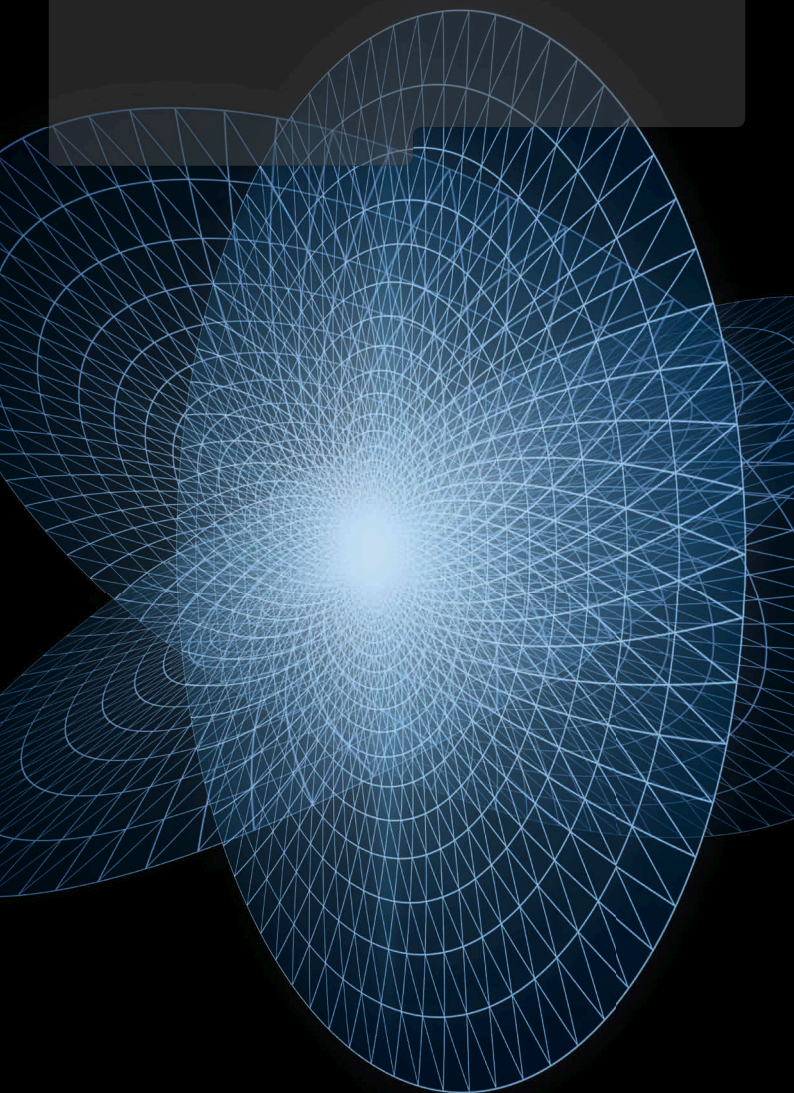


Invitation to the Annual General Meeting 2012

ThyssenKrupp AG



Developing the future.



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, 2011, the management reports on ThyssenKrupp AG and the Group for the 2010/2011 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 creation of authorized capital with the option of excluding subscription rights and corresponding amendment of the Articles of Association
6. Resolution on the election of the auditors

This is a translation of the German invitation 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.

ThyssenKrupp AG, Duisburg and Essen
ISIN DE0007500001

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to the 13th Annual General Meeting of ThyssenKrupp AG with registered office in Duisburg and Essen.

The Annual General Meeting will be held at 10.00 a.m. on Friday, January 20, 2012, 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, 2011, the management reports on ThyssenKrupp AG and the Group for the 2010/2011 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 December 2, 2011; the financial statements are thus adopted. Adoption by the Annual General 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 Annual General 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 2010/2011 fiscal year, a dividend of €0.45 per eligible share is to be distributed. The dividend shall be paid on January 23, 2012.

