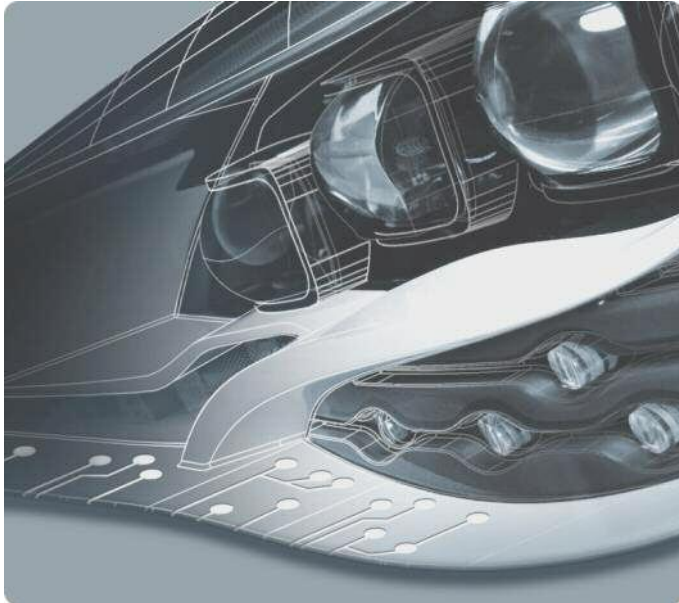




HELLA

9 months FY 2014/15

Roadshow Presentation



March/April 2015

Disclaimer

This document was prepared with reasonable care. However, no responsibility can be assumed for the correctness of the provided information. In addition, this document contains summary information only and does not purport to be comprehensive and is not intended to be (and should not be construed as) a basis of any analysis or other evaluation. No representation or warranty (express or implied) is made as to, and no reliance should be placed on, any information, including projections, targets, estimates and opinions contained herein.

This document may contain forward-looking statements and information on the markets in which the HELLA Group is active as well as on the business development of the HELLA Group. These statements are based on various assumptions relating, for example, to the development of the economies of individual countries, and in particular of the automotive industry. Various known and unknown risks, uncertainties and other factors (including those discussed in HELLA's public reports) could lead to material differences between the actual future results, financial situation, development or performance of the HELLA Group and/or relevant markets and the statements and estimates given here. We do not update forward-looking statements and estimates retrospectively. Such statements and estimates are valid on the date of publication and can be superseded.

This document contains an English translation of the accounts of the Company and its subsidiaries. In the event of a discrepancy between the English translation herein and the official German version of such accounts, the official German version is the legal valid and binding version of the accounts and shall prevail.

Agenda

- 1. Introduction**
2. Key Investment Highlights
3. Strong 9 months 2014/15 Performance

Today's presenting team

Dr. Rolf Breidenbach



- CEO
- *Joined HELLA in 2004*
- *In current position since 2004*

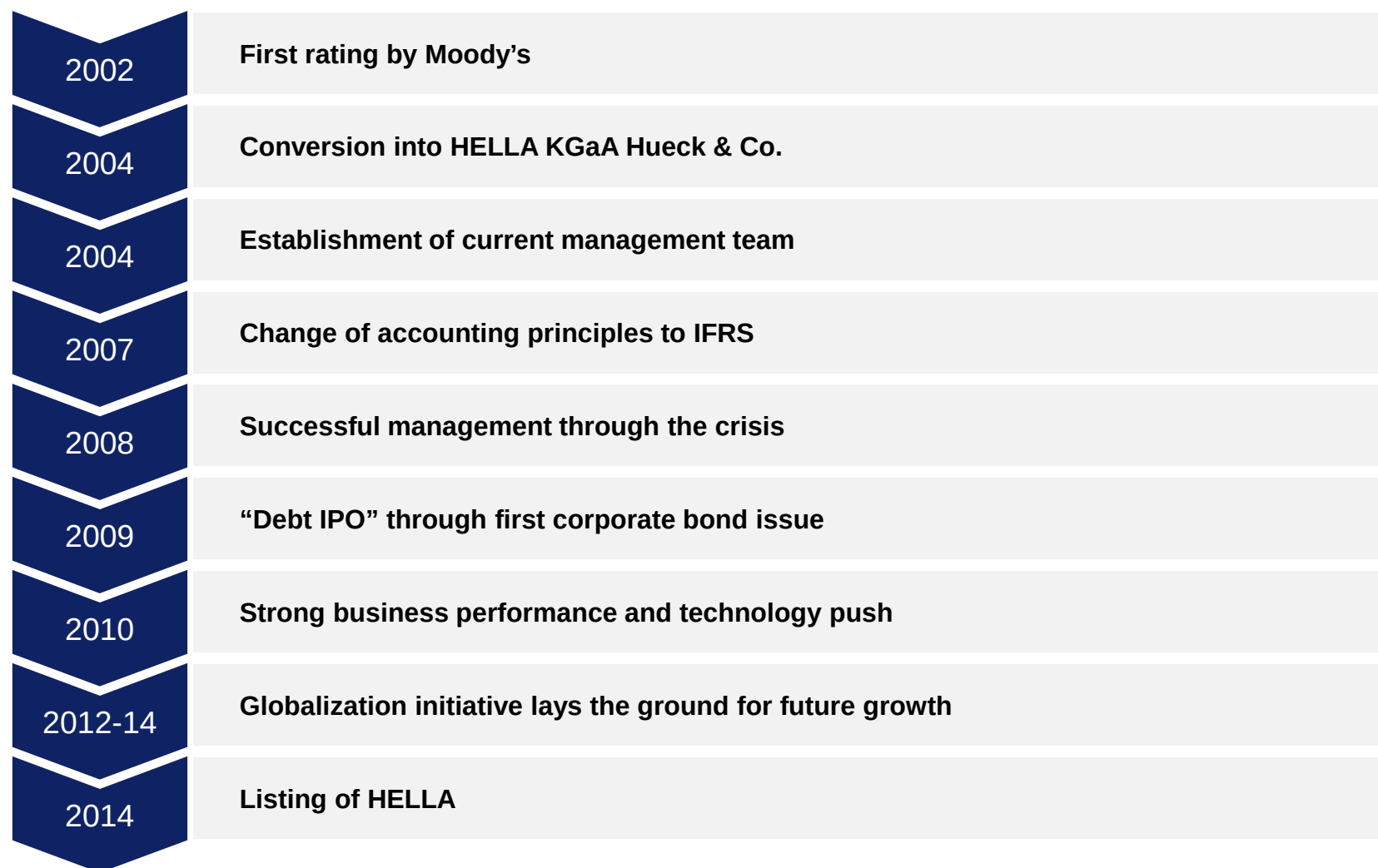
Dr. Wolfgang Ollig



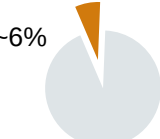
- CFO
- *Joined HELLA in 2004*
- *In current position since 2006*

HELLA – Key milestone towards capital markets orientation

Listing was the logical next step for HELLA



HELLA – Market and technology leadership as guiding principles

			Sales / EBIT Margin 2013/14* (€bn) / (%)
Group		• Partner of the automotive industry and the aftermarket for over 100 years • Family-owned and global reach: >100 locations in >35 countries • More than 30,000 employees worldwide, thereof 5,880 in R&D**	€5.3bn / 7.4%***
Automotive	Lighting 	• 41% of FY 2013/14 HELLA's sales**** • # 1 market position in LED headlamps¹ • # 1-2 European market position in OE passenger car lighting¹ • # 3-4 globally¹	 ~73%
	Electronics 	• 33% of FY 2013/14 HELLA's sales**** • #1-2 European market position in defined automotive electronic segments¹ • # 2-3 globally¹	
Aftermarket		• Aftermarket Solutions: integrated player along the value chain • Spare parts, wholesale, diagnostics, software and service	 ~20%
Special Applications		• Transfer of HELLA know-how to new non-automotive applications • Special OE: lighting and electronic products for e.g. agricultural and construction machines, trucks and trailers • Industries: lighting products indoor and outdoor (e.g. street lights, airport lights)	 ~6%

