

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 Dr. Kerstin Dodel and Yannic Moenikes, both of whom are employed by Hella Corporate Center GmbH, an affiliated company of 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 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 25 April 2024, 24:00 (CEST) (time of receipt)** by post or e-mail at the following addresses:

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

or electronically at 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 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.

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 25 April 2024, 24:00 (CEST) (time of receipt)**:

HELLA GmbH & Co. KGaA, c/o Link Market Services GmbH
Landshuter Allee 10, 80637 München, Germany
e-Mail: inhaberaktien@linkmarketservices.de

Admission / AGM ticket details

Name(s)

Admission / AGM ticket number

Number of shares according
to admission / AGM ticket

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, Dr. Kerstin Dodel and Yannic Moenikes**, both of whom are employed by Hella Corporate Center GmbH, an affiliated company of 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, scheduled to take place on 26 April 2024, 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.)

Agenda item	Yes	No	Abstention
1. Resolution to approve the annual financial statements of HELLA GmbH & Co. KGaA for the fiscal year 2023	<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 2023	<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 2023	<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 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Annual General Meeting

of HELLA GmbH & Co. KGaA on 26 April 2024



Admission / AGM ticket details

Name(s)	Admission / AGM ticket number	Number of shares according to admission / AGM ticket
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Agenda item	Yes	No	Abstention
6. Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2024.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the approval of the remuneration report 2023.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the approval of the remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election to the Shareholder Committee.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. 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"/>
11. Authorization to acquire and use treasury shares pursuant to § 71 (1) no. 8 AktG with the option to exclude shareholders' subscription rights.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorization to use equity derivatives for the acquisition of treasury shares pursuant to § 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 **18 March 2024**.

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 § 126b of the German Civil Code (BGB)
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Telephone number in case of queries (optional): _____