

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 “Congress Center”), Gögginger Strasse 10, 86159 Augsburg, Germany, on

5 June 2013 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 para. 5 HGB [German Commercial Code], and article 315, para. 4 HGB for the 2012 financial year; presentation of the Supervisory Board’s Report for the 2012 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. 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 the appropriation of the balance sheet profit (dividend payment)**

The Executive Board and Supervisory Board propose that the balance sheet profit of KUKA Aktiengesellschaft in the amount of EUR 8,289,000 from the past financial year 2012 be appropriated as follows:

Payment of a dividend of EUR 0.20 per entitled no-par-value share	EUR 6,783,086.20
Retained earnings	EUR 1,505,913.80

As of the time at which the Annual General Meeting was convened, KUKA Aktiengesellschaft did not hold any treasury shares. If the Company does hold treasury shares at the time at which the Annual General Meeting is held, such shares are not entitled to dividends. In this case, an adapted resolution will be submitted for voting at the Annual General Meeting proposing to pay out an unchanged dividend of EUR 0.20 per entitled no-par-value share (while reducing the total payments) and increase the retained earnings.

3. 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 2012 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.

4. 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 2012 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.

5. Elections to the Supervisory Board

The term of office of all members of the Supervisory Board ends upon conclusion of the Annual General Meeting on 5 June 2013.

In accordance with article 96, para. 1 and article 101, para. 1 AktG [German Stock Corporation Act] in conjunction with article 7, para. 1, sentence 1, no. 1 MitbestG [German Co-determination Act] and article 10, para. 1 of the Company's Articles of Association, the Supervisory Board of KUKA Aktiengesellschaft consists of six members to be elected by the Annual General Meeting (shareholder representatives) and six members to be elected by the employees.

The elections shall be held as individual elections. The Annual General Meeting is not bound by election proposals.

The Supervisory Board proposes to the Annual General Meeting that the following persons be elected to the Supervisory Board as shareholder representatives effective upon conclusion of this Annual General Meeting and serve until the conclusion

of the Ordinary Annual General Meeting that will discharge them from responsibility for the fourth financial year after the beginning of the tenure. The financial year in which the term of office begins is not counted.

a) Mr. Bernd Minning

Kaisheim

CEO and Managing Director of Grenzebach Maschinenbau GmbH, Asbach-Bäumenheim

(and CEO of other companies in the Grenzebach Group)

Membership in statutory supervisory boards in Germany:

- KUKA Aktiengesellschaft, Augsburg (Chairman)

Membership in comparable controlling bodies of business enterprises in Germany and abroad:

- Grenzebach Machinery (Jiashan) Ltd., China (Chairman)
- Grenzebach Machinery (Shanghai) Ltd., China (Chairman)
- Grenzebach Corporation, Newnan (Georgia), USA
- Grenzebach Machinery (Italy) s.r.l., Fossano, Italy
- INOS Automation Software, Inc., Farmington Hills (Michigan), USA

With respect to sections 5.4.1 and 5.4.2 of the German Corporate Governance Codex (“**DCGK**”), it is noted that as CEO of Grenzebach Maschinenbau GmbH, Mr. Minning has a business relationship with a major shareholder of KUKA Aktiengesellschaft, and companies in the Grenzebach Group also maintain business relationships with KUKA Group companies.

b) Prof. Dr. Dirk Abel

Aachen

University Professor

Director of the Control Technology Institute at RWTH Aachen

Membership in statutory supervisory boards in Germany:

- KUKA Aktiengesellschaft, Augsburg

Membership in comparable controlling bodies of business enterprises in Germany and abroad:

- ATC GmbH (Aldenhoven Testing Center of RWTH Aachen University), Aachen

c) Dr. Walter Bickel

Munich

Management Consultant

CEO of Alvarez & Marsal Deutschland GmbH, Munich

Member of the European Executive Committee A&M Europe Holding Ltd., London, England

d) Prof. Dr. Uwe Loos
Stuttgart
Industrial Consultant

Membership in statutory supervisory boards in Germany:

- KUKA Aktiengesellschaft, Augsburg
- Dorma Holding GmbH & Co. KGaA, Ennepetal

Membership in comparable controlling bodies of business enterprises in Germany and abroad:

