

# Notice of the General Stockholders' Meeting 2011

ThyssenKrupp AG

Essen  
51° 29' N  
07° 00' E

Santa Cruz  
22° 55' S  
43° 41' W



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, 2010, the management reports on ThyssenKrupp AG and the Group for the 2009/2010 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 new system of compensation for the members of the Executive Board
6. Resolution on the election of a Supervisory Board member
7. Resolution on the election of the auditors

## Notice of the General Stockholders' Meeting

Dear Stockholders,

We hereby invite you to the  
12th 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 Friday, January 21, 2011,  
at the RuhrCongress, Stadionring 20,  
44791 Bochum, Germany.

This is a translation of the German notice 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.

ThyssenKrupp AG, Duisburg and Essen  
– ISIN DE0007500001 –

# I. Agenda

1. Presentation of the adopted financial statements of ThyssenKrupp AG and the consolidated financial statements for the period ended September 30, 2010, the management reports on ThyssenKrupp AG and the Group for the 2009/2010 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, 2010; the financial statements are thus adopted; 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 management report on the Group, 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 without requiring a resolution under the Stock Corporation Act.

2. Resolution on the disposition of unappropriated net income

From the unappropriated net income of the 2009/2010 fiscal year, a dividend of €0.45 per eligible share is to be distributed. The dividend shall be paid on January 24, 2011.

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2009/2010 fiscal year in the amount of €415,162,379.52 as follows:

- Distribution of a dividend of €0.45 per eligible share: €208,977,451.65
- Transfer to other retained earnings: €183,642,309.72
- Remaining amount to be carried forward: €22,542,618.15

This proposed use of unappropriated net income takes into account the fact that under Art. 71b AktG the treasury shares held directly or indirectly by the Company are not eligible for dividends. The number of dividend-eligible 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 €0.45 per eligible share shall remain unchanged.

### 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 2009/2010 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 2009/2010 fiscal year be ratified for this period.

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

By resolution of the General Stockholders' Meeting of January 21, 2010 the compensation system for the Company's Executive Board members as applying on that date was approved. Against the background of the German law on the appropriateness of management compensation of July 31, 2009 (VorstAG), the Supervisory Board reviewed and modified the compensation system in May 2010. The modified compensation system is presented in detail in the compensation report, which is published in the 2009/2010 Annual Report as part of the corporate governance report.

The Executive Board and Supervisory Board propose that the "Compensation system for the Executive Board" of ThyssenKrupp AG presented in the compensation report (2009/2010 Annual Report) be approved.

### 6. Resolution on the election of a Supervisory Board member

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. In the election of the stockholder representatives, the General Stockholders' Meeting is not bound by election proposals.

Dr. Henning Schulte-Noelle has resigned from office as stockholder representative on the Supervisory Board with effect from the close of the General Stockholders' Meeting on January 21, 2011 and will leave the Supervisory Board at that date. As a stockholder with more than 25% of the voting rights in the Company, the Alfred Krupp von Bohlen und Halbach Foundation has proposed in accordance with Art.

100 par. 2 sentence 1 no. 4 AktG that Dr.-Ing. Ekkehard D. Schulz, who is leaving the Executive Board of ThyssenKrupp AG at the close of the General Stockholders' Meeting, be elected as stockholder representative to the Supervisory Board. The Supervisory Board agrees with this proposal.

The Supervisory Board proposes that Dr.-Ing. Ekkehard D. Schulz, Krefeld, Chairman of the Executive Board of ThyssenKrupp AG until the close of the General Stockholders' Meeting on January 21, 2011, be elected to the Supervisory Board of ThyssenKrupp AG with effect from his departure from the Executive Board.

Pursuant to Art. 9, par. 3 sentence 3 of the Articles of Association, the election is valid for the remaining term of office of the departing member of the Supervisory Board, Dr. Henning Schulte-Noelle, i.e. up to the close of the General Stockholders' Meeting which resolves on the ratification of 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 2010/2011 fiscal year.

## II. Supplementary information on agenda item 6 pursuant to Art. 125 par. 1 sentence 5 AktG

The stockholder representative candidate proposed for election to the Supervisory Board under agenda item 6, Dr.-Ing. Ekkehard D. Schulz (69 years old), is a member of the supervisory board of the companies listed below under a) and a member of a comparable German or non-German control body of the companies listed under b).

