

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

**May 29, 2019 at 10:00 am (CEST)**

#### **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 289a para. 1 HGB [German Commercial Code], and section 315a para. 1 HGB for the 2018 financial year; presentation of the Supervisory Board’s Report for the 2018 financial year**

The aforementioned documents shall, from the day the Annual General Meeting is convened, be accessible on the Company’s website at [www.kuka.com/HV2019](http://www.kuka.com/HV2019). 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 2018 amounting to **EUR 42,349,721.37** as follows:

Disbursement of a dividend of EUR 0.30 per entitled no-par-value share	EUR 11,932,641.00
------------------------------------------------------------------------	-------------------

Retained earnings	EUR 30,417,080.37
-------------------	-------------------

The number of entitled no-par-value shares, at the time the Annual General Meeting was convened, amounts to 39,775,470 no-par-value shares (ISIN DE0006204407).

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 0.30 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 2018 financial year.

It is planned that shareholders at the Annual General Meeting shall decide on the discharge from responsibility of the members of the Executive Board as a whole.

**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 year.

It is planned that shareholders at the Annual General Meeting shall decide on the discharge from responsibility of the members of the Supervisory Board as a whole.

**5. Resolution on canceling the existing Authorized Capital 2015 and on creating new Authorized Capital 2019, with authorization to exclude subscription rights, and on making relevant amendments to the Articles of Association**

In accordance with section 4 para. 5 of the Articles of Association, Authorized Capital 2015 still exists in the amount of EUR 46,420,808.20 with a term ending on June 9, 2020. This is to be canceled and replaced with a new Authorized Capital 2019.

With the joint resolution on Agenda Item 5 it is intended to ensure that the cancelation of the existing Authorized Capital 2015 as per section 4 para. 5 of the Articles of Association only becomes effective if it is replaced by the new Authorized Capital 2019 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 to increase the Company's share capital, subject to approval by the Supervisory Board, by issuing new shares on one or more occasions on or before June 9, 2020 by up to EUR 46,420,808.20 (Authorized Capital 2015) shall be revoked when this resolution comes into effect on entry into the

commercial register with revocation of the present 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 May 28, 2024 by up to EUR 31,024,866.60 by issuing new shares in exchange for contributions in cash or in kind (Authorized Capital 2019). 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 KWG [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 2019 being used once or several times in exchange for cash contributions in an amount not exceeding 10% 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 29, 2019 in accordance with section 71 para. 1 no. 8 sentence 5 AktG [German Stock Corporation Act] 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 29, 2019 in accordance with the appropriate application of section 186 para. 3 sentence 4 AktG.

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 removal of the present section 4 para. 5 has been 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 May 28, 2024 by up to EUR 31,024,866.60 by issuing new shares in exchange for contributions in cash or in kind (Authorized Capital 2019). 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 KWG, 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 2019 being used once or several times in exchange for cash contributions in an amount not exceeding 10% 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 29, 2019 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 29, 2019 in accordance with the appropriate application of section 186 para. 3 sentence 4 AktG.

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 para. 5 of the Articles of Association following complete or partial execution of the capital increase, as appropriate each time after the Authorized Capital 2019 has been used, or, if Authorized Capital 2019 has not

been used or fully used by May 28, 2024, following expiration of the authorization.

**6. Resolutions on the cancelation of the existing Conditional Capital 2010, on the cancelation of the existing Conditional Capital 2013 and on the cancelation of the existing Conditional Capital 2014, as well as resolution on the authorization to issue warrant and/or convertible bonds, participating bonds and participation rights (or combinations of these instruments) and to exclude subscription rights and simultaneously authorizing a new Conditional Capital 2019 and the associated amendments to the Articles of Association**

**a) Resolution on the cancelation of the existing Conditional Capital 2010 and the associated amendment to the Articles of Association**

KUKA Aktiengesellschaft had issued on February 12, 2013 in partial exercise of the authorization granted by the Annual General Meeting on April 29, 2010 convertible bonds with a nominal total amount of EUR 58,800,000.00 by way of a private placement. This resulted 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.

