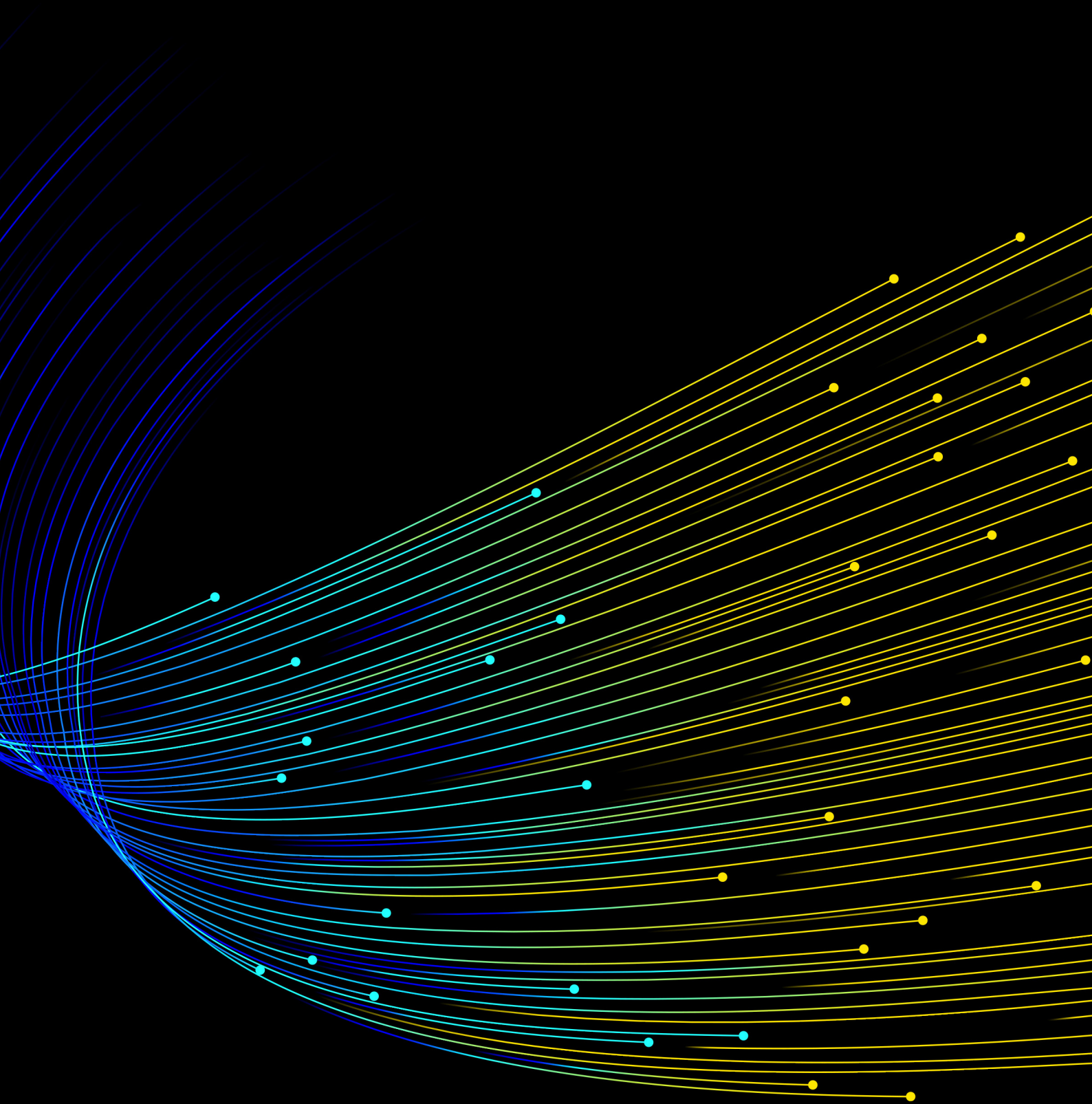




# Invitation to Extraordinary General Meeting

April 29, 2022



# Invitation

**HELLA GmbH & Co. KGaA**

German Securities Code (WKN): A13SX2

ISIN: DE000A13SX22

Unique identifier of the event: XMETHLE00422

Dear Shareholders,

We hereby invite you to the Extraordinary General Meeting of HELLA GmbH & Co. KGaA, Lippstadt (hereinafter "**Company**"), to be held

on **Friday, April 29, 2022**

at **10:00 (CEST)**

without the in-person attendance of the shareholders or their authorized representatives (a virtual Extraordinary General Meeting).

