Invitation to the 3rd Annual Stockholders' Meeting of ThyssenKrupp AG

March 1, 2002, Grugahalle, Essen, Germany





Agenda

At a glance

- Presentation of the adopted financial statements
 of ThyssenKrupp AG and the consolidated financial
 statements for the period ended September 30, 2001,
 including the management report on ThyssenKrupp AG
 and the Group for the 2000/2001 fiscal year and the
 report of the Supervisory Board
- 2. Resolution on the disposition of unappropriated profit
- Resolution on the discharge from responsibility of the members of the Executive Board
- Resolution on the discharge from responsibility of the members of the Supervisory Board
- 5. Supplementary elections to the Supervisory Board
- 6. Election of the auditors
- 7. Amendments to the Articles of Association to simplify convening, resolution and voting procedures in the Supervisory Board and the exercise of voting rights in the Annual Stockholders' Meeting

The invitation to the Annual Stockholders' Meeting with the items of the agenda and other information concerning the Annual Stockholders' Meeting and ThyssenKrupp shares can be found on the Investor Relations pages of our website at www.thyssenkrupp.com.

You can follow the opening of the Annual Stockholders' Meeting by the Supervisory Board Chairman and the address by the Executive Board Chairman live on the internet.

We also offer a company news service in which we e-mail you the latest announcements and reports for stockholders. If you are interested in subscribing to this service, please send us your e-mail address via: www.thyssenkrupp.com/eng/newsletter/index.html

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Dear Stockholders,

We hereby invite you to the 3rd Annual Stockholders' Meeting of ThyssenKrupp AG, Duisburg and Essen, on Friday, March 1, 2002, 10.00 a.m., at the Grugahalle, Norbert-strasse 2, 45131 Essen, Germany.

The invitation to the Annual Stockholders' Meeting together with the agenda was published in the German Federal Gazette, no. 10, of January 16, 2002.

Agenda

 Presentation of the adopted financial statements of ThyssenKrupp AG and the consolidated financial statements for the period ended September 30, 2001, including the management report on ThyssenKrupp AG and the Group for the 2000/2001 fiscal year and the report of the Supervisory Board

The aforesaid documents are available for inspection by stockholders at the business premises of ThyssenKrupp AG in

- o 40211 Düsseldorf, August-Thyssen-Strasse 1, Germany
- 47166 Duisburg, Kaiser-Wilhelm-Strasse 100, Germany
- o 45143 Essen, Altendorfer Strasse 103, Germany

2. Resolution on the disposition of unappropriated profit

The Executive Board and Supervisory Board propose to use the unappropriated profit of the 2000/2001 fiscal year in the amount of €308,693,426.40 to pay a dividend of €0.60 per share of the capital stock of €1,317,091,952.64, divided into 514,489,044 no-par-value shares.

3. Resolution on the discharge from responsibility of the members of the Executive Board

The Executive Board and Supervisory Board propose that the members of the Executive Board during the 2000/2001 fiscal year be discharged from responsibility for this period.

4. Resolution on the discharge from responsibility of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the members of the Supervisory Board during the 2000/2001 fiscal year be discharged from responsibility for this period.

5. Supplementary elections to the Supervisory Board

By ruling of Duisburg local court, Dr. Gerhard Cromme and Dr. Martin Kohlhaussen were appointed to the Supervisory Board as stockholder representatives to replace the departed Supervisory Board members Dr. Kersten von Schenck and Dr. Walter Seipp. The Supervisory Board is of the opinion that the appointment of the two gentlemen as Supervisory Board members should be confirmed by the Annual Stockholders' Meeting.

In accordance with Art. 9, para. (1) of the Articles of Association, Art. 96, para. 1 of the Stock Corporation Act, and Art. 7, para. 1, sentence 1, no. 3 of the 1976 Codetermination Act, the Supervisory Board comprises 20 members, of whom 10 are elected by the Annual Stockholders' Meeting and 10 by the employees according to the provisions of the 1976 Codetermination Act. The Annual Stockholders' Meeting is not bound by election proposals.

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

 Dr. Gerhard Cromme, Essen former Chairman of the Executive Board of ThyssenKrupp AG

Dr. Martin Kohlhaussen, Frankfurt am Main
 Chairman of the Supervisory Board of Commerzbank AG

In accordance with Art. 9, para. (2), sentence 3 of the Articles of Association, the election is made for the remaining period of office of the departed Supervisory Board members, i.e. up to the end of the Annual Stockholders' Meeting which resolves on the discharge from responsibility of the Supervisory Board for the 2003/2004 fiscal year.

6. Election of the auditors

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt am Main, be elected as auditors for the 2001/2002 fiscal year.

