

## INVITATION

#### HELLA KGaA Hueck & Co.

German Securities Code (WKN): A13SX2 ISIN DF000A13SX22

Dear Shareholders.

We hereby invite you to attend the Annual General Meeting of HELLA KGaA Hueck & Co., Lippstadt, to be held on

Friday, 25 September 2015 at 11:00 (CEST) (doors open at 10:00 (CEST)) in Werk 2 HELLA KGaA Hueck & Co. **Entry Gate East** Beckumer Str. 130 in 59555 Lippstadt

Josehand Rolf Breidehaus

Dr. Jürgen Behrend Dr. Rolf Breidenbach

# **AGENDA AT A GLANCE**

- 1 | Presentation of the annual financial statements and the consolidated financial statements together with the management reports for HELLA KGaA Hueck & Co. and the Group for the financial year 2014/2015, each as endorsed by the Supervisory Board, including the explanatory report with regard to the information pursuant to §§ 289 (4) and (5) as well as § 315 (4) of the German Commercial Code ("HGB") as well as the report of the Supervisory Board; resolution to approve the annual financial statements for HELLA KGaA Hueck & Co. for the financial year 2014/2015
- 2 | Resolution on the appropriation of disposable profit
- 3 | Resolution ratifying the acts of management of the General Partners for the financial year 2014/2015
- 4 | Resolution ratifying the acts of management of the members of the Supervisory Board for the financial year 2014/2015

- 5 | Resolution ratifying the acts of management of the members of the Shareholders' Committee for the financial year 2014/2015
- 6 | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2015/2016 as well as of the auditor for the review of the shortened financial statements and the interim management report for the first half of the financial year 2015/2016

# AGENDA AND PROPOSED RESOLUTIONS

1 | Presentation of the annual financial statements and the consolidated financial statements together with the management reports for HELLA KGaA Hueck & Co. and the Group for the financial year 2014/2015, each as endorsed by the Supervisory Board, including the explanatory report with regard to the information pursuant to §§ 289 (4) and (5) as well as § 315 (4) of the German Commercial Code ("HGB") as well as the report of the Supervisory Board; resolution to approve the annual financial statements for HELLA KGaA Hueck & Co. for the financial year 2014/2015.

The documents are available on the company's website at www.hella.com/ hauptversammlung as from the date of convocation of the Annual General Meeting. Furthermore, the documents will be made available and explained at the Annual General Meeting.

The Supervisory Board has endorsed the annual financial statements and consolidated financial statements which have been prepared by the General Partners. Pursuant to § 286 (1) of the German Stock Corporation Act (Aktiengesetz – "AktG") the annual financial statements are to be

approved by the General Meeting. The General Partners declare their consent to the approval pursuant to § 29 (2) sentence 2 of the Articles of Association by recommending to the Annual General Meeting the proposed resolution.

Apart from that, the documents mentioned above only need to be made available to the Annual General Meeting, without requiring a further resolution by the Annual General Meeting.

The General Partners, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements, reporting a disposable profit of EUR 198,384,360.25, be approved as presented.

## 2 | Resolution on the appropriation of disposable profit

The General Partners, the Shareholders' Committee and the Supervisory Board propose that the disposable profit for the financial year 2014/2015 in the amount of EUR 198,384,360.25 be appropriated as follows:

Distribution of a dividend in the amount of EUR 0.77 per eligible no par value share (for 111,111,112 eligible no par value shares): EUR 85.555.556.24

Profit carried forward

to new account: EUR 112.828.804.01

Disposable profit: EUR 198,384,360.25

3 | Resolution ratifying the acts of management of the General Partners for the financial year 2014/2015

The General Partners, the Shareholders' Committee and the Supervisory Board propose that the acts of management of the General Partners in the financial year 2014/2015 be ratified for this period.

4 | Resolution ratifying the acts of management of the members of the Supervisory Board for the financial year 2014/2015

> The General Partners, the Shareholders' Committee and the Supervisory Board propose that the acts of management of the members of the Board of Management who held office in the financial year 2014/2015 be ratified for this period.

