

Remuneration report of HELLA GmbH & Co. KGaA
for the fiscal year 2021/2022

FORVIA



Remuneration report

This remuneration report provides information, in accordance with Section 162 of the German Stock Corporation Act (AktG), on the main features of the remuneration systems applied in the fiscal year 2021/2022 for the Management Board of Hella Geschäftsführungsgesellschaft mbH (under I.), the members of the Supervisory Board (under II.) and Shareholder Committee (under III.) of HELLA GmbH & Co. KGaA as well as the remuneration granted and owed to each individual current and former member of the three aforementioned bodies in the fiscal year 2021/2022. The remuneration report also compares trends in this remuneration to trends in HELLA's earnings and the change in the average remuneration of HELLA's employees (under IV.). →

I. Remuneration of the Management Board

1. Objectives and comprehensive overview

The remuneration system for the Management Board provides incentives for successful implementation of the corporate strategy and sustainable and long-term development of the Company. When determining the remuneration, the Shareholder Committee follows the principle of granting compensation which is in line with market standards and competitive as well as individually appropriate to the requirements and performance profile of the individual Managing Directors, which is proportionate to the size of the Company and to its business and results of operations and which avoids excessive risks being taken.

To this end, the remuneration system – with its two performance-related components – is bound to important operating indicators that reflect the Company's success and are included in the financial performance indicators for the corporate management.

The relevant targets are reviewed annually by the Shareholder Committee and set at a demanding level, in accordance with the corporate strategy and planning. The chief concern is for the Company's growth to outstrip that of the market as a whole. In addition, the performance-related remuneration reflects the performance of the share price and the dividend distributions (total shareholder return) of HELLA GmbH & Co. KGaA. This ensures that the remuneration is linked to the long-term economic development of the Company and that the interests of the Management Board align with those of the shareholders. In addition, within the performance-related remuneration, each year the Shareholder Committee sets special ("prioritised") targets, which are in part addressed individually to the individual Managing Directors and which also include aspects of corporate social responsibility (Environmental, Social & Governance, "ESG"). The ESG targets set for the fiscal year 2021/2022 included the reduction of the accident rate, the turnover rate in the workforce and the specific energy intensity.

The individual remuneration of the Managing Directors consists of three components:

- non-performance-related fixed remuneration (plus non-performance-related benefits in kind, other ancillary benefits and pension commitments),
- an annual performance-related component (short-term incentive, "STI") and
- a long-term incentive ("LTI").

The performance-related remuneration components are subject – individually and jointly – to a maximum limit ("cap"). In addition, the Shareholder Committee may adjust the performance-related remuneration at its discretion until the date of payment, in particular to account for extraordinary developments. In addition,

→ **Further remuneration-related disclosures** in accordance with the International Financial Reporting Standards (IFRS) and the German Commercial Code (HGB) can be found in the consolidated notes.

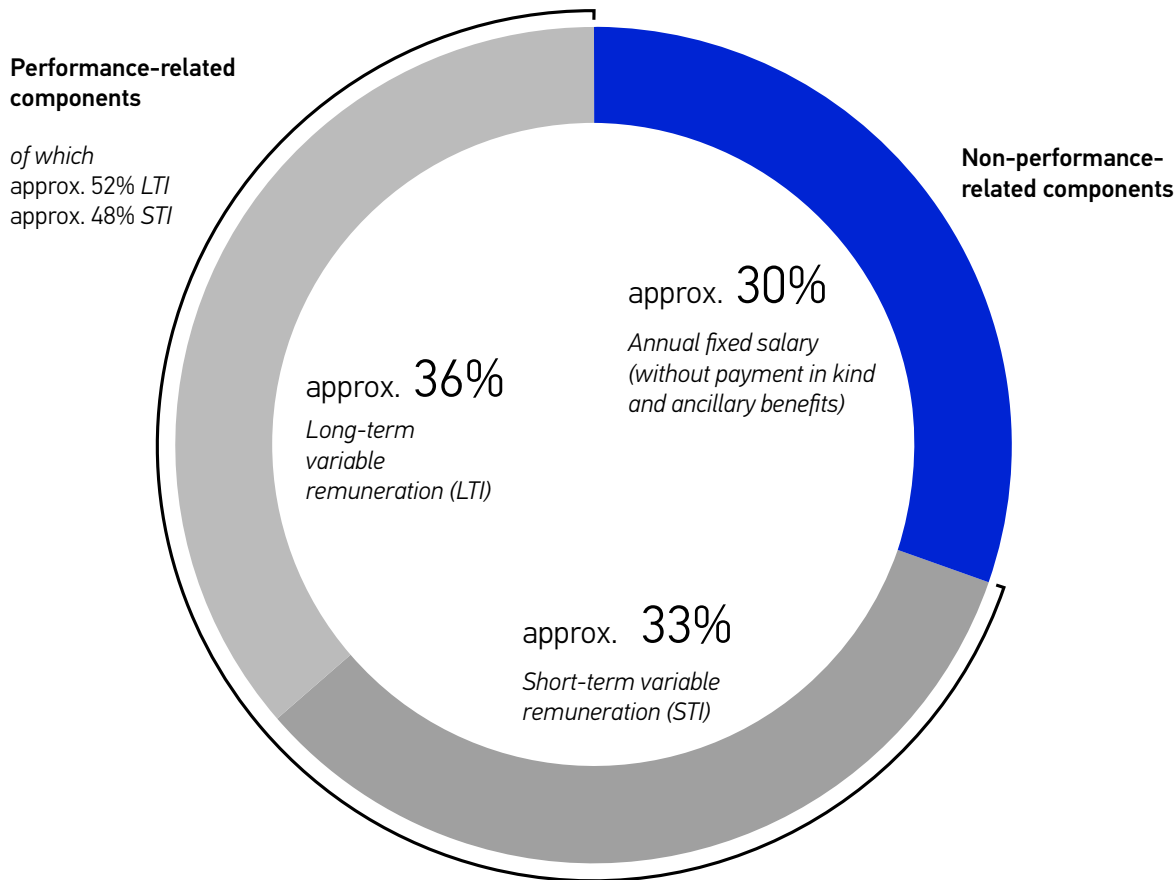
there are scenarios where repayment can be demanded (“clawback”).

If the targets set by the Shareholder Committee are 100% achieved, the STI will be 1.1 times the annual fixed salary and the allocated LTI base amount will be 1.2 times the annual fixed salary (“target remuneration”). If the target remuneration is achieved, both

performance-related remuneration components each outweigh the fixed remuneration, which reflects the incentive-driven approach of the remuneration system. In this case, the share of the long-term component predominates within the performance-related remuneration, which expresses the particular importance of sustainable corporate development.

