

**KUKA Aktiengesellschaft
Augsburg, Germany**

ISIN: DE0006204407

WKN: 620440

**Invitation to the Annual General Meeting
(Virtual Annual General Meeting)**

We hereby invite our shareholders to the Annual General Meeting of KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg, Germany, to be held on

Friday, May 21, 2021, at 10:00 a.m. CEST

The Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company).

The Annual General Meeting will be transmitted audio-visually to our registered shareholders and shareholder representatives at the Internet address

www.kuka.com/Investor Relations/General Meeting

via the link

<https://www.kuka.com/en-de/investor-relations/general-meeting>.

Shareholders and shareholder representatives may exercise their voting rights exclusively by electronic postal vote or by granting power of attorney to the proxies appointed by the Company. For more detailed explanations, please refer to Section V below.

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 report regarding disclosures in accordance with section 289a of the German Commercial Code (HGB) and section 315a HGB for the 2020 financial year; presentation of the Supervisory Board's report for the 2020 financial year**

The aforementioned documents are available from the day of convening onwards on the Company's website at

www.kuka.com/Investor Relations/General Meeting.

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 Management Board and Supervisory Board propose distributing the balance sheet profit of KUKA Aktiengesellschaft for the past financial year 2020 amounting to EUR 48,407,917.73 as follows:

Disbursement of a dividend of EUR 0.11 per entitled no-par-value share	EUR 4,375,301.70
Transfer to other revenue reserves	EUR 22,016,308.02
Retained earnings	EUR 22,016,308.01

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 0.11 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 Management Board

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged from responsibility for the 2020 financial year.

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

4. Resolution on approving the discharge from responsibility of the members of the Supervisory Board

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged from responsibility for the 2020 financial 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. Elections to the Supervisory Board

Dr. Chengmao Xu resigned his seat on the Supervisory Board of KUKA Aktiengesellschaft with effect from January 17, 2021. The Management Board of KUKA Aktiengesellschaft had therefore applied for the court appointment of a Supervisory Board member to the vacated seat pursuant to section 104 (1) of the German Stock Corporation Act (AktG) in conjunction with section 6 (2) of the German Co-Determination Act (MitbestG).

By order dated February 23, 2021, served on February 26, 2021, the Augsburg Local Court appointed Mr. Lin (Avant) Bai as a member of the Supervisory Board. The appointment of Mr. Lin (Avant) Bai is limited in time until the end of the Annual General Meeting on May 21, 2021. Against this background, a new Supervisory Board member is to be elected by the Annual General Meeting on May 21, 2021. The term of office of the new Supervisory Board member to be appointed shall correspond to the original term of office of Dr. Chengmao Xu.

Pursuant to section 96 (1) and section 101 (1) AktG in conjunction with section 7 (1) no. 1 MitbestG and section 10 (1) of the Articles of Association, the Supervisory Board comprises twelve members in total, consisting of six members elected by the Annual General Meeting and six members elected in accordance with the MitbestG. In accordance with section 96 (2) AktG, the Supervisory Board comprises at least 30% women and at least 30% men. The Supervisory Board currently has a total of four female members, two of them on the shareholder side and two on the employee side. The gender quota is therefore currently met and would in any case still be met after the elections.

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

On the basis of the recommendation presented by the Supervisory Board's Nomination Committee, the Supervisory Board proposes that the following person be elected to the Supervisory Board as a representative of the shareholders:

Lin (Avant) Bai

Place of residence: Hefei, People's Republic of China

Age: 39 years

Current occupation: President Refrigerator Division Midea Group

The election shall take effect from the end of the Annual General Meeting on May 21, 2021 until the end of the Annual General Meeting resolving on discharge of responsibility for the first financial year after the beginning of the term of office; the financial year in which the term of office begins shall not be counted.

The Supervisory Board's election proposal was made on the basis of the requirements of the German Corporate Governance Code (hereinafter referred to as "GCGC"), taking into account the objectives specified by the Supervisory Board for its composition, and aims to fulfill the profile of skills drawn up by the Supervisory Board for the board as a whole. Supplementary

information relating to Agenda Item 5 is provided in Section II “Supplementary information on Agenda Item 5”.

6. Resolution on approval of the compensation system for members of the Management Board

As a result of the Act Implementing the Second Shareholder Rights Directive (ARUG II), section 87a AktG stipulates that the Supervisory Board of listed companies shall adopt a clear and comprehensible system for the compensation of Management Board members.

Section 120a (1) AktG, which has also been newly introduced, stipulates that the Annual General Meeting of listed companies shall resolve on approval of the compensation system for members of the Management Board submitted by the Supervisory Board whenever there is a significant change, but at least every four years.

The Annual General Meeting last passed a resolution on the compensation system for members of the Management Board of KUKA Aktiengesellschaft on June 6, 2018. Based on the preparatory work of its Personnel Committee, the Supervisory Board resolved to replace the system for the compensation of Management Board members submitted to the 2018 Annual General Meeting for approval with a modified compensation system with effect from January 1, 2021. The modified compensation system resolved by the Supervisory Board for members of the Company’s Management Board is described in Section III “Compensation system for members of the Management Board”. This description is also available on the Company’s website at <https://www.kuka.com/en-de/investor-relations/general-meeting>.

Based on the recommendation of its Personnel Committee, the Supervisory Board proposes that the compensation system for Management Board members resolved by the Supervisory Board with effect from January 1, 2021 be approved.

7. Resolution on approval of the compensation of members of the Supervisory Board

Section 113 (3) AktG was revised as a result of the ARUG II. Pursuant to section 113 (3) sentences 1 and 2 AktG, the Annual General Meeting of listed companies must pass a resolution on the compensation of members of the Supervisory Board at least every four years, with a resolution confirming the compensation being permissible. The compensation of the Supervisory Board of the Company is governed by section 17 of the Articles of Association and was last resolved in parts by the Annual General Meeting on May 31, 2017.

In accordance with section 17 of the Articles of Association, the members of the Supervisory Board are entitled to fixed compensation and a flat-rate expenses allowance.

The amount of compensation paid to members of the Supervisory Board is based on the duties performed by the respective member on the Supervisory Board or its committees.

In the opinion of the Management Board and the Supervisory Board, the compensation for members of the Supervisory Board set out in section 17 of the Company’s Articles of Association is still appropriate and shall remain unchanged. The existing compensation provisions also consider, in particular, recommendation G.17 GCGC and suggestion G.18 GCGC. The compensation for members of the Supervisory Board set out in section 17 of the Articles

of Association is presented under IV. "Compensation of Supervisory Board members". This also includes – where relevant – the disclosures pursuant to section 113 (3) sentence 3 and section 87a (1) sentence 2 AktG.

The Management Board and the Supervisory Board therefore propose that the compensation of members of the Supervisory Board as set out in section 17 of the Company's Articles of Association be confirmed.

8. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2021 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 2021 financial year

The Supervisory Board proposes, on the basis of the Audit Committee's recommendation, to resolve that PricewaterhouseCoopers Wirtschaftsprüfungsgesellschaft GmbH, Frankfurt am Main, Germany, be elected as the auditor of the annual financial statements and the consolidated financial statements for the 2021 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2021 financial year, if such a review of these statements is conducted.

II. Supplementary information relating to Agenda Item 5

1. Disclosures pursuant to section 125 (1) sentence 5 AktG

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

Lin (Avant) Bai

a) Membership in other statutory supervisory boards

None

b) Membership in comparable controlling bodies in Germany and abroad

None

2. Disclosures relating to recommendation C.13 GCGC

With reference to recommendation C.13 GCGC, the following disclosures are made regarding the proposed candidate:

Mr. Lin (Avant) Bai is President of Refrigerator Division Midea Group at Midea Group Co., Ltd. According to the voting rights notification dated December 21, 2018, Midea Group Co., Ltd. holds an indirect interest of 94.55% of the voting rights in KUKA Aktiengesellschaft through subsidiaries.

Lin (Avant) Bai, Hefei, Anhui, People's Republic of China
 President Refrigerator Division Midea Group, People's Republic of China

Personal Information:

Date of birth: December 8, 1981

Place of birth: Hubei Province, People's Republic of China

Education:

➤ Bachelor International Economics

Career:

2003 – 2012 Midea Air Conditioning – Sales Assistant, Area Manager, Director Overseas

2012 – 2017 Midea Refrigerator – General Manager Overseas Company

since 2017 Midea Group – President Refrigerator Division

Moreover, the résumé of the candidate proposed for election to the Supervisory Board is available on the Company's website at the Internet address www.kuka.com via the link <https://www.kuka.com/en-de/about-kuka/management/supervisory-board>.

III. Compensation system for the Management Board members

1. Principles of the compensation system and contribution of compensation to promoting the business strategy and to the long-term development of the Company

KUKA Aktiengesellschaft and its group companies (hereinafter referred to as "KUKA") operate in the highly dynamic and innovation-driven field of automation and robotics.

The compensation system for KUKA Aktiengesellschaft's Management Board members makes a significant contribution to promoting the corporate strategy of KUKA. For instance, we place a strong focus on sustainable and long-term performance compared to our competitors in order to meet the strategic goal of expanding our innovation and technology leadership. Management Board compensation therefore addresses KUKA's long-term earnings power compared to relevant competitors.

Growth opportunities exist for KUKA primarily in general industry, which can be realized by diversifying our business activities. While this requires investments on the one hand, it is reflected in the growth of the Company on the other. The compensation system for Management Board members therefore sets incentives to strengthen KUKA's internal financing potential and thus achieve sustainable corporate growth.

In order to be successful and grow profitably in the long term, sustainable and efficient cost structures are additionally of central importance for KUKA. The perspective of cost-efficient

management is anchored in the compensation system via the earnings power of the operating business.

The focus on these strategic goals in Management Board compensation is highly consistent with the interests of our shareholders and contributes to KUKA's long-term and sustainable success. The central objective and guiding principle here is, in particular, to sustainably increase KUKA's enterprise value over the long term.

To ensure that Management Board compensation is closely aligned with KUKA's success, the predominant part of Management Board compensation is ambitiously designed on a pay-for-performance basis. As a result, the achievements of the Management Board members are rewarded accordingly, while missed targets can lead to a reduction in variable compensation down to zero. Besides the financial success of KUKA as an overall Group, additional financial and non-financial performance targets are incorporated in order to take appropriate account of both individual and collective successes of Management Board members. In particular, this incentivizes the implementation of key focus topics and the achievement of sustainability goals, and caters for the interests of important stakeholders (especially customers and employees).

In addition to internal corporate objectives, the compensation system takes into account regulatory requirements. Thus, the compensation system complies with the requirements of the AktG and is closely aligned with the recommendations and suggestions of the GCGC.

In summary, the compensation system for the Management Board is based on the following guidelines:

Guiding principles for KUKA Aktiengesellschaft's compensation system	
Strategy reference	Promoting the implementation of the corporate strategy to ensure the sustainable and long-term success of the company.
Sustainability	Consideration of sustainability targets and interests of key stakeholders.
Competitor comparison	Incentives to secure and strengthen our market position.
Shareholder interests	Align the Executive Board's interests with the long-term increase of the company's value in the best interests of our shareholders.
Pay for performance	Predominantly performance-based compensation which is linked to the achievement of ambitious performance criteria.
Regulatory compliance	Compliance with the regulatory requirements of the AktG and recommendations of the GCGC.

2. Procedures for establishment, implementation and review of the compensation system, conflicts of interest and initial application

Pursuant to sections 87a (1) and 120a (1) AktG, the Supervisory Board of a listed company must adopt a clear and comprehensible compensation system for the Management Board of the company and submit it to the Annual General Meeting for approval. The present system was adopted by KUKA Aktiengesellschaft's Supervisory Board on March 24, 2021 and will be submitted for approval at the Annual General Meeting on May 21, 2021.

The Personnel Committee supports the Supervisory Board in drawing up the compensation system, in particular by making recommendations on the structure of the compensation system. The Personnel Committee and the Supervisory Board were supported by an external compensation consultant in the preparation of the compensation system. When appointing the compensation consultant, care was taken to ensure their independence from the Company and the Management Board.

The Supervisory Board and the Personnel Committee also ensure compliance with the general regulations of the AktG and the GCGC on dealing with conflicts of interest when establishing, implementing and reviewing the compensation system. Insofar as conflicts of interest exist, the Supervisory Board or Personnel Committee members concerned disclose these to the Chairman of the Supervisory Board and do not participate in the corresponding votes of the Supervisory Board or the Personnel Committee.

In addition, the Chairman of the Supervisory Board reports to the Annual General Meeting on any conflicts of interest and how they have been dealt with. Any material conflict of interest of a non-temporary nature will lead to termination of the mandate.

Subject to approval by the Annual General Meeting, the compensation system shall be resubmitted at least every four years. If the compensation system is rejected, the revised compensation system shall be submitted at the next Annual General Meeting. If substantial changes are made to the compensation system, the modified compensation system shall likewise be submitted at the next Annual General Meeting.

The present compensation system applies to all Management Board members appointed to the Management Board as of January 1, 2021.

3. Determination of the specific target total compensation and appropriateness of Management Board compensation

The Supervisory Board determines the amount of the individual target total compensation for each Management Board member. When determining the compensation, care is taken to ensure that it is commensurate both with the performance and duties of the respective Management Board member and with the situation of the Company. In addition, the compensation determined should not exceed the customary compensation without special reasons and should also be geared to the long-term and sustainable development of the Company.

Appropriateness is regularly assessed by means of a market comparison with the companies listed in the MDAX (horizontal comparison) and taking into account internal compensation ratios of Management Board members to the executive management team, non-payscale employees andayscale employees (vertical comparison).

