

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 April 29, 2009 at 10 a.m.

Agenda

- 1. Presentation of the adopted Annual Financial Statements and Management Report including the explanatory report regarding disclosure 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 disclosure as per article 315 para. 4 of the German Commercial Code (HGB) for the 2008 financial year, together with the Report of the Supervisory Board.**

The preceding documents as well as the recommendations of the Executive Board regarding allocation of the net profit shall be available for shareholders to view, starting from the day of the convening of the Annual General Meeting, at the business premises of KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg, as well as at the Annual General Meeting itself. The documents are also available via the Company website at www.kuka-ag.de. Every shareholder will be given or sent a free copy on request.

- 2. Resolution concerning the allocation of net profit**

The Executive Board and the Supervisory Board recommend using KUKA Aktiengesellschaft's net profit of EUR 32,113,253.93 for the 2008 financial year as follows:

Additions to other revenue reserve:	EUR 32,113,253.93
-------------------------------------	-------------------

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 2008 financial year.

4. Discharge from responsibility of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the members of the Supervisory Board be discharged from responsibility for the 2008 financial year.

5. Resolution on the authorization to purchase and use treasury stock, also with the exception of a tender and subscription right; authorization to cancel acquired treasury stock, also with the reduction of share capital and the rescission of the existing purchase and use authorization.

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

- a) The authorization for the acquisition and use of treasury stock granted by the Annual General Meeting of May 15, 2008 and still in force until October 31, 2009 will be rescinded upon the entry into force of the following new authorization. The authorization granted by the resolution of the Annual General Meeting of May 16, 2007 for the use of treasury shares re-acquired based on the resolution at that time, which was not rescinded by the Annual General Meeting of May 15, 2008, will be rescinded upon entry into force of the new authorization.
- b) The Company shall be authorized to acquire treasury stock up to a total amount of 10% of share capital existing at the time that this resolution is adopted. The Company may exercise this authorization in whole or partial amounts, once or several times; however, it may also be executed by dependent companies or companies in a majority holding, or through a third party on behalf of the Company or its dependents. The purchase authorization shall remain effective until September 30, 2010.
- c) The acquisition of treasury stock shall be executed on the open market, 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. Should, after announcement of the Company's public tender offer, significant exchange differences arise in the offered purchase price or the limit values of the range of the offered purchase price, then

the offer may be adjusted. In this case, the decisive amount is determined using the respective quoted price on the last trading day prior to the announcement of the adjustment; the 10% limit for exceeding or falling short shall be applied to this amount. To the extent that the total number of the shares tendered by the shareholders for repurchase exceeds the repurchase volume, these must be accepted on a pro-rata basis in each case, with a partial exclusion in this connection of any right of the shareholders to tender their shares. 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. Rounding under commercial considerations is also intended to prevent fractions of shares in the accounting. The purchase offer may also include further conditions.

- d) Regarding treasury stock acquired on the basis of this authorization and authorizations granted at an earlier time, subject to the approval of the Supervisory Board and the exclusion of the subscription rights of the shareholders, the Executive Board shall be authorized
- aa) to dispose of the acquired treasury stock to third parties in connection with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets;
 - bb) to dispose of the acquired treasury stock by means other than the open market 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 Company 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 § 186 para. 3, sentence 4 Stock Corporation Act (AktG) 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 § 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 authorization in effect as at the date that this authorization becomes effective;
- that will be issued subject to the exclusion of subscription rights pursuant to § 186 para. 3 sentence 4 AktG 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;

- cc) to use the acquired treasury stock in order to introduce the Company's stock on foreign stock exchanges on which it has not been listed to date;
- dd) to offer shares in 2009 and 2010 in place of the payment of variable compensation elements and/or the 13th monthly salary of KUKA Group employees in, i.e. for the 2009 financial year. Included are the following groups of employees: (i) Executive Board members of the Company; (ii) management board members of companies associated with the Company; (iii) employees of the Company; (iv) employees of companies associated with the Company. In connection with the offering of treasury stock, it shall be ensured that (i) shares are purchased at a price that is not substantially lower than the quoted stock market price of Company shares at the time of the purchase; (ii) the acceptance period, subject to regulations concerning collective agreements, is four weeks for the respective offer; and (iii) employees who have acquired shares must hold these for a period of three years.

To the extent that members of the Executive Board are offered treasury stock in place of the payment of compensation elements, the Supervisory Board of the Company shall be authorized to use the treasury stock and determine the modalities of the offer of treasury stock according to the preceding specifications.