Weighting of the individual target remuneration components

(based on annual target remuneration)



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The remuneration system approved by the Annual General Meeting on 30 September 2021 and applied in the fiscal year 2021/2022 can be summarised as follows:

	Component ¹	Objective
Non-performance-related components	Annual fixed salary (approx. 30% of annual target remuneration) <ul style="list-style-type: none"> ■ Payment in 12 monthly instalments: <ul style="list-style-type: none"> - President and CEO: € 1,545 thousand p.a. - other members: € 440 thousand p.a. to € 640 thousand p.a. ■ Reviewed annually for appropriateness. 	Ensures an appropriate basis income in order to prevent the taking of inappropriate risks.
	Remuneration in kind and other ancillary benefits <ul style="list-style-type: none"> ■ Mainly the possibility of using the company car for private purposes and inclusion in the Group's D&O insurance. 	Assumption of expenses promoting management activities as customary on the market.
Performance-related components	Short-term variable remuneration (STI) (approx. 33% of annual target remuneration) <ul style="list-style-type: none"> ■ One-year bonus as a multiple (1.1 times with 100% target achievement) of the annual fixed salary depending on the degree to which certain targets are reached: <ul style="list-style-type: none"> - operating KPIs (50%–70% of STI, in fiscal year 2021/2022: 70%); EBT (70%) and OFCF (30%) - specific (prioritised) targets (30% - 50% of STI, in fiscal year 2021/2022: 30%) consisting of collective/team targets and individual targets, which are redefined annually. ■ Target remuneration at 100% target achievement: <ul style="list-style-type: none"> - President and CEO: € 1,700 thousand - other members: € 484 thousand to €704 thousand ■ Cap: <ul style="list-style-type: none"> - President and CEO: € 5,099 thousand - other members: € 1,452 thousand to € 2,112 thousand 	Incentive to achieve the corporate targets for the current fiscal year while simultaneously promoting implementation of strategic priorities.
	Long-term variable remuneration (LTI) (approx. 36% of annual target remuneration) <ul style="list-style-type: none"> ■ Bonus with five-year calculation period, calculated in the initial allocation as a multiple of the annual fixed salary (1.2 times fixed amount with 100% target achievement): <ul style="list-style-type: none"> - LTI base amount depending on the RoIC achieved in the initial year. - Development of value of the LTI base amount tracks the development of EBT margin, RoIC and total shareholder return since the allocation year (both positive and negative). - Payment in cash after the end of the calculation period. ■ Target remuneration relating to the LTI base amount (100% target achievement with regard to RoIC): <ul style="list-style-type: none"> - President and CEO: € 1,854 thousand - other members: € 528 thousand to € 768 thousand ■ Cap relating to the LTI base amount: <ul style="list-style-type: none"> - President and CEO: € 5,562 thousand - other members: € 1,584 thousand to € 2,304 thousand 	Development of the value of the LTI base amount over five years rewards long-term and sustainable value creation and penalises negative developments (bonus/penalty system). Creation of a balance of interests between the Management Board and shareholders specifically by alignment with the total shareholder return (TSR).
Termination benefits	Settlement upon dismissal prior to the end of the term of the service agreement <ul style="list-style-type: none"> ■ If the Managing Director has not provided a compelling reason for termination, the total of annual fixed salary and STI for the residual term of the contract, but for no more than two years, will be paid as settlement; LTI base amounts already allocated will be reduced pro rata temporis and paid at the end of the calculation period. 	Settlement cap serves to avoid inappropriately high settlements.
	Post-contractual non-competition clause <ul style="list-style-type: none"> ■ Duration between 12 and 24 months, agreed on an individual basis. ■ Non-competition compensation of 50% of the annual fixed salary fixed netted against settlement and pension payments and earnings from any other activities. ■ Waiver by Company possible; non-competition compensation will then no longer apply. 	Protection of the Company's interests by preventing employment immediately afterwards at major competitors.
	Change of control² <ul style="list-style-type: none"> ■ Management Board member can resign from their post and give extraordinary notice on their service agreement with effect from the ninth month after the change of control. ■ In such a case, the same settlement provisions will apply as in the event of premature dismissal by the Company. 	Serves to maintain the independence of Management Board members during take-overs.

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	Component ¹	Objective
Other remuneration arrangements	Pension commitments and comparable long-term obligations <ul style="list-style-type: none"> ■ Defined contribution capital account system to which a percentage (40% or 50% in the case of the CEO) of the annual fixed salary is allocated each year as financing contribution: <ul style="list-style-type: none"> - President and CEO: € 773 thousand - other members: € 176 thousand to € 256 thousand ■ Optional payment of contributions by the Managing Director (deferred compensation). 	Provision of contributions to build up adequate company pension arrangements.
	Caps and maximum remuneration <ul style="list-style-type: none"> ■ Cap on payment of LTI and STI (combined) at six-fold amount of the fixed salary: <ul style="list-style-type: none"> - President and CEO: € 9,270 thousand - other members: € 2,640 thousand to € 3,840 thousand ■ Maximum remuneration that comprises all remuneration components: <ul style="list-style-type: none"> - For the President and CEO: € 9,500 thousand - For the remaining members: € 5,000 thousand 	Serves to provide non-discretionary means of avoiding inappropriately high payments.
	Adjustment and reclaim possibilities (clawback) <ul style="list-style-type: none"> ■ Discretionary possibility for the Shareholder Committee to correct all variable remuneration components. ■ Possibility to reclaim or retain variable remuneration in the event of grossly negligent or intentional breach of duty of care. 	Ensures appropriateness of the variable remuneration and penalises serious compliance breaches (malus).

¹ All values relate to the fiscal year 2021/2022 (reporting date 1 June 2021) and a full year's activity, i.e. they do not take into account

– new appointments to or departures from the Management Board during the year
– any individual corrections.

² A change of control was defined as the disposal of the majority shareholding of the (former) pool of family shareholders to a third party. Since this eventuality occurred on 31 January 2022 with the completion of the takeover by Faurecia and the scope of the change-of-control clause is thus exhausted, the service agreements entered into by the Company since then no longer contain a change of control clause. This relates to Yves Andres and Michel Favre.

2. Procedure for determining and reviewing the remuneration system

The legal form of HELLA GmbH & Co. KGaA gives rise to a particularity: it is not the Supervisory Board that is responsible for the remuneration of the Management Board; instead, this is the duty of the Shareholder Committee. According to the Articles of Association, it is incumbent upon the Shareholder Committee to regulate the legal relations between the Company and the General Partner – insofar as said relations are not explicitly governed by the Articles of Association or the law – by means of agreements. It is also responsible for regulating the employment relationships of the Managing Directors of the currently sole General Partner, Hella Geschäftsführungsgesellschaft mbH. This gives the Shareholder Committee of HELLA GmbH & Co. KGaA full responsibility for determining the remuneration system of the Management Board.