The Extraordinary General Meeting will be broadcasted live, including video and audio, via the shareholders' portal at **[www.hella.com/egm](http://www.hella.com/egm)** for shareholders who have registered to participate in accordance with the instructions in this invitation. Other interested parties can follow the meeting under the link above until the general debate is entered.

The shareholders will be able to exercise their voting rights exclusively by electronic postal voting via the shareholders' portal or by proxy voting, i.e., by granting a power of attorney to the Company-nominated proxies. Shareholders and their authorized representatives may not attend the Extraordinary General Meeting in person. Please note that prior registration is required for participation in the virtual Extraordinary General Meeting. Further information can be found in this invitation (see below under "Information on the conduct of the virtual Extraordinary General Meeting" and "Information regarding participation").

The place where the Extraordinary General Meeting is held within the meaning of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**") are the business premises of the HELLA GmbH & Co. KGaA, Rixbecker Straße 75, 59552 Lippstadt.

## Agenda and proposed resolution

### 1 Resolution on changing the Company's fiscal year and on the corresponding amendment to § 1 of the Articles of Association

The Company's fiscal year (June 1 to May 31 of the following year) currently differs from the calendar year. With the proposed change to the calendar year, the Company intends to align itself with the practice of the vast majority of other issuers. Since most companies in the automotive industry use the calendar year as their fiscal year, this will enable better and more meaningful comparisons with performance figures of competitors ("peers") in the future. This is helpful for corporate management purposes. Most of the other key figures used in corporate management (for example, macroeconomic factors or industry figures) are also collected on a calendar year basis and currently have to be converted laboriously to match the Company's financial reporting periods, which differ from the calendar year.

This transition to the calendar year also facilitates the Company's accounting processes in relation to its new majority shareholder. Faurecia SE, through its subsidiary Faurecia Participations GmbH, on January 31, 2022, acquired 80.59% of the Company's share capital and voting rights. In the future, the Company will therefore be included in the consolidated financial statements of Faurecia SE as a fully consolidated subsidiary. On the basis of § 294 (3) sentence 2 of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and § 131 (4) sentence 3 AktG, the Company will in the future provide Faurecia SE with the accounting data needed for the preparation of the consolidated financial statements and the half-yearly financial reports as well as the quarterly/interim statements. By changing its fiscal year to the calendar year, the Company avoids to incur significant additional expenses with regard to collecting these accounting data as of the record dates of March 31, June 30, September 30 and December 31.

It is therefore intended to change the Company's fiscal year with effect from January 1, 2023 to correspond to the calendar year. To this end, it is intended to introduce one short fiscal year for the period between June 1, 2022 and December 31, 2022. The current fiscal year, which began on June 1, 2021, will end – still in line with the current accounting periods – on May 31, 2022.

The General Partner, the Shareholder Committee and the Supervisory Board therefore propose to resolve as follows:

- a) With effect from January 1, 2023, the fiscal year shall be changed to correspond to the calendar year. The period between June 1, 2022 and December 31, 2022 shall be a short fiscal year.
- b) § 1 (3) of the Articles of Association of HELLA GmbH & Co. KGaA shall be amended accordingly and restated as follows:

"(3) As of January 1, 2023, the fiscal year of the Company is the calendar year. The fiscal year that began on June 1, 2021 shall end on May 31, 2022. The period between June 1, 2022 and December 31, 2022 shall be a short fiscal year."

## Information on the conduct of the virtual Extraordinary General Meeting

With the consent of the Shareholder Committee and the Supervisory Board, pursuant to 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 (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) (hereinafter the "**Covid 19 Act**"), the Extraordinary General Meeting will be held as a virtual Extraordinary General Meeting without the in-person attendance of the shareholders or their authorized representatives.

On Friday, April 29, 2022, starting at 10:00 (CEST), the Extraordinary General Meeting will be broadcast live, including video and audio, via the shareholders' portal at **www.hella.com/egm**. Shareholders wishing to participate in the virtual Extraordinary General Meeting must register in advance (see below under "Registration for the virtual Extraordinary General Meeting"). The opening of the Extraordinary General Meeting by the chairman of the meeting and the presentation of the chairmen of the Management Board may be followed by other interested parties live on the website of HELLA GmbH & Co. KGaA at **www.hella.com/egm**.

