

Convening of the General Stockholders' Meeting 2010/

ThyssenKrupp AG



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, 2009, the management reports on ThyssenKrupp AG and the Group for the 2008/2009 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to Art. 289 par. 4, Art. 315 par. 4 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 approval of the system of compensation for the members of the Executive Board
6. Resolution on re-elections to the Supervisory Board
7. Resolution on the election of the auditors
8. Resolution on the authorization to purchase and use treasury stock and on the exclusion of subscription rights
9. Resolution on the authorization to use equity derivatives when repurchasing treasury stock and on the exclusion of subscription rights
10. Resolution on amendments to the Articles of Association to bring them in line with the Act Implementing the Shareholders' Rights Directive (ARUG)

This is a translation of the German convening of the General Stockholders' 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 stockholders for informational purposes only. No warranty is made as to the accuracy of this translation and ThyssenKrupp AG assumes no liability with respect thereto.

Convening of the General Stockholders' Meeting

Dear stockholders,

We hereby invite you to the

11th General Stockholders' Meeting
of ThyssenKrupp AG
with registered office in Duisburg and Essen.

The General Stockholders' Meeting will be held at
10.00 a.m. on Thursday, January 21, 2010,
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 period ended September 30, 2009, the management reports on ThyssenKrupp AG and the Group for the 2008/2009 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to Art. 289 par. 4, Art. 315 par. 4 German Commercial Code (HGB)

In accordance with Arts. 172 and 173 German Stock Corporation Act (AktG) the Supervisory Board approved the financial statements and the consolidated financial statements prepared by the Executive Board on November 26, 2009; the financial statements are thus adopted; an adoption by the General Stockholders' Meeting is therefore not required. The financial statements and management report of ThyssenKrupp AG, the consolidated financial statements and the group 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 General Stockholders' Meeting; while a resolution upon those documents is not required under the Stock Corporation Act.

2. Resolution on the disposition of unappropriated net income

From the unappropriated net income of the 2008/2009 fiscal year, a dividend of €0.30 per eligible share is to be distributed. The dividend shall be paid on January 22, 2010. Treasury shares are not eligible for dividend. The number of dividend-bearing shares may change before the General Stockholders' Meeting, in which case the proposal on the disposition of unappropriated net income submitted to the General Stockholders' Meeting will be amended accordingly while the dividend of €0.30 per eligible share shall remain unchanged.

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2008/2009 fiscal year in the amount of €154,346,713.20 as follows:

- Distribution of a dividend of €0.30 per eligible share: €139,042,047.60
- Remaining amount to be carried forward: €15,304,665.60

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

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board during the 2008/2009 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 2008/2009 fiscal year be ratified for this period.

5. Resolution on the approval of the system of compensation for the members of the Executive Board

The Act on the Appropriateness of Executive Board Remuneration (VorstAG) of July 31, 2009 enables the General Stockholders' Meeting to pass a resolution approving the system of compensation for Executive Board members (Art. 120 par. 4 AktG). The compensation system for the members of the Executive Board of the Company is presented in detail in the compensation report, which forms part of the Corporate Governance report in the 2008/2009 Annual Report.

The Executive Board and Supervisory Board propose that the system of compensation for the members of the Executive Board of ThyssenKrupp AG be approved.

6. Resolution on re-elections to the Supervisory Board

In accordance with Art. 9 par. 1 of the Articles of Association, Art. 96 par. 1 AktG and Art. 7 par. 1 sentence 1 no. 3 of the Codetermination Act of May 04, 1976 (MitbestG), the Supervisory Board of the Company comprises twenty members, ten of whom are appointed by the stockholders and ten by the employees. The term of office of the eight members of the Supervisory Board elected by the General Stockholders' Meeting ends with the close of the General Stockholders' Meeting on January 21, 2010. The regular termination of the office caused the Alfried Krupp von Bohlen und Halbach Foundation to exercise its right of designation as set out under Art. 9 par. 2 of the Articles of Association once again. Dr. Gerhard Cromme, Dr. Kersten v. Schenck and Federal Minister (retd.) Peer Steinbrück shall be designated to the Supervisory Board. Seven new Supervisory Board members are therefore to be elected by the General Stockholders' Meeting. In the election of the stockholder representatives, the General Stockholders' Meeting is not bound by the election proposals. It is intended to elect each Supervisory Board member individually in accordance with the German Corporate Governance Code. The employee representatives on the Supervisory Board were last elected by the workforce in December 2008.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board as stockholder representatives:

