

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



## Information on the use of the shareholders' portal

Shareholders who have duly registered in accordance with the requirements set forth in the convocation of the virtual Extraordinary General Meeting can follow the meeting on April 29, 2022 live, including video and audio, online via the password-protected shareholders' portal. Tuning in for electronic participation (Zuschaltung) will be possible on the day of the virtual Extraordinary General Meeting approximately 30 minutes before the meeting starts. The opening of the Extraordinary General Meeting by the chairman of the meeting and the presentation of the Chairman of the Management Board may also be followed by other interested parties live on the website of HELLA GmbH & Co. KGaA at [www.hella.com/egm](http://www.hella.com/egm).

If you have registered for the virtual Extraordinary General Meeting, you will receive a voting card. Your access details for accessing the shareholders' portal are printed on the voting card.

The shareholders' portal offers you the following services:

- There will be live video and audio broadcast of the Extraordinary General Meeting
- You can exercise your voting rights by postal voting via electronic communication and revoke votes cast
- You can exercise your voting rights by granting power of attorney and issuing instructions to the company-nominated proxies and you can modify and revoke the power of attorney and the instructions
- You can authorize third parties and revoke such authorization
- You can submit questions by means of electronic communication
- You can make objections for the record
- You can retrieve your proof of voting and counting, respectively, in accordance with § 118 (1) sentence 3 or § 129 (5) of the German Stock Corporation Act (Aktiengesetz, „AktG“)

According to the present-day state of the art, the quality of video and audio broadcast of the virtual Extraordinary General Meeting may vary, and the availability of the shareholders' portal may be disrupted, as a result of any reduced availability of the telecommunication network or of the online services of third-party providers; any such variation or disruption is beyond the company's control. The company therefore does not give any warranty or assume any liability for the functioning and continuing availability of the online services used, the video and audio broadcast and the accessibility of the shareholders' portal as well as its general availability. The company bears no responsibility for failures and defects of the hardware and software used for the online service, including hardware and software of the service providers involved unless the company has acted wilfully. For this reason, the company recommends that shareholders use the aforesaid services to exercise their rights, in particular to exercise their voting rights, as early as possible.



**Explanatory notes on electronic postal voting as well as on the granting of power of attorney and issuing of instructions**

In order to cast your vote(s) by electronic postal voting, you must vote on all voting items on the agenda proposed for resolution; the entry mask that follows requires input in the relevant fields. It is not possible technically to not enter a vote on individual agenda items.

By virtue of a power of attorney granted by you, each of the company-nominated proxies is authorized to exercise your voting rights individually. The power of attorney explicitly includes the right to grant sub-powers of attorney. This is the only way to ensure that, even if one of the company-nominated proxies is not available, your voting rights are exercised as instructed.

Besides granting power of attorney, you must issue specific instructions to the company-nominated proxies on all voting items on the agenda proposed for resolution; the entry mask that you will find under the shareholders' portal requires input in the relevant fields. The company-nominated proxies may act under the power of attorney granted to them only to the extent that they have received specific instructions relating to the voting items on the agenda proposed for resolution. It is not technically possible to merely grant a power of attorney without issuing specific instructions on the individual agenda items. You are therefore requested to issue the instructions required in the corresponding entry mask.

Motions and election proposals pursuant to § 127 AktG that are announced by shareholders and have to be made available pursuant to § 126 AktG will not be made available on the shareholders' portal but on the website of HELLA GmbH & Co. KGaA.

**Further notes**

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.

Please do not make your access details available to unauthorized persons to prevent any unauthorized third party access.

Please make sure that you exit the shareholders' portal properly. Proper exiting the shareholders' portal prevents unauthorized persons from viewing or manipulating in your absence the entries you have made.