

Annual General Meeting of ThyssenKrupp AG on January 20, 2012

Information on shareholders' rights in the meaning of Art. 121 par. 3 sentence 3 no. 3 Stock Corporation Act (AktG) and further information pursuant to Art. 124a sentence 1 no. 2, no. 4 AktG

I. Information on shareholders' rights in the meaning of Art. 121 par. 3 sentence 3 no. 3 AktG

Section III. of the invitation to the Annual General Meeting contains some information on shareholders' rights under Art. 122 par. 2, Art. 126 par. 1, Art. 127 and Art. 131 par. 1 AktG; the following information serves to explain these provisions in more detail.

a) Additional agenda item proposals requested by a minority (Art. 122 par. 2 AktG)

Shareholders 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 in accordance with Art. 142 par. 2 sentence 2 AktG they have held the shares for at least three months and will continue to hold these shares until the decision on the motion is made. A corresponding confirmation from the depository bank is sufficient evidence.

Requests together with reasons or resolution proposals and evidence of the time the stock has been held must be submitted in writing no later than thirty days before the Annual General Meeting, i.e. by midnight of December 20, 2011. Please use the address given below in section I. b).

Insofar as punctually submitted motions for additions are required to be made public, they will be announced immediately on receipt of the request in the electronic federal gazette and disseminated throughout Europe. They will also be made accessible on the Company's website and communicated to the shareholders together with the notice of the Annual General Meeting in accordance with Art. 125 par. 1 sentence 3 AktG.

b) Shareholder motions and election proposals (Art. 126 par. 1 and Art. 127 AktG)

Every shareholder is entitled to submit countermotions to Executive Board and Supervisory Board resolution proposals on the agenda items and to make proposals on the election of Supervisory Board members and auditors insofar as corresponding elections are on the agenda.

Insofar as countermotions and election proposals are to be made accessible by the Company, said countermotions must reach ThyssenKrupp AG no later than 14 days before the Annual General Meeting, i.e. by midnight of January 05, 2012, and must be sent exclusively to the following address, which was also provided in the invitation to the Annual General Meeting:

ThyssenKrupp AG, Corporate Center Investor Relations
ThyssenKrupp Allee 1, 45143 Essen, Germany
Fax: +49 (0)201 845-6900365
E-mail: hv2012-antrag@thyssenkrupp.com

Countermotions and election proposals sent to a different address will not be made accessible. If countermotions are to be made accessible, a statement of reasons must be provided. No reasons are required for election proposals to be made accessible.

Shareholder counter motions do not need to be made accessible

1. insofar as the Executive Board would commit a criminal offense by doing so,
2. if the counter motion would lead to a resolution of the Annual General 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 counter motion of the shareholder based on the same subject matter has already been made accessible in connection with a previous Annual General Meeting of the Company under Art. 125 AktG,
5. if the same motion of the shareholder with essentially the same reasons has been made accessible in the last five years in connection with at least two Annual General Meetings of the Company under Art. 125 AktG and less than one twentieth of the capital stock represented at the Annual General Meeting voted in favor,
6. if the shareholder indicates that he will not attend the Annual General Meeting and will not vote by proxy, or
7. if in two Annual General Meetings in the last two years the shareholder has not, in person or by proxy, presented a motion previously notified 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 counter motions and election proposals exceeding 5,000 characters do not need to be made accessible. If several shareholders propose counter motions on the same resolution item or if they make the same election proposals, the Executive Board can combine the counter motions and election proposals and the reasons provided for them.

c) Shareholder right of information (Art. 131 par. 1 AktG)

The Executive Board is required to provide information about Company matters to any shareholder on request during the Annual General 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 relations 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), shareholders may request that the financial statements be presented to them in the Annual General 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 provide information in the Annual General Meeting in which the consolidated financial statements and management report on the group are presented also extends to the situation of the group and the 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 statement of financial position and a higher value of said items, except where the Annual General Meeting adopts the annual financial statements,
4. on the accounting and valuation methods insofar as the disclosure of these methods 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 HGB; this does not apply if the Annual General 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 Annual General Meeting.

Information may not be refused on any other grounds.

If a shareholder has been given information in his capacity as a shareholder outside the Annual General Meeting, it must be given to all other shareholders at their request in the Annual General 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 shareholder 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.

Under Art. 18 par. 4 of the Articles of Association the chairman of the Meeting may limit the time allowed for the shareholders' questions and statements; in particular the chairman may, at the beginning of or during the Annual General Meeting, reasonably specify the time allowed for the entire Annual General Meeting, for discussions on the individual agenda items, and for individual questions and statements.

II. Information on agenda item 1 in accordance with Art. 124a sentence 1 no. 2 AktG

Agenda item 1 of the Annual General Meeting on January 20, 2012 relates to the statutory items to be presented in connection with the accounting for the fiscal year ended September 30, 2011. The parent-company financial statements prepared by the Executive Board and the consolidated financial statements for the year ended September 30, 2011 were approved by the Supervisory Board and the parent-company financial statements thus adopted on December 02, 2011. A resolution by the Annual General Meeting under Art. 173 par. 1 AktG on the adoption of the parent-company financial statements or approval of the consolidated financial statements is therefore not required.

III. Information on the total number of shares and voting rights pursuant to Art. 124a sentence 1 no. 4 AktG

At the time of notice being given of the Annual General 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 notice being given of the Annual General Meeting, the Company holds no treasury shares. The total number of shares bearing participation and voting rights at the time of notice being given of the Annual General Meeting amounts to 514,489,044.

The full wording of the corresponding provisions of the German Stock Corporation Act (AktG) is available on the internet at www.gesetze-im-internet.de/aktg/