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2010/2011 fiscal year in the amount of €516,521,414.07 as follows:

- Distribution of a dividend of €0.45
per eligible share: €231,520,069.80
- Remaining amount to be
carried forward: €285,001,344.27

At the time of convening the Annual General Meeting, the Company holds no treasury shares. Pursuant to Art. 71b Stock Corporation Act (AktG), treasury shares are not eligible for dividend payment. Should the Company hold treasury shares at the time of the Annual General Meeting, the proposal for the appropriation of net income shall be adjusted accordingly without affecting the dividend payment of €0.45 per eligible share.

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 2010/2011 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 2010/2011 fiscal year be ratified for this period.

5. Resolution on the creation of authorized capital with the option of excluding subscription rights and corresponding amendment of the Articles of Association

The authorization issued by the Annual General Meeting on January 19, 2007 and not yet used to increase the capital stock by up to €500,000,000 expires on January 18, 2012. For this reason new authorized capital in the same amount is to be created so that the Company can use it to increase its equity if required in the coming years. The option of excluding subscription rights in the event of capital increases in exchange for cash and contributions in kind is to be limited in total to 20% of the capital stock in the future.

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

- a) The Executive Board is authorized, with the approval of the Supervisory Board, to increase the capital stock on one or more occasions on or before January 19, 2017 by up to €500,000,000 by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind (Authorized Capital). The shareholders are in principle entitled to subscription rights. Subscription rights may be granted to shareholders indirectly pursuant to Art. 186 par. 5 Stock Corporation Act (AktG).

However, with the approval of the Supervisory Board, the Executive Board is authorized to exclude shareholder subscription rights in the following cases:

- to round off fractional amounts;
- as far as necessary to grant subscription rights for new shares to the holders of conversion and/or option rights or conversion obligations outstanding at the time the Authorized Capital is utilized in respect of convertible bonds and/or options already issued or to be issued in the future by ThyssenKrupp AG or its Group companies to the extent to which they would be eligible as shareholders after exercising the conversion and/or option rights or after fulfillment of the conversion obligations;
- if the issue price of new shares issued for capital increases in exchange for cash contributions is not significantly lower than the stock market price of shares already quoted on the stock market at the time the final issue price is determined and the shares issued do not exceed altogether 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. Also counted against this limit are shares which under other authorizations directly or analogously applying Art. 186 par. 3 sentence 4 AktG are sold or issued with subscription rights excluded during the term of this authorization up to the time it is exercised;
- in the event of capital increases in exchange for contributions in kind.

Under the aforesaid authorizations the total shares issued with subscription rights excluded for capital increases in exchange for cash and/or contributions in kind may not exceed 20% of the capital stock either at the time the authorization becomes effective or at the time it is exercised.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Art. 5 of the Articles of Association in line with the respective utilization of Authorized Capital and, if the

Authorized Capital has not been utilized at all or not completely by January 19, 2017, after expiry of the authorization.

- b) Art. 5 paragraph 5 of the Articles of Association is reworded as follows:

“The Executive Board is authorized, with the approval of the Supervisory Board, to increase the capital stock on one or more occasions on or before January 19, 2017 by up to €500,000,000 by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind (Authorized Capital). The shareholders are in principle entitled to subscription rights. Subscription rights may be granted to shareholders indirectly pursuant to Art. 186 par. 5 Stock Corporation Act (AktG).

However, with the approval of the Supervisory Board, the Executive Board is authorized to exclude subscription rights of shareholders in the following cases:

- to round off fractional amounts;
- as far as necessary to grant subscription rights for new shares to the holders of conversion and/or option rights or conversion obligations outstanding at the time the Authorized Capital is utilized in respect of convertible bonds and/or options already issued or to be issued in the future by ThyssenKrupp AG or its Group companies to the extent to which they would be eligible as shareholders after exercising the conversion and/or option rights or after fulfillment of the conversion obligations;
- if the issue price of new shares issued for capital increases in exchange for cash contributions is not significantly lower than the stock market price of shares already quoted on the stock market at the time the final issue price is determined and the shares issued do not exceed altogether 10% of the capital stock either at the time this authorization becomes effective or at the time

it is exercised. Also counted against this limit are shares which under other authorizations directly or analogously applying Art. 186 par. 3 sentence 4 AktG are sold or issued with subscription rights excluded during the term of this authorization up to the time it is exercised;

- in the event of capital increases in exchange for contributions in kind.

