

The shareholders of our Company are hereby invited to the

**Ordinary Annual General Meeting**

to be held at the “Kongress am Park Augsburg” congress center (hereinafter referred to as “Kongresshalle”), Gögginger Strasse 10, 86159 Augsburg, Germany, on

**6 June 2012 at 10 am.**

**I. Agenda**

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the joint management report for KUKA Aktiengesellschaft and the group, including the explanatory report regarding disclosure in accordance with article 289, para. 4 and 5 HGB [German Commercial Code], and article 315, para. 2, no. 5 and para. 4 HGB for the 2011 financial year; presentation of the Supervisory Board’s Report for the 2011 financial year.**

The aforementioned documents shall, from the day the Annual General Meeting is convened, be available for shareholders to view at the business premises of KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg, and be accessible on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de). Each shareholder shall be given or sent a free copy on request. Moreover, the documents shall be accessible at the Annual General Meeting, where they shall be further explained. In accordance with statutory provisions, no resolution has been provided for Agenda Item 1, since the Supervisory Board has already approved the annual financial statements and the consolidated financial statements and adoption of the same at the Annual General Meeting is thus unnecessary.

- 2. Resolution on approving the discharge from responsibility of the members of the Executive Board**

The Executive Board and the Supervisory Board propose that the members of the Executive Board be discharged from responsibility for the 2011 financial year.

It is planned that shareholders at the Annual General Meeting shall decide on the discharge from responsibility of each individual member of the Executive Board.

**3. Resolution on approving the discharge from responsibility of the members of the Supervisory Board**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be discharged from responsibility for the 2011 financial year.

It is planned that shareholders at the Annual General Meeting shall decide on the discharge from responsibility of each individual member of the Supervisory Board.

**4. Resolutions on amending the Articles of Association**

**Revocation of article 4, para. 6 of the Articles of Association**

The Executive Board and the Supervisory Board propose that article 4, para. 6 of the Articles of Association be revoked, with the effect that the current article 4, para. 7 of the Articles of Association shall become the new article 4, para. 6 of the Articles of Association.

The current article 4, para. 6 of the Articles of Association is worded as follows:

“The share capital is contingently increased by up to EUR 19,500,000.00 through the issue of up to 7,500,000 new shares. The contingent capital increase shall only be implemented to the extent that the holders of conversion or option rights attached to the convertible and/or warrant bonds issued by the Company or its direct or indirect domestic or foreign majority-owned subsidiaries by 4 July 2008 exercise their conversion or option rights. The new shares shall be entitled to dividend from the beginning of the financial year in which they come into being through the exercise of conversion or option rights.”

Through partial utilization of the corresponding authorization to issue warrant and/or convertible bonds and the aforementioned contingent capital, KUKA Aktiengesellschaft placed a convertible bond on 9 May 2006 by way of a private placement through its wholly-owned Dutch subsidiary KUKA Finance B.V. The bond issue had a par value of EUR 69,000,000 and was guaranteed by KUKA Aktiengesellschaft. The right of the bondholders to convert the issued convertible bonds, nominally valued at EUR 50,000 per bond, into new shares in the Company (conversion right) expired at the end of 18 October 2011 (end of the exercise period). The convertible bonds were all redeemed in November 2011 by repayment of the par value plus the interest accrued by that time.

Since no bondholders exercised their conversion right during the exercise period (8 July 2006 to 18 October 2011), article 4, para. 6 of the Articles of Association became obsolete at the end of 18 October 2011 and should therefore be revoked for clarification purposes and to rectify the Articles of Association.

**5. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2012 financial year, as well as the auditor for an independent review, if applicable, of the condensed financial statements and the interim management report for the first half-year of the 2012 financial year**

The Supervisory Board proposes, on the basis of the Audit Committee's recommendation, to resolve that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected as the auditor of the annual financial statements and the consolidated financial statements for the 2012 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2012 financial year, if such a review of these statements is conducted.

**II. Further information relating to the convening of the Annual General Meeting**

**Total number of shares and voting rights**

The Company's share capital comprises, at the time the Annual General Meeting is convened, 33,915,431 non-par-value shares; there are no other share classes. Each share confers one vote, resulting in 33,915,431 participating and voting shares.

**Prerequisites for attending the Annual General Meeting and exercising voting rights (with record date in accordance with article 123, para. 3, sentence 3 AktG [Stock Corporation Act] and its meaning]**

Shareholders wishing to attend the Annual General Meeting and exercise their voting right must register prior to the General Meeting. In addition, shareholders are required to provide proof of their right to attend the Annual General Meeting or to exercise voting rights. A certificate of share ownership issued in German or English by their custodian bank with reference being made to the start of the 21st day before the Annual General Meeting, Wednesday, 16 May 2012, 0:00 hours CEST (so-called "record date") is sufficient.