The Shareholder Committee is supported by its Personnel Committee, which currently has three members. The Personnel Committee prepares the resolutions of the full Shareholder Committee on the appointment and removal of Managing Directors as well as on the remuneration system and on the

Managing Directors' individual total remuneration. Both in the Personnel Committee and in plenary with the Shareholder Committee, the rules generally applicable to handling conflicts of interest apply. These include the rule laid down in the rules of procedure, which obliges each of the committee members to disclose conflicts of interest to the Shareholder Committee. In addition, remuneration topics are regularly discussed and decided in the Personnel Committee and in plenary with the Shareholder Committee without the participation of the Management Board. The committees call in external expertise to the extent that they deem necessary, whereby, in the event that a remuneration expert is brought in, due attention is paid to his/her independence from the Management Board and the Company. To assess whether the total remuneration is in line with customary market practice, the Shareholder Committee currently looks to studies on the remuneration of management boards at MDAX companies as a basis for comparison ("peer group"), as in the estimation of the Shareholder Committee the demands placed on the Management Board of HELLA GmbH & Co. KGaA correspond to those of an MDAX company due to the size and complexity of the Company.

In the event of material changes, but at the latest every four years, the remuneration system is submitted to the Annual General Meeting for approval in accordance with the requirements of the legislation implementing the Shareholder Rights Directive (ARUG II) pertaining to stock corporations. The remuneration system applied in the fiscal year 2021/2022 was approved by resolution of the Annual General Meeting of 30 September 2021 with 93.92% of the valid votes cast. The resolution is available on the Company's website.

This remuneration report for the fiscal year 2021/2022 marks the first occasion on which a remuneration report will be submitted to the Annual General Meeting for approval under Section 120a (4) AktG. Therefore, no resolution was passed on this matter at the Annual General Meeting in the past fiscal year.

For improved readability, in the following, when describing the employment relationships of the members of the Management Board, simplified reference will be made to rights and obligations vis-à-vis the "Company". It should be noted in this regard that the service agreements are entered into with Hella Geschäftsführungsgesellschaft mbH, but that the latter receives reimbursement from HELLA GmbH & Co. KGaA for the expenses and charges arising therefrom and that the services rendered by the members of the Management Board benefit HELLA GmbH & Co. KGaA.

3. Remuneration components

A) Annual fixed salary, remuneration in kind as well as other ancillary benefits

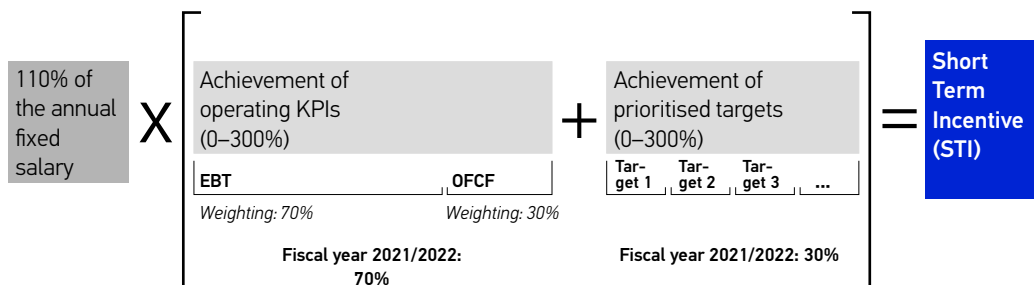
The non-performance-related remuneration component consists of an annual fixed salary and remuneration in kind as well as other ancillary benefits.

The annual fixed salary is paid in twelve equal monthly instalments. It ensures an adequate basic income to prevent unreasonable risk-taking by managing directors. For the President and CEO, the annual fixed salary was most recently € 1,592 thousand and for the other members of the Management Board between € 440 thousand and € 660 thousand. The respective amount of the fixed salary reflects the role of the managing director within the Management Board as well as the experience, area of responsibility and market conditions. The Shareholder Committee reviews the suitability of the fixed salary on an annual basis. In addition, the managing directors are granted the customary remuneration in kind and other ancillary benefits that support management activities. These primarily consist of the private use of a company car. Furthermore, all the managing directors in their capacity as members of the Company's governing bodies are covered by the Group's D&O insurance. In the event of any claim, they are responsible for an excess of at least 10% of the loss, which is however capped at one-and-a-half times their fixed salary.

B) Short-term variable remuneration ("STI")

The Short Term Incentive ("STI") remuneration aims to provide an incentive to achieve the corporate targets for the current fiscal year while promoting the implementation of strategic priorities. The Short Term Incentive is calculated depending on the degree to which certain objectives are achieved, which are divided into the categories of "operating key performance indicators" and "special (prioritised) objectives". The target remuneration of the STI is 1.1 times the annual fixed salary. This is determined by the fixed salary at the beginning of the respective fiscal year. The payment is made once per fiscal year. In the case of new hires or resignations during the year, the STI is granted pro rata temporis.

Composition of Short Term Incentive (STI)



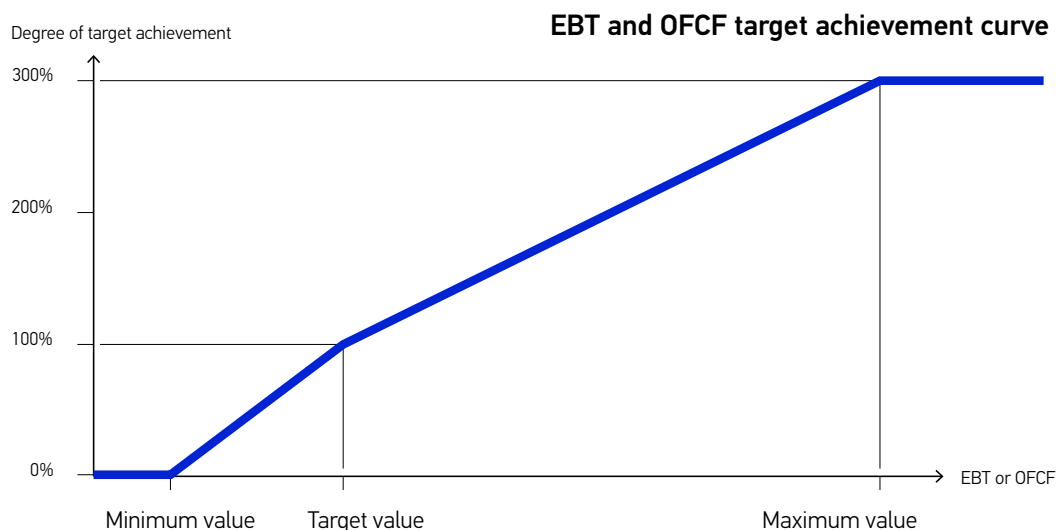
Operating key performance indicators

The operating KPIs incorporate (i) the HELLA Group's operating earnings before taxes (EBT) and effects on earnings from the restructuring for the fiscal year in question adjusted for special effects (extraordinary expenses and income reportable in the consolidated financial statements under Section 277(4) HGB (old version)) with a weighting of 70% and (ii) the free cash flow from operating activities (OFCF) prior to effects of the restructuring on earnings with a weighting of 30%. The OFCF is calculated after investments and divestments (procurement and disposal of property, plant and equipment and intangible assets) and does not include company acquisitions.

