

Additional explanations with respect to shareholder rights

The convocation of the Annual General Meeting of HELLA GmbH & Co. KGaA on 16 May 2025 contains information about shareholder rights in accordance with §§ 118a, 122 (2), 126, 127, 130a, 131 (1) and (1d), 245 German Stock Corporation Act („Aktiengesetz – AktG“). Further notes on these provisions are provided in the following. Some of the relevant provisions of the law are reprinted at the end of the corresponding note.

I. 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 pursuant to § 122 (2) AktG 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. It must be received by the company **no later than 30 days before the Annual General Meeting, i.e. at the latest by 15 April 2025, 24:00 (CEST)** at one of the addresses 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 under the e-mail address:**
hauptversammlung@hella.com

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 last intermediary pursuant to § 67c (3) AktG will suffice.

Motions to extend the agenda that are to be published and that have not already been published on convocation of the Extraordinary 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 company's website at www.hella.com/agm and communicated in accordance with § 125 (1) sentence 3 AktG.

The provisions of the AktG on which these shareholders rights are based are as follows:

§ 122 (1) and (2) AktG

- (1) The general meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the capital stock, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the

management board. The articles of association may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the capital stock. The petitioners are to submit proof that they have been holders of the shares of stock for a minimum of 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) is to be applied accordingly.

- (2) Likewise, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the capital stock or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include the reasons on which it is based or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.

§ 121 (7) AktG

- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied accordingly. In case of unlisted companies, the articles of association may provide for a different calculation of the deadline.

§ 70 AktG

If the exercise of rights attached to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the Banking Act is equivalent to ownership of the share of stock. The period of ownership of a predecessor in title is attributed to the shareholder if they have purchased the share of stock in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (*Versicherungsaufsichtsgesetz – VAG*) or section 14 of the Act on Savings and Loan Associations (*Gesetz über Bausparkassen – BauSparkassen*).

II. Shareholders' countermotions and election proposals pursuant to §§ 118a (1) sentence 2 lit. 3, 126, 127, 130a (5) sentence 3 AktG

Each shareholder is entitled to submit countermotions in respect of proposals made by the General Partner, the Shareholder Committee and/or the Supervisory Board regarding specific items on the agenda (§ 126 (1) AktG), as well as proposals for the elections on the agenda (§ 127 AktG).

Subject to § 126 (2) and (3) AktG and §§ 127 sentence 1, 126 (2) and (3), 127 sentence 3 AktG, respectively, countermotions and election proposals of shareholders will exclusively be made accessible on the company's website under www.hella.com/agm provided that the conditions set forth below are met. The countermotions and election proposals will be made accessible including the shareholder's name, the statement of reasons, the information pursuant to § 127 sentence 4 AktG and the 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 election on the agenda; they do not need to 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 election on the agenda must be received by the Company **no later than 14 days before the Annual General Meeting, i.e. at the latest by 1 May 2025, 24:00 (CEST)** at one of the addresses out below:

- **at the postal address:**
HELLA GmbH & Co. KGaA
Dr. Kerstin Dodel
Head of Investor Relations
Rixbecker Straße 75
59552 Lippstadt, Germany
- **or under the e-mail address:**
hauptversammlung@hella.com

The provisions of the AktG on which these shareholders rights are based are as follows:

Motions or election proposals sent to any other address will not be considered.

In accordance with § 126 (4) AktG, motions or election proposals by shareholders that are to be made accessible pursuant to § 126 (1) to (3) AktG or § 127 AktG are deemed to have been submitted at the time they are made accessible. Shareholders who are duly registered for the virtual Annual General Meeting may exercise their voting rights on the motion or election proposal at that point in time, provided that the requirements for exercising voting rights set out in the convocation are met.

If the shareholder submitting the motion or the election proposal is not duly authorized and not duly registered for the virtual Annual General Meeting, the motion does not have to be dealt with at the meeting.

In addition, shareholders connected to the meeting electronically may also submit motions and election proposals in accordance with § 118a (1) sentence 2 no. 3 AktG as part of their right to speak (see in detail below in the section V. "Right to speak at the Annual General Meeting in accordance with §§ 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG") in the virtual Annual General Meeting by means of video communication.

The provisions of the AktG on which these shareholders rights are based are as follows:

§ 118a (1) sentence 2 no. 3 AktG

- (1) The articles of association may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

3. the shareholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication at the meeting,

§ 126 AktG

- (1) Motions by shareholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons on which the motions are based, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received is not to be included in calculating the period. In the case of listed companies, the counter-motion is to be made accessible via the company's website. Section 125 (3) applies accordingly.

