

## **General Stockholders' Meeting of ThyssenKrupp AG on January 21, 2010**

### **Information on stockholders' rights pursuant to Art. 121 par. 3 no. 3 Stock Corporation Act (AktG)**

Section III. of the convening of the General Stockholders' Meeting contains some information on the stockholders' rights under Art. 122 par. 2, Art. 126 par. 1, Art. 127 and Art. 131 par. 1 of the stock Corporation Act (AktG); the following information serves to explain these provisions in more detail.

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

Stockholders who jointly hold one twentieth of the capital stock or whose shares in the capital stock together total €500,000, corresponding to 195,313 shares, may request that items be added to the agenda and publicized. Reasons or a resolution proposal must be attached to each new item. In addition, those proposing the motion must provide evidence that at the time of requesting the addition they had held the requisite minimum number of shares for at least three months and continue to hold these shares. A corresponding letter of confirmation from the depository bank is sufficient evidence.

The request together with reasons or resolution proposals as well as evidence of the time the stock has been held must reach the Executive Board of ThyssenKrupp AG at the address stated in the convening (ThyssenKrupp AG, Corporate Center Investor Relations, August-Thyssen-Strasse 1, 40211 Düsseldorf, Germany, fax: +49 211 824-6031000, e-mail: [ir@thyssenkrupp.com](mailto:ir@thyssenkrupp.com)) no later than thirty days before the General Stockholders' Meeting, i.e. by midnight of December 21, 2009.

Insofar as punctually submitted motions for additions are subject to public announcement requirements, they will be announced immediately on receipt of the request in the electronic federal gazette and distributed throughout Europe, made accessible on the Company's website and communicated to the stockholders together with the convening of the General Stockholders' Meeting in accordance with Art. 125 par. 1 sentence 3 AktG.

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

Unlike countermotions, no reasons have to be given stockholder proposals on the election of Supervisory Board members or auditors.

Countermotions do not need to be made accessible

1. insofar as the Executive Board would commit a criminal offense by doing so,
2. if the countermotion would lead to a resolution of the General Stockholders' Meeting which would violate the statutory provisions or Articles of Association,
3. if the reasons given contain clearly incorrect or misleading information on key points or if they are offensive,

4. if a countermotion of the stockholder based on the same information has already been made accessible in connection with a previous General Stockholders' Meeting of the Company under Art. 125 AktG,
5. if the same motion of the stockholder with essentially the same reasons has been made accessible in the last five years in connection with at least two General Stockholders' Meetings of the Company under Art. 125 AktG and less than one twentieth of the capital stock represented at the General Stockholders' Meeting voted in favor,
6. if the stockholder indicates that he will not attend the General Stockholders' Meeting and will not vote by proxy, or
7. if in two General Stockholders' Meetings in the last two years the stockholder has not, in person or by proxy, brought forward a motion announced by him.

The same applies analogously with regard to making election proposals accessible. Further, the Executive Board does not need to make proposals for the election of Supervisory Board members and auditors accessible if they do not contain the name, current occupation and address of the proposed candidate, or in the case of legal persons the company name and registered office, and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory supervisory boards. Information on their membership of comparable German and non-German control bodies of business enterprises should be attached.

Reasons given for countermotions and election proposals exceeding 5,000 characters do not need to be made accessible. If several stockholders propose countermotions on the same resolution item or if they make the same election proposals, the Executive Board can combine the countermotions and election proposals and the reasons provided for them.

3. Stockholder right of information pursuant to Art. 131 par. 1 AktG

The Executive Board is required to provide information about Company matters to any stockholder on request during the General Stockholders' Meeting insofar as it is necessary for a fair assessment of the agenda item. The right of information also extends to the Company's legal and business relationships with an affiliated company. If a company makes use of the facilitating provisions under Art. 266 par. 1 sentence 2, Art. 276 or Art. 288 of the German Commercial Code (HGB), stockholders may request that the financial statements be presented to them in the General stockholders' Meeting on the annual financial statements in the form they would have taken if these provisions had not been applied. The obligation of the Executive Board of a parent company (Art. 290 par. 1, 2 HGB) to inform in the General Stockholders' Meeting in which the consolidated financial statements and management report on the group are presented also extends to the situation of the group and companies included in the consolidated financial statements.

The Executive Board may refuse to provide information

1. insofar as, based on prudent commercial judgment, providing the information could cause the company or an affiliated enterprise a significant disadvantage,
2. insofar as it relates to tax values and the amount of individual taxes,
3. on the difference between the value applied to items in the annual balance sheet and a higher value of said items, except where the General Stockholders' Meeting adopts the annual financial statements,
4. on the accounting and valuation methods insofar as the information concerning these methods provided in the Notes is sufficient to provide a true and fair view of the assets, financial and earnings situation of the Company in the meaning of Art. 264 par. 2 of the HGB; this does not apply if the General Stockholders' Meeting adopts the annual financial statements,
5. insofar as the Executive Board would commit a criminal offense by providing the information,
6. insofar as the information is accessible on the Company's website at least seven days before the start of and during the General Stockholders' Meeting.

Information may not be refused on any other grounds.

If a stockholder has been given information in his capacity as a stockholder outside the General Stockholders' Meeting, it must be given to all other stockholders at their request in the General Stockholders' Meeting, even if it is not necessary for a fair assessment of the agenda item. In this case the Executive Board may not refuse the information in accordance with nos. 1 – 4.

If a stockholder is refused information, he may request that his question and the reason for refusing the information be recorded in the notarial minutes of the meeting.