



**Aktiengesellschaft  
Karlsruhe**

ISIN DE0006204407

We herewith invite the shareholders of our Company to the

**Extraordinary General Meeting**

to be held in Karlsruhe, at the Stadthalle - Brahmssaal – in the Karlsruhe Congress Center, Festplatz

**on November 9, 2005 at 10:00 a.m.**

**Agenda**

- 1. Report by the Executive Board on the current business status of IWKA Aktiengesellschaft and the IWKA Group**
- 2. Elections for Supervisory Board members**

All six shareholder representatives of the Supervisory Board announced on July 15, 2005 that they will resign their positions effective the end of the extraordinary meeting.

As a result, six successors must be chosen. As per section 10, paragraph 4, sentence 1 of the company's by-laws, the term of office of the new members to be elected to the Supervisory Board will be for the remainder of the original term of office of the resigning members of the Supervisory Board; i.e., until the end of the 2008 annual general meeting, at which time a decision will be made regarding the discharge of the Supervisory Board members for the 2007 financial year.

The Supervisory Board is comprised of six members representing the shareholders and six members representing the employees as per section 96, paragraph 1 and section 101 paragraph 1 of the German Corporation act in conjunction with section 7, paragraph 1, No. 1 of the German Codetermination act. Shareholders at the General Meeting are not obligated to vote for candidates proposed.

The Supervisory Board recommends that the following candidates be elected to serve on the Supervisory Board as shareholder representatives, effective as of the adjournment of the General Meeting.

1. Dr. Rolf Bartke  
Executive Vice President Commercial Vehicle Division of DaimlerChrysler AG  
Head of Business Unit Mercedes-Benz Vans of DaimlerChrysler AG  
Esslingen

Membership in other legally stipulated supervisory boards:

Positions on group boards:

- DaimlerChrysler Ludwigsfelde GmbH, Ludwigsfelde (Chairman)
- DaimlerChrysler Manufacturing International LLC., Huntersville
- DaimlerChrysler España S. A., Madrid

Profile (Summary)

Diplom-Wirtschaftsingenieur (Graduate Industrial Engineer)

University of Karlsruhe (Economic Sciences)

Dr. rer. pol.

Member of the Board of Directors Unimat GmbH

Executive Management Positions in the group of DaimlerChrysler AG

Executive Vice President Commercial Vehicle Division of DaimlerChrysler AG

Effective July 1995 Head of Business Unit Mercedes-Benz Vans of DaimlerChrysler AG

2. Dr. Reiner Beutel  
Management Consultant (until September 30, 2005)  
Member of the Executive Board of Directors (CFO) (effective October 1, 2005) of Schefenacker AG  
Gemrigheim

Membership on comparable domestic and foreign controlling bodies of operating companies:

Positions on external boards

- Fischer-Maschinenbau GmbH & Co. KG, Gemrigheim

Profile (Summary)

Diplomökonom (Graduate in Business Management)

Universities in Germany and USA

Dr. rer. pol.

Management Consultant

Executive Management Positions in the group of Robert Bosch GmbH

Effective October 2005 Member of the Executive Board of Directors (CFO) of Schefenacker AG

3. Dr. Herbert Demel  
President and CEO of Magna Drivetrain AG  
Wien

Membership in other legally stipulated supervisory boards:

Positions on external boards

- MAN AG, Munich

Profile (Summary)

Diplomingenieur (Graduate in Civil Engineering)

Technical University of Vienna (Mechanical Engineering)

Dr.-Ing.

Executive Management Positions in the group of Robert Bosch GmbH

Executive Management Positions in the group of Volkswagen AG

Chairman of the Executive Board of Directors at Audi AG

CEO Fiat Auto

President of the global Powertrain Group of the Canadian automotive supplier Magna International Inc. and President and CEO of Magna Drivetrain AG

4. Pepyn René Dinandt  
Chairman of the Board of Mannesmann Plastics Machinery GmbH  
Munich

Membership in other legally stipulated supervisory boards:

Positions on group boards:

- Demag Ergotech GmbH, Schwaig (Chairman)
- Berstorff GmbH, Hanover (Chairman)
- Krauss-Maffei Kunststofftechnik GmbH, Munich (Chairman)

Membership on comparable domestic and foreign controlling bodies of operating companies:

Positions on group boards:

- Netstal Maschinen AG, Näfels, Switzerland (Verwaltungsratspräsident)
- Van Dorn Demag Corp., Strongsville, USA (Chairman of the Board)

Profile (Summary)

BSC Bachelor of Science (Economy)

University of Wales (Economic Sciences)