The registration and proof of share ownership must be in text form and be sent to the Company to the following address and be received no later than the seventh day prior to the General Meeting, i.e. at the latest by Wednesday, 30 May 2012, 24:00 hours, CEST:

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen**

**Fax: +49 (0)9628 92 99 871**  
**e-mail: HV@Anmeldestelle.net**

With respect to attendance at the General Meeting and the exercise of voting rights, only those persons shall be deemed shareholders for the Company's purposes who have provided such proof. In this respect, the right to attend and the scope of the voting rights shall be determined exclusively on the basis of the shareholding proven as of the record date. The record date does not involve any lock-up period for the shares. Even if all or some of the shares are sold after the record date, the shares held by the shareholder as of the record date shall be authoritative for attendance and for the scope of the voting rights; i.e. any sale of shares after the record date shall not affect the right to attend or the scope of voting rights. The same shall apply accordingly to new shares or additional shares acquired after the record date. Persons who do not hold any shares yet as of the record date and become shareholders after that date shall not be entitled to attend or vote. Furthermore, the record date is not a relevant date for dividend rights.

Admission tickets to the Annual General Meeting shall be issued to the shareholders after proper receipt of the registration and proof of share ownership. To ensure timely receipt of admission tickets, we kindly ask shareholders to send the registration and proof of share ownership as early as possible.

### **Voting by proxy**

Shareholders may, by appropriately granting power of attorney, also exercise their voting rights at the Annual General Meeting by way of proxy, e.g. through a bank or a shareholders' association. If the shareholder appoints more than one person as a proxy, the Company may reject one or more of these persons. The requirement to register in due time and form and provide proof of share ownership in accordance with the above stipulations shall apply also in the case of voting by proxy.

In principle, any granting of power of attorney, revocation thereof and proof of authorization in relation to the Company must be in text form in accordance with article 134, para. 3, sentence 3 AktG. For granting power of attorney, shareholders may use the proxy section on the admission ticket form that they will receive after registration, or the proxy form that can be downloaded from the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de). Shareholders shall also have the option of issuing special power of attorney in text form. Until the beginning of voting at the Annual General Meeting, the following address, fax number and e-mail address shall be available for sending proof of authorization as a proxy and for revoking power of attorney:

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen**

**Fax: +49 (0)9628 92 99 871**  
**e-mail: [vollmacht@c-hv.com](mailto:vollmacht@c-hv.com)**

The entry and exit desks at the Annual General Meeting shall be available for this purpose on the day of the Annual General Meeting, from 9:00 am, at the Kongresshalle, Gögginger Strasse 10, 86159 Augsburg.

If a bank, a shareholders' association or any other equivalent institution, entity or person in accordance with article 135 AktG is appointed as a proxy, the text form requirement for such power of attorney shall apply neither by law nor according to the Company's Articles of Association. According to the law, it shall, in such cases, suffice if the proxy is able to validate its power of attorney. In addition, the power of attorney must be complete and refer only to the exercise of voting rights. Therefore, we advise shareholders wishing to authorize a bank, a shareholders' association or any other equivalent institution, entity or person as a proxy in accordance with article 135 AktG to confer with the proxy regarding the form that the power of attorney should take. In such cases, power of attorney shall be granted only to a specified proxy. According to article 135, para. 7 AktG, however, the effectiveness of the voting shall not be impaired by any breach of the aforementioned and specified additional requirements stated in article 135 AktG for the appointment of a proxy as stated in this section.

We offer our shareholders the possibility of authorizing Company-appointed proxies to exercise their voting rights. The Company has laid down the following provisions for this: The exercise of voting rights by such Company-appointed proxies shall be subject to express instructions given in respect of the specific items on the agenda. Without such express instructions, voting rights shall not be deemed to have been represented. The form for granting power of attorney and issuing instructions that is sent together with the admission ticket can be used for granting power of attorney. Any granting of power of attorney (along with instructions), revocation thereof and proof of authorization in relation to the Company must be in text form.

The Company must receive power of attorney for Company-appointed proxies, along with express instructions, at the latest by Monday, 4 June 2012, 24:00 hours CEST, sent to the address below:

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen**

**Fax: +49 (0)9628 92 99 871**  
**e-mail: vollmacht@c-hv.com**

The entry and exit desks at the Annual General Meeting shall be available for giving, revoking and altering instructions in relation to any Company-appointed proxy on the day of the Annual General Meeting at the Kongresshalle, Gögginger Strasse 10, 86159 Augsburg.

The offer of the option to authorize Company-appointed proxies to exercise voting rights shall not affect any of the aforementioned possibilities of participation and representation, including attendance in person or participation via another proxy, such as a bank or shareholders' association. All these possibilities shall remain fully open to shareholders.

### **Publication on the Company's website**

Shortly after the convening of the Annual General Meeting, the following information and documents shall be available on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de) (cf. article 124a AktG):

1. the content of the convening notice, including an explanation as to why no resolution has been provided for Agenda Item 1, as well as the total number of shares and voting rights at the time of convening;
2. the documents to be made available to the General Meeting;
3. a form that can be used for voting by proxy.

