

INVITATION TO THE ANNUAL GENERAL MEETING 2014

THYSSENKRUPP AG

JANUARY 17, 2014

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 year ended September 30, 2013, the combined management report on ThyssenKrupp AG and the Group for the 2012/2013 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289 (4), § 315 (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 election of a Supervisory Board member
6. Resolution on the election of the auditors
7. Resolution on the amendment of Supervisory Board compensation and corresponding rewording of § 14 of the Articles of Association
8. Resolution on the cancelation of the authorized capital pursuant to § 5 (5) of the Articles of Association and the creation of new authorized capital with the option of excluding subscription rights, and corresponding amendment of the Articles of Association
9. Authorization to issue warrant and convertible bonds and to exclude subscription rights to these warrant or convertible bonds and at the same time to create conditional capital and amend the Articles of Association
10. Resolution on approval for the conclusion of a domination and profit and loss transfer agreement
11. Resolution on approval for the conclusion of nine amendment agreements to existing domination and profit and loss transfer agreements

ThyssenKrupp AG, Duisburg and Essen
ISIN DE0007500001

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to the 15th 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 17, 2014, 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 year ended September 30, 2013, the combined management report on ThyssenKrupp AG and the Group for the 2012/2013 fiscal year, the report by the Supervisory Board and the explanatory report by the Executive Board on the information pursuant to § 289 (4), § 315 (4) German Commercial Code (HGB)

In accordance with § 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 29, 2013; the financial statements are thus adopted. Adoption by the Annual General Meeting is therefore not required. The financial statements, the consolidated financial statements, the combined management report, 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

The Executive Board and Supervisory Board propose to use the unappropriated net income of the 2012/2013 fiscal year in the amount of €366,492,199.50 as follows:

- Transfer to other retained earnings: €366,492,199.50

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 2012/2013 fiscal year be ratified for this period. Voting by the Annual General Meeting on the ratification of the acts of the members of the Executive Board is to be carried out by individual ballot.

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 2012/2013 fiscal year be ratified for this period. Voting by the Annual General Meeting on the ratification of the acts of the members of the Supervisory Board is to be carried out by individual ballot.

5. Resolution on the election of a Supervisory Board member

By court ruling of October 21, 2013, Mr. René Obermann was elected member of the Supervisory Board of the Company as successor to Prof. Dr. Beatrice Weder di Mauro from November 1, 2013 up to the close of the Annual General Meeting which resolves on the results of the 2012/2013 fiscal year. As his membership of the Supervisory Board ends at the close of the Annual General Meeting on January 17, 2014, Mr. Obermann is now to be elected to the Supervisory Board as a shareholder representative by the Annual General Meeting.

In accordance with § 9 (1) of the Articles of Association, § 96 (1) AktG and § 7 (1) sentence 1 no. 3 of the Codetermination Act of May 4, 1976 (MitbestG), the Supervisory Board of the Company

comprises twenty members, ten of whom are appointed by the shareholders and ten by the employees. In the election of the shareholder representatives, the Annual General Meeting is not bound by election proposals.

The Supervisory Board proposes that

Mr. René Obermann, Bonn,
Chairman of Deutsche Telekom AG, Bonn
until December 31, 2013,
Chief Executive Office of Ziggo N.V., Utrecht, Netherlands,
from January 1, 2014

be elected to the Supervisory Board as a shareholder representative.

The election is valid from the close of this Annual General Meeting and, pursuant to § 9 (3) sentence 3 of the Articles of Association, up to the close of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the 2013/2014 fiscal year.

6. Resolution on the election of the auditors

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Essen, be elected as auditors for the annual financial statements and for the auditors' review of interim financial reports for the 2013/2014 fiscal year.

7. Resolution on the amendment of Supervisory Board compensation and corresponding rewording of § 14 of the Articles of Association

In accordance with § 14 of the Articles of Association, the Supervisory Board members currently receive basic compensation consisting of both fixed and performance-based compensation. Performance-based compensation comprises a bonus based on the dividend and a component relating to the long-term performance of the company. To further strengthen the independence of the Supervisory Board in performing its oversight function, performance-based compensation is to be discontinued. The fixed annual basic compensation is to remain at €50,000. In addition, compensation for work in the Audit Committee and Nomination Committee is to be adapted to the hours actually worked.

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

§ 14 of the Articles of Association is reworded as follows:

- „(1) Apart from having their cash disbursements refunded, the members of the Supervisory Board shall receive annual basic compensation of €50,000.
- (2) Each member of a committee – with the exception of the Mediation Committee under § 27 (3) Codetermination Act (MitbestG) and the Audit Committee – shall receive a premium of 25% on top of the compensation pursuant to paragraph (1), the chairman of each committee shall receive a premium of 50%. Each member of the Audit Committee shall receive a premium of 40% on top of the compensation pursuant to paragraph (1), the chairman of the Audit Committee shall receive a premium of 80%.
- (3) The annual compensation for the chairman shall be €200,000 and for the vice chairman €150,000. This shall also cover compensation for work performed as member or chairman of committees.
- (4) Supervisory Board members who have served on the Supervisory Board or a committee or performed a function in accordance with paragraph (2) or (3) for only part of the fiscal year shall receive prorated compensation for each month or part month.
- (5) In addition, the members of the Supervisory Board and the committees shall receive an attendance fee of €500 for each meeting attended, including physical meetings, conference calls, video conferences or similar.
- (6) The value-added tax payable on the compensation and cash disbursement refunds shall be refunded by the Company. For their work on the Supervisory Board, members of the Supervisory Board can be included by the Company under directors and officers liability insurance paid for by the Company.
- (7) The total compensation in accordance with this § 14 shall be payable after the close of the fiscal year. Cash disbursements shall be refunded immediately.
- (8) The provisions of this § 14 shall apply for the first time for the 2013/2014 fiscal year.“

8. Resolution on the cancelation of the authorized capital pursuant to § 5 (5) of the Articles of Association and the creation of new 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 20, 2012 to increase the capital stock by up to €500,000,000 has been partly used. To enable the Company to cover its financial requirements quickly and flexibly into the future, the remaining authorized capital in § 5 (5) of the Articles of Association is to be canceled and replaced by new authorized capital. As previously, the option of excluding subscription rights in the event of capital increases in exchange for cash or contributions in kind is to be limited in total to 20% of the capital stock.