Initially, 1,598,659 no-par-value shares from a conditional capital of EUR 4,156,513.40 were available to service the convertible bonds (Conditional Capital 2010).

Bondholders exercised their conversion rights until December 31, 2015. To service conversion rights, a total of 1,597,521 new shares were created from the Conditional Capital 2010, resulting in an effective increase of the share capital of EUR 4,153,554.60.

On the basis of the authorization granted by the Annual General Meeting on June 5, 2013, the committee appointed by the Supervisory Board on December 11, 2015 resolved on January 13, 2016 the amendments to section 4 para. 1 and 6 sentence 1 of the Articles of Association required in connection with this capital increase. The (declaratory) entry of the amendment to the Articles of Association in the Commercial Register of the Local Court of Augsburg took place on February 18, 2016.

On February 18, 2016, KUKA Aktiengesellschaft prematurely terminated the convertible bonds in accordance with the bond conditions. All conversions exercised up to March 24, 2016 were satisfied by the issue of new shares. Against this background, the remaining Conditional Capital 2010 can now be completely cancelled.

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

The Conditional Capital 2010 contained in section 4 para. 6 of the Articles of Association shall be cancelled. Section 4 para. 6 of the Articles of Association is deleted.

**b) Resolution on the cancelation of the existing Conditional Capital 2013 and the associated amendment to the Articles of Association**

KUKA Aktiengesellschaft had issued on July 26, 2013 in partial exercise of the authorization granted by the Annual General Meeting on June 5, 2013 (further) convertible bonds with a nominal total amount of EUR 91,200,000.00 by way of a private placement. The convertible bonds issued on July 26, 2013 represented an increase of EUR 58,800,000.00 in the total nominal amount of the convertible bonds issued on February 12, 2013. With the exception of the issue amount, the two bonds had the same features and formed a single bond (with a total nominal amount of EUR 150,000,000.00); they had the same security identification number (ISIN DE000A1R09V9) and were traded on the Open Market of the Frankfurt Stock Exchange.

The issue of the convertible bonds on July 26, 2013 resulted in the (further) 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.

2,479,553 no-par-value shares from the conditional capital of EUR 6,446,837.80 were available to service the convertible bonds (Conditional Capital 2013).

Bondholders exercised their conversion rights until December 31, 2015. To service conversion rights, until 31 December a total of 1,195,423 new shares were created from the Conditional Capital 2013, resulting in an effective increase of the share capital of EUR 3,108,099.80.

On the basis of the authorization granted by the Annual General Meeting on May 28, 2014, the committee appointed by the Supervisory Board on December 11, 2015 resolved on January 13, 2016 the amendments to section 4 para. 1 and 7 sentence 1 of the Articles of Association required in connection with this capital increase. The (declaratory) entry of the amendment to the Articles of Association in the Commercial Register of the Local Court of Augsburg took place on February 18, 2016.

Furthermore, bondholders also exercised their conversion rights in the period from January 1, 2016 to March 24, 2016. To service conversion rights, a total of 1,274,211 new shares were created from the Conditional Capital 2013

during this period, resulting in an effective increase of the share capital of EUR 3,312,948.60.

On the basis of the authorization granted by the Annual General Meeting on May 28, 2014, the committee appointed by the Supervisory Board on March 8, 2016 resolved on March 30, 2016 the further amendments to section 4 para. 1 and 7 sentence 1 of the Articles of Association required in connection with this capital increase. The (declaratory) entry of the amendment to the Articles of Association in the Commercial Register of the Local Court of Augsburg took place on July 19, 2016.

On February 18, 2016, KUKA Aktiengesellschaft prematurely terminated the convertible bonds in accordance with the bond conditions. All conversions exercised up to March 24, 2016 were satisfied by the issue of new shares. Against this background, the remaining Conditional Capital 2013 can now be completely cancelled.