The degree of achieving the operating KPIs to be ascertained by the Shareholder Committee can be between 0 and 300%. For this purpose, prior to the start

of each fiscal year, the Shareholder Committee sets for EBT and OFCF ambitious minimum, target and maximum values, which it regularly reviews on the basis of the corporate planning and on performance of HELLA GmbH & Co. KGaA. At its reasonable discretion, the Shareholder Committee is entitled to change or redefine the operating KPIs applied (EBT and OFCF) with effect for following fiscal years.

The respective target achievement level is derived from the minimum, target and maximum values which have been established. Intermediate values are determined by linear interpolation and the degree of target achievement thus determined is rounded to full percentage points, in accordance with standard commercial practice. The following figure provides a schematic representation of the resulting target achievement curve:



The following table shows the values for EBT and OFCF in the fiscal year 2021/2022, which apply equally to all members of the Management Board:

In €	Minimum value (= 0% target achievement)	Target figure (= 100% target achievement)	Maximum value (= 300% target achievement)	Established value Degree of target achievement
EBT ¹	300 million	500 million	900 million	255 million (0.00%)
OFCF ¹	100 million	200 million	400 million	-213 million (0.00%)

¹Before effects on earnings of restructuring

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Special (“prioritised”) objectives

In addition, the Shareholder Committee can also define special (“prioritised”) targets for the Management Board which, on the basis of a target agreement with the management, also encompass qualitative parameters and are composed of collective/team targets – which apply to the Management Board in equal measure – and individual targets. These prioritised targets may be incorporated – as the Shareholder Committee sees fit – into the STI calculation with a total weighting of between 30 and 50%. The weighting of EBT and OFCF is reduced accordingly in this case. For the fiscal year 2020/2021, the Shareholder Committee had set the weighting of the prioritised targets at 50% and for the fiscal year 2021/2022 at

30%. For the fiscal year commencing on 1 June 2022, which according to the resolution of the Extraordinary General Meeting of 29 April 2022 is to end on 31 December 2022, the weighting is to be set at 50%.

The degree of achievement of the prioritised targets to be ascertained by the Shareholder Committee in the context of an overall assessment can be between 0 and 300%.

The following table shows both the collective/team targets (including ESG targets) and the individual targets, their respective weighting and the degree of target achievement determined in the fiscal year 2021/2022:

Target	Weighting	Degree of target achievement
Collective/team targets		
Comprehensive implementation of the restructuring measures approved by the Shareholder Committee	20%	0.00%
Quality assurance ¹	20%	78.27%
Trends in order intake	10%	141.14%
ESG targets in the dimensions of accident rate, turnover rate and specific energy intensity	35%	205.00%
Individual target: Trends in respective segments/areas for which responsibility is held by...		
Dr. Rolf Breidenbach	15%	68.16%
Yves Andres	15%	0.00%
Dr. Lea Corzilius	15%	0.00%
Dr. Frank Huber	15%	0.00%
Ulric Bernard Schäferbarthold	15%	258.83%
Björn Twiehaus	15%	0.00%

¹In determining the target achievement level for the collective/team target “Quality Assurance”, the Shareholder Committee made a discretionary adjustment for certain extraordinary special effects related to the challenging supply situation in the fiscal year 2021/2022 in order to appropriately reflect the performance contribution of the Management Board.

This resulted in the overall target achievement levels and payout amounts for the STI for the fiscal year 2021/2022 as shown in the table below:

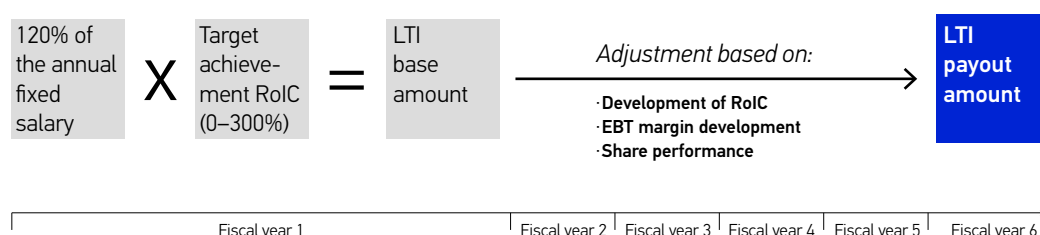
	Degree of target achievement			Payment amount	STI target remuneration (at 100% target achievement)
	Operating KPIs	“Prioritised” targets	Total		
Dr. Rolf Breidenbach	0.00%	111.74%	33.52%	€570 thousand	€1,700 thousand
Yves Andres	0.00%	101.52%	30.46%	€18 thousand	€61 thousand
Dr. Lea Corzilius	0.00%	101.52%	30.46%	€147 thousand	€484 thousand
Dr. Frank Huber	0.00%	101.52%	30.46%	€201 thousand	€660 thousand
Ulric Bernard Schäferbarthold	0.00%	140.34%	42.10%	€296 thousand	€704 thousand
Björn Twiehaus	0.00%	101.52%	30.46%	€194 thousand	€638 thousand

C) Long-term variable remuneration (“LTI”)

The long-term variable remuneration (long-term incentive, LTI) is also paid in cash. It is measured by the performance of the return on invested capital (RoIC) and the EBT margin as well as by the performance of the HELLA share (total shareholder return). The long-term variable remuneration is based on a

calculation period of five fiscal years in total, thus creating an incentive for long-term, sustainable value creation. The interests of the Management Board and shareholders are brought into alignment by taking into account, in particular, the performance of the HELLA share (total shareholder return).

Composition of long-term variable remuneration (LTI)



Return on invested capital (RoIC)

The return on invested capital (RoIC) is used by the Company as a strategic management parameter. It is defined as the ratio of operating income before interest and after taxes (return) to invested capital, in accordance with IFRS. Return is calculated on the basis of earnings before interest and taxes (EBIT) for the past twelve months at the level of the Group’s legal entities, less the standard income tax rate applicable in the country in question. Invested capital is the average of the opening and closing value of the assets shown on the face of the balance sheet excluding cash and cash equivalents and current financial assets less liabilities carried on the face of the balance sheet excluding current and non-current financial liabilities for the reporting period (as reported in the respective annual consolidated financial statements in each case).

EBT margin

The EBT margin is calculated from the HELLA Group’s earnings before taxes (EBT) divided by the HELLA Group’s sales (as reported in the respective annual consolidated financial statements). For the fiscal year 2021/2022, the EBT margin calculated in this way is 4.00%.

