

## **KUKA Aktiengesellschaft**

Augsburg

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 requirement.

For the period between **January 1, 2010** and **December 31, 2010**, KUKA AG would like to publish the following information pursuant to § 10 German Securities Prospectus Act:

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

Ad hoc release as of November 8, 2010

### **“New Group Financing**

#### **Syndicated Senior Facilities Agreement and High Yield Bond**

KUKA Aktiengesellschaft ("KUKA AG") has reached an agreement with a consortium of banks on the conclusion of a new Syndicated Senior Facilities Agreement ("SFA") that will prematurely repay the previous SFA with a total volume of EUR 336 million. The new SFA has a total volume of EUR 200 million and has a term ending March 31, 2014. The total volume is broken down into guarantee facilities totaling EUR 150 million and EUR 50 million in revolving cash facilities. From KUKA Group's perspective, the new SFA has better conditions than the previous SFA and provides greater flexibility.



A further component of the new Group financing and a condition precedent for the new SFA is KUKA AG's successful placement of a High Yield Bond. This High Yield Bond is to have a total volume of EUR 200 million with a planned seven year term. Actions to market the High Yield Bond will begin today. The High Yield Bond shall be listed and traded at the Luxembourg Stock Exchange, segment Euro MTF.

The issue price and the interest coupon will be determined after the marketing phase is completed. The proceeds from the High Yield Bond will be used for the refinancing of the convertible bond, partial repayment of the cash credit line from the previous SFA and investments in the development of business operations.

KUKA AG's Supervisory Board approved the new Group financing on November 8, 2010; however, they have reserved the right to give the final approval depending on the success of marketing and particularly the final pricing. Whether the new financing actually takes effect is therefore dependent on the successful placement of the High Yield Bond.”

Ad hoc release as of July 28, 2010

**“KUKA AG raises guidance for current financial year**

- Significantly higher orders received and sales lead to strongly improved business results in Q2/10
- 2010 sales should surpass EUR 1 billion threshold
- EBIT between EUR 20 and 30 million before restructuring expenses expected

KUKA Group's preliminary results for the first half of 2010 were: orders received of about EUR 548 million (H1/09: EUR 466.9 million), sales of around EUR 480 million (H1/09: EUR 437.7 million) and a positive EBIT of about EUR 5 million (H1/09: EUR -22.8 million). The Robotics division's growth was particularly strong.

Based on the business development in the first half of 2010, the Group is expecting to surpass the threshold of EUR 1 billion in sales in 2010 overall, provided general conditions remain stable. As a result, EBIT is expected to come in at between EUR 20 and 30 million, although currently it is estimated that restructuring expenses of about EUR 10 million will have to be deducted from this result.

Further details about current business developments will be released in the interim report for the first half of the 2010 financial year, to be published on August 3, 2010.”



Ad hoc release as of June 7, 2010

## **“KUKA has resolved capital increase**

As per the authorization granted at KUKA Aktiengesellschaft's Annual General Meeting dated April 29, 2009, KUKA Aktiengesellschaft's Executive Board, with the approval of the Supervisory Board, has today resolved to increase the company's share capital of EUR 76,075,974.00 by EUR 12,104,146.60 to EUR 88,180,120.60 against cash contributions, by partially utilizing the authorized Capital II (2009) of EUR 27,584,026.00 and by issuing 4,655,441 new no par value bearer shares, representing a notional amount of EUR 2.60 per share ("New Shares").

The New Shares will be offered to shareholders for subscription in a ratio of 1 New Share for 6 existing shares. The subscription period presumably starts on June 9, 2010 and presumably ends on June 22, 2010. The New Shares have a full dividend entitlement from January 1, 2010. The subscription price to shareholders for each New Share is EUR 9.75 ("Subscription Price").

UniCredit Bank AG, Munich, and COMMERZBANK Aktiengesellschaft, Frankfurt am Main, acting as Joint Bookrunners for the rights issue, undertook to subscribe for and underwrite the New Shares pursuant to the underwriting and placement agreement entered into with the company today. Subject to any Joint Bookrunners' contractual rights of withdrawal, the company hereby will receive gross proceeds (before deduction of fees and transaction costs) in the amount of EUR 45,390,549.75. The major shareholders Grenzebach Maschinenbau GmbH and Wyser-Pratte Management Co., Inc. have committed to the Joint Bookrunners to support the capital increase, inter alia by exercising subscription rights.

Shareholders can exercise their subscription rights via their depository banks at the domestic offices of UniCredit Bank AG and COMMERZBANK Aktiengesellschaft. UniCredit Bank AG will arrange for trading of subscription rights on the regulated Frankfurt stock exchange (floor trading) from presumably June 9, 2010 to presumably June 18, 2010. Details regarding the subscription for the New Shares in the course of the rights issue will be published in the electronic version of the Bundesanzeiger on presumably June 8, 2010 and in Frankfurter Allgemeine Zeitung on presumably June 9, 2010.

The company intends to use the proceeds net of fees and cost of the capital increase to (i) improve the company's equity position, strengthen the balance sheet and finance the working capital needs, (ii) set up and expand the business activities newly bundled in the Advanced Robotics unit through focused investments in research and development as well as enhancing the sales and marketing activities for new products, and (iii) create financial and strategic flexibility to further grow the KUKA Robotics and KUKA Systems divisions.



*This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in Australia, Canada, Japan, or the United States or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the "Securities Act") or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of the securities in the United States."*

Ad hoc release as of April 26, 2010

#### **"Supervisory Board resignation and Executive Board appointment**

At KUKA Aktiengesellschaft's extraordinary Supervisory Board meeting held April 26, 2010, Dr. Till Reuter resigned from his position as member of the Supervisory Board, effective immediately.

At its extraordinary meeting held April 26, 2010, KUKA Aktiengesellschaft's Supervisory Board made Dr. Till Reuter a member and chairman of the company's Executive Board, effective immediately and ending December 31, 2013."

Ad hoc release as of March 10, 2010

#### **"Financing extended**

##### **Dr. Till Reuter to remain CEO until September 30, 2010**

KUKA Aktiengesellschaft ("KUKA AG") has reached an agreement with a bank consortium on extending and increasing the existing Syndicated Senior Facilities. According to the agreement, the banks will provide KUKA with credit facilities totaling EUR 336 million until March 31, 2012. This amount consists of revolving cash facilities in the amount of EUR 146 million and credit facilities for letters of credit in the amount of EUR 190 million. The Kreditanstalt für Wiederaufbau (KfW) joined the consortium as a new partner and will contribute EUR 31 million to the cash facility.

As part of the agreement with the banking consortium KUKA AG agreed to raise equity by at least EUR 23 million by the end of June 2010, either by the way of a capital increase or subordinated debt. The



agreed credit lines will only become available in full in the future upon the raising of the afore-mentioned funds. KUKA AG will decide whether to raise more than EUR 23 million subject to market conditions. The major shareholder Grenzebach Maschinenbau GmbH has committed to provide up to EUR 15 million as part of the capital injection. Grenzebach Maschinenbau GmbH has also informed KUKA AG that in line with its previous communication it will not increase its shareholding in the company, or the shareholding attributable to it, to 30 percent or more in the course of a capital increase.

The extension of the bank financing beyond August 31, 2011 is also conditional upon securing a refinancing of the convertible bond issued by KUKA Finance BV and guaranteed by KUKA AG, which falls due in November 2011, by no later than August 31, 2011. The company further undertook vis-à-vis the banking consortium not to distribute any dividends to its shareholders during the term of the financing agreement. The amended terms of the bank financing will lead to higher financing costs and an increased negative financial result in comparison to 2009.

In addition, KUKA AG's Supervisory Board has asked Dr. Till Reuter to continue in his position of acting CEO in accordance with section 105, para. 2 of the German Stock Corporation Act, until September 2010. After successfully completing the financing negotiations, Dr. Reuter informed the Supervisory Board that he would remain in the position until such date, in particular to further develop the company's long-term strategic direction. Accordingly, the staffing of the CEO-position from October 2010 onwards will be appointed later. KUKA AG will release its final results for 2009 on March 16, 2010."

[CHANGES IN SHAREHOLDERS ACCORDING TO § 25 WPHG](#)..... PDF Download

## FINANCIAL PUBLICATIONS

Annual report for fiscal year 2009 with financial statements and group management report.....PDF Download

Annual Financial Statements 2009.....PDF Download

Financial statements and management report for fiscal year 2009 of KUKA Aktiengesellschaft (only available in German)..... PDF Download

Report on first quarter 2010.....PDF Download

Interim Report as of June 30, 2010.....PDF Download

Report on third quarter 2010.....PDF Download



List of Group Companies of KUKA Aktiengesellschaft as of  
December 31, 2009 (Anteilsbesitzliste) .....PDF Download

## FURTHER INFORMATION

Invitation to Ordinary Annual General Meeting on April 29, 2010.....PDF Download

Financial Calendar for fiscal years 2010/2011.....PDF Download

In case an indicated hyperlink will not be available or functional, the information as printed version is available free of charge. In this case please contact: KUKA Aktiengesellschaft, Investor Relations, e-mail: [IR@kuka.com](mailto:IR@kuka.com).

Please note that the information contained in or attached to this Annual Document might be no longer up-to-date.

Augsburg, April 2011

KUKA Aktiengesellschaft