Sales Department Hewlett Packard

Consultant Mc Kinsey & Company

Executive Management Positions in the group of Jenoptik AG

Executive Management Position at Babcock AG

Executive Management Position at Siemens AG  
 Effective February 2002 Chairman of the Executive Board of Directors of  
 Mannesmann Plastics Machinery AG and Chairman of the Board of  
 Mannesmann Plastics Machinery GmbH (renamed)

5. Dr. Helmut Leube  
 Member of the Executive Board of Webasto AG  
 Herrsching

Profile (Summary)

Diplomingenieur (Graduate in Civil Engineering)  
 Technical University of Aachen (Mechanical Engineering)  
 Dr.-Ing.  
 Professor at Clemson University South Carolina, USA  
 Scientific activity at Technical University Aachen  
 Executive Management Positions in the group of BMW AG  
 Effective 2004 Member of the Executive Board of Directors (COO) Webasto  
 AG

6. Dr. Herbert Meyer  
 Member of the Executive Board of Directors (CFO) of Heidelberger  
 Druckmaschinen AG  
 Königstein/Taunus

Membership in other legally stipulated supervisory boards:

Positions on group boards:

- Heidelberger Druckmaschinen Vertrieb Deutschland GmbH

Membership on comparable domestic and foreign controlling bodies of  
 operating companies:

Positions on external boards

- Verlag Europa Lehrmittel GmbH (Beirat)

Positions on group boards:

- Heidelberg Graphic Equipment Ltd., UK
- Heidelberg Americas Inc., USA
- Heidelberger Druckmaschinen Austria Vertriebs-GmbH, Austria  
 (Beirat)
- Heidelberger Druckmaschinen Osteuropa Vertriebs-GmbH, Austria  
 (Beirat)
- Goss International Corporation, USA

Profile (Summary)

Diplomkaufmann (Graduate in Business Administration)

University of Saarland (Business Administration)  
Dr. rer. oec.  
Executive Management Positions in the group of Robert Bosch GmbH  
Effective 1994 Member of the Executive Board (CFO) at Heidelberger  
Druckmaschinen AG

### Attendance at the General Meeting

Shareholders shall be entitled to attend the General Meeting and exercise voting rights if they deposit their shares no later than November 2, 2005 with the Company, with a securities clearing and deposit bank, with a German public notary ("Notar") or one of the institutions specified below during normal business hours and leave such shares on deposit until the conclusion of the General Meeting.

#### **These depository institutions are in the Federal Republic of Germany:**

Dresdner Bank AG

Deutsche Bank AG

Bayerische Hypo- und Vereinsbank AG

Bayerische Landesbank

BHF-Bank AG

DZ BANK AG Deutsche Zentral-Genossenschaftsbank

Landesbank Baden-Württemberg  
- together with its branches -

Gesellschaftskasse in Ettlingen, Am Hardtwald 3

#### **in Switzerland:**

UBS AG

In the event of a deposit with a German public notary or a securities clearing and deposit bank, the original or a certified copy of the confirmation of the deposit to be issued by such depositories must be submitted to the Company no later than one day after the expiration of the deadline for the deposit.

Shares shall also be deemed to be properly deposited if, with the agreement of the depository, they are held in custody at another financial institution until the conclusion of the General Meeting.

Shareholders who wish to attend the General Meeting shall receive their admission tickets upon request from their financial institution.

### Voting by Proxy

It is pointed out that shareholders who do not attend the General Meeting in person may have their voting rights arising from properly deposited shares exercised by a financial institution, by a shareholders' association or by another party vested with a power of attorney; such proxies must be granted in writing.

The Company wishes to make voting by proxy easier for its shareholders. It therefore offers its shareholders the opportunity to be represented by an employee nominated by IWKA Aktiengesellschaft. These proxies may be of particular interest to the shareholders if the financial institution will not act as a voting proxy. A proxy form, including instructions concerning the exercise of the power of attorney, is attached to the admission ticket that shareholders will receive upon request from their financial institution. The Company employee may only exercise voting rights under the proxy to the extent that the shareholder gives explicit instructions. Without such instructions the proxy will be invalid.

Motions opposing Management proposals concerning a particular agenda item pursuant to § 126 para. 1 AktG must be addressed exclusively to:

Executive Board  
IWKA Aktiengesellschaft  
Reference: "Hauptversammlung"  
P.O. Box 34 09  
76020 Karlsruhe

Fax: 0721/143-243

e-mail: [aohauptversammlung2005@iwka.de](mailto:aohauptversammlung2005@iwka.de)

Opposing motions received in time at this address, as well as any possible responses by Management will immediately be made available to the shareholders on the internet at [www.iwka.de](http://www.iwka.de)

Karlsruhe, September 2005

IWKA Aktiengesellschaft  
The Executive Board