

## Additional explanations with respect to shareholder rights

The convocation of the Annual General Meeting of HELLA GmbH & Co. KGaA on 28 April 2023 contains information about shareholder rights in accordance with §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act („AktG“). Further notes on these provisions are provided in the following. Some of the relevant provisions of the law are reprinted at the end of the corresponding note.

### I. Motions to extend the agenda at the request of a minority pursuant to § 122 (2) AktG

Shareholders whose shares together account for one-twentieth of the nominal capital or a notional interest of € 500,000 may request that items be included in the agenda and published. Each new item must be accompanied by a statement of reasons or a proposed resolution.

The request must be sent in writing to the General Partner. It must be received by the company **no later than on 28 March 2023, 24:00 (CEST)** under the adress below.

- **at the postal address:**  
HELLA GmbH & Co. KGaA  
Dr. Kerstin Dodel  
Head of Investor Relations  
Rixbecker Straße 75  
59552 Lippstadt, Germany
- **or under the e-mail address** (then mandatory in electronic form within the meaning of § 126a BGB, i.e. with a qualified electronic signature):  
hauptversammlung@hella.com

Furthermore, the applicants must provide proof that they have been the holders of the aforesaid minimum shareholding for at least 90 days prior to the date of receipt of the request and that they will continue to hold such shareholding until the General Partner has decided on the request. For the purpose of such proof, a confirmation in text form by the last intermediary pursuant to § 67c (3) AktG will suffice.

Motions to extend the agenda that are to be published and that have not already been published on convocation of the Extraordinary General Meeting will be published in the Federal Gazette without undue delay following receipt of the request and will be transmitted for publication to such media which can reasonably be expected to disseminate the information in the entire European Union. These motions will additionally be published on the website at [www.hella.com/agm](http://www.hella.com/agm) and communicated in accordance with § 125 (1) sentence 3 AktG.

The provisions of the AktG on which these shareholders rights are based are as follows:

#### § 122 (1) and (2) AktG

- (1) The general meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. The articles of association may provide that the right to convene a general meeting shall require another form or the holding of a lower proportion of the share capital. The applicants must provide proof that they have been the holders of the

shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold such shares until the decision by the management board on the request. § 121 (7) shall apply mutatis mutandis.

- (2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to € 500,000, may request that items are put on the agenda and published. Each new item shall be accompanied by a statement of reasons or a proposed resolution. The request in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

#### § 121 (7) AktG

- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied accordingly. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

#### § 70 AktG

If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, a securities institute or an enterprise operating under § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz) shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to § 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetzes) or § 14 of the German Building Loan Associations Act (Gesetzes über Bausparkassen).

## II. Shareholders' countermotions and election proposals pursuant to §§ 126 (1) and 127 AktG

Each shareholder is entitled to submit countermotions in respect of proposals made by the General Partner, the Shareholder Committee and/or the Supervisory Board regarding specific items on the agenda (§ 126 (1) AktG), as well as proposals for the elections on the agenda (§ 127 AktG).

Subject to § 126 (2) and (3) AktG and §§ 127 sentence 1, 126 (2) and (3), 127 sentence 3 AktG, respectively, countermotions and election proposals of shareholders will exclusively be made accessible on the Internet at [www.hella.com/agm](http://www.hella.com/agm) provided that the conditions set forth below are met. The countermotions and election proposals will be made accessible including the shareholder's name, the statement of reasons, the information pursuant to § 127 sentence 4 AktG and the management's comments, if any.

Countermotions that are to be made accessible must be directed against a proposal of the General Partner, the Shareholder Committee and/or the Supervisory Board and must address a specific item on the agenda and include a statement of reasons.

Election proposals that are to be made accessible must relate to the election on the agenda; they do not need to include a statement of reasons.