4. Overview of the Management Board compensation system

a) The components of the compensation system

The compensation system for Management Board members contains fixed and variable components. The latter consist of several variable compensation components. For example, Management Board members receive a short-term variable compensation component (Short-Term Incentive Plan) with a performance period of one year and a long-term variable compensation component (Long-Term Performance Plan) with a performance period of four years. The fixed compensation components comprise a base salary and benefits in kind.

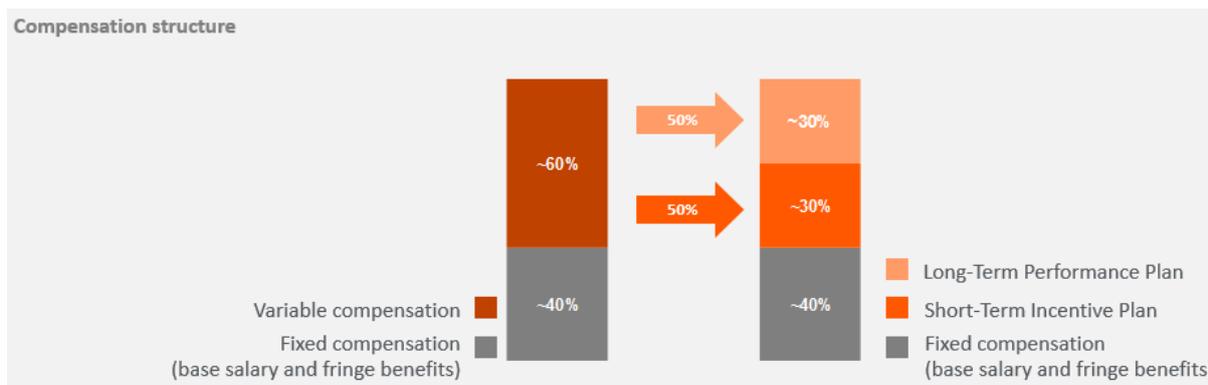
With the exception of benefits in kind, the compensation components are granted exclusively in cash.

The compensation components are summarized in the following chart:

Overview of the compensation system		
Fixed compensation	Base salary	Paid in twelve equal monthly installments.
	Fringe benefits	Mainly consists of benefits for the provision and use of a company vehicle.
Variable compensation	Short Term Incentive Plan	<ul style="list-style-type: none"> ▪ Performance period: one year ▪ Performance target: <ul style="list-style-type: none"> ▪ Financial targets (70%): Sales Revenues, EBIT, Free Cash Flow ▪ Non-financial targets (30%): individual and collective targets (particularly sustainability targets and stakeholder interests) ▪ Cap: 200% of the target amount
	Long-Term Performance Plan	<ul style="list-style-type: none"> ▪ Performance period: four years ▪ Performance target: <ul style="list-style-type: none"> ▪ Financial target: EPS-development (in %) compared to relevant competitors (relative EPS) ▪ Cap: 200% of the target amount
Malus & Clawback		Reduction (Malus) and reclaim (Clawback) of variable compensation in case of compliance violations or incorrect consolidated financial statement.
Maximum compensation		For the CEO the maximum compensation amounts to € 4,500,000 p.a., for Ordinary Executive Board members to € 3,000,000 p.a.

b) Compensation structure

The share of fixed compensation amounts to around 40% of the target total compensation. This means that a predominant share of around 60% of the target total compensation is accounted for by the variable compensation components. In addition, benefits in kind are granted at a level customary in the market. In the last three financial years, the amount of benefits in kind granted to members of the Management Board averaged around 1.5% of their base salary.



c) **Limitation of the compensation components and maximum total compensation**

The Supervisory Board has set a maximum level of compensation for each member of the Management Board in accordance with section 87a (1) sentence 2 no. 1 AktG. This amounts to EUR 4,500,000 p.a. for the Chairman of the Management Board and EUR 3,000,000 p.a. for ordinary members of the Management Board. The maximum compensation is the highest amount for the sum of base salary, benefits in kind, Short-Term Incentive Plan and Long-Term Performance Plan and relates to the total of all payments resulting from the compensation provisions for a financial year.

The Supervisory Board points out that these amounts do not represent the target total compensation deemed appropriate by the Supervisory Board, but merely an absolute upper limit that can at best be achieved if the targets are optimally met.

In addition, the two variable compensation components are each limited in their maximum payout amount.

5. **Detailed examination of the individual compensation components**

a) **Fixed compensation**

The fixed compensation consists of a base salary and benefits in kind.

(1) **Base salary**

The base salary is paid in twelve equal monthly installments and is based on the area of responsibility of the respective Management Board member.

(2) **Benefits in kind**

The benefits in kind granted to Management Board members consist mainly of the non-cash benefits for the provision and use of a company vehicle.

(3) **Pensions and early retirement regulations**

Pensions and early retirement regulations are not existing.

b) Variable compensation

The variable compensation paid to Management Board members is dependent on the achievement of financial targets of KUKA as well as additional individual and collective targets of the Management Board members. The variable compensation components may be forfeited entirely if the relevant targets are clearly missed, while at the same time they are capped. Thus, on the one hand, the variable compensation clearly reflects a pay-for-performance approach and ensures that the achievements of the Management Board members and their contribution to the implementation of KUKA's strategy are appropriately rewarded. On the other hand, the amount-based cap ensures a balanced risk-reward ratio and thus avoids excessive risk-taking.

(1) Short-Term Incentive Plan**(a) General functional principle**

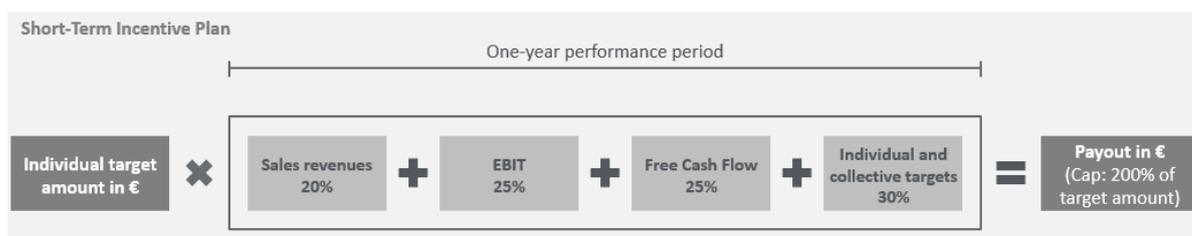
The Short-Term Incentive Plan addresses the operational implementation of the corporate strategy in terms of increasing the revenue and earnings power and strengthening the internal financing potential. This creates the basis for a strategic expansion and diversification of business activities and the requisite investments. The performance period is the respective financial year.

At the beginning of each financial year, the members of the Management Board are granted a target amount determined in their individual contracts. This is multiplied by the total achievement of the performance targets at the end of the financial year to determine the final payout amount. This is limited to 200% of the target amount (cap) and is paid in cash.