- Bharat Forge LTD, Pune, India
- CDP Bharat Forge GmbH, Ennepetal
- Bharat Forge Aluminiumtechnik GmbH & Co. KG, Brand-Erbisdorf
- Kenersys GmbH, Münster
- Fritz GmbH, Bietigheim-Bissingen

e) Dr. Michael Proeller
Augsburg
Economist
CEO and Managing Director of Erhardt + Leimer GmbH, Augsburg
(and CEO of other companies in the Erhardt + Leimer Group)

Membership in statutory supervisory boards in Germany:

- KUKA Aktiengesellschaft, Augsburg

Membership in comparable controlling bodies of business enterprises in Germany and abroad:

- Erhardt + Leimer Inc, Duncan (South Carolina), USA
- Erhardt + Leimer, India Pvt. Ltd., Ahmedabad, India
- Erhardt + Leimer S.r.l., Bergamo, Italy
- Erhardt + Leimer do Brasil Ltda., Guarulhos Sao Paulo, Brazil
- Erhardt + Leimer Limited, Burlington (Ontario), Canada
- Erhardt + Leimer Japan Ltd., Yokohama, Japan
- Erhardt + Leimer France SARL, Mulhouse, France
- Erhardt + Leimer (Hangzhou) Co., Ltd., Hangzhou, China

f) Mr. Guy Wyser-Pratte
Bedford (New York), USA
Investment Manager
President of Wyser-Pratte & Co. Inc., New York (NY), USA

Membership in statutory supervisory boards in Germany:

- KUKA Aktiengesellschaft, Augsburg

Pursuant to section 5.4.3, sentence 3 of the German Corporate Governance Codex, the following is noted: in the event that he is elected to the Supervisory Board,

Mr. Bernd Minning is to be nominated as a candidate for Chairman of the Supervisory Board.

6. Resolution on approval of the remuneration system for members of the Executive Board

The German Act on the Appropriateness of Management Board Remuneration (VorstAG), which entered into effect on 5 August 2009, grants the Annual General Meeting the option of passing resolutions regarding approval of the current remuneration system for Executive Board members. This option will be exercised.

The remuneration system for members of the Executive Board is described in detail in the compensation report on pages 42 and 43 of the published 2012 Annual Report. Beginning on the day on which the Annual General Meeting is convened, the 2012 Annual Report will be available for viewing by shareholders (along with the other documents mentioned in Agenda Item 1) at the business premises of KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg and can also be accessed on the company website at www.kuka-ag.de.

The Executive and Supervisory Boards recommend approving the existing remuneration system for members of the KUKA Aktiengesellschaft Executive Board.

7. Resolution on the partial cancelation of existing conditional capital and partial cancelation of the existing authorization to issue bonds (2010 authorization), as well as resolution on the authorization to issue warrant or convertible bonds, participating bonds and participation rights (or combinations of these instruments) and to exclude subscription rights in addition to simultaneously authorizing new 2013 conditional capital and the associated amendments to the Articles of Association

a) Resolution on the partial cancelation of the existing conditional capital and partial cancelation of the existing authorization to issue bonds (2010 authorization) and the associated amendments to the Articles of Association

Through resolution, the Annual General Meeting held on 29 April 2010 authorized conditional capital totaling up to EUR 18,200,000.00 by issuing up to 7,000,000 new no-par-value shares (2010 conditional capital).

At the same time, the Annual General Meeting held on 29 April 2010 authorized the Executive Board, subject to approval by the Supervisory Board, to issue once or several times ordinary bearer or registered warrant bonds and/or convertible bonds, participation rights or participating bonds or a combination of these instruments (jointly referred to as "bonds") up until 28 April 2015 for a total nominal amount of up to EUR 100,000,000.00 with or without a fixed ma-

turity date and to grant or impose upon holders or creditors of warrant bonds or participation certificates or participating bonds option rights or obligations, or upon holders or creditors of convertible bonds or participation certificates or participating bonds conversion rights or obligations in respect of no-par-value shares of KUKA Aktiengesellschaft with a pro rata amount of share capital of up to EUR 18,200,000.00 as further required by the conditions of the bonds.