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

- a) The authorization issued by the Annual General Meeting on January 20, 2012 to increase the capital stock in accordance with § 5 (5) of the Articles of Association is canceled and at the same time § 5 (5) of the Articles of Association is canceled.
- b) 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 16, 2019 by up to €370,000,000 by issuing up to 144,531,250 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. 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;
 - to the extent necessary to grant holders, or creditors in the case of registered securities, of option or conversion rights or conversion obligations issued by ThyssenKrupp AG or its Group companies subscription rights to new shares as would be due to them as shareholders after exercise of the option or conversion 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 already listed shares at the time the final issue price is determined, which should be as close as possible to the time the shares are issued, and the shares issued in total do not exceed 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. There shall be counted towards this limit of 10% of the capital stock the share of the capital stock attributable to treasury shares which are sold from the time this authorization becomes effective in direct or analogous application of § 186 (3) sentence 4 AktG, as well as the share of the capital stock attributable to shares relating to conversion and/or option rights and/or conversion obligations from bonds issued with exclusion of subscription rights according to § 186 (3) sentence 4 AktG from the time this authorization becomes effective in accordance with the authorization of the Annual General Meeting on January 17, 2014;
- 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. Up to the issue of shares without subscription rights, there shall be counted towards the aforesaid 20% limit (i) treasury shares sold with subscription rights excluded, and (ii) shares to be issued to service bonds with conversion and/or option rights, insofar as the bonds were issued on the basis of the authorization of the Annual General Meeting of January 17, 2014 with shareholder subscription rights excluded.

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 § 5 (1), (2) and (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 16, 2019, after expiry of the authorization.

- c) § 5 (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 16, 2019 by up to €370,000,000 by issuing up to 144,531,250 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. 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;
- to the extent necessary to grant holders, or creditors in the case of registered securities, of option or conversion rights or conversion obligations issued by ThyssenKrupp AG or its Group companies subscription rights to new shares as would be due to them as shareholders after exercise of the option or conversion 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 already listed shares at the time the final issue price is determined, which should be as close as possible to the time the shares are issued, and the shares issued in total do not exceed 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. There shall be counted towards this limit of 10% of the capital stock the share of the capital stock attributable to treasury shares which are sold from the time this authorization becomes effective in direct or analogous application of § 186 (3) sentence 4 AktG, as well as the share of the capital stock attributable to shares relating to conversion and/or option rights and/or conversion obligations from bonds issued with exclusion of subscription rights according to § 186 (3) sentence 4 AktG from the time this authorization becomes effective in accordance with the authorization of the Annual General Meeting on January 17, 2014;
- 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. Up to the issue of shares without subscription rights, there shall be counted towards the aforesaid 20% limit (i) treasury shares sold with subscription rights excluded, and (ii) shares to be issued to service bonds with conversion and/or option rights, insofar as the bonds were issued on the basis of the authorization of the Annual General Meeting of January 17, 2014 with shareholder subscription rights excluded.

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 § 5 (1), (2) and (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 16, 2019, after expiry of the authorization.“

- d) The Executive Board is instructed to register the cancellation of the existing authorized capital in accordance with a) and the resolution on the creation of new authorized capital with corresponding amendment of § 5 (5) of the Articles of Association in accordance with b) and c) subject to the condition that registration is carried out in the above order and that the cancellation of the existing authorized capital in accordance with a) is registered only when it is certain that registration of the resolution on § 5 (5) of the Articles of Association in accordance with c) will follow immediately.

9. Authorization to issue warrant and convertible bonds and to exclude subscription rights to these warrant or convertible bonds and at the same time to create conditional capital and amend the Articles of Association

The authorization to issue convertible bonds with conversion rights or obligations in respect of treasury shares and to exclude subscription rights granted by the Annual General Meeting on January 23, 2009 expires on January 22, 2014. This authorization to issue convertible bonds is to be replaced by a new authorization and extended to include the issue of warrant bonds. Both bonds will

grant creditors conversion or purchase rights in respect of shares of the Company. For this reason conditional capital is to be created at the same time for awarding shares to service the rights associated with these future warrant and convertible bonds.

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

- a) Authorization to issue warrant and convertible bonds and to exclude subscription rights to these warrant or convertible bonds

aa) General

The Executive Board is authorized, with the approval of the Supervisory Board, to issue once or several times on or before January 16, 2019 bearer or registered warrant and/or convertible bonds (together „bonds“) in the total par value of up to €2,000,000,000 with or without limited terms, and to grant to or impose on the holders or creditors of convertible bonds conversion rights or obligations for no-par bearer shares of the Company with a total share of the capital stock of up to €250,000,000 in accordance with the conditions of these bonds.

The bonds can also be issued by a subsidiary of the Company; in this event the Executive Board is authorized, with the approval of the Supervisory Board, to guarantee the bonds for the Company and to grant to or impose on the holders or creditors of these bonds option or conversion rights or obligations for no-par bearer shares of the Company.

bb) Warrant and convertible bonds

The bonds are divided into partial bonds. In the event of a warrant bond issue, one or several options are attached to each partial bond which entitle the holder or creditor to purchase no-par bearer shares of the Company in accordance with the option conditions determined by the Executive Board. The option conditions may specify that the option price can also be settled by transfer of partial bonds and if appropriate a cash surcharge. Where fractional shares occur, the option or bond conditions may specify that these fractional shares can be added together for the purchase of whole shares, if appropriate subject to payment of a surcharge.

