



**KUKA Aktiengesellschaft
Augsburg**

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 15, 2008, at 10.a.m.

Agenda

1. Presentation of the adopted Annual Financial Statements and Management Report including the explanatory report regarding information as per article 289, para. 4 of the German Commercial Code (HGB) as well as the approved Consolidated Financial Statements and Consolidated Management Report for the Group including the explanatory report regarding information as per article 315 para. 4 of the German Commercial Code (HGB) for the 2007 financial year, together with the Report of the Supervisory Board.

2. Resolution concerning the allocation of net profit

The Executive and Supervisory boards recommend using KUKA Aktiengesellschaft's net profit of EUR 73,697,873.07 for the 2007 financial year as follows:

- | | |
|--|-------------------|
| a.) Distribution of a dividend of one euro per dividend-bearing share. The total amount of the distribution will be: | EUR 26,472,021.00 |
| b.) Retained earnings: | EUR 47,225,852.07 |

The proposal for the distribution of profits takes into account the treasury shares held directly or indirectly by the company which are not entitled to a dividend as per article 71 b of the German Stock Corporation Act (AktG). The number of dividend-bearing shares may rise or fall by the date of the Annual

General Meeting as a result of the further acquisition of treasury shares (with and without the subsequent redemption of the acquired shares) or the sale of treasury shares. In this case, the boards will recommend to the Annual General Meeting a suitably modified profit distribution, with the unchanged payment of EUR 1.-- per dividend-bearing share.

3. Discharge from responsibility of the members of the Executive Board

The Executive Board and Supervisory Board propose that the members of the Executive Board be discharged from responsibility for the 2007 financial year.

4. Discharge from responsibility of the Supervisory Board

The Executive Board and Supervisory Board propose that the members of the Supervisory Board be discharged from responsibility for the 2007 financial year.

5. Elections for Supervisory Board members

The term of office of all Supervisory Board members ends at the close of the annual general meeting of May 15, 2008.

The Supervisory Board is comprised of six members representing the shareholders and six representing the employees as per article 96, para. 1 and article 101 para. 1 of the German Stock Corporation Act in connection with article 7, para. 1, sentence 1, no. 1 of the German Co-determination Act and article 10, para. 1 of KUKA Aktiengesellschafts' By-Laws. Shareholders at the general meeting are not obligated to vote for candidates proposed by the Supervisory Board.

The Supervisory Board proposes to the Annual General Meeting that the following candidates be elected by the shareholders at the annual general meeting as members of the Supervisory Board, effective the end of the annual general meeting of May 15, 2008 until the end of the annual general meeting wherein shareholders will vote on the discharge of responsibility for the fourth business year after the beginning of the term of office, whereby the business year in which the term of office begins is not counted:

1. Dr. Rolf Bartke

Esslingen, Chairman of the Supervisory Board of KUKA Aktiengesellschaft, industrial engineer

membership in other legally stipulated supervisory boards:

- SFC Smart Fuel Cell AG, Brunnthal

membership on comparable domestic and foreign controlling bodies of commercial enterprises:

- EADS N.V., Amsterdam
- J&R Carter Partnership Foundation, Atlanta
- SAF-Holland S.A., Luxembourg

- SORTIMO North America Inc., Atlanta
- Keiper Recaro Group, Kaiserslautern

2. **Dr. Reiner Beutel**

Gemrigheim, accountant

membership on comparable domestic and foreign controlling bodies of commercial enterprises:

- Fischer-Maschinenbau GmbH & Co. KG, Gemrigheim
- Mirror Controls International, Montfort (Chairman of the Board of Directors)

3. **Pepyn René Dinandt**

Munich, Member of the executive board of Conergy AG, Hamburg (until April 30, 2008)

4. **Helmut Gierse**

Nuremberg, engineer

5. **Dr. Helmut Leube**

Herrsching, member of the executive board of Webasto AG (until January 31, 2008)

