



Technology with Vision

INVITATION
TO THE ANNUAL
GENERAL MEETING
SEPTEMBER 28, 2018

INVITATION

HELLA GmbH & Co. KGaA

German Securities Code (WKN): A13SX2

ISIN DE000A13SX22

Dear Shareholders,

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

Friday, September 28, 2018
at 11:00 (CEST) (doors open at 10:00 (CEST))
in plant 2 HELLA GmbH & Co. KGaA
Entry Gate East
Beckumer Str. 130 in 59555 Lippstadt

AGENDA AT A GLANCE

- 1 | Presentation of the annual financial statements and the consolidated financial statements together with the management reports for HELLA GmbH & Co. KGaA and the Group for the fiscal year 2017/2018, each as endorsed by the Supervisory Board, including the explanatory report with regard to the information pursuant to § 289a (1) as well as § 315a (1) of the German Commercial Code ("HGB") as well as the report of the Supervisory Board and the separate non-financial report of HELLA GmbH & Co. KGaA and of the Group for the fiscal year 2017/2018; resolution to approve the annual financial statements for HELLA GmbH & Co. KGaA for the fiscal year 2017/2018
- 2 | Resolution on the appropriation of disposable profit
- 3 | Resolution ratifying the acts of management of the General Partners for the fiscal year 2017/2018
- 4 | Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2017/2018
- 5 | Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2017/2018
- 6 | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2018/2019

AGENDA AND PROPOSED RESOLUTIONS

1 | **Presentation of the annual financial statements and the consolidated financial statements together with the management reports for HELLA GmbH & Co. KGaA and the Group for the fiscal year 2017/2018, each as endorsed by the Supervisory Board, including the explanatory report with regard to the information pursuant to § 289a (1) as well as § 315a (1) of the German Commercial Code (“HGB”) as well as the report of the Supervisory Board and the separate non-financial report of HELLA GmbH & Co. KGaA and of the Group for the fiscal year 2017/2018; resolution to approve the annual financial statements for HELLA GmbH & Co. KGaA for the fiscal year 2017/2018**

The documents are available on the company’s website at www.hella.com/agm 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 Partner. 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 Partner declares its 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 Partner, the Shareholder Committee and the Supervisory Board propose that the annual financial statements, reporting a disposable profit of € 117,645,538.95 be approved as presented.

2 | **Resolution on the appropriation of disposable profit**

The General Partner, the Shareholder Committee and the Supervisory Board propose that the disposable profit for the fiscal year 2017/2018 in the amount of € 117,645,538.95 be appropriated as follows:

Distribution of a dividend in the amount of € 1.05 per eligible no par value share (for 111,111,112 eligible no par value shares): € 116,666,667.60

Profit carried forward to new account: € 978,871.35

Disposable profit: € 117,645,538.95

In accordance with § 58 (4) sentence 2 AktG, the dividend entitlement falls due for payment on the third business day following the date of the resolution of the General Meeting.

3 | Resolution ratifying the acts of management of the General Partners for the fiscal year 2017/2018

The General Partner, the Shareholder Committee and the Supervisory Board propose that the acts of management of the General Partners who held office in the fiscal year 2017/2018 be ratified for the fiscal year 2017/2018.

4 | Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2017/2018

The General Partner, the Shareholder Committee and the Supervisory Board propose that the acts of management of the members of the Supervisory Board who held office in the fiscal year 2017/2018 be ratified for the fiscal year 2017/2018.

5 | Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2017/2018

The General Partner, the Shareholder Committee and the Supervisory Board propose that the acts of management of the members of the Shareholder Committee who held office in the fiscal year 2017/2018 be ratified for the fiscal year 2017/2018.

6 | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2018/2019

Upon recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Bremen, as auditor for the audit of the annual financial statements as well as the consolidated financial statements for the fiscal year 2018/2019.

To perform the above audit services, the Audit Committee recommended PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Bremen, and KPMG AG Wirtschaftsprüfungsgesellschaft, Essen, to the Supervisory Board in accordance with Article 16 paragraph 2 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (Statutory Auditor Regulation) and, in this context, stated its preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Bremen.

