



Technology with Vision

ANNUAL GENERAL MEETING 2016

HELLA KGaA Hueck & Co.

September 29, 2016



Annual General Meeting 2016

Item 1: Approval of the annual financial statement for HELLA KGaA Hueck & Co. for the financial year 2015/2016

Present shareholders and proxies with the equivalent number of voting rights :	92,344,033
Number of shares for which valid votes were submitted:	92,273,298
Quota of the registered share capital :	83.05%

	votes	per cent
ABSTENTIONS	70,735	-
NO-votes	138	0.0001%
YES-votes	92,273,160	99.9999%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 2: Resolution on the appropriation of disposable profit

Present shareholders and proxies with the equivalent number of voting rights :	92,344,033
Number of shares for which valid votes were submitted:	92,273,302
Quota of the registered share capital :	83.05%

	votes	per cent
ABSTENTIONS	70,731	-
NO-votes	595	0.0006%
YES-votes	92,272,707	99.9994%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 3: Resolution ratifying the acts of management of the General Partners for the financial year 2015/2016

Present shareholders and proxies with the equivalent number of voting rights :	90,818,892
Number of shares for which valid votes were submitted:	89,749,645
Quota of the registered share capital :	80.77%

	votes	per cent
ABSTENTIONS	1,069,247	-
NO-votes	81,355	0.0906%
YES-votes	89,668,290	99.9094%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 4: Resolution ratifying the acts of management of the members of the Supervisory Board for the financial year 2015/2016

Present shareholders and proxies with the equivalent number of voting rights :	74,499,975
Number of shares for which valid votes were submitted:	74,020,423
Quota of the registered share capital :	66.62%

	votes	per cent
ABSTENTIONS	479,552	-
NO-votes	3,220,853	4.3513%
YES-votes	70,799,570	95.6487%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 5: Resolution ratifying the acts of management of the members of the shareholders' Committee for the financial year 2015/2016

Present shareholders and proxies with the equivalent number of voting rights :	80,982,183
Number of shares for which valid votes were submitted:	80,544,213
Quota of the registered share capital :	72.49%

	votes	per cent
ABSTENTIONS	437,970	-
NO-votes	3,185,951	3.9555%
YES-votes	77,358,262	96.0445%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 6: Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2016/2017

Present shareholders and proxies with the equivalent number of voting rights :	90,818,892
Number of shares for which valid votes were submitted:	90,557,572
Quota of the registered share capital :	81.50%

	votes	per cent
ABSTENTIONS	261,320	-
NO-votes	3,795,686	4.1915%
YES-votes	86,761,886	95.8085%

The proposal of the Supervisory Board **has been approved with the required majority.**

Annual General Meeting 2016

Item 7: Approval of a profit transfer agreement concluded with HELLA Geschäftsführungsgesellschaft mbH on 11 July 2016

Present shareholders and proxies with the equivalent number of voting rights :	92,344,033
Number of shares for which valid votes were submitted:	92,004,090
Quota of the registered share capital :	82.80%

	votes	per cent
ABSTENTIONS	339,943	-
NO-votes	635	0.0007%
YES-votes	92,003,455	99.9993%

The proposal of the General Partners, the Shareholders' Committee and the Supervisory Board **has been approved with the required majority and the required quota of the share capital.**

Annual General Meeting 2016

Item 8: Election to the Supervisory Board

Present shareholders and proxies with the equivalent number of voting rights :	90,818,892
Number of shares for which valid votes were submitted:	89,114,700
Quota of the registered share capital :	80.20%

	votes	per cent
ABSTENTIONS	1,704,192	-
NO-votes	12,417,962	13.9348%
YES-votes	76,696,738	86.0652%

The proposal of the Supervisory Board **has been approved with the required majority.**