and the group for the 2005/2006 fiscal year and the report by the Supervisory Board

The aforesaid documents are available for your attention 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

and can also be downloaded from the internet at www.thyssenkrupp.com. They will also be sent to stockholders on request.

2. Resolution on the disposition of unappropriated net income

From the unappropriated net income of the 2005/2006 fiscal year, a dividend of €1.00 per eligible share is to be distributed. The dividend shall be paid on January 22, 2007. Treasury shares are not eligible for dividend. The number of dividend-bearing shares may change before the Annual General Meeting, in which case the proposal on the disposition of unappropriated net income submitted to the Annual General Meeting will be amended accordingly.

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2005/2006 fiscal year in the amount of €547,768,971.00 as follows:

- Distribution of a dividend of €1.00
per eligible share: €488,764,592.00
- Transfer to other retained earnings: €33,279,927.00
- Remaining amount to be carried forward: €25,724,452.00

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

The Executive Board and Supervisory Board propose that the activities of the members of the Executive Board during the 2005/2006 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 activities of the members of the Supervisory Board during the 2005/2006 fiscal year be ratified for this period.

5. Resolution on the 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 2006/2007 fiscal year.

6. Resolution on new authorization to purchase and use treasury stock pursuant to Art. 71 par. 1 no. 8 Stock Corporation Act (AktG) and on the exclusion of subscription rights

Unless expressly permitted by law, the purchase of treasury stock is subject to separate authorization from the Annual General Meeting. Since the authorization issued by the 2006 Annual General Meeting expires in July 2007, it is to be proposed to the Annual General Meeting to give to the Company a new authorization to purchase treasury stock.

The Executive Board and Supervisory Board propose that the following resolution be passed:

- a) The Company is authorized to repurchase treasury stock up to a total of 10% of the current capital stock. The repurchased shares together with other treasury stock owned by the Company or allocable to it under Arts. 71 a ff. AktG may not at any time make up more than 10% of the capital stock. The authorization may not be exploited for the purpose of trading in treasury stock.
- b) The authorization may be exercised in whole or in installments, once or several times, in pursuit of one or several purposes by the Company or by third parties for the account of the Company. The authorization is valid until July 18, 2008. The authorization to repurchase treasury stock granted by the Company's Annual General Meeting on January 27, 2006 will be cancelled when the new authorization becomes effective.
- c) At the discretion of the Executive Board, the buy-back may be effected on the open market or by means of a public offer or a public invitation to tender.
 - If the shares are repurchased on the open market, the countervalue per share paid by the Company (excluding incidental costs) may not be more than 5% higher or lower than the price determined on the day of trading by the opening auction in the Xetra trading system (or a comparable successor system).

- If the shares are repurchased by means of a public offer or invitation to tender, the purchase price or the limits of the price range per share (excluding incidental costs) may not be more than 10% higher or lower than the average closing price in the Xetra trading system (or a comparable successor system) on the three trading days before the date of the public announcement of the offer or invitation to tender. If, after announcement of a public offer or invitation to tender, the relevant price is subject to significant changes, the offer or invitation may be amended. In this case the price is based on the average price over the three days of trading before the public announcement of an amendment. The public offer or invitation to tender may specify further conditions. If the offer is over-subscribed or, in the case of a invitation to tender, not all of several equal offers can be accepted, they must be accepted on a quota basis. Priority may be given to small lots of up to 100 shares per stockholder.
- d) The Executive Board is authorized to use shares of the Company acquired on the basis of this authorization for all legally permissible purposes, including in particular the following purposes:
- aa) The shares may be redeemed without such redemption or its execution requiring any further resolution of the Stockholders. They may also be redeemed by simplified procedure without capital reduction by adjusting the calculated proportional amount of the remaining shares in the Company's capital stock. The redemption may be restricted to a portion of the shares purchased. The authorization to redeem shares may be used several times. If the redemption is effected by simplified procedure, the Executive Board is authorized to adjust the number of no-par-value shares in the Articles of Association.
 - bb) The shares may also be sold by means other than on the open market or by offer to stockholders if the shares are sold for cash at a price which is not significantly lower than the stock market price of same-category Company shares at the time of the sale.
 - cc) The shares may be sold for a contribution in kind, including in particular in connection with company mergers and the acquisition of companies, company units and company investments.
 - dd) The shares may also be used to discharge conversion rights in respect of convertible bonds issued by the Company or the Company's subsidiaries.
- e) The authorizations under d), aa) to dd) also include the use of the Company's shares purchased under Art. 71 d sentence 5 AktG.
- f) The authorizations under d) may be used once or several times, in whole or in part, individually or jointly, while the authorizations under d), bb) to dd) may also be used by controlled enterprises or enterprises majority-owned by the Company or by third parties acting for their account or for the account of the Company.
- g) The stockholders' subscription right in respect of this treasury stock is excluded to the extent that the shares are used in accordance with the above authorization under d), bb) to dd).
- h) The Supervisory Board may determine that measures of the Executive Board under this stockholders' resolution are subject to its approval.

