

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

June 10, 2015 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 section 289, para. 4 and para. 5 HGB [German Commercial Code], and section 315, para. 4 HGB for the 2014 financial year; presentation of the Supervisory Board’s Report for the 2014 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

The Executive Board and Supervisory Board propose distributing the balance sheet profit of KUKA Aktiengesellschaft for the past financial year 2014 amounting to EUR 57,265,286.12 as follows:

Disbursement of a dividend of EUR 0.40 per entitled no-par-value share	EUR 14,283,326.00
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Retained earnings	EUR 42,981,960.12
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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 0.40 per entitled no-par-value share and increase the retained earnings while reducing the disbursement.

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 2014 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 2014 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

In connection with his election to the administrative board of Swisslog Holding AG on March 26, 2015, Dr. Walter Bickel retired from the Supervisory Board of KUKA Aktiengesellschaft as of this date.

Furthermore, Dr. Michael Proeller and Mr. Guy Wyser-Pratte resigned from their office as Members of the Supervisory Board of KUKA Aktiengesellschaft with effect from the conclusion of the Annual General Meeting on June 10, 2015 in both cases.

Pursuant to section 10, para. 4, sentence 1 of the Company's Articles of Association, the term of office of the newly elected Supervisory Board members shall be the remainder of the original term of office of the retiring Supervisory Board members, i.e. up to the conclusion of the Ordinary Annual General Meeting in 2018, at which the Supervisory Board members are to be discharged from their responsibility for the 2017 financial year.

Pursuant to section 96, para. 1 and section 101, para. 1 AktG [German Stock Corporation Act] in conjunction with section 7, no. 1 MitbestG [German Co-determination Act] and section 10, para. 1 of the Articles of Association, the Supervisory Board comprises twelve members in total, consisting of six members elected by the Annual General Meeting and six members elected in accordance with the German Co-determination Act.

The Annual General Meeting is not bound by nominations for election made by the shareholders' representatives on the Supervisory Board.

On the basis of the recommendations presented by the Supervisory Board's nomination committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board as the shareholders' representatives effective upon conclusion of the Annual General Meeting on June 10, 2015:

a) Dr. Hubert Lienhard

Place of residence: Heidenheim an der Brenz, Germany
Age: 64 years
Profession/Education: Graduate Chemist
Current activity: CEO of Voith GmbH

b) Friedhelm Loh

Place of residence: Dietzhöhlztal, Germany
Age: 68 years
Profession/Education: Entrepreneur
Current activity: Owner and CEO of Friedhelm Loh Stiftung & Co. KG
(and CEO of other companies of Friedhelm Loh Group)

c) Hans Ziegler

Place of residence: Feusisberg, Switzerland
Age: 62 years
Profession/Education: Business Consultant
Current activity: Member of Administrative Boards
(in the companies stated below under II. 1)

6. Resolution on canceling the existing Authorized Capital 2011/II and on creating new Authorized Capital 2015, with authorization to exclude subscription rights, and on making relevant amendments to the Articles of Association

Through partial utilization of the authorization to create authorized capital resolved at the Annual General Meeting on May 26, 2011, the Company increased its share capital by EUR 4,661,498.40 from EUR 88,180,120.60 to EUR 92,841,619.00 in November 2014 by issuing 1,792,884 new no-par-value bearer shares at an issue price of EUR 2.60 per no-par-value share against cash contributions.

In accordance with section 4, para. 5 of the Articles of Association, Authorized Capital 2011/II therefore still exists in the amount of EUR 39,428,560.60 with a term ending on May 25, 2016. This is to be canceled and replaced with new Authorized Capital 2015.

Joint resolution on Agenda Item 6 is intended to ensure that cancelation of the existing Authorized Capital 2011/II as per section 4, para. 5 of the Articles of Association only becomes effective if it is replaced by the new Authorized Capital 2015 in accordance with the following resolution.