Under the aforesaid authorizations the total shares issued with subscription rights excluded for capital increases in exchange for cash and/or contributions in kind may not exceed 20% of the capital stock either at the time the authorization becomes effective or at the time it is exercised.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Art. 5 of the Articles of Association in line with the respective utilization of Authorized Capital and, if the Authorized Capital has not been utilized at all or not completely by January 19, 2017, after expiry of the authorization.”

6. 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

- a) as auditors for the annual financial statements and for the auditors' review of interim financial reports for the 2011/2012 fiscal year and
- b) in the event that the separation of the Inoxum group is to be carried out by way of a spin-off under the Reorganization Act (Umwandlungsgesetz), as auditors of the company's closing balance sheet as required under the Reorganization Act.

II. Report by the Executive Board pursuant to Art 203 par. 2 sentence 2 Stock Corporation Act (AktG) in conjunction with Art. 186 par. 4 sentence 2 AktG re agenda item 5

Under item 5 of the Agenda, the Executive Board and Supervisory Board propose to the Annual General Meeting that new Authorized Capital be created. The current Authorized Capital was resolved by the Annual General Meeting on January 19, 2007 for a period of five years and expires on January 18, 2012. The new Authorized Capital is to be based on the amount and approved rules of the current Authorized Capital. Under item 5 of the Agenda it is therefore proposed to create new Authorized Capital in the amount of up to €500,000,000 (the equivalent of around 38% of the Company's current capital stock) by issuing up to 195,312,500 new no-par bearer shares in exchange for cash and/or contributions in kind (Authorized Capital). However, the option of excluding subscription rights for capital increases in exchange for cash and contributions in kind is to be limited in total to 20% of the capital stock.

With the proposed Authorized Capital, the Executive Board of ThyssenKrupp AG will be in a position within an appropriate framework to adjust ThyssenKrupp AG's equity capital to business requirements at any time, especially with a view to the Executive Board's strategic development plan for the Group and the targeted expansion of business activities in dynamic markets, and to respond quickly and flexibly to the changing markets in the interests of shareholders. To this end – independent of concrete utilization plans – the Company must always have at its disposal the necessary capital procurement instruments. Since decisions on meeting capital requirements generally have to be taken at short notice, it is important that the Company is not dependent on the cycle of Annual General Meetings in this connection. The law takes this need into consideration with the instrument of Authorized Capital. Common reasons for utilizing Authorized Capital are to strengthen a company's equity base and to finance acquisitions.

When Authorized Capital is utilized, the shareholders generally have subscription rights. In connection with this legal subscription right, shares can also be issued to shareholders indirectly pursuant to Art. 186 par. 5 AktG. However, subscription rights of shareholders can be excluded in the cases described below.

Exclusion of subscription rights for fractional amounts

Under the proposed authorization the Executive Board is entitled, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for fractional amounts occurring as a result of the subscription ratio. This facilitates the handling of an issue of subscription rights if fractional amounts occur due to the volume of the issue or in order to attain a practicable subscription ratio. The new shares excluded as "free fractional amounts" from subscription rights will be utilized to achieve the maximum advantage for the Company.

