



**IWKA Aktiengesellschaft  
Karlsruhe**

ISIN: DE0006204407

We herewith invite the shareholders of our Company to the

**Ordinary Annual General Meeting**

to be held in Augsburg, at the Augsburg Congress Center – Gögginger Strasse 10,  
86159 Augsburg

**on May 16, at 10.a.m.**

**Agenda**

**1. Presentation of the adopted Annual Financial Statements and Management Report as well as the approved Consolidated Financial Statements and Consolidated Management Report for the Group for the 2006 financial year, together with the Report of the Supervisory Board.**

**2. Discharge from responsibility of the members of the Executive Board**

The Executive Board and Supervisory Board propose that the members of the Executive Board including those members who have left the Executive Board be discharged from responsibility for the 2006 financial year.

**3. Discharge from responsibility of the Supervisory Board**

The Executive Board and Supervisory Board propose that the members of the Supervisory Board including those members who have left the Supervisory Board be discharged from responsibility for the 2006 financial year.

#### **4. Resolution on the authorisation to purchase and use treasury stock pursuant to § 71, para. 1 no. 8 Stock Corporation Act**

The Executive Board and the Supervisory Board propose the adoption of a resolution as follows:

- a) The authorisation for the acquisition of treasury shares granted by the Annual General Meeting of June 1, 2006 and still in force until November 30, 2007 is hereby revoked.
- b) The company shall be authorised to acquire treasury shares up to a total amount of 10% of share capital existing at the time that this resolution is adopted.
- c) The acquisition of treasury shares shall be executed on the stock exchange, or within the framework of a public tender offer by the company extended to all shareholders. The consideration per share paid by the company may not exceed or fall short of – by more than 10% excluding incidental costs – the average closing price of the shares of the company in the XETRA trading system of Deutsche Börse AG (or a comparable successor system) on the last five trading days before the purchase of treasury stock or, in the case of a public tender offer, from the eighth to the fourth trading day (each inclusive) before the day of publication of the public tender offer. To the extent that the total number of the shares tendered by the shareholders for repurchase exceeds the repurchase volume, the shares tendered must in each case be accepted on a pro-rata basis. Priority may be given to the acceptance of tenders of small lots of up to 100 company shares per company shareholder.
- d) The Executive Board shall be authorised
  - aa) subject to the approval of the Supervisory Board, to dispose of the acquired treasury stock to third parties subject to the exclusion of the subscription rights of the shareholders in connection with company mergers or the acquisition of companies, or parts of companies or participations in companies.
  - bb) subject to the approval of the Supervisory Board, to dispose of the acquired treasury stock subject to the exclusion of the subscription rights of the shareholders, by means other than the stock exchange or tender offer to all shareholders, if the shares are sold for cash at a price that is not substantially lower than the quoted stock market price of same-category shares at the time of the sale. However, this authorisation shall only be effective subject to the proviso that the shares sold subject to the exclusion of the subscription rights according to § 186 para. 3, sentence 4 AktG may not, in total, exceed 10% of the share capital, and in fact do not do so either on the date that this authorisation becomes effective or on the date on

which it is exercised. Shares to be counted against this limit of 10% include those shares

- that will be issued subject to the exclusion of subscription rights according to the appropriate application of § 186 para. 3 sentence 4 AktG, in order to service debentures with attached conversion or option rights, provided that these debentures will be issued on the basis of an authorisation in effect as at the date that this authorisation becomes effective, or of an authorisation replacing it.
  - that will be issued subject to the exclusion of subscription rights pursuant to § 186 para. 3 sentence 3 AktG by use of an authorisation to issue new shares under authorised capital that is in effect at the date on which this authorisation becomes effective, or by use of an authorisation replacing it.
- cc) subject to the approval of the Supervisory Board, to use the acquired treasury stock, subject to the exclusion of the subscription rights of the shareholders, in order to introduce the company's stock on foreign stock exchanges on which it has not been listed to date.
- e) The price at which the company shares are issued subject to the exclusion of the subscription rights of the shareholders may not fall substantially short of the average closing price of the stock of the company in the XETRA trading system of Deutsche Börse AG (or a comparable successor system) on the last five trading days before the sale of the treasury stock or prior to the date of entering into a contract for the sale of the treasury stock.
- f) Treasury stock may also be acquired in order to be cancelled by being charged against net retained earnings or other revenue reserves. The Executive Board is authorised, subject to the approval of the Supervisory Board, to execute such cancellation without further resolution by the Annual General Meeting.
- g) This authorisation for the acquisition of treasury stock, as well as the resale or cancellation of such shares, may be used once or several times, in whole or in part.
- h) The authorisation shall be in effect until October 31, 2008.