7. Resolution on the creation of authorized capital with the option of excluding subscription rights and to amend the Articles of Association accordingly

The Executive Board and Supervisory Board propose that the following resolution be passed:

- a) The Executive Board is authorized, with the approval of the Supervisory Board, to increase the capital stock on one or more occasions on or before January 18, 2012 by up to €500,000,000 by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind (“Authorized Capital”). The stockholders are in principle entitled to subscription rights. The shares may also be acquired by one or several banks with the obligation to offer them to the stockholders.

However, with the approval of the Supervisory Board, the Executive Board is authorized to exclude subscription rights for fractional amounts occurring as a result of the subscription ratio and to exclude stockholders’ statutory subscription rights as far as this is necessary in order to grant subscription rights for new shares to the holders of conversion and/or option rights or conversion obligations issued at the time the Authorized Capital is utilized or in respect of convertible bonds and/or options already issued or to be issued in future by ThyssenKrupp AG or its subsidiaries to the extent to which the holders would be eligible as stockholders after exercising the conversion and/or option rights or after fulfillment of the conversion obligations. Furthermore, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights if the issue price of the new shares is not significantly lower than the stock market price of shares already quoted on the stock market at the time the final issue price is determined and the shares issued do not exceed altogether 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. The sale of treasury stock shall be counted against this capital limit insofar as the sale takes place during the term of this authorization and subscription rights are excluded pursuant to Art. 186 par. 3 sentence 4 Stock Corporation Act (AktG). Shares issued to service bonds with conversion and/or option rights and conversion obligations shall likewise be counted against the 10% capital limit insofar as the bonds are issued during the term of this authorization and of subscription rights analogously applying Art. 186 par. 3 sentence 4 AktG. In addition, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude stockholders’ subscription rights in the event of capital increases in exchange for contributions in kind.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share issue and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Art. 5 of the Articles of Association in line with the respective utilization of the Authorized Capital and, if the Authorized Capital has not been utilized at all or not completely by January 18, 2012, after expiry of the authorization.

- b) The following paragraph 5 is added to Art. 5 of the Articles of Association:

“The Executive Board is authorized, with the approval of the Supervisory Board, to increase the capital stock on one or more occasions on or before January 18, 2012 by up to €500,000,000 by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind (“Authorized Capital”). The stockholders are in principle

entitled to subscription rights. The shares may also be acquired by one or several banks with the obligation to offer them to the stockholders.

However, with the approval of the Supervisory Board, the Executive Board is authorized to exclude subscription rights for fractional amounts occurring as a result of the subscription ratio and to exclude stockholders' statutory subscription rights as far as this is necessary in order to grant subscription rights for new shares to the holders of conversion and/or option rights or conversion obligations issued at the time the Authorized Capital is utilized or in respect of convertible bonds and/or options already issued or to be issued in future by ThyssenKrupp AG or its subsidiaries to the extent to which the holders would be eligible as stockholders after exercising the conversion and/or option rights or after fulfillment of the conversion obligations. Furthermore, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights if the issue price of the new shares is not significantly lower than the stock market price of shares already quoted on the stock market at the time the final issue price is determined and the shares issued do not exceed altogether 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. The sale of treasury stock shall be counted against this capital limit insofar as the sale takes place during the term of this authorization and subscription rights are excluded pursuant to Art. 186 par. 3 sentence 4 Stock Corporation Act (AktG). Shares issued to service bonds with conversion and/or option rights and conversion obligations shall likewise be counted against the 10% capital limit insofar as the bonds are issued during the term of this authorization to the exclusion of subscription rights analogously applying Art. 186 par. 3 sentence 4 AktG. In addition, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the stockholders' subscription rights in the event of capital increases in exchange for contributions in kind.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share issue and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Art. 5 of the Articles of Association in line with the respective utilization of the Authorized Capital and, if the Authorized Capital has not been utilized at all or not completely by January 18, 2012, after expiry of the authorization."