- (2) A counter-motion and the reasons on which it is based need not be made accessible:

1. insofar as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the articles of association;
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
4. if a counter-motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. if the same counter-motion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the capital stock represented voted for this counter-motion at the general meeting;
6. if the shareholder indicates that they will not participate in the general meeting and will not have a proxy represent them;
7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several shareholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons provided for them.
- (4) In the case of the virtual general meeting, motions that are to be made accessible in accordance with subsections (1) to (3) are considered as having been proposed at the time at which they are made accessible. The company has to enable that the voting right regarding such motions can be exercised as soon as the shareholders are able to provide proof that the pre-requisites for exercising the voting right as stipulated by the law or the articles of association have been met. If the shareholder who has proposed the motion is not properly legitimised and, insofar as registration is required, has not duly registered for the general meeting, the motion need not be addressed at the general meeting.

§ 127 AktG

Section 126 applies accordingly to nominations of candidates by shareholders for the supervisory board or as statutory auditors. No reasons need be provided for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board has to supplement the nomination by a shareholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:

1. indication of the requirements stipulated by section 96 (2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2) sentence 3 and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2) sentence 1.

§ 130a (5) sentence 3 AktG

- (5) The shareholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication. The form of video communication offered by the company must be used for speeches. Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3, the request for information pursuant to Section 131 (1), questions pursuant to Section 131 (1d) and other questions pursuant to Section 131 (1e) may form part of the speech. Section 131 (2) sentence 2 applies accordingly.

III. Shareholder's right to information pursuant to §§ 118a (1) sentence 2 no. 4 131 (1) and (1d) AktG

Every shareholder connected electronically to the virtual Annual General Meeting is granted a right to information in accordance with §§ 118a (1) sentence 2 no. 4, 131 (1) AktG by means of electronic communication, i.e. the General Partner must provide them with information on the Company's affairs, including the Company's legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, upon request during the virtual Annual General Meeting, insofar as this is necessary for the proper assessment of the subject matter of the agenda item and no right to withhold information exists. The rights to withhold information are listed in § 131 (3) AktG.

The shareholder also has the right to ask questions in the virtual Annual General Meeting by means of electronic communication regarding all answers given by the General Partner in the virtual Annual General Meeting in accordance with § 131 (1d) AktG.

It is intended that the Chairman of the meeting will stipulate in accordance with § 131 (1f) AktG that the right to information as well as the right to ask questions may only be exercised in the virtual Annual General Meeting by means of video communication via the shareholder portal. The right to information and the right to ask questions are exercised in the virtual Annual General Meeting as part of exercising the right to speak.

In addition, the Chairman of the meeting is entitled to take various measures of direction and order in the General Meeting. He may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he shall be entitled to determine, already at the beginning or during the General Meeting, the

appropriate time frame for the course of the General Meeting, for the debate on the individual agenda items as well as the question and speaking time in general or for the individual speaker.

The provisions of the AktG and of the Articles of Association on which these shareholders rights are based are as follows:

§ 118a (1) sentence 2 no. 4 AktG

- (1) The articles of association may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

4. the shareholders are granted a right to information in accordance with section 131 by way of electronic communication,

§ 131 (1), (1d) and (3) AktG

- (1) The management board has to inform each shareholder at the general meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The duty to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each shareholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The duty of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

- (1d) Each shareholder participating in the general meeting by electronic means is to be granted a right, by way of electronic communication, to ask follow-up questions regarding all of the answers provided by the management board before the meeting and while it is ongoing. Subsection (2) sentence 2 applies also to the right to ask follow-up questions.

[...]

- (3) The Management Board may refuse a request for information:

1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue

situation in keeping with its actual circumstances in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;

5. Inasmuch as the Management Board would be liable to punishment under law were it to provide the information;
6. Inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

§ 19 (2) of the Articles of Association of the Company

- (2) The Chairman shall run the meeting. He shall determine the order in which the items on the agenda are discussed and the type and order of voting. In case of elections to the Supervisory Board and the Shareholder Committee, the Chairman may determine that the election of several members of the Supervisory Board or the Shareholder Committee shall be voted on jointly. The Chairman may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he shall be entitled to determine, already at the beginning or during the general meeting, the appropriate time frame for the course of the general meeting, for the debate on the individual agenda items as well as the question and speaking time in general or for the individual speaker.

IV. Opportunity to submit statements in accordance with §§ 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG

In accordance with §§ 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG, shareholders who are duly registered for the virtual Annual General Meeting have the right to submit statements regarding the agenda items by means of electronic communication in German or English **no later than 5 days before the Annual General Meeting, i.e. at the latest by 10 May 2025, 24:00 (CEST) (time of receipt)**. Such statements must be submitted to the Company in text form as a file in PDF format with a maximum file size of 50 MB in accordance with the procedure provided for this purpose exclusively via the shareholder portal. Duly submitted statements will be made available on the shareholder portal.

We request that the scope of statements be limited to an appropriate level to enable shareholders to properly review the statements. We will publish statements by shareholders and their authorized representatives that are to be made accessible, including the name and place of residence or registered office of the submitting shareholder or his authorized representative, for duly registered shareholders in the shareholder portal at **www.hella.com/agm no later than 4 days before the Annual General Meeting, i.e. at the latest by 11 May 2025, 24:00 hours (CEST)**.

