

ThyssenKrupp AG

Invitation to the Annual General Meeting

January 18, 2008, RuhrCongress, Bochum, Germany

2008

ThyssenKrupp



ThyssenKrupp AG, Duisburg and Essen
– ISIN DE0007500001 –

INVITATION TO THE ANNUAL GENERAL MEETING

DEAR STOCKHOLDERS,

We hereby invite you to the
9th Annual General Meeting of ThyssenKrupp AG,
on Friday, January 18, 2008, 10.00 a.m.,
at the RuhrCongress, Stadionring 20,
44791 Bochum, Germany.

Agenda

- 1. PRESENTATION OF THE ADOPTED FINANCIAL STATEMENTS OF THYSSENKRUPP AG AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2007, THE MANAGEMENT REPORTS ON THYSSENKRUPP AG AND THE GROUP FOR THE 2006/2007 FISCAL YEAR, THE REPORT BY THE SUPERVISORY BOARD AND THE EXPLANATORY REPORT BY THE EXECUTIVE BOARD ON DISCLOSURES OF TAKEOVER PROVISIONS**

The aforesaid documents have been published online and can be viewed at www.thyssenkrupp.com via the link "Annual General Meeting". 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 2006/2007 fiscal year, a dividend of €1.30 per eligible share is to be distributed. The dividend shall be paid on January 21, 2008. 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 2006/2007 fiscal year in the amount of €668,835,757.20 as follows:

- | | |
|--------------------------------------------------------------|-----------------|
| • Distribution of a dividend of €1.30
per eligible share: | €635,393,969.60 |
| • Remaining amount to be carried forward: | €33,441,787.60 |

- 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 2006/2007 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 2006/2007 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, be elected as auditors for the annual financial statements and for the auditors' review of interim financial reports for the 2007/2008 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 2007 Annual General Meeting expires in July 2008, 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 17, 2009. The authorization to repurchase treasury stock granted by the Company's Annual General Meeting on January 19, 2007 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 an 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 AMENDMENT OF ART. 14 OF THE ARTICLES OF ASSOCIATION (SUPERVISORY BOARD COMPENSATION)

The Supervisory Board has formed a Nomination Committee which is tasked with submitting proposals to the Annual General Meeting for the election of stockholder representatives to the Supervisory Board. As the Nomination Committee will not meet with the same frequency as the other committees, its members shall receive no additional compensation – with the exception of a meeting attendance fee – for their committee work.

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

Sentence 2 of Art. 14 par. (2) of the Articles of Association is reworded as follows:

“Each member of a committee with the exception of the committee pursuant to Art. 27 par. 3 MitbestG and the Nomination Committee shall receive a bonus of 25% of the compensation pursuant to par. (1), the chairman of the committee a bonus of 50%.”

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 19, 2007, ThyssenKrupp AG passed a resolution to authorize the purchase of treasury stock which expires at July 18, 2008. 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.

PARTICIPATION IN THE 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 28, 2007 and must reach the Company together with the registration by no later than January 11, 2008 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.

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.

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; they cannot exercise the voting rights at their own discretion.

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 via the link "Annual General Meeting".

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 18, 2008, 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 03, 2008 will be made available immediately to other stockholders on the internet at www.thyssenkrupp.com via the link "Annual General Meeting". Any comments from head office will likewise be published after January 03, 2008 at the same internet address.

PUBLICATION IN THE ELECTRONIC FEDERAL GAZETTE (BUNDESANZEIGER)

The Annual General Meeting on January 18, 2008 was convened by publication of the above agenda in the electronic Federal Gazette on December 06, 2007.

Duisburg and Essen, December 2007

ThyssenKrupp AG
The Executive Board

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.

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