Total shareholder return

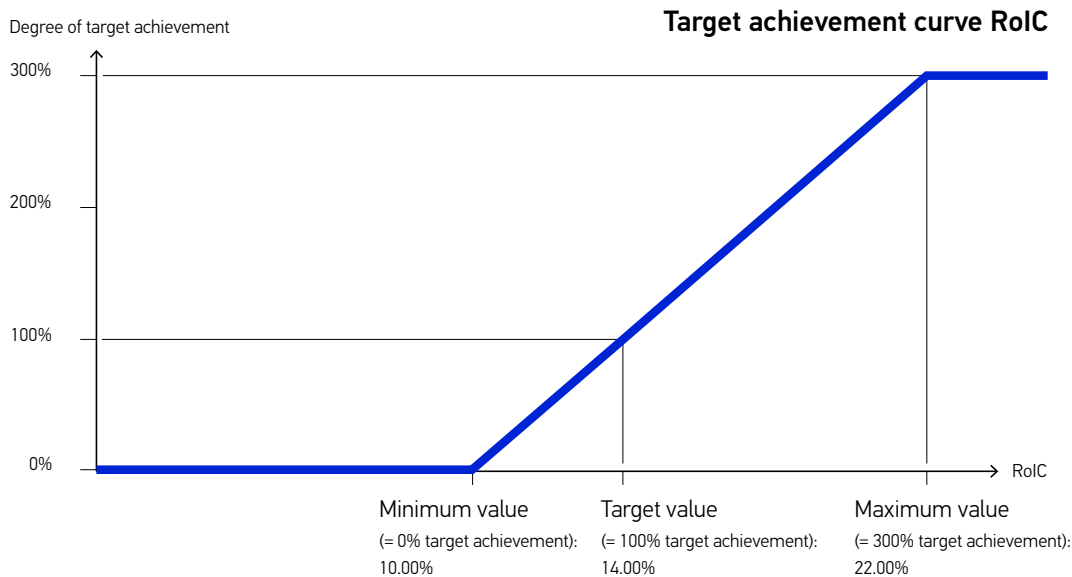
Total shareholder return is defined as the performance of the HELLA share plus dividends paid. To this end, the volume-weighted average price of the last 20 trading days of the fiscal year in which the calculation period of an LTI instalment begins is compared with those of the last 20 trading days of the subsequent fiscal years in the calculation period. The dividends paid in the interim are added. Technical price effects (e.g. in the case of share splits) are, on the other hand, deducted. For the fiscal year 2021/2022, the share performance calculated in this way is 23.44%.

Calculation methods

The payment amount for an LTI instalment is calculated as follows:

Firstly, an LTI base amount is determined for the first fiscal year in the calculation period. This amount is calculated as a fixed percentage of the annual fixed salary depending on the RoIC. For the RoIC, the Shareholder Committee defines minimum (= 0% target achievement), target (= 100% target achievement) and maximum values (= 300% target achievement). The minimum value defines the floor for calculating an LTI base amount.

The following chart shows the resulting target achievement curve based on the values defined for the RoIC in the fiscal year 2021/2022:



If the target value is reached, the LTI base amount is equal to 1.2 times the annual fixed salary; if the maximum value is reached, the LTI base amount is equal to 3.6 times the annual fixed salary. If a Managing Director joins or leaves the Management Board during the year, the LTI base amount for the relevant fiscal year will be granted pro rata temporis.

For the fiscal year 2021/2022, the defined RoIC value is 7.3% and thus below the minimum value of 10.0%, so that there would be no allocation of an LTI base amount for the fiscal year 2021/2022 (target achievement level of 0%). In order to prevent the LTI instalment for the fiscal year 2021/2022 from losing any incentive effect at all over its term due to the lack of an allocated LTI base amount, the Shareholder Committee, taking into account the special effects due to the Covid-19 pandemic persisting in the fiscal year 2021/2022, the challenging market environment and the special commitment of the members of the Management Board in the past fiscal year, set an LTI base amount for the fiscal year 2021/2022 by way of a discretionary adjustment in the amount of € 1,854 thousand for Dr. Rolf Breidenbach, € 66 thousand for Yves Andres, € 528 thousand for Dr. Lea Corzilius, € 720 thousand for Dr. Frank Huber, € 768 thousand for Ulric Bernard Schäferbarthold and € 696 thousand for Björn Twiehaus. The Shareholder Committee based its calculations on a target achievement of 100%. In return, the Shareholder Committee also

decided to take the first LTI partial settlement amount into account at zero by way of a discretionary adjustment when subsequently determining the LTI entitlement to be paid from the LTI instalment of the fiscal year 2021/2022 and, in the later fiscal years, to use higher values (12.0% and 6.0%, respectively) by way of discretionary adjustment instead of the actual values (7.3% and 4.0%, respectively) for determining the change in RoIC and EBT margin compared to the base fiscal year.

Payment of an LTI instalment is made to the Managing Directors once the calculation period comprising a total of five fiscal years has come to an end. For example, the LTI instalment allocated for the fiscal year 2021/2022 will be paid at the end of the four further fiscal years. The payment amount derived from the LTI base amount is determined equally on the basis of economic success over the entire five-year term of the respective LTI instalment. In mathematical terms, this takes place as follows: First, 1/5 of the LTI base amount is defined. This amount is notionally assigned to the first fiscal year of the calculation period. The remaining 4/5 of the LTI base amount will change in accordance with the performance of (i) the RoIC, (ii) the EBT margin of the HELLA Group and (iii) the share performance in the four subsequent fiscal years of the calculation period. For this purpose, the figures for the fiscal year for which the LTI base amount was calculated are com-

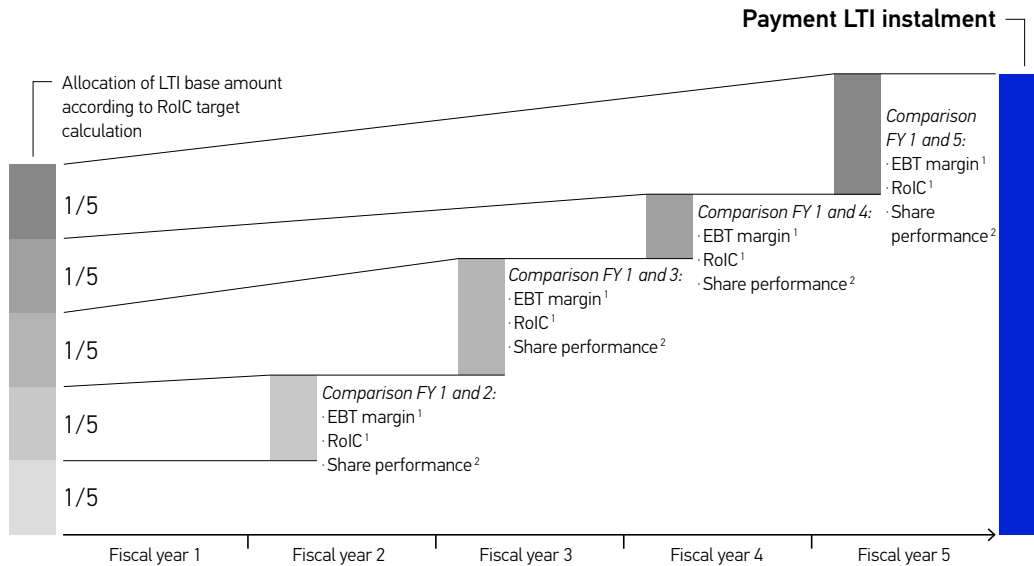
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pared with all subsequent fiscal years of the calculation period. If, in a subsequent fiscal year of the calculation period, the figures have improved (worsened) compared to the first fiscal year, 1/5 of the LTI

base amount will be increased (reduced) and frozen to the benefit of the Managing Director (see schematic below).