- **Prof. Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel, Essen**
President of the Federation of German Industries
(Bundesverband der Deutschen Industrie e.V.)
- **Prof. Dr. Ulrich Lehner, Düsseldorf**
Member of the Stockholder Committee of Henkel AG & Co. KGaA
- **Prof. Dr. Bernhard Pellens, Bochum**
Professor of Business Studies and International Accounting, Ruhr University Bochum
- **Dr. Henning Schulte-Noelle, Munich**
Chairman of the Supervisory Board of Allianz SE
- **Mr. Christian Streiff, Paris**
former President of PSA Peugeot Citroën S.A.
- **Mr. Jürgen R. Thumann, Düsseldorf**
Chairman of the Advisory Board of Heitkamp & Thumann Group
- **Prof. Dr. Beatrice Weder di Mauro, Frankfurt am Main**
Professor of Economics, Economic Policy & International Macroeconomics, Johannes Gutenberg University of Mainz and member of the German Council of Economic Experts

The election is for the period to the close of the General Stockholders' Meeting which ratifies the acts of the Supervisory Board for the 2013/2014 fiscal year.

7. Resolution on the election of the auditors

On the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected as auditors for the annual financial statements and for the auditors' review of interim financial reports for the 2009/2010 fiscal year.

8. Resolution on the authorization to purchase and use treasury stock and on the exclusion of subscription rights

Unless expressly permitted by law, the repurchase and use of treasury stock by the Company is subject to separate authorization from the General Stockholders' Meeting pursuant to Art. 71 par. 1 no. 8 AktG. Since the authorization issued for the maximum period of 18 months by the General Stockholders' Meeting on January 23, 2009 expires in July 2010, a new authorization resolution is to be proposed to the General Stockholders' Meeting. Under Art. 71 par. 1 no. 8 AktG, as amended by the Act Implementing the Shareholders' Rights Directive (ARUG) of July 30, 2009, such authorization may now be granted for a period of up to five years. Granting authorization for whole-year periods will prevent the expiry of such authorization between two General Stockholders' Meetings in the future. In addition, a longer authorization period provides flexible conception for long-term, stock-based compensation systems. A resolution making provision for such use of treasury stock is therefore proposed.

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 capital stock at the time of the resolution until January 20, 2015. 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.
- c) At the discretion of the Executive Board, the buy-back may be effected on the stock-market or by means of a public

offer or a public invitation to tender. The authorization to repurchase treasury stock in these ways granted by the Company's General Stockholders' Meeting on January 23, 2009 will be cancelled when the new authorization becomes effective.

- If the shares are repurchased on the stock-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 oversubscribed 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 or an earlier 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 stock-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 the acquisition of companies, company units or company investments as well as company mergers.
- 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.
- ee) The shares may be issued to employees of the Company and affiliated companies as well as members of the executive boards of affiliated companies and to satisfy rights or obligations to acquire Company shares granted to employees of the Company and affiliated companies as well as members of the executive boards of affiliated companies.
- e) The Supervisory Board is authorized to use treasury stock acquired on the basis of this or an earlier authorization to satisfy rights or obligations to acquire Company shares granted to members of the Executive Board of the Company.

- f) The authorizations under d) and e) also include the use of the Company's shares purchased under Art. 71 d sentence 5 AktG.
- g) The authorizations under d) and e) may be used once or several times, in whole or in part, individually or jointly, while the authorizations under d), bb) to ee) 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.
- h) 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 authorizations under d), bb) to ee) and e).
- i) The Supervisory Board may determine that measures of the Executive Board under this stockholders' resolution are subject to its approval.