Agenda

1. Introduction
- 2. Key Investment Highlights**
3. Strong 9 months 2014/15 Performance

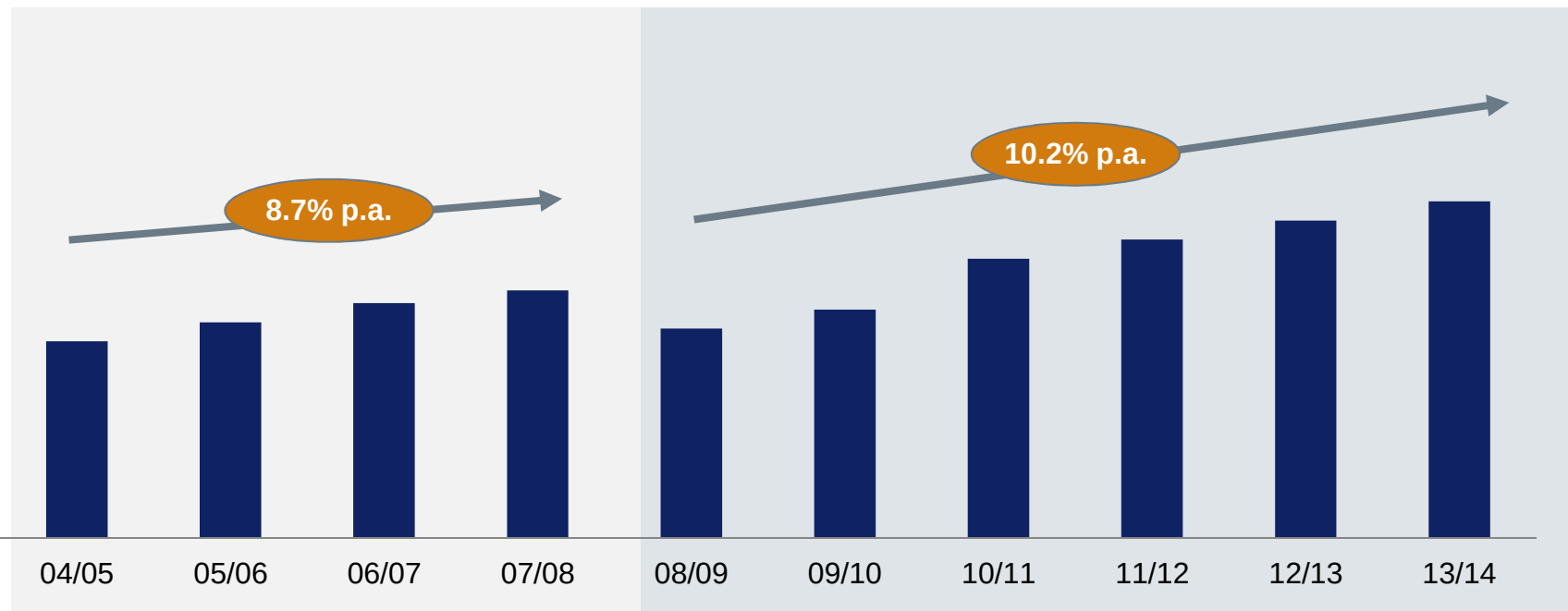
Key Investment Highlights

- 1 Strong growth track record
- 2 Strong competitive position and growth path supported by **technological excellence and innovation leadership**
- 3 Market leading positions in attractive market segments
- 4 Favorable customer mix and regional exposure
- 5 **Unique and proven network strategy** as further lever to generate growth and secure competitiveness
- 6 **Resilient business portfolio** due to anti-cyclical nature of strong Aftermarket business
- 7 Proven operational excellence

1 HELLA – Track record of steady growth across the cycle

Sales in €bn

CAGR*



Strong growth since crisis

→ Sustainable long term growth across the cycle during the last ten years with a clear focus on organic growth (CAGR of 6.3% p.a. since FY 2004/05)

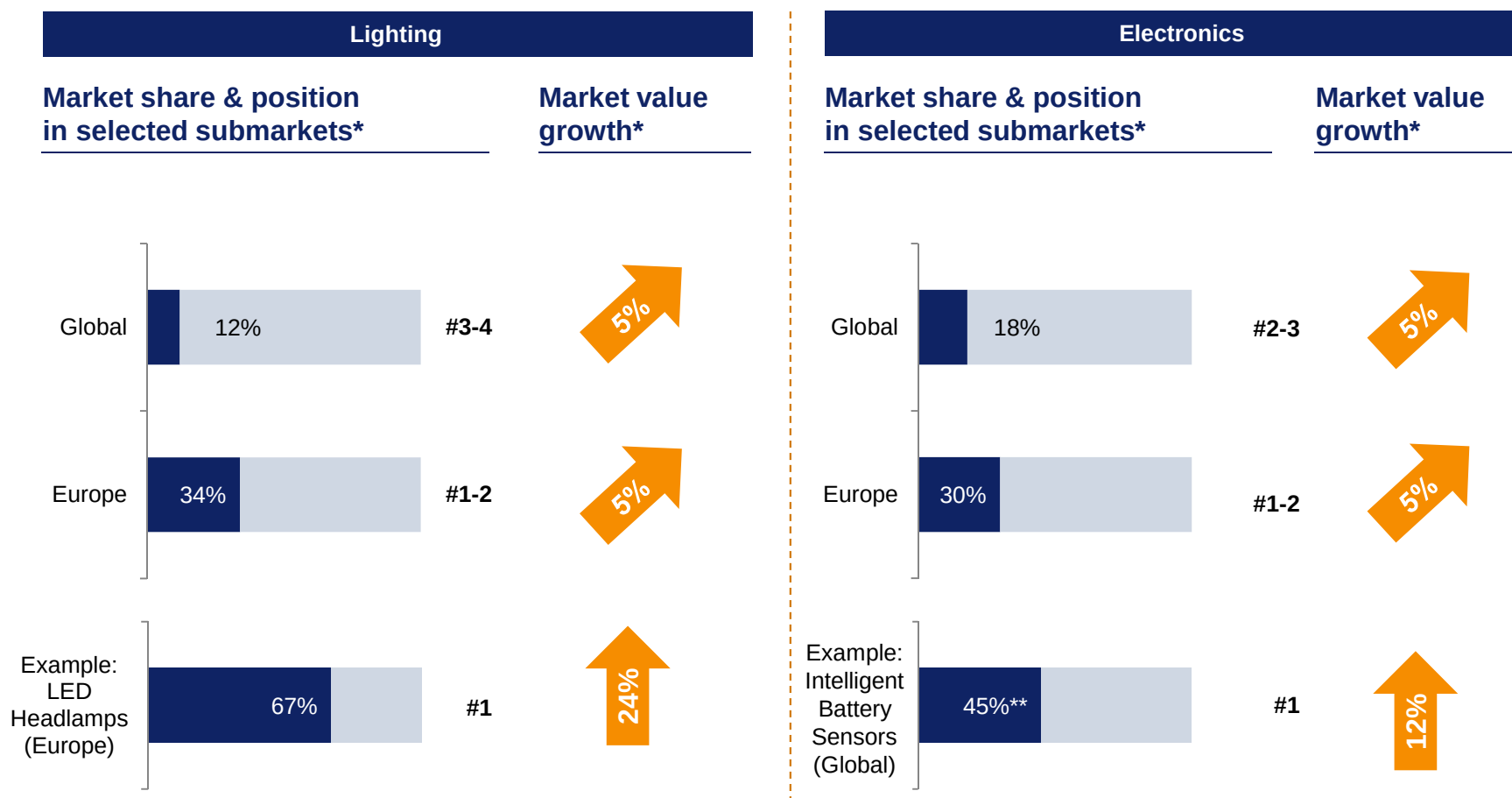
*Cumulated Annual Growth Rate; Based on sales as reported; w/o adjustments for consolidation or accounting changes

2 HELLA – Strong positioning along global megatrends

Continued strong investments in R&D led to recent high-growth product innovations