Exclusion of subscription rights for options and convertible bonds

In addition, it will be possible, with the approval of the Supervisory Board, to exclude subscription rights insofar as this is necessary in order to grant subscription rights for new shares to the holders of existing and future options and/or convertible bonds if this is required under the terms of the respective bond. To facilitate the issue of such bonds on the capital market, a mechanism is generally in place to protect against dilution, which means that in subsequent issues of shares with shareholder subscription rights, bondholders may be granted shareholder-equivalent subscription rights to new shares instead of an option or conversion price reduction. They are thus treated in such a way as if they had already exercised their option or conversion rights or as if a conversion obligation had already been fulfilled. The advantage of this is that – unlike a dilution safeguard under which the option or conversion price is reduced – a higher issue price can be attained for the shares issued as a result of the conversion/exercise of the option.

Exclusion of subscription rights for capital increases against cash contributions pursuant to Art. 186 par. 3 sentence 4 AktG

In the case of capital increases against cash contributions pursuant to Art. 186 par. 3 sentence 4 AktG, it will be possible to exclude subscription rights, with the approval of the Supervisory Board, if the issue price of the new shares is not significantly lower than the stock market price. This authorization enables the Company to respond quickly and flexibly to market opportunities and to cover associated capital requirements at very short notice if necessary. The exclusion of subscription rights not only permits a speedier response, it also allows shares to be placed at a near-market price, i.e. with a lower markdown than is generally required in the case of share issues with subscription rights. In addition, by placing shares in this way, new shareholder groups can be targeted. The shares issued 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 sale of treasury stock shall be counted against this limit insofar as it takes place during the term of this authorization and subscription rights are excluded pursuant to Art. 71 par. 1 no. 8 sentence 5 and Art. 186 par. 3 sentence 4 AktG. Shares issued or to be issued to service bonds with conversion and/or option rights and conversion obligations shall likewise be counted against this limit insofar as it takes place during the term of this authorization and subscription rights are excluded pursuant to Art. 186 par. 3 sentence 4 AktG. These requirements take into account the shareholders' need to protect their shareholdings against dilution in accordance with the statutory provisions. Owing to the near-market issue price of the new shares and the restricted volume of the capital increase ex subscription rights, shareholders are able in principle to maintain their shareholding by purchasing the required shares at virtually identical conditions on the stock market. This guarantees that, in compliance with the legal interpretation of Art. 186 par. 3 sentence 4 AktG, the assets and voting right interests are appropriately safeguarded on utilization of Authorized Capital with subscription rights excluded, while the Company gains additional latitude to the benefit of all shareholders.

Exclusion of subscription rights for capital increases against contributions in kind

It will also be possible, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of capital increases against contributions in kind. This will enable the Executive Board to use shares of the Company to acquire companies, parts of companies, equity interests or other assets where appropriate in individual cases. For example, the need may arise in negotiations to offer shares in payment instead of cash. The ability to use the Company's shares as a form of payment is necessary particularly in the international competition for attractive acquisition targets and creates the scope needed to utilize opportunities presenting themselves for the acquisition of companies, parts of companies, equity interests and other assets while protecting the Company's liquidity. The use of shares may also be appropriate to achieve an optimized financing structure. The authorization also enables ThyssenKrupp AG to acquire larger companies or equity interests in suitable cases insofar as this is in the interest of ThyssenKrupp AG and thus of its shareholders. This does not lead to any disadvantages for the Company, because the issue of shares in exchange for contributions in kind is subject to the condition that the value of the contribution in kind is appropriately in proportion with the value of the shares. In determining the valuation ratios, the Executive Board will ensure that the interests of the Company and its shareholders are safeguarded and the issue amount for the new shares is appropriate.

Restriction of the total amount of capital increases for which subscription rights are excluded

The total shares issued under the aforesaid authorizations with subscription rights excluded for capital increases in exchange for cash and/or contributions in kind may not exceed 20% of the capital stock either at the time the authorization becomes effective or at the time it is exercised. This capital limit caps the total volume of shares issued from the Authorized Capital for which subscription rights are excluded. This provides shareholders with an additional safeguard against dilution of their shareholdings.