9. Resolution on the authorization to use equity derivatives when repurchasing treasury stock and on the exclusion of subscription rights

Further to the planned authorization to repurchase treasury stock under agenda item 8, the Company is also to be authorized to repurchase treasury stock using equity derivatives (put or call options or a combination of both).

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

- a) Further to the authorization to repurchase treasury stock pursuant to Art. 71 par. 1 no. 8 AktG to be resolved under agenda item 8, Company shares may – in addition to the ways described under that agenda item – also be purchased by means of equity derivatives. The Executive

Board is authorized to sell options which obligate the Company to purchase treasury stock when the option is exercised (put option), acquire options which grant the Company the right to acquire treasury stock when the option is exercised (call option) and purchase treasury stock by means of a combination of put and call options.

Each purchase of treasury stock by means of equity derivatives is limited to a maximum of 5% of the capital stock of the Company at the time of the resolution by the General Stockholders' Meeting.

- b) The option conditions must ensure that the options are only honored with shares acquired in accordance with the principle of equal treatment. The option premium paid by the Company in the case of call options and received in the case of put options may not be significantly higher or lower than the theoretical fair value of the respective options as calculated using recognized financial mathematical methods, taking into consideration among other things the agreed exercise price. The purchase price per Company share to be paid when exercising an option (exercise price) 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 concluding the corresponding option transaction (excluding incidental costs but taking the received or paid option premium into consideration).

If treasury shares are repurchased by means of equity derivatives and under observance of the aforementioned regulations, any right of stockholders to conclude such option transactions with the Company shall be excluded, applying Art. 186 par. 3 sentence 4 AktG. Nor shall stockholders have the right to conclude option transactions for a preferred offer related to small numbers of shares.

Stockholders have the right to tender their shares to the Company only to the extent that the Company is obliged to accept their shares in the context of option transactions. Any further rights to tender shares are excluded.

- c) This authorization shall be valid until January 20, 2015; the term of the options must end by this date at the latest. The authorization to repurchase treasury stock by means of equity derivatives granted by resolution of the General Stockholders' Meeting of the Company on January 23, 2009 shall expire at the point in time at which the new authorization resolution under this agenda item comes into effect.
- d) The regulations set out under agenda item 8 shall apply by analogy for the use of treasury stock acquired by means of equity derivatives.
- e) The Supervisory Board may determine that measures of the Executive Board under this resolution of the General Stockholders' Meeting are subject to its approval.

10. Resolution on amendments to the Articles of Association to bring them in line with the Act Implementing the Shareholders' Rights Directive (ARUG)

As a result of the Act Implementing the Shareholders' Rights Directive (ARUG) of July 30, 2009, the deadlines set out in the Stock Corporation Act for registration for the General Stockholders' Meeting and providing proof of authorization as well as the regulations on voting by proxy have changed. The ARUG Act also permits the exercising of stockholder rights via electronic media (online participation) and voting by post.

The Executive Board and Supervisory Board therefore propose to amend Arts. 16, 17 and 18 par. 3 of the Articles of Association as follows:

“Art. 16 Convening

Stockholders’ Meetings shall be convened with at least thirty days’ notice before the date of the meeting. The deadline for convening shall be extended to include the days of the registration period (Art. 17 par. 1).

Art. 17 Participation conditions, exercising voting rights

(1) Stockholders wishing to participate in Stockholders’ Meetings or exercise their voting rights must register for the Stockholders’ Meeting and provide proof of their authorization. The registration and proof of authorization must reach the Company at the address specified in the convening at least six days before the Stockholders’ Meeting (registration period). The Executive Board or – in the event of convening by the Supervisory Board – the Supervisory Board shall be authorized to define a shortened deadline for registration and proof of authorization of up to three days before the Stockholders’ Meeting in the convening.

