

ANNUAL GENERAL MEETING 2019

of HELLA GmbH & Co. KGaA on September 27, 2019



ISSUING A POWER OF ATTORNEY AND INSTRUCTIONS TO PROXIES NOMINATED BY THE COMPANY

If you do not wish to attend the Annual General Meeting in person or represented by a third party, you may have your voting rights exercised at the Annual General Meeting in accordance with your instructions through proxies nominated for this purpose by the company. HELLA GmbH & Co. KGaA has nominated **Ms. Anke Dettmar** and **Dr. Oliver Mross**, both of whom are employed by HELLA GmbH & Co. KGaA, Lippstadt/Germany, to act as proxies, each with sole power of representation and an exemption from the restrictions of § 181 of the German Civil Code (BGB) as well as the right to grant a substitute power of attorney. The form "Issuing a power of attorney and instructions to proxies nominated by the company" on the reverse side can be used for granting a power of attorney and for issuing instructions to the proxies nominated by the company. However, it is also possible to issue a different power of attorney (including instructions) in text form. Powers of attorney and instructions to the proxies nominated by the company may be issued, modified and revoked until **no later than September 26, 2019, 24:00 (CEST) (time of receipt)** by post, e-mail or telefax at the following address, e-mail address or telefax number:

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

or electronically at the **e-mail-address:** inhaberaktien@linkmarketservices.de

or **by telefax** to number: +49 (0) 89 21 027 289

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 item. If and to the extent that there is no explicit and clear instruction, the company's proxies will abstain from voting with respect to the respective agenda item. In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, the instruction given for that entire agenda item shall be deemed the instruction given for each of the individual sub-items.

Please note that the proxies nominated by the company may only accept instructions on the vote on such motions to which proposals by the General Partner, the Shareholder Committee and/or the Supervisory Board pursuant to § 124 (3) German Stock Corporation Act (AktG) or by shareholders pursuant to §§ 124 (1), 122 (2) sentence 2 AktG exist that have been published together with this convocation or later or that have been made available pursuant to §§ 126, 127 AktG. The proxies nominated by the company cannot accept any orders or instructions for requests to speak, to appeal against resolutions of the Annual General Meeting or to ask questions or submit motions or election proposals.

If a shareholder or an authorised third party personally attends the Annual General Meeting, the power of attorney and the instructions previously issued to the proxies nominated by the company shall be deemed revoked automatically.

Our AGM hotline will be available for any questions you might have in relation to the Annual General Meeting, for example regarding the granting of a power of attorney to the proxies nominated by the company, from 9.00 am to 5.00 pm on weekdays at the telephone number +49 (0) 89 210 27 222.



ISSUING A POWER OF ATTORNEY AND INSTRUCTIONS TO PROXIES NOMINATED BY THE COMPANY

Please forward the fully completed **form for issuing a power of attorney and instructions to the proxies nominated by the company**, together with the AGM ticket or by stating the admission ticket number, directly to the following address until **no later than September 26, 2019, 24:00 (CEST) (time of receipt)**:

HELLA GmbH & Co. KGaA, c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
Telefax: +49 (0) 89 210 27 289, e-Mail: inhaberaktien@linkmarketservices.de

Admission / AGM ticket details

Name(s)	Admission / AGM ticket number	Number of shares according to admission / AGM ticket
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It is imperative to issue instructions:

POWER OF ATTORNEY:

I/we hereby grant power of attorney to the proxies nominated by HELLA GmbH & Co. KGaA, Ms. Anke Dettmar and Mr. Dr. Oliver Mross, both of whom are employed by HELLA GmbH & Co. KGaA, Lippstadt/Germany, each of whom shall have sole power of representation and be exempt from the restrictions of § 181 of the German Civil Code (BGB) as well as entitled to grant a substitute power of attorney, in order to represent me/us at the Annual General Meeting of HELLA GmbH & Co. KGaA, Lippstadt/Germany, scheduled to take place on September 27, 2019, disclosing my/our name(s), and to exercise my/our voting right(s) on my/our behalf in accordance with the instructions issued below.

Instructions

(Please give instructions to the proxies nominated by the company for them to exercise your voting right(s). You are only allowed to give a single instruction for every item on the agenda. For the elections you are only allowed to give a single instruction for every candidate.)

Agenda item

	YES	NO	ABSTENTION
1. Resolution to approve the annual financial statements of HELLA GmbH & Co. KGaA for the fiscal year 2018/2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution on the appropriation of distributable profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution ratifying the acts of management of the General Partner for the fiscal year 2018/2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution ratifying the acts of management of the members of the Supervisory Board for the fiscal year 2018/2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution ratifying the acts of management of the members of the Shareholder Committee for the fiscal year 2018/2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2019/2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Elections to the Shareholder Committee			
a) Dr. Jürgen Behrend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Horst Binnig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Samuel Christ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Carl-Peter Forster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Roland Hammerstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Klaus Kühn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Dr. Matthias Röpke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Konstantin Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Admission / AGM ticket details

 Name(s) Admission / AGM ticket number Number of shares according to admission / AGM ticket

Agenda item

	YES	NO	ABSTENTION
8. Elections to the Supervisory Board			
a) Dr. Dietrich Hueck.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Stephanie Hueck.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Dr. Tobias Hueck.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Klaus Kühn.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Claudia Owen.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Dr. Thomas B. Paul.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Charlotte Sötje.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Christoph Thomas.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Remuneration of the Shareholder Committee.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration of the Supervisory Board.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorization to acquire and use treasury shares pursuant to Section 71 (1) no. 8 AktG with the option to exclude shareholders' subscription rights.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorization to use equity derivatives for the acquisition of treasury shares pursuant to Section 71 (1) no. 8 AktG.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The instructions relate to the resolution proposals published in the Federal Gazette **on August 14, 2019**.

Any counter-motions and proposals for elections that have been brought forward by shareholders regarding the agenda and have to be made available will exclusively be published online at **www.hella.com/agm**.

 Place Date Signature(s) or legible name(s) of the person(s) issuing the power of attorney pursuant to § 126 b of the German Civil Code (BGB)

Telephone number in case of queries (optional): _____