In partial exercise of this authorization, on 12 February 2013, KUKA Aktiengesellschaft issued convertible bonds with a nominal total value of EUR 58,800,000.00 by way of a private placement. This results in an obligation in favor of bondholders at any time during the exercise period to convert into no-par-value shares of KUKA Aktiengesellschaft, according to conversion rights, all bonds with a nominal value of EUR 100,000.00 in their entirety and not partially, at the current conversion price of EUR 36.8067 per share and with a pro rata amount of share capital equal to EUR 2.60 each. If all holders of convertible bonds exercise their conversion right, the capital of the Company will be increased by EUR 4,153,591 through the issue of currently 1,597,535 new shares with a pro rata amount of share capital equal to EUR 2.60 each – subject to the anti-dilution provisions of the bond conditions.

A maximum total of 1,598,659 no-par-value shares with conditional capital of EUR 4,156,513.40 are available to service the convertible bonds. In light of the intention to cancel the 2010 authorization by way of subsequent resolution and the circumstance that no additional bonds can thus be issued after this time, the existing conditional capital must be maintained in the amount of EUR 4,156,513.40 to collateralize the conversion rights for the convertible bond issued on 12 February 2013. The 2010 conditional capital can therefore be canceled in the amount of EUR 14,043,486.60 and the Articles of Association amended accordingly.

The Executive Board and Supervisory Board propose to resolve the following:

- (1) The resolution of the Annual General Meeting held on 29 April 2010 regarding the establishment of conditional capital totaling EUR 18,200,000.00 is canceled effective from the time at which the new 2013 conditional capital pursuant to Agenda Item 7. b) is registered, to the extent that only a partial amount of the existing conditional capital remains, totaling EUR 4,156,513.40.
- (2) Article 4, para. 6 of the Company's Articles of Association is reformulated as follows:

“The share capital is conditionally increased by up to EUR 4,156,513.40, divided into up to 1,598,659 no-par-value shares (2010 conditional capital). The conditional capital increase will only be carried out to the extent that the holders of the convertible bonds issued on 12 February 2013 in exchange for cash exercise their conversion right in accordance with the

bond conditions. The new shares will be issued at the conversion price applicable under the specific bond conditions. The new shares participate in profits as of the beginning of the financial year in which they are issued, however not for past financial years, even if no profits have yet been disbursed for these years. The Executive Board is authorized, subject to approval by the Supervisory Board, to define the further details of execution of the conditional capital increase.”

- (3) The Supervisory Board is authorized to amend the wording of paragraphs 1 and 6 of article 4 of the Articles of Association as per the respective issue of shares offered under the stock option plan and all other associated amendments to the Articles of Association that only affect the wording. The same applies in the event that the conditional capital has not been utilized after expiry of the deadlines for exercising the conversion right in connection with the convertible bonds issued on 12 February 2013.
- (4) To ensure that the partial cancelation of the existing conditional capital does not become effective without the new 2013 conditional capital as per Agenda Item 7. b) taking its place in part, the Executive Board is instructed to submit for entry in the commercial register the amendment of article 4, para. 6 of the Articles of Association in accordance with the new wording, as authorized above, subject to the proviso that the amendment should only be registered if the new 2013 conditional capital of EUR 39,933,545.60 is entered simultaneously.
- (5) The authorization granted on 29 April 2010 to the Executive Board to issue warrant bonds and/or convertible bonds, participation rights, participating bonds or a combination of these instruments will be canceled upon registration of the amendment to the Articles of Association proposed as per Agenda Item 7. b) (2), to the extent that the authorization has not been exercised by the convertible bond issue on 12 February 2013.

b) Resolution on the authorization to issue warrant bonds or convertible bonds, participating bonds and participation rights (or a combination of these instruments) and to exclude subscription rights in addition to simultaneously authorizing new 2013 conditional capital and the associated amendments to the Articles of Association

A new authorization to issue warrant bonds, convertible bonds, participating bonds and participation rights (or a combination of these instruments) – also with exclusion of subscription rights – is to be granted and new 2013 conditional capital established, as well as amending the Company’s Articles of Association accordingly.