Overall target achievement is measured using three financial performance targets and an additional component, which may also include non-financial targets. All performance targets are set by the Supervisory Board at the beginning of the respective financial year and are linked additively.

The financial performance targets are derived from KUKA's management system and comprise the key performance indicators "sales revenues", "EBIT" and "free cash flow". The weighting of the financial performance targets with a total of 70% ensures that KUKA's financial performance is significantly interlinked with the compensation of the Management Board.

The component for tracking additional individual and collective targets is weighted with a total of 30%. This component allows specific incentives to be set with regard to central focus topics and consideration of KUKA's key non-financial targets. This includes, in particular, sustainability goals and the interests of our key stakeholders.



(b) Performance targets for the Short-Term Incentive Plan

An ambitious target achievement curve is assigned to each of the financial performance targets. At the beginning of each financial year, the Supervisory Board sets a target value for these targets, corresponding to 100% target achievement. A threshold value and a maximum value are defined in addition to the target value. The specific threshold, target and maximum values as well as the corresponding target achievement for the respective targets are disclosed transparently ex post in the compensation report.

Sales revenues (20% weighting)

Sales revenues are a key performance indicator in KUKA's financial management system and are implemented in the Short-Term Incentive Plan as a performance target to incentivize and implement the growth strategy we are pursuing.

EBIT (25% weighting)

EBIT (earnings before interest and taxes) refers to the operating result before the financial result and taxes and is also a key financial performance indicator for KUKA. By implementing EBIT as a performance target in the Short-Term Incentive Plan, long-term profitable growth and the achievement of sustainably efficient cost structures are incentivized in line with the corporate strategy.

Free cash flow (25% weighting)

Free cash flow represents the cash inflow from operating activities plus cash flow from investing activities and reflects the amount of financial resources generated by the Company within a financial year. KUKA aims to achieve profitable growth. The inclusion of free cash flow ensures that a strengthening of KUKA's internal financing potential is reflected in the Short-Term Incentive Plan. This lays the foundation for sustainable growth through additional investments.

Individual and collective targets (30% weighting)

In addition, criteria-based consideration is given to the individual and collective performance of the Management Board. The relevant performance targets are set by the Supervisory Board on the basis of a catalog of criteria. The catalog of criteria provides the Supervisory Board with guidance for setting specific performance targets for the members of the Management Board at the beginning of each financial year.

The Supervisory Board also incorporates sustainability goals and the interests of our key stakeholders.

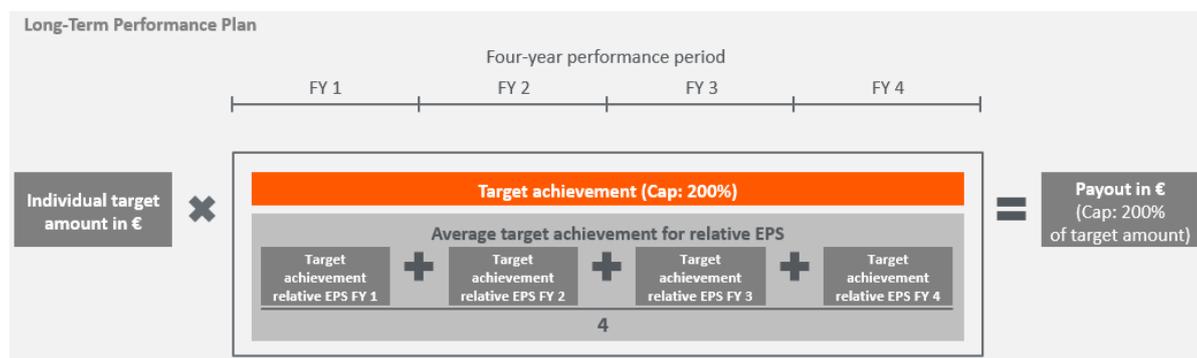
Short Term Incentive Plan – Illustrative criteria catalog for individual and collective targets

- | | |
|------------------------------|---|
| • Development of new markets | • Employee satisfaction |
| • Mergers and Acquisitions | • Sustainability (ESG: Environment, Social, Governance) |
| • Research and development | • Group organization |
| • Innovation | • Compliance |
| • Customer satisfaction | • Supply chain management |

The targets set for the members of the Management Board and the achievement of the respective performance targets are disclosed transparently ex post in the compensation report.

(2) Long-Term Performance Plan (LTPP)

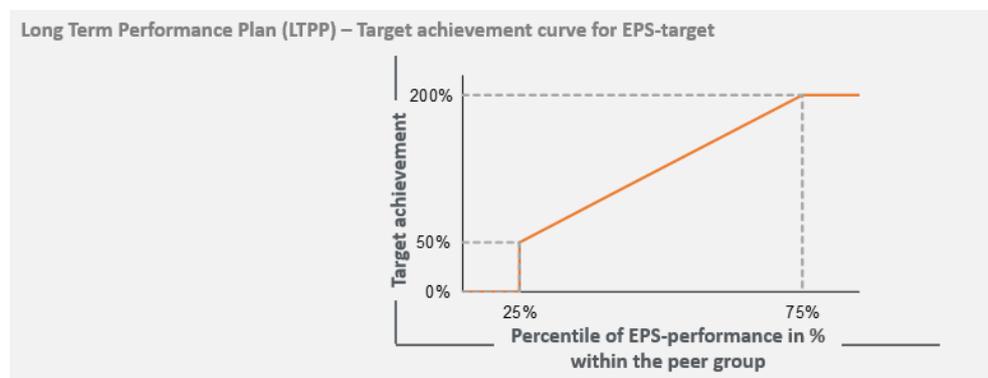
The long-term variable compensation is granted annually in the form of the Long-Term Performance Plan (LTPP) with a performance period of four years. At the beginning of each financial year, the Management Board members are assigned a target amount determined in their individual contracts for the respective tranche of the LTPP. At the end of the performance period, this target amount is multiplied by the target achievement for the financial performance target “relative earnings per share” (relative EPS). The payout amount determined is capped at 200% of the target amount. Payment is made in cash at the end of the performance period.



The LTPP provides incentives and rewards for KUKA’s long-term development. The EPS performance achieved by KUKA is compared with the EPS performance of relevant competitors in order to reflect the strategic goal of expanding innovation and technology leadership in the Management Board’s long-term variable compensation.

Relative EPS performance is measured by means of an annual comparison of KUKA’s percentage EPS development with the percentage EPS development of relevant competitors.

A target achievement of 50% for relative EPS performance is reached when KUKA is positioned at the 25th percentile within the peer group of relevant competitors (threshold value). A target achievement of 200% corresponds to KUKA's positioning at the 75th percentile (maximum value). A higher positioning does not result in higher target achievement. At the same time, if KUKA is positioned below the 25th percentile, this results in a target achievement of 0%. Target achievements between the threshold value and the maximum value are interpolated linearly.



The overall target achievement for the relative EPS target is calculated as the arithmetic mean of the target achievements over the four financial years of the performance period.