In the event of a convertible bond issue, the holders of bearer bonds or creditors of partial bonds obtain the right to convert their partial bonds into no-par bearer shares of the Company in accordance with the convertible bond conditions determined by the Executive Board. The conversion ratio is calculated by dividing the par value or, if lower, the issuing amount of a partial bond by the fixed conversion price for a no-par bearer share of the Company. The ratio may be rounded up or down. In addition, it may be specified that the holders of convertible bonds must pay a cash surcharge and that non-convertible fractional amounts must be grouped together and/or compensated in cash. The bond conditions can specify a variable conversion ratio and determine the conversion price (subject to the minimum price specified below) within a pre-defined range depending on the development of the price of the no-par shares of the Company during the term of the bond.

cc) Right to offer alternative performance

The bond conditions may also provide the Company with the right in the event of a conversion or exercise of an option not to issue new no-par shares, but to pay a cash amount corresponding to the weighted average closing price of the shares in the electronic trading system of Frankfurt Stock Exchange over a period specified in the bond conditions in lieu of the shares which would otherwise be issued. The bond conditions may also specify that, at the Company's discretion, the bond with option rights or conversion rights or obligations attached is to be converted not into new shares from conditional capital but into existing shares of the Company or another listed company, or that the option right can be fulfilled by delivering such shares. The bond conditions may also include a combination of these performance options.

The bond conditions may also provide the Company with the right to grant the holders or creditors of a bond with option rights or conversion rights or obligations which has reached maturity (this also includes maturity due to termination) no-par shares of the Company or another listed company in lieu of part or all of the payable cash payment.

dd) Conversion obligation

The convertible bond conditions may also include an obligation to convert at the end of the term (or earlier or at the time of a specified event). The convertible bond conditions may entitle

the Company to fully or partly offset in cash any difference between the par value or lower issuing amount of the convertible bond and the product of conversion price and conversion ratio.

ee) Option and conversion price

With the exception of cases where a right to offer alternative performance or a conversion obligation applies, the fixed option or conversion price for a no-par share of the Company must be no lower than 80% of the weighted average closing price of the no-par shares of the Company in the electronic trading system of Frankfurt Stock Exchange over the last 10 trading days before the Executive Board passes the resolution to issue the bond with option or conversion rights or conversion obligations attached, or – in the event that a subscription right is granted – no lower than 80% of the weighted average trading price of the no-par shares of the Company in the electronic trading system of Frankfurt Stock Exchange during the subscription period with the exception of the days of the subscription period necessary to ensure the option or conversion price can be announced in due time in accordance with § 186 (2) sentence 2 AktG, § 9 (1) AktG and § 199 AktG remain unaffected.

In the cases where a right to offer alternative performance or a conversion obligation applies, the option or conversion price in accordance with the bond conditions must correspond at least to the above minimum price or the weighted average closing price of the no-par shares of the Company in the electronic trading system of Frankfurt Stock Exchange over the 10 trading days before the final maturity date or another specified date, even if this average price is lower than the aforesaid minimum price (80%). § 9 (1) AktG and § 199 AktG remain unaffected.

ff) Dilution protection

Notwithstanding § 9 (1) AktG, the option or conversion price may be reduced under a dilution protection clause as defined in the conditions if during the option or conversion period the Company (i) increases the capital stock through a capital increase from Company funds or (ii) increases the capital stock or sells treasury stock granting an exclusive subscription right to its shareholders or (iii) issues, grants or guarantees further bonds with option or conversion rights or obligations granting

an exclusive subscription right to its shareholders, and in cases (ii) and (iii) the owners of existing option or conversion rights or obligations are not granted subscription rights such as they would have held after exercising the option or conversion right or after fulfilling the conversion obligation. The reduction of the option or conversion price may also be effected by a cash payment upon exercise of the option or conversion right or upon fulfilment of a conversion obligation. In addition, the conditions may require modification of the option or conversion rights or conversion obligations in the case of a capital reduction or other measures or events which are associated with an economic dilution of the value of the option rights or conversion rights or conversion obligations (e.g. dividends, third parties gaining control).

gg) Subscription right and authorization to exclude subscription rights

To the extent that shareholders are not permitted to subscribe to the bonds directly, the statutory subscription rights will be granted to shareholders in such a way that the bonds are acquired by a bank or banking syndicate which undertakes to offer them to the shareholders for subscription. If the bonds are issued by a subordinate Group company, the Company must ensure that statutory subscription rights are granted to the shareholders of the Company within the meaning of the sentence above.

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

- to eliminate fractional amounts;
- to the extent necessary to grant holders, or creditors in the case of registered securities, of option or conversion rights or obligations previously issued by ThyssenKrupp AG or its Group companies subscription rights to new shares as would be due to them as shareholders after exercise of the option or conversion rights or after fulfilment of a conversion obligation;
- in the case of bonds issued against cash payment, to the extent that the Executive Board, after due review, reaches the conclusion that the issuing price of the bonds is not significantly lower than their theoretical fair value, calculated using recognized, in particular financial mathematics methods. However, this authorization to exclude subscription rights

only applies to bonds issued with an option right or conversion right or obligation, with an option or conversion right or a conversion obligation for shares with a share of the capital stock that may not exceed 10% of the capital stock in total either on the date this authorization becomes effective or – if this value is lower – on the date the authorization is exercised. There shall be counted towards this limit of 10% of the capital stock the share of the capital stock attributable to shares which during the period between granting of this authorization and the issue excluding subscription rights in accordance with § 186 (3) Sentence 4 AktG utilizing this authorization of bonds with conversion and/or option rights or conversion obligations excluding subscription rights are either issued under an authorization of the Executive Board to exclude subscription rights in direct or analogous application of § 186 (3) Sentence 4 AktG or sold as acquired treasury stock in corresponding application of § 186 (3) Sentence 4 AktG.

