



## **POWER OF ATTORNEY AND INSTRUCTIONS ISSUED TO THE COMPANY-NOMINATED PROXIES OR POSTAL VOTING**

The shareholders will be able to exercise their voting rights exclusively by postal voting or by proxy voting, i.e., by granting a (sub-)power of attorney to the proxies nominated by the company for this purpose.

HELLA GmbH & Co. KGaA has nominated Dr. Kerstin Dodel and Nadja Hanuschkiewitz, both of whom are employed by HELLA GmbH & Co. KGaA, Lippstadt/Germany, to act as proxies, each with sole power of representation and being exempted from the restrictions of § 181 of the German Civil Code (BGB) and each having the right to grant a sub-power of attorney. The form "Power of attorney and instructions issued to the company-nominated proxies or postal voting" on the reverse side can be used for granting a power of attorney and for issuing instructions to the proxies nominated by the company or for postal voting, as the case may be. However, it is also possible to issue a different power of attorney (including instructions) in text form. The granting, revocation as well as any modifications regarding the power of attorney and the instructions to the proxies nominated by the company or regarding the votes cast by postal voting or modifications or revocation of votes cast can be made until no later than September 24, 2020, 24:00 (CEST) (time of receipt) by mail, e-mail or telefax to the following address, e-mail address or telefax number:

at the **postal address**: HELLA GmbH & Co. KGaA, c/o Link Market Services GmbH,  
Landshuter Allee 10, 80637 München, Deutschland

or electronically under the **e-mail address**: inhaberaktien@linkmarketservices.de

or by **telefax** to number: +49 (0) 89 21 027 289

Furthermore, the shareholders' portal at **www.hella.com/agm** is available to the shareholders, through which the granting as well as any modifications of the power of attorney and the instructions to the company-nominated proxies can be made and voting rights may be exercised by postal voting and amended until immediately before voting starts at the Annual General Meeting on September 25, 2020. The access details for accessing the shareholders' portal are printed on your voting card that you will receive after your timely registration for the virtual Annual General Meeting.

If postal votes, authorizations or powers of attorney/instructions are received by the company-nominated proxies for one and the same shareholding that differ in terms of substance, priority will always be given to the declaration most recently issued in compliance with all form requirements and time limits; earlier declarations will be deemed finally revoked. If it is not clear beyond reasonable doubt which declaration was submitted most recently, the declarations will be treated in the order of priority specified in the convocation of the Annual General Meeting under „Additional information regarding the casting of votes“.

The proxies may exercise the voting right only in accordance with explicit instructions of the shareholder regarding the individual agenda items. If and to the extent that there is no explicit and clear instruction, the proxies will abstain from voting with respect to the respective agenda item. In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, the instruction given for that entire agenda item shall be deemed the instruction given for each of the individual sub-items.

Please note that the proxies nominated by the company may only accept instructions on how to vote on such motions to which proposals by the General Partner, the Shareholder Committee and/or the Supervisory Board pursuant to § 124 (3) German Stock Corporation Act (Aktiengesetz, "AktG") or by shareholders pursuant to §§ 124 (1), 122 (2) sentence 2 AktG exist that have been published or that have been made available pursuant to §§ 126, 127 AktG. The proxies nominated by the company will not accept any orders or instructions regarding requests to speak, to raise objections against resolutions of the Annual General Meeting or to ask questions or submit motions or election proposals.



## POWER OF ATTORNEY AND INSTRUCTIONS ISSUED TO THE COMPANY-NOMINATED PROXIES OR POSTAL VOTING

Please forward the fully completed **form for issuing a power of attorney and instructions to the proxies nominated by the company or for postal voting**, stating the voting card number, directly to the following address until **no later than September 24, 2020, 24:00 (CEST) (time of receipt)**:

HELLA GmbH & Co. KGaA, c/o Link Market Services GmbH

Landshuter Allee 10, 80637 Munich, Germany

Telefax: +49 (0) 89 210 27 289, e-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

In addition, the shareholders' portal at **[www.hella.com/agm](http://www.hella.com/agm)** is available to shareholders until immediately before voting starts at the Annual General Meeting on September 25, 2020.

### Voting card details

Name(s)

Voting card number

Number of shares according to voting card

**Power of attorney issued to the proxy nominated by HELLA GmbH & Co. KGaA or casting votes by postal voting.**  
(Please tick the applicable box and make sure to issue instructions):

- or
- ☐ I/We cast my/our vote in the Annual General Meeting specified above **by postal voting** as detailed below.
- ☐ I/We authorize **Dr. Kerstin Dodel and Nadja Hanuschkiewitz, the proxies nominated by HELLA GmbH & Co. KGaA**, both of whom are employed by HELLA GmbH & Co. KGaA, Lippstadt, Germany, and have sole power of representation and are exempted from the restrictions of § 181 of the German Civil Code (BGB) and have the right to grant a sub-power of attorney, to act as my/our proxies in the Annual General Meeting of HELLA GmbH & Co. KGaA on September 25, 2020 and to exercise my/our voting rights on my/our behalf in accordance with the instructions issued by me/us.

### Postal voting and instructions issued to the company-nominated proxies.

#### Agenda item

	YES	NO	ABSTENTION
1. Resolution to approve the annual financial statements of HELLA GmbH & Co. KGaA for the fiscal year 2019/2020 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution on the appropriation of distributable profit .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution ratifying the acts of management of the General Partner for the fiscal year 2019/2020 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2019/2020 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2019/2020 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2020/2021 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The instructions relate to the resolution proposals published in the Federal Gazette **on August 14, 2020**.

Any counter motions and election proposals that have been brought forward by shareholders regarding the agenda and have to be made available will exclusively be published online at: **[www.hella.com/agm](http://www.hella.com/agm)**

Telephone number in case of queries (optional):

telephone number