In-person attendance of the shareholders or their authorized representatives is excluded. The live broadcast does not allow for participation in the virtual Extraordinary General Meeting within the meaning of § 118 (1) sentence 2 AktG. The shareholders or their authorized representatives will therefore be able to exercise voting rights exclusively via electronic postal voting or proxy voting, i.e., by granting a power of attorney to the Company-nominated proxies.

## Information on the rights of shareholders

pursuant to §§ 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with § 1 of the Covid 19 Act

### 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 and must be received by the Company at the address stated below under "Shareholders' counter motions and election proposals pursuant to §§ 126 (1) and 127 AktG in conjunction with § 1 (2) sentence 3 and (8) sentence 1 Covid 19 Act" **no later than on March 29, 2022, 24:00 (CEST)**.

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 of share ownership in text form by the last intermediary is required. A confirmation pursuant to the requirements of § 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.

### **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, as well as proposals for elections on the agenda (if any) (§§ 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/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 elections on the agenda (if any); 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 elections on the agenda (if any) 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**

During the 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. 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.

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 (see in this regard **"Shareholders' portal"** below). Questions submitted in any other form will not be considered.

### **Explanatory notes regarding the rights of shareholders**

Explanatory notes on the rights of shareholders pursuant to §§ 122 (2), 126 (1), 127, 131 (1) AktG and § 1 of the Covid 19 Act are also available on the Internet at **www.hella.com/egm**.

## Information regarding participation

### **Registration for the virtual Extraordinary General Meeting**

Pursuant to § 18 (1) of the Articles of Association, only shareholders who have registered for and proved their right to participate **no later than April 22, 2022, 24:00 (CEST) (time of receipt)** in the German or in the English language

- **at the postal address:**  
HELLA GmbH & Co. KGaA  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich, Germany
- **or under the e-mail address:**  
inhaberaktien@linkmarketservices.de

are entitled to participate in the virtual Extraordinary General Meeting without in-person attendance and to exercise their voting right. For the purpose of such proof, a confirmation of share ownership by the last intermediary in text form is required. A confirmation pursuant to the requirements of § 67c (3) AktG will suffice. The certificate is regularly issued by the depositary credit institution.

The proof given has to relate to the beginning of the 21<sup>st</sup> day prior to the day of the virtual Extraordinary General Meeting, i.e., to the beginning of **April 8, 2022, 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 virtual Extraordinary General Meeting without in-person attendance and the exercise of the voting right. With respect to the participation in the virtual Extraordinary General Meeting and 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 virtual Extraordinary 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, voting cards for participation in the virtual Extraordinary General Meeting without in-person attendance together with respective proxy forms will be sent to the shareholders. The access details for accessing the shareholders' portal are printed on the voting card. Shareholders who want to participate in the virtual Extraordinary General Meeting without in-person attendance and make use of such service by their depository bank are advised to request the voting card from their depository bank as soon as possible in order to assure the timely receipt of the voting card.

#### 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 virtual Extraordinary General Meeting in accordance with the requirements set forth above under "Registration for the virtual Extraordinary General Meeting".

The granting, revocation and proof of proxy provided to the Company must be in text form. A power of attorney may be granted by mail or e-mail to the addresses set forth above under "Registration for the virtual Extraordinary General Meeting". For this purpose, please use the power of attorney form enclosed with the voting card. Furthermore, the shareholders' portal at [www.hella.com/egm](http://www.hella.com/egm) is available to you. 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 Extraordinary General Meeting.

If you authorize a financial institution, a shareholders' association or any other person or institution specified in § 135 (8) 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 for more details.

Authorized representatives cannot participate in the virtual Extraordinary General Meeting in person. They can exercise the voting right on behalf of the shareholders represented by them solely by electronic postal voting or by granting (sub )power of attorney to the Company-nominated proxies.

As a service to its shareholders, the Company has nominated Dr. Kerstin Dodel and Ms. Nadja Hanuschkiewitz, both employees of the Company, as proxies who can 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 April 28, 2022**,

**24:00 (CEST) (time of receipt)** by mail or e-mail to the addresses specified under "Registration for the virtual Extraordinary General Meeting" above.