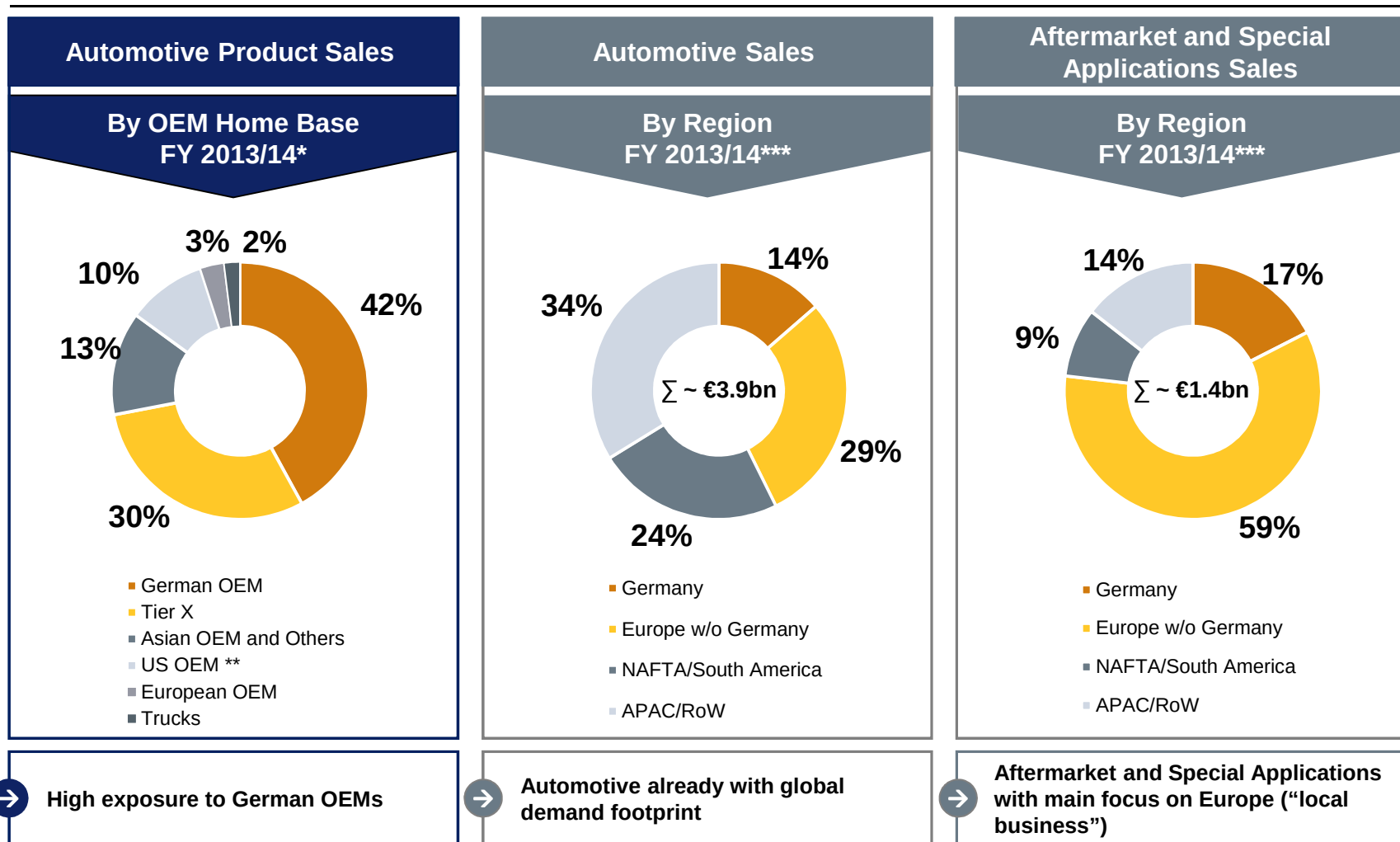


3 Leading market positions in Lighting (in particular LED) and selected electronics products



*Source: L.E.K. market analysis (May 2014); all figures relating to selected markets and product categories based on HELLA's product portfolio, as covered in L.E.K. report; Growth: CAGR 2013/14-2018/19 **Including 100% of related JV sales

4 Favorable customer mix and regional exposure



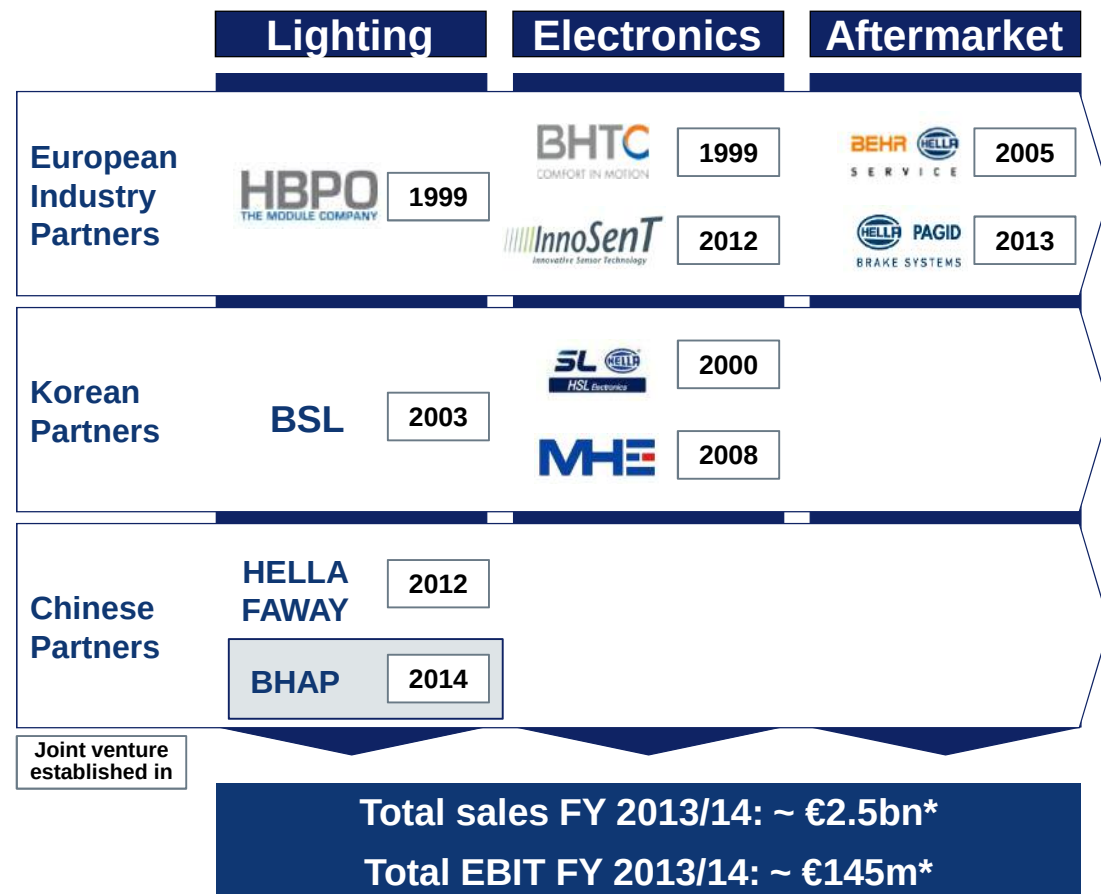
* Automotive sales excl. non-product sales, e.g. customer reimbursements ** Thereof ~40% with Europe-based production locations *** External sales volume, not including inter-segment sales

5 HELLA's network approach provides additional lever to growth and profitability development

HELLA network strategy

- HELLA counts on JVs and partnerships for **more than 15 years**
- **Key strategic rationale**
 - **Access to technology know-how** in order to strengthen product portfolio offer
 - **Access to new markets or customer groups** via partners' established network
 - **Economies of scale** in operations, e.g. purchasing and production

Selected examples from the HELLA network



*Based on non-audited, internal IFRS reporting as of May 31, 2014; all equity accounted investments added together (on a hypothetical 100% basis, irrespective of HELLA's percentage share)

6 Competitive advantage through complete aftermarket solutions along the value chain

Independent Aftermarket

- Sale of parts to independent wholesalers
- Particularly strong position of sales network and brand presence in European home market



Wholesale

- Sale of full product range to garages
- Market leader in Denmark, and second largest wholesaler in Poland



Workshop Equipment

- Sale of diagnostic equipment and software to garages
- One of the two largest suppliers in German-speaking markets



→ HELLA provides the full portfolio including services and solutions and can deliver the entire value chain which generates push and pull effects

Source: L.E.K. market analysis (May 2014).

