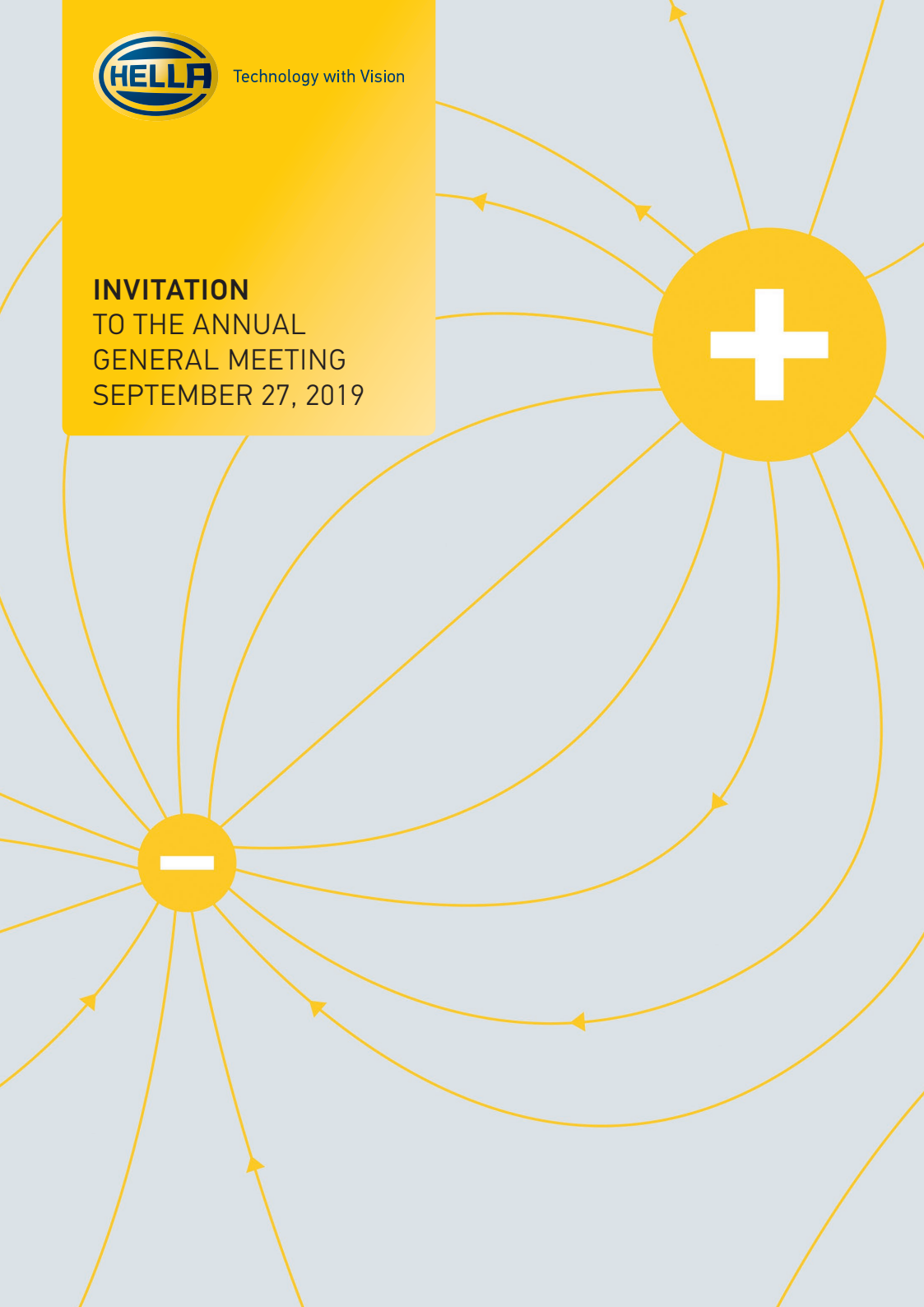
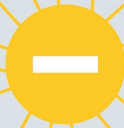




Technology with Vision

INVITATION
TO THE ANNUAL
GENERAL MEETING
SEPTEMBER 27, 2019



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 27, 2019,

at **11:00 Uhr (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 2018/2019, 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 2018/2019; resolution to approve the annual financial statements of HELLA GmbH & Co. KGaA for the fiscal year 2018/2019
- 2** | Resolution on the appropriation of distributable profit
- 3** | Resolution ratifying the acts of management of the General Partner for the fiscal year 2018/2019
- 4** | Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2018/2019
- 5** | Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2018/2019
- 6** | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2019/2020
- 7** | Elections to the Shareholder Committee
- 8** | Elections to the Supervisory Board
- 9** | Remuneration of the Shareholder Committee
- 10** | Remuneration of the Supervisory Board
- 11** | Resolution on the cancellation of existing authorized capital and the creation of new authorized capital with an authorization to exclude subscription rights as well as a resolution on a corresponding amendment of the Articles of Association
- 12** | Authorization to acquire and use treasury shares pursuant to § 71 (1) no. 8 AktG with the option to exclude shareholders' subscription rights
- 13** | Authorization to use equity derivatives for the acquisition of treasury shares pursuant to § 71 (1) no. 8 AktG

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 2018/2019, 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 2018/2019; resolution to approve the annual financial statements of HELLA GmbH & Co. KGaA for the fiscal year 2018/2019**

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 to the shareholders 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 distributable profit of € 372,510,933.38 be approved as presented.

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

The General Partner, the Shareholder Committee and the Supervisory Board propose that the distributable profit for the fiscal year 2018/2019 in the amount of € 372,510,933.38 be appropriated as follows:

Distribution of a dividend in the amount of € 3.35 per eligible no par value share (for 111,111,112 eligible no par value shares): € 372,222,225.20

Profit carried forward to new account: € 288,708.18

Unappropriated retained earnings: € 372,510,933.38

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 Partner for the fiscal year 2018/2019

The General Partner, the Shareholder Committee and the Supervisory Board propose that the acts of management of the General Partner be ratified for the fiscal year 2018/2019.

4 | Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2018/2019

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 2018/2019 be ratified for the fiscal year 2018/2019.

5 | Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2018/2019

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 2018/2019 be ratified for the fiscal year 2018/2019.

6 | Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2019/2020

Upon recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft as auditor for the audit of the annual financial statements as well as the consolidated financial statements for the fiscal year 2019/2020.

Both the recommendation of the Audit Committee to the Supervisory Board and the proposal of the Supervisory Board are free from improper influence by a third party. There were also no contractual provisions that would have limited the choices.

7 | Elections to the Shareholder Committee

Upon conclusion of the 2019 Annual General Meeting, the terms in office of all of the members of the Shareholder Committee will end. The election of new members is therefore necessary.

In accordance with § 22 (1) of the Articles of Association, the Shareholder Committee is

comprised of no more than nine members, who are elected by the company's Annual General Meeting. The composition need not comply with any gender quota. The Shareholder Committee and the Supervisory Board propose to elect the following individuals as members of the Shareholder Committee:

- 1.) **Dr. Jürgen Behrend**, Lippstadt, Germany, Managing General Partner of Hueck Industrie Holding KG
- 2.) **Horst Binnig**, Bad Friedrichshall, Germany, CEO of Rheinmetall Automotive AG/ member of the executive board of Rheinmetall AG
- 3.) **Samuel Christ**, Küsnacht, Switzerland, Independent communications consultant and Creative Director
- 4.) **Carl-Peter Forster**, Munich, Germany, Independent management consultant and investor
- 5.) **Roland Hammerstein**, Munich, Germany, Independent lawyer
- 6.) **Klaus Kühn**, Grevenbroich, Germany, Independent management consultant, former Chief Financial Officer of Bayer AG

- 7.) **Dr. Matthias Röpke**, Stuttgart, Germany, Manager Production Footprint / Plant Planning Europe at MAHLE Filtersysteme GmbH
- 8.) **Konstantin Thomas**, Weiden, Germany, Managing director of Hueck Folien Holding GmbH & Co. KG

The election of each individual becomes effective upon the conclusion of this Annual General Meeting and remains effective until the end of the Annual General Meeting that resolves to ratify the acts of management of the members of the Shareholder Committee for the fourth fiscal year after the beginning of their terms in office. The fiscal year in which the term of office begins is not counted.

The candidates are to be elected individually.