Furthermore, the shareholders' portal at [www.hella.com/egm](http://www.hella.com/egm) is available to the shareholders, through which the granting as well as any modifications of the power of attorney and the instructions to the proxies nominated by the Company can be made **until immediately before voting starts at the Extraordinary General Meeting on April 29, 2022**. 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 Extraordinary General Meeting.

The Company-nominated 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 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 Extraordinary 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) 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. Prior to or during the virtual Extraordinary General Meeting, the proxies nominated by the Company will not accept any orders or instructions regarding requests to speak, to raise objections against resolutions of the Extraordinary General Meeting or to ask questions or submit motions or election proposals.

#### Procedure for electronic postal voting

Shareholders or their proxies may cast their votes by electronic postal voting exclusively via the shareholders' portal. Only shareholders (or their proxies, respectively) who have registered in due time in accordance with the requirements set forth above under "Registration for the virtual Extraordinary General Meeting" will be entitled to exercise voting rights by electronic postal voting. For electronic postal voting, the Company provides the shareholders' portal at [www.hella.com/egm](http://www.hella.com/egm) through which the voting right can be exercised by electronic postal voting **until immediately before the voting starts at the Extraordinary General Meeting on April 29, 2022**. 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 Extraordinary General Meeting.

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 virtual Extraordinary General Meeting, a vote cast on that entire agenda item shall be deemed as the vote cast on each of the individual sub-items.

### Additional information regarding the casting of votes

If electronic 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 following order of priority: (1) declarations submitted via the shareholders' portal, (2) declarations submitted by e-mail, (3) declarations submitted by mail. If differing declarations are received via one and the same channel of submission and if it is not clear beyond reasonable doubt which declaration was submitted most recently, the electronic postal votes most recently cast via that channel will always be given priority over instructions issued to the Company-nominated proxies, provided that declarations of the shareholder are given priority over those of an authorized representative, and declarations of the latter will be given priority over those issued by a third party holding a sub-power of attorney.

### Shareholders' portal

Shareholders (or their proxies, respectively) who have registered for the virtual Extraordinary General Meeting can use the internet at **www.hella.com/egm** to grant power of attorney and issue instructions for the exercise of their voting rights to the Company-nominated proxies, and also to exercise their voting rights by electronic postal voting and their right to submit questions. Furthermore, during the virtual Extraordinary General Meeting, the list of participants will be available via the shareholders' portal.

After your timely registration for the virtual Extraordinary General Meeting, you will receive detailed information on the shareholders' portal together with your voting card. This information is also available on the Company's website at **www.hella.com/egm**.

### Objection against a resolution of the virtual Extraordinary General Meeting

Shareholders or authorized representatives who have exercised the voting right may lodge an objection to a resolution of the virtual Extraordinary General Meeting for recording by the officiating notary in accordance with § 245 no. 1 AktG in conjunction with § 1 (2) sentence 1 no. 4 and (8) sentence 1 of the Covid 19 Act from the start of the virtual Extraordinary General Meeting on April 29, 2022 until its end by way of electronic communication using the shareholders' portal at **www.hella.com/egm**. 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 Extraordinary General Meeting.

### Information regarding the shareholder hotline

Shareholders and financial institutions may send any questions regarding the virtual Extraordinary General Meeting of HELLA GmbH & Co. KGaA via e-mail to **inhaberaktien@linkmarketservices.de**.

In addition, a shareholder hotline will be available to you Monday to Friday – except on holidays – from 9:00 to 17:00 at the telephone number **+49 (0) 89 210 27 222**. Further information is also available on the Internet at **www.hella.com/egm**.

### Number of shares and voting rights

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

As at the date of convocation of the Extraordinary 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 virtual Extraordinary General Meeting, together with the information and explanations required under applicable law, is also available on the website **www.hella.com/egm**. There you can also find the additional information pursuant to § 124a AktG.

Furthermore, during the virtual Extraordinary General Meeting, the list of participants will be available via the shareholders' portal at **www.hella.com/egm**.

### Information on data protection for shareholders

The EU General Data Protection Regulation ("GDPR") has been in force since May 25, 2018. In the following, we will inform you about the processing of your personal data by HELLA GmbH & Co. KGaA and your rights under data protection law.