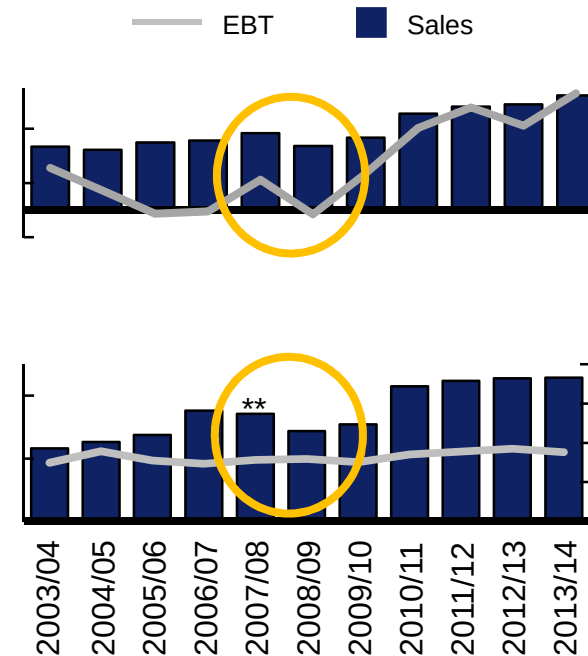
6 High resilience of business model through strong share of Aftermarket business

Aftermarket business characteristics

- **Large number of customers** (fragmented wholesale and garage markets)
- **Car population** as main driver (vs. new car production)
- **High entry barriers** due to importance of scale effects, branding, and logistics- and process competence

Auto-
motive*

After-
market*



High financial resilience of Aftermarket business with stable cash flow generation

- Generally **anti-cyclical behavior of Aftermarket** business without dependence on car demand
- Relatively **low variance in growth rates**, both for sales and especially for profits
- **Stable Aftermarket business share** in HELLA's overall business

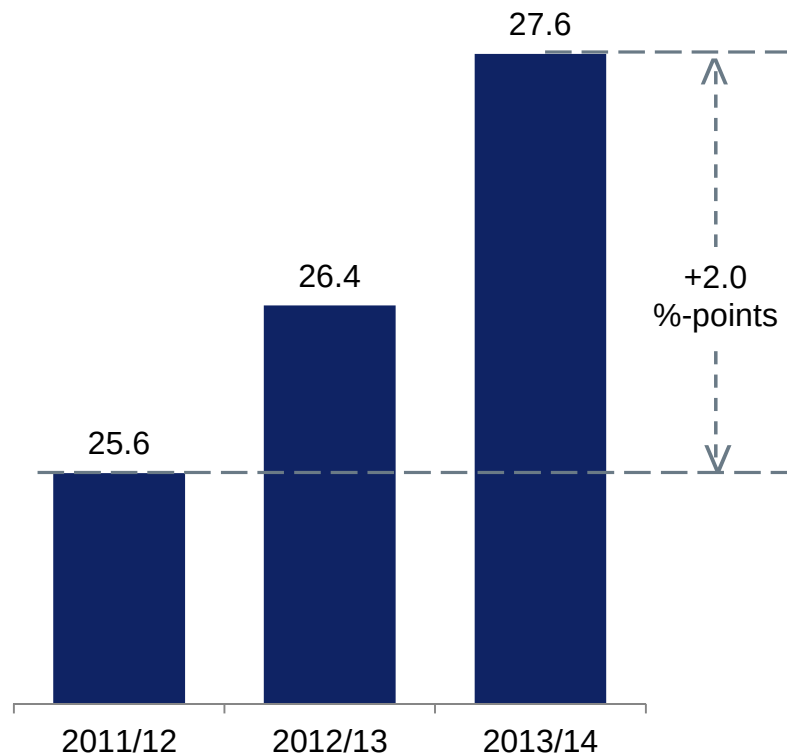
*All figures as reported; w/o adjustments for consolidation or accounting changes; 03/04 – 06/07 based on HGB accounting, thereafter IFRS accounting

** incl. sale of Danish subsidiary Holger Christiansen A/S

7 Operational excellence: Example Gross Margin improvement

Gross Profit Margin*

■ Gross profit in percent of sales



Comments

- **Continuous improvement of gross profit margin** by ~ 2.0%p in the last two years
- **Attractive product portfolio** in Automotive
- Improvement driven by **focus on scale effects** based on new profitable product generations, and operational excellence:
 - **Footprint optimization**
 - **Cost-saving measures**
 - **Supply chain optimization**
- **High-tech launches** in Lighting **tightening gross profit** temporarily

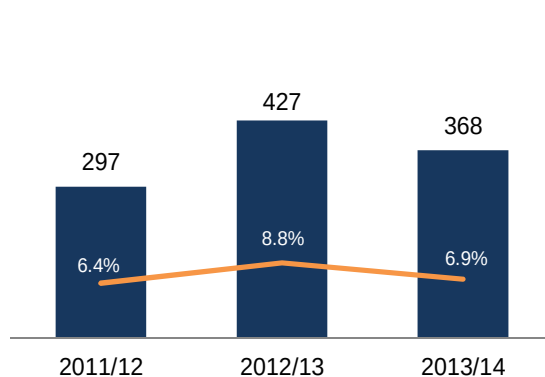
* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

7 Global production footprint reduces costs, minimizes risks and positions for growth

Focus on global capabilities with investments to secure strong global positioning

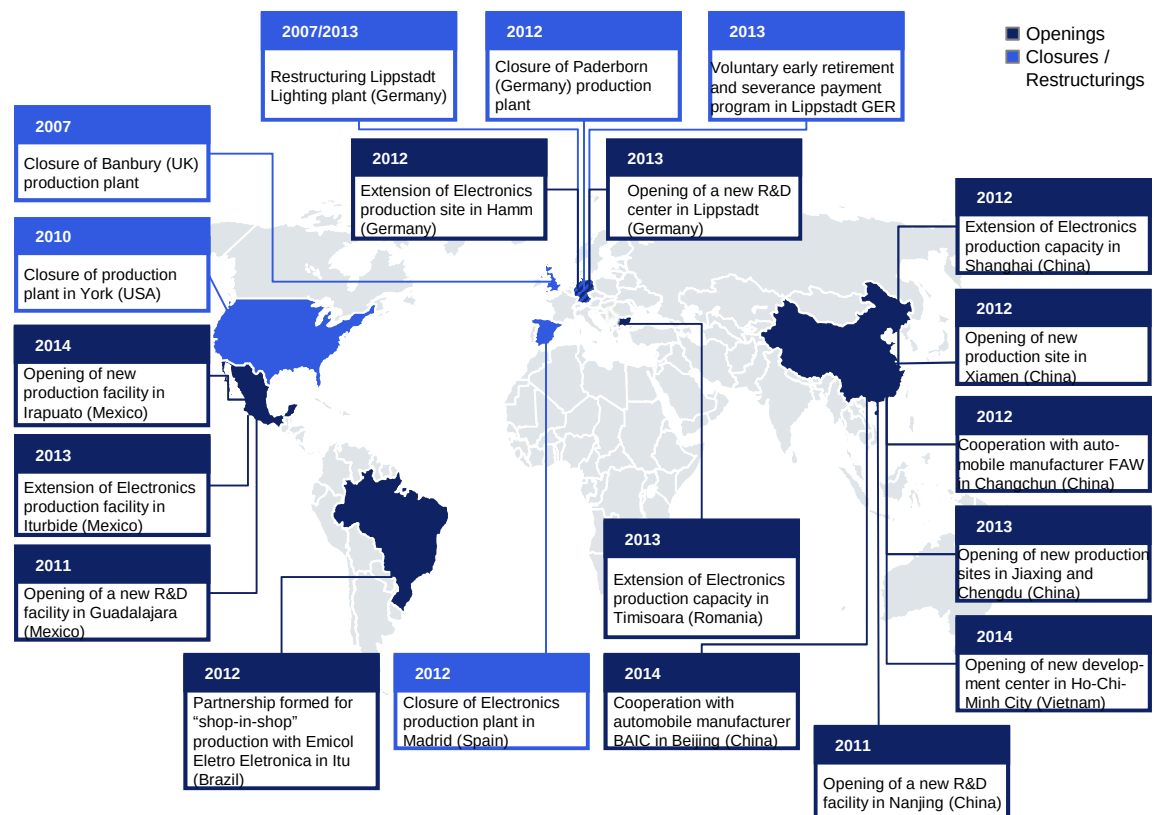
Net CapEx*

in €m and as % of sales



Further extension of global network to reduce future costs and enhance customer proximity

Strengthen the lead concept for core production and development locations



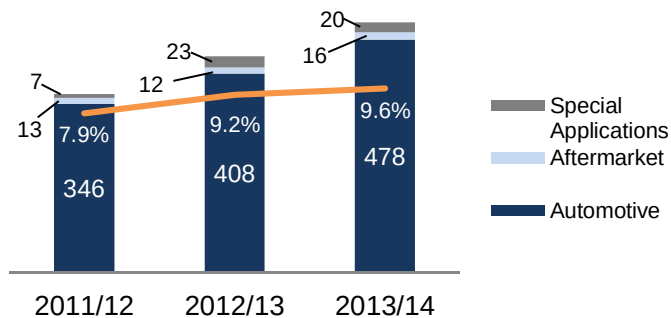
* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11
Net CapEx defined as CapEx less pre-payments by customers for series production

7 Globalization initiative supports technological leadership and optimized global footprint

Focus on innovation to secure technological leadership, Innovation and Competitiveness

R&D*

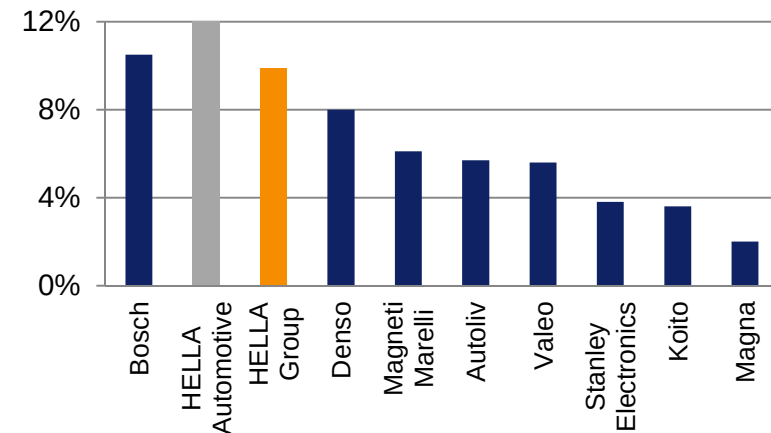
in €m and as % of sales



High investments in R&D to secure positioning at the top of technological key trends

R&D compared to peers

in %



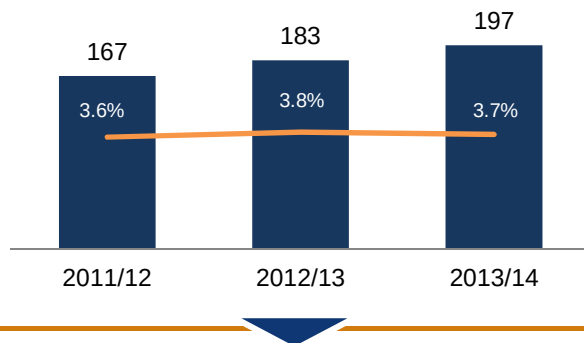
High R&D investments compared to peers in innovation leadership and globalization
Harvesting period with room for reduction in the future

* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

7 Globalization initiative supports technological leadership and optimized global footprint

Focus on improving corporate network to ensure efficient administrative processes

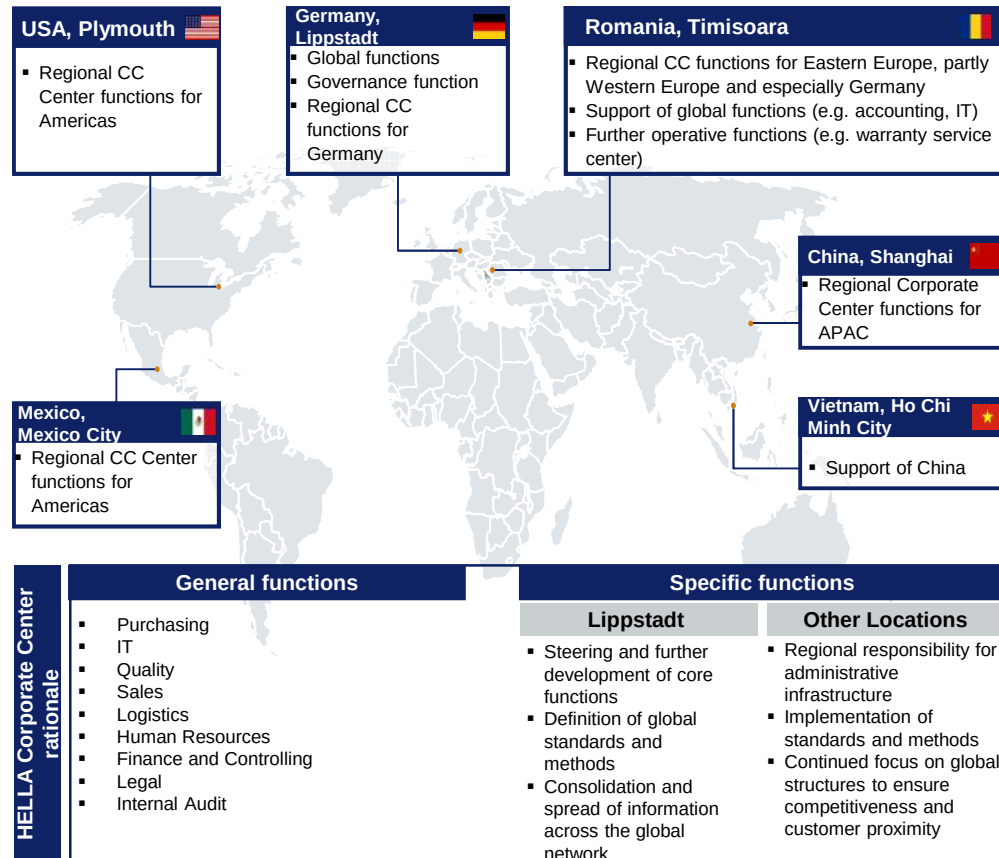
Stable administration cost ratio* in €m and as % of sales



Creation of required administrative infrastructure based on global CC**

Strengthen the lead concept for core production and development locations

Ensure efficient and lean administrative processes on a global basis



* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

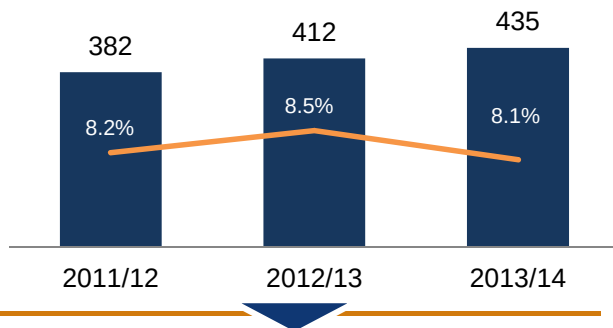
** CC : Corporate Center

7 Globalization initiative supports technological leadership and optimized global footprint

Focus on leveraging sales base for increased volume and product portfolio

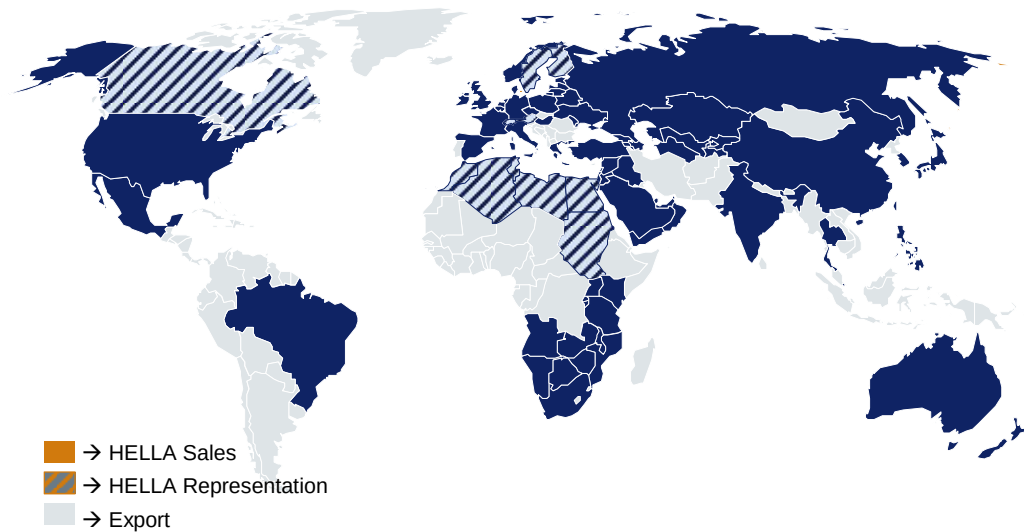
Stable distribution cost ratio*

in €m and as % of sales



Build up of global distribution network, mainly driven by Aftermarket and Special Applications

Organization tailored to specific regional demands and customer needs



Americas

- Brazil
- Mexico
- USA

Europe + Africa

- Belgium
- Czech Republic
- Denmark
- France
- Germany
- Great Britain
- Greece
- Hungary
- Ireland
- Italy
- Netherlands
- Norway
- Russia
- Poland
- Serbia
- Spain
- South Africa
- Turkey

Asia-Pacific

- Australia
- China
- Dubai
- India
- Japan
- New Zealand
- Philippines
- Singapore
- South Korea

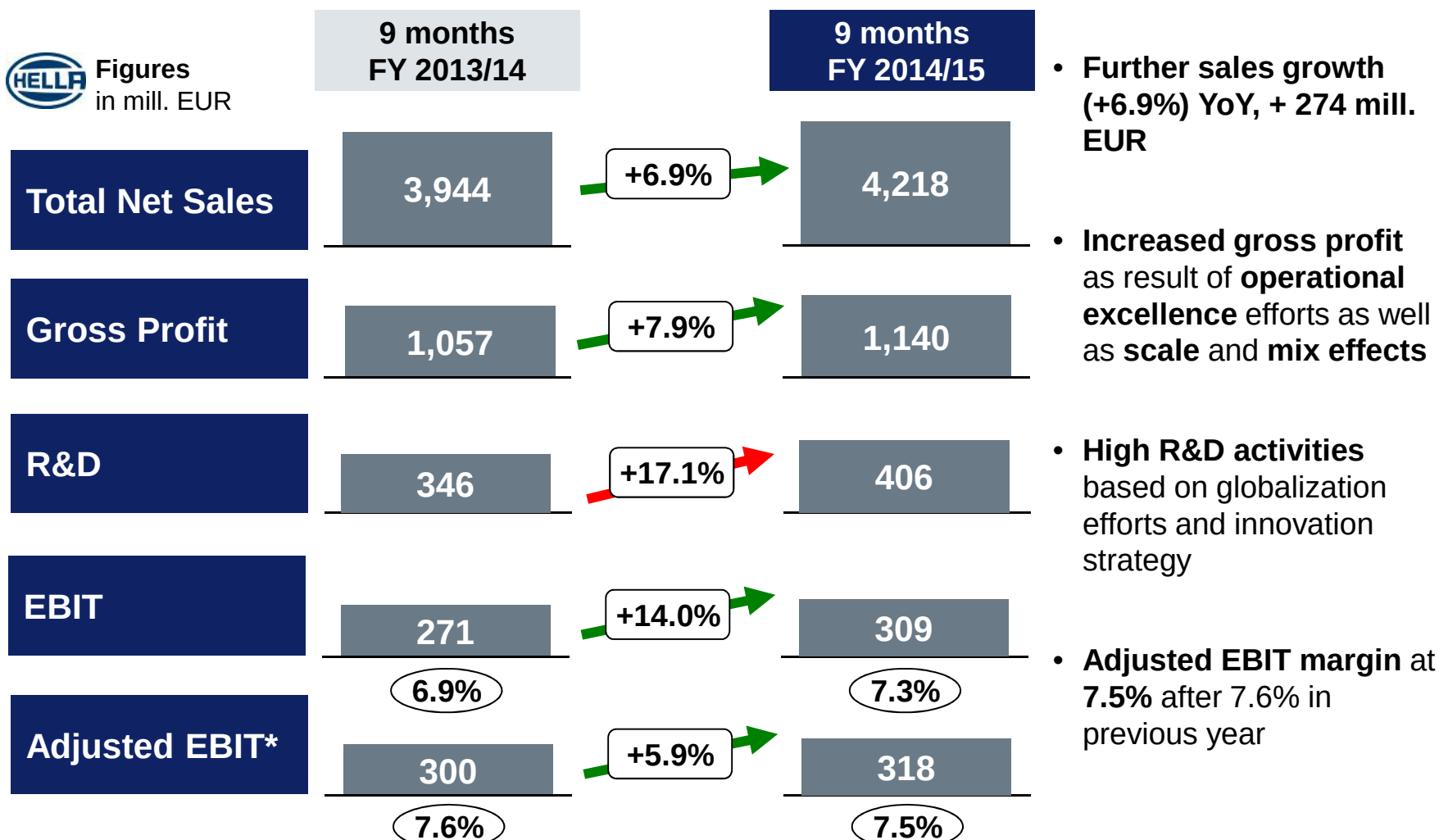
* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

Agenda

1. Introduction
2. Key Investment Highlights
- 3. Strong 9 months 2014/15 Performance**

Strongly improved EBIT compared to previous year

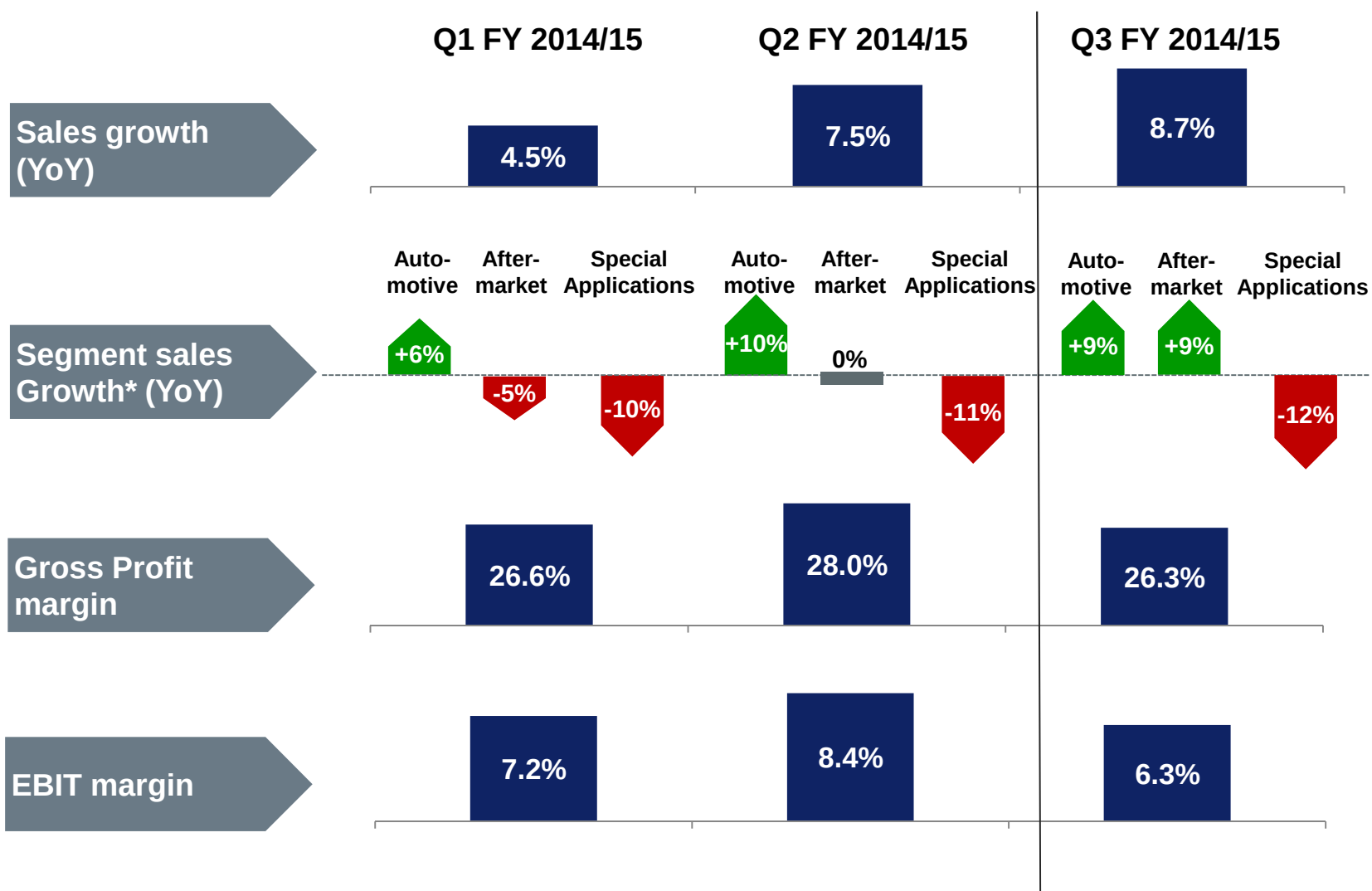
Key Financials – 9 months FY 2013/14 vs. 9 months FY 2014/15



* Adjusted for one-off effects related to the voluntary severance and partial retirement program of EUR 8.4 mill. (9 months FY 2014/15) and of EUR 28.5 mill. (9 months FY 2013/14)

