

HELLA and Faurecia agree to combine businesses: Partnership opens additional growth potential

Dr. Rolf Breidenbach (CEO), Bernard Schäferbarthold (CFO), Investor Call, August 16, 2021



Faurecia acquires majority stake in HELLA to become the 7th largest automotive supplier

Key aspects of the transaction

- Faurecia acquires a 60-percent stake in HELLA from HELLA pool shareholders, voluntary public tender offer for remaining shares announced
- Objective is to create a global champion and to further expand market position, particularly in key growth areas such as Electric Mobility, Automated Driving and vehicle interior design
- Significant additional potential with the combination of both companies. Market and technology leadership are important key principles for the combined group
- HELLA and Faurecia will jointly become the 7th largest global automotive supplier
- HELLA to continue its successful multi-pillar business strategy focusing on Lighting, Electronics, Aftermarket and Special Applications.
- Lippstadt remains key location and global headquarter of 3 out of 6 business groups
- Joint integration committee will be created to supervise the integration process for smooth operation and to leverage the potential of both partners
- Pool shareholders of HELLA will become a relevant shareholder in Faurecia and continue to closely accompany HELLA in the future. Furthermore, a pool representative will join Faurecia's Board of Directors
- Management, Shareholders' Committee and Supervisory Board welcome the transaction

Voluntary public tender offer for remaining shares

Offer price € 60 per share, assuming a dividend of € 0.96 per share the gross offer price amounts € 60.96 per share

...corresponds to a premium of 33% on the closing price of HELLA on 26 April 2021 (unaffected share price € 45.8)

...and of 24% based on the weighted average share price of the last three months until 26 April 2021

Offer values all HELLA shares at

€ 6.8 billion

No minimum acceptance threshold

Transaction is subject to regulatory approvals and is expected to be closed in early 2022

Through the combination of HELLA and Faurecia, two global players can further expand their positions in their key growth areas



