

Counter motions at the 3rd Annual Stockholders' Meeting of ThyssenKrupp AG

March 1, 2002, Grugahalle, Essen, Germany



Dear Stockholders,

In respect of our 3rd Annual Stockholders' Meeting taking place on March 1, 2002, we have received counter-motions on agenda items 2, 3, 4 and 6 from Mr. Eduard Bernhard, Kleinostheim. Pursuant to Art. 125 and 126 of the Stock Corporation Act (AktG), we are sending you the wording of the counter-motions as follows:

Agenda item 2, resolution on the disposition of unappropriated profit

"The proposal put forward by the Executive Board and Supervisory Board is rejected and the following counter-motion proposed:

The profit of €308,693,426.40 should be divided into two halves, and one half used for widescale entry into the production of alternative energies such as wind energy, solar photo-voltaic energy, hydroelectric energy, biomass energy etc. as well as energy-saving technologies. This could create thousands of new jobs, reduce pollution and provide a public relations success. Strong government financial support is being provided for alternative energy sources."

Agenda item 3, resolution on the discharge from responsibility of the members of the Executive Board

"The motion is proposed that the members of the Executive Board not be discharged from responsibility due to a lack of information:

- on activities in the arms/defense sector, e.g. scope and type of such activities in Germany or possibly outside Germany via subsidiaries. There is a particular need for clarification regarding exports. There are allegations of exports e.g. to South Africa, Canada, Saudi Arabia.
- on the situation regarding possible claims from forced laborers from the Nazi era and on damage payments already made or outstanding.
- on possible involvement in/execution of ballistic trials using radioactive URANIUM ammunition.
- on possible indemnity insurance policies for Executive Board and Supervisory Board members, e.g. amount of such policies and who pays premiums.
- retention of KPMG as balance sheet auditors despite proven failure."

Agenda item 4, resolution on the discharge from responsibility of the members of the Supervisory Board

“No discharge from responsibility due to inadequate supervision of the Executive Board”

Agenda item 6, election of the auditors:

“The election of KPMG as financial statement auditors is rejected due to numerous cases of failure and scandals. These include Metallgesellschaft, Schneider, Holzmann AG and Flow-Text. Executive Board and Supervisory Board are requested to draw up a report documenting the cases of failure in the past 10 years with the disclosed financial losses (billions of DM/euros) and job losses, further indicating cases in which the Public Attorney’s Office has carried out or is still carrying out investigations and the findings of such investigations, also the claims for damages which have been filed against KPMG and what payments have been made. Price Waterhouse, Ernest & Young, McKinsey etc. are proposed as alternative auditors.”

Response of head office:

We consider all countermotions to be unfounded and propose that they be rejected. Where necessary, we will provide additional comments at the Annual Stockholders’ Meeting.

Duisburg and Essen, January 2002

ThyssenKrupp AG
The Executive Board