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

- a) The Executive Board's authorization under section 4, para. 5 of the Articles of Association, subject to approval by the Supervisory Board, to increase the Company's share capital by issuing new shares on one or more occasions on or before May 25, 2016 by up to EUR 39,428,560.60 (Authorized Capital 2011/II) shall be revoked when this resolution comes into effect on entry into the commercial register with revocation of section 4, para. 5 of the Articles of Association.
- b) Subject to approval by the Supervisory Board, the Executive Board is hereby authorized to increase the Company's share capital on one or more occasions on or before June 9, 2020 by up to EUR 46,420,808.20 by issuing new shares in exchange for contributions in cash or in kind (Authorized Capital 2015). The shareholders shall be granted subscription rights. The new shares may also be underwritten by one or more financial institutions or by enterprises operating according to section 53, para. 1, sentence 1 or section 53b, para. 1, sentence 1 or section 7 of the German Banking Act, as specified by the Executive Board, subject to the obligation that they are offered to the shareholders for subscription (indirect subscription right). However, the Executive Board shall be authorized, subject to approval by the Supervisory Board, to exclude fractional amounts from shareholder subscription rights and to exclude shareholder subscription rights if a capital increase in exchange for contributions in kind takes place for the purpose of acquiring companies or parts of companies or interests in companies or other assets (including third-party claims against the Company). Subject to approval by the Supervisory Board, the Executive Board shall be further authorized to exclude shareholder subscription rights in the

event of Authorized Capital 2015 being used once or several times in exchange for cash contributions in an amount not exceeding 10 percent of the existing share capital at the time this authorization comes into effect and – if this value is lower – at the time this authorization is exercised, in order to issue the new shares at a price that is not significantly lower than the price of the Company's shares already quoted on the stock exchange at the time the new share issue price is finalized. Shares sold as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with section 71, para. 1, no. 8, sentence 5 AktG in conjunction with section 186, para. 3, sentence 4 AktG shall count towards the aforementioned 10% threshold. Furthermore, this 10% threshold shall also include shares issued for the purpose of servicing warrant or convertible bonds, participation rights or participating bonds or a combination of these instruments, provided that these instruments were issued as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with the appropriate application of section 186, para. 3, sentence 4 AktG.

The Executive Board, with authorization of the Supervisory Board, is only permitted to use the aforementioned authorization to exclude shareholder subscription rights to the extent that the pro rata amount of the total shares issued under exclusion of subscription rights does not exceed 20 percent of the share capital at the time the authorization becomes effective or of the existing share capital at the time this authorization is exercised, should this amount be less. The Executive Board shall be authorized, subject to approval by the Supervisory Board, to stipulate other details regarding the capital increase and its execution, in particular with regard to share rights and the terms and conditions relating to the issuance of shares.

- c) Section 4, para. 5 of the Articles of Association shall be reworded as follows as soon as the present section 4, para. 5 is entered in the commercial register pursuant to letter a):

“Subject to approval by the Supervisory Board, the Executive Board is authorized to increase the Company's share capital on one or more occasions on or before June 9, 2020 by up to EUR 46,420,808.20 by issuing new shares in exchange for contributions in cash or in kind (Authorized Capital 2015). The shareholders shall be granted subscription rights. The new shares may also be underwritten by one or more financial institutions or by enterprises operating according to section 53, para. 1, sentence 1 or section 53b, para. 1, sentence 1 or section 7 of the German Banking Act, as specified by the Executive Board, subject to the obligation that they are offered to the shareholders for subscription (indirect subscription right). However, the Executive Board shall be authorized, subject to approval by the Supervisory Board, to exclude fractional amounts from shareholder subscription rights and to exclude shareholder subscription rights if a capital increase in exchange for contributions in

kind takes place for the purpose of acquiring companies or parts of companies or interests in companies or other assets (including third-party claims against the Company). Subject to approval by the Supervisory Board, the Executive Board shall be further authorized to exclude shareholder subscription rights in the event of Authorized Capital 2015 being used once or several times in exchange for cash contributions in an amount not exceeding 10 percent of the existing share capital at the time this authorization comes into effect and - if this value is lower - at the time this authorization is exercised, in order to issue the new shares at a price that is not significantly lower than the price of the Company's shares already quoted on the stock exchange at the time the new share issue price is finalized. Shares sold as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with section 71, para. 1, no. 8, sentence 5 AktG in conjunction with section 186, para. 3, sentence 4 AktG shall count towards the aforementioned 10% threshold. Furthermore, this 10% threshold shall also include shares issued for the purpose of servicing warrant or convertible bonds, participation rights or participating bonds or a combination of these instruments, provided that these instruments were issued as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with the appropriate application of section 186, para. 3, sentence 4 AktG.

The Executive Board, with authorization of the Supervisory Board, is only permitted to use the aforementioned authorization to exclude shareholder subscription rights to the extent that the pro rata amount of the total shares issued under exclusion of subscription rights does not exceed 20 percent of the share capital at the time the authorization becomes effective or of the existing share capital at the time this authorization is exercised, should this amount be less. The Executive Board shall be authorized, subject to approval by the Supervisory Board, to stipulate other details regarding the capital increase and its execution, in particular with regard to share rights and the terms and conditions relating to the issuance of shares.”

- d) The Supervisory Board is hereby authorized to amend the wording of section 4, para. 1 and 5 of the Articles of Association following complete or partial execution of the capital increase, as appropriate each time after Authorized Capital 2015 has been used, or, if Authorized Capital 2015 has not been used or fully used by June 9, 2020, following expiration of the authorization.

7. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2015 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 2015 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 2015 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2015 financial year, if such a review of these statements is conducted.

II. Supplementary information relating to Agenda Item 5

1. Disclosures pursuant to section 125, para. 1, sentence 5 AktG

The candidates proposed for election to the Supervisory Board under Agenda Item 5 are members of the supervisory board of the companies listed under a) and members of a comparable domestic or foreign controlling body of the companies listed under b) for each candidate.

Dr. Hubert Lienhard

- a) Membership in statutory supervisory boards
 - EnBW AG, Karlsruhe
 - Heraeus Holding GmbH, Hanau
 - SGL Carbon SE, Wiesbaden
 - SMS Holding GmbH, Düren
 - Voith Turbo Beteiligungen GmbH (Chairman), Heidenheim an der Brenz

- b) Membership in comparable domestic/foreign controlling bodies
 - Voith Hydro Holding GmbH & Co. KG (Chairman), Heidenheim an der Brenz
 - Voith Industrial Services Holding GmbH & Co. KG (Chairman), Stuttgart
 - Voith Paper Holding GmbH & Co. KG (Chairman), Heidenheim an der Brenz
 - Voith Turbo GmbH & Co. KG (Chairman), Heidenheim an der Brenz

Friedhelm Loh

- a) Membership in statutory supervisory boards
 - Deutsche Oppenheim Family Office AG, Grasbrunn
 - Deutsche Messe AG, Hannover

- b) Membership in comparable domestic/foreign controlling bodies
 - Rittal Holdings Ltd., Rotherham (South Yorkshire), England
 - Cito Benelux B.V., Zevenaar, The Netherlands
 - Cito Benelux (Onroerend Goed) B.V., Zevenaar, The Netherlands
 - Rittal B.V., Zevenaar, The Netherlands
 - Rittal Corporation, Urbana (OH), USA (Chairman)
 - Rittal Electrical Equipment (Shanghai) Co. Ltd., Shanghai, China (Chairman)
 - Rittal Electro-Mechanical Technology (Shanghai) Co. Ltd., Shanghai, China (Chairman)
 - Rittal Swiss Holding AG, Appenzell, Schwitterland

Hans Ziegler

- a) Membership in statutory supervisory boards
None

- b) Membership in comparable domestic/foreign controlling bodies
Swisslog Holding AG, Buchs, Switzerland
OC Oerlikon Corporation AG, Pfäffikon, Switzerland
Schmolz + Bickenbach Holding AG, Emmenbrücke, Switzerland
Credor Holding AG, Will, Switzerland
think & act AG, Feusisberg, Switzerland

2. Disclosures regarding section 5.4.1, para. 4 to 6 of the German Corporate Governance Codex (GCGC)

With reference to section 5.4.1, para. 4 to 6 GCGC, the following disclosures are made regarding the proposed candidates:

Dr. Hubert Lienhard is CEO of Voith GmbH. According to the latest voting rights notification dated April 1, 2015, Voith GmbH holds an indirect interest of 25.10 percent of the voting rights in KUKA Aktiengesellschaft through J.M. Voith GmbH & Co. Beteiligungen KG.