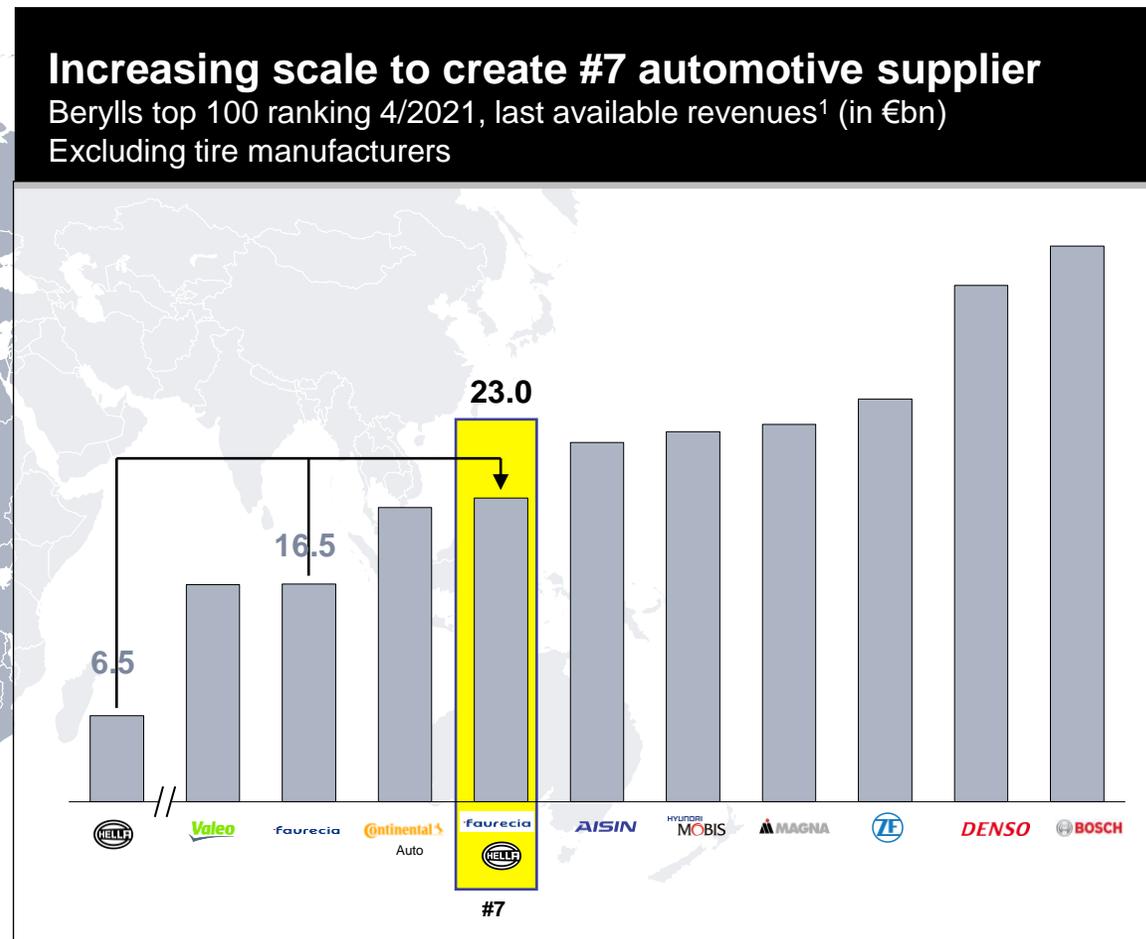
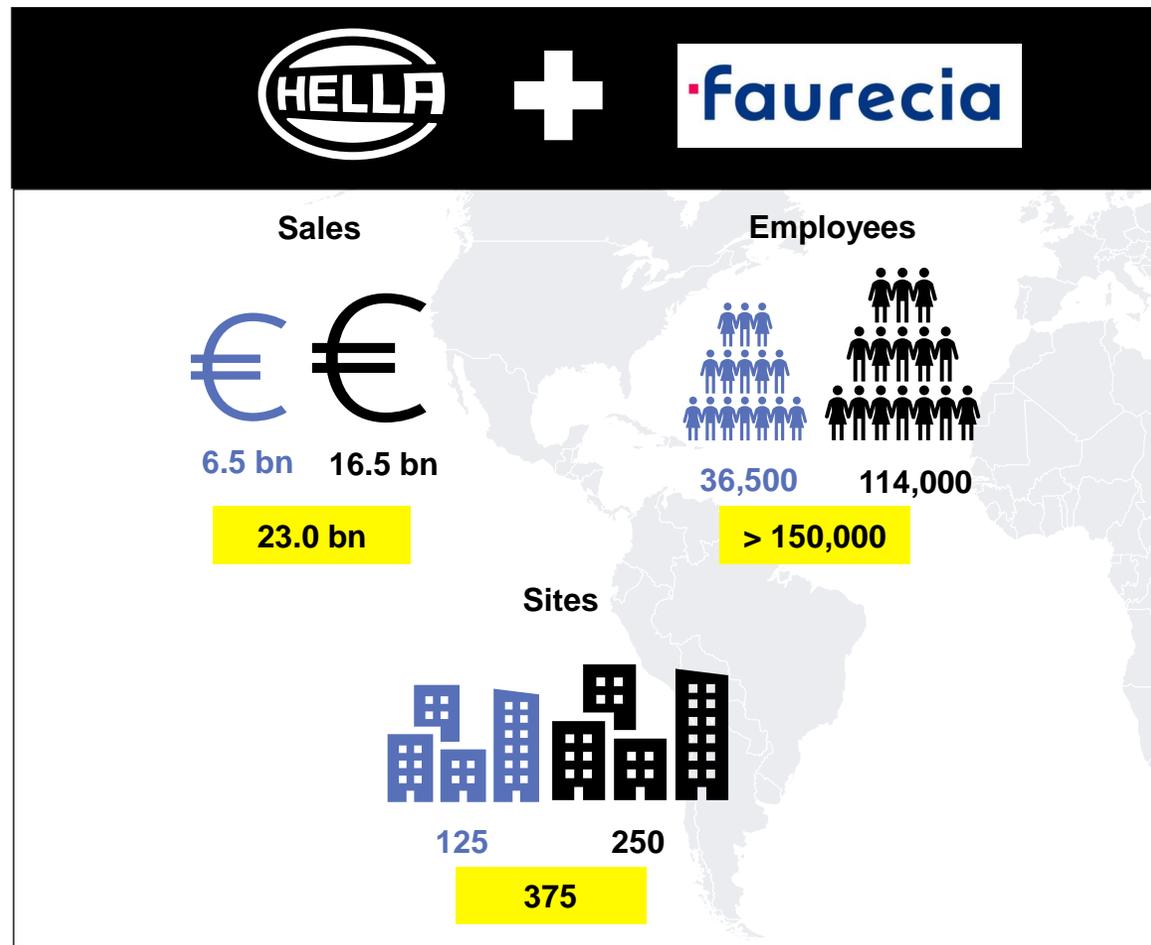
 <p>HELLA GmbH & Co. KGaA Headquarters: Lippstadt, Germany</p>	 <p>FAURECIA S.A. Headquarters: Nanterre/Paris, France</p>
<p>Global automotive supplier with € 6.5¹ bn sales </p> <p> International network with more than 125 locations in 35 countries and 36,500 employees</p> <p>Market and technology leader in Automotive Lighting and Electronics, Aftermarket and Special Applications </p>	<p>Top 10 automotive supplier worldwide with € 16.5² bn in sales </p> <p> Global player with more than 250 locations in 35 countries and 114,000 employees</p> <p>Seating, Interiors, Clean Mobility, Clarion Electronics, unique position in Clean Mobility and Interior </p>