The peer group of relevant competitors is determined separately for each tranche, but is to remain fundamentally unchanged during the four-year performance period. In the event that the peer group is no longer deemed appropriate or individual peer companies no longer exist, the Supervisory Board shall be entitled to adapt the peer group accordingly to ensure representative performance measurement.

The specific composition of the peer group, the amount paid out under the LTPP, and the underlying target achievement for the respective tranche are disclosed transparently ex post in the compensation report.

c) **Malus and clawback**

The employment contracts of the members of the Management Board contain provisions for the reduction (malus) and return (clawback) of short-term and long-term variable compensation.

If there is a material violation of the duty of care pursuant to section 93 (2) AktG or a material breach of contractual compliance obligations, the Supervisory Board shall be entitled, at its due discretion, to reduce in full or in part the variable compensation not yet paid out for the financial year in which such violation or breach occurred ("compliance malus"). Under the same circumstances, the Supervisory Board may, at its due discretion, demand full or partial repayment of any variable compensation already paid out for the financial year in which such a violation or breach occurred ("compliance clawback").

In addition, the Supervisory Board is entitled to demand the return of variable compensation already paid out if it transpires that the audited and approved consolidated financial statements on which the calculation of the amount to be paid out were incorrect and must be adjusted in accordance with the relevant accounting standards and that lower or no variable compensation would have been paid out on the basis of the corrected and audited consolidated financial statements (“performance clawback”).

The above provisions shall not affect any claims by KUKA Aktiengesellschaft for damages, in particular pursuant to section 93 (2) AktG, the right of KUKA Aktiengesellschaft to revoke the appointment pursuant to section 84 (3) AktG, or the right of KUKA Aktiengesellschaft to terminate the employment contract of the Management Board member without notice (section 626 (1) of the German Civil Code (BGB)).

6. Compensation-related legal transactions

a) Contract term and termination options

Employment contracts (service contracts) are concluded with the members of the Management Board for the duration of their appointment. When making appointments to the Management Board, the Supervisory Board observes the requirements of section 84 AktG, in particular the maximum term of five years. The employment contracts of Management Board members have a fixed term. In the case of initial appointment, this is a maximum of three years.

There is no right to ordinary termination. This does not affect the statutory right to extraordinary termination for good cause pursuant to section 626 (1) BGB.

b) Provisions governing entry into the employment relationship during the year

The base salary and the target amounts of the variable compensation components are generally decreased pro rata temporis if the employment relationship commences during the year.

c) Provisions governing premature termination of the employment relationship

(1) Severance payment

In the event of premature termination of the Management Board appointment or the employment contract by the Company without good cause, or in the event of premature termination by mutual agreement without good cause, or in the event of premature resignation from office or termination of the employment contract by the Management Board member for good cause for which the Company is responsible, any severance payment to be made shall be limited to two years' compensation, but no more than the compensation for the remaining term of the contract. The target total compensation for the period to be indemnified is used as the basis for calculating the severance payment cap. In cases other than those described above, there is generally no entitlement to a severance payment.

If the Management Board member is entitled to compensation under a post-contractual non-competition clause, any severance payment to be made shall be offset against the waiting allowance. Likewise, other income shall be offset against the waiting allowance in accordance with section 74c of the German Commercial Code (HGB).

There is no entitlement to payments in excess of these provisions as a result of premature termination of the Management Board appointment or the employment contract.

(2) Variable compensation in the event of premature termination of the employment relationship

If the employment contract ends as a result of extraordinary termination by the Company for good cause pursuant to section 626 (1) BGB or if the Management Board member resigns without good cause and without amicable settlement during the financial year, or if the appointment is revoked by the Supervisory Board for good cause pursuant to section 84 (3) AktG during the financial year (other than due to a vote of no confidence by the Annual General Meeting), entitlement to the Short-Term Incentive Plan and all current tranches of the Long-Term Performance Plan shall lapse without compensation.

In the event of premature termination of the Management Board appointment or the employment contract by the Company without good cause, or in the event of premature resignation from office or termination of the employment contract by the Management Board member for good cause for which the Company is responsible, the Management Board member shall be entitled to a pro rata payment under the Short-Term Incentive Plan and a pro rata payment under the Long-Term Performance Plan calculated up to the end of the employment relationship.

(3) Work incapacity and death

If the Management Board member is temporarily prevented from performing his or her Management Board duties due to illness or other causes for which he or she is not responsible, the remuneration shall continue to be paid for a period of twelve months.

If the Management Board member becomes incapacitated during the term of the employment contract, the employment contract shall terminate at the end of the quarter in which the occupational disability was ascertained. Occupational disability is defined as an uninterrupted incapacity to work for a period of more than six months.

In the event of the death of a Management Board member, the monthly salary for the month of death and the following three calendar months shall be paid to the heirs, as shall the variable compensation components attributable to the same period.

d) Sideline activities of Management Board members

In the event that a member of the Management Board is elected to the Supervisory Board, Advisory Board or Administrative Board of a company affiliated with the Company, any compensation paid to the Management Board member by an affiliated company shall be offset against the compensation to which the Management Board member is entitled for the financial year in question.

The acceptance of a mandate on a supervisory board, advisory board, administrative board, association body or similar body outside the Group requires the prior consent of the Supervisory Board. The Supervisory Board shall decide on a case-by-case basis whether and to what extent any remuneration for such activities is to be offset against the compensation of the Management Board member.

7. Temporary deviations from the compensation system

The Supervisory Board may temporarily deviate from the submitted compensation system in special and exceptional circumstances pursuant to section 87a (2) sentence 2 AktG if this is necessary in the interests of the long-term welfare of the Company. Such deviations may be necessary, for example, to ensure adequate incentives in the event of a severe corporate or economic crisis. Unfavorable market developments, however, shall not be deemed special and exceptional circumstances justifying a deviation from the compensation system. Determination of the exceptional circumstances underlying and requiring a deviation shall be made by a resolution of the Supervisory Board. The components of the compensation system that may be deviated from are the procedure, the provisions relating to the compensation structure, the provisions relating to the financial and non-financial performance targets, and the provisions relating to the individual compensation components.

Notwithstanding any deviation from the compensation system, the compensation of the members of the Management Board must continue to be geared towards KUKA's long-term and sustainable development and be commensurate with the success of the Company and the performance of the Management Board.

Furthermore, the Supervisory Board may grant special payments to newly appointed members of the Management Board to compensate for salary losses resulting from a previous employment relationship or to cover costs arising from a change of location.

IV. Compensation of Supervisory Board members

Section 17 of the Articles of Association of the Company concerning the compensation of members of the Supervisory Board is worded as follows:

“Section 17 Compensation of the Members of the Supervisory Board

- (1) In addition to reimbursement of expenses, each member of the Supervisory Board receives fixed compensation. This amounts to EUR 30,000.00. This compensation is

payable after the end of the financial year.