**Report by the Executive Board concerning the exclusion of subscription rights with respect to the disposal of treasury stock pursuant to § 71 para. 1 no. 8, § 186 para. 4 sentence 2 AktG in connection with Agenda Item 4**

Item 4 on the agenda encompasses a proposal to authorise the company to acquire treasury stock in the amount of up to 10% of the share capital existing at the time that the resolution is adopted.

According to § 71 para. 1 no. 8 AktG, treasury stock may also be purchased or sold by means other than the typical case of a purchase or sale on the open market.

In addition to purchases on the open market, the company is also to be granted the option of purchasing treasury shares by means of a public offer (tender process). The consideration per share paid by the company may not exceed or fall short of – by more than 10% excluding incidental costs – the average closing price of the shares of the company in the XETRA trading system of Deutsche Börse AG (or a comparable successor system) on the last five trading days before the purchase of treasury stock or, in the case of a public tender offer, from the eighth to the fourth trading day (each inclusive) before the day of publication of the public tender offer.

In a public tender offer, any shareholder willing to sell can decide how many shares he wishes to offer and, in the case of the setting of a price range, at what price he wishes to offer them. If the volume of tenders at the set price exceeds the number of shares the company wishes to purchase, there must be an allocation of acceptances to the tenders. As part of this process it is to be possible to give priority to the acceptance of small-lot tenders or smaller portions of tenders. This possibility is designed to avoid odd numbers when determining the pro-rata shares to be purchased, as well as small residual amounts, thereby simplifying the technical execution.

The resale of treasury stock after purchase is to be possible subject to the exclusion of the subscription rights of the shareholders.

By these means, the Executive Board is to be put in a position of having treasury stock available in order to be able – subject to the approval of the Supervisory Board – to offer it as consideration in connection with company mergers or the acquisition of companies, or parts of companies, or participations in companies. In transactions of this kind, this form of consideration is demanded in various cases. The authorisation here proposed is therefore intended to give the company the flexibility needed in order to be able to take advantage of emerging opportunities to acquire companies or participations in companies in a quick and flexible manner. The Executive Board will report any use of this authorisation to the Annual General Meeting.

The proposed resolution also encompasses the authorisation to dispose of the acquired treasury stock subject to the exclusion of subscription rights by means other than the open market and in cases other than those connected with the acquisition of companies, parts of companies or participations in companies. A sale under exclusion of subscription rights is subject to the condition of the shares being sold for cash at a price that is not substantially lower than the stock market price of same-category shares of the company at the time of the sale. However, this authorisation shall only be effective subject to the proviso

that the shares sold subject to the exclusion of the subscription rights according to § 186 para. 3, sentence 4 AktG may not, in total, exceed 10% of the share capital, and in fact do not do so either on the date that this authorisation becomes effective or on the date on which it is exercised. Shares to be counted against this limit of 10% include those shares

- that will be issued subject to the exclusion of subscription rights pursuant to the appropriate application of § 186 para. 3 sentence 4 AktG in order to service debentures with attached conversion and option rights, provided that these debentures will be issued on the basis of an authorisation in effect as at the date on which this authorisation becomes effective or an authorisation replacing it.
- that will be issued subject to the exclusion of subscription rights pursuant to § 186 para. 3 sentence 3 AktG by use of an authorisation to issue new shares under authorised capital that is in effect at the date on which this authorisation becomes effective, or by use of an authorisation replacing it.

The interests of the shareholders with respect to their assets and voting rights are properly protected by this limitation and by the fact that the issue price is guided by the market price. The authorisation is in the interest of the Company because it allows greater flexibility. In particular, it makes it possible to issue shares in a targeted fashion to partners in cooperative ventures or to financial investors.

The authorisation further opens up the possibility of using treasury stock for the introduction on foreign stock exchanges on which IWKA Aktiengesellschaft has not been listed to date. This will make it possible to broaden the shareholder base outside of Germany and to make the share more attractive as an investment.

IWKA Aktiengesellschaft faces strong competition on the international capital markets. Adequate equity capital and the possibility of raising capital on the market at appropriate terms and conditions are of special importance for the future development of the business. IWKA Aktiengesellschaft will endeavor to broaden its shareholder base and to make investment in the stock of the company attractive. Accordingly the authorisation proposed here is designed to afford IWKA Aktiengesellschaft the necessary freedom of movement.

The company is to be empowered to cancel shares of treasury stock even without a renewed resolution by the Annual General Meeting.