hh) Limitation of total scope of subscription right exclusion

The total number of bonds issued excluding subscription rights under the above authorizations is limited to the number of bonds with an option or conversion right or a conversion obligation for shares with a share of the capital stock that must not exceed 20% of the capital stock in total, either at the time this authorization enters into force or – if this value is lower – at the time it is exercised. There shall be counted towards the above 20% limit (i) treasury shares which during the term of this authorization until the issue excluding subscription rights of the bonds with option and/or conversion rights or obligations are sold excluding subscription rights, and (ii) shares which during the term of this authorization until the issue excluding subscription rights of bonds with option and/conversion rights or obligations are issued excluding subscription rights from authorized capital.

ii) Authorization to implement

The Executive Board is authorized, subject to Supervisory Board approval, to determine the further details of the issuing of the bonds, in particular interest rate, issuing price, term and denomination, dilution protection provisions, option or conversion period as well as the conversion and option price within the above framework, or to fix them in agreement with the boards of the Group company issuing the option or convertible bond.

b) Creation of conditional capital

The capital stock will be conditionally increased by up to €250,000,000 by issue of up to 97,656,250 new no-par bearer shares (conditional capital). The conditional capital increase serves the granting of no-par bearer shares upon exercise of conversion or option rights (or upon fulfilment of corresponding conversion obligations) or upon exercise of an option of the Company to grant no-par shares of the Company in whole or in part instead of payment of the cash amount due to the holders or creditors of convertible or warrant bonds that are issued by the Company or a subordinate Group company against cash contribution on or before January 16, 2019 as a result of the authorization resolution passed by the Annual General Meeting on January 17, 2014. New shares are issued at the option or conversion price to be determined in each case according to the above mentioned authorization resolution.

The conditional capital increase is only to be implemented in the event that bonds with option or conversion rights or obligations attached to them are issued in accordance with the authorization resolution of the Annual General Meeting on January 17, 2014 and only to the extent that use is made of option or conversion rights or to the extent that holders or creditors of bonds with an obligation to convert fulfill their obligation to convert or to the extent that the Company exercises an option to grant no-par shares of the Company in whole or in part instead of payment of the cash amount due and provided no cash compensation is granted or treasury shares or shares of another listed company are used for servicing in each case. The new shares issued carry profit participation rights from the start of the fiscal year in which they arise. To the extent legally permissible the Executive Board with the approval of the Supervisory Board may determine the profit participation of new shares differently than § 60 (2) AktG.

The Executive Board is authorized, subject to the approval of the Supervisory Board, to determine the further details of the conditional capital increase.

c) Amendment to the Articles of Association

The following new paragraph (6) is inserted in § 5 of the Articles of Association:

“(6) The capital stock is conditionally increased by up to €250,000,000, divided into up to 97,656,250 no-par bearer shares (conditional capital). The conditional capital increase will only be implemented to the extent that the holders or creditors of option or conversion rights or those with an obligation to convert warrant or convertible bonds issued against cash contribution that are issued or guaranteed by the Company or a subordinate Group company on or before January 16, 2019 based on the authorization of the Executive Board by resolution by the Annual General Meeting passed on January 17, 2013 actually use their option or conversion rights or, to the extent that they are obliged to convert, fulfill their obligation to convert or to the extent that the Company exercises an option to grant shares of the Company in whole or in part instead of payment of the cash amount due provided no cash compensation is granted or no treasury shares or shares of another listed company are used for servicing in each case. New shares are issued at the option or conversion price to be determined in each case according to the above mentioned authorization resolution. The new shares participate in profits from the start of the fiscal year in which they are created. To the extent legally permissible the Executive Board, subject to the approval of the Supervisory Board, may determine the profit participation of new shares differently than § 60 (2) AktG. The Executive Board is authorized, subject to the approval of the Supervisory Board, to determine the further details of the conditional capital increase.”

d) Authorization to amend the Articles of Association

The Supervisory Board is authorized to modify the wording of § 5 (1), (2) and (6) of the Articles of Association in line with the current issue of new shares and to make all other associated amendments to the Articles of Association that relate solely to the wording. This also applies in the event that the authorization to issue bonds is not used after the expiration of the authorization period and in the event of non-use of the conditional capital after expiration of the periods for exercising option rights or conversion rights or for the fulfillment of conversion obligations.

10. Resolution on approval for the conclusion of a domination and profit and loss transfer agreement

ThyssenKrupp AG and Krupp Hoesch Stahl GmbH (hereinafter KHS) entered into a domination and profit and loss transfer agreement on November 25, 2013. This domination and profit and loss transfer agreement has the following main content:

- KHS places its management under the control of ThyssenKrupp AG (§ 1 (1) of the domination and profit and loss transfer agreement). ThyssenKrupp AG is therefore entitled to issue directives to the board of KHS with regard to the direction of KHS (§ 1 (2) of the domination and profit and loss transfer agreement).
- KHS is obligated to transfer to ThyssenKrupp AG its entire profit capable of being transferred in accordance with all requirements of § 301 AktG as amended (§ 2 (1) 1st sub-paragraph of the domination and profit and loss transfer agreement).
- KHS may, subject to the approval of ThyssenKrupp AG, transfer amounts from net income to other retained earnings where this is permissible under commercial law and economically justified based on sound commercial judgment. KHS may remove these amounts from other retained earnings in subsequent years and transfer them as profits (§ 2 (1) 2nd sub-paragraph of the domination and profit and loss transfer agreement). The transfer of income from the reversal of other retained earnings created before the beginning of the agreement and of capital reserves is not permitted (§ 2 (1) 3rd sub-paragraph of the domination and profit and loss transfer agreement).
- ThyssenKrupp AG is obligated to accept KHS's losses in accordance with all requirements of § 302 AktG as amended (§ 2 (2) of the domination and profit and loss transfer agreement).
- The domination and profit and loss transfer agreement becomes effective with entry of its existence in the commercial register of KHS and is valid, with the exception of the right to issue directives under § 1 of the domination and profit and loss transfer agreement, for the period from October 1, 2013 (§ 3 (1) of the domination and profit and loss transfer agreement). The agreement may be terminated for the first time at the close of September 30, 2018 with a period of notice of 3 months and unless terminated extends automatically until the end of the following fiscal year in each case, with the same period of notice (§ 3 (2) of the domination and profit and loss transfer agreement).

- Each party to the agreement has the right to terminate the agreement for cause at any time without notice. Cause exists in particular when ThyssenKrupp AG or associated companies of ThyssenKrupp AG within the meaning of §§ 15 ff. AktG no longer have a majority interest in KHS due to sale or contribution of KHS shares or for any other legal reason, ThyssenKrupp AG is merged, ThyssenKrupp AG or KHS are broken up or liquidated or an outside shareholder acquires an interest in KHS for the first time within the meaning of § 307 AktG. (§ 3 (3) of the domination and profit and loss transfer agreement).

ThyssenKrupp AG directly and indirectly holds a total 100% shareholding in KHS. For this reason the domination and profit and loss transfer agreement does not need to provide for either compensation or settlement payments for outside shareholders.

The Executive Board of ThyssenKrupp AG and the managing directors of KHS have each drawn up a joint report in accordance with § 293a AktG. The joint report together with other documents to be disclosed will be available on the website of ThyssenKrupp AG from the date of convening of the Annual General Meeting. All documents to be disclosed will also be made available at the Annual General Meeting of the Company.

The shareholders' meeting of KHS has already approved the domination and profit and loss transfer agreement.

The Executive Board and Supervisory Board propose that the domination and profit and loss transfer agreement with Krupp Hoesch Stahl GmbH be approved.

11. Resolution on approval for the conclusion of nine amendment agreements to existing domination and profit and loss transfer agreements

The following domination and profit and loss transfer agreements exist between ThyssenKrupp AG as controlling entity and subsidiaries in the legal form of a GmbH :

- domination and profit and loss transfer agreement of February 2/3, 2006 with ThyssenKrupp Business Services GmbH (formerly ThyssenKrupp Materials Zweite Beteiligungsgesellschaft mbH),
- domination and profit and loss transfer agreement of September 23, 2002 with ThyssenKrupp Grundbesitz Verwaltungs GmbH,
- domination and profit and loss transfer agreement of October 20, 1983 with ThyssenKrupp Risk and Insurance Services GmbH (formerly Thyssen Versicherungsdienst Gesellschaft mit beschränkter Haftung Industrieversicherungsvermittlung),
- domination and profit and loss transfer agreement of September 30, 2000 with Thyssen Stahl GmbH (formerly Thyssen Stahl Aktiengesellschaft),
- domination and profit and loss transfer agreement of September 23, 2002 with ThyssenKrupp Dienstleistungen GmbH (formerly GFH Gesellschaft für Handelswerte mbH),
- domination and profit and loss transfer agreement of June 3, 2005 with ThyssenKrupp Materials International GmbH (formerly ThyssenKrupp Services AG),
- domination and profit and loss transfer agreement of September 13, 2004 with ThyssenKrupp Academy GmbH (formerly ThyssenKrupp Materials Erste Beteiligungsgesellschaft mbH),
- domination and profit and loss transfer agreement of March 20, 1995 with ThyssenKrupp Real Estate GmbH (formerly Thyssen Immobilien GmbH) and
- domination and profit and loss transfer agreement as amended by amendment agreement of September 29, 1999 with ThyssenKrupp Technologies Beteiligungen GmbH (formerly Thyssen Krupp Industries GmbH).

ThyssenKrupp AG and the subsidiaries involved as contractual partners in the above mentioned domination and profit and loss transfer agreements have concluded amendment agreements in respect of the arrangements concerning loss transfer. These amendments are intended to clarify that the references already contained in the agreements to the statutory requirements regarding loss transfer pursuant to § 302 AktG always relate to the latest version of § 302 AktG. Cause for clarification is given by the law modifying and simplifying company taxation and the tax treatment of travel expenses that entered into force on February 26, 2013. Under this, profit and loss transfer agreements with a GmbH as controlled entity are required to include such a dynamic reference to the latest version of § 302 AktG. The amendment agreements do not include any further changes.

The amendment agreements have the following main content in each case:

- ThyssenKrupp AG is obligated to accept the losses of the respective subsidiary in accordance with all requirements of the latest version of § 302 AktG.
- The further content of the domination and profit and loss transfer agreements remains unchanged.

The amendment agreements will become effective with approval by the Annual General Meeting of ThyssenKrupp AG and subsequent entry in the commercial registers of the subsidiaries involved.

The Executive Board of ThyssenKrupp AG and the managing directors of the subsidiaries involved have in each case drawn up a joint report in accordance with §§ 293a, 295 (1) sentence 2 AktG in which the amendment agreements are discussed and explained. The joint reports together with other documents to be disclosed are available on the website of ThyssenKrupp AG from the date of convening the Annual General Meeting. With regard to the amendment agreements relating to the domination and profit and loss transfer agreements with ThyssenKrupp Materials International GmbH and Thyssen Stahl GmbH these also include the reports drawn up by the court-appointed contract auditor. For all other amended domination and profit and loss transfer agreements an audit by a contract auditor in accordance with § 293b (1) 2nd half-sentence AktG is unnecessary as all shares of the respective subsidiaries are held by ThyssenKrupp AG. All documents to be disclosed will also be made available at the Annual General Meeting.