The Executive Board and Supervisory Board propose to resolve the following:

(1) Authorization to issue warrant bonds, convertible bonds, participating bonds and participation rights (or combinations of these instruments) and to exclude subscription rights

(a) Authorization period and nominal amount

Subject to approval by the Supervisory Board, the Executive Board is authorized to issue once or several times ordinary bearer or registered warrant bonds or convertible bonds, participating bonds and participation rights or combinations of these instruments (jointly referred to as "bonds") up until 4 June 2018 for a total nominal amount of up to EUR 600,000,000.00 with or without a fixed maturity date and to grant or impose upon holders or creditors of the bonds option or conversion rights or option or conversion obligations in respect of no-par-value shares of KUKA Aktiengesellschaft with a pro rata amount of share capital of up to EUR 39,933,545.60 as further required by the conditions of the bonds.

Other than in euro, the bonds may be issued in the legal tender of an OECD country, up to the equivalent euro amount. They may also be issued by one of KUKA Aktiengesellschaft's dependent Group companies. In such case the Executive Board is authorized, subject to approval by the Supervisory Board, to guarantee the bonds for KUKA Aktiengesellschaft and to grant or impose upon the holders or creditors option or conversion rights or obligations in respect of no-par-value shares of KUKA Aktiengesellschaft.

(b) Subscription rights and exclusion of subscription rights

As a basic principle, the shareholders shall be offered the opportunity to subscribe to the bonds. To the extent shareholders are not granted direct access to the bonds, shareholders shall be granted their statutory subscription rights via the financial institution or the consortium of financial institutions issuing the bonds, which are obligated to offer the bonds to the shareholders. If the bonds are issued by a dependent Group company, KUKA Aktiengesellschaft shall ensure that the statutory subscription rights for KUKA Aktiengesellschaft shareholders are granted in accordance with the above sentence.

Subject to approval by the Supervisory Board, however, the Executive Board is authorized to exclude the statutory subscription rights of shareholders in the following cases:

- fractional amounts arising as a result of the subscription ratio;
- to the extent necessary to be able to grant holders of previously issued option or conversion rights or obligations a subscription right to the extent to which they would be entitled after exercising their option or conversion rights or fulfilling their option or conversion obligations as shareholders;
- to the extent that bonds with option or conversion rights or obligations are sold for cash, and the Executive Board, after a diligent analysis, concludes that the issue price of the bond is not substantially less than the hypothetical market value established using recognized principles, especially of financial mathematics. However this authorization to exclude the subscription right only applies for bonds issued with option or conversion rights or obligations, with an option or conversion right or an option or conversion obligation in respect of shares with a pro rata amount of share capital that may not exceed 10 percent of share capital, neither on the date this authorization becomes effective nor on the date of exercising the existing authorization, if this value is lower. Treasury shares sold during the term of this authorization pursuant to article 186, para. 3, sentence 4 AktG to issue bonds with option and or conversion rights or obligations under exclusion of subscription rights pursuant to article 71, no. 8, sentence 5 in conjunction with article 186, para. 3, sentence 4 AktG count towards this 10 percent threshold. Furthermore, shares issued during the term of this authorization pursuant to article 186, para. 3, sentence 4 AktG to issue bonds with option and/or conversion rights or obligations from authorized capital under exclusion of subscription rights pursuant to article 186, para. 3, sentence 4 AktG also count towards the aforementioned 10 percent threshold.

To the extent that participation rights or participating bonds are issued without conversion rights/obligations or option rights/obligations, the Executive Board is authorized, subject to approval by the Supervisory Board, to exclude shareholder rights entirely, if these participation rights or participating bonds are endowed with obligation-like instruments; i.e. they do not confer membership rights in KUKA Aktiengesellschaft, nor grant any share of the proceeds of liquidation, and the interest rate is not calculated on the basis of total annual net earnings,

retained earnings or dividends. Furthermore, in such case the interest rate and issue price of the participation rights or participating bonds shall correspond to actual market conditions at the time of issue.

(c) *Option and conversion rights*

The bonds will be split into partial bonds.

When warrant bonds are issued, each partial bond includes one or more warrants, entitling the holder to acquire no-par-value shares of KUKA Aktiengesellschaft according to the terms and conditions stipulated by the Executive Board. For warrant bonds issued in euro by KUKA Aktiengesellschaft, the terms and conditions of the options can stipulate that the option price can also be paid by transferring partial bonds and if applicable, by a cash payment. The pro rata amount of share capital of the shares allocated to each partial bond shall not exceed the face value of the partial bond. To the extent that fractional shares arise, it can be stipulated that the fractional shares can be added together and, possibly through supplementary payment, used to purchase whole shares in accordance with the terms and conditions of the options or bonds. The same applies if warrants are attached to a participation right or participating bond.