- a) Axa Konzern AG
  - Bayer AG
  - MAN SE (stellv. Vorsitz)
  - RWE AG

within the Group:  
 ThyssenKrupp Elevator AG (chairman)  
 ThyssenKrupp Steel Europe AG (chairman)

- b) none

### III. Further information

#### 1. Total number 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 50,094,707 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 464,394,337.

#### 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, 2010, 00.00 hours (record date) and register for the General Stockholders' Meeting may participate in the meeting – either in person or by proxy – and exercise voting rights. The registration must reach the registration office specified below by the close of January 14, 2011 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 UniCredit Bank AG  
 CBS50HV  
 80311 Munich  
 Germany  
 Fax: +49 (0) 89 5400-2519  
 E-mail: [hauptversammlungen@hvb.de](mailto:hauptversammlungen@hvb.de)

Normally the depository banks submit the registration and confirmation of stockholding on behalf of their customers. Stockholders are therefore requested to contact their depository bank at the earliest opportunity and order an admission ticket for the General Stockholders' Meeting at the same time. As in previous years, the registration office will issue only one admission ticket to the General Stockholders' Meeting per stockholder.

#### 3. Procedure for voting by postal vote

Stockholders who do not wish to attend the General Stockholders' Meeting in person can cast their votes in writing by postal vote. The form printed on the admission ticket is available for this. Votes cast by postal vote must reach the Company at the address given in section 7 below by no later than January 19, 2011.

#### 4. Procedure for voting by proxy

**Authorizing a third-party proxy**

Stockholders can also have their voting rights exercised by a proxy, e.g. a bank, a stockholders' association or another third party. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the Company must be made in text form. The form printed on the admission ticket can be used to authorize proxies. Proxies may also be authorized electronically via the internet using the data given on the admission ticket. Specific rules usually have to be observed when authorizing banks, stockholders' associations or parties of equal status pursuant to Art. 135 par. 8 AktG; details should be requested from the party to be authorized.

### Authorizing Company-nominated proxies

Stockholders can also participate in the voting by issuing instructions to a proxy nominated by the Company. These proxies are obligated to vote as instructed; they cannot exercise the voting rights at their own discretion. Proxy authorizations and voting instructions to Company-nominated proxies can be issued via the Company's internet-based authorization and instruction system before and during the General Stockholders' Meeting. Stockholders can access the internet-based authorization and instruction system with the data on their admission ticket.

### 5. 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](http://www.thyssenkrupp.com) via the link "General Stockholders' Meeting" on January 21, 2011, starting at 10.00 a.m. 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.

### 6. 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 request 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 section 7 by the close of December 21, 2010.

### 7. 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  
ThyssenKrupp Allee 1  
45143 Essen  
Germany  
Fax: +49 (0) 201 845-6531000  
E-mail: [ir@thyssenkrupp.com](mailto: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, 2011 will be made available immediately to other stockholders on the internet at [www.thyssenkrupp.com](http://www.thyssenkrupp.com) via the link "General Stockholders' Meeting". Any comments from the boards will likewise be published after January 06, 2011 at the same internet address.

### 8. 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 the companies included in the consolidated financial statements to any stockholder at their request during the General Stockholders' Meeting insofar as such information is necessary for proper appraisal of an agenda item.

## 9. Publication on the website/ Supplementary information

This notice of the General Stockholders' Meeting, the publishable documents and proposals of stockholders as well as further information, in particular on participating in the General Stockholders' Meeting, the postal vote and authorizing and instructing proxies, are also available on the website of the Company at [www.thyssenkrupp.com](http://www.thyssenkrupp.com) via the link "General Stockholders' Meeting".

More details on participating in the General Stockholders' Meeting, the postal vote, and authorizing and instructing proxies will also be sent to stockholders together with their admission ticket.

The notice was published in the electronic Federal Gazette ("Bundesanzeiger") on December 10, 2010.