Growth accelerated in Q3

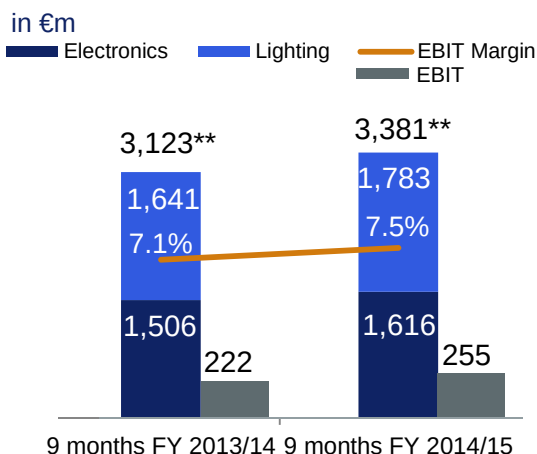
Comparison of Key Financials – Q1 FY 2014/15 to Q3 FY 2014/15



Growth is mainly driven by Automotive segment

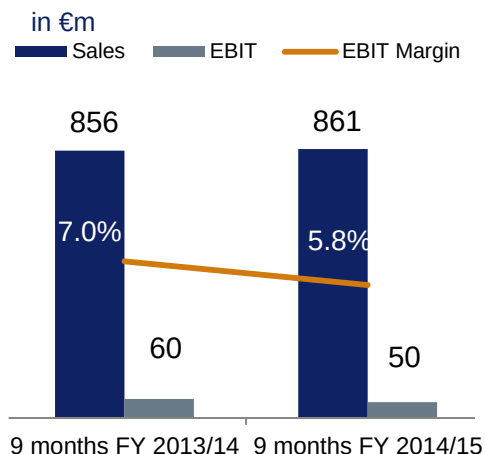
Segment Results – 9 months FY 2013/14 to 9 months FY 2014/15

Automotive*



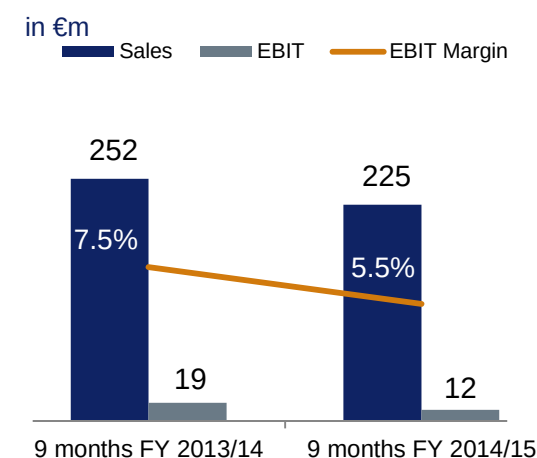
- Strong demand for innovative electronics and LED products geared to megatrends
- Strong position in premium customer segment
- Global presence in growth markets

Aftermarket*



- Weak independent aftermarket, esp. Germany
- Progressive consolidation of customer
- Positive sales development in Q3 due to wholesale and workshop equipment business
- Negative volume effect on profitability

Special Applications*



- Reduced sales due to weak demand in Agriculture sector
- Other client groups' business on track
- Stabilization on low level

* Total sales including intersegment sales,

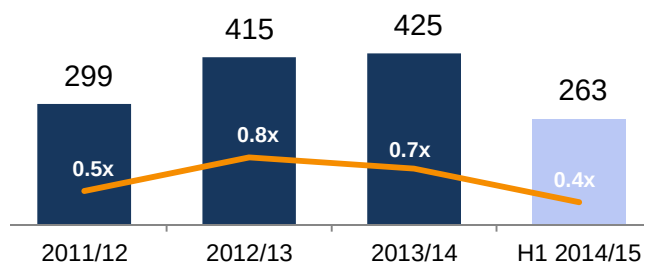
** Sales figures for Lighting & Electronics do not add up to Automotive sales due to sales between those two business divisions

Growth supported by solid financial position

Financial policy reinforces strategy

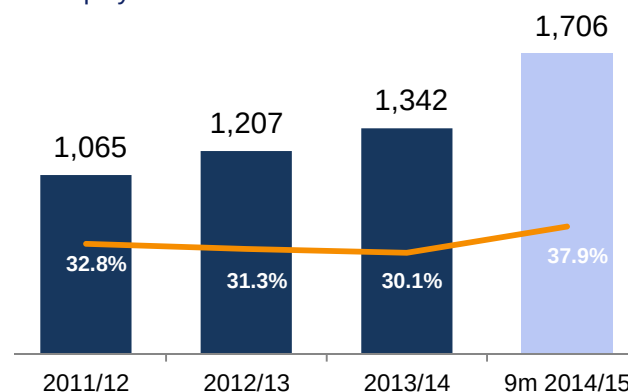
Net debt*

in €m and as ratio net debt / EBITDA



Solid financial position*

in €m and as equity ratio



- Increase of equity ratio by 8pp compared to the beginning of the FY after capital increase with net inflow of 272 mill. EUR
 - Despite debt repayment still high liquidity position with around 0.8 bill. EUR available financial assets
 - Solid financial structure with Net Debt / EBITDA at 0.4x
-
- Financing of further **organic growth** in all segments
 - Continuous investments in innovative technologies and products
 - Expansion of global footprint
 - Expansion into new business models
 - Continuation of **growth path** with new external partners along established **HELLA network strategy**
 - **Anorganic growth with focus on smaller acquisition** in the business activities Electronics, Aftermarket and Special Applications

* FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

HELLA Group – Company specific Outlook full FY 2014/15

Outlook FY 2014/15



HELLA
Group

- Presuming no serious economic turmoil, we assume further positive development of the HELLA business in the FY 2014/15:
- Sales and adjusted EBIT to grow correspondingly in the medium to high one-digit percentage range
 - Sales growth mainly attributable to a positive development of the Automotive segment
 - Aftermarket sales likely to stagnate due to a weak market environment, particularly in the IAM segment in Germany
 - Special Applications sales to fall due to the persisting weakness in the agricultural market
 - Results for the Aftermarket and Special Applications segments probably lower on YoY comparison
- Changes in foreign currencies lead to increase in sales growth with only limited impact on the profitability due to active risk management and currency hedging



HELLA – Technology leader with global footprint and favorable customer mix

Technology leadership

- Track record of innovative and technological leadership in global competition forms the pillars of HELLA's success
- Continue high investment in innovation
- Early involvement in platform development
- Focus on market segments, where HELLA can be successful (market leadership)
- HELLA products require high level of know how and expertise and therefore not easily copyable



Global footprint and distribution network

- HELLA is present in all key automotive markets
- Global aftermarket network with particularly strong presence in Europe
- Network strategy of successful joint ventures unique in the industry



Strong relationship to OEMs

- Strategic focus on favorable OEMs
- HELLA as credible alternative for OEMs to mega suppliers such as Bosch and Continental

DAIMLER



HYUNDAI



Key pillars of continued profitable growth

Agenda

Appendix

- **Examples Technology Leadership**
- **Financial Result 9 months FY 2014/15**
- **Corporate Governance**

Examples Technology Leadership

Lighting: Audi A8 headlamp innovation

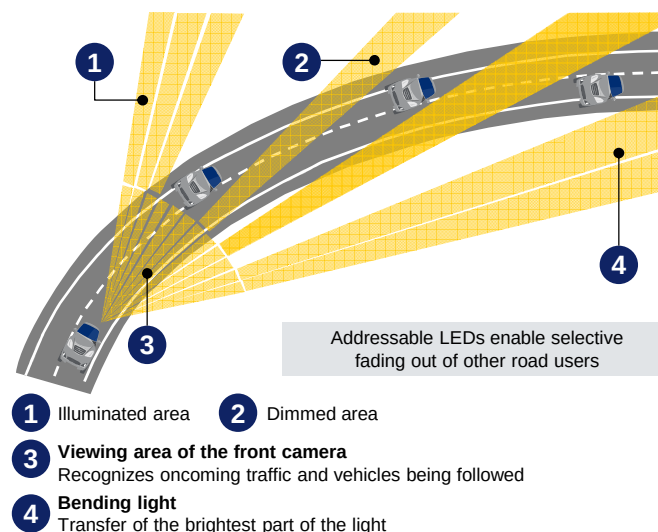
Audi A8 matrix LED headlamp

Product description

- The latest model of the Audi flagship offers customers the opportunity to order the world's first ever matrix LED with a glare-free high beam and a dynamic indicator light
- Combination of traffic recognition by camera technology and intelligent control of the headlamp
- Splitting up of the high beam into five reflectors, each one having a chip containing 5 LEDs allows permanent driving with high beam without glaring oncoming or ahead traffic
- By the shutting down or dimming of individual LEDs, oncoming or ahead traffic is blanked out of the field of high beam distribution in real time
- The implementation of Matrix technology allows, for the first time, several tunnels to open simultaneously, masking out up to 8 different road users
- 25 individually controlled segments per headlamp
- Evidence of synergies between Lighting and Electronics

Benefits

- Best illumination without glaring any oncoming vehicles or the vehicles ahead – high-safety feature
- Helps the driver with better visibility (implementation of matrix technology allows, for the first time, several light tunnels to open simultaneously)
- Nearly achieves daylight quality for light impression at night
- Mechanism-free realization of light function with dynamic behaviour
- Navigation-based light control



→ Addressing key mega trends: environment, safety, styling & comfort

Examples Technology Leadership

Electronics: European leadership in the high growth market of rear applications based on 24 GHz radar*



Safety

“Growing complexity and challenges in today’s traffic require support by electronic systems to improve traffic safety.”

