



Annual General Meeting of KUKA Aktiengesellschaft on June 19, 2020 (virtual AGM)

Announcement in accordance with section 121 Para. 3 sentence 3 no. 3 AktG regarding shareholder rights

The invitation to the Annual General Meeting already contains information on the shareholders' rights according to sections 122 para. 2, 126 para. 1, 127 of the German Stock Corporation Act and about Sections 1 para. 1 and para. 2 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID 19 Pandemic in Civil, Insolvency, and Criminal Proceedings Law that came into force on March 27, 2020, published in Federal Gazette 2020 I number 14, page 569 *et seqq.*; hereinafter "COVID 19 Act").

The following information is provided as a further explanation of these rules.

1. Applications for additions to the agenda at the request of a minority (section 122 para. 2 of the German Stock Corporation Act)

Shareholders whose holding in aggregate equals one twentieth (5 percent) of the share capital or the proportionate amount of the share capital of € 500,000 may demand that items be placed on the agenda and disclosed. Every new item must be accompanied by an explanation or a draft resolution. In all other respects, reference is made to the pre-conditions of section 122 para. 2 in conjunction with para. 1 of the German Stock Corporation Act and section 70 of the German Stock Corporation Act.

Applications for additions along with justifications or draft resolutions, along with the proof of the time the shares have been held, must be received by the Executive Board of KUKA Aktiengesellschaft in writing or electronic from pursuant to section 126a of the German Civil Code at the address given in the invitation to attend (KUKA Aktiengesellschaft, Executive Board, reference "Annual General Meeting", Zugspitzstraße 140, 86165 Augsburg or by e-mail to hauptversammlung2020@kuka.com) at least thirty days before the Annual General Meeting; i.e., by Tuesday, May 19, 2020, 24.00 hours (CEST).

If the requests for additions that have been received on time are subject to compulsory disclosure, they are published immediately on receipt of the request in the Federal Gazette and distributed throughout Europe, published on the company's Web site and notification sent to the shareholders together with the notice for the Annual General Meeting according to section 125 para. 1 sentence 3 of the German Stock Corporation Act.

The provisions of the Stock Corporation Act on which these shareholder rights are based are as follows:

"Section 122 Convening at the request of a minority

- (1) The Annual General Meeting shall be convened if shareholders whose holding in aggregate equals one twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons for such meeting; the demand shall be addressed to the Executive Board. The articles of association may provide that the right to demand an Annual General Meeting shall require another form and to the holding of a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90



days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the Executive Board regarding their request is made. Section 121 para. 7 shall apply correspondingly.

- (2) Similarly, shareholders whose holding in aggregate equals one twentieth of the share capital or the proportionate amount of € 500,000 may demand that items be placed on the agenda and disclosed. Each new item shall be accompanied by an explanation or a draft resolution. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.
- (3) If any such demand is not complied with, the court may authorize the shareholders who have made the demand to call a shareholders' meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An immediate appeal may be made against the decision of the court.
- (4) The company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted such motion."

"Section 70 Calculating the shareholding period

If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial service institution, or an enterprise operating in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act [Gesetz über das Kreditwesen] shall be considered equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with article 13 of the German Insurance Supervision Act [Versicherungsaufsichtsgesetz] or article 14 of the German Savings and Loan Associations Act [Bausparkassengesetz]."

2. Motions and election proposals from shareholders (section 126 para. 1 and 127 of the German Stock Corporation Act)

Nominations by the shareholders for the election of Supervisory Board members or auditors do not need to be justified, unlike other proposals from shareholders (counter motions).

Counter motions by shareholders do not need to be made available

- (1) if the Executive Board would as a result become criminally liable,
- (2) if the counter motion would result in a resolution at the Annual General Meeting that would be illegal or that would violate the articles of association,
- (3) if the justification contains statements that are obviously false or misleading in material respects or that are libelous,
- (4) if a counter motion by the shareholder based on the same facts has already been communicated at an earlier General Meeting of the company pursuant to article 125 of the German Stock Corporation Act,
- (5) if the same counter motion of the shareholder with essentially the same justification has already been communicated according to article 125 of the German Stock Corporation Act at at least two Annual General Meetings of the company in the last five years and at the Annual General Meeting less than one twentieth of the share capital represented voted for it,



- (6) if the shareholder indicates that he or she will neither attend the Annual General Meeting nor be represented at it, or
- (7) if the shareholder, within the last two years at two Annual General Meetings has failed to make or cause to be made on his or her behalf any counter motion communicated by him or her.

The same applies accordingly for the communication of election nominations. In addition, the Executive Board does not need to make nominations for the election of Supervisory Board members and auditors available if they do not contain the name, exercised profession and place of residence of the proposed candidates, and for legal entities, the company and its registered office and, in the case of nominations for the election of Supervisory Board members, if no information is provided about their membership on other Supervisory Boards to be formed by law. Information about their membership on comparable German and foreign monitoring bodies of commercial companies must be enclosed.

The grounds for counter motions and election nominations do not need to be made available if they exceed more than 5,000 characters in total. If several shareholders submit counter motions with respect to the same item in the resolution or if they submit the same election nominations, the Executive Board may summarize the counter motions and election nominations and their grounds.

Shareholder motions and shareholders nominations shall be made available only if the shareholder sends a counter motion to a proposal to the Executive Board and/or the Supervisory Board as to a particular item on the agenda, or proposals on the election of the auditor, or the nomination of the Supervisory Board Members (whereas election and nomination proposals do not need to be supported by a statement of the grounds) at least 14 days before the shareholder's meeting to the indicated address. The day of receipt does not count. The last permissible day of receipt is therefore Thursday, June 4, 2020, 24:00 hours (CEST).

The provisions of the Stock Corporation Act on which these shareholder rights are based are as follows:

"Section 126 Motions by shareholders

- (1) Motions by shareholders including the shareholder's name, the grounds and any position taken by the Management shall be made available to the persons entitled pursuant to section 125 para. 1 to 3 under the conditions stated therein if at least 14 days before the company's meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the Executive Board and Supervisory Board as to a particular item on the agenda with an explanation. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided by the company's Web site. Article 125 para. 3 applies accordingly.



- (2) A counter motion and the grounds for this need not be made available
 1. if the Executive Board would as a result become criminally liable,
 2. if the counter motion would result in a resolution at the Annual General Meeting that would be illegal or that would violate the articles of association,
 3. if the justification contains statements that are obviously false or misleading in material respects or that are libelous,
 4. if a counter motion of the shareholder based on the same facts has already been communicated at an earlier General Meeting of the company pursuant to section 125 of the German Stock Corporation Act,
 5. if the same counter motion of the shareholder with essentially the same justification has already been communicated according to section 125 of the German Stock Corporation Act at at least two Annual General Meetings of the company in the last five years and at the Annual General Meeting less than one twentieth of the share capital represented voted for it,
 6. if the shareholder indicates that he or she will neither attend the Annual General Meeting nor be represented at it, or
 7. if the shareholder, within the last two years at two Annual General Meetings has failed to make or cause to be made on his or her behalf any counter motion communicated by him or her.

The grounds for counter motions and election nominations do not need to be made available if they exceed more than 5,000 characters in total.

- (3) If several shareholders submit counter motions with respect to the same item in the resolution or if they submit the same election nominations, the Executive Board may summarize the counter motions and election nominations and their grounds."

"Section 127 Nominations by shareholders

Section 126 shall apply analogously to a nomination by a stockholder for the election of a member of the Supervisory Board or the external auditor. Such nomination need not be supported by a statement of the grounds for this. The Management Board also need not communicate such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 3 and section 125 para.1 sentence 5. For the election of Supervisory Board members of listed corporations that are subject to the Co-Determination Act, the Coal and Steel Co-Determination Act or the Supplemental Co-Determination Act, the Management Board shall provide the following information:

- (1) notice of the requirements of section 96 para. 2,
- (2) information on whether the joint fulfilment of the quotas was contested in accordance with section 96 para. 2 sentence 3 Stock Corporation Act, and
- (3) information on how many positions on the Supervisory Board must be filled by women and men respectively in order to fulfil the minimum quota requirements pursuant to section para. 2 sentence 1 Stock Corporation Act.

3. Shareholders' opportunity to ask questions under Section 1 para. 2 sentence 1 no. 3 sentence 2 of the COVID 19 Act; Shareholders' right to information under Section 131 of the German Stock Corporation Act

Shareholders who have properly registered have the opportunity to ask questions electronically (section 1 para. 2 sentence 1 no. 3 sentence 2 COVID 19 Act).

For organisational reasons, questions must be submitted no later than by Wednesday, June 17, 2020, 24:00 hours (CEST) through the Company's online service at www.kuka.com/investor-relations/general-meeting via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>. No consideration will be given to questions submitted by other means or after this deadline. The Executive Board will decide at its reasonable discretion which questions to answer. The



Executive Board is not required to respond to all questions. Questions may be combined or selected on the basis of their relevance to other shareholders. In addition, preference may be given to questions from shareholders' associations and institutions with significant holdings of voting shares. There is no opportunity to ask follow-up questions about the answers given by the Executive Board. Beyond that, shareholders do not have the right to information under section 131 of the German Stock Corporation Act or a right to speak or ask questions in and during the virtual Annual General Meeting.

Section 1 para 2 sentence 1 no. 3 sentence 2 COVID 19 Act are quoted under point 4 below.

4. Challenging resolutions of the AGM under Section 1 para. 2 sentence 1 no. 4 of the COVID 19 Act

In deviation from section 245 no. 1 of the German Stock Corporation Act, shareholders who have properly registered and who exercise their voting rights under the above provisions may, from the start of the virtual Annual General Meeting until its close, submit an objection to resolutions of the Annual General Meeting, to be recorded in the minutes, without needing to be physically present at the Annual General Meeting. The objection may be submitted through the Company's online services at www.kuka.com/investor-relations/general-meeting via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>. Shareholders can find additional details on the submission of objections in the information sheet provided therein.

The "Challenge Resolution of the AGM" ("*Widerspruch zu Beschlüssen der Hauptversammlung*") button in the Company's Online Service is provided for this purpose.

These options are granted to shareholders based on the following provisions of the COVID 19 Act:

Section 1 para. 2 COVID 19 Act – Stock corporations; partnerships limited by shares (KGaA); European Companies (SE); mutual insurance companies (Excerpt)

"(2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.