Duisburg and Essen, December 2010

ThyssenKrupp AG  
The Executive Board

### **2011/2012 dates**

**January 21, 2011**

General Stockholders' Meeting

**January 24, 2011**

Payment of dividend for the 2009/2010 fiscal year

**February 11, 2011**

Interim report

1st quarter 2010/2011 (October to December)

Conference call with analysts and investors

**May 13, 2011**

Interim report

1st half 2010/2011 (October to March)

Analysts' and investors' conference

**August 12, 2011**

Interim report

9 months 2010/2011 (October to June)

Conference call with analysts and investors

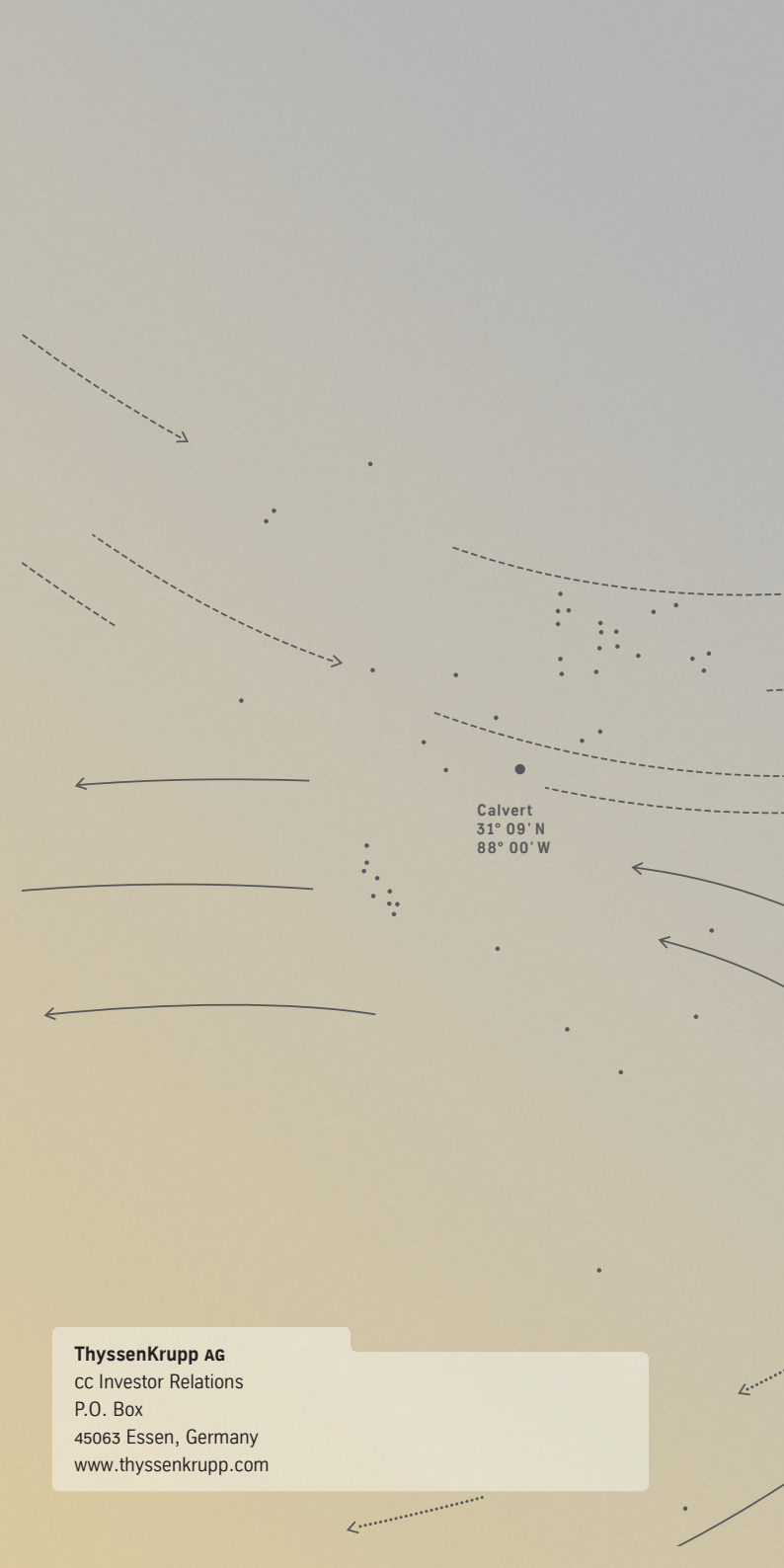
**December 06, 2011**

Annual press conference

Analysts' and investors' conference

**January 20, 2012**

General Stockholders' Meeting



Calvert  
31° 09' N  
88° 00' W

**ThyssenKrupp AG**

cc Investor Relations

P.O. Box

45063 Essen, Germany

[www.thyssenkrupp.com](http://www.thyssenkrupp.com)