In the case of issuing convertible bonds, for bearer bonds, the holders or creditors of the partial bonds shall receive the right to convert their partial bonds, subject to the terms and conditions of the convertible bonds stipulated by the Executive Board, into no-par-value shares of KUKA Aktiengesellschaft. The conversion ratio is calculated by dividing the face value or the issue price less than the face value of a partial bond by the fixed conversion price for one no-par-value share of KUKA Aktiengesellschaft and can be rounded up or down to a whole number. Furthermore, a cash payment and consolidation or compensation for non-convertible fractions can be defined. The bond conditions may also provide for a variable conversion ratio and definition of the conversion price (subject to the following minimum price definition) within a prescribed bandwidth dependent upon the market price performance of KUKA Aktiengesellschaft shares during the term of the bond. The same applies if the conversion right relates to a participation right or participating bond.

(d) *Option or conversion price*

The option or conversion price to be defined in each case for a no-par-value share of KUKA Aktiengesellschaft must, with the exception of cases in which the option or conversion obligation or a stock delivery right is provided, be at least 80 percent of the average closing price, weighted by volume, of the no-par-value shares of KUKA Aktiengesellschaft trading electronically on the Frankfurt stock exchange in the last 10 trading days prior to the day of the resolution by the Executive Board regarding the issue of the bond, to which are attached option or conversion rights or obligations, or – for the case of granting a subscription right – at least 80 percent of the average stock market price, weighted by volume, of KUKA Aktiengesellschaft shares trading electronically on the Frankfurt stock exchange during the term of the subscription rights, minus the number of days of the subscription right term required to announce the option or conversion price pursuant to article 186, para. 2, sentence 2 AktG in a timely fashion. Article 9, para. 1 AktG and article 199 AktG are unaffected.

Notwithstanding article 9, para. 1 AktG, for bonds with option or conversion rights or obligations, the option or conversion price may be reduced as a result of an anti-dilution clause as per the terms and conditions if KUKA Aktiengesellschaft, during the term to maturity of the option or conversion rights, (i) increases share capital using the Company's own resources, or (ii) increases share capital by granting its shareholders an exclusive subscription right, or sells treasury shares, or (iii) issues, grants or guarantees additional bonds with option or conversion rights or obligations and grants its shareholders an exclusive subscription right, and in cases (i) to (iii) where holders of existing option or conversion rights or obligations are not granted a subscription right thereto, to the extent to which they would be entitled after exercising their option or conversion rights or fulfilling their option or conversion obligations. The reduction in the option or conversion price may also be realized by way of a cash payment upon exercising the option or conversion right or fulfilling the option or conversion obligation. Furthermore, the conditions of a bond that has option or conversion rights or obligations attached may include provisions for amending the option or conversion rights or option or conversion obligations in the event of a capital decrease or other extraordinary measure or event that may result in a dilution of the value of the option or conversion rights or obligations (e.g. control transferred to

third parties). Article 9, para. 1 AktG and article 199 AktG are unaffected.

(e) *Other provisions, including conversion obligations*

The bond conditions can give KUKA Aktiengesellschaft the right to pay a cash sum instead of granting new no-par-value shares in the event of an exercising of conversion rights or options, the amount of which corresponds to the volume-weighted average closing price of KUKA Aktiengesellschaft no-par-value shares trading electronically on the Frankfurt stock exchange, times the number of otherwise deliverable shares, during a term to be defined in the bond conditions. The bond conditions can also give KUKA Aktiengesellschaft the option of converting bonds to which option or conversion rights or obligations are attached into existing shares of KUKA Aktiengesellschaft or some other listed company instead of into new shares from conditional capital, or that the option right can be fulfilled by delivery of such shares or that the option obligation is met by the delivery of such shares.