- (2) The chair of the Supervisory Board is paid four times the compensation, and deputy chairs receive double the compensation. For chairing the Annual General Meeting (section 21 (1) of the Articles of Association) and for membership in any committee that is not of an interim nature, but at most for three committee memberships, Supervisory Board members receive additional compensation amounting to the annual compensation pursuant to para. 1; committee chairs are additionally paid half the annual compensation even if they chair more than one committee. Sentence 2 does not apply to the committee pursuant to section 27 (3) MitbestG.
- (3) The members of the Supervisory Board shall be reimbursed for all their reasonable costs and expenses in connection with attending meetings of the Supervisory Board and its committees and shall be granted a flat-rate expenses allowance amounting to EUR 450.00.
- (4) Additionally, the Company shall reimburse the Supervisory Board members for any value-added tax applied to their remuneration and to the reimbursement of their costs and expenses.”

V. Further information relating to the convening of the Annual General Meeting

1. 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.

2. Implementation of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies; online service

With the consent of the Supervisory Board of the Company, the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) pursuant to section 1 (1) and (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, Federal Law Gazette 2020, Part I, No. 14, page 570 et seq. (hereinafter referred to as the “COVID-19 Act”), as amended by article 11 of the Act to Further Shorten the Residual Debt Relief Procedure and to Adjust Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Tenancy and Lease Law of December 22, 2020, Federal Law Gazette 2020, Part I, No. 67, page 3328 et seq. (hereinafter referred to as the “COVID-19 Amendment Act”).

The entire Annual General Meeting will be transmitted audio-visually on Friday, May 21, 2021, starting at 10:00 hours CEST via the Company's online service at the Internet address www.kuka.com/Investor Relations/General Meeting via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>.

Only those shareholders who have duly registered will be able to follow the audio-visual transmission of the entire Annual General Meeting via the Company's online service (the requirements for registration are explained below under Section 3). Shareholders may exercise their voting rights themselves or through duly authorized proxies either by electronic postal vote or by authorizing a proxy appointed by the Company, and may also ask questions and lodge objections to resolutions of the Annual General Meeting via the Company's online service.

It is not possible to exercise shareholders' rights beyond this in the virtual Annual General Meeting. Nor are shareholders and their proxies (with the exception of proxies appointed by the Company) permitted to attend on site, i.e. at the Company's registered office. The audio-visual transmission of the Annual General Meeting also does not entitle shareholders and shareholder representatives to participate in the Annual General Meeting by way of electronic communication within the meaning of section 118 (1) sentence 2 AktG (no electronic participation).

The online service is available on the Company's website at www.kuka.com/Investor Relations/General Meeting via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> from 0:00 hours CEST on Friday, April 30, 2021 for duly registered shareholders and their proxies. To use the Company's online service, shareholders and their proxies must register using the access card number and access code that registered shareholders and their proxies receive with the access card for the Company's online service. The various options for exercising shareholder rights in relation to the virtual Annual General Meeting are displayed on the user interface in the Company's online service after registration. Shareholders can find further details on use of the Company's online service and the terms of registration and use in the information sheet available there.

3. Prerequisites for exercising shareholder rights and voting rights at the virtual Annual General Meeting

Shareholders wishing to exercise their shareholder rights, in particular their voting rights, at the virtual Annual General Meeting 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, i.e. Friday, April 30, 2021, 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 at the following address and be received no later than the seventh day prior to the General Meeting, i.e. at the latest by Friday, May 14, 2021, 24:00 hours CEST:

KUKA Aktiengesellschaft
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Fax: +49 (0) 9628 92 99 871
E-Mail: anmeldestelle@c-hv.com

After due receipt by the Company of the registration and the special proof of share ownership, the access cards for the Company's online service with personal access data (access card number and access code) for exercising shareholder rights at the virtual Annual General Meeting will be sent to the shareholders or their proxies.

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.

4. Voting by electronic postal vote or by proxy

a) Procedure for electronic postal voting

Shareholders may exercise their voting rights by way of electronic communication (*postal vote*). Proper registration is required for this (see Section 3). Electronic postal voting may be carried out via the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor-Relations/General-Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>.

Voting via the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor-Relations/General-Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> is possible from 0:00 hours CEST on Friday, April 30, 2021, until the end of voting at the virtual Annual General Meeting on May 21, 2021.

Until this time, any votes cast using the Company's online service can also be changed or revoked via the online service. Shareholders can find details on voting via the Company's online service in the information sheet and the terms of use available there.

Should separate votes be held on an agenda item without this having been communicated in advance of the Annual General Meeting, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the separate voting.

Further information on electronic postal voting is provided on the access card for the Company's online service sent to duly registered shareholders, and is also available on the Company's website at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>.

b) Voting by proxy

Shareholders may also exercise their voting rights by way of proxy, provided they have granted a corresponding power of attorney. 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.

Pursuant to section 134 (3) sentence 3 AktG, the granting of power of attorney, revocation thereof and proof of authorization vis-à-vis the Company must be in text form (section 126b BGB) and must be sent to the Company no later than Wednesday, May 19, 2021, 24:00 hours CEST, at the following address:

KUKA Aktiengesellschaft
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Fax: +49 (0) 9628 92 99 871
E-Mail: anmeldestelle@c-hv.com

Alternatively, power of attorney may be granted using the input form in the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>.

This option is available to shareholders until the end of voting at the Annual General Meeting on May 21, 2021. Until this time, it is also possible to revoke or amend a power of attorney previously sent in text form (section 126b BGB) or granted via the Company's online service. If a power of attorney is sent both in text form (section 126b BGB) and via the Company's online service – in due time in each case – only the power of attorney submitted via the Company's online service shall be treated as binding, irrespective of the chronological order in which they are received by the Company. Shareholders can find details on granting powers of attorney and on revoking a previously granted power of attorney using the input form in the Company's online service in the information sheet and the terms of use available there.

In the case of authorization to exercise voting rights pursuant to section 135 AktG (granting of power of attorney to intermediaries, voting advisors, shareholders' associations or professional agents), the power of attorney may only be granted to a specific proxy and must be retained in verifiable form by the proxy. The power of attorney must also be complete and may only contain declarations associated with the exercise of voting rights. In these cases, please coordinate the form of the power of attorney with the proxy. According to section 135 (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.

The exercise of shareholder rights in relation to the virtual General Meeting via the Company's online service by the proxy requires that the proxy receives its own access code from the shareholder. The use of the access code by the proxy shall at the same time be deemed proof of authorisation; further proof of authorisation vis-à-vis the Company in text form is not required.

c) Representation by proxies appointed by the Company

We offer our shareholders the opportunity to be represented by Company-appointed proxies who exercise the voting rights exclusively in accordance with the instructions of the respective shareholder. In addition to the power of attorney, these Company proxies must also be given instructions for exercising the voting rights. They do not exercise voting rights at their own discretion, but exclusively on the basis of the instructions issued by the shareholder. If no explicit instructions have been given or if instructions are contradictory or unclear, the Company-appointed proxies shall abstain from voting on the relevant resolution items; this also always applies to unforeseen motions. Should separate votes be held on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction regarding this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the separate voting. Please note that the Company-appointed proxies will not accept any requests to address the General Meeting, ask questions, propose motions or make statements for the record, either prior to or during the Annual General Meeting, nor will they exercise any shareholder rights other than voting rights.

The power of attorney for the Company-appointed proxies as well as any instructions must be issued in text form (section 126b BGB) or must be submitted using the input form via the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>. This applies equally to the amendment or revocation of the power of attorney or the instructions. The authorization and instruction form for the Company's proxies with the relevant explanations is printed on the access card for the Company's online service, which is sent to shareholders after they have registered in due form and time as described above. These documents are additionally available for downloading from the Company's website at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>.

For organizational reasons, the granting of power of attorney to the Company-appointed proxies, the issuing of instructions and the revocation thereof must be sent to the Company by one of the following means no later than 24:00 hours CEST on Wednesday, May 19, 2021:

KUKA Aktiengesellschaft
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen, Germany
Fax: +49 (0) 9628 92 99 871
e-mail: anmeldestelle@c-hv.com

Granting of the power of attorney to exercise voting rights together with instructions to the Company-appointed proxies and revocation thereof are additionally possible using the input form in the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor-Relations/General-Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> until the end of voting at the virtual Annual General Meeting on May 21, 2021. Until this time, it is also possible to revoke or amend a power of attorney with instructions to the Company proxies previously sent in text form (section 126b BGB) or granted via the Company's online service. If a power of attorney with instructions to the Company proxies is sent both in text form (section 126b BGB) and via the Company's online service – in due time in each case – only the power of attorney with the associated instructions submitted via the Company's online service shall be treated as binding, irrespective of the chronological order in which they are received by the Company. Shareholders can find details on granting powers of attorney with instructions to the Company proxies and on revoking a previously granted power of attorney using the input form in the Company's online service in the information sheet and the terms of use available there.

If Company-appointed proxies bound by instructions are granted a power of attorney, they must in any case be given instructions on how to exercise the voting rights. Without these instructions, the power of attorney is invalid. Even if Company-appointed proxies are granted a power of attorney, registration and proof of share ownership must be provided in due form and time in accordance with the above provisions.

d) Electronic confirmation of voting in the case of electronic postal voting

Shareholders or their proxies who cast votes by electronic postal voting shall receive electronic confirmation of the electronic exercise of voting rights from the Company in accordance with the requirements of section 118 (1) sentences 3 to 5 AktG in conjunction with article 7 (1) and article 9 (5) subparagraph 1 of the Implementing Regulation (EU) 2018/1212. This confirmation will be provided to the shareholder or, in the case of a proxy, to the proxy directly after the electronic postal vote has been submitted in the Company's online service.

If the vote is not cast by the shareholder himself or herself but by an intermediary within the meaning of section 67a (4) AktG by way of electronic postal voting, the intermediary shall immediately send the electronic confirmation of the electronic exercise of voting rights to the shareholder in accordance with section 118 (1) sentence 4 AktG.

The Company reserves the right to use the services of a third party for transmission of the electronic confirmation of the vote.

e) Proof of the vote count

Pursuant to section 129 (5) sentence 1 AktG, shareholders or their proxies may request confirmation from the Company within one month of the Annual General Meeting, i.e. by 24:00 hours CEST on Monday, June 21, 2021, as to whether and how the votes cast were counted. The request can be made in the Company's online service after the end of the Annual General Meeting until Monday, June 21, 2021, 24:00 hours CEST. Alternatively, a request form is available on the Company's website at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> and may also be requested from the address given above for registration at

KUKA Aktiengesellschaft
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Fax: +49 (0) 9628 92 99 871
E-Mail: anmeldestelle@c-hv.com

The completed form for requesting confirmation of the vote count may be sent until Monday, June 21, 2021, 24:00 hours CEST, to the address stated above for registration or to the aforementioned fax number or e-mail address. The time of receipt by the Company is decisive in each case.

The Company or a third party engaged by it to send the confirmation will in this case send the shareholder or proxy confirmation in accordance with the requirements of section 129 (5) sentence 2 AktG in conjunction with article 7 (2) of the Implementing Regulation (EU) 2018/1212 within the fifteen-day period pursuant to article 9 (5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212.

If the votes are not cast by the shareholder himself or herself but by an intermediary within the meaning of section 67a (4) AktG and if the intermediary requests transmission of the aforementioned confirmation, the intermediary shall transmit this confirmation on the counting of the votes cast to the shareholder without undue delay pursuant to section 129 (5) sentence 3 AktG.

5. Shareholder rights in accordance with section 122 (2), section 126 (1), section 127 AktG**a) Addition to the agenda in accordance with section 122 (2) AktG**

Shareholders whose shares correspond in aggregate to one twentieth (5%) of the share capital or to a proportionate amount of the share capital of 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 to the Management Board of the Company (KUKA Aktiengesellschaft, Management Board, reference: "Annual General Meeting", Zugspitzstrasse 140, 86165 Augsburg; e-mail: hauptversammlung2021@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 Tuesday, April 20, 2021, 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/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> under "Announcements in accordance with section 121 (3) sentence 3 no. 3 AktG regarding shareholder rights".

Proposals for additions to the agenda that have been duly submitted will be treated at the virtual Annual General Meeting as if the underlying resolution proposals had been submitted at the Annual General Meeting provided any shareholder submitting a proposal has duly registered for the virtual Annual General Meeting.

b) Motions and nominations by shareholders in accordance with section 126 (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). Countermotions must be accompanied by a statement of reasons; election proposals do not need to be substantiated. Countermotions and election proposals must be sent exclusively via one of the following contact options:

**KUKA Aktiengesellschaft
Management Board
Reference "Annual General Meeting"
Zugspitzstrasse 140
86165 Augsburg, Germany
Fax: +49 (0)821 797 5393
e-mail: hauptversammlung2021@kuka.com**

Countermotions or election proposals addressed otherwise will not be considered. Countermotions with grounds or election proposals from shareholders that are received in good time, i.e. by 24:00 hours CEST on Thursday, May 6, 2021, via one of the aforementioned contact options and are subject to disclosure will be published on the Company's website at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>, including the name of the shareholder and the grounds (optional in the case of election proposals) and, if applicable, with the content to be supplemented in accordance with section 127 sentence 4 AktG, without undue delay after receipt. Any statements from the Management shall also be published at this Internet address.

The Company may refrain from publishing a countermotion and its grounds or an election proposal under the conditions set out in section 126 (2) sentence 1 AktG (in conjunction with section 127 sentence 1 AktG). A statement of grounds for a countermotion or the optional statement of grounds for an election proposal need not be published if they exceed 5,000 characters in total. Pursuant to section 127 sentence 3 AktG, the Management Board also does not have to publish election proposals if they do not contain the information required by section 124 (3) sentence 4 AktG and section 125 (1) sentence 5 AktG.

No countermotions or election proposals may be submitted during the virtual Annual General Meeting. Countermotions and election proposals of shareholders, which have to be published in accordance to section 126 AktG or section 127 AktG, shall be deemed to have been submitted at the meeting if the shareholder proposing the motion or submitting the election proposal is duly legitimized and registered for the Annual General Meeting (section 1 (1) sentence 3 COVID-19 Act in conjunction with article 11 (1) no. 1 (b) COVID-19 Amendment Act).

6. Shareholders' right to ask questions pursuant to section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

Duly registered shareholders have the right to ask questions by way of electronic communication (section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act in conjunction with section 11 (1) no. 1 (a) of the COVID-19 Amendment Act).

For organizational reasons, questions must be submitted no later than 24:00 hours CEST on Wednesday, May 19, 2021, using the input form provided for this purpose in the Company's online service at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>. Questions submitted later or by other means will be disregarded. The Management Board shall decide how to answer questions at its own dutiful discretion (section 1 (2) sentence 2 clause 1 of the COVID-19 Act in conjunction with section 11 (1) no. 1 (b) of the COVID-19 Amendment Act). In doing so, the Board may, in particular, group questions together. Any queries regarding the information provided by the Management Board shall be excluded. Furthermore, shareholders have neither the right to information pursuant to section 131 AktG nor the right to speak at and during the virtual Annual General Meeting.

7. Declaration of objections to resolutions of the Annual General Meeting pursuant to section 1 (2) sentence 1 no. 4 COVID-19 Act

In deviation from section 245 no. 1 AktG and waiving the requirement to be present at the Annual General Meeting, duly registered shareholders may, from the beginning of the virtual Annual General Meeting until its end, use the Company's online service to declare their objection to resolutions of the Annual General Meeting in writing at the Internet address [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor-Relations/General-Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> if they exercise or have exercised their voting rights in accordance with the aforementioned provisions. Shareholders can find details on the declaration of objections to resolutions of the Annual General Meeting in the information sheet and the terms of use available there.

8. Publication on the Company's website

As soon as the Annual General Meeting has been convened, the following information and documents shall be available on the Company's website at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor-Relations/General-Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>:

- a) The content of the convening notice, including an explanation as to why no resolution has been provided for Agenda Item 1,
- b) the documents to be made available to the Annual General Meeting,
- c) the Company's Annual Report for the 2020 financial year, which in particular also contains a presentation of the compensation system for the members of the Management Board,
- d) the total number of shares and voting rights at the time of convening the Annual General Meeting,
- e) the forms that may be used for granting a power of attorney or authorizing a Company-appointed proxy bound by instructions and for issuing instructions to such proxy,
- f) more detailed explanations of the shareholders' rights described above (additions to the agenda, countermotions or election proposals, right to ask questions, right to object),
- g) information sheet on the Company's online service (available from the start of the online service on April 30, 2021).

Data protection policy

1. General information

a) Introduction

KUKA Aktiengesellschaft attaches great importance to data protection and the respect of privacy. With the following data protection information, we would like to advise our shareholders about the processing of their personal data and their rights in this regard in accordance with the applicable data protection laws, in particular Regulation (EU) 2016/679 (General Data Protection Regulation - GDPR) in connection with the preparation, implementation and follow-up of the Annual General Meeting.

b) The data controller as defined in Article 4 (7) GDPR is

KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg, Germany

c) Contact details of the Data Protection Officer

KUKA Aktiengesellschaft, Data Protection Officer, Zugspitzstrasse 140, 86165 Augsburg, Germany
e-mail: data-privacy@kuka.com

2. Information regarding processing

a) Data categories

In particular, we process the following categories of personal data:

- First and last name,
- address,
- number of shares,
- type of share ownership,
- postal votes and instructions,
- IP address (if use is made of the online service) and
- access card number and access code.

In addition, we may also process the personal data of a proxy appointed by a shareholder (in particular his or her 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 details provided by the shareholder or proxy, e.g. e-mail address or telephone number). Where appropriate, we also process information on motions, questions, election proposals and requests from shareholders.

b) Purposes and legal bases for processing

We use personal data to enable shareholders to participate in and exercise rights at the Annual General Meeting. The processing of personal data is necessary for the orderly preparation, implementation and follow-up of the Annual General Meeting and to enable shareholders to exercise their rights at the (virtual) Annual General Meeting in accordance with sections 118 et seq. AktG. The legal basis for processing is the AktG in conjunction with Article 6 (1) sentence 1 (c) GDPR.

In addition, we may also process personal data to comply with other legal obligations, such as regulatory requirements and obligations to retain data under stock corporation, securities, commercial and tax law. The legal basis for processing is the respective legal regulations in conjunction with Article 6 (1) sentence 1 (c) GDPR.

All KUKA Aktiengesellschaft shares are bearer shares. Unlike with registered shares, KUKA Aktiengesellschaft does not maintain a share register within the meaning of section 67 AktG in which the name, date of birth and address of the shareholder and the number of shares are to be entered.

c) Categories of recipients of personal data

In some instances, we use external service providers for preparing, conducting and following up on the Annual General Meeting (in particular for printing and mailing the invitation to the Annual General Meeting and 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 only receive personal data from us that are required for performance of the commissioned service and process the data exclusively in accordance with the instructions of KUKA Aktiengesellschaft. Each of our employees and all employees of external service providers who have access to or process personal data are obliged to treat these data confidentially.

d) Data sources

We or our service providers commissioned to do so generally receive the shareholders' personal data via our registration office from the shareholders' credit institutions that they have commissioned to hold our shares for safekeeping (so-called custodian banks).

e) Storage period

For the data collected in connection with the Annual General Meeting, the storage period is up to three years as a rule. As a matter of principle, we anonymize or erase personal data unless we are required by statutory record-keeping and retention regulations to continue to store such data or unless longer storage is necessary for the purposes of legal proceedings. Information on questions from shareholders at the upcoming Annual General Meeting will be anonymized after expiry of the contestation period as a matter of principle unless longer storage is necessary for the reasons stated above.

3. Rights of data subjects

As data subjects, shareholders may contact our Data Protection Officer at any time by sending an informal message using the contact details provided in 1.c) above in order to exercise their rights in accordance with the GDPR, the conditions for which must be checked in each individual case.

This particularly includes:

- the right to obtain information about the data processing as well as a copy of the processed data (right of access to information, Article 15 GDPR),
- the right to request the rectification of inaccurate data or the completion of incomplete data (right to rectification, Article 16 GDPR),
- the right to request the erasure of personal data and, if the personal data have been made public, to inform other data controllers of the request for erasure (right to erasure, Article 17 GDPR),
- the right to request the restriction of data processing (right to restriction of processing, Article 18 GDPR).

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

Augsburg, April 2021

KUKA Aktiengesellschaft

The Management Board