Schematic representation of the LTI calculation for instalments from the fiscal year 2020/2021 onwards

(five-year calculation period and alignment to share performance)



¹ per percentage point increase/decrease in EBT margin/RoIC: +/- 7.5%

² per percentage point increase/decrease in total shareholder return: +/- 1.0%

An increase in the EBT margin and/or the RoIC by one percentage point will each result in an increase of 7.5% in the pro rata LTI base amount, while every decrease by the same amount will lead to a corresponding decrease. Total shareholder return has a direct proportional effect – i.e. a positive (negative) total shareholder return of 30%, for example, increases (decreases) the pro rata LTI base amount by 30%. Once these comparisons have been carried out for all fiscal years of the calculation period, the total amount of the frozen amounts will be paid to the Managing Directors at the end of the calculation period.

This does not give rise to any entitlement on the part of the Company to recover any compensation from a Managing Director in the event of a negative overall LTI settlement amount. In addition, it is not netted against a future positive LTI settlement amount.

As the current remuneration system was not introduced until the fiscal year 2020/2021 (with the exception of Björn Twiehaus, to whom this remuneration

system had been applied ever since he took up office in the fiscal year 2019/2020), the calculation of the LTI instalments currently being paid is still based on the previous rules governing LTIs. See below under "Rules governing LTIs until the fiscal year 2019/2020".

Reductions upon termination of service agreement:

If a member of the Management Board leaves the Company, the LTI base amounts already allocated expire in full upon departure for periods after the date of termination of the service agreement if (i) the relevant agreement is terminated for a compelling reason for which the Management Board member is responsible within the meaning of Section 626 of the German Civil Code (BGB), or (ii) the member of the Management Board terminates the service agreement or requests an early termination agreement or refuses to enter into a new service agreement offered by the Company on equal or improved terms without a compelling reason for which the Company is responsible within the meaning of Section 626 BGB being given. In addition, the LTI calculation amount

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will be reduced proportionately if at the time of departure more than 12 months of the calculation period are missing for a particular LTI instalment. In this case, the LTI settlement amount is reduced by 1/60 for each additional missing month of the relevant calculation period beyond the 12 months.

Rules governing LTIs until the fiscal year 2019/2020:

Up to and including the fiscal year 2019/2020 (with the exception of Björn Twiehaus, to whom the rules described above were already applied in the fiscal year 2019/2020), the LTI was still determined without taking into account the total shareholder return and over a four-year calculation period. If the RoIC target was reached, the LTI base amount was 80% of the annual fixed salary; once the maximum RoIC value was reached, the LTI base amount was 240% of the

annual fixed salary. For Dr. Rolf Breidenbach, Dr. Frank Huber and Ulric Bernard Schäferbarthold, the annual pro rata determination of the LTI settlement amount over the calculation period described above also applies to older LTI instalments; for the other (former) members of the Management Board, no such determination is made. Only a comparison between the base fiscal year and the last fiscal year of the calculation period is carried out. In other respects, the rules were largely in line with the current rules governing LTIs. The old LTI rules continue to govern LTI instalments which were allocated while said rules were in effect, but are not yet due for payment.

The LTI instalment 2018/2019 – 2021/2022 expiring with the fiscal year 2021/2022 is thus based on the following calculation for Dr. Rolf Breidenbach, Dr. Frank Huber and Ulric Bernard Schäferbarthold:

Fiscal year	RoIC		EBT margin		Adjustment of proportionate base amount
	Actual value	Δ Base fiscal year	Actual value	Δ Base fiscal year	
2018/2019 Base fiscal year	16.3%	-	7.7%	-	-
2019/2020	-7.9%	-24.2%	-6.6%	-14.3%	-100.0% ¹
2020/2021	14.7%	-1.6%	7.0%	-0.7%	-33.8% ²
2021/2022	7.3%	-9.0%	4.0%	-3.7%	-95.3%
Total					-57.3%

¹ Under the contractual provisions, the maximum possible reduction is to 0, i.e. by 100%.

² In light of the ongoing economic impact of the Covid-19 pandemic in the fiscal year 2020/2021, the Management Board of Hella Geschäftsführungsgesellschaft mbH opted to waive, amongst other things, 20% of the LTI partial amount of the 2018/2019 LTI instalments to be determined for the 2020/2021 fiscal year. The value shown already takes this voluntary waiver into account. Without the waiver, the adjustment of the pro rata base amount would have been -17.3% in the fiscal year 2020/2021.

Correspondingly, the LTI base amount allocated for the fiscal year 2018/2019 will be paid with a 57.3% reduction after the end of the calculation period at the end of the fiscal year 2021/2022. The resulting LTI entitlements to be paid out to Dr. Rolf Breidenbach, Dr. Frank Huber and Ulric Bernard Schäferbarthold are shown in the table below under Section I. 9.

For Dr. Werner Benade, Stefan Osterhage and Dr. Nicole Schneider, the LTI instalment 2018/2019 – 2021/2022 coming to an end with the fiscal year 2021/2022 is calculated as follows without being determined annually:

	2018/2019 (Base fiscal year)	2021/2022 (End of calculation period)	Change	Adjustment of base amount
RoIC	16.3%	7.3%	-9.0%	-67.5%
EBT margin	7.7%	4.0%	-3.7%	-27.8%
Total				-95.3%

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Correspondingly, the LTI base amount allocated for the fiscal year 2018/2019 will be paid with a 95.3% reduction after the end of the calculation period at the end of the fiscal year 2021/2022. The LTI entitlements to be paid out to Dr. Werner Benade, Stefan Osterhage and Dr. Nicole Schneider as a result are shown in the table below under Section I. 9. In the case of Dr.

Werner Benade and Dr. Nicole Schneider, the amount shown there already takes into account the reduction due to their respective departures during the calculation period (see above under "Reductions upon termination of service agreement"). For Stefan Osterhage, a reduction of the LTI entitlements to be paid out does not apply due to contractual arrangements.