OEM's and government organizations are continuously striving to reduce the frequency of accidents and severity of injuries in vehicles.

HELLA delivers technologies for driver assurance and works closely with OEM's in the development of innovative solutions for a safer driving experience.



24 GHz Radar

→ HELLA is considered the European leader in the high growth market of rear applications based on 24 GHz radar and belongs to the top market players worldwide

→ 2 sensor comfort system enable following functions

- Lane Change Assist (LCA)
- Blind Spot Detection (BSD)
- Pre-Crash Rear (PCR)
- Rear Cross Traffic Alert (RCTA)

→ Cost effective solution with scalable functional spectrum

→ Successful series developments with more than 25 carlines at 8 OEMs



Lane Change Assist (LCA)



Pre-Crash Rear (PCR)



Blind Spot Detection (BSD)



Rear Cross Traffic Alert (RCTA)

*Source: L.E.K. market analysis (May 2014)

Source: L.E.K. research; HELLA

Agenda

Appendix

- **Examples Technology Leadership**
- **Financial Result 9 months FY 2014/15**
- **Corporate Governance**

Financial Report

Key figures

Figures in mill. EUR if not otherwise stated			Key Financial Metrics	
	February 28, 2015 Actual	February 28, 2014 Actual		
Sales	4,218	3,944		
EBITDA	550	500		
EBIT	309	271		
Gross CAPEX	348 (8.2 % of Sales)	360 (9.1 % of Sales)		
EPS (EUR)	2.01	1.69		
Operating FCF	-3.0	26.0		
Net Debt	263	470		
Equity	1,785	1,277		
Equity Ratio	37.9%	32.3%		
Net Debt / EBITDA (LTM)*	0.4x	0.7x		
Gearing (max. 1.3x)**	0.1x	0.4x		

*EBITDA (LTM) / Net Interest; **Net Debt / Equity; Interest coverage and Gearing are covenants for Syn Loan

Financial Report

Income statement – 9 months FY 2014/15

in mill. EUR	9 months FY 2014/15		9 months FY 2013/14	
Sales	4,218	100.0%	3,944	100.0%
Cost of sales	(3,079)	-73.0%	(2,888)	-73.2%
Gross Profit	1,140	27.0%	1,057	26.8%
Research and development costs	(406)	-9.6%	(346)	-8.8%
Distribution costs	(334)	-7.9%	(324)	-8.2%
Administrative costs	(142)	-3.4%	(134)	-3.4%
Other income and expenses	4	0.1%	(13)	-0.3%
Income from associates	47	1.1%	32	0.8%
Other income from investments	0	0.0%	(1)	0.0%
EBIT	309	7.3%	271	6.9%
Financial income	12	0.3%	13	0.3%
Financial expenses	(42)	-1.0%	(43)	-1.1%
Earnings before taxes	279	6.6%	241	6.1%
Taxes on income	(63)	-1.5%	(67)	-1.7%
Earnings for the period	216	5.1%	174	4.4%

Financial Report

Balance sheet – Assets: February 28, 2015

in mill. EUR	February 28, 2015		February 28, 2014	
Cash, cash equivalents and financial assets	843	17.9%	615	15.6%
Trade receivables	818	17.4%	697	17.6%
Other receivables and non-financial assets	176	3.7%	150	3.8%
Inventories	666	14.1%	597	15.1%
Current assets	2,503	53.2%	2,059	52.1%
Property, plant and equipment and intangible assets	1,712	36.4%	1,477	37.4%
Shares in associated companies and joint ventures and other investments	268	5.7%	235	5.9%
Other non-current assets	222	4.7%	182	4.6%
Non-current assets	2,203	46.8%	1,893	47.9%
Total assets	4,705	100.0%	3,952	100.0%

Financial Report

Balance sheet – Equity and liabilities: February 28, 2015

in mill. EUR	February 28, 2015		February 28, 2014	
Financial liabilities	73	1.6%	264	6.7%
Trade payables	647	13.7%	459	11.6%
Other liabilities	407	8.7%	522	13.2%
Provisions (current)	72	1.5%	85	2.2%
Current liabilities	1,199	25.5%	1,330	33.6%
Non-current financial liabilities	1,033	22.0%	821	20.8%
Deferred tax liabilities	70	1.5%	71	1.8%
Other non-current liabilities	266	5.6%	188	4.8%
Other provisions	353	7.5%	265	6.7%
Non-current liabilities	1,722	36.6%	1,345	34.0%
Total equity	1,785	37.9%	1,277	32.3%
Total equity & liabilities	4,705	100.0%	3,952	100.0%

Financial Report

Cash Flow – 9 months FY 2014/15

in mill. EUR	9 months FY 2014/15	9 months FY 2013/14
EBIT	309	271
Gross depreciation	241	228
Working capital changes	(132)	(76)
Payments received for serial production	67	114
Tax payments	(79)	(50)
Other operating activities (e.g. change in provisions)	(84)	(112)
Gross Capital Expenditures	(348)	(360)
Revenue from sale of assets	25	11
Operative Free Cash Flow	(3)	26
Dividends paid	(59)	(55)
Acquisitions	(14)	(4)
Capital increase	272	0
Restructuring payments, Consolidation group changes, FX effects & other evaluation effects	(38)	(28)
Pension, Factoring, Operating Lease	4	5
Change in financial net debts	163	(56)

- **Lower operative Free Cash Flow** mainly due to continuous growth and seasonal effects driving increase of working capital
- **Increase in net capex*** from 235 mill. EUR to 256 mill. EUR mainly due to extraordinary high customer payments in previous year now at normal level
- **Net inflow from capital increase** of 272 mill. EUR

*Includes gross capital expenditures, less revenue from sale of assets, and less payments received for serial production

Agenda

Appendix

- **Examples Technology Leadership**
- **Financial Result 9 months FY2014/15**
- **Corporate Governance**

Legal structure and Corporate Governance

Family controlled company with professional corporate governance

Legal Form	▪ HELLA is incorporated as a KGaA (stock corporation) ▪ All limited partner shares held by 60 family shareholders ▪ General management: – Dr. Jürgen Behrend (Managing General Partner) – HELLA Geschäftsführungs-GmbH with 7 non-family managers ▪ Shareholders' committee with 7 members with voting rights incl. external members: – Manfred Wennemer (Chairman, external, former CEO Continental AG) – Dr. Gerd Kleinert (external, former CEO Automotive Business of Rheinmetall AG) – Klaus Kühn (external, former CFO Bayer AG) – Dr. Jürgen Behrend (family member, personally liable, Managing General Partner → will exit the shareholders' committee before the IPO to ensure strict separation of management and control) – Additionally, 3 members of the shareholder family ▪ Supervisory Board and Audit Committee headed by experienced external member (Prof. Dr. Hoffmann-Becking)				
Professional leadership and corporate governance	<table><tr><td> Manfred Wennemer Chairman Shareholders' committee </td><td> Dr. Jürgen Behrend Managing General Partner Joined HELLA in 1987 </td><td> Dr. Rolf Breidenbach CEO Joined HELLA in 2004 </td><td> Prof. Dr. Hoffmann-Becking Chairman Supervisory Board </td></tr></table>	 Manfred Wennemer Chairman Shareholders' committee	 Dr. Jürgen Behrend Managing General Partner Joined HELLA in 1987	 Dr. Rolf Breidenbach CEO Joined HELLA in 2004	 Prof. Dr. Hoffmann-Becking Chairman Supervisory Board
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