



**IWKA Aktiengesellschaft**

Karlsruhe

ISIN DE0006204407

## **ANNUAL DOCUMENT ACCORDING TO § 10 GERMAN SECURITIES PROSPECTUS ACT**

Section 10 of the German Securities Prospectus Act (Wertpapierprospektgesetz, WpPG), which came into force on July 1, 2005, requires all publicly listed stock corporations to annually provide the general public with a document containing or referring to all information published or otherwise made available in the previous twelve months by the issuing company to the general public as per capital market requirements.

In the period between **January 1, 2005 and December 31, 2005**, IWKA AG has published or made available the following information:

### **AD-HOC RELEASES ACCORDING TO § 15 GERMAN SECURITIES TRADING ACT (WERTPAPIERHANDELSGESETZ, WPHG)**

Ad hoc release as of December 29, 2005: Sale of EX-CELL-O - Charges against 2005 consolidated year-end result

On December 29, 2005, the IWKA Group sold the EX-CELL-O Group of companies, consisting primarily of Ex-Cell-O GmbH, Eislingen, Germany, Ex-Cell-O Machine Tools, Inc., USA and Ex-Cell-O Machines S.A.S., France, to MAXCOR Inc., New York, effective December 31, 2005/January 1, 2006. The deal is subject to approval by the relevant antitrust authorities.

A book loss of about EUR 55 million will be charged against the IWKA Group's earnings from discontinued operations in 2005 as a result of this divestiture. The EX-CELL-O Group's operating losses of about EUR 40 million will be in addition to the aforementioned charge.

VORSITZENDER DES AUFSICHTSRATS:  
Dr. Rolf Bartke

VORSTAND:  
Dipl.-Ing. Wolfgang-Dietrich Hein  
(Vorsitzender)  
Dr. Jürgen Koch  
Dipl.-Math. Bernd Liepert  
Dipl.-Kfm. Dieter Schäfer  
Dipl.-Ing. Gerhard Wiedemann

Amtsgericht Karlsruhe, HRB 94



In addition, one-time expenses resulting from the Continuing Operations of around EUR 40 million will be charged against the IWKA Group's consolidated EBIT for 2005. These relate to structural improvements to the Automotive Technology, Packaging Technology and Robot Technology Divisions. The one-time expenses will make the otherwise positive IWKA Group consolidated EBIT from the Continuing Operations negative.

The Executive Board is planning significant growth in cash flow and earnings as early as 2006 because of the sale of the non-core companies and the previously introduced optimizations in the Continuing Operations.

Ad hoc release as of December 22, 2005: Sale of IWKA Balg- und Kompensatoren-Technologie GmbH

On December 22, 2005 the IWKA Group has sold IWKA Balg- und Kompensatoren-Technologie GmbH and its subsidiaries (Flexible Solutions Group) to a group company of the investment company Odewald & Compagnie Gesellschaft für Beteiligungen mbH, Berlin. The sale is effective December 31, 2005/January 1, 2006 and is subject to approval by the relevant antitrust authorities. The sale is part of the IWKA Group's ongoing program of divesting of former Process Technology Division.

The Flexible Solutions Group, which has over 1,000 employees, is expected to generate sales revenues of nearly EUR 150 million in 2005. The balance of the operating earnings of the Flexible Solutions Group and the result from its sale equals a loss of approximately EUR 5 million. The transaction will substantially reduce the IWKA Group's net debt as of early 2006.

Ad hoc release as of December 22, 2005: IWKA Aktiengesellschaft appoints Executive Board member

On December 22, 2005, the Supervisory Board appointed Dr. Jürgen Koch as a full member of the Executive Board of IWKA Aktiengesellschaft effective April 1, 2006. Dr. Koch will assume responsibility for Finance and Controlling. Dr. Koch previously held leading positions in his field of expertise in plant engineering and assembly groups of companies. He is presently an Executive Board member at Pfeleiderer AG responsible for Finance, Accounting and Controlling.

Mr. Dieter Schäfer, full member of the Executive Board of IWKA Aktiengesellschaft currently responsible for Controlling, will become responsible for the Packaging Technology Division in his capacity as a full member of the Executive Board when Dr. Koch assumes his duties.



Ad hoc release as of December 9, 2005: Change in Executive Board

In consideration of the new structure of the IWKA Group management, the Executive Board will no longer comprise the function "Technology". In its meeting on December 9, 2005 the Supervisory Board of IWKA Aktiengesellschaft therefore revoked the appointment of Prof. Gunther Reinhart as a member of the Executive Board, effective by the end of December 31, 2005. The Supervisory Board extends his thanks to Prof. Reinhart for his work rendered.

Ad hoc release as of October 28, 2005: Change in Executive Board

In consideration of the reorganization of Group management, on October 28, 2005 Mr. Hans Lampert offered the Supervisory Board to resign as a member of the Executive Board. The Supervisory Board accepted Mr. Lampert's offer. The Chairman of the Supervisory Board, Mr. Reinhard Engel, extended his thanks to Mr. Lampert for his commitment during a difficult time for the IWKA Group.

Mr. Wolfgang-Dietrich Hein, Chairman of the Executive Board, will take over Mr. Lampert's current responsibilities for the time being.

Ad hoc release as of July 29, 2005: IWKA Aktiengesellschaft appoints Chairman of the Executive Board

In its meeting on July 29, 2005, the Supervisory Board of IWKA Aktiengesellschaft appointed Mr. Wolfgang-Dietrich Hein as full Member and Chairman of the Executive Board, effective September 1, 2005.

Mr. Hein has experience in the mechanical and plant engineering industry in Germany and abroad for many years.

Ad hoc release as of July 15, 2005: Further reduction of year-end result 2005

On April 15, 2005, the Executive Board of IWKA Aktiengesellschaft issued an ad-hoc announcement, cautioning about a deterioration of the order situation and increasing margin erosion for the Automotive Technology and Robot Technology Divisions as a result of a drop in capital spending by the automotive industry. At that time, the Executive Board also stated that in 2005 operating profit generated by these two divisions would come in below that achieved during the prior year.

The above conditions have further deteriorated since the announcement was published. As a result, operating profit generated by the Automotive Technology and Robot Technology Divisions during the 2005 financial year will be weaker still than the prior year. The EX-CELL-O Group is experiencing



substantial cost overruns in the course of executing current major project orders. Orders that the Robot Technology Division had expected to receive are increasingly being postponed. The IWKA Group's EBIT margin for the year 2005 could therefore be about 2% of sales revenue.

As announced at the company's annual general meeting on June 3, 2005, the Executive Board is in the process of comprehensively streamlining the company's portfolio and is carefully examining every Group company that risks not achieving its profit targets. The objective is to systematically focus the IWKA Group on its core businesses, which are companies that have a promising future and the potential to generate profit.

In this context particularly the EX-CELL-O Group is being examined. These companies are currently subject to a strict renewal program and all further options are thoroughly being explored. Any action taken in this regard could result in a one-time negative impact on profits in the double-digit millions of euros.

Notwithstanding the above mentioned operating profit, the above developments will make it difficult for the IWKA Group and IWKA Aktiengesellschaft to achieve positive year-end results in the 2005 financial year.

The Executive Board has informed the Supervisory Board on the above during the extraordinary Supervisory Board meeting on July 15, 2005, which had been scheduled on June 3, 2005 after the company's annual general meeting.

Ad hoc release as of July 15, 2005: IWKA Aktiengesellschaft announces extraordinary general meeting

After an extraordinary meeting of the Supervisory Board on July 15, 2005, the company's Supervisory Board informed the Executive Board as follows:

"The Supervisory Board of IWKA Aktiengesellschaft announces that an extraordinary general meeting will be called that shall be held by the end of October 2005 at the latest.

All six shareholder representative members will resign from office at the close of this extraordinary general meeting. Prior to the extraordinary general meeting, the Supervisory Board will submit recommendations for new candidates with due consideration of shareholder interests.

The Supervisory Board will have appointed a new chairman of the Executive Board by the time the extraordinary general meeting is held."



Ad hoc release as of June 3, 2005: Chairman of the Executive Board/Supervisory Board

At the Supervisory Board meeting on 3 June, the Chairman of the Executive Board, Mr. Fahr, tendered his resignation to the Supervisory Board with immediate effect. The Supervisory Board accepted Mr. Fahr's offer and expressed its respect to Mr. Fahr for the decision he had taken. The Chairman of the Supervisory Board, Mr. Engel, and Professor Hubbert offered to the Supervisory Board to resign before or after the Annual General Meeting. The remaining Supervisory Board members (employee and shareholder representatives) unanimously asked both gentlemen to remain on the Supervisory Board in the interest of the company. The shareholder representatives on the Supervisory Board decided, on a precautionary basis, to resign en masse in the event that the Annual General Meeting should vote out members.

Ad hoc release as of April 15, 2005: Declining incoming orders from automotive industry - operating profit in 2005 expected to weaken

Reduced capital spending by the automotive industry has led to a significant drop in the order situation over the past few weeks. There has been a further erosion of margins. These developments directly impact the Automotive Technology and Robot Technology Divisions. Current year operating profits expected from these two divisions will come in lower than last year's numbers. The first quarter of 2005 just ended shows that the projections for "a trend to higher operating profit quality" in 2005 envisioned at the beginning of the year no longer apply. IWKA Aktiengesellschaft has launched a comprehensive program of measures to actively counter the drop in operating profit. Profits from the completed sale of former Process Technology Division companies during the first quarter of 2005 have exceeded our expectations.

Ad hoc release as of January 11, 2005: Sale of RMG Regel + Meßtechnik GmbH

As part of the measures to dispose of its former Process Technology Division, the IWKA Group, Karlsruhe, has sold RMG Regel + Meßtechnik GmbH, Kassel, together with its subsidiaries (RMG Group) to a financial investor on December 23, 2004 effective as of January 1, 2005, pending approval by the relevant antitrust authorities. The RMG Group has approximately 900 employees and generated sales of about EUR 100 million in 2004.



[DIRECTORS' DEALINGS ACCORDING TO § 15A WPHG](#) .....  28 KB

[CHANGES IN SHAREHOLDERS ACCORDING TO § 25 WPHG](#) .....  26 KB

## FINANCIAL PUBLICATIONS


[Annual Report for fiscal year 2004 with financial statements and group management report](#)...  3,2 MB

[Annual Report for fiscal year 2004 of IWKA Aktiengesellschaft](#).....  256 KB


[Interim Report as of March 31, 2005](#).....  69 KB

[Half-year Report as of June 30, 2005](#) .....  124 KB


[Interim Report as of September 30, 2005](#) .....  69 KB

[List of Group Companies of IWKA Aktiengesellschaft as of December 31, 2004  
\(Anteilsbesitzliste\)](#).....  72KB

## FURTHER INFORMATION

[Invitation to Ordinary Annual General Meeting on June 3, 2005](#) .....  71 KB

[Supplementary motions to Ordinary Annual General Meeting on June 3, 2005](#).....  29 KB

[Counter motions, reason for supplementary motions and counter motion as well as  
response by the administration to Ordinary Annual General Meeting on June 3, 2005](#) .....  61 KB

[Dividend announcement for fiscal year 2004](#) .....  17 KB

[Invitation to Extraordinary General Meeting on November 9, 2005](#) .....  37 KB

[Financial Calendar for fiscal years 2005/2006](#) .....  30 KB