1) FY 2020/21 prelim. result

2) FY2021 financial target



The combination of HELLA and Faurecia creates a global leader in automotive technologies



1) HELLA FY 2020/21 prelim. result, Faurecia FY2021 financial target



HELLA continue its multi-pillar business strategy and accelerates its long-term profitable growth path in combination with Faurecia

Continuation of HELLA's defined profitable growth strategy

Offer attractive product solutions for all stages of electrification

Focus on key components for automated driving, strengthen software expertise & develop new business models

Leverage high level of lighting competence and inspire customers with innovations

Participate in China's growth path through further localization and partnerships

Improve cost basis by strict cost control, structural measures, digitalization and automation

Intensify own sustainability efforts and support customers on the path to sustainability

Additional potential within group

Electrification

Clean mobility solutions by Faurecia (e.g., fuel cell) & energy management technologies by HELLA (e.g., DC/DC, BMS)

Driver Assistance Systems

Bringing together the strengths of Faurecia Clarion Electronics & HELLA with its strong positioning in radar applications

Interior of the car

Seating, interior and infotainment know-how by Faurecia & interior lighting/electronics technologies by HELLA (also benefiting from the existing strategic partnership)

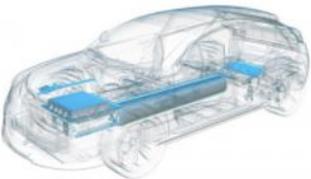
Market access in Asia

Combining the strong positions of Faurecia and HELLA will strengthen setup in Asia (esp. advancing the setup in China and Japan)

Aftermarket & Special Applications

Faurecia's Lifecycle Value Management activities and HELLA's expertise in aftermarket and special applications create further customer value

Combination of HELLA and Faurecia covers significant future trends in the automotive sector with a broad range of products and systems