The nominations account for the objectives set by the Shareholder Committee regarding its composition, including the diversity concept, and seek to fulfill the competence profile established by the Shareholder Committee for the entire board. The objectives and competence

profile, including the diversity concept, were last resolved on by the Shareholder Committee on May 29, 2018, and have been published along with the status of their implementation in the Corporate Governance Report for the fiscal year 2018/2019. That report is included in the Annual Report for the fiscal year 2018/2019 and is one of the documents mentioned in agenda item 1, which are available on the company's website at **www.hella.com/agm** as from the date of convocation of the Annual General Meeting and will be made available and explained to the shareholders at the Annual General Meeting.

The Shareholder Committee has satisfied itself that the nominated candidates can devote the expected amount of time required.

Apart from the fact that Dr. Jürgen Behrend, Roland Hammerstein, Dr. Matthias Röpke and Konstantin Thomas are already members of the Shareholder Committee and the fact that Klaus Kühn is a member of both the Shareholder Committee and the Supervisory Board, the Shareholder Committee does not believe that there

are any personal or business relations between any of the nominated candidates on the one hand and the companies of the HELLA Group, the company's corporate bodies or any direct or indirect holder of more than 10% of the voting shares in the company on the other hand where such relations would be relevant to a shareholder casting his/her vote in the election based on an objective judgment. It is also pointed out that Dr. Jürgen Behrend, Samuel Christ, Roland Hammerstein, Dr. Matthias Röpke and Konstantin Thomas are members of the pool agreement of the family shareholders of HELLA GmbH & Co. KGaA, which holds a total of 60% of the company's nominal capital.

If he is elected, it is intended to nominate Carl-Peter Forster as chairman of the Shareholder Committee.

The nominated candidates are members of statutory supervisory boards at the companies listed below or are members of

comparable domestic and foreign supervisory bodies at the commercial enterprises listed below.

Dr. Jürgen Behrend

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Chairman of the advisory board of Eduard Hueck GmbH & Co. KG
- Member of the advisory board of Sudhaus GmbH & Co. KG

Horst Binnig

Memberships in other statutory supervisory boards:

- Pierburg GmbH* (Chairman)
- KS Kolbenschmidt GmbH* (Chairman)
- KS HUAYU AluTech GmbH* (Deputy Chairman)
- KS Gleitlager GmbH* (Chairman)
- Pierburg Pump Technology GmbH* (Chairman)
- Bertrandt AG

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Kolbenschmidt Pierburg Shanghai Nonferrous Components Co. Ltd.* (Chairman of the Board)
- Kolbenschmidt HUAYU Piston Co. Ltd.* (Vice Chairman of the Board)
- Pierburg HUAYU Pump Technologies Co. Ltd.* (Vice Chairman of the Board)
- KSPG Holding USA, Inc.* (Non-Executive Director)
- KSPG (China) Investment Co. Ltd.* (Chairman of the Board)

* *Rheinmetall Automotive Group company*

Samuel Christ

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Carl-Peter Forster

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Chemring Plc. (Chairman of the Board)
- IMI Plc. (Non-Executive Director)
- Geely Automotive Holdings* (Non-Executive Director)
- China Euro Vehicle Technology AB* (Non-Executive Director)
- Geely Sweden Holdings AB* (Non-Executive Director)
- Chairman of the advisory board of Friedola Tech GmbH*
- Member of the advisory board and of the supervisory board of Lead Equities Small Cap Private Equity
- Gordon Murray Design Ltd. (member of the Board)
- Clear Motion Ltd. (member of the Board)
- Chairman of the advisory board of Kinexon GmbH
- Member of the board of directors of The Mobility House AG

- London Electric Vehicle Company Ltd.*
(Chairman of the Board)

*Mr. Forster intends to lay down his mandates marked with an * in the 3rd calendar quarter of 2019.*

Roland Hammerstein

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of Sudhaus GmbH & Co. KG
- Member of the advisory board of Kunststoffwerk Voerde GmbH & Co. KG
- Member of the advisory board of ELCO GmbH
- Member of the advisory board of Eduard Hueck GmbH & Co. KG
- Member of the administrative board of CHF Beteiligungs GmbH & Co. KG

Klaus Kühn

Memberships in other statutory supervisory boards:

- Flossbach von Storch AG (Chairman)

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Dr. Matthias Röpke

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Konstantin Thomas

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- HUECK FOLIEN GmbH (Chairman)

For each candidate a curriculum vitae indicating his main occupation in addition to the mandate he seeks on the Shareholder Committee is enclosed with his nomination in the annex to this invitation.

With a view to a possible application of § 100 (2) no. 4 AktG, the company expects that the proxy of the pool of family shareholders of HELLA GmbH & Co. KGaA, which comprises a total of 60% of the company's nominal capital, will make an election proposal in accordance with § 127 AktG during the Annual General Meeting to elect Dr. Jürgen Behrend.

8 | Elections to the Supervisory Board

Upon conclusion of the 2019 Annual General Meeting, the terms in office of all of the Supervisory Board members elected by the shareholders will end. The election of new members is therefore necessary.

Pursuant to §§ 278 (3), 96 (1) and (2) and 101 (1) AktG and § 7 (1) sentence 1 no. 3 of the German Co-Determination Act (*Mitbestimmungsgesetz*) of 1976, the company's Supervisory Board is comprised of 16 members. Of these

16 members, 8 are to be elected by the shareholders and 8 by the employees. At least 30% of the Supervisory Board members must be women and at least just as many Supervisory Board members must be men. This minimum percentage must in principle be achieved by the Supervisory Board as a whole unless the shareholder representatives' side or the employee representatives' side objects to joint fulfilment (*Gesamterfüllung*) pursuant to § 96 (2) sentence 3 AktG. No objection was made against joint fulfilment, meaning that there must be at least five women and five men on the Supervisory Board. As of the date of publication of this convocation, there are six women on the Supervisory Board, four of whom are shareholder representatives. The minimum percentage requirement is thereby fulfilled and would also be fulfilled after the election of the nominated candidates.

The following nominations are based on recommendations of the Nomination Committee of the Supervisory Board. The Supervisory Board and the Shareholder Committee nominate the following individuals to be elected Supervisory Board members:

- 1.) **Dr. Dietrich Hueck**, Munich, Germany,
Shareholder and freelance advisor of
diva-e Platforms GmbH
- 2.) **Stephanie Hueck**, Lüdenscheid,
Germany,
Retired, former managing director of
Gerhardi Alutechnik GmbH & Co. KG
- 3.) **Dr. Tobias Hueck**, Munich, Germany,
Lawyer at the law firm of
P+P Pöllath + Partners Rechtsanwälte
und Steuerberater mbB
- 4.) **Klaus Kühn**, Grevenbroich, Germany,
Independent management consultant,
former Chief Financial Officer of
Bayer AG
- 5.) **Claudia Owen**, Lippstadt, Germany,
Member of the executive board of
Dr. Arnold Hueck Stiftung
- 6.) **Dr. Thomas B. Paul**, Düsseldorf,
Germany,
Lawyer and partner at the law firm of
Hengeler Mueller Partnerschaft von
Rechtsanwälten mbB
- 7.) **Charlotte Sötje**, Berlin, Germany,
Ass. jur. and independent mediator

- 8.) **Christoph Thomas**, Weiden, Germany,
Independent architect

The election of each individual becomes effective upon the conclusion of this Annual General Meeting and remains effective until the end of the Annual General Meeting that resolves to ratify the acts of management of the Supervisory Board members for the fourth fiscal year after the beginning of their terms in office. The fiscal year in which the term of office begins is not counted.

The candidates are to be elected individually.

The nominations account for the objectives set by the Supervisory Board regarding its composition, including the diversity concept, and seek to fulfill the competence profile established by the Supervisory Board for the entire board. The objectives and competence profile, including the diversity concept, were last resolved on by the Supervisory Board on May 28, 2018, and have been published along with the status of their implementation in the Corporate Governance Report for the fiscal year 2018/2019. That report is included in the Annual Report for the fiscal year

2018/2019 and is one of the documents mentioned in agenda item 1, which are available on the company's website at **www.hella.com/agm** as from the date of convocation of the Annual General Meeting and will be made available and explained to the shareholders at the Annual General Meeting.

The Supervisory Board has satisfied itself that the nominated candidates can devote the expected amount of time required.