8. Resolution on the amendment of Art. 9 of the Articles of Association (Composition, Election, Term of Office of the Supervisory Board)

With the proposed amendment of Art. 9 of the Articles of Association, in particular paragraph 2 thereof, the Alfried Krupp von Bohlen und Halbach Foundation, Essen ("Foundation") is to be granted a right to designate a maximum of three members to the Supervisory Board of the Company. The Foundation currently holds 23.71% of the capital stock of ThyssenKrupp AG. If the Foundation holds a share in excess of 25%, the Foundation is to be entitled to designate three members, with a 15% - 25% share of the capital stock two members and with a 10% to 15% share one member to the Supervisory Board. If the Foundation's shareholding falls below 10%, the designation right ceases to apply. In the interest of good corporate governance, this ensures that the Company's long-standing major stockholder is represented on the Supervisory Board in accordance with the significance of its shareholding.

The Executive Board and Supervisory Board propose that the following resolution be passed:

Art. 9 of the Articles of Association is reworded as follows:

“Art. 9

Composition, Right of Designation, Appointment, Term of Office

- (1) The Supervisory Board shall have 20 members of which 10 shall be elected by the stockholders' meeting and 10 by the employees in accordance with the provisions of the German Codetermination Act (“MitbestG”) of May 04, 1976.
- (2) The Alfried Krupp von Bohlen und Halbach Foundation is entitled to designate one of the Supervisory Board members representing the stockholders if it holds no-par shares representing at least 10% of the Company's capital stock, two such members if it holds at least 15% and three if it holds at least 25%.
- (3) Supervisory Board members shall be elected for a term ending with the close of the stockholders' meeting at which the resolution on the ratification of acts of the Supervisory Board is passed in respect of the fourth fiscal year following the beginning of the term of office, the fiscal year during which the term of office began not being counted. The stockholders' meeting may set a shorter period of office for members representing the stockholders. The election of the successor to a member retiring before the end of his term of office shall be for the remaining term of office of the retired member.
- (4) When a Supervisory Board member is appointed, a substitute member may concurrently be appointed that becomes a member of the Supervisory Board if the Supervisory Board member retires before expiration of his term of office without a successor having been appointed. Stockholders may appoint a substitute member for one or several Supervisory Board members. The term of office of a succeeding substitute member representing the stockholders shall end when a stockholder's meeting has elected a successor to the retired member with a majority of three-quarters of the votes cast or on expiration of the term of office of the retired member, whichever is earlier.
- (5) Any full or substitute member of the Supervisory Board may resign from office by giving two weeks' written notice to the Executive Board. If for good cause, the resignation may take effect immediately.”

9. Resolution on the amendment of Art. 14 of the Articles of Association (Compensation of the Supervisory Board)

The fixed compensation of the Supervisory Board of ThyssenKrupp AG is to be increased from €16,000 to an annual amount of €50,000, with the current compensation structure being maintained. This takes into account the Supervisory Board's increased oversight activity and partly removes the link between compensation and the business performance of the Group. Accordingly, the variable compensation is to be reduced in order to keep the overall level of compensation stable. To this end the dividend-linked bonus is to be reduced from €800 to €300 for each €0.01 by which the dividend exceeds €0.10. In the case of the compensation component

based on the long-term performance of the company, the threshold value is to be increased from €500 million to €1 billion over a three-year average. This compensation component would therefore only come into effect if the Group's average earnings over a three-year period exceeded the threshold value of €1 billion.