	 Efficiency & Electrification	 Automated Driving	 Connectivity & Digitalization	 Individualization
Megatrend	<ul style="list-style-type: none"> Accelerated penetration of electrified vehicles due to incentives and regulatory push Increasing demand for mild hybrid and high voltage solutions globally <p>Battery electric vehicles expected to account for 45% percent of light vehicles sold in 2035</p>	<ul style="list-style-type: none"> Safety regulations (NCAP¹) pushing AD level 1-3 Higher willingness of consumers to pay for automated driving features <p>AD parts market expected to grow from \$22bn in 2020 to \$142bn by 2035</p>	<ul style="list-style-type: none"> Increasing importance of software – increase in functionalities with car value shift from hardware to software Cars becoming “computers on wheels” <p>Share of connected vehicles will exceed 90% by 2035</p>	<ul style="list-style-type: none"> Stronger focus of OEMs and end customers on vehicle design features Increasing demand for passenger-related applications and functionalities <p>“Overall well being” increasing differentiation criteria</p>
	HELLA	 Battery management system (BMS)  Voltage converter  Battery sensor  SSL 100 Light module	 77GHz Radars  Radomes  24GHz Radars  Electronic power steering	 Digital Light (HD)  Smart car access  PM 2.5
Faurecia	 Fuel cell technologies	 Clarion Electronics ADAS systems (e.g., surround view, e-mirrors, parking systems)	 Clarion cockpit electronics (e.g., in-vehicle infotainment, apps store, cockpit monitoring, etc.)	 Seating  Interiors  Clarion display technologies

HELLA Management, Shareholders' Committee and Supervisory Board welcome the transaction and support the decision of the family shareholders



HELLA and Faurecia are already market leaders in their respective fields; the combination of the activities of the two businesses opens up potential for further profitable growth and for the expansion of their market position in key growth areas



HELLA will continue to invest consistently in the development of future automotive technologies in order to secure its position as a technology and market leader



To fully leverage the potential of both partners, an integration committee will be created for securing a smooth process and sustainable value creation

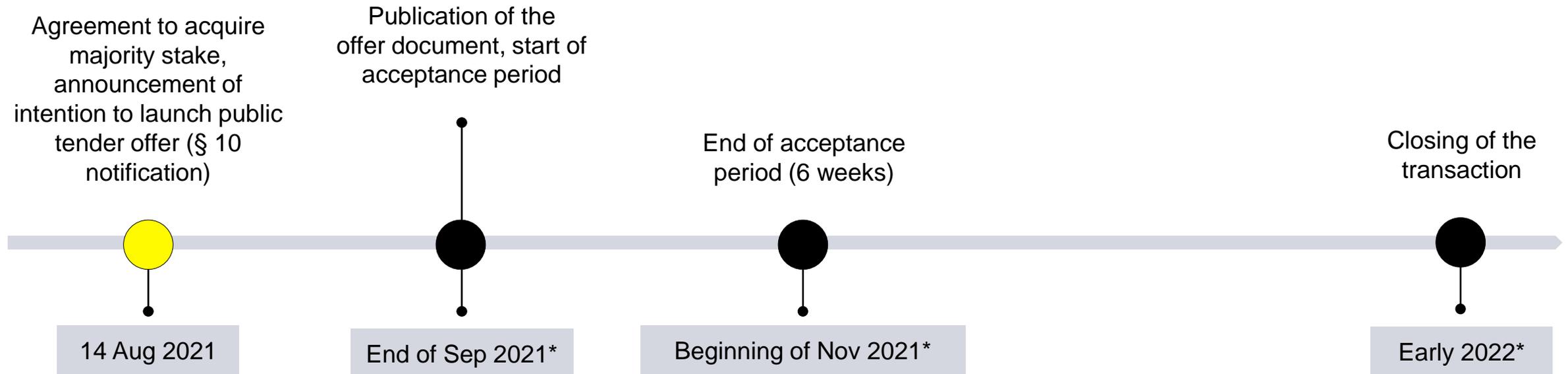


Lippstadt will remain a central location in the joint group and headquarter for 3 out of 6 business groups. HELLA pool shareholders will become a relevant shareholder in Faurecia



Sound financial structure given strong deleveraging capabilities through strong EBITDA growth and significant cash generation