Mr. Friedhelm Loh is sole shareholder and managing director, with sole power of representation, of SWOCTEM GmbH. According to the latest voting rights notification dated August 5, 2014, SWOCTEM GmbH holds 10.018 percent of the voting rights in KUKA Aktiengesellschaft.

Mr. Hans Ziegler is currently still a member of the administrative board of Swisslog Holding AG. KUKA Aktiengesellschaft holds an interest of approximately 94.5 percent (as at December 31, 2014) in Swisslog Holding AG. Mr. Ziegler has declared that, should he be elected to the Supervisory Board of KUKA Aktiengesellschaft, he will resign as member of the administrative board of Swisslog Holding AG on June 10, 2015.

III. Reports

Report of the Executive Board to the Annual General Meeting concerning Agenda Item 6 pursuant to section 203, para. 2 and section 186, para. 4, sentence 2 AktG

In accordance with section 4, para. 5 of the Articles of Association, Authorized Capital 2011/II still exists in the amount of EUR 39,428,560.60 with a term ending on May 25, 2016. This is to be canceled and replaced with new Authorized Capital 2015 to allow the Company to react to market conditions in such a manner as to avoid negative impacts on the share price over as long a term as possible and, in particular, to create a capability of reacting promptly and flexibly to capital market requirements, as is customary in the market and sector.

With regard to Agenda Item 6, the Executive Board has, in accordance with section 203, para. 2 and section 186, para. 4, sentence 2 AktG, drawn up a report outlining the reasons for the authorization to exclude shareholder subscription rights. This report shall, from the day the Annual General Meeting is convened, be available for shareholders to view at the Company's premises, as well as on the Internet at www.kuka-ag.de. On request, every shareholder shall be sent this report without delay and free of charge. The report shall be announced as follows:

In principle, our shareholders are entitled to a subscription right, if Authorized Capital 2015 is used.

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, the technical execution of the capital increase and the exercising of subscription rights would be seriously impaired, particularly when executing a capital increase in whole amounts. The new shares excluded from shareholder subscription rights as unassigned fractions shall be either sold on the stock market or disposed of in some other manner in the Company's best interest.

Moreover, this authorization provides that subscription rights may be excluded in the case of certain capital increases made in exchange for contributions in kind. This exclusion serves to enable the acquisition of companies or parts of companies or participating interests in companies or other assets in exchange for the granting of shares. If such acquisition leads to tax savings for the seller through the capital increase made in exchange for contributions in kind, or if the seller is, for other reasons, 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 enables the Company to quickly and flexibly take advantage of emerging opportunities in order to acquire, where suitable in individual cases, companies or parts of companies or participating interests in companies or other assets in return for new shares. The au-

thorization requested will, in individual cases, thus enable acquisitions to be optimally financed in exchange for issuing new shares, while strengthening the equity capital base of the Company. Other assets to be acquired may also include liabilities (loans or bonds) of the Company. If such assets are brought into the Company as contributions in kind, this causes the liability to be canceled and strengthens the equity capital at the same time. Management intends to exercise the option of increasing the capital from authorized capital in exchange for contributions in kind using the authorization to exclude subscription rights only if the value of the new shares and the value of the consideration for the company, parts of the company, participating interests in the company, or other assets to be acquired are in appropriate relation to each other. In principle, the issue price of the new shares to be offered shall, in this respect, be based on the stock market price. This prevents any economic disadvantage for shareholders excluded from subscription rights. In view of all these circumstances, the authorization to exclude subscription rights to the extent outlined is necessary, suitable, appropriate and in the interest of the Company. If Management exercises the authorization granted to it, the Executive Board shall report at the Annual General Meeting following any acquisition made in exchange for issuing new shares in the Company.