The Executive Board and Supervisory Board propose that

- a) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Business Services GmbH,
- b) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Grundbesitz Verwaltungs GmbH,
- c) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Risk and Insurance Services GmbH,
- d) the amendment agreement to the domination and profit and loss transfer agreement with Thyssen Stahl GmbH,
- e) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Dienstleistungen GmbH,
- f) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Materials International GmbH,
- g) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Academy GmbH,
- h) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Real Estate GmbH and
- i) the amendment agreement to the domination and profit and loss transfer agreement with ThyssenKrupp Technologies Beteiligungen GmbH

be approved.

II. Supplementary information on agenda item 5

1. Information pursuant to § 125 (1) sentence 5 AktG

The candidate proposed for election to the Supervisory Board as shareholder representative under agenda item 5, René Obermann (50), 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) E.ON SE
(Member of the Supervisory Board)
T-Systems International GmbH (until December 2013)
(Chairman of the Supervisory Board)

- b) none

2. Information on § 5.4.1 (4) to (6) of the German Corporate Governance Code

Apart from the fact that Mr. René Obermann is already a member of the Supervisory Board of the Company, there are in the assessment of the Supervisory Board no personal or business relationships between him and the companies of the ThyssenKrupp Group, the bodies of ThyssenKrupp AG or any major shareholder of ThyssenKrupp AG whose disclosure is recommended under § 5.4.1 (4) to (6) of the German Corporate Governance Code.

III. Report by the Executive Board on agenda item 8

Pursuant to § 203 (2) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Executive Board has provided a written report on the reasons for the authorization to exclude subscription rights proposed in item 8 of the Agenda and on the proposed issue price. The report is available on the internet at www.thyssenkrupp.com/en/investor/hauptversammlung.html from the day on which the Annual General Meeting is convened. It will also be available at the Annual General Meeting. The report will be published as follows:

Under item 8 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 20, 2012 for a period of five years and has now been utilized in part.

On December 2, 2013, the Executive Board of ThyssenKrupp AG, with the approval of the Supervisory Board Executive Committee as authorized by the full Supervisory Board, resolved in accordance with the existing authorization under § 5 (5) of the Articles of Association of the Company to increase the capital stock of ThyssenKrupp AG by a nominal €131,709,191.68, corresponding to 10% of the capital stock, by issuing 51,448,903 new no par bearer shares in the Company and to exclude subscription rights in accordance with § 5 (5) sentence 4 of the Articles of Association in conjunction with § 186 (3) sentence 4 AktG (simplified exclusion of subscription rights). The newly issued no-par shares of ThyssenKrupp AG were placed with German and international institutional investors at a price of €17.15 per share (issue price/placement price) in an accelerated bookbuilding process on December 3, 2013. The placement resulted in gross proceeds of €882.3 million, which was used to strengthen equity and reduce net financial debt. The exclusion of subscription rights made it possible to achieve these goals quickly, win new shareholder groups in Germany and abroad, and avoid the time and cost outlay of a subscription right issue, which would also have entailed larger share price discounts and uncertainties.

The Executive Board and Supervisory Board Executive Committee approved the placement price of €17.15 because this represented a discount of only 2.75% to the most recent stock market price of €17.64, significantly lower than the maximum 5% discount

approved by the Annual General Meeting. The placement price is based on the offers submitted by institutional investors in the accelerated bookbuilding process. With ThyssenKrupp stock trading at an average price of €17.30 (volume-weighted) on December 3, 2013, the existing shareholders of ThyssenKrupp AG were able in principle to maintain their shareholding amounts by purchasing the required shares on roughly the same conditions on the stock market. The existing shareholders' financial and voting-right interests were therefore appropriately protected despite the exclusion of subscription rights.

The new authorized capital is to be based on the proven rules of the current authorized capital. Under item 8 of the Agenda it is therefore proposed to create new authorized capital in the amount of up to €370,000,000 (corresponding to around 25.5% of the Company's current capital stock) by issuing up to 144,531,250 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 or 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 § 186 (5) AktG without the need for explicit authorization. However, subscription rights of shareholders can be excluded in the cases described below.

Exclusion of subscription rights for fractional amounts

The authorization to exclude shareholders' subscription rights for fractional amounts serves to ensure a practicable subscription ratio with respect to the amount of the capital increase. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the capital increase, particularly in the case of capital increases by round numbers, and the exercise of subscription rights would be considerably more complicated. The new shares excluded as "free fractional amounts" from subscription rights will be utilized either through sale on the stock exchange or by another method to achieve maximum advantage for the Company.

Exclusion of subscription rights for warrant and convertible bonds

In addition, it will be possible, with the approval of the Supervisory Board, to exclude subscription rights to the extent necessary to grant holders, or creditors in the case of registered securities, of warrant and/or convertible bonds existing at the time the authorized capital is utilized subscription rights to new shares if this is required under the conditions of the respective bond. As a result, the authorization to exclude subscription rights – if utilized – means that the option or conversion price does not have to be reduced in accordance with the so-called dilution protection clause in the conditions of the warrant/convertible bonds. Rather, the holders or creditors of the warrant and convertible bonds can be offered subscription rights as would be due to them after exercise of the option or conversion rights or after fulfilment of a conversion obligation.