Chairman of the executive board of DEUTZ AG, Cologne (as of Feb. 1, 2008)

membership in comparable domestic and foreign controlling bodies of commercial enterprises:

- Webasto Roof Systems Inc., Rochester Hills/USA (Chairman) (to January 31, 2008)

6. **Dr. Herbert Meyer**

Königstein/Taunus, accountant

President of Deutsche Prüfstelle für Rechnungslegung DPR e.V. Financial Reporting Enforcement Panel, Berlin

membership in other legally stipulated supervisory boards:

- DEMAG Cranes AG, Düsseldorf
- Deutsche Beteiligungs AG, Frankfurt
- Sektkellerei Schloss Wachenheim AG
- Webasto AG, Stockdorf

membership in comparable domestic and foreign controlling bodies of commercial enterprises:

- Verlag Europa Lehrmittel GmbH (advisory board)
- Goss International Corporation/USA

We herewith advise in accordance with item 5.4.3, sentence 3, of the German Corporate Governance Code that it is intended that Dr. Rolf Bartke be nominated as the candidate for Supervisory Board Chairman should he be elected to the Supervisory Board.

6. Resolution on the authorization to purchase and use treasury stock pursuant to article 71, para. 1 no. 8 German Stock Corporation Act

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

- a) The authorization for the acquisition of treasury shares granted by the Annual General Meeting of May 16, 2007 and still in force until October 31, 2008 will be rescinded with effect as of end of August 29, 2008. The authorization in the aforementioned resolution by the Annual General Meeting of May 16, 2007 regarding the use of treasury shares as granted by the resolution at that time will remain in force.
- b) With effect as of August 30, 2008, the company shall be authorized 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 shares 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 acceptance of shares tendered must be, with a partial exclusion in this connection of any right of the shareholders to tender their shares, in each case carried out 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 with a partial exclusion in this connection of any right of the shareholders to tender their shares.
- d) The Executive Board shall be authorized
 - aa) subject to the approval of the Supervisory Board, to dispose of the acquired treasury shares 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 shares 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 authorization shall only be effective subject to the proviso that the shares sold subject to the exclusion of the subscription rights according to article 186 para. 3, sentence 4 German Stock Corporation Act may not, in total, exceed 10% of the share capital, and in fact do not do so either on the date that this authorization 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 article 186 para. 3 sentence 4 German Stock Corporation Act, in order to service debentures with attached conversion or option rights, provided that these debentures will be issued on the basis of an authorization in effect as at the date that this authorization becomes effective, or of an authorization replacing it.
 - that will be issued subject to the exclusion of subscription rights pursuant to article 186 para. 3 sentence 3 German Stock Corporation Act by use of an authorization to issue new shares under authorized capital that is in effect at the date on which this authorization becomes effective, or by use of an authorization replacing it.
- cc) subject to the approval of the Supervisory Board, to use the acquired treasury shares, 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) Treasury shares may also be acquired in order to be cancelled by being charged against net retained earnings or other revenue reserves. The Executive Board is authorized, subject to the approval of the Supervisory Board, to execute such cancellation without further resolution by the Annual General Meeting.
- f) This authorization for the acquisition of treasury shares, as well as the resale or cancellation of such shares, may be used once or several times, in whole or in part.
- g) The authorization shall be in effect until October 31, 2009.

Report by the Executive Board concerning the exclusion of subscription rights with respect to the disposal of treasury stock pursuant to article 71 para. 1 no. 8, article 186 para. 4 sentence 2 German Stock Corporation Act in connection with Agenda Item 6

Item 6 on the agenda encompasses a proposal to authorize the company as of August 30, 2008 to acquire treasury shares in the amount of up to 10% of the share capital existing at the time that the resolution is adopted.

According to article 71 para. 1 no. 8 German Stock Corporation Act, treasury shares may also be purchased or sold by means other than the typical case of a purchase or sale on the stock exchange.