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

The Conditional Capital 2013 contained in section 4 para. 7 of the Articles of Association shall be cancelled. Section 4 para. 7 of the Articles of Association is deleted.

**c) Resolution on the cancelation of the existing Conditional Capital 2014 and the cancelation of the existing authorization to issue bonds (authorization 2014) and the associated amendment to the Articles of Association**

Through resolution, the Annual General Meeting held on May 28, 2014 authorized conditional capital totaling up to EUR 33,486,707.80 by issuing up to 12,879,503 new no-par-value shares (Conditional Capital 2014). At the same time, subject to approval by the Supervisory Board, the Annual General Meeting of May 28, 2014 authorized the Executive Board to issue once or several times ordinary bearer or registered warrant bonds or convertible bonds, participating bonds and participation rights or a combinations of these instruments (jointly referred to as "bonds") up until May 27, 2019 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 33,486,707.80 as further required by the conditions of the bonds.

This authorization is only valid until May 27, 2019 and can no longer be exercised after May 27, 2019.

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

The Conditional Capital 2014 contained in section 4 para. 8 of the Articles of Association shall be cancelled. Section 4 para. 8 of the Articles of Association is deleted.

**d) Resolution on the authorization to issue warrant bonds or convertible bonds, participating bonds and participation rights (or combinations of these instruments) and to exclude subscription rights and simultaneously authorizing a new Conditional Capital 2019 and the associated amendment to the Articles of Association**

A new authorization to issue warrant bonds, convertible bonds, participating bonds and participation rights (or combinations of these instruments) – also with exclusion of subscription rights – is to be granted and a new Conditional Capital 2019 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 28 May 2024 for a total nominal amount of up to EUR 500,000,000.00 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 15,512,432.00 as further set forth in 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 by 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*

In general, the shareholders shall be granted subscription rights to the bonds. To the extent shareholders are not granted immediate subscription rights 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 with option or conversion rights or obligations in respect of shares with a pro rata amount of share capital that may not exceed 10% of the 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 to issue bonds with option and or conversion rights or obligations pursuant to section 186 para. 3 sentence 4 AktG under exclusion of subscription rights pursuant to section 71 no. 8 sentence 5 AktG in conjunction with section 186 para. 3 sentence 4 AktG count towards this 10% threshold. Furthermore, shares issued during the term of this authorization to issue bonds with

option and/or conversion rights or obligations pursuant to section 186 para. 3 sentence 4 AktG from authorized capital under exclusion of subscription rights pursuant to section 186 para. 3 sentence 4 AktG also count towards the aforementioned 10% 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 lower 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.

In accordance with the aforementioned principles and in accordance with the bond conditions, KUKA Aktiengesellschaft may also be authorized to exercise the option or conversion right in whole or in part instead of the holders or creditors.

(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% 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% 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 section 186 para. 2 sentence 2 AktG in a timely fashion. Section 9 para. 1 AktG and section 199 AktG are unaffected.

Notwithstanding section 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 of KUKA Aktiengesellschaft, during the term to maturity of the option or conversion rights, (i) increases its share capital using the Company's own funds, or (ii) increases its 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). Section 9 para. 1 AktG and section 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%). 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. Section 9 para. 1 AktG in conjunction with section 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 conversion 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 a new Conditional Capital 2019**

The share capital will be conditionally increased by up to EUR 15,512,432.00 by issuing up to 5,966,320 new no-par-value shares (Conditional Capital 2019). 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 combinations of these instruments), issued by KUKA Aktiengesellschaft or a dependent Group company up to May 28, 2024 in exchange for cash contributions as a result of the authorization granted by the shareholders at the Annual General Meeting of May 29, 2019. 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 shareholder resolution at the Annual General Meeting of May 29, 2019 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. 6 will be inserted in section 4 of the Articles of Association:

"The share capital is conditionally increased by up to EUR 15,512,432.00, divided into up to 5,966,320 no-par-value shares (Conditional Capital 2019). 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 combinations of these instruments), issued or guaranteed by KUKA Aktiengesellschaft or a dependent Group company of KUKA Aktiengesellschaft up to 28 May 2024 as a result of the authorization grant-ed to the Executive Board by shareholder resolution at the Annual General Meeting of May 29, 2019, 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 section 4 para. 1 and para. 6 of the Articles of Association as per the respective issue of shares out of the conditional capital 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.