The Executive Board and Supervisory Board propose that the following resolution be passed:

Art. 14 of the Articles of Association is reworded in par. 1 and 2 as follows:

“Art. 14
Compensation

- (1) Apart from having their cash disbursements refunded, the members of the Supervisory Board shall receive for the first time for fiscal year 2006/2007
 - a) a fixed compensation payable after the fiscal year has elapsed in the amount of €50,000;
 - b) a bonus of €300 per €0.01 dividend distributed to stockholders in excess of €0.10 per no-par-value share for the last fiscal year;
 - c) annual compensation linked to the long-term success of the Company in the amount of €2,000 for every €100,000,000 of income before taxes in the Company's consolidated financial statements (“EBT”) in excess of an average of €1,000,000,000 over the previous three fiscal years (“reference period”). The compensation shall be payable for the first time after the close of the Annual Stockholders' Meeting which decides on the ratification of acts of the Supervisory Board for the fiscal year ending September 30, 2007. Supervisory Board members who are appointed or leave up to this date shall receive compensation pro rata temporis.
- (2) The chairman and the vice chairman shall each receive three times and twice, respectively, of the aforesaid compensation pursuant to par. (1). Each member of a committee with the exception of the committee pursuant to Art. 27 par. 3 MitbestG shall receive a bonus of 25% of the compensation pursuant to par. (1), the chairman of the committee a bonus of 50%. Supervisory Board members who have only served on the Supervisory Board for part of the fiscal year shall receive compensation pro rata temporis. The amount of compensation to be paid under this par. (2) for work in committees shall be limited to the basic compensation under par. (1) above.”

10. Resolution on the amendment of Art. 3 of the Articles of Association (Notices)

Under the bill to implement the European Transparency Directive (“Transparenzrichtlinie-Umsetzungsgesetz”), which is due to be enacted in January 2007, the communication of information, such as the sending of the invitation to the Annual General Meeting to stockholders, via data transmission is subject to the approval of the Annual General Meeting even if a stockholder has expressly consented to this form of communicating information. To enable us to continue sending our stockholders information by electronic means, the Article 3 of the Articles of Association is to be amended already via an advance resolution.

The Executive Board and Supervisory Board propose that the following resolution be passed:

The heading of Art. 3 of the Articles of Association is amended, sentence 1 thereof becomes paragraph 1 and the following paragraph 2 is added:

“Art. 3
Notices and Information

- (1) Notices of the Company shall be published in the German electronic Federal Gazette (“Bundesanzeiger”).
- (2) Information may be communicated to the holders of the Company’s registered securities via electronic media.”

The Executive Board will apply for this amendment to the Articles of Association to be entered in the Commercial Register on enactment of the bill.

Report by the Executive Board pursuant to Art. 71 par. 1 no. 8 AktG in conjunction with Art. 186 par. 3 and 4 AktG regarding agenda item 6

In the Annual General Meeting on January 27, 2006, ThyssenKrupp AG passed a resolution to authorize the purchase of treasury stock which expires at July 26, 2007. Since this authorization expires in the current fiscal year, the authorization resolution is to be cancelled at the time the new authorization to be resolved in this Annual General Meeting becomes effective.

In addition to purchasing on the open market, the Company is also to have the option of buying back treasury stock by means of a public offer or a public invitation to tender. The principle of equality under stock corporation law must be observed. In the event of a public offer or a public invitation to tender, the recipients of the invitation can decide how many shares and – when a price range is determined – at what price they would like to offer these to the Company. If an offer is over-subscribed or, in the event of a public invitation to tender, not all of several equal tenders can be accepted, tenders must be accepted on a quota basis. However, priority may be given to small tenders or small parts of tenders up to a maximum of 100 shares. The purpose of this is to avoid fractional amounts in determining the quotas to be repurchased and small residual amounts and thus to simplify the technical procedure. The offer price or the limits of the price range offered per share (without incidental costs) may not be more than 10% higher or lower than the average closing price in the Xetra trading system (or a comparable successor system) over the three days of trading before the date of the public announcement of the offer. If, after announcement of a tender, the relevant price is subject to significant changes, the average price on the three days of trading before the public announcement of a possible adjustment can be taken as a basis instead. The tender offer may specify further conditions.