Degree of target achievement

Operating KPIs: RoIC = 7.3%, EBT margin = 4.0%

Current members of the Management Board in office in the fiscal year 2021/2022

in € thousand	Payment amount instalment FY 2018/19	Base amount FY 2021/22 ¹	Hypothetical base amount FY 2018/19 at 100% target achievement ⁵
Dr. Rolf Breidenbach	240	1,854	976 ²
Yves Andres	0	66	-
Dr. Lea Corzilius	0	528	-
Dr. Frank Huber	156	720	340
Ulric Bernard Schäferbarthold	189	768	412
Björn Twiehaus	0	696	-

Former members of the Management Board

in € thousand	Payment amount instalment FY 2018/19	Base amount FY 2021/22 ¹	Hypothetical base amount FY 2018/19 at 100% target achievement ⁵
Dr. Werner Benade ³	8	-	350
Stefan Osterhage ⁴	18	-	360
Dr. Nicole Schneider ³	5	-	340

¹ For the fiscal year 2021/2022, the specified RoIC value of 7.3% falls below the minimum value of 10.0%. In order to prevent the LTI instalment for the fiscal year 2021/2022 from losing any incentive effect at all over its term due to the lack of an allocated LTI base amount, the Shareholder Committee, taking into account the special effects due to the Covid-19 pandemic persisting in the fiscal year 2021/2022, the challenging market environment and the special commitment of the members of the Management Board in the past fiscal year, determined an LTI base amount by way of discretionary adjustment and used an imputed target achievement of 100%.

² In the case of Dr. Rolf Breidenbach, the LTI base amount in the fiscal year 2018/19 was determined differently from the other members of the Management Board at that time in accordance with his service agreement at that time (Dr. Rolf Breidenbach: LTI base amount upon target achievement = fixed salary * 100%; other managing directors: LTI base amount upon target achievement = fixed salary * 80%).

³ Incl. reduction of the payment amount of the LTI instalment FY 2018/19 due to the respective departure during the calculation period.

⁴ Based on an individual contractual arrangement, Stefan Osterhage's payment amount for the FY 2018/19 LTI instalment is not reduced due to his departure during the calculation period.

⁵ Corresponds to the base amount that would have been allocated in the 2018/2019 fiscal year based on an assumed target achievement of 100%, and not the actual base amount allocated for the fiscal year 2018/2019.

D) Pension commitments and comparable long-term obligations in the event of regular termination

In addition to the fixed remuneration and the variable remuneration components, the Company provides pension benefits to promote the building up of adequate company pension arrangements.

With respect to the Management Board of Hella Geschäftsführungsgesellschaft mbH, the Company uses a defined contribution pension plan into which it deposits a certain amount each year for the respec-

tive Managing Director. This amounts to 50% of the annual fixed salary for the President and CEO and 40% of the annual fixed salary in each case for the other Management Board members, whereby the fixed salary applicable on 1 June of the year is decisive. The financing year begins on 1 June of each year and ends on 31 May of the following year. If the service agreement begins or ends in the course of the financing year, the Managing Director receives a financing contribution on a pro rata temporis basis. Upon pension eligibility arising, the accrued capital is paid either in a single lump sum or – subject to the

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Company's approval – in instalments over a maximum period of eight years. The contributions to the capital account system may be invested externally in one or more investment funds. The return here is based on the performance of the investment assets in question. A minimum interest rate, which is currently 4.5% per annum, is granted in all cases. As a general rule, the capital account is dissolved on 31 May of the year following the Managing Director's 58th birthday. Eligibility for payment only arises once the Managing Director has left the Company. This term may be extended at a Managing Director's request and subject to the Company's approval. Such an extension was granted in the case of Dr. Rolf Breidenbach. Conversely, an earlier date of eligibility may also be agreed with express consent. Such an agreement was reached with Dr. Frank Huber on the occasion of his departure from the company.

Pension eligibility also arises in the event of full or partial loss of earning capacity, protracted disability due to illness or upon death predating the Managing Director's contractual date of eligibility. In this case,

the capital is paid either in a single lump sum or – subject to the Company's approval – in instalments over a maximum period of eight years to the beneficiaries nominated by the Managing Director.

In addition to the pension plan funded by the Company, the Managing Directors of Hella Geschäftsführungsgesellschaft mbH are free to participate in a further asset-linked pension plan. In this case, capital is accumulated in the form of an individually defined deferred compensation component on the part of the Managing Director and largely follows the rules applicable to the asset-linked pension plan funded by the Company. The minimum interest rate in this model is currently 2.25% per annum.

For the pension entitlements acquired by the members of the Management Board in the fiscal years 2021/2022 and 2020/2021 as a result of benefits provided by the Company, the following individual service costs and defined benefit obligations arise in accordance with IFRS.

€ thousand		Service costs	Present value of pension obligations ¹
Dr. Rolf Breidenbach	2021/2022	865	6,086
	2020/2021	646	5,591
Yves Andres (as of 15.04.2022)	2021/2022	0	32
	2020/2021	0	0
Dr. Lea Corzilius (as of 01.10.2020)	2021/2022	435	528
	2020/2021	0	296
Dr. Frank Huber ²	2021/2022	451	940
	2020/2021	473	1,243
Ulric Bernard Schäferbarthold	2021/2022	1,841 ³	1,664
	2020/2021	355	1,470
Björn Twiehaus	2021/2022	298	629
	2020/2021	312	360

¹ Does not take into account any deposits of members of the Management Board by way of deferred compensation. Such deposits result in additional pension liabilities with a present value of € 6,894 thousand (prior year: € 7,001 thousand) for Dr. Rolf Breidenbach, € 0 thousand (prior year: € 0 thousand) for Yves Andres, € 0 thousand (prior year: € 0 thousand) for Dr. Lea Corzilius, € 103 thousand (prior year: € 127 thousand) for Dr. Frank Huber, € 3,258 thousand (prior year: € 1,899 thousand) for Ulric Bernard Schäferbarthold and € 0 thousand (prior year: € 0 thousand) for Björn Twiehaus.

² An early payment of the payment value accrued up to this date was agreed with Dr. Frank Huber on the occasion of his retirement from the Management Board as of 30 June 2022.

³ Takes into account the deposit by Mr Schäferbarthold in the amount of € 1,500 thousand (prior year € 0 thousand).

4. Remuneration thresholds (“caps”) and maximum remuneration

The Company has defined a remuneration cap under which the annual STI and LTI payments, seen together, are subject to a maximum equalling six times the applicable annual fixed salary. The fixed salary at the time of payment is decisive. This cap supplements

the maximum limits that result from the maximum values for the target achievement levels for STI and LTI individually.

In addition, the Shareholder Committee has defined a maximum amount of remuneration, which includes all remuneration elements (in particular also ancil-

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lary and other benefits as well as pension commitments) of a single fiscal year. It amounts to € 9,500 thousand for the President and CEO and € 5,000 thousand for each of the other members of the Management Board. For the variable remuneration components, such as the contractual cap, the maximum remuneration follows from a payment-related approach. In the fiscal year 2021/2022, the total remuneration calculated in this way – including ancillary

and other benefits and pension commitments – was below the maximum remuneration for all Management Board members.

Both cap and maximum remuneration complement the case-specific adjustment and clawback options described below by ensuring the avoidance of inappropriately high payouts irrespective of discretion.