Exclusion of subscription rights for capital increases against cash contributions pursuant to § 186 (3) sentence 4 AktG

With the approval of the Supervisory Board, it will also be possible to exclude subscription rights in the case of capital increases against cash contributions pursuant to § 203 (1) sentence 1, § 203 (2), § 186 (3) sentence 4 AktG. This possibility serves the Company's interest in achieving the best possible price when issuing new shares. The statutory possibility of excluding subscription rights under § 186 (3) sentence 4 AktG enables the Administration to utilize stock market opportunities to strengthen its equity capital quickly, flexibly and at low cost. In this way, equity can be strengthened optimally in the interests of the Company and all shareholders. Avoiding the time-consuming and costly process of handling subscription rights makes it possible to exploit short-term market opportunities to cover capital requirements quickly and to attract new shareholder groups in Germany and abroad. The issue price, which is to be determined as close in time as possible to the placement of the shares, and thus the cash inflow to the

Company for the new shares will be based on the stock exchange price of the shares already listed and will not be significantly lower than the current stock exchange price, probably by no more than 3% and at all events by no more than 5%.

The shares issued excluding subscription rights in accordance with § 186 (3) sentence 4 AktG may not in total exceed 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 towards this limit insofar as it takes place during the term of this authorization and subscription rights are excluded pursuant to § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4 AktG. Shares issued or to be issued to service bonds with conversion or option rights or conversion obligations shall likewise be counted towards this limit insofar as the issue takes place during the term of this authorization and subscription rights are excluded pursuant to § 186 (3) sentence 4 AktG. These requirements take account of the need of shareholders 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 excluding 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 § 186 (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 commensurate 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 an appropriate issue price for the new shares is achieved.

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 must not exceed 20% of the capital stock either at the time the authorization becomes effective or at the time it is exercised. There shall be counted towards this 20% limit shares which are sold or issued or are to be issued to the exclusion of subscription rights under other authorizations, which must be explicitly identified. This capital limit caps the total volume of shares issued from the authorized capital for which subscription rights are excluded, as well as the sale of treasury shares for which subscription rights are excluded and the issue of warrant and convertible bonds 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.

IV. Report by the Executive Board on agenda item 9

Pursuant to § 221 (4) sentence 2 Stock Corporation Act (AktG) in conjunction with § 186 (4) sentence 2 AktG, the Executive Board has provided a written report on the reasons for the authorization to exclude subscription rights proposed in item 9 of the Agenda and on the proposed issue price. The report is available on the internet at www.thyssenkrupp.com/en/investor/hauptversammlung.html from the day on which the Annual General Meeting is convened. It will also be available at the Annual General Meeting. The report will be published as follows:

The proposed authorization to issue warrant and/or convertible bonds („bonds“) in the total nominal amount of up to €2,000,000,000 and to create the associated conditional capital of up to €250,000,000 (this corresponds to around 17.3 % of the Company's current capital stock) is intended to broaden the Company's possibilities – described in more detail below – for financing its operations and enable the Executive Board, with the approval of the Supervisory Board, to utilize favorable capital market conditions and achieve fast and flexible financing in the interests of the Company.

Issue price

With the exception of cases involving a right to offer alternative performance or a conversion obligation, the issue price for the new shares must correspond to at least 80% of the stock market price of the Company's no-par shares calculated close to the time of issue of the bonds associated with option or conversion rights or obligations. The possibility of a premium (which can be increased depending on the term of the warrant or convertible bond) allows the conditions of the warrant or convertible bonds to take account of the capital market conditions at the time of their issue.

In cases involving a right to offer alternative performance or a conversion obligation, the issue price for the new shares – as specified in the conditions of the bond – must amount at least to the aforementioned minimum price or correspond to the weighted average closing price of the Company's no-par shares in electronic trading on the Frankfurt securities exchange over the 10 trading days before final maturity or the other fixed time, even if this average price is lower than the aforementioned minimum price (80%).

Shareholders' subscription rights

Shareholders have a statutory right to subscribe to the bonds (§ 221 (4) in conjunction with § 186 (1) AktG). To facilitate handling, use is to be made of the possibility of issuing the bonds to a bank or a banking syndicate with the obligation to offer the bonds to shareholders in accordance with their subscription rights (indirect subscription rights in the meaning of § 186 (5) AktG).

Exclusion of subscription rights for fractional amounts

The exclusion of subscription rights for fractional amounts makes it possible to utilize the requested authorization through rounded amounts. This facilitates the handling of shareholders' subscription rights.

Exclusion of subscription rights for outstanding warrant and convertible bonds

The exclusion of subscription rights in favor of the holders, or creditors in the case of registered securities, of conversion rights/obligations and option rights already issued has the advantage that the conversion or option price for the already issued conversion or option rights or conversion obligations does not need to be reduced, which allows an overall higher cash inflow. Both cases of exclusion of subscription rights are therefore in the interest of the Company and its shareholders.

Exclusion of subscription rights pursuant to § 221 (4), § 186 (3) sentence 4 AktG

The Executive Board is also authorized, with the approval of the Supervisory Board, to fully exclude shareholders' subscription rights if the bonds are issued against cash contributions at a price that is not significantly lower than the market price of these bonds. This enables the Company to take quick advantage of favorable market situations and, by determining the conditions in line with the market, to achieve better conditions for setting the rate of interest, the option or conversion price and the issue price for the warrant or convertible bonds. Determining conditions in line with the market and smooth placement would not be possible if subscription rights were maintained. Although § 186 (2) AktG allows publication of the issue price (and thus of the bond conditions) up to the third-last day of the subscription period, the frequently observed volatility of the stock markets means a market risk exists over several days leading to safety margins in determining the bond conditions and to conditions that are not in line with the market. In addition, the existence of subscription rights puts a successful placement with third parties at risk or burdens it with additional costs due to uncertainty about how the subscription rights will be exercised.