Counter motions, including the statement of reasons, that are to be made accessible and are directed against a proposal of the General Partner, the Shareholder Committee and/or the Supervisory Board regarding a specific item on the agenda as well as election proposals by shareholders relating to the election on the agenda must be received by the Company **no later than on 13 April 2023, 24:00 (CEST)** at the address set out below:

- **at the postal address:**  
HELLA GmbH & Co. KGaA  
Dr. Kerstin Dodel  
Head of Investor Relations  
Rixbecker Straße 75  
59552 Lippstadt, Germany
  
- **or under the e-mail address:**  
hauptversammlung@hella.com

The provisions of the AktG on which these shareholders rights are based are as follows:

#### § 126 (1) to (3) AktG

- (1) Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management board shall be made available to the persons entitled pursuant to § 125 (1) – (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the convening of the meeting a counter motion to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. § 125 (3) shall apply mutatis mutandis.
  
- (2) A counter motion and the grounds for this need not be made available, if:
  1. the management board would by reason of such communication become criminally liable;
  2. the counter motion would result in a resolution of the general meeting which would be illegal or would violate the articles of association;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;
  4. a counter motion of such shareholder based on the same facts has already been communicated with respect to a general meeting of the company pursuant to § 125;
  5. the same counter motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented has voted in favor of such counter motion;
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
  7. within the past two years at two general meeting the shareholder has failed to make or cause to be made on his behalf a counter motion communicated by him.The statement of the grounds need not be communicated if it exceeds more than 5,000 characters.
  
- (3) If several shareholders make counter motions for resolution in respect to the same subject matter, the management board may combine such counter motions and the respective statements of the grounds.

**§ 127 AktG**

§ 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination needs not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 and § 125 (1) sentence 5. The management board shall provide a nomination by a shareholder for the election of members of the supervisory board of listed companies to which the German Codetermination Act (Mitbestimmungsgesetz), the German Act on Co-Determination in the Coal, Iron and Steel Industry (Montan-Mitbestimmungsgesetz) or the German Supplementary Co-Determination Act (Mitbestimmungsergänzungsgesetz) applies, with the following contents:

1. reference to the requirements of § 96 (2),
2. indication whether the complete fulfillment pursuant to § 96 (2) Sentence 3 has been objected and
3. indication how many of the seats on the supervisory board shall be at least filled with women and men respectively, in order to fulfill the minimum proportion requirement pursuant to § 96 (2) Sentence 1.

**III. Shareholders' right to information pursuant to § 131 (1) AktG**

At the Annual General Meeting, each shareholder shall be informed, upon request, by the General Partner about the Company's affairs, including the legal and business relationships with affiliated companies, as well as the situation of the group and the companies included in the consolidated financial statements, to the extent that the information is necessary for proper assessment of the subject matter of the agenda item and no right to withhold information exists. The rights to withhold information are listed in § 131 (3) AktG.

In addition, the Chairman of the meeting is entitled to take various measures of direction and order in the General Meeting. He may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he shall be entitled to determine, already at the beginning or during the General Meeting, the appropriate time frame for the course of the General Meeting, for the debate on the individual agenda items as well as the question and speaking time in general or for the individual speaker.

The provisions of the AktG and the Articles of Association of the Company on which these shareholders rights are based are as follows:

**§ 131 (1) and (3) AktG**

- (1) The Management Board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to § 266 (1), third sentence, § 276, or § 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (§ 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

- (3) The Management Board may refuse a request for information:
1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
  2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
  3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
  4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
  5. Inasmuch as the Management Board would be liable to punishment under law were it to provide the information;
  6. Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
  7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.
- Any refusal to provide information for other than the grounds set out above is not permissible.

#### **§19 (2) of the Articles of Association of the Company**

- (2) The Chairman shall run the meeting. He shall determine the order in which the items on the agenda are discussed and the type and order of voting. In case of elections to the Supervisory Board and the Shareholder Committee, the Chairman may determine that the election of several members of the Supervisory Board or the Shareholder Committee shall be voted on jointly. The Chairman may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he shall be entitled to determine, already at the beginning or during the general meeting, the appropriate time frame for the course of the general meeting, for the debate on the individual agenda items as well as the question and speaking time in general or for the individual speaker.