The bond conditions can also have a provision for a conversion or option obligation at the end of the term (or at some other point in time) or give KUKA Aktiengesellschaft the right to grant no-par-value shares of KUKA Aktiengesellschaft to the holders or creditors in whole or in part instead of paying the cash sum due upon maturity of the bond to which option or conversion rights or obligations are attached (this also covers maturity due to cancellation). In such cases the option or conversion price as per the terms and conditions of the bond can be either at least the aforementioned minimum price or the volume-weighted average closing price of KUKA Aktiengesellschaft no-par-value shares trading electronically on the Frankfurt stock exchange during the 10 trading days prior to the day of maturity or some other defined point in time, even if this average price is less than the aforementioned minimum price (80 percent). The pro rata amount of share capital of the KUKA Aktiengesellschaft no-par-value shares to be issued when converting or exercising an option shall not exceed the face value of the convertible bonds. Article 9, para. 1 in conjunction with article 199, para. 2 AktG shall be observed.

The Executive Board is authorized, subject to approval by the Supervisory Board, to define further details regarding the issue and terms of the bonds, particularly the interest rate, issue price, term to maturity and denomination, anti-dilution provisions, option or conversion period, and to establish the conver-

sion or option price within the aforementioned framework or in agreement with the executive bodies of the KUKA Aktiengesellschaft Group company issuing the warrant or convertible bond.

(2) Authorization of new 2013 conditional capital

The share capital will be conditionally increased by up to EUR 39,933,545.60 by issuing up to 15,359,056 new no-par-value shares (2013 conditional capital). The conditional capital increase will be applied to grant no-par-value shares when conversion or option rights are exercised (or upon fulfillment of corresponding option/conversion obligations) or when KUKA Aktiengesellschaft exercises its option to grant no-par-value shares of KUKA Aktiengesellschaft instead of paying wholly or partially the monies due to the holders of conversion or warrant bonds, participation rights or participating bonds (or a combination of these instruments), issued by KUKA Aktiengesellschaft or a dependent Group company up to 4 June 2018 in exchange for cash contributions as a result of the authorization granted by the shareholders at the Annual General Meeting of 5 June 2013. Furthermore, new shares will be issued according to the condition in the aforementioned authorization resolution at the option or conversion price to be determined respectively.

The conditional capital increase shall only be conducted in the event of an issue of bonds to which option or conversion rights or obligations are attached in accordance with the authorization by shareholders at the Annual General Meeting of 5 June 2013 and only to the extent that option or conversion rights are exercised or to the extent that holders of bonds obligated to convert or exercise their options fulfill their conversion or option obligations, or to the extent that KUKA Aktiengesellschaft exercises its option to grant no-par-value shares of KUKA Aktiengesellschaft instead of paying wholly or partially the monies due and provided in each case no cash settlement is granted or treasury shares or shares of another listed company are used to service the bonds. The new shares issued shall participate in the profits as of the beginning of the financial year in which they are issued. The Executive Board is authorized, subject to approval by the Supervisory Board, to define the further details of execution of the conditional capital increase.

(3) Amendments to the Articles of Association

The following new para. 7 will be inserted in article 4 of the Articles of Association:

“The share capital is conditionally increased by up to EUR 39,933,545.60, divided into up to 15,359,056 no-par-value shares (2013 conditional capital). The conditional capital increase will only be carried out to the extent that holders or creditors of option or conversion rights or conversion or option obligations exercise their option or conversion rights in exchange for cash for options and or convertible bonds, participation rights or participating bonds (or a combination of these instruments), issued or guaranteed by KUKA Aktiengesellschaft or a dependent Group company of KUKA Aktiengesellschaft up to 4 June 2018 as a result of the authorization granted to the Executive Board by shareholders at the Annual General Meeting of 5 June 2013, or, to the extent they were obliged to exercise their conversion or option rights, fulfill their conversion or option obligations, or to the extent that KUKA Aktiengesellschaft exercises its option to wholly or partially grant shares of KUKA Aktiengesellschaft instead of paying the monies due, provided no cash settlement or treasury shares or shares of another listed company are used to service the bonds. The new shares will be issued according to the conditions of the aforementioned authorization resolution at the option or conversion price to be determined respectively. The new shares shall participate in the profits as of the beginning of the financial year in which they are issued. The Executive Board is authorized, subject to approval by the Supervisory Board, to define the further details of execution of the conditional capital increase.”