5 | Resolution ratifying the acts of management of the Members of the Shareholders' Committee for the financial year 2014/2015

The General Partners, the Shareholders' Committee and the Supervisory Board propose that the acts of management of the members of the Shareholders' Committee who held office in the financial year 2014/2015 be ratified for this period.

6 | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2015/2016 as well as of the auditor for the review of the shortened financial statements and the interim management report for the first half of the financial year 2015/2016

Upon recommendation of the Audit Committee, the Supervisory Board proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Bielefeld, as auditor for the audit of the annual financial statements as well as the consolidated financial statements for the financial year 2015/2016 and as auditor for the shortened review of the financial statements and the interim management report for the first half of the financial year 2015/2016.

# INFORMATION ON THE RIGHTS OF SHAREHOLDERS

pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) AktG

## 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 share capital or a notional interest of EUR 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 Partners of HELLA KGaA Hueck & Co. and must be received by the company at the address stated below under "Shareholders' countermotions and election proposals pursuant to §§ 126 (1) and 127 AktG" no later than on 25 August 2015, 24:00 (CEST).

Motions to extend the agenda which are to be published and which have not already been published on convocation of the Annual 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 Internet at www.hella.com/hauptversammlung and communicated in accordance with § 125 (1) sentence 3 AktG.

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

Fach shareholder is entitled to submit countermotions in respect of proposals made by the General Partners, the Shareholders' Committee and/or the Supervisory Board regarding specific items on the agenda, as well as proposals for the elections on the agenda (§§ 126 (1), 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/hauptversammlung 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 and the administration's comments, if any.

Countermotions that are to be made accessible must be directed against a proposal of the General Partners, the Shareholders' 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 elections on the agenda; they need not include a statement of reasons

Countermotions, including the statement of reasons, that are to be made accessible and are directed against a proposal of the General Partners, the Shareholders' Committee and/or the Supervisory Board regarding a specific item on the agenda, as well as election proposals by shareholders relating to the elections on the agenda must be received by the Company no later than on 10 September 2015, 24:00 (CEST) at the address set out below:

- under the postal address of: HELLA KGaA Hueck & Co. Abteilung Investor Relations Rixbecker Straße 75, 59552 Lippstadt, Deutschland
- by telefax under the number: Fax: +49 (0) 2941 38 71 33
- electronically under the e-mail address: hauptversammlung@hella.com

### Shareholders' right to information pursuant to § 131 (1) AktG

At the Annual General Meeting, each shareholder shall be informed, upon request, by the General Partners 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.

#### Explanatory notes regarding the rights of shareholders

Explanatory notes on the rights of shareholders pursuant to § 122 (2), § 126 (1), § 127, § 131 (1) AktG are also available on the Internet at www.hella.com/hauptversammlung.

## INFORMATION REGARDING PARTICIPATION

#### Registration for the Annual General Meeting

Pursuant to § 18 (1) of the Articles of Association, only shareholders who have registered for and proved their right to participate in the Annual General Meeting no later than on 18 September 2015, 24:00 (CEST) (time of receipt) in the German or in the English language

- under the postal address of:
  - HELLA KGaA Hueck & Co. c/o HCE Haubrok AG Landshuter Allee 10 80637 München, Deutschland
- or by telefax under the number: +49 (0) 89 21 027 289
- or electronically under the e-mail address:

meldedaten@hce de

are entitled to participate in the Annual General Meeting and to exercise their voting right. Proof must be given by means of a confirmation of share ownership in the German or English language by the depository bank or financial institution in text form. The proof given has to relate to the beginning of the 21st day prior to the day of the Annual General Meeting, i.e., to the beginning of 4 September 2015, 0:00 (CEST).

The record date is the relevant date for the determination of the capacity as shareholder with regard to the participation in the Annual General Meeting and the exercise of the voting right. With respect to the participation in the Annual General Meeting or the exercise of the voting right, only shareholders who provided the aforementioned proof will be recognized as such by the company. The shares will not be blocked by the registration for the Annual General Meeting, i.e. even after having registered for attendance, shareholders remain free to dispose of their shares.

