

(Virtual) Extraordinary General Meeting of HELLA GmbH & Co. KGaA on April 29, 2022



Additional explanations with respect to shareholder rights

The convocation of the Extraordinary General Meeting of HELLA GmbH & Co. KGaA on April 29, 2022 contains information about shareholder rights in accordance with §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act („AktG“) in conjunction with § 1 of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie, Federal Law Gazette I 2020, p. 569, 570), as last amended by Article 15 of the Act of September 10, 2021 (Federal Law Gazette I 2021, p. 4147) („Covid 19 Act“). 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 March 29, 2022, 24:00 (CEST)**, under the address below.

■ at the postal address:

HELLA GmbH & Co. KGaA
Dr. Kerstin Dodel
Head of Investor Relations
Rixbecker Straße 75
59552 Lippstadt, Deutschland

■ 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/egm and communicated in accordance with § 125 (1) sentence 3 AktG.

The provisions of the AktG and of the Covid 19 Act 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 in conjunction with § 1 (2) sentence 3 and (8) sentence 1 Covid 19 Act

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 election 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/egm 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 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 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 April 14, 2022, 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

No countermotions or election proposals may be submitted during the virtual Extraordinary General Meeting. Motions and election proposals by shareholders to be made accessible in accordance with § 126 or § 127 AktG will be deemed to have been submitted during the Extraordinary General Meeting, if the shareholder submitting the motion or election proposal is duly legitimized and has duly registered for the Extraordinary General Meeting.

Shareholders' right to submit questions pursuant to § 131 (1) AktG in conjunction with § 1 (2) sentence 1 no. 3, sentence 2 and (8) sentence 1 of the Covid 19 Act

The provisions of the AktG and of the Covid 19 Act on which these shareholders rights are based are as follows:

§ 126 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 countermotion 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 countermotion 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 countermotion 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 countermotion 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 countermotion 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 countermotion;
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 countermotion 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 countermotions for resolution in respect to the same subject matter, the management board may combine such countermotions 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.

§ 1 (2) and (8) Covid 19 Act

- (2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that
 1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
 2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
 3. shareholders are given the right to ask questions by means of electronic communication,
 4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from § 245 no. 1 of the Stock Corporation Act (Aktiengesetz), the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion how it responds to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. Motions or nominations of shareholders to be made accessible pursuant to §§ 126 or 127 of the Stock Corporation Act (Aktiengesetz) are considered to have been submitted at the meeting if the shareholder submitting the motion or nomination is duly legitimized and has registered to attend the general meeting.

- (8) Subsections (1) to (7) apply accordingly to companies established in the form of a public partly limited partnership (Kommanditgesellschaft auf Aktien). Subsections (1) to (7), with the exception of subsection (5), apply accordingly to European companies within the meaning of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10.11.2001, p. 1), as last amended by Regulation



(EU) No 517/2013 (OJ L 158, 10.6.2013, p. 1). The decisions referred to in subsections (1) to (4) are taken by the administrative board in the case of a company established in accordance with § 20 of the Act Implementing Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (SE-Ausführungsgesetz) of 22 December 2004 (Federal Law Gazette I, p. 3675), as last amended by Article 9 of the Act of 12 December 2019 (Federal Law Gazette I, p. 2637), (company with a one-tier system); subsection (6) does not apply to such companies.

III. Shareholders' right to submit questions pursuant to § 131 (1) AktG in conjunction with § 1 (2) sentence 1 no. 3, sentence 2 and (8) sentence 1 of the Covid 19 Act

During the Virtual Extraordinary General Meeting, the shareholders have no information right (Auskunftsrecht) within the meaning of § 131 (1) AktG. Instead, the shareholders have the right to ask questions by means of electronic communication. Shareholders must submit their questions by electronic communication via the shareholders' portal at www.hella.com/egm by no later than one day prior to the meeting, i.e., by April 27, 2022, 24:00 (CEST) (time of receipt) at the latest.

The General Partner decides at its duty-bound, free discretion how to answer any questions. The General Partner may summarize questions and answers, if it deems this to be reasonable. Questions in foreign languages will not be considered. The General Partner reserves the right to answer questions in advance on the company's website. Questions submitted in any other form will not be considered.

The provisions of the Covid 19 Act on which these shareholders rights are based are as follows:

§ 1 (2) and (8) Covid 19 Act

- (2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that
1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
 2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
 3. shareholders are given the right to ask questions by means of electronic communication,
 4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from § 245 no. 1 of the Stock Corporation Act (Aktiengesetz), the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion how it responds to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. Motions or nominations of shareholders to be made accessible pursuant to §§ 126 or 127 of the Stock Corporation Act (Aktiengesetz) are considered to have been submitted at the meeting if the shareholder submitting the motion or nomination is duly legitimized and has registered to attend the general meeting.

- (8) Subsections (1) to (7) apply accordingly to companies established in the form of a public partly limited partnership (Kommanditgesellschaft auf Aktien). Subsections (1) to (7), with the exception of subsection (5), apply accordingly to European companies within the meaning of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10.11.2001, p. 1), as last amended by Regulation (EU) No 517/2013 (OJ L 158, 10.6.2013, p. 1). The decisions referred to in subsections (1) to (4) are taken by the administrative board in the case of a company established in accordance with § 20 of the Act Implementing Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (SE-Ausführungsgesetz) of 22 December 2004 (Federal Law Gazette I, p. 3675), as last amended by Article 9 of the Act of 12 December 2019 (Federal Law Gazette I, p. 2637), (company with a one-tier system); subsection (6) does not apply to such companies.