Finally, the Company cannot react swiftly to favorable or unfavorable market conditions if subscription rights are granted due to the length of the subscription period; instead it is exposed to the risk of falling share prices during the subscription period which could lead to capital being raised at terms which are unfavorable for the Company.

Pursuant to § 221 (4) sentence 2 AktG, the provision of § 186 (3) sentence 4 AktG applies analogously in the event that subscription rights are excluded completely. According to the resolution the prescribed limit for subscription right exclusions of 10% of the capital stock must be complied with. The volume of the conditional capital, which in this case is only to be made available to secure the option rights or conversion rights/obligations, must not exceed 10% of the capital stock existing at the time the authorization to exclude subscription rights in accordance with § 186 (3) sentence 4 AktG comes into effect. A corresponding requirement in the authorization resolution also ensures that even in the event of a capital reduction the 10% limit is not exceeded, as the authorization to exclude subscription rights explicitly states that 10% of the capital stock must not be exceeded, either at the time the authorization comes into effect, or – if this value is lower – at the time it is exercised. Treasury shares sold in corresponding application of § 186 (3) sentence 4 AktG, and shares issued from authorized capital to the exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG, shall be counted towards this and reduce this amount accordingly if the sale or issue take place during the term of this authorization prior to the issue – excluding subscription rights in accordance with § 186 (3) sentence 4 AktG – of the bonds with option and or conversion rights or obligations. § 186 (3) sentence 4 AktG also states that the issue price may not be significantly lower than the stock exchange price. This is intended to prevent any significant dilution of the value of the shares. Whether there would be any such dilution effect when issuing convertible or warrant bonds excluding subscription rights can be determined by calculating the theoretical stock exchange price of the convertible or warrant bonds according to recognized financial mathematical methods and comparing it with the issue price. If, after due review, this issue price is insignificantly lower than the theoretical stock exchange price at the time the convertible or warrant bonds are issued, subscription rights may be excluded in accordance with § 186 (3) sentence 4 AktG due to the insignificant discount. The resolution therefore requires that prior to issuing the convertible or warrant bonds the Executive Board – after due review – must reach the conclusion that the planned issue price will not result in a significant dilution of the value of the shares. This would reduce the theoretical market value of subscription rights to almost

zero, meaning that shareholders are not put at any significant economic disadvantage through the exclusion of subscription rights. All this ensures that the exclusion of subscription rights does not lead to any significant dilution of the value of the shares.

Moreover, shareholders have the opportunity to maintain their share of the Company's capital stock even after the exercise of conversion or option rights by buying shares on the stock exchange. On the other hand, the authorization to exclude subscription rights enables the Company to set conditions in line with the market, obtain maximum security with regard to placement with third parties, and take advantage of favorable market situations at short notice.

Limitation of total scope of capital increases for which subscription rights are excluded

The total number of bonds issued excluding subscription rights under the above authorizations is limited to the number of bonds with an option or conversion right or a conversion obligation for shares with a share of the capital stock that must not exceed 20% of the capital stock in total, either at the time this authorization enters into force or – if this value is lower – at the time it is exercised. There shall be counted towards the above 20% limit treasury shares which during the term of this authorization until the issue excluding subscription rights of the bonds with option and/or conversion rights or obligations are sold excluding subscription rights, as well as shares which during the term of this authorization until the issue excluding subscription rights of bonds with option and/or conversion rights or obligations are issued excluding subscription rights from authorized capital.

As the aforementioned authorization already severely restricts the possibility of excluding subscription rights, this additional quantitative restriction, which goes beyond statutory requirements, keeps any disadvantages to shareholders in very narrow limits.

V. Further information

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the capital stock of the Company comprises 565,937,947 no-par 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 565,937,947.

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 27, 2013, 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 10, 2014 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 Operations Center
80249 Munich
Germany
Fax: +49 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 above by no later than January 15, 2014. 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 shareholders' association or another third party. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the Company must be in text form, if neither a bank, a shareholders' association nor a party of equal status pursuant to § 135 (8) AktG has been authorized to exercise voting rights. 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 have to be observed when authorizing banks, shareholders' associations or parties of equal status pursuant to § 135 (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. The 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/en/investor/hauptversammlung.html on January 17, 2014, 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 § 122 (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 17, 2013. 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 § 126 (1) and § 127 AktG

Countermotions including reasons against a proposal made by the Executive Board and/or 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
Investor Relations
ThyssenKrupp Allee 1
45143 Essen
Germany
Fax: +49 201 845-6900365
E-mail: hv-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 2, 2014 will be published immediately on the internet at www.thyssenkrupp.com/en/investor/hauptversammlung.html. Any comments from the boards will likewise be published after January 2, 2014 at the same internet address.

8. Shareholder right of information pursuant to § 131 (1), § 293g (3) 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. In connection with agenda items 10 and 11, shareholders shall upon request be provided with information at the Annual General Meeting on all matters of the subsidiaries named under these agenda items that are of relevance for the conclusion of the agreements.

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/en/investor/hauptversammlung.html. The results of voting will also be published at the same internet address after the 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 Federal Gazette ("Bundesanzeiger") on December 10, 2013.

Duisburg and Essen, December 2013

ThyssenKrupp AG
The Executive Board

Dates

January 17, 2014

Annual General Meeting

February 14, 2014

Interim report

1st quarter 2013/2014 (October to December)

Conference call with analysts and investors

May 13, 2014

Interim report

1st half 2013/2014 (October to March)

Conference call with analysts and investors

August 14, 2014

Interim report

9 months 2013/2014 (October to June)

Conference call with analysts and investors

November 20, 2014


Annual press conference

Conference call with analysts and investors

January 30, 2015

Annual General Meeting

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.



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