The repurchased shares may be used for all legally permissible purposes, including in particular the following:

The proposed resolution contains an authorization to sell the repurchased stock outside the stock exchange for cash excluding subscription rights. This is subject to the condition that the shares are sold at a price not significantly below the stock market price of same-category Company shares at the time of the sale. This authorization makes use of the option to simplify cancellation of subscription rights permitted under Art. 71 par. 1 no. 8 AktG applying Art. 186 par. 3 sentence 4 AktG. To protect

stockholders against share dilution, the shares may only be sold at a price not significantly lower than the prevailing stock market price. The final purchase price for treasury stock will be determined shortly before the sale. The Executive Board will ensure that any markdown on the stock market price according to the market conditions prevailing at the time of placement is as low as possible. The markdown on the stock market price at the time of exercising the authorization will in no case exceed 5% of the current stock market price. The authorization is subject to the condition that the shares sold ex rights in accordance with Art. 186 par. 3 sentence 4 AktG may not exceed altogether 10% of the capital stock, either at the time the authorization enters into effect or at the time it is exercised. The stockholders are in principle able to maintain their shareholding by purchasing ThyssenKrupp shares on the stock market. The authorization is in the interests of the Company as it enables greater flexibility. In particular, it allows the Company to issue shares to cooperation partners on a targeted basis.

The sale of treasury stock may also be made in return for contributions in kind to the exclusion of the stockholders' subscription rights. This allows the Company to offer treasury stock directly or indirectly as compensation in the framework of company mergers or in connection with the acquisition of companies, company units or investments in companies. In the international competition and global economy, compensation in the form of shares is often preferred in transactions of this kind. The authorization proposed here provides the Company with the requisite freedom to make use of opportunities which arise to acquire companies, company units or investment in companies quickly and flexibly on both national and international markets. The proposed exclusion of subscription rights takes account of this. In determining the valuation ratios, the Executive Board will ensure that the interests of stockholders are appropriately safeguarded. In assessing the value of the shares granted as countervalue, the Executive Board will be guided by the stock market price of ThyssenKrupp shares. It is not planned to establish a schematic link with one particular stock market price, in particular in order to ensure that negotiating results already achieved cannot be jeopardized by fluctuations in the stock market price.

Under the authorization, the treasury stock may also be used to discharge conversion rights of holders of convertible bonds issued by the Company or its subsidiaries to the exclusion of stockholders' subscription rights. Instead of new shares from a capital increase, it may be expedient to use treasury stock to discharge conversion rights in whole or in part.

The aforesaid options are not restricted to shares purchased under this authorization resolution. Rather, this authorization also includes shares purchased under Art. 71 d sentence 5 AktG. It is advantageous and creates further flexibility if these shares can be used in the same way as the shares purchased under this authorization resolution.

The treasury stock repurchased under this authorization resolution may be redeemed by the Company without any further resolution of the Annual General Meeting. In accordance with Art. 237 par. 3 no. 3 AktG, the Annual General Meeting may resolve to redeem its fully paid-up no-par-value shares without having to reduce the Company's capital stock. This alternative is expressly included in the proposed authorization alongside the redemption in conjunction with capital reduction. When shares are redeemed without capital reduction, the calculated share of the remaining no-par-value shares in the Company's capital stock is automatically increased. The Executive Board is therefore also to be authorized to make the then necessary amendment to the Articles of Association with regard to the changed number of no-par-value shares following the redemption.

According to its best judgment, the Supervisory Board may determine that measures of the Executive Board under the stockholders' authorization in accordance with Art. 71 par. 1 no. 8 AktG are subject to its approval.

The Executive Board will inform the next Annual General Meeting about the exercise of the authorization.

Report by the Executive Board pursuant to Art. 203 par. 2 sentence 2 AktG in conjunction with Art. 186 par. 4 sentence 2 AktG re agenda item 7

Under item 7 of the agenda, it is proposed to create Authorized Capital in the amount of up to €500,000,000 by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind.

With the proposed Authorized Capital, the Executive Board of ThyssenKrupp AG will be in a position within an appropriate framework to adjust ThyssenKrupp AG's equity capital to business requirements at any time – which is especially important in view of the growth and investment strategy being pursued by the Executive Board over the next few years – and to respond quickly and flexibly to the changing markets in the interests of stockholders. To this end – independently of concrete utilization plans – the Company must always have at its disposal the necessary capital procurement instruments. Since decisions on meeting capital requirements generally have to be taken at short notice, it is important that the Company is not dependent on the cycle of Annual General Meetings in this respect. The law takes this need into consideration with the instrument of Authorized Capital. Common reasons for utilizing Authorized Capital are to strengthen a company's equity basis and to finance acquisitions.