In its recommendation, the Audit Committee stated that its recommendation is free from influence by a third party and that no clause of the kind referred to in Article 16 paragraph 6 of the Statutory Auditor Regulation has been imposed upon it.

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 € 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' countermotions and election proposals pursuant to §§ 126 (1) and 127 AktG" **no later than on August 28, 2018, 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 have decided on the request. For the purpose of such proof, a confirmation in text form by the depositary credit institution or financial services institution in German or English will suffice.

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/agm** and communicated in accordance with § 125 (1) sentence 3 AktG.

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

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 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/agm** 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 administration'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 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 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 elections on the agenda must be received by the company **no later than on September 13, 2018, 24:00 (CEST)** at the address set out below:

- **under the postal address of:**
HELLA GmbH & Co. KGaA
Dr. Kerstin Dodel
Head of Investor Relations
Rixbecker Straße 75
59552 Lippstadt, Germany

- **or by telefax under the number:**
+49 (0) 2941 38 71 33
- **or 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 Partner 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/agm**.

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 September 21, 2018, 24:00 (CEST) (time of receipt)** in the German or in the English language

- **under the postal address of:**
HELLA GmbH & Co. KGaA
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
- **or by telefax under the number:**
+49 (0) 89 21 027 289
- **or electronically under the e-mail address:**
inhaberaktien@linkmarketservices.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 credit institution or financial services 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 **September 7, 2018, 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 vis-à-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 Meeting.

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 a service to its shareholders, the company has nominated Ms. Annique Madrid von Wahl and Mr. Julian Schürbüscher, 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 September 27, 2018, 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 GmbH & Co. KGaA
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
- **or by telefax under the number:**
+49 (0) 89 21 027 289
- **or electronically under the e-mail address:**
inhaberaktien@linkmarketservices.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 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 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 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. 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 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 (CEST) under the telephone number **+49 (0) 89 210 27 222**. Further information is also available on the Internet at **www.hella.com/agm**.

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/agm**. There you can also find the additional information pursuant to § 124a AktG.

Shareholders' information on data protection

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 admission ticket) as the controller of personal data in accordance with the applicable data protection laws to enable the shareholders to exercise their rights at the General Meeting and to ensure a lawful and statutory course of the discussions and adoption of resolutions passed at the General Meeting. If you have not provided us with these data yourself, we will obtain such data from your depository bank.

The processing of your personal data is mandatory for your participation in the General Meeting. The legal basis for the processing is Article 6 (1) sub-para. 1 lit. c of the General Data Protection Regulation in conjunction with §§ 123, 129 AktG.

Within HELLA GmbH & Co. KGaA only those persons and bodies will receive your personal data that require such data in order to fulfil the above purposes. 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 transmits your data to service providers commissioned for the purpose of organising the General Meeting in order to process such data, to the extent this is necessary for the performance of the services commissioned.

Subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis, you have the right to receive information about the processing of your personal data, to require rectification or erasure of your personal data or the restriction of the processing and to receive your personal data in a structured, commonly used and machine-readable format (data portability).

Subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis, you also have the right to object to the processing of your personal data.

You can assert these rights free of charge by using the e-mail address **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.

Your personal data will be erased as soon as and to the extent that the two-year inspection period in accordance with § 129 (4) sentence 2 AktG has expired and the data is no longer required for any disputes with respect to the adoption or validity of any of the General Meeting's resolutions.

You may contact our data protection officer under:

HELLA GmbH & Co. KGaA
– Data Protection Officer –
Rixbecker Straße 75
59552 Lippstadt, Germany
E-mail: dataprivacy@hella.com

Please see www.hella.com for more information on data protection.

Lippstadt, August 2018

HELLA GmbH & Co. KGaA
The General Partner

HOTLINE FOR SHAREHOLDERS AND BANKS

- **Telephone number:**
+49 (0) 89 21 027 222
- **E-mail:**
inhaberaktien@linkmarketservices.de

WEBSITE OF THE COMPANY

www.hella.com/agm

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