(4) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of paragraphs 1 and 7 of article 4 of the Articles of Association as per the respective issue of shares offered under the stock option plan and all other associated amendments to the Articles of Association that only affect the wording. The same applies in the event the authorization to issue bonds is not exercised after expiry of the period of authorization, or to the extent the conditional capital has not been utilized at the time of expiry of the option or conversion rights, or deadline for fulfillment of the conversion or option obligations.

8. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2013 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 2013 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 2013 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2013 financial year, if such a review of these statements is conducted.

II. Reports

Report of the Executive Board to the Annual General Meeting concerning Agenda Item 7 pursuant to article 221, para. 4, sentence 2 and article 186, para. 4, sentence 2 AktG

The options of KUKA Aktiengesellschaft described in detail in the following for the financing of its activities are intended to expand the proposed authorization to issue warrant bonds and/or convertible bonds, participating bonds and participation rights or a combination of these instruments ("bonds") in a total nominal amount of up to EUR 600,000,000.00 and to create conditional capital of up to EUR 39,933,545.60, as well as to provide the Executive Board, subject to approval by the Supervisory Board – in particular under more favorable capital market conditions – with a more flexible and timely financing that is in the interest of KUKA Aktiengesellschaft.

In principle, shareholders are entitled to the legal subscription right for bonds associated with subscription or conversion rights or obligations (article 221, para. 4 in conjunction with article 186, para. 1 AktG). When shareholders are not granted immediate subscription of bonds, the Executive Board can exercise the option of issuing bonds to a financial institution or consortium of banks with the obligation of offering shareholders the opportunity of acquiring bonds in accordance with their subscription rights (indirect subscription right in the sense of article 186, para. 5 AktG).

The exclusion of the subscription right for fractional amounts makes it possible to utilize the requested authorization with rounded amounts. This facilitates the handling of shareholder subscription rights. The exclusion of the subscription right for the benefit of holders or creditors of already issued conversion and option rights or obligations has the advantage that the conversion price or option price for the already issued conversion or option rights or obligations does not have to be reduced and thus leads to an overall greater amount of funds that can be raised. Both instances of excluding the subscription right are therefore in the interest of KUKA Aktiengesellschaft and its shareholders.

With the exception of a conversion obligation and a share subscription right, the issue price for the new shares must be at least 80 percent of the market price determined at the

time of the issuance of the bonds associated with subscription or conversion rights or obligations. The possibility of a premium (which can increase after the maturity of the warrant bonds or convertible bonds) establishes the necessary conditions so that the terms of bonds with option or conversion rights account for the capital market environment at the time of their issuance.

The Executive Board is further authorized, subject to approval by the Supervisory Board, to completely exclude the subscription right of the shareholders if the issuance of the bonds associated with option or conversion rights or obligations against cash payment results in an issue price not substantially less than the hypothetical market value of these bonds established using financial mathematical methods. This gives KUKA Aktiengesellschaft the ability to exploit favorable market situations on very short notice and quickly, and to achieve better conditions by being able to react quickly to the market when setting the interest rate and the issue price for the bonds. It would not be possible to set conditions close to market and ensure smooth placement if the subscription right were retained. Article 186, para. 2 AktG authorizes the publishing of the exercise price (and thus the conditions of these bonds) by the third to last day of the subscription period. However, in light of the frequent volatility on the stock markets, market risk can also exist for more than a few days leading to “haircuts” during the setting of the bond conditions, which are then no longer close to the market. The existence of a subscription right also endangers the successful placement with third parties, i.e. increases the related expenditures due to the uncertainty of its exercise (subscription behavior). Finally, due to the length of the subscription period, KUKA Aktiengesellschaft cannot respond quickly to favorable or unfavorable market conditions when granting a subscription right, but rather is subject to deteriorating share prices during the subscription period, which can lead to a less favorable procurement of equity for KUKA Aktiengesellschaft.