Usually, the depository banks undertake the required registration and the transmission of the confirmation of share ownership as a service for their customers. Upon timely receipt of the registration and the confirmation of share ownership, admission tickets for the Annual General Meeting together with respective proxy forms will be sent to the shareholders by the registration agent. Shareholders

who want to participate in the Annual General Meeting and make use of such service by their depository bank are advised to request the admission ticket from their depository bank as soon as possible in order to assure the timely receipt of the admission ticket.

#### Procedure for voting by proxy

Subject to statutory laws, shareholders may have their voting rights exercised by a proxy, e.g. a financial institution or shareholders' association. Also in this case, the shareholder or proxy must ensure timely registration for the Annual General Meeting in accordance with the requirements set forth above under "Registration for the Annual General Meeting".

The granting of a power of attorney, its revocation and the proof of authorisation visà-vis the Company require text form. A power of attorney may be granted by mail, e-mail, or telefax to the addresses, e-mail address or telefax number set forth above under "Registration for the Annual General Meeting". For this purpose, please use the

power of attorney form enclosed with the registration documents for the Annual General Meetina.

If you authorise a financial institution, a shareholders' association or any other person or institution specified in § 135 (8) AktG or § 135 (10) AktG in conjunction with § 125 (5) AktG, the procedure, form and revocation of the power of attorney are subject to special rules. Please contact the relevant financial institution, shareholders' association or other person or institution specified in § 135 (8) AktG or § 135 (10) AktG in conjunction with § 125 (5) AktG for more details.

In addition, as service to its shareholders. the company has nominated Ms. Katharina Preylowski and Mr. Alfons Schröer, both employees of the company, as proxies who can also be authorized to exercise voting rights. The granting, revocation as well as any modifications of the power of attorney and the instructions to the proxies nominated by the company can be made until no later than 23 September 2015, 24:00 (CEST) (time of receipt) by mail, e-mail or telefax at the following address, e-mail address or telefax number.

- under the postal address of: HELLA KGaA Hueck & Co. c/o HCF Haubrok AG
  - Landshuter Allee 10 80637 München. Deutschland
- or by telefax under the number: +49 (0) 89 21 027 289
- or electronically under the e-mail address:

vollmacht@hce.de

On the day of the Annual General Meeting, powers of attorney and instructions to the proxies may be granted, modified or revoked at the Annual General Meeting's entrance and exit control using a form provided for these purposes. In case multiple statements are received, priority is given to the most recently received statement.

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 company's proxies will abstain from voting with respect to the respective agenda items.

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 the vote on such motions to which proposals by the General Partners, the Shareholder's Committee and/or the Supervisory Board pursuant to § 124 (3) AktG or by shareholders pursuant to §§ 124 (1), 122 (2) sentence 2 AktG exist that have been published together with this convocation or later or that have been made available pursuant to §§ 126, 127 AktG.

The proxies nominated by the company cannot accept any orders or instructions for requests to speak, to appeal against resolutions of the Annual General Meeting or to ask questions or submit motions or election proposals.

If a shareholder or an authorised third party personally attends the Annual General Meeting, the power of attorney and the instructions previously issued to the proxies nominated by the company shall be deemed revoked automatically.

#### Information regarding the shareholder hotline for shareholders and banks

Shareholders and financial institutions may send any questions regarding the Annual General Meeting of HELLA KGaA Hueck & Co. via e-mail to meldedaten@hce.de. In addition. a shareholder hotline will be available Monday to Friday – except on holidays – from 9:00 to 17:00 (CEST) under the telephone number +49 (0) 89 210 27 222. Further information is also available on the Internet at

www.hella.com/hauptversammlung.

#### Number of shares and voting rights

As at the date of convocation of the Annual General Meeting, the total number of shares amounts to 111,111,112. As at the date of convocation of the Annual General Meeting, the total number of voting rights amounts to 111,111,112.

## Website of the company on which the information pursuant to § 124a AktG is available

The convocation of the Annual General Meeting, together with the information and explanations required under applicable law, is also available on the website www.hella.com/hauptversammlung. There you can also find the additional information pursuant to § 124a AktG.

Lippstadt, August 2015

HELLA KGaA Hueck & Co. The General Partners