Utilization of Authorized Capital

There are currently no plans to utilize the Authorized Capital. The Executive Board will carefully examine on a case-to-case basis whether to make use of the authorization to increase capital and exclude shareholders' subscription rights. It will do so only if the Executive Board and Supervisory Board consider it to be in the interests of the Company and thus of the shareholders.

The Executive Board will report on the use of the authorization in each case to the subsequent Annual General Meeting.

III. Further information

1. Total numbers of shares and voting rights

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

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

Only those persons who are Company shareholders at the start of the 21st day before the Annual General Meeting, i.e. December 30, 2011, 00.00 hours (record date) and register for the Annual General 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 13, 2012 at the latest together with the confirmation of shareholding issued by the depository bank or financial services company on the record date. The registration and confirmation of shareholding must be in German or English. Text form is sufficient for the confirmation of shareholding.

Registration office:

ThyssenKrupp AG
c/o Computershare HV-Services AG
Operations Center
Prannerstrasse 8
80333 Munich
Germany
Fax: +49 (0) 89 30903-74675
E-mail: anmeldestelle@computershare.de

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

3. Procedure for voting by postal vote

Shareholders who do not wish to attend the Annual General Meeting in person can submit their votes in writing by postal vote. The form printed on the admission ticket is available for this. Votes submitted by postal vote must reach the Company at the address given in section 2 below by no later than January 18, 2012. Shareholders voting by postal vote are not excluded from attending the Annual General Meeting.

4. Procedure for voting by proxy

Authorizing a third-party proxy

Shareholders 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 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

Shareholders can also participate in the voting by issuing instructions to a proxy nominated by the Company. 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 Annual General Meeting. Shareholders can access the internet-based authorization and instruction system with the data on their admission ticket.

5. Transmission of the Annual General Meeting on the internet

At the instruction of the Chairman of the Meeting, all shareholders of ThyssenKrupp AG and interested members of the public can follow the entire Annual General Meeting live on the internet at www.thyssenkrupp.com via the link "Annual General Meeting" on January 20, 2012, starting at 10.00 a.m. 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.

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

Shareholders 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 be submitted in writing to the Company by the close of December 20, 2011. Shareholders are kindly requested to send a corresponding application to the address stated under section 7 below.

7. Shareholder 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 shareholder 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) 201 845-6900365
E-mail: hv2012-antrag@thyssenkrupp.com

Insofar as they are required to be made available to the other shareholders, countermotions and election proposals arriving with evidence of shareholder status at this address by no later than the close of January 05, 2012 will be published immediately on the internet at www.thyssenkrupp.com via the link "Annual General Meeting". Any comments from the boards will likewise be published after January 05, 2012 at the same internet address.

8. Shareholder 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 shareholder at their request during the Annual General Meeting insofar as such information is necessary for proper appraisal of an agenda item.

9. Publication on the website / Supplementary information

This invitation to the Annual General Meeting, the publishable documents and proposals of shareholders as well as further information, in particular on participating in the Annual General Meeting, the postal vote and authorizing and instructing proxies, are also available on the website of the Company at www.thyssenkrupp.com via the link “Annual General Meeting”.

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

The invitation was published in the electronic Federal Gazette (“Bundesanzeiger”) on December 09, 2011.

Duisburg and Essen, December 2011

ThyssenKrupp AG
The Executive Board

2012/2013 dates

January 20, 2012

Annual General Meeting

January 23, 2012

Payment of dividend for the 2010/2011 fiscal year

February 14, 2012

Interim report

1st Quarter 2011/2012 (October to December)

Conference call with analysts and investors

May 15, 2012

Interim report

1st half 2011/2012 (October to March)

Conference call with analysts and investors

August 10, 2012

Interim report

9 months 2011/2012 (October to June)

Conference call with analysts and investors

November 22, 2012

Annual press conference

Analysts' and investors' conference

January 18, 2013

Annual General Meeting

ThyssenKrupp AG

P.O. Box

45063 Essen, Germany

www.thyssenkrupp.com