In the utilization of Authorized Capital, the stockholders generally have subscription rights. However, under the proposed authorization the Executive Board is to be entitled, with the approval of the Supervisory Board, to exclude stockholders' subscription rights for fractional amounts occurring as a result of the subscription ratio. This will facilitate the handling of an issue of subscription rights if fractional amounts occur due to the volume of the issue or in order to attain a practicable subscription ratio. The new shares excluded as "free fractional amounts" from the stockholders' subscription rights will be utilized so as to achieve the maximum advantage for the Company.

In addition, it will also be possible, with the approval of the Supervisory Board, to exclude subscription rights insofar as this is necessary in order to grant subscription rights for new shares to the holders of existing and future convertible bonds and options if this is required under the terms of the respective bond. To facilitate the issue of such bonds on the capital market, a mechanism is generally in place to protect against dilution, which means that in subsequent issues of shares with stockholder subscription rights, bondholders may be granted stockholder-equivalent subscription rights to new shares instead of an option or conversion price reduction. They are thus treated in such a way as if they had already exercised their option or conversion rights or as if a conversion obligation had already been fulfilled. The advantage of this is that – unlike a dilution safeguard under which the option or conversion price is reduced – a higher issue price can be attained for the shares issued as a result of the conversion/ exercise of the option.

In the case of capital increases against cash contributions pursuant to Art. 186 par. 3 sentence 4 AktG, subscription rights may also be excluded, with the approval of the Supervisory Board, if the issue price of the new shares is not significantly lower than the stock market price. This authorization enables the Company to respond quickly and flexibly to market opportunities and to cover associated capital requirements at very short notice if necessary. The exclusion of subscription rights not only permits a more rapid response to market conditions, it also allows shares to be placed at a near-market price, i.e. without the markdown generally required in the case of share issues with subscription rights. This increases the proceeds from share issues to the benefit of the Company. In addition, by placing shares in this way, new stockholder groups can be targeted. In utilizing the authorization, the Executive Board – with the approval of the Supervisory Board – will keep the markdown as low as possible in the market conditions prevailing at the time of placement. However, the markdown on the market price at the time of utilizing the

Authorized Capital will in no case exceed 5% of the current market price. The shares issued ex rights in accordance with Art. 186 par. 3 sentence 4 AktG may not exceed altogether 10% of the capital stock either at the time the authorization enters into effect or at the time it is exercised. The sale of treasury stock shall be counted against this limit insofar as it takes place during the term of this authorization to the exclusion of subscription rights pursuant to Art. 186 par. 3 sentence 4 AktG. Shares issued or to be issued to service bonds with conversion and/or option rights and conversion obligations shall likewise be counted against this limit insofar as the bonds are issued during the term of this authorization to the exclusion of subscription rights analogously applying Art. 186 par. 3 sentence 4 AktG. These requirements take into account the stockholders' need to protect their shareholdings against dilution in accordance with the statutory provisions. Thanks to the near-market issue price of the new shares and the restricted volume of the capital increase ex subscription rights, stockholders are able in principle to maintain their shareholding by purchasing the required shares at virtually identical conditions on the stock market. This guarantees that, in compliance with the legal interpretation of Art. 186 par. 3 sentence 4 AktG, the assets and voting right interests are appropriately safeguarded on utilization of Authorized Capital to the exclusion of subscription rights, while the Company gains additional latitude to the benefit of all stockholders.

It will also be possible, with the approval of the Supervisory Board, to exclude stockholders' subscription rights in the event of capital increases against contributions in kind. This will enable the Executive Board to use shares of the Company to acquire companies, parts of companies, equity interests or other assets where appropriate in individual cases. For example, the need may arise in negotiations to offer shares in payment instead of cash. The ability to use the Company's shares as a form of payment thus creates an advantage in the competition for attractive acquisition targets and provides the scope needed to utilize opportunities presenting themselves for the acquisition of companies, parts of companies, equity interests and other assets while protecting the Company's liquidity. The use of shares may also be appropriate to achieve an optimized financing structure. The authorization will also enable ThyssenKrupp AG to acquire larger companies or equity interests in suitable cases insofar as this is in the interest of ThyssenKrupp AG and thus of its stockholders. This does not lead to any disadvantages for the Company, because the issue of shares in exchange for contributions in kind is subject to the condition that the value of the contribution in kind is appropriately in proportion with the value of the shares. In determining the valuation ratios, the Executive Board will ensure that the interests of the Company and its stockholders are safeguarded and an appropriate issue amount is achieved for the new shares.