By granting authorization to exclude subscription rights in cases where new shares are sold at a price not substantially lower than the current stock market price, it will be possible to simplify the exclusion of subscription rights in accordance with section 203, para. 1 and para. 2 in conjunction with section 186, para. 3, sentence 4 AktG. The authorization to exclude subscription rights shall be limited to a maximum amount of 10 percent of the share capital existing at the time this authorization comes into effect or, if this value is lower, at the time Authorized Capital 2015 is used. Shares sold as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with section 71, para. 1, no. 8, sentence 5 AktG in conjunction with section 186, para. 3, sentence 4 AktG shall count towards the aforementioned 10% threshold. Furthermore, this 10% threshold shall also include shares issued for the purpose of servicing warrant or convertible bonds, participation rights or participating bonds or a combination of these instruments, provided that these instruments were issued as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with the appropriate application of section 186, para. 3, sentence 4 AktG.

Moreover, this authorization shall also be subject to the condition that the issue price of the new shares must not be substantially lower than the stock market price of the Company shares already quoted on the stock market. This is in the Company's interests and serves to achieve the best possible selling price when issuing the shares. The legally stipulated option in section 186, para. 3, sentence 4 AktG to exclude subscription rights enables Management to quickly, flexibly and cost-effectively exploit opportunities arising as a result of prevailing stock market conditions. This would optimally strengthen the Company's capital resources in the interest of the Company and all shareholders. By avoiding the time-consuming and cost-intensive handling of subscription rights, the Company will be able to meet its equity

requirements quickly when market opportunities arise at short notice. Furthermore, this will also make it possible to acquire new shareholder groups in Germany and abroad. Section 186, para. 2 AktG allows publication of the subscription price up to the third-last day of the subscription period. However, in light of the frequent volatility on the stock markets, particularly more recently, a market risk spanning several days still exists and may lead to safety margins being deducted when the subscription price is fixed. Moreover, granting a subscription right would jeopardize successful placement with third parties owing to the uncertainty as to whether the subscription right will be exercised, and also owing to the additional expense involved. Finally, if subscription rights were granted, the Company would not be able to react quickly to favorable or unfavorable market conditions owing to the two-week subscription period. Instead, the Company would be exposed to falling share prices during the subscription period, which might lead to the Company acquiring equity capital on less favorable terms. The possibility to optimally strengthen the Company's capital resources in the interest of the Company and all shareholders is of particular importance to the Company, since the Company must be able to take advantage of market opportunities in its markets quickly and flexibly, as well as to cover any capital requirements that may arise at very short notice as a result thereof. The selling price, and thus the funds flowing into the Company for the new shares, shall be based on the stock market price of the shares already quoted on the stock market and shall not be substantially lower than the current stock market price, probably not more than 3 percent lower, and in any event not more than 5 percent lower than this price. In view of the fact that all shares issued by the Company hitherto have been approved for trading on the regulated market, on the Frankfurt stock exchange among others, shareholders interested in retaining their percentage interest when the authorization excluding subscription rights is exercised in accordance with section 186, para. 3, sentence 4 AktG can, as things currently stand, acquire additional shares in the Company on the stock market without any difficulty.

IV. 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, 35,708,315 no-par-value shares; there are no other share classes. Each share confers one vote, resulting in 35,708,315 participating and voting shares.

Prerequisites for attending the Annual General Meeting and exercising voting rights (with record date in accordance with section 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, May 20, 2015, 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, June 3, 2015, 24:00 hours, CEST:

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

**Fax: +49 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 section 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 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 section 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 section 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 section 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 section 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, June 8, 2015, 24:00 hours CEST, sent to the address below:

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

**Fax: +49 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 9:00 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. section 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 section 122, para. 2, section 126, para. 1, section 127 and section 131, para. 1 AktG

Addition to the agenda in accordance with section 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 section 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: hauptversammlung2015@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, May 10, 2015, 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 section 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

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

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

According to section 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 section 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, May 26, 2015, 24:00 hours CEST. A countermotion does not have to be made available if one of the exclusions under section 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 section 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 section 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. section 127, sentence 3 in conjunction with section 124, para. 3 and section 125, para. 1, sentence 5 AktG). According to section 127, sentence 1 in conjunction with section 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, May 26, 2015, 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 section 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 section 126, para. 1 and section 127 AktG must be sent exclusively to:

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

**Fax: +49 821 797 5393
e-mail: hauptversammlung2015@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 section 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. section 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 section 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 section 121, para. 3, sentence 3, no. 3 AktG regarding shareholder rights".

Augsburg, April 2015

KUKA Aktiengesellschaft

The Executive Board