In this event of a complete exclusion of the subscription right, the provision in article 186, para. 3, sentence 4 AktG applies accordingly pursuant to article 221, para. 4, sentence 2 AktG. The limit regulated therein for excluding the subscription right of 10 percent of the share capital must be complied with in the content of the resolution. In this case, when the authorization to exclude the subscription right pursuant to article 186, para. 3, sentence 4 AktG takes effect, the maximum volume of authorized capital made available for securing the option or conversion rights or obligations shall not exceed 10 percent of the existing share capital. A corresponding requirement in the resolution on the authorization also ensures that the 10 percent limit is not exceeded in the event of a reduction of capital because the authorization for excluding the subscription right expressly may not exceed 10 percent of the share capital, neither at the time the authorization takes effect nor, if this value is less, at the time of exercise of the existing authorization. Applied here are the treasury shares sold subject to the exclusion of the subscription right pursuant to article 186, para. 3, sentence 4 AktG and those shares issued from authorized capital under exclusion of the subscription right pursuant to article 186, para. 3, sentence 4 AktG, if the sale or issuance takes place during the period of this authorization until the subscription right free issuance according to article 186, para. 3, sentence 4 AktG of the bonds with option and/or conversion rights or obligations. This correspondingly reduces this amount. Article 186, para. 3, sentence 4 AktG also stipulates that the issue price may not be substantially less than the market price. This is intended to ensure that no material

economic dilution of the value of the shares occurs. Whether such a dilutive effect occurs when issuing bonds with option or conversion rights or obligations under exclusion of the subscription right can be determined by calculating the hypothetical market price of the bonds in accordance with recognized methods, especially financial mathematical methods, and comparing this with the issue price. If, after proper examination, this issue price is only insignificantly below the hypothetical market price at the time of issuing the bonds, then an exclusion of the subscription right based on an insignificant shortfall is permissible under the intent and purpose of the regulation outlined in article 186, para. 3, sentence 4 AktG. The resolution therefore stipulates that the Executive Board, after proper examination, must come to the conclusion prior to issuing the bonds with option or conversion rights or obligations that the planned issue price will not lead to any considerable dilution of the value of the shares because the issue price of the bonds is not substantially lower than the hypothetical market price determined in accordance with recognized methods, especially financial mathematical methods. Thus, the computed market value of a subscription right is reduced to virtually zero so that the shareholders are not subject to any considerable economic disadvantage as a result of the exclusion of the subscription right. These measures ensure that there is no considerable dilution of the share value due to the exclusion of the subscription right.

Moreover, shareholders may at any time maintain their percentage of the share capital of KUKA Aktiengesellschaft – even after conversion or option rights have been exercised, or the option or conversion obligations have taken effect – by purchasing shares on the open market. On the other hand, the authorization to exclude the subscription right allows KUKA Aktiengesellschaft to set conditions close to market with the greatest possible security with regard to the ability to place the bonds with third parties and to exploit favorable market situations on short notice.

To the extent that participation rights or participating bonds without option or conversion rights or obligations are issued, the Executive Board is authorized, with the consent of the Supervisory Board, to completely exclude the subscription right of the shareholders if these participating bonds or participation rights have obligation-like features, i.e. if they do not establish membership rights in KUKA Aktiengesellschaft, do not grant participation in liquidation proceeds, and the amount of interest is not calculated on the basis of the amount of annual net profit, net earnings or the dividend. Furthermore, in this case the interest rate and the issue price of the participation rights or participating bonds must reflect the current market conditions at the time of issuance. If the conditions cited are met, the exclusion of the subscription right does not result in a disadvantage for shareholders, since the participation rights or participating bonds do not establish membership rights or a share of liquidation proceeds or profit in KUKA Aktiengesellschaft.

The Executive Board Report to the Annual General Meeting pursuant to article 221, para. 4, sentence 2 in conjunction with article 186, para. 4, sentence 2 AktG, provided in its entirety above, is available for shareholders to view, starting from the day of the convening of the Annual General Meeting, at the business premises of the Company (Zugspitzstrasse 140, 86165 Augsburg, Germany), at the Annual General Meeting, and for download on the Internet at www.kuka-ag.de. On request, every shareholder shall be sent this report without delay and free of charge.

III. 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 no-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, 15 May 2013, 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, 29 May 2013, 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. 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

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 Congress Center, 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, 3 June 2013, 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, from 09:00 am, at the Congress Center, 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 (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: hauptversammlung2013@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, 5 May 2013, 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 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, 21 May 2013, 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 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, sentence 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, 21 May 2013, 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 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: hauptversammlung2013@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. 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 under "Announcements in accordance with article 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

Augsburg, April 2013

KUKA Aktiengesellschaft

The Executive Board