Apart from Stephanie Hueck, Claudia Owen and Christoph Thomas already being members of the company's Supervisory Board; Klaus Kühn also being a member of the Shareholder Committee; Dr. Tobias Hueck being the son of Stephanie Hueck; and Dr. Thomas B. Paul being a member of a law firm that advises the HELLA Group in legal matters, the Supervisory Board does not believe that there are any personal or business relations between any of the nominated Supervisory Board members on the one hand and the companies of the HELLA Group, the company's corporate bodies or any direct or indirect holder of more than 10% of the voting shares in the company on the other hand where such relations would be relevant to a

shareholder casting his/her vote in the election based on an objective judgment. It is also pointed out that Dr. Dietrich Hueck, Stephanie Hueck, Dr. Tobias Hueck, Claudia Owen, Charlotte Sötje and Christoph Thomas are members of the pool agreement of the family shareholders of HELLA GmbH & Co. KGaA, which holds a total of 60% of the company's nominal capital.

If he is elected, it is intended to nominate Klaus Kühn as chairman of the Supervisory Board.

The nominated candidates are members of statutory supervisory boards at the companies listed below or are members of comparable domestic and foreign supervisory bodies at the commercial enterprises listed below.

Dr. Dietrich Hueck

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Stephanie Hueck

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of Messingwerk Plettenberg GmbH & Co. KG

Dr. Tobias Hueck

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of Eduard Hueck GmbH & Co. KG

Klaus Kühn

Memberships in other statutory supervisory boards:

- Flossbach von Storch AG (Chairman)

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Claudia Owen

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Dr. Thomas B. Paul

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Charlotte Sötje

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Christoph Thomas

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the supervisory board and of the advisory board of HUECK FOLIEN GmbH

For each candidate a curriculum vitae indicating his or her main occupation in

addition to the mandate he or she seeks on the Supervisory Board is enclosed with his or her nomination in the annex to this invitation.

9 | Remuneration of the Shareholder Committee

The current amount, terms and conditions of the remuneration of the members of the Shareholder Committee were approved by resolution of the General Meeting on November 19, 2010, and have not been modified since then. The remuneration is to be adjusted with effect as of September 28, 2019, in order to continue to ensure a level of remuneration in line with market conditions and degree of responsibility. The intent of this is to account for the increased demands of serving on the Shareholder Committee, in particular as a result of the growth of the company, as well as the development in the remuneration at comparable enterprises.

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

- a) The members of the Shareholder Committee shall receive an annual remuneration in the amount of € 120,000. The chairman of the Shareholder Committee shall receive an annual remuneration in the amount of € 360,000.
- b) No attendance fees will be paid.
- c) The above provisions apply until a new resolution on the remuneration of the members of the Shareholder Committee is adopted by the General Meeting. For the fiscal year 2019/2020, the provision applies *pro rata temporis* as of September 28, 2019.
- account for the increased demands of serving on the Supervisory Board, in particular as a result of the growth of the company, as well as the development in the remuneration at comparable enterprises.
- The General Partner, the Shareholder Committee and the Supervisory Board propose to resolve as follows:
- a) The members of the Supervisory Board shall receive an annual remuneration in the amount of € 50,000. The chairperson of the Supervisory Board shall receive an annual remuneration in the amount of € 100,000, and each deputy shall receive an annual remuneration in the amount of € 75,000.

10 | Remuneration of the Supervisory Board

The current amount, terms and conditions of the remuneration of the Supervisory Board were last amended at the General Meeting of September 26, 2014, and have not been modified since then. The remuneration is to be adjusted with effect as of September 28, 2019, in order to continue to ensure a level of remuneration in line with market conditions and degree of responsibility. The intent of this is to

- b) Each member of the Audit Committee shall receive additional annual remuneration in the amount of € 25,000; the chairperson of the Committee shall receive such remuneration in the amount of € 50,000. The members of the Nomination Committee do not receive any additional annual remuneration.
- c) No attendance fees will be paid.

d) The above provisions apply until a new resolution on the remuneration of the members of the Supervisory Board is adopted by the General Meeting. For the current fiscal year 2019/2020, they apply *pro rata temporis* as of September 28, 2019.

11 | Resolution on the cancellation of existing authorized capital and the creation of new authorized capital with an authorization to exclude subscription rights as well as a resolution on a corresponding amendment of the Articles of Association

The General Meeting of the company last approved on October 10, 2014, to authorize the General Partner to increase the nominal capital with the approval of the Supervisory Board and the Shareholder Committee by a total amount of no more than € 44 million by issuing, on one or more occasions, new bearer shares with no par value against cash contributions and/or contributions in kind (Authorized Capital 2014/I). This authorization set forth in § 5 (4) of the Articles of Association expires on October 9, 2019. In order to retain

for the company the flexibility to increase capital on short notice, new Authorized Capital 2019/I is to be created in the total amount of € 44 million with the possibility of excluding subscription rights. The General Partner, the Shareholder Committee and the Supervisory Board propose to resolve as follows:

- a) The authorization to increase the nominal capital of the company with the approval of the Supervisory Board and the Shareholder Committee by no more than € 44 million on or before October 9, 2019, pursuant to § 5 (4) of the Articles of Association will be cancelled, if it does not expire beforehand, with effect as of the point in time at which the amendment of the Articles of Association pursuant to c) below is entered into the commercial register.
- b) The General Partners are authorized to increase the nominal capital with the approval of the Supervisory Board and the Shareholder Committee by a total amount of no more than € 44 million on or before September 26, 2024, by issuing, on one or more occasions, new registered shares with no par value against cash contributions and/or contributions in kind (Authorized Capital 2019/I). The General

Partners are authorized to exclude the shareholders' subscription rights with the approval of the Supervisory Board and the Shareholder Committee in the following cases:

- aa) in the case of a capital increase against contributions in kind for the purpose of acquiring a business, parts of a business or a participation in a business or any other assets, including receivables against the company;
- bb) in so far as is necessary in order to grant subscription rights for new shares to holders or creditors of bonds issued by the company or its group companies bearing option or conversion rights or obligations to the extent that such holders or creditors would be entitled to subscription rights after exercising their option or conversion rights or fulfilling their option or conversion obligations;
- cc) if the notional value of the new shares in the nominal capital does not exceed 10% of the nominal capital existing at the time this authorization becomes effective and at the time a resolution to exercise this authorization is adopted and if the issue price is not significantly lower than the stock exchange price. The notional value of any shares that have been issued or sold with the exclusion of subscription rights on the basis of an authorization to that effect in direct or analogous application of § 186 (3) sentence 4 AktG must be included in the calculation of the 10% of the nominal capital; or
- dd) for the avoidance of fractional shares.

The General Partners are authorized to determine the further details of the capital increase and its consummation with the approval of the Supervisory Board and the Shareholder Committee.

- c) In revocation of the current § 5 (4), the following § 5 (4) shall be newly inserted into the Articles of Association:

“(4) The General Partners are authorized to increase the nominal capital with the approval of the Supervisory Board and the Shareholder Committee by a total amount of no more than € 44 million on or before September 26, 2024, by issuing, on one or more occasions, new registered shares with no par value against cash contributions and/or contributions in kind

(Authorized Capital 2019/I). The General Partners are authorized to exclude the shareholders' subscription rights with the approval of the Supervisory Board and the Shareholder Committee in the following cases:

- a) in the case of a capital increase against contributions in kind for the purpose of acquiring a business, parts of a business or a participation in a business or any other assets, including receivables against the company;
- b) in so far as is necessary in order to grant subscription rights for new shares to holders or creditors of bonds issued by the company or its group companies bearing option or conversion rights or obligations to the extent that such holders or creditors would be entitled to such conversion rights after exercising their option or conversion right or fulfilling their option or conversion obligation;
- c) if the notional value of the new shares in the nominal capital does not exceed 10% of the nominal capital existing at the time this authorization becomes effective and at the time a resolution to exercise this authoriza-

tion is adopted and if the issue price is not significantly lower than the stock exchange price. The notional value of any shares that have been issued or sold with the exclusion of subscription rights on the basis of an authorization to that effect in direct or analogous application of § 186 (3) sentence 4 AktG must be included in the calculation of the 10% of the nominal capital; or

- d) for the avoidance of fractional shares.

The General Partners are authorized to determine the further details of the capital increase and its consummation with the approval of the Supervisory Board and the Shareholder Committee.”

12 | Authorization to acquire and use treasury shares pursuant to § 71 (1) no. 8 AktG with the option to exclude shareholders' subscription rights

The General Meeting of the company last approved on October 31, 2014, to authorize the acquisition and use of treasury shares. That authorization expires on October 30, 2019. In order to retain for the company the option to buy back shares, the company is to be authorized again to acquire treasury shares and the previous authorization is to be revoked. The General Partner, the Shareholder Committee and the Supervisory Board propose to resolve as follows:

- a) The authorization to acquire and use treasury shares approved by the General Meeting of October 31, 2014 is revoked.
- b) Until September 26, 2024, the General Partners are authorized to acquire a volume of treasury shares of no more than 10% of the current nominal capital or, if this value is lower, of the nominal capital existing at the time the authorization is exercised for any purpose permitted by law subject to the stipulations set forth below. In this context,

the volume of treasury shares acquired on the basis of this authorization together with any other treasury shares that the company has previously acquired and still holds or that are attributable to the company pursuant to §§ 71d and 71e AktG must not exceed 10% of the company's nominal capital at any time. The time limit only applies to the acquisition, not to the holding of shares.

The acquisition of the shares shall occur at the option of the General Partners with the consent of the Shareholder Committee and the Supervisory Board (i) through the stock exchange, (ii) via a public purchase offer directed to all shareholders or (iii) via a public request to all shareholders for submission of sales offers.

- (1) Insofar as the acquisition of the shares takes place through the stock exchange, the purchase price per share (without ancillary acquisition costs) paid by the company must not exceed the stock exchange price determined by the opening auction in the XETRA trading system (or in a comparable successor

system) on the Frankfurt Stock Exchange on the day of the conclusion of the contract (*Verpflichtungsgeschäft*) for the acquisition of the shares by more than 10% or fall below such price by more than 20%.

(2) Insofar as the acquisition takes place through a public purchase offer, the purchase price per share (without ancillary acquisition costs) offered and paid by the company must not exceed the arithmetic average of the share prices (closing auction prices for the same class of shares in the company in the XETRA trading system or in a comparable successor system on the Frankfurt Stock Exchange) over the last three stock exchange trading days prior to the date of publication of the offer by more than 10% or fall below such average by more than 20%.

(3) Insofar as the acquisition takes place via a public request to all shareholders for submission of sales offers, the purchase price per share (without ancillary acquisition costs) paid by the company must not exceed the arithmetic average of the share prices (closing auction prices for the same class

of shares in the company in the XETRA trading system or in a comparable successor system on the Frankfurt Stock Exchange) over the last three stock exchange trading days prior to the acceptance of the sales offers by more than 10% or fall below such average by more than 20%.

Should the stock exchange price deviate materially from the purchase or sale price offered or, as the case may be, from the limits of a possible purchase or sale price spread after the publication of a public purchase offer or after a public request for submission of sales offers, the offer or the request for submission of sales offers may be adjusted. In this case, the relevant amount is determined by the corresponding stock exchange price (closing auction price for the same class of shares in the company in the XETRA trading system or in a comparable successor system on the Frankfurt Stock Exchange) on the last trading day before the final decision of the General Partners on the adjustment; the 10% limit for exceeding and the 20% limit for falling short shall be applied to this amount.

The acquisition volume may be limited. If the volume of the shares offered exceeds the stipulated acquisition volume when a public purchase offer or a public request for submission of sales offers is made, the acquisition may be carried out either based on the relation of the shareholdings of the tendering shareholders to one another (shareholding percentages) or based on the proportions of tendered shares (percentage of tendered shares). A preferential acceptance of smaller quantities of up to 100 shares offered per shareholder may be stipulated. Furthermore, in order to avoid fractional shares, rounding down may take place. Any further right of the shareholders to tender shares is excluded. The purchase offer or the request for submission of sales offers may include further conditions. The further details of any acquisition are determined by the General Partners.

- c) The General Partners are authorized to use the treasury shares acquired on the basis of this authorization or previous authorizations for all legally permissible purposes with the approval of the Shareholder Committee and the Supervisory Board, in particular the following:

- (1) The shares may be cancelled without any further resolution being passed by the General Meeting. The General Partners may determine that the cancellation will not result in a reduction of the nominal capital and that the proportional amount of the remaining shares in the nominal capital will be increased instead. In this case, the General Partners are authorized to adjust the number of shares with no par value in the Articles of Association.
- (2) The shares may be sold via the stock exchange or by way of a public offer made to all shareholders proportional to their shareholdings.
- (3) The shares may also be sold in a different way provided that the shares are sold in return for cash and at a purchase price that is not significantly lower than the stock exchange price of shares in the company of the same class at the time of the sale. The time of sale is deemed to be the time at which the obligation to transfer title to the shares is assumed, even if still conditional, or the time of the transfer of title itself if such transfer is not preceded by the

assumption of a separate obligation or if the time of transfer is designated as relevant to the purchase price calculation in the agreement containing the obligation.

(4) The shares may be offered and transferred to third parties against contributions in kind, in particular in connection with business combinations or in connection with the direct or indirect acquisition of a business, parts of a business or a participation in a business or any other assets, including receivables against the company. Offering and transferring in this context also includes the granting and servicing of conversion or option rights.

(5) The shares may be used to service rights or obligations to acquire shares of the company resulting from or in connection with the issuance of (i) convertible or warrant bonds, (ii) participating bonds with attached conversion or option rights or conversion obligations and/or (iii) profit participation rights with attached conversion or option rights or conversion obligations, any

of which as have been issued by the company directly or through a subordinated group company.

(6) The shares may be offered for acquisition and transferred to persons who have or have had an employment contract with the company or one of its group companies as defined by § 18 AktG in the context of an employee share scheme.

d) The aforementioned authorizations to acquire and use treasury shares can be exercised fully or partially, on one or several occasions, individually or jointly by the company or its affiliated companies or for its or their account by third parties within the meaning of § 71 d AktG.

e) In the cases of c) (3), (4), (5) and (6), the shareholders' subscription rights are excluded. In the case of a public offer to all shareholders pursuant to c) (2), this applies in so far as is necessary in order to avoid fractional shares. In the case of c) (3), the authorization is limited to the sale of shares in the aggregate proportional amount of 10% of the current nominal capital or, if this value is lower, of the

nominal capital existing at the time the authorization is exercised. The notional value of any shares that were issued or sold during the term of this authorization with the exclusion of subscription rights on the basis of an authorization to that effect in direct or analogous application of § 186 (3) sentence 4 AktG must be included in the calculation of the 10% of the nominal capital.

13 | Authorization to use equity derivatives for the acquisition of treasury shares pursuant to § 71 (1) no. 8 AktG

Supplementary to the authorization to purchase treasury shares pursuant to § 71 (1) no. 8 AktG proposed to be resolved when addressing agenda item 12, the company is also to be authorized to purchase treasury shares using derivatives. The aim of this is not to increase the total volume of shares which may be purchased, but only to open up further options for purchasing treasury shares. This authorization shall not limit

the company in any way in using derivatives in so far as is legally permissible without the General Meeting's authorization. The General Partner, the Shareholder Committee and the Supervisory Board propose to resolve as follows:

- a) The acquisition of treasury shares as set forth in agenda item 12 of this General Meeting may also be carried out using put or call options, forward contracts, other equity derivatives or a combination of these instruments (together hereinafter referred to as "Derivatives").
- b) Derivatives may be used, at the option of the General Partners with the approval of the Shareholder Committee and the Supervisory Board, in one of the following ways:

- (1) The issuance or acquisition of Derivatives may be effected through the derivatives exchange Eurex or a comparable successor system. In this case, the company must inform the shareholders prior to the intended issuance or acquisition of Derivatives through an announcement in the company's designated publication media. Also in the case of simultaneous issuance or acquisition for different maturity dates, the Derivatives may stipulate different strike prices.
- (2) The issuance or acquisition of Derivatives may be concluded with one or more financial institutions or companies operating in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or § 53b (7) of the German Banking Act (*Kreditwesengesetz*, "KWG") (each referred to hereinafter as a "Financial Institution") or with one or more other appropriate counterparties that is experienced in the derivative business, with the requirement that this Financial Institution or counterparty will, on the basis of the Derivatives, only deliver shares that were previously acquired in accordance with the principle of equal treatment, in particular through acquisitions over the stock exchange.
- (3) The issuance or acquisition of Derivatives may be publicly offered to all shareholders, or be concluded with a Financial Institution with the requirement that such Financial Institution must offer the Derivatives to all shareholders. The volume of the public offer may be limited. In so far as a public offer is oversubscribed, the issuance or acquisition may be carried out either based on the relation of the shareholdings of the subscribing shareholders to one another (shareholding percentages) or based on the proportions of subscribed shares (percentage of subscribed shares). A preferential treatment of small quantities (Derivatives linked to up to 100 shares per shareholder) may be stipulated. Furthermore, in order to avoid fractional shares, rounding down can take place. The purchase offer may include further conditions. The further details are determined by the General Partners.

The term of the Derivatives must not exceed 18 months and must be chosen in a way that the acquisition of shares through the exercise of the options takes place on September 26, 2024, at the latest. Acquisitions of shares by way of Derivatives must not exceed 5% of the current nominal capital or, if this value is lower, of the nominal capital existing at the time the authorization is exercised.

- c) The premium paid by the company for the acquisition of Derivatives, or the premium received for the issuance of Derivatives, respectively, must not materially deviate from the theoretical market value of the relevant Derivatives, calculated on the basis of recognized methods of financial mathematics. The purchase price per share payable on exercise of the options must not exceed the arithmetic average of the share prices (closing auction prices for the same class of shares in the company in XETRA trading or in a comparable successor system on the Frankfurt Stock Exchange) over the last three stock exchange trading days prior to the date of purchase by more than 10%, or fall below such average by more than 20% (in each

case, without ancillary acquisition costs, but having regard to the option premium received or paid).

- d) In so far as treasury shares are acquired using Derivatives in accordance with b) (1) and/or (2), the shareholders' right to conclude such derivative transactions with the company is excluded, in application by analogy of § 186 (3) sentence 4 AktG. The shareholders' right to conclude derivative transactions with the company is also excluded to the extent b) (3) provides for a preferential treatment of small quantities. Shareholders have a right to tender their shares to the company only in so far as the company is obligated to accept the shares due to these derivative transactions. Any further right to tender shares is excluded.
- e) For the use of treasury shares that have been acquired on the basis of this authorization using Derivatives, the provisions as set forth in c), d) and e) of agenda item 12 apply.

REPORTS WITH REGARD TO AGENDA ITEMS

1 | Report to the Annual General Meeting on agenda item 11 in accordance with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

The company last approved in the General Meeting on October 10, 2014, authorized capital that expires on October 9, 2019. In agenda item 11, the General Partner, the Shareholder Committee and the Supervisory Board ask the shareholders of the company to approve new authorized capital for a period lasting until September 26, 2024. In this regard, pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG, the General Partner submits a written report that is published as follows:

The Authorized Capital 2019/I is to replace the Authorized Capital 2014/I, which lasts until October 9, 2019. The Authorized Capital 2019/I is to be available both for cash capital increases and capital increases in kind and may also be utilized in partial amounts as well as on several occasions. The total amount of € 44 million must not be exceeded. The authorization is to be issued until expiration of September 26, 2024.

By means of the new Authorized Capital 2019/I, as in the past, the company is to be provided with an effective means to react promptly to current market developments, in particular a favorable stock market situation or acquisition opportunity. The proposed authorization constitutes a flexible instrument for improving the capital position of the company on short notice without having to wait for the next Annual General Meeting.

In the event of such measures, the shareholders are generally to be granted subscription rights. Subscription rights may also be granted so that the new shares are subscribed by a credit institution with the obligation to offer the shares to the shareholders by way of "indirect subscription rights" (*mittelbares Bezugsrecht*). However, the proposed resolution stipulates that subscription rights may be excluded in order to issue shares in return for contributions in kind, in order to service bonds or profit participation rights with attached conversion or subscription rights subject to the requirements of § 186 (3) sentence 4 AktG as well as in order to eliminate fractional shares.

In detail, an exclusion of subscription rights is to be possible in the following cases:

- a) The General Partners are to be authorized to exclude subscription rights with the approval of the Supervisory Board and the Shareholder Committee if capital is increased against contributions in kind. This authorization is to allow the company the possibility to use company shares in connection with the acquisition of assets as consideration. This can be significant in particular if a business, parts of a business or a participation is acquired. Experience has shown that granting shares as consideration can be expedient or even required in order to meet seller expectations or to protect the company's liquidity. Purchasers that can offer shares as consideration often have a competitive advantage when acquiring attractive assets. This advantage, which also indirectly benefits the company's shareholders, can justify that the proportions of the current shareholders' shareholdings and their shares of the voting rights be diluted by an exclusion of subscription rights.

However, both the authorization to issue shares in return for contributions in kind and an attendant exclusion of subscription rights are to be used only if the acquisition of the relevant asset is in the best interests of the company and if acquiring the relevant asset by any other means, in particular through purchase, is legally or in fact inconceivable or conceivable only at unfavorable conditions. In such cases, the company will invariably examine whether there is an equally suited way to acquire the asset, the impact of which interferes much less with the position of the shareholders. Thus, if contributions in kind are acquired, as a rule, it must be examined whether in lieu of an exclusion of subscription rights at least the outside shareholders can also be granted parallel subscription rights in return for cash consideration, for example. The shareholders' interests will also be taken into account in that the company will carefully examine whether the value of the contribution in kind is reasonably comparable to the value of the shares.

- b) In addition, subscription rights may be excluded with the approval of the Supervisory Board and the Shareholder Committee in order to grant subscription rights for new shares to holders of option or conversion rights under warrant or convertible bonds issued by the company to the extent that such holders would be entitled to subscription rights after exercising their option or conversion rights or fulfilling their option or conversion obligations. This enables in particular a form of dilution protection customary in the market to be afforded to the holders or creditors of such instruments. They are thus put in a position as though they were shareholders already. The granting of subscription rights for the holders of conversion or option rights is one alternative to the adjustment of the conversion price or option price, which would otherwise have to be done. In order to be able to equip the bonds with such dilution protection, the shareholders' subscription rights to these shares must be excluded. The possibility of granting shares to
- creditors of warrant and convertible bonds instead of reducing the conversion or option price can be more beneficial to the company in commercial terms. By granting shares instead of reducing the conversion or option price, the company can possibly achieve a higher issue price for the shares to be issued in connection with the conversion or exercise of the option.
- c) In addition, it is to be possible to exclude subscription rights with the approval of the Supervisory Board and the Shareholder Committee if the requirements with regard to volume and the other requirements for an exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG are fulfilled. The company will thereby be enabled to flexibly cover a future need for financing on short notice by taking advantage of any favorable capital market conditions to the benefit of the company and its shareholders. In this case, the exclusion of subscription rights will enable shares to be placed at a price close to the stock exchange price. By comparison, the issuance of shares when also granting subscription rights is less attractive in some circumstances since the issue

price must be set very early on in order to comply with the subscription period. This can lead to considerable price discounts becoming necessary, in particular if the markets show high volatility. A capital increase without the shareholders' subscription rights can therefore be in the best interests of the company and the shareholders.

In such an instance, the interests of the shareholders are safeguarded in that the new shares must not be issued considerably below the stock exchange price, whereby the value of the subscription right practically approaches zero. The inclusion-in-the-calculation clause stipulated in the authorization furthermore ensures that the shareholders' interest in precluding any further proportional decrease of their respective shareholdings is safeguarded by limiting the volume at 10% of the nominal capital existing at the time of the issuance. At the same time, the General Partners are allowed the possibility to choose the most appropriate financing instrument in the given situation that is in the best interests of the company and the shareholders.

d) Furthermore, the proposed authorization provides for the exclusion of subscription rights for fractional shares. This can become necessary if a feasible subscription ratio cannot be achieved otherwise. Due to the limitation to fractional shares, in principle, the possible dilutive effect is very minimal. The company will endeavor to dispose of free fractional shares on the best possible terms in the interests of the shareholders.

There are currently no specific plans to utilize the new Authorized Capital 2019/I. A report will be given to the shareholders on every utilization of the Authorized Capital 2019/I in the General Meeting that follows such utilization.

2 | Report to the Annual General Meeting on agenda items 12 and 13 in accordance with §§ 71 (1) no. 8, 186 (4) sentence 2 AktG

The company last adopted a resolution to authorize the acquisition and use of treasury shares in the General Meeting on October 31, 2014. That resolution expires on October 30, 2019. In agenda items 12

and 13, the General Partner, the Shareholder Committee and the Supervisory Board ask the shareholders of the company to approve a new authorization for a period lasting until September 26, 2024. In this regard, pursuant to §§ 71 (1) no. 8 sentence 5, 186 (4) sentence 2 AktG, the General Partner submits a written report that is published as follows:

a) Possibilities of acquiring treasury shares

In addressing agenda item 12, it is intended, in addition to acquiring treasury shares over the stock exchange, to allow the company the possibility of acquiring treasury shares by means of a public purchase offer addressed to all shareholders or by means of a public request directed at all shareholders to submit sales offers. The company's flexibility is thereby increased. Moreover, in such cases, each shareholder wanting to sell shares can decide individually how many and, if a price spread is set, at what price to offer the shares to the company.

In the event of an oversubscription of such a public offer or request, the company is to comply with the principle of equal treatment of shareholders by performing an allotment (Repartierung) either based on the shareholdings of the tendering shareholders or based on the proportions of offered shares (percentage of tendered shares). In order to avoid residual quantities, but also in order to prevent de facto disadvantages to small shareholders, the General Partners are to be able to stipulate with the approval of the Shareholder Committee and the Supervisory Board that small offers of up to no more than 100 shares are accepted preferentially. In addition, in order to avoid fractional shares, rounding down may take place. This simplification of the procedure justifies an exclusion of any potential further rights to tender shares and is reasonable for the shareholders.

Furthermore, in addressing agenda item 13, it is intended to provide for the acquisition of treasury shares to also be carried out using put or call options, forward contracts, other equity derivatives or a combination of these instruments. This additional alternative offers the company greater flexibility when structuring the

acquisition. For example, the company can hedge itself against rising share prices by acquiring call options (the use of which is done in return for payment of an option premium) and must acquire only as many shares as are in fact necessary at the agreed later point in time the relevant call option is exercised. This may be sensible to the effect treasury shares are acquired in a manner that protects the company's liquidity.

In this context, the regulations governing the structure of the Derivatives and governing the shares suitable for delivery ensure that account is also taken of the principle of equal treatment of shareholders in this form of acquisition.

Thus the issuance or acquisition of Derivatives is to be possible via the derivatives exchange Eurex or a comparable successor system if the company informs the shareholders prior to the intended issuance or acquisition of Derivatives through an announcement in the company's designated publication media. In accordance with the legal interpretation of § 71 (1) no. 8 sentence 4 AktG, such a utilization of an exchange satisfies the principle of equal treatment of sharehol-

ders. Moreover, the prior announcement gives the shareholders the opportunity to acquire or sell similar derivatives via the relevant derivatives exchange. Any rights of the shareholders to conclude derivative transactions directly with the company is excluded in such instances in analogous application of § 186 (3) sentence 4 AktG. This exclusion is justified because the company is able to use such Derivatives quickly, flexibly and inexpensively when acquiring them via the exchange owing to the high liquidity of exchanged-traded derivatives. By comparison, a conclusion of derivative transactions directly with the shareholders is considerably more time-consuming and costly. Moreover, there is uncertainty in such cases as to whether a volume of derivatives sought by the company can even be obtained.

In addition, it is to be possible for the company to conclude Derivatives with one or more Financial Institutions or companies operating in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or § 53b (7) KWG or with one or more other appropriate counterparties that is experienced in the derivative business. These parties may, on the basis of the Derivatives, only deliver shares to the company that were

previously acquired in accordance with the principle of equal treatment, in particular through acquisitions over the exchange. This condition justifies the exclusion of any rights of the shareholders to conclude a derivative contract with the company in analogous application of § 186 (3) sentence 4 AktG. The company is thereby enabled to enter into derivative transactions on short notice and react to market situations flexibly and promptly.

Lastly, the company is to be allowed to offer the issuance or acquisition of Derivatives publicly to all shareholders, or to conclude the issuance or acquisition of Derivatives with a Financial Institution with the requirement that such Financial Institution must offer the Derivatives to all shareholders. In the event of an oversubscription of such a public offer, the company is to comply with the principle of equal treatment of shareholders by performing an allotment (Repartierung) either based on the shareholdings of the tendering shareholders or based on the percentage

of tendered shares. For the same reasons as in the case of a direct acquisition of shares, a preferential treatment of small quantities (Derivatives linked to up to 100 shares per shareholder) may be stipulated; furthermore, in order to avoid fractional shares, rounding down is to be possible.

If treasury shares are acquired using Derivatives, the shareholders have a right to tender their shares to the company only in so far as the company is obligated to accept the shares due to these derivative transactions. Any further right to tender shares is excluded in analogous application of § 186 (3) sentence 4 AktG. This is justified because a well-planned use of Derivatives would otherwise not be possible for the company and the benefits for the company and hence for the shareholders associated with this use would not be attainable.

b) Possibilities of using treasury shares

As regards the purposes of use, agenda item 12 proposes that the General Partners be authorized to use the treasury shares acquired on the basis of this authorization or a previous authorization for all legally permissible purposes with the approval of the Shareholder Committee and the Supervisory Board, in particular the following:

- (1) It is to be possible to cancel the shares without any further resolution being passed by the General Meeting. In this context, the General Partners are to be allowed to determine that the cancellation will not result in a reduction of the nominal capital and that the proportional amount of the remaining shares in the nominal capital will be increased instead. The General Partners will take advantage of these possibilities only if after careful examination it believes that the cancellation is in the best interests of the company and hence its shareholders.
- (2) In addition, the company is also to be able to sell treasury shares in order to raise capital once again. Thus the General Partners are to be authorized to offer the shares to all shareholders for acquisition via the stock exchange or by means of a public offer. The equal treatment of shareholders is guaranteed in that shares will be sold to the shareholders only in proportion to their respective shareholdings. In this context, the General Partners are entitled to facilitate the technical implementation by excluding subscription rights for fractional shares. The value of such fractional shares is generally low for the individual shareholder. The possible dilutive effect is also to be disregarded due to the limitation to fractional shares. The company will endeavor to dispose of free fractional shares on the best possible terms in the interests of the shareholders.

(3) Furthermore, the authorization provides that the shares can be sold off the stock exchange in exclusion of subscription rights in analogous application of § 186 (3) sentence 4 AktG. This is subject to the condition that the shares be sold in return for cash at a price that is not significantly lower than the stock exchange price of shares in the company at the time of the sale. This accounts for the protection of the shareholders from commercial dilution. The General Partners will set the placement price of the shares with the approval of the Shareholder Committee and the Supervisory Board promptly before the sale and keep any potential discount on the stock exchange price based on the market conditions prevailing at the time of placement as low as possible. The possibility of a sale in a manner other than through the stock exchange or by way of a public offer to all shareholders is in the interest of the company and the shareholders since German and foreign shareholders can be additionally attracted when shares are sold, e.g., to institutional investors. The company will thereby be enabled to adjust its equity capital according to the relevant business requirements and

to seize opportunities that arise from prevailing market conditions quickly, flexibly and inexpensively. The disposal proceeds attainable by setting the price according to prevailing market conditions generally leads to a greater inflow of funds per share sold than if shares were placed with subscription rights, which generally leads to discounts on the stock exchange price that are not insignificant. Moreover, by eschewing the time-consuming and costly processing of subscription rights, market opportunities arising at short notice can be promptly taken advantage of in order to meet the need for equity funding. This manner of using treasury shares is therefore also in the interest of the shareholders. The shareholders can maintain their proportionate shareholdings via stock exchange purchases.

Moreover, the interests of the shareholders are protected by the limitation of the volume at 10%, which excludes any excessive dilution of the percentages of their shareholdings. Should the plans to this effect become specifically relevant, the management will review carefully whether the authorization to grant treasury shares is to be used.

When determining valuation ratios, the General Partners will, as a rule, use the stock exchange price of the company's shares as the basis for determining the value of the shares offered as consideration. However, the authorization does not provide for a systematic link to the stock exchange price, specifically in order not to jeopardize the successful outcome of negotiations as a result of fluctuations of the stock exchange price.

Irrespective of whether the corresponding authorizations with the option of excluding subscription rights are used individually or cumulatively, the limit of 10% of the nominal capital must not be exceeded pursuant to § 186 (3) sentence 4 AktG. The different authorizations proposed with the option of excluding subscription rights pursuant to § 186 (3) sentence 4 AktG are to provide the company in the specific case with the ability to choose the financing instrument that is best suited considering the interest of the company and of the shareholders.

(4) Further, it is intended that the company be permitted to offer and transfer treasury shares against contributions in kind. This applies in particular in connection with business combinations or in connection with the direct or indirect acquisition of a business, parts of a business or a participation in a business or any other assets, including receivables against the company. Experience has shown that granting shares as consideration can be expedient or even required in order to meet seller expectations or to protect the company's liquidity. Purchasers that can offer shares as consideration often have a competitive advantage when acquiring attractive assets. This advantage, which also indirectly benefits the company's shareholders, can justify that the proportions of the current shareholders' shareholdings and their shares of the voting rights be diluted by an exclusion of subscription rights. However, both the authorization to issue shares in return for contributions in kind and an attendant exclusion of subscription rights are to be used only if the acquisition of the relevant asset is in the best interests of the company and if acquiring the relevant asset by any other means,

in particular through purchase, is legally or in fact inconceivable or conceivable only at unfavorable conditions. In such cases, the company will invariably examine whether there is an equally suited way to acquire the asset, the impact of which interferes much less with the position of the shareholders. The shareholders' interests will also be taken into account in that the company will carefully examine whether the value of the contribution in kind is reasonably comparable to the value of the shares.

- (5) The authorization also provides that treasury shares may be used with the exclusion of subscription rights to service rights or obligations to acquire shares of the company resulting from the issuance of convertible or warrant bonds, participating bonds with attached conversion or option rights or conversion obligations and/or profit participation rights with attached conversion or option rights or conversion obligations, any of which as have been issued by the company or one of its group companies. Repurchase may be expedient in order to be able to fulfill obligations under the bonds using

treasury shares. It must be noted in this context that the aforesaid bonds may only be issued following a resolution of the General Meeting and if the subscription rights of the shareholders are respected. The shareholders' subscription rights are thus either safeguarded indirectly or excluded based on a corresponding authorization granted by separate resolution.

- (6) In addition, the authorization offers the possibility to offer for acquisition and transfer treasury shares with the exclusion of the shareholders' subscription rights to persons who have or have had an employment contract with the company or one of its group companies as defined by § 18 AktG in the context of an employee share scheme. The issuing of treasury shares to company employees may be in the interest of the company and its shareholders, as this clearly promotes employees' identification with their company and significantly enhances the enterprise value as such. If the company were to decide to introduce such an employee share scheme, the use of treasury shares as an alternative to a capital increase may be reasonable from a financial perspec-

tive. The exclusion of the shareholders' subscription rights, which is necessary in this context, is justified by the advantages that an employee share scheme affords to the company and thus also to its shareholders. Furthermore, the granting of employee shares as a form of remuneration provides tax advantages in the form of tax allowances. As opposed to the acquisition of treasury shares on the basis of an authorization pursuant to § 71 (1) no. 2 AktG, which can also be used as the legal basis for employee share schemes, the acquisition of treasury shares based on a resolution of the General Meeting pursuant to § 71 (1) no. 8 AktG offers a higher degree of flexibility. In particular, issuing the treasury shares must not necessarily take place within one year following their acquisition, as stipulated in § 71 (3) sentence 2 AktG for shares that have been repurchased on the basis of § 71 (1) no. 2 AktG.

There are currently no concrete plans for utilizing the aforesaid authorizations. A report will be given to the shareholders on every utilization of the authorization in the General Meeting that follows such utilization.

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 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" **no later than on August 27, 2019, 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 in text form by the depositary credit institution or financial services institution in German or English will suffice.

Motions to extend the agenda that are to be published and that 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' counter motions and election proposals pursuant to §§ 126 (1) and 127 AktG

Each shareholder is entitled to submit counter motions 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, counter motions 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 counter motions 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 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 12, 2019, 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 by telefax sent to the number:**

+49 (0) 2941 38 71 33

■ **or electronically sent
to the e-mail address:**

hauptversammlung@hella.com

Shareholders' rights 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 September 20, 2019, 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 by telefax sent to the number:

+49 (0) 89 21 027 289

■ or electronically sent to 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 6, 2019, 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, revocation and proof of proxy provided to the company must be in 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 authorize 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. Anke Dettmar and Dr. Oliver Mross, 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 26, 2019, 24:00 (CEST) (time of receipt)** by mail, e-mail or telefax to the following address, e-mail address or telefax number:

■ **at the postal address:**

HELLA GmbH & Co. KGaA
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

■ **or by telefax sent to the number:**

+49 (0) 89 21 027 289

■ **or electronically sent to 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 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. 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 authorized 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) at 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.

Information on data protection for shareholders

The EU General Data Protection Regulation 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 admission ticket) as well as personal data of the shareholder representatives, if any, in compliance with the EU General Data

Protection Regulation (GDPR), the German Federal Data Protection Act (*Bundesdatenschutzgesetz* – "BDSG"), the German Stock Corporation Act (*Aktiengesetz* – "AktG") 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 Annual General Meeting. 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 participating in the Annual General Meeting of HELLA GmbH & Co. KGaA. The legal basis for the processing is Article 6 (1) sentence 1 lit. c) GDPR in conjunction with §§ 118 et seqq. AktG. 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 Annual General Meeting. The external service providers commissioned by HELLA GmbH & Co. KGaA for the purpose of organizing the Annual General Meeting will process the shareholders' personal data 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 shareholders' personal data are obliged to treat such data confidentially. Also, personal data of shareholders and shareholder representatives participating in the Annual General Meeting can be viewed by other shareholders and shareholder representatives subject to the statutory requirements (in particular the list of participants, § 129 AktG).

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 shareholders' personal data as soon as and to the extent that the two-year inspection period in accordance with § 129 (4) AktG has expired and the personal data is no longer required for the original purpose of collection or processing, and if the data is no longer required in connection with administrative or court proceedings, if any, and if 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 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 and to receive their personal data in a structured, commonly used and machine-readable format (data portability). If personal data is processed on the basis of Article 6 (1) sentence 1 lit. f) GDPR, the shareholders will 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 email 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.

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

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

Lippstadt, August 2019

HELLA GmbH & Co. KGaA
The General Partner

ANNEX

CURRICULA VITAE OF THE CANDIDATES NOMINATED FOR THE SHAREHOLDER COMMITTEE AND THE SUPERVISORY BOARD

Curricula vitae of the candidates nominated for the Shareholder Committee

Dr. Jürgen Behrend

Born 1949

Studies in law and economics

From 1980 to 1987

Management function at
Eduard Hueck GmbH & Co. KG

From 1987 until September 2017

Managing General Partner of
Hella KGaA Hueck & Co.

From 2003/04 until 2013

Chairman of the Shareholder Committee
of Hella KGaA Hueck & Co.

Since 2017

Member of the Shareholder Committee
of HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Chairman of the advisory board of Eduard Hueck GmbH & Co. KG
- Member of the advisory board of Sudhaus GmbH & Co. KG

Other main occupations besides the mandate sought:

- General managing partner of Hueck Industrie Holding KG
- Managing director (*Geschäftsführer*) of Hella Stiftung GmbH

Horst Binnig

Born 1959

From 1980 until 1983

Studies in mechanical engineering and design technology (Dipl.-Ing.)

Between 1983 and 1996

Various positions at KACO Unternehmensgruppe Heilbronn, ultimately as sole managing director (*Alleingeschäftsführer*) of KACO Elektrotechnik Bach GmbH

From 1996 to 1999

Managing director (*Geschäftsführer*) of Hengstler GmbH, Aldingen, Germany

From 1999 to 2000

Head of the central function Corporate Development at Kolbenschmidt Pierburg AG, Neckarsulm, Germany

From 2000 until 2012

Member of the management board (*Vorstandsmitglied*) and since 2001 chairman of the management board (*Vorstandsvorsitzender*) of KS Aluminium-Technologie GmbH, Neckarsulm; since 2010 also chairman of the management board (*Vorsitzender der Geschäftsleitung*) of KS Kolbenschmidt GmbH

From 2012 to 2013

Member of the executive board (*Vorstandsmitglied*) of Rheinmetall Automotive AG

Since 2014

CEO (*Vorstandsvorsitzender*) of Rheinmetall Automotive AG and member of the executive board of Rheinmetall AG

Memberships in other statutory supervisory boards:

- Pierburg GmbH* (Chairman)
- KS Kolbenschmidt GmbH* (Chairman)
- KS HUAYU AluTech GmbH* (Deputy Chairman)
- KS Gleitlager GmbH* (Chairman)
- Pierburg Pump Technology GmbH* (Chairman)
- Bertrandt AG

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Kolbenschmidt Pierburg Shanghai Nonferrous Components Co. Ltd.* (Chairman of the Board)
- Kolbenschmidt HUAYU Piston Co. Ltd.* (Vice Chairman of the Board)
- Pierburg HUAYU Pump Technologies Co. Ltd.* (Vice Chairman of the Board)
- KSPG Holding USA, Inc.* (Non-Executive Director)
- KSPG (China) Investment Co. Ltd.* (Chairman of the Board)

* Rheinmetall Automotive Group company

Samuel Christ

Born 1978

Studies in law in
Basel and Lausanne (lic. iur.)

From 2006 to 2016

Various positions at Jung von Matt/Limmat AG, ultimately as Executive Creative Director and executive board member

From 2016 to 2019

Executive Creative Director, member of the management and partner at WIRZ Communications, Zurich, Switzerland

Since 2019

Independent communications consultant and Creative Director

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Carl-Peter Forster

Born 1954

Studies in economics and aeronautical engineering

Between 1982 and 1986

Consultant/project leader at McKinsey & Company

Between 1986 and 1996

Various positions at BMW AG's development department, ultimately as model series (project) leader medium series

From 1996 until 1999

Managing Director of BMW South Africa

From 1999 to 2000

Head of Global Manufacturing at BMW AG

From 2001 to 2009

Chairman of the Management Board of Adam Opel AG, since 2006 President and CEO of General Motors Europe and member of GMs Global Automotive Strategy Board

From 2010 to 2011

Group CEO of Tata Motors, India, including Jaguar Land Rover

Since 2013

Independent management consultant and investor; held various supervisory board and advisory board mandates in the UK, China, Sweden and Germany

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Chemring Plc. (Chairman of the Board)
- IMI Plc. (Non-Executive Director)
- Geely Automotive Holdings* (Non-Executive Director)
- China Euro Vehicle Technology AB* (Non-Executive Director)
- Geely Sweden Holdings AB* (Non-Executive Director)
- Chairman of the advisory board of Friedola Tech GmbH*
- Member of the advisory board and of the supervisory board of Lead Equities Small Cap Private Equity
- Gordon Murray Design Ltd. (member of the Board)
- Clear Motion Ltd. (member of the Board)
- Chairman of the advisory board of Kinexon GmbH
- Member of the board of directors of The Mobility House AG
- London Electric Vehicle Company Ltd.* (Chairman of the Board)

*Mr. Forster intends to lay down his mandates marked with an * in the 3rd calendar quarter of 2019.*

Roland Hammerstein

Born 1953

Studies in law

Since 1982

Lawyer (*Rechtsanwalt*)

Since 1994

Various managing positions in companies and investments in companies held by family shareholders of HELLA GmbH & Co. KGaA

Since 2004

Member of the Shareholder Committee of HELLA GmbH & Co. KGaA

Since 2011

Deputy chairman of the Shareholder Committee of HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of Sudhaus GmbH & Co. KG
- Member of the advisory board of Kunststoffwerk Voerde GmbH & Co. KG
- Member of the advisory board of ELCO GmbH
- Member of the advisory board of Eduard Hueck GmbH & Co. KG
- Member of the administrative board of CHF Beteiligungs GmbH & Co. KG

Other main occupations besides the mandate sought:

- General partner of Hueck & Röpke GmbH & Co. KG
- Managing director (*Geschäftsführer*) of O.E. Hueck GmbH
- Managing director (*Geschäftsführer*) of Hella Stiftung GmbH
- Managing director (*Geschäftsführer*) of Hueck & Röpke Verwaltungsgesellschaft mbH

Klaus Kühn

Born 1952

Studies in mathematics and physics, MBA

From 1979 to 1981

IT Systems Engineering at Siemens AG

From 1981 to 1998

Head of Corporate Staff as well as Head of Finance at Schering AG

From 1998 to 2002

Head of Finance at Bayer AG

Between 2002 and 2010

Chief Financial Officer (*Finanzvorstand*) of Bayer AG and other functions within the Bayer Group including supervisory board chairman at Bayer CropSciences AG and Bayer Business Services GmbH

Since 2010

Member of the Shareholder Committee of HELLA GmbH & Co. KGaA

Since 2014

Member of the Supervisory Board of HELLA GmbH & Co. KGaA as well as chairman of the Supervisory Board's Audit Committee

Memberships in other statutory supervisory boards:

- Flossbach von Storch AG (Chairman)

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Dr. Matthias Röpke

Born 1972

Studies in engineering with focus on mechanical engineering (doctorate – Dr. ing.)

Since 2005

Various positions in the MAHLE Group, including in corporate strategy, organizational development, industrialization and operations

From 2011 to 2014

Member of the Supervisory Board of HELLA GmbH & Co. KGaA

Since 2013

Member of the Shareholder Committee of HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Konstantin Thomas

Born 1957

Studies in engineering with focus on mechanical engineering, post-graduate business degree

From 1996 to 2006

CEO of HUECK FOLIEN GmbH & Co. KG

From 2004 to 2011 and since 2013

Member of the Shareholder Committee of HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- HUECK FOLIEN GmbH (Chairman)

Other main occupations besides the mandate sought:

- Managing director of Hueck Folien Holding GmbH & Co. KG
- Managing director (*Geschäftsführer*) of CHF Beteiligungsgesellschaft mbH & Co. KG
- Managing director of IKRA Immobilien GmbH & Co. KG
- Managing director of CCM Portfolio Reichsstraße GmbH

Curricula vitae of the candidates nominated for the Supervisory Board

Dr. Dietrich Hueck

Born 1962

Studies in law (doctorate – Dr. iur.) in Munich, Freiburg, Geneva and Austin, Texas, United States (M.C.J.)

Since 1991

Lawyer

From 1992 to 1998

Case Leader at The Boston Consulting Group, Munich, Germany

From 1998 to 2016

Founder and managing shareholder (*geschäftsführender Gesellschafter*) at zeros+ones GmbH

From 2003 to September 2013

Member of the Shareholder Committee of Hella KGaA Hueck & Co.

From 2016 to June 2019

Founder and managing shareholder (*geschäftsführender Gesellschafter*) at diva-e Digital Value Excellence GmbH

Since July 2019

Shareholder and freelance advisor of diva-e Platforms GmbH

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Stephanie Hueck

Born 1954

Studies in business administration
(*Dipl.-Kffr.*)

Studies in English, French and Spanish
languages, interpreter and translator

Positions at Henrichs & Partner, Hueck
Consult as well as at Gerhardt & Cie

From 2013 to 2017

Managing Shareholder (*geschäftsführende
Gesellschafterin*) at Gerhardt Alutechnik
GmbH & Co. KG

Since 2014

Member of the Supervisory Board of
HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of Mes-
singwerk Plettenberg GmbH & Co. KG

Dr. Tobias Hueck

Born 1984

Studies in law (doctorate – Dr. iur.)

Between 2012 and 2014

Law clerk with stages at, inter alia,
the law firm of Gleiss Lutz and the
German Federal Ministry of Justice

Since 2015

Lawyer at the law firm of
P+P Pöllath + Partners Rechtsanwälte
und Steuerberater mbB

In 2018

Secondment to the law firm of
Macfarlanes LLP, London, United Kingdom

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the advisory board of
Eduard Hueck GmbH & Co. KG

Klaus Kühn

Born 1952

Studies in mathematics and physics, MBA

From 1979 to 1981

Position in IT Systems Engineering
at Siemens AG

From 1981 to 1998

Head of Corporate Staff as well as
Head of Finance at Schering AG

From 1998 to 2002

Head of Finance at Bayer AG

Between 2002 and 2010

Chief Financial Officer (*Finanzvorstand*) of
Bayer AG and other functions within the
Bayer Group including supervisory board
chairman at Bayer CropSciences AG and
Bayer Business Services GmbH

Since 2010

Member of the Shareholder Committee
of HELLA GmbH & Co. KGaA

Since 2014

Member of the Supervisory Board of
HELLA GmbH & Co. KGaA as well as
chairman of the Supervisory Board's
Audit Committee

Memberships in other statutory supervisory boards:

- Flossbach von Storch AG (Chairman)

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Claudia Owen

Born 1981

Studies in social science

From 2011 to 2015

Project manager for the
Martinu Festtage Basel

Since 2016

Member of the executive board of
Dr. Arnold Hueck Stiftung

Since 2016

Member of the Supervisory Board of
HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Charlotte Sötje

Born 1970

Studies in law (Ass. iur.)

From 1999 to 2007

Managing shareholder (*geschäftsführende
Gesellschafterin*) of Cato-Catering GmbH,
Berlin, Germany

From 2011 to 2012

Further training to become a mediator

From 1998 to 2019

Independent lawyer

Since 2012

Independent mediator

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Dr. Thomas B. Paul

Born 1978

Studies in law (doctorate – Dr. iur.), economics (*Dipl.-Vw.*) and business administration (*Dipl.-Kfm.*)

From 2005 to 2008

Research fellow at the Institute for Commercial law of Bonn University

Since 2009

Lawyer at Hengeler Mueller Partnerschaft von Rechtsanwälten mbB, since 2016 as Partner

Since 2018

Lecturer at the Bucerius Law School in Hamburg, Germany

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- none

Christoph Thomas

Born 1959

Studies in engineering with focus on architecture

Various positions as architect at architecture firms in Austria and Germany

Since 1993

Independent architect

Since 2014

Member of the Supervisory Board of HELLA GmbH & Co. KGaA

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the supervisory board and of the advisory board of HUECK FOLIEN GmbH

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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