



Technology with Vision

Annual General Meeting 2019

**HELLA GmbH & Co. KGaA**

September 27, 2019



# Annual General Meeting 2019

Item 1: Resolution to approve the annual financial statements for  
HELLA GmbH & Co. KGaA for the fiscal year 2018/2019

Present shareholders and proxies  
with the equivalent number of **voting rights**: **95,521,951**

Number of shares for which **valid votes**  
were submitted: **95,521,451**

**Quota** of the registered **share capital**: **85.97%**

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	500	-
<b>NO-votes</b>	51,947	0.05%
<b>YES-votes</b>	95,469,504	99.95%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

## Item 2: Resolution on the appropriation of disposable profit

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,521,154</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	797	-
<b>NO-votes</b>	73	0.01%
<b>YES-votes</b>	95,521,081	99.99%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

Item 3: Resolution ratifying the acts of management of the General Partners for the fiscal year 2018/2019

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,091</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97 %</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,860	-
<b>NO-votes</b>	838,658	0.88%
<b>YES-votes</b>	94,681,433	99.12%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

Item 4: Resolution ratifying the acts of management of the members of the Supervisory Board, who held office in the fiscal year 2018/2019, for the fiscal year 2018/2019

Present shareholders and proxies  
with the equivalent number of **voting rights:** **87,485,481**

Number of shares for which **valid votes**  
were submitted: **87,483,399**

**Quota** of the registered **share capital:** **78.74%**

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	2,082	-
<b>NO-votes</b>	3,320,073	3.80%
<b>YES-votes</b>	84,163,326	96.20%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

Item 5: Resolution ratifying the acts of management of the members of the Shareholder Committee, who held office in the fiscal year 2018/2019, for the fiscal year 2018/2019

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>89,022,047</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>89,019,991</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>80.12%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	2,056	-
<b>NO-votes</b>	2,184,324	2.45%
<b>YES-votes</b>	86,835,667	97.55%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

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

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,521,130</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	821	-
<b>NO-votes</b>	2,157,912	2.26%
<b>YES-votes</b>	93,363,218	97.74%

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

# Annual General Meeting 2019

Item 7.1: Elections to the Shareholder Committee: Dr. Jürgen Behrend

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,452,984</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.91%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	68,967	-
<b>NO-votes</b>	14,659,275	15.36%
<b>YES-votes</b>	80,793,709	84.64%

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



# Annual General Meeting 2019

## Item 7.2: Elections to the Shareholder Committee: Horst Binnig

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,660</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,291	-
<b>NO-votes</b>	14,673,544	15.36%
<b>YES-votes</b>	80,847,116	84.64%

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

# Annual General Meeting 2019

Item 7.3: Elections to the Shareholder Committee: Samuel Christ

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,354</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,597	-
<b>NO-votes</b>	14,724,666	15.42%
<b>YES-votes</b>	80,795,688	84.58%

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

# Annual General Meeting 2019

Item 7.4: Elections to the Shareholder Committee: Carl-Peter Forster

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,739</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,212	-
<b>NO-votes</b>	13,783,267	14.43%
<b>YES-votes</b>	81,737,472	85.57%

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

# Annual General Meeting 2019

## Item 7.5: Elections to the Shareholder Committee: Roland Hammerstein

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,683</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,268	-
<b>NO-votes</b>	15,713,557	16.45%
<b>YES-votes</b>	79,807,126	83.55%

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

# Annual General Meeting 2019

Item 7.6: Elections to the Shareholder Committee: Klaus Kühn

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,613</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97 %</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,338	-
<b>NO-votes</b>	3,384,017	3.54%
<b>YES-votes</b>	92,136,596	96.46%

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

# Annual General Meeting 2019

Item 7.7: Elections to the Shareholder Committee: Dr. Matthias Röpke

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,572</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,379	-
<b>NO-votes</b>	14,727,634	15.42%
<b>YES-votes</b>	80,792,938	84.58%