(2) Separate confirmation of the stockholding issued in text form by the depository bank is sufficient for the proof of authorization required under par. (1). The confirmation of the stockholding must relate to the point in time specified in the Stock Corporation Act.

If the correctness or authenticity of the proof of authorization is in doubt, the Company is entitled to demand further suitable evidence. If this, too, is in doubt, the Company may refuse the stockholder authorization to participate or vote in the Stockholders’ Meeting.

The registration and proof of authorization must be in German or English.

(3) The voting right may be exercised by proxy. Powers of proxy may be communicated to the Company via an electronic medium to be defined by the Executive Board.

(4) The Executive Board is authorized to make provision for stockholders to participate in the Stockholders’ Meeting without actually attending the venue and without granting powers of proxy, and to exercise their voting rights in part or in full via electronic means (online participation). The Executive Board may define individual rules concerning the scope and method of online participation.

(5) The Executive Board is authorized to make provision for stockholders to cast their votes in writing or via electronic means without attending the Stockholders’ Meeting (postal vote). It may define individual rules concerning the process of postal voting.

Art. 18 Chair of the Stockholders’ Meetings

(3) The Chair of the Stockholders’ Meeting is authorized to permit the video and audio transmission of all or part of the Stockholders’ Meeting in any form he defines. The transmission may also be made in a form to which the public has unlimited access.”

II. Reports by the Executive Board and additional information regarding agenda items

1. 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 8

The authorization to purchase treasury stock which expires on July 22, 2010 is to be renewed by resolution of the General Stockholders' Meeting to permit the Company to repurchase treasury stock beyond this date. The authorization is to be granted for the new legally permitted maximum duration of five years. The Stock Corporation Act already makes provision for authorizations valid for a period of up to five years for authorized capital (Art. 202 par. 1 AktG) and when issuing convertible bonds (Art. 221 par. 2 AktG).

Purchase via an offer

In addition to purchasing on the stock-market, the Company is also to have the option of buying back treasury stock by means of a public offer to Company stockholders or a public invitation to tender. The principle of equal treatment under stock corporation law must be observed. In the event of 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 transaction 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 or invitation to tender. If, after announcement of an offer or invitation to 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 offer or invitation to tender may specify further conditions.

Use of treasury shares

The treasury shares repurchased on the basis of this or earlier authorization resolutions 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. International competition and the globalization of the economy often demand compensation in the form of shares 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 investments 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.

Treasury stock may also be offered for purchase to employees of the Company and affiliated companies (employee shares), insofar as the individual subsidiaries in Germany and abroad participate in the ThyssenKrupp employee share program. In addition, treasury stock may also be transferred to executives of the Company and the ThyssenKrupp Group (including members of the management boards of affiliated companies). The issue of treasury stock to executives, generally subject to an appropriate blocking period of several

years, and employees is in the interests of the Company and its stockholders as it promotes the identification of executives and employees with their company and thus an increase in the value of the Company. The use of existing treasury stock, rather than a capital increase or cash payment, as a share-price-related and value-based compensation component may also be economically expedient for the Company. In this case, stockholders' subscription rights must be excluded. When calculating the purchase price to be charged to executives and employees, an appropriate discount may be granted as is customary for employee share programs, based on company performance. Insofar as the issue of treasury stock to executives requires the approval of the Supervisory Board of the company involved, treasury stock shall only be offered for purchase with the prior approval of the relevant Supervisory Board.

It should also be possible for the Supervisory Board to offer share-based compensation using treasury stock to members of the Executive Board of ThyssenKrupp AG. Any decision shall be made exclusively by the Supervisory Board of ThyssenKrupp AG as the body responsible for setting Executive Board compensation.

The aforesaid options are not restricted to shares purchased under this or an earlier 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 or an earlier authorization resolution may be redeemed by the Company without any further resolution of the General Stockholders' Meeting. In accordance with Art. 237 par. 3 no. 3 AktG, the General Stockholders' 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. In this case, 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 General Stockholders' Meeting about the exercise of the authorization.

2. Report by the Executive Board pursuant to Art. 71 par. 1 sentence 8 AktG in conjunction with Art. 186 par. 3 and 4 AktG regarding agenda item 9

In addition to the option to purchase treasury stock by conventional means as set out in agenda item 8, the Company is also to be given the option of purchasing treasury stock by means of equity derivatives. The Company's options for optimally structuring the repurchase of treasury stock are expanded through this additional alternative of repurchasing treasury shares via equity derivatives, which has now become an established method for many DAX-listed companies. Under some circumstances, it may be advantageous for the Company to sell put options, purchase call options or purchase treasury shares via a combination of put and call options instead of acquiring treasury shares directly. The term of the options must be selected in such a way as to ensure that, when exercising the options, the shares are not purchased after January 20, 2015. This ensures that the Company does not purchase any treasury shares on this basis after expiry of the (renewed) authorization in accordance with Art. 71 par. 1 no. 8 AktG, which is valid until this date. The purchase of treasury stock via equity derivatives shall also be limited to

5% of the capital stock of the Company at the time of the resolution of the General Stockholders' Meeting.

The Company grants the purchaser of a put option the right to sell shares in the Company to the Company at a price fixed in the put option (exercise price). For this right, the Company receives an option premium which, taking into consideration various parameters – including the exercise price and term of the option and volatility of the Company shares – corresponds to the value of the right of sale granted by the put option. If the purchaser exercises the put option, the option premium paid by him reduces the total countervalue provided by the Company for the purchase of the shares. Exercising the put option only makes economic sense for the purchaser of the put option in the event that the share price at the time the put option is exercised is lower than the exercise price as, in this instance, the purchaser can sell the stock at the higher exercise price. Conversely, from the point of view of the Company the use of put options offers the advantage that the exercise price is already fixed when the option transaction is concluded, while the cash outflow does not occur until the exercise date. Although the company cannot repurchase treasury stock in this way if the purchaser does not exercise the option because the share price is higher than the exercise price on the exercise date, it still retains the option premium received.

If the Company purchases a call option, it will receive, in return for payment of an option premium, the right to purchase from the seller of the option a pre-defined number of treasury shares at a pre-agreed price (exercise price). Exercising the call option only makes economic sense for the Company in the event that the share price is higher than the exercise price, as the Company can then purchase the shares from the seller at the lower exercise price. Through the purchase of call options, the Company can e.g. limit exchange rate risks in the event that it is obligated to transfer shares at a later date, for example within the framework of conversion rights in respect of convertible bonds.

The purchase price for the Company shares which the Company pays is the exercise price agreed in the corresponding option. The exercise price may be higher or lower than the stock market price of the Company shares on the day the option transaction is concluded, but may not be more than 10% higher or lower than the average closing price of the Company shares in the Xetra trading system (or a comparable successor system) over the three trading days before the relevant option transaction is concluded; transaction costs are not taken into account, but the received or paid option premium is taken into account. The option premium to be paid by the Company in the case of call options and received in the case of put options may not be significantly higher or lower than the theoretical fair value of the respective options as calculated using recognized, and in particular financial mathematical methods. When calculating the theoretical fair value of the respective options, among other things the agreed exercise price must be taken into consideration.

The proposed additional authorization to repurchase treasury shares via equity derivatives is designed to exclude any economic disadvantage arising for stockholders who repurchase treasury stock via equity derivatives. The definition of exercise price and option premium described above and the mandatory requirement that the options can only be honored with Company shares acquired on the basis of the principle of equal treatment ensure that the Company receives or pays a fair market price and that those stockholders in the Company who are not party to the option transactions are not subject to any value-related disadvantage. This corresponds to the position of stockholders in the case of a share repurchase on the stock-market, where it is not possible for all stockholders to actually sell shares to the Company. The specifications for the options and the specifications for the shares to be used to discharge option rights ensure that the principle of equal treatment of stockholders is also protected in this form of purchase. Against this background, it is justifiable – also with respect to the legal principle on which Art. 186 par. 3 sentence 4 AktG is based – that stockholders do not have the right to conclude such option transactions with the Company. Nor do

stockholders have a right to conclude option transactions with the Company for a preferred offer to conclude option transactions related to a small number of shares. The exclusion of subscription and tender rights enables the Company to conclude short-term option transactions. This opportunity would not exist in the same way in the event that an offer to purchase options were made to all stockholders or an offer were made to purchase options from all stockholders.

Company stockholders should have the right to tender their shares in a repurchase of treasury shares via equity derivatives only insofar as the Company is obligated to accept shares from the respective options specifically from those stockholders. Otherwise it would not be possible to use equity derivatives for the repurchase of treasury shares and the associated advantages for the Company could not be realized.

After careful consideration of the interests of both stockholders and the Company, The Executive Board feels that the exclusion or restriction of tender rights is justified on the grounds of the advantages arising for the Company from the use of equity derivatives to repurchase shares.

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

3. Additional information regarding agenda item 6

Details pursuant to Art. 125 par. 1 sentence 5 AktG

The stockholder representatives proposed for election to the Supervisory Board under agenda item 6 are members of the Supervisory Board of the companies listed below under a) and/or members of a comparable German or non-German control body of the companies listed under b).

Prof. Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel, 62

- a) Commerzbank AG
Hochtief AG
National-Bank AG
- b) EQT Infrastructure Limited
(Member of the Investment Advisory Committee)
RAG-Stiftung (Member of the Board of Trustees)

Prof. Dr. Ulrich Lehner, 63

- a) Deutsche Telekom AG (Chair)
E.ON AG
Henkel Management AG
HSBC Trinkaus & Burkhardt AG
Dr. Ing. h.c. F. Porsche AG
Porsche Automobil Holding SE
- b) Henkel AG & Co. KGaA
(Member of the Stockholder Committee)
Novartis AG/Switzerland (Member of the Advisory Board)
Dr. August Oetker KG (Member of the Advisory Board)

Prof. Dr. Bernhard Pellens, 54

- a) Rölf's WP Partner AG Wirtschaftsprüfungsgesellschaft
- b) none

Dr. Henning Schulte-Noelle, 67

- a) Allianz SE (Chair)
E.ON AG

- b) none

Christian Streiff, 55

- a) none
- b) Ecole Nationale Supérieure des Mines de Paris

Jürgen R. Thumann, 68

- a) Deutsche Messe AG
HanseMerkur Holding AG
HanseMerkur Krankenversicherung auf Gegenseitigkeit
Heitkamp BauHolding GmbH (Chair)
- b) Altenloh, Brinck & Co. GmbH & Co. KG
(Chairman of the Advisory Board)
Heitkamp & Thumann Group
(Chairman of the Advisory Board)

Prof. Dr. Beatrice Weder di Mauro, 44

- a) Ergo Versicherungsgruppe AG
- b) Roche AG/Switzerland (Member of the Advisory Board)

Dr. Gerhard Cromme is to be proposed for election as Chairman of the Supervisory Board.

III. Further details regarding the convening

1. Total numbers of shares and voting rights

At the time of convening the General Stockholders' Meeting, the capital stock of the Company comprises 514,489,044 no-par-value shares. Each share entitles the bearer to one vote. At the time of convening the General Stockholders' Meeting, the Company holds treasury stock amounting to 50,664,628 shares. The Company has no rights in respect of these shares. The total number of shares bearing participation and voting rights at the time of convening the General Stockholders' Meeting amounts to 463,824,416.

2. Conditions of participation in the General Stockholders' Meeting and exercise of voting rights

Only those persons who are Company stockholders at the start of the 21st day before the General Stockholders' Meeting, i.e. December 31, 2009, 00.00 hours (record date) and register for the General Stockholders' Meeting may participate in the meeting and exercise voting rights. The registration must reach the registration office specified below by the close of January 14, 2010 at the latest together with the confirmation of stockholding issued by the depository bank or financial services company on the record date. The registration and confirmation of stockholding must be in German or English. Text form is sufficient for the confirmation of stockholding.