**7. Resolution on the authorization to purchase and use treasury stock, including with the exception of tender and subscription rights; authorization to redeem acquired treasury stock, including with the reduction of share capital**

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

- a) The authorization for the acquisition and use of treasury stock granted to the Company at the Annual General Meeting of May 28, 2014 is only valid until May 27, 2019 and can no longer be exercised after May 27, 2019.
- b) The Company shall be authorized to acquire treasury stock up to a total amount of 10% of the share capital existing at the time this resolution is adopted. The Company may exercise this authorization in whole or partial amounts, once or several times; however, it may also be executed by dependent companies or companies majority-owned by the Company, or through a third party on behalf of the Company or its dependents. The purchase authorization shall remain effective until 28 May 2024.
- c) The acquisition of treasury stock shall be executed on the open market, or within the framework of a public tender offer by the Company extended to all shareholders. The consideration per share paid by the Company may not exceed or fall short of – by more than 10% excluding incidental costs – the average closing price of the shares of the Company in the XETRA trading system of Deutsche Börse AG (or a comparable successor system) on the last five trading days before the purchase of treasury stock or, in the case of a public tender offer, from the eighth to the fourth trading day (each inclusive) before the day of publication of the public tender offer. Should, after announcement of the Company's public tender offer, the market price of the company's shares deviate significantly from the offered purchase price or the limit values of the range of the offered purchase price, then the offer may be adjusted. In this case, the revised amount is determined using the respective quoted price on the last trading day prior to the announcement of the adjustment; the 10% limit for exceeding or falling short shall be applied to this amount. To the extent that the total number of the shares tendered by the shareholders for repurchase exceeds the repurchase volume, these must be accepted on a pro rata basis in each case, with a partial exclusion in this connection of any right of the shareholders to tender their shares. Priority may be given to the acceptance of tenders of small lots of up to 100 Company shares per Company shareholder, with a partial exclusion in this connection of any right of the shareholders to tender their shares. Rounding according to accounting practices can also be applied in order to avoid fractional shares due to arithmetic calculation. The purchase offer may also include further conditions.
- d) Regarding treasury stock acquired on the basis of this authorization, subject to the approval of the Supervisory Board and the exclusion of the subscription rights of the shareholders, the Executive Board shall be authorized

- (1) to dispose of the acquired treasury stock to third parties in connection with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets (including payables owed by the Company to third parties);
- (2) to dispose of the acquired treasury stock by means other than the open market or tender offer to all shareholders, if the shares are sold for cash at a price that is not substantially lower than the quoted stock market price of Company shares at the time of the sale.

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

- (a) that were issued in order to service warrant or convertible bonds, participation rights or participating bonds or a combination of these instruments, provided that these instruments were issued on the basis of an authorization granted at this Annual General Meeting according to the appropriate application of section 186 para. 4 sentence 4 AktG;
  - (b) that are issued by exercising an authorization to issue new shares under exclusion of subscription rights using authorized capital that is in effect at the date on which this authorization becomes effective or an authorization granted at this Annual General Meeting pursuant to section 186 para. 3 sentence 4 AktG;
- (3) to use the acquired treasury stock in order to introduce the Company's shares on foreign stock exchanges on which they were previously not approved for trading.
- e) Treasury stock acquired on the basis of this authorization may be redeemed without requiring a further resolution at the Annual General Meeting for the redemption. Redemption leads to the reduction of share capital. However, redemption can also take place by means of a simplified process without the reduction of share capital by adjusting the proportionate amount of share capital of the remaining shares according to section 8 para. 3 AktG. The Executive Board is in this case authorized to change the number of shares set forth in the Articles of Association accordingly.
  - f) This authorization for the acquisition of treasury stock, as well as the resale or redemption of such shares, may be used once or several times, in whole or in part.