In each individual case the Executive Board will carefully consider whether to use the authorization to increase capital to the exclusion of stockholders' subscription rights. It will only do so if this is in the interests of the Company and thus of its stockholders according to the assessment of the Executive Board and Supervisory Board.

The Executive Board will report on the use of the authorization in each case to the subsequent Annual General Meeting.

Participation in the Annual General Meeting

Of the 514,489,044 outstanding shares of the Company, 488,764,592 shares carry participation and voting rights at the time of convening this Annual General Meeting.

Under Art. 17 of our Company's Articles of Association, to be entitled to attend the Annual General Meeting and exercise their voting rights stockholders must register with the Company at the following address and send separate confirmation of their share ownership issued by their depository bank to this address:

ThyssenKrupp AG
c/o Bayerische Hypo- und Vereinsbank AG
FMS5HV
80311 Munich
Germany
Fax: +49 89 5400-2519
E-mail: hauptversammlungen@hvb.de

The record of share ownership must relate to the beginning of December 29, 2006 and must reach the Company together with the registration by no later than January 12, 2007 at the above address. The registration and record of share ownership must be in text form and must be in German or English.

The registration office will send out admission tickets to the Annual General Meeting to stockholders after receiving their registration and record of share ownership. To ensure that you receive admission tickets in good time, we would ask stockholders to request admission tickets to attend the Annual General Meeting from their depository banks in good time. In this case the registration and record of share ownership will be submitted by the depository bank.

On account of the sharp increase in registrations to attend our Annual General Meeting in recent years, we would ask you to understand that only one admission ticket can be issued per stockholder.

Voting by proxy

Stockholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxy, e.g. by a bank or stockholders' association.

As before, we are again offering our Stockholders the opportunity to allow Company-nominated proxies to represent them in the voting. These proxies must be authorized and given instructions for exercising voting rights. Proxies are obligated to vote as instructed.

Authorization and voting instructions can be issued to Company-nominated proxies before the Annual General Meeting either via the internet or in writing. Authorizations and instructions may also be issued or altered on the internet during the Annual General Meeting until the voting commences. An admission ticket for the Annual General Meeting is also necessary to authorize a Company-nominated proxy.

More details on participating in the Annual General Meeting and authorizing and instructing proxies will be sent to stockholders together with their admission ticket. This information can also be viewed on the internet at www.thyssenkrupp.com.

Transmission of the Annual General Meeting on the internet

At the instruction of the chairman of the Meeting, all stockholders of ThyssenKrupp AG and interested members of the public can follow the entire Annual General Meeting live on the internet on January 19, 2007, starting at 10.00 a.m. (www.thyssenkrupp.com). The link "Annual General Meeting" provides unrestricted access to the live transmission. The opening of the Annual General Meeting by the chairman of the meeting together with the speech by the Executive Board Chairman will also be available as a recording after the Annual General Meeting.

Stockholder motions and election proposals pursuant to Arts. 126 and 127 AktG

Countermotions and election proposals regarding a specific agenda item should be sent exclusively to the following address. Countermotions and election proposals sent to a different address will not be taken into consideration.

ThyssenKrupp AG
Corporate Investor Relations
August-Thyssen-Strasse 1
40211 Düsseldorf
Germany
Fax: +49 211 824-38512
E-mail: ir@thyssenkrupp.com

On proof of proposer's stockholder status, stockholder countermotions and election proposals received at this address by no later than the close of January 04, 2007 will be made available immediately to other stockholders on the internet at www.thyssenkrupp.com. Any comments from head office will likewise be published after January 04, 2007 at the same internet address.

Duisburg and Essen, December 2006

ThyssenKrupp AG
The Executive Board