This authorisation for the acquisition of treasury stock, as well as the resale or cancellation of such shares, may be used once or several times, and also in part.

The authorisation shall be in effect until October 31, 2008.

## **5. Resolution on amendments to the articles of incorporation: Change of the company name and relocation of the headquarters of the Company**

Due to the sale of the Packaging Technology business segment, the designation "IWKA" is no longer used throughout the entire IWKA Group except by IWKA Aktiengesellschaft. After the packaging technology sale, the

IWKA Group will comprise the two business segments Systems Technology and Robot Technology, both of which use the designation "KUKA" in their company name, in terms of a legal trademark as well as otherwise in their business dealings, so that the designation "IWKA" will be obsolete in terms of the company name, legal trademark and otherwise. Provided that the Annual General Meeting approves the draft resolution below, IWKA Aktiengesellschaft will change its company name to "KUKA Aktiengesellschaft" and operate under this company name from the day that this change to the articles of incorporation is entered in the commercial register.

Due to the sale of the discontinued operations in 2006, 70% of the business of the IWKA Group is operated or managed from Augsburg.

For this reason, the Executive Board, with the approval of the Supervisory Board, started in January of 2007 to relocate all departments of IWKA Aktiengesellschaft in two phases from Ettlingen to Augsburg. This strengthens the efficiency of the management of the IWKA Group.

The Executive Board and the Supervisory Board therefore propose the adoption of the following resolution:

The articles of incorporation of the Company are amended as follows:

Under § 1 (Company name, headquarters and duration) of the articles of incorporation, paragraph 1 is revised as follows:

„(1) The Aktiengesellschaft operates under the company name KUKA Aktiengesellschaft and is headquartered in Augsburg.

**6. Election of the Auditors and of the independent auditor of the consolidated financial statements for the 2007 financial year, as well as the auditor for an independent review, if applicable, of the semi-annual financial statements for the 2007 financial year**

The Supervisory Board proposes the election of Ernst & Young AG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart as auditors and independent auditors for the consolidated financial statements for the 2007 financial year and for an independent audit review of the semi-annual financial statements for the 2007 financial year, if such a review of these statements is conducted.

Total number of shares and voting rights

At the time that the Annual General Meeting is being convened, the share capital of the Company comprises 26,600,000 ordinary shares with no par value and the total number of voting rights is 26,600,000.

### Attendance at the Annual General Meeting

Shareholders shall be entitled to attend the Annual General Meeting and exercise voting rights who have given notice of attendance in text form no later than Wednesday, May 9, 2007 to the address below:

IWKA Aktiengesellschaft  
c/o C-HV GmbH  
Rathausstraße 3  
D- 92289 Ursensollen

The notice must be received at this address no later than Wednesday, May 9, 2007.

In addition, the shareholders shall be required to provide evidence of their right to attend the Annual General Meeting and to exercise voting rights. Such evidence shall refer to the twenty-first day before the Annual General Meeting. It shall also be dated to April 25, 2007, 0.00 a.m.. Confirmation of the shareholding prepared in writing by the financial institution or the financial services institution holding the shares as a depository shall be sufficient for this purpose. This must be provided in the German or the English language; it is to be issued to IWKA Aktiengesellschaft, c/o C-HV GmbH, Rathausstraße 3, D- 92289 Ursensollen, and must be received at the above address no later than Wednesday, May 9, 2007. In relationship to the Company and for the purpose of attendance at the Annual General Meeting and the exercise of voting rights, only those who have provided such evidence shall be deemed to be shareholders.

### Voting by proxy

It is pointed out that shareholders who do not attend the Annual General Meeting in person, but have given notice of attendance and have provided evidence of their right to attend the Ordinary Annual General Meeting and to exercise their voting rights, 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 and must be presented to the Company unless the party vested with such power of attorney is a financial institution, a shareholders' association or another person whose authorization is exempt from this requirement pursuant to § 135 AktG.

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. 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.

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.

Motions opposing Management proposals concerning a particular agenda item – pursuant to § 126 para. 1 AktG – and nominations – pursuant to § 127 AktG – must be addressed exclusively to:

Executive Board  
IWKA Aktiengesellschaft  
Reference: “Hauptversammlung”  
P.O. Box 34 09  
D- 76020 Karlsruhe

Fax: +49 (0)821/7975243

e-mail: [hauptversammlung2007@iwka.de](mailto:hauptversammlung2007@iwka.de)

Motions and nominations that are to be made available, as well 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, April 2007

IWKA Aktiengesellschaft

The Executive Board