Motions and election proposals, requests, questions and objections to resolutions of the Annual General Meeting contained in the statements submitted will not be considered in the virtual Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information, the submission of requests and the filing of objections to resolutions of the Annual General Meeting is only possible via the channels described separately in this convocation.

The provisions of the AktG on which these shareholders rights are based are as follows:

§ 118a (1) sentence 2 no. 6 AktG

- (1) The articles of association may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

6. the shareholders are granted the right to submit statements in accordance with section 130a (1) to (4) by way of electronic communication,

§ 130a (1) to (4) AktG

- (1) In the case of the virtual general meeting, shareholders are entitled to submit statements prior to the meeting regarding the items of business set out in the agenda, doing so by way of electronic communication using the address provided for this purpose in the invitation convening the general meeting. This right may be restricted to shareholders who have duly registered for the general meeting. The scope of the statements reasonably may be restricted in the invitation convening the general meeting.
- (2) Statements are to be submitted by no later than five days prior to the meeting.
- (3) The statements submitted are to be made accessible to all shareholders by no later than four days prior to the meeting. The ability to access the statements may be restricted to shareholders duly registered for the meeting. In the case of listed companies, the statements are to be made accessible via the company's website; in the case governed by sentence 2, accessibility may be effected via a third-party website. Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.
- (4) Section 121 (7) applies to the calculation of the time periods set out in subsections (2) and (3) sentence 1.

V. Right to speak at the Annual General Meeting in accordance with §§ 118a (1) sentence 2 no. 7, 130a (5), (6) AktG

Shareholders and their authorized representatives connected electronically to the virtual Annual General Meeting have the right to speak at the meeting in accordance with §§ 118a (1) sentence 2 no. 7, 130a (5) AktG by means of video communication. Appropriate video and audio transmission must be guaranteed by the shareholder. From approximately one hour before the start of the Annual General Meeting, a virtual registration table will be set up in the shareholder portal at www.hella.com/agm, where shareholders or their authorized representatives can register to speak. Requests to speak can also include motions and election proposals in accordance with § 118a (1) sentence 2 no. 3 AktG as well as requests for information and questions in accordance with §§ 118a (1) sentence 2 no. 4, 131 AktG.

In order to exercise the right to speak, shareholders require an internet-enabled device (e.g. PC, laptop, tablet or smartphone) that has an (integrated or external) camera and an (integrated or external) microphone that can be accessed from the browser as well as stable, sufficient Internet bandwidth. It is not necessary to install software components or apps on the device. Further information (e.g. on compatible browsers) can be found on the shareholder portal.

The Company reserves the right to check the functionality of the video communication between the shareholder or his authorized representative and the Company during the virtual Annual General Meeting and before a speech and to reject it if the functionality is not ensured.

The Chairman may organize and limit the shareholders' as well as the shareholders' authorized representative's right to ask questions and speak appropriately in terms of time. In particular, the chair is entitled to set a reasonable time limit, already at the beginning of or during the shareholders' meeting, for the duration of the entire shareholders' meeting, for discussing the individual agenda items as well as for speaking and asking questions in general or for each individual speaking or asking questions at the meeting.

The provisions of the AktG on which these shareholders rights are based are as follows:

§ 118a (1) sentence 2 no. 7 AktG

- (1) The articles of association may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

7. the shareholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication in accordance with section 130a (5) and (6),

§ 130a (5), (6) AktG

- (5) The shareholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication. The form of video communication offered by the company is to be used for the spoken contributions. The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e). Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right, in the invitation convening the general meeting, to test the functionality of the video communication between the shareholder and the company at the meeting and prior to the spoken contribution and to refuse to admit the spoken contribution if said functionality is not assured.

VI. Objection to a resolution of the Annual General Meeting pursuant to §§ 118a (1) sentence 2 no. 8, 245 sentence 1 no. 1 AktG

In accordance with §§ 118a (1) sentence 2 no. 8, 245 sentence 1 no. 1 AktG, duly registered shareholders or their authorized representatives who are connected electronically to the Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication for recording in the notary's transcript. Such an objection must be submitted to the Company in text form via the shareholder portal between the start and end of the virtual Annual General Meeting on 16 May 2025. The notary authorized the Company to accept objections via the shareholder portal and will receive the objections via the shareholder portal.

The provisions of the AktG on which these shareholders rights are based are as follows:

Annual General Meeting

of HELLA GmbH & Co. KGaA on 16 May 2025



§ 118a (1) sentence 2 no. 8 AktG

(1) The articles of association may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

8. the shareholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.

§ 245 sentence 1 no. 1 AktG

The following have authority to bring an action for avoidance:

1. any shareholder present in person at the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes;