

**Overview with disclosures pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212**

**A. Content of the notification**

1. Virtual Annual General Meeting of KUKA Aktiengesellschaft 2022  
KUKAOHV20225
2. Convening of the General Meeting

**B. Information about the issuer**

1. ISIN: DE0006204407 / WKN: 620440
2. Name of issuer: KUKA Aktiengesellschaft

**C. Specification of the General Meeting**

1. Date of the General Meeting: May 17, 2022
2. Time of the General Meeting: 10:00 hours (CEST) (8:00 hours UTC)
3. Type of General Meeting: Virtual Annual General Meeting without physical presence of shareholders or their proxies
4. Location of the General Meeting: <https://www.kuka.com/en-de/investor-relations/general-meeting>  
Location of the General Meeting as defined by the Stock Corporation Act: KUKA Aktiengesellschaft, Zugspitzstrasse 140, 86165 Augsburg, Germany
5. Record Date: April 26, 2022, 0:00 hours CEST (beginning of the 21st day prior to the Annual General Meeting) (for bank processing this corresponds to April 25, 2022, 24:00 hours (CEST))
6. Website for the General Meeting: <https://www.kuka.com/en-de/investor-relations/general-meeting>

**KUKA Aktiengesellschaft  
Augsburg**

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

**Tuesday, May 17, 2022, at 10:00 a.m.**

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 location of the General Meeting as defined by the Stock Corporation Act is Zugspitzstrasse 140, 86165 Augsburg, Germany.

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](http://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. More detailed explanations can be found below under Section C. Further information relating to the convening of the Annual General Meeting.

**A. Agenda**

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the consolidated 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 2021 financial year; presentation of the Supervisory Board's report for the 2021 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](http://www.kuka.com/Investor Relations/General Meeting)

and will also be available there during the Annual 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 2021 amounting to EUR 7,299,019.08 as follows:

Disbursement of a dividend of EUR 0.11 per entitled no-par-value share	EUR 4,375,301.70
--	------------------

Retained earnings	EUR 2,923,717.38
-------------------	------------------

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 2021 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 2021 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. Resolution on the approval of the compensation report for the 2021 financial year prepared and audited pursuant to section 162 of the German Stock Corporation Act (AktG)**

Following the amendment to the Stock Corporation Act by the Act Implementing the Second Shareholder Rights Directive (ARUG II), a compensation report is to be prepared by the Management Board and Supervisory Board pursuant to section 162 AktG and submitted to the Annual General Meeting for approval pursuant to section 120a (4) AktG.

The Management Board and Supervisory Board of KUKA Aktiengesellschaft have prepared a report pursuant to section 162 AktG on the compensation granted and owed to each individual current or former member of the Management Board and Supervisory Board in the 2021 financial year. In accordance with section 162 (3) AktG, the compensation report was reviewed by the auditor to determine whether the legally required disclosures pursuant to section 162 (1) and (2) AktG had been made. The compensation report is reproduced after the agenda under Section B. Compensation report (information on Agenda Item 5). The auditor's report on the audit of the compensation report is attached to the compensation report.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

“The compensation report of KUKA Aktiengesellschaft for the 2021 financial year, prepared and audited pursuant to section 162 of the German Stock Corporation Act, is approved.”

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

[www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting)

and will also be available there during the Annual General Meeting (for a detailed list of the documents made accessible, please refer to Section C. Further information relating to the convening of the Annual General Meeting, item 8).

**6. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2022 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 2022 financial year**

The Supervisory Board proposes, on the basis of the Audit Committee's recommendation, to resolve that PricewaterhouseCoopers Wirtschaftsprüfungsgesellschaft GmbH, Frankfurt am Main, be elected as the auditor of the annual financial statements and the consolidated financial statements for the 2022 financial year and for an independent review of the condensed financial statements and the interim management report for the first half-year of the 2022 financial year, if such a review of these statements is conducted.

**7. Resolution on the transfer of shares held by the remaining shareholders of KUKA Aktiengesellschaft (minority shareholders) to Guangdong Midea Electric Co., Ltd. (majority shareholder) in return for an appropriate cash compensation pursuant to sections 327a et seq. of the German Stock Corporation Act (AktG)**

Pursuant to section 327a (1) sentence 1 AktG, the Annual General Meeting of a stock corporation may, at the request of a shareholder who owns shares in the Company amounting to 95% of the share capital (majority shareholder), resolve to transfer the shares of the remaining shareholders (minority shareholders) to the majority shareholder in return for an appropriate cash compensation (exclusion of minority shareholders, so-called squeeze-out under stock corporation law).

The share capital of KUKA Aktiengesellschaft currently amounts to EUR 103,416,222.00 and is divided into 39,775,470 no-par-value bearer shares with a pro rata amount of share capital of EUR 2.60 per share. Guangdong Midea Electric Co., Ltd. – a wholly owned subsidiary of Midea Group Co., Ltd. – indirectly holds a total of 37,911,876 no-par-value shares in KUKA Aktiengesellschaft through its wholly owned subsidiaries Midea Electric Netherlands (I) B.V. and Midea Electric Netherlands (II) B.V., and thus approximately 95.31% of the share capital of KUKA Aktiengesellschaft within the meaning of section 327a AktG in conjunction with section 16 (2) and (4) AktG. Guangdong Midea Electric Co., Ltd. is thus the majority shareholder within the meaning of section 327a (1) sentence 1 AktG.

Pursuant to section 327a (1) sentence 1 AktG, Guangdong Midea Electric Co., Ltd. first sent KUKA Aktiengesellschaft, in a letter dated November 23, 2021, a request to take the necessary measures to enable the Annual General Meeting of KUKA Aktiengesellschaft to pass a resolution on the transfer of the shares held by the Company's minority shareholders to Guangdong Midea Electric Co., Ltd. in return for an appropriate cash compensation.

In a letter dated March 24, 2022, Guangdong Midea Electric Co., Ltd. confirmed its transfer request and specified that it has set the amount of the cash compensation to be granted to the minority shareholders for the transfer of the shares at EUR 80.77 per no-par-value bearer share of KUKA Aktiengesellschaft.

In a written report to the Annual General Meeting of KUKA Aktiengesellschaft dated March 24, 2022, Guangdong Midea Electric Co., Ltd. has, pursuant to section 327c (2) sentence 1 AktG, set out the conditions for the transfer of the shares of the minority shareholders and explained and justified the appropriateness of the cash compensation it has determined (so-called transfer report). Guangdong Midea Electric Co., Ltd. has stipulated the appropriate cash compensation on the basis of an expert opinion on the enterprise value of KUKA Aktiengesellschaft prepared by KPMG AG Wirtschaftsprüfungsgesellschaft, Munich. At the request of Guangdong Midea Electric Co., Ltd., Regional Court Munich I, by order dated December 9, 2021, appointed Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, as expert auditor for assessing the appropriateness of the cash compensation. The expert auditor issued a written audit report on the appropriateness of the cash compensation on March 28, 2022 in accordance with section 327c (2) sentence 4 in conjunction with section 293e AktG and confirmed the stipulated cash compensation as appropriate.

In addition, Guangdong Midea Electric Co., Ltd. has provided KUKA Aktiengesellschaft with a declaration by BNP Paribas S.A. German branch pursuant to section 327b (3) AktG in which BNP Paribas S.A. German branch unconditionally and irrevocably guarantees the fulfillment of the obligation of Guangdong Midea Electric Co., Ltd. to pay the minority shareholders the stipulated cash compensation for the transferred shares in KUKA Aktiengesellschaft without undue delay after entry of the transfer resolution in the commercial register.

The squeeze-out of minority shareholders is based on the resolution of the Annual General Meeting and becomes effective upon entry of the resolution in the commercial register of KUKA Aktiengesellschaft.

At the request of Guangdong Midea Electric Co., Ltd., the Management Board and Supervisory Board of KUKA Aktiengesellschaft therefore propose that the following resolution be adopted:

“The no-par-value bearer shares of the remaining shareholders (minority shareholders) of KUKA Aktiengesellschaft, domiciled in Augsburg, Germany, shall, in return for cash compensation of EUR 80.77 per no-par-value bearer share of KUKA Aktiengesellschaft to be paid by Guangdong Midea Electric Co., Ltd., domiciled in Foshan City, PR China, and registered with the State Administration of Industry and Commerce (SAIC), PR China, under number 91440606MA4W96D79N (majority shareholder), be transferred to the majority shareholder pursuant to section 327a (1) sentence 1 AktG.”

The following documents are available from the day of convening onwards on the Company’s website at

[www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor Relations/General Meeting):

- the draft of the transfer resolution relating to Agenda Item 7,
- the annual financial statements of KUKA Aktiengesellschaft, the consolidated financial statements and the consolidated management reports of KUKA Group for the last three financial years 2021, 2020, 2019,
- the written report dated March 24, 2022 prepared by Guangdong Midea Electric Co., Ltd. in its capacity as majority shareholder on the conditions for the transfer of the shares of the minority shareholders of KUKA Aktiengesellschaft to Guangdong Midea Electric Co., Ltd. as well as the appropriateness of the cash compensation, together with attachments, in particular the expert opinion of KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, on the enterprise value of KUKA Aktiengesellschaft and on the appropriate cash compensation in the context of the planned squeeze-out of the minority shareholders as well as the guarantee declaration of BNP Paribas S.A. German branch pursuant to section 327b (3) AktG,
- the report of the court-appointed expert auditor Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, on the assessment of the appropriateness of the cash compensation pursuant to section 327c (2) sentence 2 AktG on the occasion of the intended transfer of the shares of the minority shareholders of KUKA

Aktiengesellschaft, Augsburg, Germany, to Guangdong Midea Electric Co., Ltd., Foshan City, PR China, dated March 28, 2022,

The documents will also be available at [www.kuka.com/Investor Relations/General Meeting](http://www.kuka.com/Investor%20Relations/General%20Meeting) during the Annual General Meeting.

## **B. Compensation report (information on Agenda Item 5)**

The compensation report summarizes the basic principles used to establish the compensation of the Management and Supervisory Boards of KUKA Aktiengesellschaft. It explains the structure and amount of compensation paid to members of the Management Board and Supervisory Board. The compensation report complies with the requirements of section 162 of the German Stock Corporation Act (AktG).

The Supervisory Board of KUKA Aktiengesellschaft adopted a new compensation system on March 24, 2021. This was approved by the Annual General Meeting on May 21, 2021. The new compensation system shall apply retroactively as of the beginning of the 2021 fiscal year (with the deviations outlined under Section VII).

The compensation system also largely takes into account the recommendations of the GCGC as amended on December 16, 2019 (hereinafter referred to as "GCGC 2020"). Any deviations from the recommendations of the GCGC 2020 are set out in the Declaration of Compliance by the Management Board and the Supervisory Board dated February 9, 2022.

### **Compensation of the members of the Management Board**

#### **I. Fundamentals of the compensation system**

The compensation system for members of the Management Board of KUKA Aktiengesellschaft makes a significant contribution to promoting the corporate strategy of KUKA Aktiengesellschaft and its Group companies (hereinafter collectively "KUKA"). There is a strong focus on sustainable and long-term performance compared to competitors in order to meet the strategic goal of expanding innovation and technology leadership. The compensation system for Management Board members therefore sets incentives to strengthen KUKA's internal financing potential and thus achieve sustainable corporate growth.

The focus on these strategic goals in Management Board compensation is highly consistent with the interests of the 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.

The major part of Management Board compensation is performance-related and ambitious ("pay for performance"). 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 German Stock Corporation Act (AktG) and is largely aligned with the recommendations and suggestions of the GCGC 2020.

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.

## II. The compensation system at a glance

### 1. Components of Management Board compensation

The compensation system for members of the Management Board of KUKA Aktiengesellschaft contains fixed and variable components. The fixed compensation comprises the base salary and benefits in kind. The variable compensation consists of 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.

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



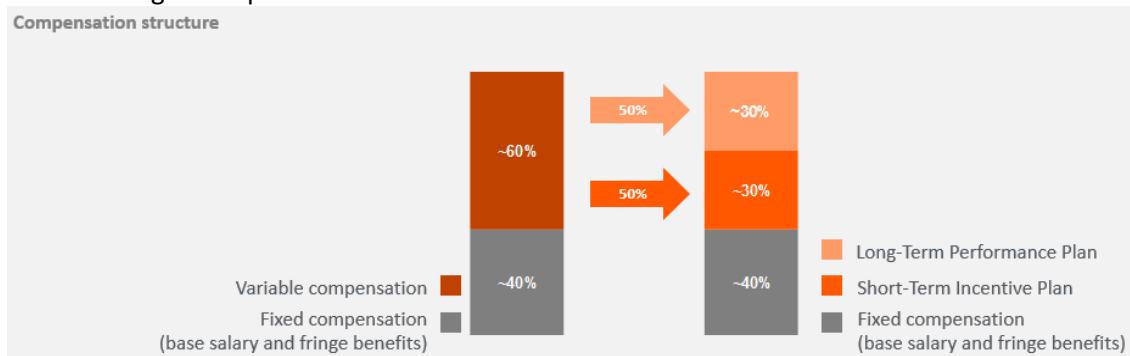
The compensation components are summarized in the following chart:

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"> <li>▪ Performance period: one year</li> <li>▪ Performance target: <ul style="list-style-type: none"> <li>▪ Financial targets (70%): Sales Revenues, EBIT, Free Cash Flow</li> <li>▪ Non-financial targets (30%): individual and collective targets (particularly sustainability targets and stakeholder interests)</li> </ul> </li> <li>▪ Cap: 200% of the target amount</li> </ul>
	Long-Term Performance Plan	<ul style="list-style-type: none"> <li>▪ Performance period: four years</li> <li>▪ Performance target: <ul style="list-style-type: none"> <li>▪ Financial target: EPS-development (in %) compared to relevant competitors (relative EPS)</li> </ul> </li> <li>▪ Cap: 200% of the target amount</li> </ul>
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.

## 2. Structure of Management Board compensation

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.

This breakdown assumes 100% values of the variable compensation components. The following chart shows the individual compensation components and their relative shares of the total target compensation.



## III. Principles of compensation determination

### 1. Determination of the specific target total compensation

The Supervisory Board has determined the amount of the individual target total compensation for each Management Board member. Care was taken here to ensure that the compensation is commensurate both with the performance and duties of the respective Management Board member and with the situation of the company.

### 2. 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 para. 1 sentence 2 no. 1 AktG. This amounts to €4,500,000 p.a. for the Chairman of the Management Board and €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 fiscal year. This is not the compensation deemed appropriate by the Supervisory Board, but merely an absolute upper limit.

Furthermore, the two variable compensation components are each limited in their maximum payout amount, thereby capping the total compensation paid to the Management Board.

### 3. Appropriateness of Management Board compensation

The Supervisory Board assessed the appropriateness of the Management Board compensation 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).

## IV. Detailed examination of the individual compensation components

### 1. Fixed compensation

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

#### *Base salary*

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

#### *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 or chauffeur service. Benefits in kind are limited to €50,000 p.a.

#### *Pension and early retirement scheme*

There are no pension or early retirement arrangements.

### 2. Variable compensation

The variable compensation paid to Management Board members is dependent on the achievement of KUKA's financial targets 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.

### **Short-Term Incentive Plan (short-term variable compensation)**

#### *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

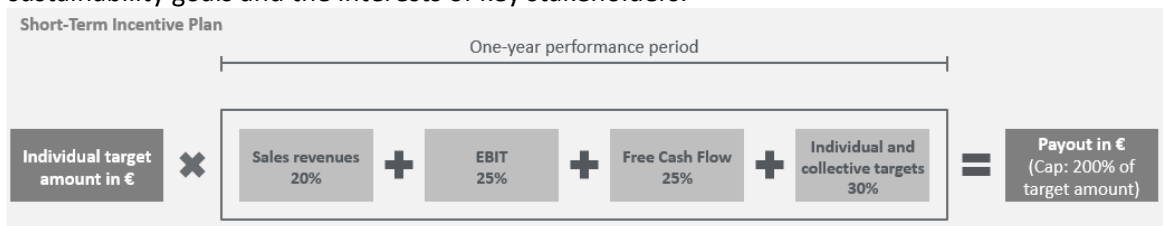
business activities and the requisite investments. The performance period is the respective fiscal year.

At the beginning of each fiscal 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 fiscal 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 fiscal 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 key stakeholders.



### *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 fiscal 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 pursued by KUKA.

#### *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 capital expenditure and reflects the amount of financial resources generated by the company within a fiscal 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 fiscal 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

a. Long-Term Performance Plan (long-term variable compensation)

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 fiscal year, the Management Board members are assigned an allocation value determined in their individual contracts for the respective tranche of the LTPP. During the performance period, a performance factor is determined for each fiscal year based on the relative development of KUKA’s “relative earnings per share” (relative EPS) performance target compared with a defined group of competitors. A ranking list is formed, the competitors in the top and bottom 25% percentiles are eliminated, and the performance factor is determined on the basis of KUKA’s relative position in the remaining ranking list. At the end of the performance period, the payout factor is calculated from the arithmetic mean of the annual performance factors and multiplied by the allocation value. The payout amount determined is capped at 200% of the allocation value. Payment is made in cash at the end of the performance period.



The LTPP provides incentives and rewards for KUKA's long-term development. Based on the comparison of KUKA's EPS performance with the EPS performance of relevant competitors, the strategic goal of expanding innovation and technology leadership is reflected in the Management Board's long-term variable compensation.

## **V. Further compensation arrangements**

### **1. 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 para. 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 fiscal 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 fiscal year in which such 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 para. 2 AktG, the right of KUKA Aktiengesellschaft to revoke the appointment pursuant to section 84 para. 3 AktG, or the right of KUKA Aktiengesellschaft to terminate the employment contract of the Management Board member without notice (section 626 para. 1 of the German Civil Code [BGB]).

### **2. 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 para. 1 BGB.

3. 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.

4. Provisions governing premature termination of the employment relationship

a. 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 mutually agreed premature termination of the position on the Management Board 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.

b. 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 para. 1 BGB or if the Management Board member resigns without good cause and without amicable settlement during the fiscal year, or if the appointment is revoked by the Supervisory Board for good cause pursuant to section 84 para. 3 AktG during the fiscal 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.

#### 5. 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.

#### 6. 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 another 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 fiscal 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.

### VI. After-effects from previous compensation systems

#### 1. Company targets bonus (short-term variable compensation)

Under the compensation system in place until December 31, 2020, the variable compensation of Management Board members was dependent on the achievement of personal targets in strategic and operational areas ("management bonus" – one-year compensation component) and financial targets of KUKA ("company targets bonus" – two-year compensation component). The key performance indicators for the company targets were the EBIT and free cash flow of KUKA Group. For the Management Board members in office in fiscal 2021 for whom the compensation arrangement described above is or was still applicable, the breakdown between personal and financial targets is as follows:

<b>Management Board members</b>	<b>Share of personal targets (management bonus)</b>	<b>Share of financial targets (company targets bonus)</b>
Peter Mohnen (CEO)	30%	70%
Andreas Pabst (Management Board member, CFO until June 30, 2021)	33.33%	66.67%

Personal targets and financial targets were agreed separately each year. The personal targets were derived from the corporate strategy and incentivized its operational implementation. The financial targets comprised the key performance indicators “EBIT” and “free cash flow”. The basis of assessment, i.e. the amount of the annual variable target compensation, was governed by the employment contracts of the Management Board members.

The variable compensation target achievement could range from 0% to 200%; achievement of the financial targets was linked to business performance over several years (two-year period). The calculation was made by averaging the target achievement of the relevant two fiscal years.

Under the compensation system in force until December 31, 2020, variable compensation was paid in fiscal 2021 to the CEO Peter Mohnen and the CFO Andreas Pabst, who was in office until June 30, 2021, for the achievement of financial targets in fiscal 2019 and for the achievement of personal and financial targets in fiscal 2020.

For the company targets bonus for fiscal 2019, the key performance indicators EBIT and free cash flow in fiscal years 2019 and 2020 were decisive. The Supervisory Board set the following targets for this purpose: (a) Fiscal 2019: for the EBIT margin minimum target 3.40%, target 4.00%, maximum target 4.60% and for free cash flow minimum target 3.90%, target -2.90%, maximum target -1.90% (b) Fiscal 2020: for EBIT minimum target €67.4 million, target €100 million, maximum target €132.7 million and for free cash flow minimum target €8.9 million, target €41.5 million, maximum target €74.5 million.

An EBIT margin of 1.5% and a free cash flow of 0.6% were achieved in fiscal 2019. In fiscal 2020, EBIT of -€113.2 million and free cash flow of €37.0 million were achieved.

This resulted in a target achievement of 0% for EBIT margin and 200% for free cash flow, and an overall target achievement for financial targets of 100% in fiscal 2019. In fiscal 2020, target achievement was 0% for EBIT and 86% for free cash flow, and overall target achievement for financial targets of 43%. The overall target achievement for the company targets bonus in 2019 was thus 72%  $((100\% + 43\%):2)$ .

The CEO Peter Mohnen had been promised a company targets bonus of k€700 for fiscal 2019, which was calculated on the basis of the aforementioned overall target achievement of 72%. Peter Mohnen had also been promised a bonus for fiscal 2020 of k€300 for the achievement of individual targets, which was calculated on the basis of 130% target achievement. Management Board member Andreas Pabst had been promised a company targets bonus of k€400 for fiscal 2019, which was calculated on the basis of the aforementioned overall target achievement of 72%. Andreas Pabst had additionally been promised a bonus of k€200 for fiscal 2020, which was calculated on the basis of 150% target achievement. The aforementioned payments were made in fiscal 2021.

Furthermore, the CEO Peter Mohnen is entitled to variable compensation for the financial targets in fiscal 2020 (two-year compensation component), which will be settled in fiscal 2022.



## 2. Long-term variable compensation

### a. Long-Term Incentive Plan (LTIP) 2018-2020

In fiscal 2018, the CEO Peter Mohnen was entitled to participate in the so-called “Long-Term Incentive Plan” (hereinafter “LTIP”) with an allocation value of k€300. The LTIP was a variable compensation component with a long-term incentive effect.

The LTIP covered a period of three fiscal years. The allocation volume was either already contractually agreed or set by the Supervisory Board before the respective three-year period commenced. Under specific conditions defined in the LTIP (“good and bad leaver” rule), entitlement to payment of the gross payout amount could be waived in full or limited pro rata temporis.

At the start of the three-year performance period, the Supervisory Board also determined the key indicators and specifications for the target values of the success factors for the LTIP concerned. The relevant factors were (i) the performance factor and (ii) the strategy factor.

The key indicator for the performance factor was the EVA over the performance period. The EVA in this context is the Group EBIT (on a consolidated basis) less minimum interest (9%) on the Group’s capital employed. The Supervisory Board stipulated the target values at its discretion, divided into (i) minimum target, (ii) target and (iii) maximum target. The minimum target (€220.0 million) corresponded to a performance factor of 0.50, the target (€300.0 million) to a performance factor of 1.00 and the maximum target (€380.0 million) to a performance factor of 1.50. The performance factor of 0.50 was achieved even if the minimum target was not reached.

For the strategy factor, the Supervisory Board set as key performance indicators (strategic targets) the reduction of costs in fiscal 2020 compared with fiscal 2017 (cost reduction) and the growth of revenue in China in the period from 2018 to 2020 (China revenue growth). The two individual targets were equally weighted. For the cost reduction, the Supervisory Board set a minimum target of €260.0 million, a target of €325.0 million and a maximum target of €390.0 million. For the China revenue growth, the Supervisory Board set a minimum target of €1,915.9 million, a target of €2,737.0 million and a maximum target of €3,558.1 million. The minimum target corresponded to a strategy factor of 0.00, the target to a strategy factor of 1.00 and the maximum target to a strategy factor of 2.00.

In the performance period, an EVA of €380.4 million, a cost reduction of €403.3 million and China revenue growth of €1,442.0 million were achieved. This corresponded to a performance factor of 0.50 and partial strategy factors of 2.00 and 0.00 respectively.

The gross payout amount was calculated by multiplying the individual allocation value, performance factor and strategy factor.

Under the compensation system in force until December 31, 2020, a payout amount from the LTIP 2018-2020 was paid to the CEO Peter Mohnen in fiscal 2021.

b. KUKA Added Value Incentive Plan (KAVI) 2019-2021 and 2020-2022

In fiscal years 2019 and 2020, Management Board members were entitled to participate in the KUKA Added Value Incentive Plan (hereinafter “KAVI”) as a long-term compensation component. The allocation value granted to the CEO, Peter Mohnen, amounted to k€300 in each case. The allocation value granted to Management Board member Andreas Pabst amounted to k€150 in each case. In contrast to the LTIP, the KAVI is based on a long-term development of earnings per share and the share price performance of KUKA Aktiengesellschaft and Midea Group Co. Ltd. The 2019-2021 and 2020-2022 KAVI plans each have a term of three fiscal years.

Under the terms of the KAVI, each member of the Management Board is granted an individual allocation value in euros. This allocation value is then multiplied by the sum of the earnings factor (50% weighting) and the share price factor (50% weighting). The earnings factor and share price factor are defined as follows:

Earnings factor:	<p>The earnings factor refers to KUKA Aktiengesellschaft’s earnings per share (EPS). The EPS targets were derived from EPS 2019-2021 and EPS 2020-2022, taking the average value in accordance with the medium-term planning in each case. The following applies for the individual KAVIs:</p> <p style="text-align: center;">             EPS 2019-2021: €3.44 = factor 1              EPS 2020-2022: €2.74 = factor 1         </p> <p>The minimum target for EPS 2019-2021 was set at €2.06 and the minimum target for EPS 2020-2022 was set at €1.64. If this minimum target is not reached, the earnings factor is 0.</p>
Share price factor:	<p>The share price factor is made up of the following components: (i) share price performance of KUKA Aktiengesellschaft relative to a benchmark group (80% weighting) and (ii) share price performance of Midea Group Co. Ltd. over the performance period (20% weighting). With regard to the price performance of KUKA shares, a benchmark group of eleven companies was defined, representing the Robotics, Systems, Logistics Automation and Healthcare business segments.</p> <p>The share price factor is subject to minimum targets. If these are not achieved, the share price factor is 0.</p>

The total amounts to be paid out from the LTIPs not yet settled and the ongoing KAVI are limited to three times the individual allocation value granted to each Management Board member.

Under the compensation system in force until December 31, 2020, the CEO Peter Mohnen thus has entitlements under the KAVI 2019-2021 and the KAVI 2020-2022 that will be settled in fiscal 2022 and 2023, respectively. The entitlements of Andreas Pabst, a member of the Management Board until June 30, 2021, were settled as part of the early termination of his employment contract.

## **VII. Deviations from the new compensation system in fiscal 2021**

### *Peter Mohnen*

The new compensation system was resolved by the Supervisory Board of KUKA Aktiengesellschaft in March 2021 and approved by the Annual General Meeting in May 2021. Early reappointment was negotiated with Peter Mohnen in the course of fiscal 2021 and his employment contract was revised during the year. In order to avoid having to adjust compensation components retroactively and already agreed targets during the year, and to smooth the effects for the company and Peter Mohnen, it was determined that for the short-term variable compensation, the compensation system applicable until December 31, 2020 will also apply in fiscal 2021 and that the new compensation model will apply from January 1, 2022. By contrast, the long-term variable compensation was switched to the new compensation model under the LTPP 2020-2024 with effect from January 1, 2021 (with an allocation volume of k€300).

### *Andreas Pabst*

The compensation of Management Board member Andreas Pabst, who was in office until June 30, 2021, does not correspond to the new compensation system. The background to this is that the new compensation system only applies to Management Board members appointed on or after January 1, 2021. Andreas Pabst left the Management Board with effect from June 30, 2021; in this context, all compensation issues were finalized in the termination agreement dated June 21, 2021.

### *Alexander Tan*

The compensation of Management Board member Alexander Tan, who has been in office since July 1, 2021, corresponds to the new compensation system.

## **VIII. Target, minimum and maximum compensation in 2021**

The following tables show the individual target compensation, minimum compensation and maximum compensation awarded to the members of the Management Board in office at December 31, 2021.

## Target compensation for fiscal 2021

Members of the Management Board in office as at December 31, 2021

in € thousands	Peter Mohnen CEO				Alexander Tan <sup>1</sup> CFO since July 1, 2021			
	2021 (100%)	2021 (min)	2021 (max)	2020 (100%)	2021 (100%)	2021 (min)	2021 (max)	2020 (100%)
<b>Fixed compensation</b>								
Base salary	1,000	1,000	1,000	1,000	300	300	300	-
Benefits in kind <sup>2</sup>	50	0	50	35	50	0	50	-
Other compensation <sup>3</sup>	-	-	-	-	65	0	65	-
<b>Total</b>	<b>1,050</b>	<b>1,000</b>	<b>1,050</b>	<b>1,035</b>	<b>415</b>	<b>300</b>	<b>415</b>	-
<b>Variable compensation</b>								
Short-term variable compensation								
Short-Term Incentive Plan 2020		-	-	1,000	-	-	-	-
Short-Term Incentive Plan 2021	1,000	0	2,000	-	175	0	350	-
Long-term variable compensation								
KAVI 2020-2022	-	-	-	300	-	-	-	-
LTPP 2021-2024	300	0	600	-	203	0	405	-
<b>Total</b>	<b>1,300</b>	<b>0</b>	<b>2,600</b>	<b>1,300</b>	<b>378</b>	<b>0</b>	<b>755</b>	-
<b>Total</b>	<b>2,350</b>	<b>1,000</b>	<b>3,650</b>	<b>2,335</b>	<b>793</b>	<b>300</b>	<b>1,170</b>	-
Pension cost	-	-	-	-	-	-	-	-
<b>Total compensation</b>	<b>2,350</b>	<b>1,000</b>	<b>3,650</b>	<b>2,335</b>	<b>793</b>	<b>300</b>	<b>1,170</b>	-
<b>Maximum total compensation<sup>4</sup></b>			<b>4,500</b>	-			<b>3,000</b>	-

<sup>1</sup> Alexander Tan has been a member of the Management Board (CFO) since July 1, 2021. The table shows the pro rata compensation for the period from July 1, 2021 to December 31, 2021.

<sup>2</sup> The benefits in kind are limited to k€50 p.a. for Peter Mohnen and Alexander Tan with effect from fiscal 2021. They have been included in the table for fiscal 2021 at the maximum possible amount (not the actual amount) and for fiscal 2020 at the actual amount.

<sup>3</sup> Alexander Tan was contractually granted reimbursement of relocation costs of up to k€35 upon presentation of receipts, a monthly housing allowance of up to k€2.5 per full month for a period of up to six months from the start of service upon presentation of receipts, and reimbursement of the costs of three flights in the period from July 1, 2021 to December 31, 2021.

<sup>4</sup> Maximum total compensation determined by the Supervisory Board pursuant to section 87a para. 1 sentence 2 no. 1 AktG.

## IX. Compensation granted and due in 2021

### 1. Members of the Management Board active in fiscal 2021

The following tables show the compensation granted and due to members of the Management Board in fiscal 2021 in accordance with section 162 para. 1 sentence 1 AktG. The tables thereafter include all amounts (i) actually accrued to the individual Management Board members in fiscal 2021 (“granted compensation”) and (ii) that were legally due in fiscal 2021 but were not accrued in fiscal 2021 (“due compensation”).

In fiscal 2021, the Supervisory Board did not make use of the option to claw back variable compensation components. There was no reason to do so.

The employment contract of Andreas Pabst, a member of the Management Board in office until June 30, 2021, was terminated prematurely by mutual agreement without good cause. In this context, the payout of a severance payment was agreed.

In the reporting period, there were no sideline activities of Management Board members that would have resulted in compensation paid for such activities being offset against the compensation for their activities as Management Board members.

The total compensation granted and due to the individual members of the Management Board, shown in the following tables, complied with the maximum total compensation of €4,500,000 for the CEO and €3,000,000 for ordinary members of the Management Board set by the Supervisory Board in accordance with section 87a para. 1 sentence 2 no. 1 AktG.

Additionally, the two variable compensation components were each limited in their maximum payout amount.

Compensation granted and due pursuant to section 162 para. 1 sentence 1 AktG for Management Board members in office at December 31, 2021

in € thousands	Peter Mohnen CEO				Alexander Tan CFO <sup>1</sup> since July 1, 2021	
	2021		2020		2021	
<b>Fixed compensation</b>						
		Relative share of total compensation		Relative share of total compensation		Relative share of total compensation
Base salary	1,000	48.54%	1,000	59.84%	300	92.59%
Benefits in kind <sup>2</sup>	16	0.78%	30	1.80%	2	0.62%
Other compensation <sup>3</sup>	-	-	-	-	22	6.79%
<b>Total</b>	<b>1,016</b>	<b>49.32%</b>	<b>1,030</b>	<b>61.64%</b>	<b>324</b>	<b>100.00%</b>
<b>Variable compensation</b>						
One-year variable compensation						
Management bonus for 2019 <sup>4</sup>	-	-	447	26.75%	-	-
Management bonus for 2020 <sup>4</sup>	390	18.93%	-	-	-	-
Multi-year variable compensation						
Company targets bonus for 2018 <sup>5</sup>	-	-	164	9.81%	-	-
Company targets bonus for 2019 <sup>5</sup>	504	24.47%	-	-	-	-
Long-Term Incentive Plan 2017-2019 <sup>6</sup>	-	-	30	1.80%	-	-
Long-Term Incentive Plan 2018-2020 <sup>6</sup>	150	7.28%	-	-	-	-
<b>Total</b>	<b>1,044</b>	<b>50.68%</b>	<b>641</b>	<b>38.36%</b>	<b>-</b>	<b>-</b>
<b>Total compensation</b>	<b>2,060</b>	<b>100.00%</b>	<b>1,671</b>	<b>100.00%</b>	<b>324</b>	<b>100.00%</b>

<sup>1</sup> Alexander Tan has been a member of the Management Board (CFO) since July 1, 2021. The table shows the pro rata compensation for the period from July 1, 2021 to December 31, 2021.

<sup>2</sup> Non-cash benefit for the provision and use of a company car or a chauffeur service.

<sup>3</sup> Alexander Tan was contractually granted reimbursement of relocation costs of up to k€35 upon presentation of receipts, a monthly housing allowance of up to k€2.5 per full month for a period of up to six months from the start of service upon presentation of receipts, and reimbursement of the costs of three flights in the period from July 1, 2021 to December 31, 2021.

<sup>4</sup> Variable compensation paid out in fiscal 2020 for the achievement of personal targets for 2019 and variable compensation paid out in fiscal 2021 for the achievement of personal targets for 2020.

<sup>5</sup> Portions of variable compensation for company targets bonus for fiscal 2018, which were paid out in fiscal 2020, and portions of variable compensation from fiscal 2019, which were paid out in fiscal 2021.

<sup>6</sup> Payment of Long-Term Incentive Plans 2017-2019 and 2018-2020, which became payable in fiscal 2020 and 2021, respectively.

Compensation granted and due pursuant to section 162 para. 1 sentence 1 AktG for Management Board members who left office during the fiscal year

		<b>Andreas Pabst CFO<sup>1</sup> until June 30, 2021</b>		
in € thousands		<b>2021</b>		<b>2020</b>
<b>Fixed compensation</b>				
			Relative share of total compensation	
				Relative share of total compensation
Base salary	300	10.05%	600	64.24%
Benefits in kind <sup>2</sup>	8	0.27%	11	1.18%
Other compensation	-	-	-	-
<b>Total</b>	<b>308</b>	<b>10.32%</b>	<b>611</b>	<b>65.42%</b>
<b>Variable compensation</b>				
One-year variable compensation				
Management bonus for 2019 <sup>3</sup>	-	-	295	31.58%
Management bonus for 2020 <sup>3</sup>	300	10.05%	-	-
Multi-year variable compensation				
Company targets bonus for 2018 <sup>4</sup>	-	-	28	3.00%
Company targets bonus for 2019 <sup>4</sup>	288	9.66%	-	-
<b>Total</b>	<b>588</b>	<b>19.71%</b>	<b>323</b>	<b>34.58%</b>
Benefits in connection with termination of contract <sup>5</sup>	2,088	69.97%	-	-
<b>Total compensation</b>	<b>2,984</b>	<b>100.00%</b>	<b>934</b>	<b>100.00%</b>

<sup>1</sup> Andreas Pabst was a member of the Management Board (CFO) from December 6, 2018 to June 30, 2021. His employment contract ended on June 30, 2021 on the basis of the termination agreement dated June 21, 2021 (the "Termination Agreement"). In fiscal 2021, Andreas Pabst was granted fixed compensation and benefits in kind on a pro rata basis.

<sup>2</sup> Non-cash benefit for the provision and use of a company car.

<sup>3</sup> Variable compensation paid out in fiscal 2020 for the achievement of personal targets for 2019 and variable compensation paid out in fiscal 2021 for the achievement of personal targets for 2020.

<sup>4</sup> Portions of variable compensation for company targets bonus for fiscal 2018, which were paid out in fiscal 2020, and portions of variable compensation from fiscal 2019, which were paid out in fiscal 2021.

<sup>5</sup> In view of the premature termination of the employment contract, Andreas Pabst was granted a severance payment of k€258 as compensation for the fixed compensation attributable to the period from July 1, 2021 to December 5, 2021. The personal targets bonus 2021 (k€400 with 200% target achievement), the company targets bonus 2020 (k€486 with 121.5% target achievement), the company targets bonus 2021 (k€600 with 150% target achievement), the KAVI 2019-2021 (k€48 with a sum of earnings factor and share price factor of 0.32), the KAVI 2020-2022 (k€97.5 with a sum of earnings factor and share price factor of 0.65) and the KAVI 2021-2023 (k€150 with a sum of earnings factor and share price factor of 1.00) were settled with a one-time payment. Target achievement was determined at the discretion of the Supervisory Board. The amount of the one-time payment was determined as the result of negotiations. Of the one-time payment, 12.4% was in settlement of fixed compensation and 85.7% in settlement of variable compensation components. All claims arising from short-term and long-term variable compensation were settled with the termination agreement." Furthermore, Andreas Pabst was promised

reimbursement of the costs of outplacement counseling and legal counseling in connection with the premature termination of his employment contract in the amount of up to k€30, of which around k€8 was used.

## 2. Former members of the Management Board

Apart from a few exceptions, former Management Board members whose terms of office ended no later than 2008 were granted company pension benefits that included old age, professional and employment disability, widows' and orphans' pensions. The total amount of compensation granted and due in fiscal year 2021 was k€830 (fiscal year 2020: k€822) and consists only of fixed compensation (pension payments). In accordance with section 162 para. 5 of the German Stock Corporation Act (AktG), personal details are omitted because these former Management Board members left the Management Board before September 30, 2011. Appropriate provisions have been established for current pensions and vested pension benefits.

## **Supervisory Board compensation**

### 1. Compensation structure

Based on a resolution at the company's Annual General Meeting on January 1, 2006, the Articles of Association were amended to include fixed compensation for members of the Supervisory Board.

In addition to reimbursement of expenses, each member of the Supervisory Board is paid a fixed amount of k€30, payable at the end of the fiscal year.

The Chairman of the Supervisory Board is paid four times that amount, and the deputy chair receives double the compensation. Supervisory Board members receive additional compensation of k€30 for chairing the Annual General Meeting and for membership in any committee that is not of an interim nature, but at most for three committee memberships. A committee chair additionally receives half the annual compensation even if he or she chairs more than one committee. This does not apply to the committee pursuant to section 27 para. 3 of the German Act on Company Co-Determination.

In addition, for each Supervisory Board meeting (including meetings of Supervisory Board committees), each Supervisory Board member is reimbursed for appropriate expenses incurred or is given a lump-sum payment of €450 per meeting (plus the applicable value added tax). The employee representatives on the Supervisory Board who are employed by KUKA Aktiengesellschaft or a KUKA Group company are still entitled to their regular salaries based on their employment contracts.

### 2. Compensation granted and due in 2021

The following tables show the compensation granted and due to members of the Supervisory Board in fiscal 2021 pursuant to section 162 para. 1 sentence 1 AktG. The table accordingly contains all amounts actually received by the individual Supervisory Board members in fiscal 2021 ("compensation granted") and all compensation legally due but not yet received ("compensation due").

The following table shows the compensation granted and due to members of the Supervisory Board in fiscal years 2021 and 2020 pursuant to section 162 para. 1 sentence 1 AktG.

Supervisory Board members in office as at December 31, 2021		Basic compensation		Committee compensation		Attendance allowance		Total compensation
		in €	in % tot. comp.	in €	in % tot. comp.	in €	in % tot. comp.	in €
Dr. Yanmin (Andy) Gu <sup>1</sup> Chairman of the Supervisory Board	2021	120,000	50.31	105,000	44.03	13,500	5.66	238,500
	2020	120,000	51.48	105,000	45.05	8,100	3.47	233,100
Michael Leppek <sup>2</sup> Deputy Chairman of the Supervisory Board	2021	60,000	36.70	90,000	55.05	13,500	8.26	163,500
	2020	60,000	37.95	90,000	56.93	8,100	5.12	158,100
Lin (Avant) Bai	2021	25,644	48.84	23,259	44.30	3,600	2.20	52,503
	2020	-	-	-	-	-	-	-
Wilfried Eberhardt	2021	30,000	86.96	-	-	4,500	13.04	34,500
	2020	30,000	90.50	-	-	3,150	9.50	33,150
Prof. Dr. Henning Kagermann <sup>1</sup>	2021	30,000	37.31	45,000	55.97	5,400	6.72	80,400
	2020	30,000	37.74	45,000	56.60	4,500	5.66	79,500
Armin Kolb <sup>2</sup>	2021	30,000	29.76	60,000	59.52	10,800	10.71	100,800
	2020	30,000	31.30	60,000	62.60	5,850	6.10	95,850
Carola Leitmeir <sup>2</sup>	2021	30,000	30.58	60,000	61.16	8,100	8.26	98,100
	2020	30,000	31.00	60,000	62.02	6,750	6.98	96,750
Min (Francoise) Liu	2021	30,000	29.24	60,000	58.48	12,600	12.28	102,600
	2020	30,000	31.30	60,000	62.60	5,850	6.10	95,850
Manfred Hüttenhofer <sup>2</sup>	2021	30,000	45.87	30,000	45.87	5,400	8.26	65,400
	2020	30,000	46.51	30,000	46.51	4,500	6.98	64,500
Dr. Myriam Meyer	2021	30,000	30.86	60,000	61.73	7,200	7.41	97,200
	2020	30,000	31.00	60,000	62.02	6,750	6.98	96,750
Tanja Smolenski <sup>2</sup>	2021	30,000	45.56	30,000	45.56	5,850	8.88	65,850
	2020	30,000	45.87	30,000	45.87	5,400	8.26	65,400
Helmut Zodl <sup>1</sup>	2021	30,000	37.31	45,000	55.97	5,400	6.72	80,400
	2020	28,191	37.46	41,673	55.37	5,400	7.17	75,264
<b>Members of the Supervisory Board who left during the fiscal year</b>								
Dr. Chengmao Xu (until Jan. 17, 2021)	2021	1,398	50.00	1,398	50.00	-	0	2,796
	2020	30,000	60.35	16,110	32.41	3,600	7.24	49,710
Total	2021	477,042	40.34	609,657	51.55	95,850	8.11	1,182,549
	2020	478,191	41.80	597,783	52.26	67,950	5.94	1,143,924

<sup>1</sup> Dr. Yanmin (Andy) Gu is Chairman of the Personnel Committee, the Mediation Committee and the Nomination Committee. Prof. Dr. Kagermann is Chairman of the Strategy and Technology Committee. Mr. Helmut Zodl is Chairman of the Audit Committee.

<sup>2</sup> The employee representatives on the Supervisory Board who are also members of IG Metall have declared that they shall pay their Supervisory Board compensation to the Hans Böckler Foundation in line with the guidelines of the Federation of German Trade Unions.



## **Comparative presentation of earnings performance and annual change in compensation**

In accordance with section 162 para. 1 sentence 2 no. 2 of the German Stock Corporation Act (AktG), the following table contains a comparative presentation of KUKA Group's earnings performance, the annual change in compensation of members of the Management Board and Supervisory Board, and the annual change in the average compensation of employees on a full-time equivalent basis over the last five fiscal years.

The earnings performance is shown on the basis of the Group's sales revenues and earnings per share as key performance indicators. As a central performance indicator at KUKA, sales revenues are also implemented as a performance target in the Short-Term Incentive Plan for the members of the Management Board.

For the members of the Management Board and Supervisory Board, the compensation granted and due in the respective fiscal year within the meaning of section 162 para. 1 sentence 1 AktG is presented.

The presentation of the average compensation of employees on a full-time equivalent basis includes the directors, employees and apprentices employed in the joint operation that KUKA AG maintains together with KUKA Deutschland GmbH and KUKA Systems GmbH at the Augsburg location.

Average employee compensation includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, and short-term and long-term variable compensation components received in the respective fiscal year. The compensation of the employees thus also corresponds in principle to the compensation granted and due within the meaning of section 162 para. 1 sentence 1 AktG.

Comparative presentation of the earnings performance and the change in compensation of employees, the Management Board and the Supervisory Board:

Fiscal year	2017	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %
<b>Earnings performance</b>									
Sales revenues (in € millions)	3,479.1	3,242.1	-6.81	3,192.6	-1.53	2,573.5	-19.39	3,275.7	27.29
Earnings per share (in €)	2.22	0.32	-85.59	0.24	-25.00	-2.59	-1,179.17	0.98	137.84
Net income of KUKA Group (in € millions)	88.2	16.6	-81.18	17.8	7.23	-94.6	-631.46	49.3	152.11
Net income of KUKA AG (in € millions)	-38.7	66.4	271.58	22.4	-66.27	25.6	14.29	-110.2	-530.47
<b>Average employee compensation (k€)</b>									
Workforce in Augsburg <sup>1,2</sup>	-	-	-	-	-	80	-	81	1.25
<b>Management Board compensation (k€) granted and due</b>									
Peter Mohnen (since May 16, 2012)	2,772	1,950	-29.65	1,735	-11.03	1,671	-3.69	2,060	23.28
Alexander Tan (since July 01, 2021)	-	-	-	-	-	-	-	324	-
<b>Management Board members who left during the fiscal year</b>									
Andreas Pabst (until June 30, 2021)	-	0	-	718	-	934	30.08	<sup>3</sup> 2,388	155.67
<b>Former Management Board members</b>									
Prof. Dr. Peter Hofmann (until February 20, 2020)	-	-	-	78	-	<sup>4</sup> 887	1,037.18	-	-
Dr. Till Reuter (until December 05, 2018)	3,918	<sup>5</sup> 8,865	126.26	<sup>6</sup> 2,025	-77.16	-	-	-	-
<b>Supervisory Board compensation (in k€) granted and due</b>									
Dr. Yanmin (Andy) Gu (since February 10, 2017)	0	199	-	225	13.07	225	0.00	225	0.00
Michael Lepppek (since September 12, 2013)	123	150	21.95	150	0.00	150	0.00	150	0.00
Lin (Avant) Bai (since February 23, 2021)	-	-	-	-	-	-	-	49	-
Wilfried Eberhardt (since May 15, 2008)	30	30	0.00	30	0.00	30	0.00	30	0.00
Manfred Hüttenhofer (since June 06, 2018)	-	0	-	34	-	60	76.47	60	0.00
Prof. Dr. Henning Kagermann (since May 31, 2017)	0	44	-	75	70.45	75	0.00	75	0.00
Armin Kolb (since June 05, 2013)	76	90	18.42	90	0.00	90	0.00	90	0.00
Carola Leitmeir (since July 01, 2009)	76	90	18.42	90	0.00	90	0.00	90	0.00
Min (Francoise) Liu (since February 10, 2017)	0	74	-	90	21.62	90	0.00	90	0.00
Dr. Myriam Meyer (since June 06, 2018)	-	0	-	52	-	90	73.08	90	0.00
Tanja Smolenski (since December 15, 2017)	0	1	-	47	4,600	60	27.65	60	0.00
Helmut Zodl (since January 24, 2020)	-	-	-	-	-	70	-	75	7.14
<b>Members of the Supervisory Board who left during the fiscal year</b>									
Dr. Chengmao Xu (until January 17, 2021)	-	-	-	-	-	17	-	-	-

<sup>1</sup> In determining the average compensation of employees, reductions in compensation due to short-time working were not taken into account.

<sup>2</sup> The average compensation of employees was to be disclosed for the first time for fiscal 2020.

<sup>3</sup> Mr. Andreas Pabst was paid a compensation payment of k€2,088 in fiscal 2021 in accordance with his termination agreement of June 21, 2021.

<sup>4</sup> Prof. Dr. Hofmann was paid a compensation payment of k€500 in fiscal 2019 in accordance with his termination agreement of February 19, 2020.

<sup>5</sup> Dr. Reuter was paid a severance payment of k€5,597 in fiscal 2018 in accordance with his severance agreement of November 28, 2018.

<sup>6</sup> Dr. Reuter was paid the remaining portion of the severance payment of k€2,000 in fiscal 2019 in accordance with his severance agreement of November 28, 2018.

## **Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG**

To KUKA Aktiengesellschaft, Augsburg

### **Opinion**

We have formally audited the remuneration report of the KUKA Aktiengesellschaft, Augsburg, for the financial year from January 1<sup>st</sup> to December 31, 2021 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### **Basis for the opinion**

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor's Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard – IDW QS 1]. We have complied with the professional duties pursuant to the the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer – BS WP/vBP], including the requirements for independence.

### **Responsibility of the Management Board and the Supervisory Board**

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibilities**

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor’s report. We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report.

In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Munich, 28 March 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Holger Graßnick  
Wirtschaftsprüfer  
(German Public Auditor)

ppa. Stefan Postenrieder  
Wirtschaftsprüfer  
(German Public Auditor)

**C. 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 approval of the Supervisory Board of the Company, the Annual General Meeting will again 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, as last amended by the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts of September 10, 2021 (hereinafter referred to as the "COVID-19 Act").

The entire Annual General Meeting will be transmitted audio-visually on Tuesday, May 17, 2022, starting at 10:00 hours (CEST) via the Company's online service at the Internet address [www.kuka.com/InvestorRelations/General Meeting](http://www.kuka.com/InvestorRelations/GeneralMeeting) 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 item 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](http://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 Tuesday, April 26, 2022 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 and on the Company's website.

### **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 and 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. Tuesday, April 26, 2022, 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 Tuesday, May 10, 2022, 24:00 hours (CEST):

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen, Germany**  
**e-mail: [anmeldestelle@c-hv.com](mailto: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 item 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 Tuesday, April 26, 2022, until the end of voting at the virtual Annual General Meeting on May 17, 2022. The end of voting will be set by the chair of the meeting at a time after the questions have been answered and announced in the audio-visual transmission.

Until this time, any votes cast via 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 or their proxies, and is also 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>.

##### **b) Voting by proxy**

Shareholders may also exercise their voting rights by way of proxy, provided they have granted a corresponding power of attorney. For the avoidance of doubt: proxies, too (with the exception of the proxies appointed by the Company) may not physically attend the Annual General Meeting. 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 [German Civil Code]) and must be sent to the Company no later than 24:00 hours (CEST) on Friday, May 13, 2022, at the following address:

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen, Germany**  
**e-mail: [anmeldestelle@c-hv.com](mailto: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 Relations/General Meeting) 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 17, 2022. 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.

For a proxy to exercise shareholder rights in relation to the virtual Annual General Meeting via the Company's online service, the proxy must receive his or her own access code from the shareholder. The use of the access data by the proxy shall also be deemed proof of authorization; further proof of authorization 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 or their proxies 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 Friday, May 13, 2022:

**KUKA Aktiengesellschaft  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany  
e-mail: [anmeldestelle@c-hv.com](mailto: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%20Relations/General%20Meeting) 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 17, 2022. 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 Friday, June 17, 2022, 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 Friday, June 17, 2022, 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 Relations/General Meeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting> and may also be requested from the following address:

**KUKA Aktiengesellschaft**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen, Germany**  
**e-mail: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

The completed form for requesting confirmation of the vote count may be sent until Friday, June 17, 2022, 24:00 hours CEST, to the address stated above for registration or to the aforementioned 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 (German Civil Code) to the Management Board of the Company (KUKA Aktiengesellschaft, Management Board, reference: "Annual General Meeting", Zugspitzstrasse 140, 86165 Augsburg (e-mail: [hauptversammlung2022@kuka.com](mailto:hauptversammlung2022@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 Saturday, April 16, 2022, 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/InvestorRelations/General Meeting](http://www.kuka.com/InvestorRelations/GeneralMeeting) 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 the auditors of the annual financial statements (cf. section 127 AktG). Countermotions must be accompanied by a statement of reasons; nominations do not need to be substantiated. Countermotions and nominations must be sent exclusively via one of the following contact options, stating the name of the shareholder submitting the countermotion or nomination:

**KUKA Aktiengesellschaft  
Management Board  
Reference "Annual General Meeting"  
Zugspitzstrasse 140  
86165 Augsburg, Germany  
e-mail: [hauptversammlung2022@kuka.com](mailto:hauptversammlung2022@kuka.com)**

Countermotions or nominations addressed otherwise will not be considered. Countermotions with grounds or nominations from shareholders that are received in good time, i.e. by 24:00 hours (CEST) on Monday, May 2, 2022, via one of the aforementioned contact options and are subject to disclosure will be published on the Company's website at [www.kuka.com/InvestorRelations/General Meeting](http://www.kuka.com/InvestorRelations/GeneralMeeting) via the link <https://www.kuka.com/en-de/investor-relations/general-meeting>

[relations/general-meeting](#), including the name of the shareholder and the grounds (optional in the case of nominations) 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 a nomination 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 a nomination 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 nominations if they do not contain the information required by section 124 (3) sentence 4 AktG.

No countermotions or nominations may be submitted during the virtual Annual General Meeting. Countermotions or nominations by shareholders which must be made available pursuant to section 126 or section 127 AktG shall be deemed to have been made at the meeting if the shareholder submitting the countermotion or nomination is duly authorized and registered for the Annual General Meeting (section 1 (2) sentence 3 COVID-19 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).

Questions must be submitted no later than 24:00 hours (CEST) on Sunday, May 15, 2022, 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_Relations/General_Meeting) 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 doing so, the Management Board may, in particular, combine questions and their answers thematically. 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 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 will 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 compensation report together with the auditor's report,
- c) the documents to be made available under Agenda Item 7 (listed individually there),
- d) the other documents to be made available to the Annual General Meeting,
- e) the Company's Annual Report for the 2021 financial year,
- f) the total number of shares and voting rights at the time of convening the Annual General Meeting,
- g) 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,
- h) more detailed explanations of the shareholders' rights described above (additions to the agenda, counter motions or nominations, right to ask questions, right to object),
- i) information sheet on the Company's online service (this will be available from the start of the online service on April 26, 2022).

## **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 and shareholder representatives 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,
- e-mail address,
- telephone number,
- 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 and of guests (in particular their name and place of residence). If shareholders or their proxies contact us (hereinafter referred to as “inquiry”), 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, nominations 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. of the German Stock Corporation Act (AktG) as well as with the COVID-19 Act, in particular section 1 (2) COVID-19 Act. The legal basis for processing is the German Stock Corporation Act and the COVID-19 Act in conjunction with Article 6 (1) sentence 1 (c) GDPR.

Insofar as shareholders provide us with personal data in connection with an inquiry, the legal basis for processing such data for the purpose of responding is consent within the meaning of Article 6 (1) (a) in conjunction with Article 7 GDPR.

When answering questions in the context of the Annual General Meeting, the name of the person asking the question may be mentioned. The legal basis for this is consent, a legal obligation and/or the legitimate interest of KUKA Aktiengesellschaft, Article 6 (1) (a), (c) or (f) 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 or erased 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 and shareholder representatives 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),
- the right to receive the personal data in a structured, commonly used and machine-readable format and to transmit those data to another controller without hindrance (right to data portability, Article 20 GDPR),
- the right to withdraw consent to data processing at any time for the future without affecting the lawfulness of processing based on consent before its withdrawal (right to withdraw consent, Article 7 (3) GDPR).

**In particular, the data subjects have the right to object at any time to processing of the data (right to object, Article 21 DSGVO).**

In the event of an objection, KUKA Aktiengesellschaft shall no longer process the personal data concerned unless compelling legitimate grounds for processing can be demonstrated which override the interests, rights and freedoms of the data subject, or if the processing serves the purpose of establishing, exercising or defending legal claims.

Data subjects also have the right to lodge a complaint with a supervisory authority (right to lodge a complaint with a supervisory authority, Article 77 GDPR).

Augsburg, April 2022

KUKA Aktiengesellschaft

The Management Board