- e) Treasury stock acquired on the basis of this authorization and authorizations granted at an earlier time may be cancelled without requiring a further resolution of the Annual General Meeting for the cancellation. Cancellation leads to the reduction of share capital. However, cancellation can also take place by means of a simplified process without the reduction of share capital by adjusting the proportionate amount of share capital of the remaining shares according to § 8 para. 3 AktG. The Executive Board is in this case authorized to change the disclosure of the number of shares in the Articles of Association accordingly.
- f) This authorization 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.

Report by the Executive Board pursuant to § 71 para. 1 no. 8, § 186 para. 4 sentence 2 AktG in connection with Agenda Item 5

Pursuant to § 71 para. 1 no. 8 sentence 5, in connection with § 186 para. 4 sentence 2 AktG, the Executive Board has prepared a written report in connection with Agenda Item 5 outlining the reasons for the authorization proposed in Agenda Item 5 for the purchase of treasury stock under partial limitation of the equality principle and a possible right of shareholders to tender their shares as well as the reasons for the authorization proposed in Agenda Item 5 for the disposal of treasury stock by means other than the open market or under observation of the equality principle and at the

proposed par value. The report shall be available for shareholders to view, starting from the day of the convening of the Annual General Meeting, at the business premises of the Company as well as on the Internet at www.kuka-ag.de. The report shall be announced as follows:

Agenda Item 5 encompasses a proposal to authorize the Company to acquire treasury stock in the amount of up to 10% of the share capital existing at the time 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, 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. Moreover, the scaling can occur according to the tender rate instead of the holding rate, as the acquisition process is then technically concluded in an economically reasonable fashion. Ultimately, a rounding according to business principles for the avoidance of fractions of shares is intended. In this respect, the acquisition rate and the number of shares to be acquired from individual tendering shareholders can be rounded as required to technically represent the acquisition of whole shares. The Executive Board finds an exclusion of any additional shareholder tender rights justified as well as appropriate vis-à-vis the shareholders.

The resale of treasury stock after purchase is to be possible subject to the exclusion of the subscription rights of the shareholders in the following cases explained here:

By this 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, or other assets. 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 in connection

with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets 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 counter-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 stock subject to the exclusion of subscription rights by means other than the open market and in cases other than those connected with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets. 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 Company 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 § 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 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 § 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 authorization in effect as at the date on which the authorization becomes effective;
- that will be issued subject to the exclusion of subscription rights pursuant to § 186 para. 3 sentence 4 AktG 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.

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 stock 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 Executive Board, i.e. Supervisory Board should also have the option of paying the variable compensation elements for the 2009 financial year and/or the 13th monthly salary in the 2009 financial year of KUKA Group employees (including the members of the Executive Board of KUKA Aktiengesellschaft as well as the members of the management boards of KUKA Group companies), which would be paid in the 2009 or 2010 financial year, in the form of Company shares. The option of offering KUKA Group employees Company shares should, among other things, provide that

- in the event of conversion of the 13th monthly salary in the 2009 financial year, employees – subject to regulations concerning collective agreements – must declare their binding participation in the conversion within a period of four weeks following the respective notice of the Company;
- in the event of conversion of variable salary components for the 2009 financial year in the 2010 financial year, employees must declare their binding participation in the conversion within a period of four weeks following the respective notice of the Company;
- employees must hold acquired shares for a period of three years.

Moreover, instead of being paid a certain amount of their salary components (variable compensation elements and/or the 13th monthly salary), employees should be able to acquire the shares at a price that is not substantially lower than the quoted stock market price of Company shares at the time of the purchase. A conversion of salary components of employees not subject to the regulations of collective agreements can only occur on the basis of a voluntary agreement with these employees. A conversion of salary components for employees subject to the regulations of collective agreements shall occur under consideration of the collective agreements. The option of conversion of compensation elements into Company shares is intended to ease the liquidity of the Company and to increase the commitment of employees to the KUKA Group as potential shareholders.

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 acquisition price for the shares to be purchased by employees is guided by the market price.