In its function as the controller of personal data, HELLA GmbH & Co. KGaA processes personal data of shareholders (in particular, their name, address, e-mail address, number of shares, type of ownership of shares and number of the registration confirmation) as well as personal data of the shareholder representatives, if any, in compliance with the GDPR, the German Federal Data Protection Act (*Bundesdatenschutzgesetz* - "BDSG"), the German Stock Corporation Act and with all other relevant legal requirements. Additionally, where a shareholder or shareholder representative contacts the Company, the Company will process those personal data that are necessary to answer any requests or queries (e.g. the contact data of that shareholder or shareholder representative, such as e-mail address or telephone number). Where necessary, the Company will also process personal data in connection with motions, questions, election proposals and requests of the shareholders or shareholder representatives in connection with the virtual Extraordinary General Meeting. In addition, to the extent it is required to organize the virtual Extraordinary General Meeting, data may be processed on the basis of prevailing legitimate interests of the Company (Article 6 (1) sentence 1 lit. f GDPR). If it is intended to process the shareholders' personal data for other purposes, the shareholders will be notified in advance in accordance with the applicable law provisions. The processing of your personal data is a mandatory requirement under applicable law for the proper preparation and conduct of the virtual Extraordinary General Meeting of HELLA GmbH & Co. KGaA, for the exercise of voting rights and for tuning into the virtual Extraordinary General Meeting electronically. The legal basis for the processing is Article 6 (1) sentence 1 lit. c GDPR in conjunction with §§ 118 et seqq. AktG and § 1 of the Covid 19 Act. If the shareholders do not provide their personal data themselves, we will obtain such data via the registration office of the credit institution that the shareholders have entrusted with the safekeeping of their shares (so-called depository bank).



HELLA GmbH & Co. KGaA will commission external service providers for maintaining the technical organization of the virtual Extraordinary General Meeting. The external service providers commissioned by HELLA GmbH & Co. KGaA for the purpose of organizing the virtual Extraordinary General Meeting will process the personal data of the shareholders or the shareholder representatives exclusively as instructed by HELLA GmbH & Co. KGaA and only to the extent this is necessary for the performance of the services commissioned. Each of the employees of HELLA GmbH & Co. KGaA as well as all staff of commissioned service providers who have access to and/or process the personal data of the shareholders or shareholder representatives, as the case may be, are obliged to treat such data confidentially. Also, personal data of shareholders and shareholder representatives can be viewed by other shareholders and shareholder representatives subject to the statutory requirements (in particular in the list of participants or in the context of a publication of shareholder requests for additions to the agenda, as well as of countermotions and election proposals).

Within HELLA GmbH & Co. KGaA, the persons and bodies will only receive access to personal data to the extent that this is necessary for the fulfilment of their duties (need-to-know principle).

HELLA GmbH & Co. KGaA will erase or anonymize the personal data of the shareholders and shareholder representatives in accordance with the statutory provisions as soon as and to the extent that the two-year inspection period in accordance with § 129 (4) AktG has expired, the personal data is no longer required for the original purpose of collection or processing, the data is no longer required in connection with administrative or court proceedings, if any, and no statutory record retention requirements apply.

Subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis, the shareholders or shareholder representatives, as the case may be, have the right to receive information about the processing of their personal data, to require rectification or erasure of their personal data or the restriction of the processing, or to receive their personal data in a structured, common and machine-readable format. If personal data is processed on the basis of Article 6 (1) sentence 1 lit. f GDPR, the shareholders or the shareholder representatives, as the case may be, will also have a right to object to the processing of their personal data subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis.

You can assert these rights free of charge by using the e-mail address [dataprivacy@hella.com](mailto:dataprivacy@hella.com) or by using the following contact information:

- HELLA GmbH & Co. KGaA  
Rixbecker Straße 75  
59552 Lippstadt, Germany  
Telefax: +49 (0) 2941 38 71 33

Furthermore, you have the right to lodge a complaint with a supervisory authority for data protection.

**You may contact our data protection officer under:**

- HELLA GmbH & Co. KGaA  
– Data Protection Officer –  
Rixbecker Straße 75  
59552 Lippstadt, Germany  
Email: [dataprivacy@hella.com](mailto:dataprivacy@hella.com)

Please see **[www.hella.com/egm](http://www.hella.com/egm)** for more information on data protection.

Lippstadt, March 2022

HELLA GmbH & Co. KGaA  
The General Partner

HELLA GmbH & Co. KGaA  
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