Registration office:

ThyssenKrupp AG

c/o Bayerische Hypo- und Vereinsbank AG

CBS50HV

80311 Munich, Germany

Fax: +49 (0) 89 5400-2519

E-mail: hauptversammlungen@hvb.de

The registration office will send out admission tickets for participation in the General Stockholders' Meeting to stockholders after receiving their registration and confirmation of stockholding. To ensure that admission tickets are received in good time, we would ask stockholders to request an admission ticket to attend the General Stockholders' Meeting from their depository banks as early as possible. In this case the registration and confirmation of stockholding will be submitted by the depository bank.

As in previous years, only one admission ticket to the General Stockholders' Meeting will be issued per stockholder.

3. Procedure for voting/voting by proxy

Stockholders who do not wish to attend the General Stockholders' Meeting in person may have their voting rights exercised by a proxy, e.g. by a bank, a stockholders' association or a Company-nominated proxy. Timely registration and a confirmation of stockholding are also required in this instance. Stockholders will receive a form for granting powers of proxy together with the admission ticket. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the Company must be made in text form. Specific rules usually have to be observed when authorizing banks, stockholders' associations or persons of comparable standing pursuant to Art. 135 par. 8 AktG; details should be requested from the person to be authorized.

In addition to authorization, those proxies nominated by the Company must also be given instructions for exercising voting rights. These proxies are obligated to vote as instructed; they cannot exercise the voting rights at their own discretion.

Proxy authorizations and voting instructions may also be granted electronically via the Company's internet-based authorization and instruction system.

More details on participating in the General Stockholders' 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 "General Stockholders' Meeting".

4. Transmission of the General Stockholders' 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 General Stockholders' Meeting live on the internet at www.thyssenkrupp.com on January 21, 2010, starting at 10.00 a.m. The link "General Stockholders' Meeting" provides unrestricted access to the live transmission. The opening of the General Stockholders' 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 General Stockholders' Meeting.

5. Additional agenda item proposals requested by a minority pursuant to Art. 122 par. 2 AktG

Stockholders whose shares together total the amount of €500,000 of the capital stock – corresponding to 195,313 shares – may call for 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 reach the Company at the address stated under no. 6 by the close of December 21, 2009.

6. Stockholder motions and election proposals pursuant to Art. 126 par. 1 and Art. 127 AktG

Countermotions including reasons against a proposal made by the Executive Board and Supervisory Board with respect to a specific agenda item and stockholder proposals for the election of Supervisory Board members or auditors 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 Center Investor Relations
August-Thyssen-Strasse 1
40211 Düsseldorf, Germany
Fax: +49 (0) 211 824-6031000
E-mail: ir@thyssenkrupp.com

Countermotions and election proposals arriving with evidence of stockholder status at this address by no later than the close of January 06, 2010 will be made available immediately to other stockholders on the internet at www.thyssenkrupp.com via the link "General Stockholders' Meeting". Any comments from head office will likewise be published after January 06, 2010 at the same internet address.

7. Stockholder right of information pursuant to Art. 131 par. 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 companies included in the consolidated financial statements to any stockholder at their request during the General Stockholders' Meeting insofar as it is necessary for proper appraisal of an agenda item.

8. Publication on the website

This convening of the General Stockholders' Meeting, publishable documents and proposals from stockholders and further information are also available on the website of the Company at www.thyssenkrupp.com via the link "General Stockholders' Meeting". The convening was published in the electronic Federal Gazette ("Bundesanzeiger") on December 10, 2009.

Duisburg and Essen, December 2009

ThyssenKrupp AG
The Executive Board

ThyssenKrupp AG
cc Investor Relations
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www.thyssenkrupp.com