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

6. Resolution on the rescission of the existing authorized capital and the creation of a new Authorized Capital II (2009) in exchange for cash and/or contributions in kind with and without subscription rights and corresponding amendment to the Articles of Association

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

- a) The authorization included in § 4 para. 5 of the Articles of Association enabling the Executive Board with the consent of the Supervisory Board to increase the share capital of the Company until May 31, 2011 in one or more installments by up to a total amount of EUR 34,500,000.00 shall be rescinded with the rescission of § 4 para. 5 of the Articles of Association.
- b) The Executive Board with the consent of the Supervisory Board shall be authorized to increase the share capital until April 28, 2014 by up to a total amount of EUR 34,500,000.00 in one or more installments by issuance of new shares in exchange for cash or contributions in kind (Authorized Capital II). At the same time the shareholders shall be granted subscription rights. However, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from the shareholder subscription rights. Furthermore, in the event of capital increases in exchange for cash contributions, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to limit shareholders utilizing Authorized Capital II one or more times to a total capital increase amount not to exceed 10% of the share capital either at the time this authorization takes effect or at the time of exercise of the preceding authorization, in order to issue the new shares in exchange for cash contributions at a par value that is not substantially lower than the quoted stock market price of Company shares in circulation at the time of the final determination of the par value. For the aforementioned 10% limit, shares will be taken into account which have been acquired based on the authorization of the Annual General Meeting of April 29, 2009 and sold in accordance with § 71 para. 1 no. 8 sentence 5 AktG in connection with § 186 para. 3 sentence 4 AktG. Moreover, the Executive Board shall be authorized, subject to the approval of the Supervisory board, to exclude subscription rights, if the capital increase in exchange for contributions in kind is executed for the purpose of acquiring companies, parts of companies, or participations in companies, or other assets. In addition, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights to the extent necessary to guarantee bearers of options and convertible debentures issued by KUKA Aktiengesellschaft or its subsidiaries the subscription rights for new shares in the amount that they

would be entitled to in the event of exercising their option, i.e. conversion rights, i.e. after fulfillment of the option or conversion obligation, respectively. The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine the remaining details of the capital increase and its execution, in particular the contents of the Company share rights and the conditions surrounding the issue of shares.

- c) Upon entry of the rescission of the present § 4 para. 5 into the Commercial Registry in accordance with the resolution on a), § 4 para. 5 of the Articles of Association shall be amended as follows:

The Executive Board with the consent of the Supervisory Board is authorized to increase the share capital until April 28, 2014 by up to a total amount of EUR 34,500,000.00 in one or more installments by issuance of new shares in exchange for cash or contributions in kind (Authorized Capital II). At the same time the shareholders shall be granted subscription rights. However, the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from the shareholder subscription rights. Furthermore, in the event of capital increases in exchange for cash contributions, the Executive Board is authorized, subject to the approval of the Supervisory Board, to limit shareholders utilizing Authorized Capital II one or more times to a total capital increase amount not to exceed 10% of the share capital either at the time this authorization takes effect or at the time of exercise of the preceding authorization, in order to issue the new shares in exchange for cash contributions at a par value that is not substantially lower than the quoted stock market price of Company shares in circulation at the time of the final determination of the par value. For the aforementioned 10% limit, shares will be taken into account which have been acquired based on the authorization of the Annual General Meeting of April 29, 2009 and sold in accordance with § 71 para. 1 no. 8 sentence 5 AktG in connection with § 186 para. 3 sentence 4 AktG. Moreover, the Executive Board is authorized, subject to the approval of the Supervisory board, to exclude subscription rights if the capital increase in exchange for contributions in kind is executed for the purpose of acquiring companies, parts of companies, or participations in companies, or other assets. In addition, the Executive Board is authorized, subject to the approval of the Supervisory board, to exclude shareholder subscription rights to the extent necessary to guarantee bearers of options and convertible debentures issued by KUKA Aktiengesellschaft or its subsidiaries the subscription rights for new shares in the amount that they would be entitled to in the event of exercising their option, i.e. conversion rights, i.e. after fulfillment of the option or conversion obligation, respectively. The Executive Board is authorized, subject to the approval of the Supervisory Board, to determine the remaining details of the capital increase and its execution,

in particular the contents of the Company share rights and the conditions surrounding the issue of shares.

- d) The Supervisory Board shall be authorized to adapt the version of § 4 of the Articles of Association after complete or partial execution of the increase in share capital according to the respective utilization of Authorized Capital II and, if Authorized Capital II has not or not completely been utilized by April 28, 2014, to adapt it after the period of authorization has ended.
- e) To ensure that the rescission of the former authorized capital will not take effect without being replaced by the new Authorized Capital II in the amount of EUR 34,500,000.00, the Executive Board shall be instructed to submit the preceding resolution outlined under a) on the rescission of the authorized capital formerly contained in § 4 para. 5 of the Articles of Association for entry into the Commercial Registry only when it is certain that the resolution on creating the new Authorized Capital II in the amount of EUR 34,500,000,00 along with the corresponding amendment to the Articles of Association according to c) will be entered into the Commercial Registry immediately following the entry of the rescission of the former paragraph 5 of § 4 of the Articles of Association.