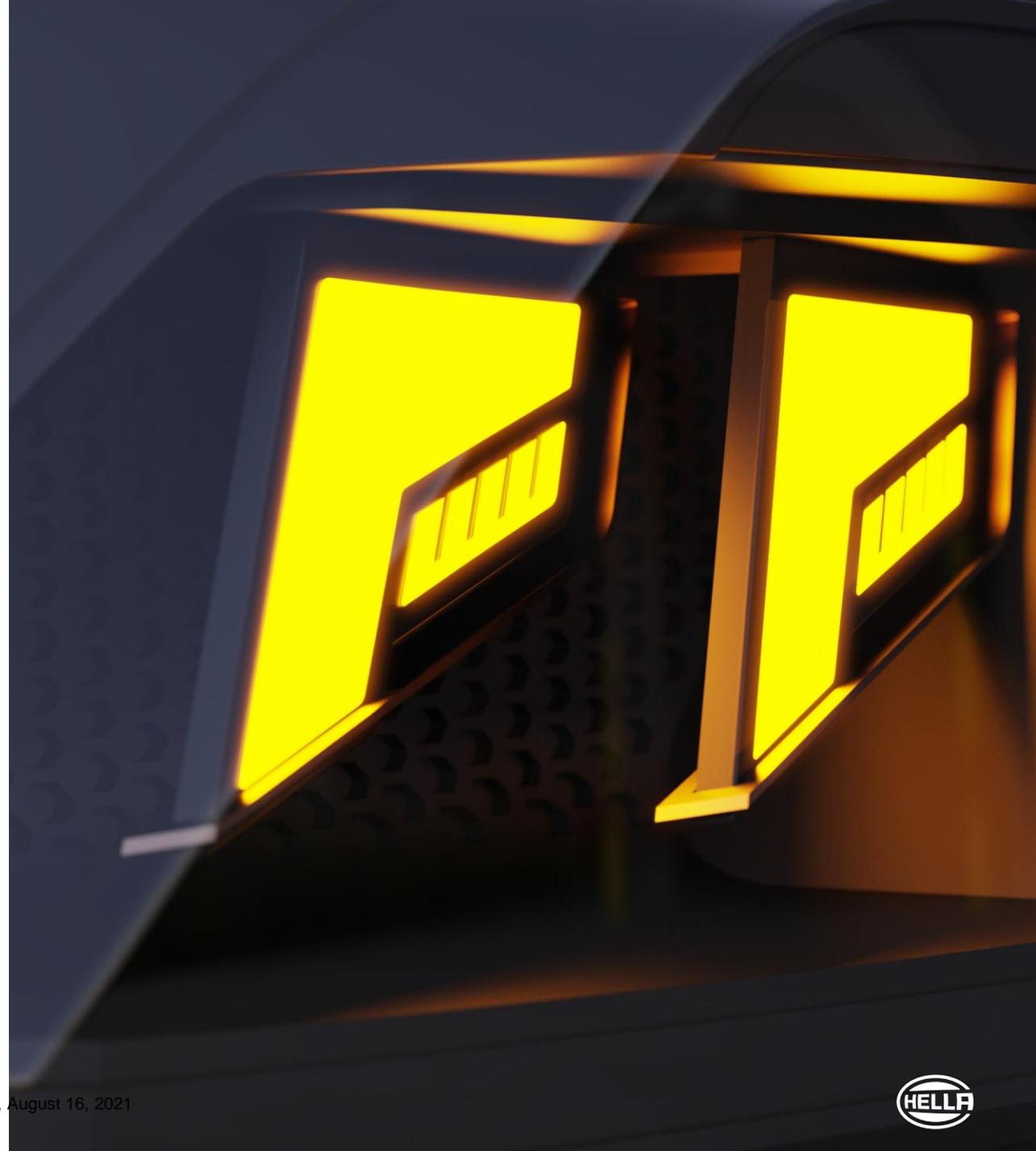
Offer to be launched in September 2021, closing of the transaction expected in early 2022



**Expected*



Q&A



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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.



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