## 8. Resolution on amending the Articles of Association

Section 2 para. 1 of the Articles of Association (Object of the company) is to be amended to focus the Articles of Association on the actually exercised and strategically intended object of the company. The Executive Board and the Supervisory Board therefore propose that section 2 para. 1 of the Articles of Association be reworded as follows:

"(1) The company manages a group of domestic and foreign companies which are primarily active in the following business areas:

- Development, construction, manufacture, distribution and maintenance of industrial robots and robot-based products and applications as well as other handling systems and trade in products in the above-mentioned fields,
- Development, planning, construction, manufacture, erection, sale, operation and maintenance of plants, including industrial plants, machines and tools for assembly and production technology as well as trade in products in the aforementioned fields,
- Development, production, distribution and maintenance of software, hardware as well as IT and digitalization solutions, including services and consulting in the field of digitalization,
- Execution of services of any kind, in particular in the field of property and building management, data processing, human resources and vehicle fleet management for commercial enterprises."

## 9. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2019 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 2019 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 2019 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2019 financial year, if such a review of these statements is conducted.

## II. Reports

### 1. Report of the Executive Board to the Annual General Meeting concerning Agenda Item 5 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 2015 still exists in the amount of EUR 46,420,808.20 with a term ending on June 9, 2020. This is to be canceled and replaced with a new Authorized Capital 2019 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 5, the Executive Board has, in accordance with section 203 para. 2 AktG in conjunction with 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 accessible on the Company's website at [www.kuka.com/HV2019](http://www.kuka.com/HV2019). The report shall be announced as follows:

In principle, our shareholders are entitled to a subscription right, if Authorized Capital 2019 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 authorization 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 AktG 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% of the share capital existing at the time this authorization comes into effect or, if this value is lower, at the time Authorized Capital 2019 is used. Shares sold as a result of, and during the term of, the authorization granted at the Annual General Meeting of May 29, 2019 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 29, 2019 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, 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% lower, and in any event not more than 5% 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.

**2. Report of the Executive Board to the Annual General Meeting concerning Agenda Item 6 pursuant to section 221 para. 4 sentence 2 and section 186 para. 4 sentence 2 AktG**

With regard to Agenda Item 6, the Executive Board has, in accordance with section 221 para. 4 sentence 2 AktG in conjunction with 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 accessible on the Company's website at [www.kuka.com/HV2019](http://www.kuka.com/HV2019). The report shall be announced as follows:

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 combinations of these instruments ("bonds") in a total nominal amount of up to EUR 500,000,000.00 and to create conditional capital of up to EUR 15,512,432.00, 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 (section 221 para. 4

AktG in conjunction with section 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 section 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% 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. Section 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 section 186 para. 3 sentence 4 AktG applies accordingly pursuant to section 221 para. 4 sentence 2 AktG. The limit regulated therein for excluding the subscription right of 10% 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 section 186 para. 3 sentence 4 AktG takes effect, the maximum volume of conditional capital made available for securing the option or conversion rights or obligations shall not exceed 10% of the existing share capital. A corresponding requirement in the resolution on the authorization also ensures that the 10% 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% 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 section 186 para. 3 sentence 4 AktG and those shares issued from authorized capital under exclusion of the subscription right pursuant to section 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 section 186 para. 3 sentence 4 AktG of the bonds with option and/or conversion rights or obligations. This correspondingly reduces this amount. Section 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 section 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 earning 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.