**Shareholder rights in accordance with article 122, para. 2, article 126, para. 1, article 127 and article 131, para. 1 AktG****Addition to the agenda in accordance with article 122, para. 2 AktG**

Shareholders whose shares amount in aggregate to EUR 500,000 of the share capital may request that items be included in the agenda and published. A statement of grounds or a proposal for a resolution must be attached to every new item. Any such request must be directed in writing or using electronic means in accordance with article 126a BGB [German Civil Code] to the Executive Board of the Company (KUKA Aktiengesellschaft, Executive Board, reference: "Annual General Meeting", Zugspitzstrasse 140, 86165 Augsburg (e-mail: [hauptversammlung2012@kuka.com](mailto:hauptversammlung2012@kuka.com)) and must be received by the Company at least 30 days prior to the Annual General Meeting, not counting the day of receipt and the day of the Annual General Meeting. The last permissible day of receipt is therefore Sunday, 6 May 2012, 24:00 hours CEST. Further details concerning the prerequisites for exercising this right and the limitations of this right can be found on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de) under "Announcements in accordance with article 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

**Motions and nominations by shareholders in accordance with article 126, para. 1 and article 127 AktG**

Shareholders may propose motions regarding specific items on the agenda (cf. article 126 AktG). The same applies to nominations for the election of Supervisory Board members or the auditors of the annual financial statements (cf. article 127 AktG).

According to article 126, para. 1 AktG, shareholder motions, including the name of the shareholder, a statement of grounds for the motion and any statement from the Management shall be made available to the persons entitled to access this information as set forth in article 125, para. 1 to 3 AktG under the conditions stated therein (this includes, among others, shareholders who demand this), provided that the shareholder has submitted a countermotion to a motion of the Executive Board and/or Supervisory Board on a specific item on the agenda, with a statement of grounds for the countermotion, to the address given below at least 14 days before the Company's Annual General Meeting, not counting the day of receipt. The last permissible day of receipt is therefore Tuesday, 22 May 2012, 24:00 hours CEST. A countermotion does not have to be made available if one of the exclusions under article 126, para. 2 AktG applies. Further details concerning the prerequisites for exercising this right and the limitations of this right can be found on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de) under "Announcements in accordance with article 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

The right of each shareholder to propose, during the Annual General Meeting, countermotions regarding the various agenda items even without prior communication to the Company shall remain unaffected. We point out that any countermotions sent to the Company in advance in due time shall be considered at the Annual General Meeting only if they are made orally during the meeting.

A statement of grounds does not need to be provided for nominations made by shareholders in accordance with article 127 AktG. Nominations for election shall be made available only if they include the name, the profession exercised and the place of residence of the nominee and, in the case of an election of Supervisory Board members, information on their membership in other supervisory boards prescribed by law (cf. article 127, sentence 3 in conjunction with article 124, para. 3 and article 125, para. 1, sentence 5 AktG). According to article 127, para. 1 AktG in conjunction with article 126, para. 2 AktG, there are further grounds on which nominations for election do not need to be made available on the Internet. In all other respects, the prerequisites and provisions for making motions available shall correspondingly apply, in particular that Tuesday, 22 May 2012, 24:00 hours CEST, is the last permissible date for the receipt of nominations at the address given below, in order for them to still be made available. Further details concerning the prerequisites for exercising this right and the limitations of this right can be found on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de) under "Announcements in accordance with article 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights". Any motions (including any statement of grounds) or nominations made by shareholders in accordance with article 126, para. 1 and article 127 AktG must be sent exclusively to:

**Executive Board  
KUKA Aktiengesellschaft  
Reference "Annual General Meeting"  
Zugspitzstrasse 140  
86165 Augsburg, Germany**

**Fax: +49 (0)821 7975393  
e-mail: [hauptversammlung2012@kuka.com](mailto:hauptversammlung2012@kuka.com)**

Motions and nominations for election that are to be made available (including the name of the shareholder and - in the case of motions - a statement of grounds) shall be made available after their receipt on the Internet at [www.kuka-ag.de](http://www.kuka-ag.de). Any statements from the Management shall also be made available at the above Internet address.

#### **Right of shareholders to information in accordance with article 131, para. 1 AktG**

At the Annual General Meeting, each shareholder and shareholder representative may request from the Executive Board information on the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda (cf. article 131, para. 1 AktG). This right to information also extends to information on the Company's legal and business relations with any affiliated company, as well as information on the state of the Group and the companies included in the consolidated financial statements. Requests for information are generally to be made orally at the Annual General Meeting during the discussion.

The information shall comply with the principles of conscientious and accurate accounting. Subject to the prerequisites set forth in article 131, para. 3 AktG, the Executive Board may refuse to provide information. Further details concerning the prerequisites for exercising



this right and the limitations of this right can be found on the Company's website at [www.kuka-ag.de](http://www.kuka-ag.de) under "Announcements in accordance with article 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

Augsburg, April 2012

KUKA Aktiengesellschaft

The Executive Board