Report by the Executive Board in connection with Agenda Item 6 pursuant to §§ 203 para. 2, 186 para. 4 sentence 2 AktG:

Pursuant to §§ 203 para. 2, 186 para. 4 sentence 2 the Executive Board has put together a report in connection with Agenda Item 6 AktG outlining the reasons for the authorization excluding shareholder subscription rights. The report shall be available for shareholders to view, starting from the day of the convening of the Annual General Meeting, at the business premises of the Company. On request, every shareholder will be sent this report without delay and at no charge. The report shall be announced as follows:

In principle, in the event Authorized Capital II is used, our shareholders are entitled to a subscription right.

The authorization to exclude subscription rights for fractional amounts serves to produce a feasible subscription ratio with regard to the amount of the respective capital increase. Without the exclusion of subscription rights regarding fractional amounts, in particular when executing a capital increase in whole amounts, the technical execution of the capital increase and exercising the subscription right would be seriously impaired. The new shares excluded from shareholder subscription rights as free fractions will be either sold on the open market or disposed of in another manner in the best interest of the Company.

The authorization to limit the subscription right in the event of capital increases in exchange for cash contributions to 10% of the share capital, provided the new shares

are sold at a price not substantially lower than the current market price, is the enforcement of the option of a simplified exclusion of the subscription right in accordance with §§ 203 para. 1, para. 2 in connection with 186 para. 3 sentence 4 AktG. The authorization to exclude the subscription right in the event of a capital increase for cash is limited to an amount of ten of one hundred percent of the existing share capital at the time the authorization becomes effective and the utilization of Authorized Capital II. For the aforementioned 10% limit, shares will be taken into account which have been acquired based on the authorization of the Annual General Meeting of April 29, 2009 and sold in accordance with § 71 para. 1 no. 8 sentence 5 AktG in connection with § 186 para. 3 sentence 4 AktG.

Moreover, the authorization shall only be effective with the proviso that the par value of the new shares is not substantially lower than the quoted stock market price of Company shares. This serves the interests of the Company to reach a best possible selling price when the shares are issued. The legally stipulated option in § 186 para. 3 sentence 4 AktG to exclude the subscription right puts Management in a position in which it can react quickly, flexibly and cost effectively to beneficial situations on the stock market. This strengthens the Company's capital resources in the best possible way, in the interest of the Company and all shareholders. By avoiding the time and cost-intensive processing of the subscription right, shareholder equity needs can be covered in a timely manner to take advantage of short-term market opportunities. Furthermore, this also makes it possible to acquire new domestic and foreign shareholder groups. § 186 para. 2 AktG authorizes the publishing of the exercise price by the third to last day of the subscription period. However, in light of the frequent volatility on the stock markets, in particular as observed recently, market risk can therefore also exist for more than a few days, leading to "haircuts" during the setting of the exercise price. This also endangers successful placement with third parties, i.e. increases the related expenditure in the granting of a subscription right due to the uncertainty of its exercise. Finally, due to the length of the subscription period of two weeks, the Company cannot respond quickly with an existing subscription right to favorable or unfavorable market conditions but rather is subject to deteriorating share prices during the subscription period, which can lead to a less favorable procurement of equity for the Company. The option of strengthening the Company's capital resources in the best possible way, in the interest of the Company and all shareholders, is of particular importance to the Company as it can then take advantage of market opportunities in its markets in a quick and flexible manner and cover any resulting capital needs in a very timely fashion. The selling price, and thus the funds flowing into the Company for the new shares, is guided by the market price of the quoted shares in circulation. It should not be substantially lower than this; probably not by more than 3%, and definitely not more than 5%. Considering that all shares that have been issued by the Company to present are approved for trade on the regulated market on the Frankfurt Securities Exchange, according to the current situation, shareholders interested in maintaining their amount of holding in the case of the utilization of the authorization subject to the exclusion of subscription rights pursuant to § 186 para. 3 sentence 4 can do so easily by purchasing Company shares on the open market.