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

# Annual General Meeting 2019

## Item 7.8: Elections to the Shareholder Committee: Konstantin Thomas

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,665</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,286	-
<b>NO-votes</b>	16,373,149	17.14%
<b>YES-votes</b>	79,147,516	82.86%

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

# Annual General Meeting 2019

## Item 8.1: Elections to the Supervisory Board: Dr. Dietrich Hueck

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,649</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,302	-
<b>NO-votes</b>	15,846,760	16.59%
<b>YES-votes</b>	79,673,889	83.41%

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



# Annual General Meeting 2019

## Item 8.2: Elections to the Supervisory Board: Stephanie Hueck

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,521,079</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	872	-
<b>NO-votes</b>	15,519,724	16.25%
<b>YES-votes</b>	80,001,355	83.75%

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

# Annual General Meeting 2019

## Item 8.3: Elections to the Supervisory Board: Dr. Tobias Hueck

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,179</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,772	-
<b>NO-votes</b>	16,527,297	17.30%
<b>YES-votes</b>	78,992,882	82.70%

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

# Annual General Meeting 2019

## Item 8.4: Elections to the Supervisory Board: Klaus Kühn

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,279</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,672	-
<b>NO-votes</b>	4,174,005	4.37%
<b>YES-votes</b>	91,346,274	95.63%

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

# Annual General Meeting 2019

## Item 8.5: Elections to the Supervisory Board: Claudia Owen

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,820</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,131	-
<b>NO-votes</b>	15,519,464	16.25%
<b>YES-votes</b>	80,001,356	83.75%

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

# Annual General Meeting 2019

Item 8.6: Elections to the Supervisory Board: Dr. Thomas Paul

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,313</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,638	-
<b>NO-votes</b>	15,860,459	16.60%
<b>YES-votes</b>	79,659,854	83.40%

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

# Annual General Meeting 2019

## Item 8.7: Elections to the Supervisory Board: Charlotte Sötje

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,467,438</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.92%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	54,513	-
<b>NO-votes</b>	16,523,150	17.31%
<b>YES-votes</b>	78,944,288	82.69%

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

# Annual General Meeting 2019

## Item 8.8: Elections to the Supervisory Board: Christoph Thomas

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,520,158</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	1,793	-
<b>NO-votes</b>	15,520,941	16.25%
<b>YES-votes</b>	79,999,217	83.75%

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

# Annual General Meeting 2019

## Item 9: Remuneration of the Shareholder Committee

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,517,653</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	4,298	-
<b>NO-votes</b>	204,293	0.21%
<b>YES-votes</b>	95,313,360	99.79%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**



# Annual General Meeting 2019

## Item 10: Remuneration of the Supervisory Board

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,342,566</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.81%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	179,385	-
<b>NO-votes</b>	28,179	0.03%
<b>YES-votes</b>	95,314,387	99.97%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

Item 11: Cancellation of existing authorized capital and the creation of new authorized capital with an authorization to exclude subscription rights as well as corresponding amendment of the Articles of Association

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,519,243</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.97%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	2,708	-
<b>NO-votes</b>	11,880,098	12.44%
<b>YES-votes</b>	83,639,145	87.56%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

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

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,477,533</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.93%</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	44,418	-
<b>NO-votes</b>	1,679,153	1.76%
<b>YES-votes</b>	93,798,380	98.24%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**

# Annual General Meeting 2019

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

Present shareholders and proxies with the equivalent number of <b>voting rights</b> :	<b>95,521,951</b>
Number of shares for which <b>valid votes</b> were submitted:	<b>95,477,009</b>
<b>Quota</b> of the registered <b>share capital</b> :	<b>85.93 %</b>

	<b>votes</b>	<b>per cent</b>
<b>ABSTENTIONS</b>	44,942	-
<b>NO-votes</b>	1,339,589	1.40%
<b>YES-votes</b>	94,137,420	98.60%

**The proposal** of the General Partner, the Shareholder Committee and the Supervisory Board **has been approved with the required majority.**