In addition to purchases on the stock exchange, 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, with a partial exclusion in this connection of any right of the shareholders to tender their shares, an allocation of acceptances to the tenders. As part of this process it is to be possible, once again with a partial exclusion in this connection of any right of the shareholders to tender their shares, 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 shares after purchase shall be possible subject to the exclusion of the subscription rights of the shareholders in the following cases:

By this means, the Executive Board is to be put in a position of having treasury shares 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 authorization 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. When specifying the valuation relationship, the Executive Board will ensure that the interests of the shareholders are appropriately safeguarded. When assessing the value of the shares granted as a consideration, the Executive Board will take the market price of the KUKA shares as a guide. The Executive Board will report any use of this authorization to the Annual General Meeting.

The proposed resolution also encompasses the authorization to dispose of the acquired treasury shares subject to the exclusion of subscription rights by means other than the stock exchange 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 authorization shall only be effective subject to the proviso that the shares sold subject to the exclusion of the subscription rights according to article 186 para. 3, sentence 4 German Stock Corporation Act may not, in total, exceed 10% of the share capital, and in fact do not do so either on the date that this authorization 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 article 186 para. 3 sentence 4 German Stock Corporation Act in order to service debentures with attached conversion and option rights, provided that these debentures will be issued on the basis of an authorization in effect as at the date on which this authorization becomes effective or an authorization replacing it.
- that will be issued subject to the exclusion of subscription rights pursuant to article 186 para. 3 sentence 3 German Stock Corporation Act by use of an authorization to issue new shares under authorized capital that is in effect at the date on which this authorization becomes effective, or by use of an authorization 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 authorization 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 authorization further opens up the possibility of using treasury shares for the introduction on foreign stock exchanges on which KUKA 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. The price at which the company's shares will be launched on foreign stock exchanges will be based on the stock exchange price of the company's shares and will not be much below this.

KUKA 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 in fast changing markets and given the existing pressure to expand. KUKA Aktiengesellschaft will endeavor to broaden its shareholder base and to make investment in the stock of the company attractive. Accordingly the authorization proposed here is designed to afford KUKA 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 authorization for the acquisition of treasury shares as well as the resale or cancellation of such shares, may be used once or several times, and also in part.

The authorization shall be in effect until October 31, 2009.

7. Election of the Auditor and of the Auditor of the consolidated financial statements for the 2008 financial year, as well as the auditor for an audit review, if applicable, of the semi-annual financial statements for the 2008 financial year

The Supervisory Board proposes the election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main as auditor of the financial statements and of the auditor for the consolidated financial statements for the 2008 financial year and for an audit review of the semi-annual financial statements for the 2008 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 26,472,021.

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 Thursday, May 8, 2008 to the address below:

KUKA Aktiengesellschaft
c/o C-HV GmbH
Rathausstrasse 3
D- 92289 Ursensollen

Fax: +49/721/151-459109
Email: HV@Anmeldestelle.net

The notice must be received at this address no later than Thursday, May 8, 2008.

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 beginning of the twenty-first day before the Annual General Meeting. It shall also be dated to April 24, 2008, 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 KUKA Aktiengesellschaft, c/o C-HV GmbH, Rathausstrasse 3, D- 92289 Ursensollen, and must be received at the above address no later than Thursday, May 8, 2008. 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 Annual General Meeting and to exercise their voting rights, may have their voting rights 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 article 135 German Stock Corporation Act.

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 KUKA 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 article 126 para. 1 German Stock Corporation Act – and nominations – pursuant to article 127 German Stock Corporation Act – must be addressed exclusively to:

Executive Board
KUKA Aktiengesellschaft
Reference: "Hauptversammlung"
P.O. Box 43 12 69
D- 86072 Augsburg

Telefax: +49/821/7975393
EMail: hauptversammlung2008@kuka.com

Motions and nominations that are to be made available, as well as any possible responses by Management will immediately be made available to the shareholders on the internet at www.kuka-ag.de.

Augsburg, April 2008

KUKA Aktiengesellschaft

The Executive Board