**3. Report of the Executive Board to the Annual General Meeting concerning Agenda Item 7 pursuant to section 71 para. 1 no. 8 sentence 5 and section 186 para. 4 sentence 2 AktG**

The Executive Board has put together a written report concerning Agenda Item 7 pursuant to section 71 para. 1 no. 8 sentence 5 AktG in conjunction with section 186 para. 4 sentence 2 AktG outlining the reasons for the authorization proposed in Agenda Item 7 for the purchase of treasury shares under partial limitation of the equality principle and a possible right of shareholders to tender their shares as well as the reasons for the authorization proposed in Agenda Item 7 for the disposal of treasury shares by means other than the open market or under observation of the equality principle and at the proposed issue price. This report shall, from the day the Annual General Meeting is convened, be accessible on the Company's website at [www.kuka.com/HV2019](http://www.kuka.com/HV2019). The report shall be announced as follows:

Agenda Item 7 encompasses a proposal to authorize the Company to acquire treasury shares in the amount of up to 10% of the share capital existing at the time the resolution is adopted. According to section 71 para. 1 no. 8 AktG, treasury shares may also be purchased or sold by means other than the typical case of a purchase or sale on the open market. In addition to purchases on the open market, the Company shall also be granted the option of purchasing treasury shares by means of a public offer (tender process). The consideration per share paid by the Company may not exceed or fall short of – by more than 10% excluding incidental costs – the average closing price of the shares of the Company in the XETRA trading system of Deutsche Börse AG (or a comparable successor system) on the last five trading days before the purchase of treasury stock or, in the case of a public tender offer, from the eighth to the fourth trading day (each inclusive) before the day of publication of the public tender offer.

In a public tender offer, any shareholder willing to sell can decide how many shares he wishes to offer and, in the case of the setting of a price range, at what price he wishes to offer them. If the volume of tenders at the set price exceeds the number of shares the Company wishes to purchase, there must be, with a partial exclusion in this connection of any right of the shareholders to tender their shares, an allocation of acceptances to the tenders. As part of this process it shall be possible, once again with a partial exclusion in this connection of any right of the shareholders to tender their shares, to give priority to the acceptance of small-lot tenders or smaller portions of tenders. This possibility is designed to avoid odd numbers when determining the pro rata shares to be purchased, as well as small residual amounts, thereby simplifying the technical execution. Moreover, the scaling can occur according to the tender rate instead of the holding rate, as the acquisition process is then technically concluded in an economically reasonable fashion. Ultimately, a rounding according to business principles for the avoidance of fractions of shares is intended. In this respect, the acquisition rate and the number of shares to be acquired from individual tendering shareholders can be rounded as required to technically represent the acquisition of whole shares. The Executive Board finds an exclusion of any additional shareholder tender rights justified as well as appropriate vis-à-vis the shareholders.

The resale of treasury shares after purchase shall be possible subject to the exclusion of the subscription right of the shareholders in the following cases explained here:

By this means, the Executive Board shall be put in a position of having treasury shares available in order to be able – subject to the approval of the Supervisory Board – to offer these as consideration in connection with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets (including liabilities of the Company to third parties). In transactions of this kind, this form of consideration is demanded in various cases. The authorization here proposed is therefore intended to give the Company the flexibility needed in order to be able to take advantage of emerging opportunities in connection with company mergers or the acquisition of companies, or parts of companies, or participations in companies, or other assets (including liabilities of the Company to third parties) in a quick and flexible manner. When specifying the valuation relationship, the Executive Board will ensure that the interests of the shareholders are appropriately safeguarded. If liabilities of the Company are transferred to the Company in exchange for treasury shares, these are then extinguished and the equity capital is simultaneously increased for accounting purposes. When assessing the value of the shares granted as a counterconsideration, the Executive Board will take the market price of the KUKA shares as a guide. The Executive Board will report any use of this authorization to the Annual General Meeting.