Moreover, the authorization provides that, in the case of certain capital increases in exchange for contributions in kind, the subscription right may be excluded. This exclusion serves to enable the acquisition of companies, or parts of companies, or participations in companies, or other assets in exchange for the granting of shares. If the acquisition leads to tax savings for the seller through the capital increase in exchange for contributions in kind, or if the seller is more interested in acquiring shares in the Company than in a monetary payment, the option provided for here will further strengthen the negotiating position of the Company. In individual cases it can also be of particular interest for the Company to offer new shares to the seller as consideration. Authorized Capital II gives the Company the flexibility needed in order to take advantage of emerging opportunities in a quick and flexible manner to, in suitable individual cases, acquire companies, parts of companies, participations in companies or other assets in return for new shares. The proposed authorization therefore enables an optimum financing of the acquisition in exchange for issuing new shares while strengthening the equity capital base of KUKA Aktiengesellschaft. In any case, Management only intends to exercise the option of the capital increase in exchange for contributions in kind under utilization of the authorization to exclude subscription rights from Authorized Capital II provided that the value of the new shares and the value of the consideration of the company, parts of the company, participation in the company or other assets to be acquired are in appropriate relation to each other. Here, the issue price of the new shares to be offered shall be based principally on the market price. This will prevent an economic disadvantage for shareholders excluded from the subscription right. In consideration of all of these circumstances, the authorization to exclude the subscription right to the described extent is necessary, suitable, appropriate and in the interest of the Company.

The authorization to exclude the subscription right for the benefit of the bearers of options or convertible debentures makes it possible, in the case of exercising this authorization, to not have to reduce the option, i.e. conversion price according to the so-called dilution protection clauses of the option or conversion terms. Moreover, it is done to also grant the bearers of options or convertible debentures the subscription rights for new shares in the amount that they would be entitled to in the event of exercising their option, i.e. conversion rights or after fulfillment of the conversion or option obligation. In the event of utilization of Authorized Capital II, the authorization gives the Executive Board the option, subject to the approval of the Supervisory Board, to carefully choose between the two alternatives.

7. Resolutions concerning the amendment of § 20 para. 2 sentence 2 of the Articles of Association

The government draft of the *Gesetz zur Umsetzung der Aktionärsrechterichtlinie* (ARUG – Act Implementing the Shareholder Rights Directive) stipulates, among other things, a change in the formal regulation on voting by proxy at the Annual General Meeting through persons other than credit institutions or commercial agents. According to the draft, the delegation of authority for voting by proxy will no longer require the written form in the future but rather only the text form. The regulations of

the ARUG are expected to already be in effect before the next Annual General Meeting. Therefore, the prerequisites should already be established at this Annual General Meeting to be able to adapt the Articles of Association to the amended legal framework. However, the Executive Board will not present the amendment to the Articles of Association for entry into the Commercial Registry until the ARUG has come into effect.

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

§ 20 para. 2 sentence 2 of the Articles of Association shall be amended as follows:

“The delegation of authority, its revocation and the proof of authorization to the Company require the text form.”

The Executive Board shall be instructed to submit this amendment to the Articles of Association for entry into the Commercial Registry only after the ARUG with the aforementioned regulation regarding the delegation of authority for voting by proxy has come into effect.

8. Election of the auditor and of the independent auditor of the Consolidated Financial Statements for the 2009 financial year, as well as the auditor for an independent review, if applicable, of the Semi-Annual Financial Statements for the 2009 financial year

The Supervisory Board proposes the election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main as the auditor and independent auditor for the Consolidated Financial Statements for the 2009 financial year and for an independent audit review of the Semi-Annual Financial Statements for the 2009 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. Each share entitles the bearer to one vote. At the time of the convening of the Annual General Meeting the Company holds 1,327,340 treasury shares. The Company is not entitled to any rights from these. Thus the total number of eligible and voting shares is 25,272,600.

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, April 22, 2009 to the address below:

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

Fax: +49/9628/92 99 871

Email: HV@Anmeldestelle.net

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 8, 2009, 0.00 a.m. Confirmation of the shareholding prepared in text form 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 AG, Gewerbepark 10, 92289 Ursensollen, Germany and must be received at the above address no later than Wednesday, April 22, 2009. 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 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 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 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 § 126 para. 1 AktG – and nominations – pursuant to § 127 AktG – must be addressed exclusively to:

Executive Board
KUKA Aktiengesellschaft
Reference: “Annual General Meeting”
P.O. Box 431269
86072 Augsburg, Germany

Fax: +49/821/7975393

E-mail: hauptversammlung2009@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, March 2009

KUKA Aktiengesellschaft

The Executive Board