 Amendments to the Articles of Association to simplify convening, resolution and voting procedures in the Supervisory Board and the exercise of voting rights in the Annual Stockholders' Meeting

The Executive Board and Supervisory Board intend to use the options created by the law on registered shares and on simplifying the exercise of voting rights (NaStraG). In the future it is to be possible to convene the Supervisory Board, pass resolutions and submit votes in the Supervisory Board using electronic media. It is to be made easier for stockholders to authorize proxies in the Annual Stockholders' Meeting.

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

- a) In Art. 11, para (2) of the Articles of Association, sentence 3 is amended and reworded as follows:
- "In urgent cases the chairman may shorten the period of notice and convene a meeting orally, by telephone, fax, or using electronic media."
- b) Art. 11, para. (4) of the Articles of Association is amended and reworded as follows:
- "(4) Resolutions of the Supervisory Board may also be passed by votes transmitted orally, by telephone, in writing, by fax, or using electronic media. Such resolutions shall be established in writing by the chairman and forwarded to all members."
- c) In Art. 11, para. (5) of the Articles of Association a new sentence 4 is added with the following wording:
- "A vote transmitted by fax or using electronic media shall also be deemed to be a written vote."
- d) In Art. 17 of the Articles of Association a new paragraph (4) is added with the following wording:
- "(4) The voting right may be exercised by proxy. The Company may determine that powers of proxy may be granted using electronic media or by fax and may set individual rules concerning the method of granting said powers."

Participation in the Annual Stockholders' Meeting

Under Article 17 of the Articles of Association of our Company, to be entitled to attend the Annual Stockholders' Meeting and exercise their voting rights, stockholders must deposit their shares by no later than Friday, February 22, 2002 with the Company's cashier's office, a German notary public, a security deposit bank authorized to accept the shares, or one of the banks in **Germany** listed below, and leave them there until the end of the Stockholders' Meeting:

- O Commerzbank AG
- O Dresdner Bank AG
- O Bayerische Hypo- und Vereinsbank AG
- O Bayerische Landesbank Girozentrale
- Deutsche Bank AG
- O DZ BANK AG Deutsche Zentral-Genossenschaftsbank
- O Norddeutsche Landesbank Girozentrale
- O Sal. Oppenheim jr. & Cie. KGaA
- Westdeutsche Landesbank Girozentrale

In the **United Kingdom** the shares may be deposited with UBS Warburg, and in **Switzerland** with Credit Suisse First Boston and UBS AG.

Shares will also be deemed to have been properly deposited if, with the approval of the depository, the shares are held for it in escrow at another bank until the end of the Stockholders' Meeting. If the shares are deposited with a German notary public or a security deposit bank, the certificate of deposit to be issued by the notary public or depository must be submitted to the Company by no later than February 25, 2002.

Please understand that due to the sharp rise in the number of registrations to attend our Annual Stockholders' Meeting over recent years, we can send each stockholder a maximum of two admittance tickets only. We would also ask all stockholders to register in good time and only to register if they seriously intend to attend the Annual Stockholders' Meeting. This will considerably simplify the organization and preparation of the Annual Stockholders' Meeting.

Voting rights may also be exercised by a proxy holder, a financial institution or a stockholder association.

Duisburg and Essen, January 2002

ThyssenKrupp AG
The Executive Board

Information re item 5 of the agenda for the Annual Stockholders' Meeting (supplementary elections to the Supervisory Board)

Details of seats on other statutory supervisory boards in the meaning of Art. 125 of the Stock Corporation Act (AktG)

Dr. Gerhard Cromme, Essen	
former Chairman of the Executive Board of ThyssenKrupp AG	
Allianz AG	Ruhrgas AG
○ E.ON AG	○ Volkswagen AG
O Deutsche Lufthansa AG	
In addition, the following seats are held on comparable domestic and foreign governing bodie	
of business enterprises in the meaning of Art. 125 of the Stock Corporation Act:	
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 ABB AG (Switzerland) 	
○ Suez-Lyonnaise des Eaux s.a. (France)	
○ Thales s.a. (France)	
Dr. Martin Kohlhaussen, Frankfurt am Main	
Chairman of the Supervisory Board of Commerzbank AG	
○ Bayer AG	 Infineon Technologies AG
O Commerzbank AG (Chair)	○ KarstadtQuelle AG
O Heraeus Holding GmbH	○ Linde AG
O Hochtief AG	O Schering AG

Stockholder inquiries

The documents specified under agenda item 1 will be sent to stockholders on request. They will be available for inspection at the Annual Stockholders' Meeting and can be viewed on the internet at www.thyssenkrupp.com.

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