The proposed resolution also encompasses the authorization to dispose of the acquired treasury shares subject to the exclusion of the subscription right by means other than the open market and in cases other than those connected with company mergers or the acquisition of companies, or parts of companies, or participations in

companies, or other assets. A sale under exclusion of the subscription right is subject to the condition of the shares being sold for cash at a price that is not substantially lower than the stock market price of Company shares at the time of the sale. However, this authorization shall only be effective subject to the proviso that the shares sold subject to the exclusion of the subscription rights according to section 186 para. 3 sentence 4 AktG may not, in total, exceed 10% of the share capital, and in fact do not do so either on the date that this authorization becomes effective or on the date on which it is exercised. Shares to be counted against this limit of 10% include those shares

- issued in order to service warrant or convertible bonds, participation rights or participating bonds or a combination of these instruments, provided that these instruments have been issued on the basis of an authorization resolved at the Annual General Meeting on May 29, 2019 according to the appropriate application of section 186 para. 3 sentence 4 AktG; or
- issued subject to the exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 AktG by use of an authorization to issue new shares under authorized capital that is in effect at the date on which this authorization becomes effective, or by use of an authorization resolved at the Annual General Meeting on May 29, 2019.

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

The authorization further opens up the possibility of using treasury shares for the introduction on foreign stock exchanges on which KUKA Aktiengesellschaft has not been listed to date. This makes it possible to broaden the shareholder base outside of Germany and to make the stock more attractive as an investment. The price at which the Company's shares will be launched on foreign stock exchanges will be based on the stock exchange price of the Company's shares and will not be substantially lower than this.

KUKA Aktiengesellschaft faces strong competition on the international capital markets. Adequate equity capital and the possibility of raising capital on the market at appropriate terms and conditions are of special importance in fast changing markets and given the existing pressure to expand. KUKA Aktiengesellschaft will endeavor to broaden its shareholder base and to make investment in the stock of the Company attractive. Accordingly, the authorization proposed here is designed to afford KUKA Aktiengesellschaft the necessary freedom of movement.

The Company shall be empowered to redeem treasury shares even without a renewed resolution by the Annual General Meeting.

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

### **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, 39,775,470 no-par-value shares; there are no other share classes. Each share confers one vote, resulting in 39,775,470 participating and voting shares.

#### **Prerequisites for attending the Annual General Meeting and exercising voting rights**

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, namely Wednesday, May 8, 2019, 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, May 22, 2019, 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 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.com/HV2019](http://www.kuka.com/HV2019). 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](mailto: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, May 27, 2019, 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 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.com/HV2019](http://www.kuka.com/HV2019) (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 not less than one-twentieth (5%) of the share capital or represent an amount of the share capital corresponding to EUR 500,000, 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: [hauptversammlung2019@kuka.com](mailto:hauptversammlung2019@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, April 28, 2019, 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.com/HV2019](http://www.kuka.com/HV2019) 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 14, 2019, 24:00 hours CEST. A countermotion does not have to be made available if one of the ex-clusions 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.com/HV2019](http://www.kuka.com/HV2019) 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 sentence 2 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 AktG in conjunction with section 124 para. 3 and section 125 para. 1 sentence 5 AktG). According to section 127 sentence 1 AktG 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 apply correspondingly, in particular that Tuesday, May 14, 2019, 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.com/HV2019](http://www.kuka.com/HV2019) 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**

**Fax: +49 (0) 821 797 5393  
e-mail: [hauptversammlung2019@kuka.com](mailto:hauptversammlung2019@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.com/HV2019](http://www.kuka.com/HV2019). 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.com/HV2019](http://www.kuka.com/HV2019) under "Announcements in accordance with section 121 para. 3 sentence 3 no. 3 AktG regarding shareholder rights".

## **Data protection notices**

### **1. General information**

#### **a) Introduction**

KUKA Aktiengesellschaft attaches great importance to data protection and the protection of privacy. The following data protection notices are designed to inform our shareholders about the processing of their personal data and their rights regarding such processing according to applicable data protection laws in connection with the preparation, and conduct of and follow-up on the Annual General Meeting, in particular Regulation (EU) 2016/679 (DSGVO [General Data Protection Regulation])

#### **b) 'Controller' within the meaning of article 4 no. 7 DSGVO**

KUKA Aktiengesellschaft, Zugspitzstraße 140, 86165 Augsburg

#### **c) Contact details of the Data Protection Officer**

KUKA Aktiengesellschaft, Data Protection Officer, Zugspitzstraße 140, 86165 Augsburg  
e-mail: [data-privacy@kuka.com](mailto:data-privacy@kuka.com)

### **2. Information regarding processing of data**

#### **a) Data categories**

In particular, we are processing the following categories of personal data:

- First and last name,
- Address,
- Number of shares,
- Type of ownership of the shares and
- Entry ticket number.

In addition, we may also process personal data of a proxy nominated by a shareholder (in particular the latter's name and place of residence). If shareholders or their proxies contact us, we also process the personal data required to respond to any inquiries (such as the contact data provided by the

shareholder or proxy, such as e-mail address or telephone number). If necessary, we also process information on motions, questions, election proposals and requests from shareholders at the Annual General Meeting.

**b) Purposes and legal basis of the processing**

We use personal data to enable shareholders to participate in and exercise their rights at the Annual General Meeting. The processing of personal data is indispensable for the proper preparation, and conduct of and follow-up on the Annual General Meeting and to enable participation in the meeting of and participation of shareholders in the Annual General Meeting pursuant to sections 118 et seqq. AktG. The legal basis for the processing of personal data is the AktG in conjunction with article 6 para. 1 sentence 1 letter c) DSGVO.

In addition, we may also process personal data to fulfil other legal obligations, such as regulatory requirements and obligations to retain data under stock corporation law, securities law, commercial law and tax law. The legal basis for the processing are the relevant statutory provisions in conjunction article 6 para. 1 sentence 1 letter c) DSGVO.

All shares of KUKA Aktiengesellschaft are bearer shares. Unlike registered shares, KUKA Aktiengesellschaft does not keep a stock register as defined by section 67 AktG in which the name, date of birth and address of the shareholder as well as the number of shares must be entered.

**c) Categories of recipients of personal data**

We are using external service providers to prepare, conduct and follow up on the Annual General Meeting (in particular for printing and mailing the invitation to the Annual General Meeting as well as for registering for and conducting the Annual General Meeting). Service providers commissioned for the purpose of preparing, conducting and following up on the Annual General Meeting will receive from us only such personal data as is required for the execution of the commissioned service and will process the data exclusively in accordance with KUKA Aktiengesellschaft's instructions. Each of our employees and all employees of external service providers having access to personal data or processing personal data, are obliged to treat such data confidentially.

In addition, participants in the Annual General Meeting may inspect the list of participants to be made accessible at the Annual General Meeting pursuant to section 129 para. 1 sentence 2 AktG and the data recorded therein on all participants in the Annual General Meeting.

**d) Data sources**

As a rule, we or the service providers commissioned by us receive the personal data of the shareholders via our registration office from the credit

institutions of the shareholders who have commissioned them to hold our shares in custody (so-called custodian banks).

**e) Storage period**

The storage period for the data recorded in connection with the Annual General Meeting is regularly up to three years.

As a general rule, we anonymise or delete personal data unless we are required by law to provide evidence and retain data for a longer period of time or are required to do so as part of legal proceedings. Information on shareholders' questions and speeches at the upcoming Annual General Meeting will generally be anonymised after the end of the contestation period, unless longer storage is necessary for the reasons stated above.

**3. Rights of data subjects**

As a data subject, shareholders may contact our Data Protection Officer at any time with an informal notification using the contact details listed under 1.c) above in order to exercise their rights – the prerequisites of which must be checked in each individual case – under the DSGVO. These include, in particular:

- The right to obtain information on data processing and a copy of the data processed (right of access, article 15 DSGVO),
- the right to request the rectification of inaccurate data or the completion of incomplete data (right of rectification, article 16 DSGVO),
- the right to request the deletion of personal data and, if the personal data have been published, the information to other data controllers on the request for deletion (right to erasure, article 17 DSGVO),
- the right to request the restriction of data processing (right to restriction of processing, article 18 DSGVO).

Data subjects also have the right to lodge a complaint with a supervisory authority.

Augsburg, April 2019

KUKA Aktiengesellschaft

The Executive Board