Current members of the Management Board in office in the fiscal year 2021/2022²

in € thousand	Maximum remuneration	Payment-oriented calculation in the fiscal year 2021/2022 ¹
Dr. Rolf Breidenbach (President and CEO)	9,500	6,673
Yves Andres (as of 15.04.2022)	5,000 ³	81
Dr. Lea Corzilius	5,000	1,344
Dr. Frank Huber	5,000	2,392
Ulric Bernard Schäferbarthold	5,000	2,879
Björn Twiehaus	5,000	1,905

¹ Including ancillary benefits and other benefits as well as pension commitments.

² For the former members of the management boards who still received payments from the Company in the fiscal year 2021/2022, remuneration systems were still in place that did not specify a maximum remuneration. They are therefore not included in this presentation.

³ Refers to a full fiscal year. Taking into account the appointment of Yves Andres during the fiscal year 2021/2022, this results in a pro rata temporis amount of approx. € 205 thousand.

5. Adjustment and reclaim possibilities (“clawback”)

The Shareholder Committee of HELLA GmbH & Co. KGaA may at its own discretion make a positive or negative adjustment to all variable remuneration components if it is of the opinion that the calculation of the variable remuneration component is not in line with the Company’s business performance because of extraordinary effects. The achievement of the strategic targets (including the non-financial objectives, such as the HELLA environmental policy) of HELLA GmbH & Co. KGaA must also be taken into account.

Furthermore, in the event of a deliberate or grossly negligent breach of duty of care committed by a Managing Director, the Company reserves the right to claim back or refuse to pay out the variable remuneration components granted to this Managing Director for the fiscal year 2020/2021 or subsequent fiscal years (“clawback”). These contractually agreed reclaim possibilities supplements any legal claims which may exist. No use was made of this option in the fiscal year 2021/2022.

The aforementioned instruments serve in particular to ensure the appropriateness of the variable remuneration and, in individual cases, enable the sanctioning of serious compliance breaches (“malus”).

6. Term of contract and termination benefits for Managing Directors

The employment relationship ends automatically at the end of the month in which the statutory retirement age is reached, but no earlier than the end of the month in which the Managing Director reaches the age of 65. Furthermore, the employment relationship automatically ends three months after the end of the month in which the permanent disability of the Managing Director is determined.

A) Loss of earning capacity or death

In the event of illness-related disability, the fixed salary or the difference over sickness benefits will be paid for up to 18 months. In the case of death, the eligible beneficiaries receive the deceased Managing Director’s fixed salary for a period of three months commencing with the month of death.

B) Settlement

If the Company revokes the appointment prior to the end of the term of the service agreement, the service agreement can be terminated prematurely under exceptional circumstances. In cases in which the service agreement is terminated for material reasons for which the Managing Director is not responsible, a settlement of two times his/her annual remuneration or, if the residual term of the service agreement

is less than two years, a time-proportionate amount of the settlement is paid. This restriction on the settlement amount serves to avoid unreasonably high settlements. For this purpose, the amount of annual remuneration to be used for calculation is defined as the sum total of the fixed annual salary plus short-term variable annual remuneration less remuneration in kind and other ancillary benefits for the last full fiscal year prior to the termination of the appointment. This remuneration is to be offset against any non-compete compensation. In addition, a subsequent payment of allocated LTI base amounts will be made, albeit reduced pro rata based on the remaining part of the calculation period. In certain cases, the LTI base amounts not yet due for payment lapse completely upon exit ("bad leaver"). See Section I. 3. C) above under "Reductions upon termination of service agreement".

In order to make provision for his resignation as a member of the Management board, Dr. Rolf Breidenbach entered into a termination agreement with the Company in the past fiscal year, in which a settlement of €5,911 thousand was agreed. On the occasion of his retirement from the Management Board on 30 June 2022, it was agreed with Dr. Frank Huber that the accrued fair values of his pension entitlements would be paid out early on 31 December 2022 (early benefit date). Dr. Frank Huber waived a severance payment for the residual term of his contract. For its part, the Company waived compliance with the post-contractual non-compete clause to a limited extent.

C) Change of control

In order to preserve the independence of the members of the Management Board in takeover situations, the same settlement rules also apply in the event of a change of control. In this case, a Managing Director may resign from his/her post and give extraordinary notice on the service agreement for good cause by the end of the sixth calendar month after a change of control, with effect from the end of the ninth calendar month. In this case, the loss of the long-term variable remuneration as described above in Section I. 3. C) under "Reductions upon termination of service agreement" does not apply. Until the resignation has taken effect, the Director must support the Company in all matters relating to the change of control, acting to the best of his/her ability and working in the interests of the Company. A change of control within the meaning of the service agreement for Managing Directors occurs if a third party or several jointly acting third parties who do not belong to the family shareholders of HELLA GmbH & Co. KGaA

- acquire more than 50% of the Company's voting share capital,
- bring the Company under their control by entering into a controlling agreement or
- are otherwise put in a position to appoint and dismiss the majority of the members of the Company's governing bodies and/or their General Partners without the consent of family shareholders.

With the acquisition of 80.59% of the nominal capital and voting rights in HELLA GmbH & Co. KGaA by Faurecia Participations GmbH, a subsidiary of Faurecia SE, on 31 January 2022, such a change of control took place. In this context, the Company reached agreements with Dr. Rolf Breidenbach and Dr. Frank Huber under which the service agreements of both Managing Directors were terminated as of 30 June 2022.

Since the family shareholders have no longer been majority shareholders since 31 January 2022, no further change of control within the meaning of the aforementioned definition can occur in the future. The service agreements entered into by the Company after 31 January 2022 will therefore no longer contain change of control clauses. This relates to Yves Andres and Michel Favre. However, the Company has entered into agreements with Dr. Lea Corzilius, Ulric Bernard Schäferbarthold and Björn Twiehaus that extend or defer the period for exercising the extraordinary termination right triggered by the change of control on 31 January 2022. This is intended to provide an incentive for the Managing Directors to remain active in HELLA's Management Board. Dr. Lea Corzilius and Björn Twiehaus can exercise the extraordinary right of termination thereafter for the last time with effect from 31 March 2023; in addition, the residual term of their service agreements was extended to 31 March 2025 and a target achievement level of at least 80% was agreed for the assessment of the STI and the LTI base amount for the twelve-month period beginning on 1 June 2022. Ulric Bernard Schäferbarthold may give extraordinary notice of termination for the last time with effect from 30 June 2024. A slight reduction of his regular term of contract has been agreed with him, which will end on 30 June 2024 (instead of 31 October 2024 as previously). He was also promised financial compensation for postponing the termination. This compensation amounts to two years' remuneration if Ulric Bernard Schäferbarthold does not exercise his extraordinary right of termination to take effect before 30 June 2024 and thus continues to work for the Company for the

full residual term of his service agreement. If Ulric Bernard Schäferbarthold exercises his extraordinary right of termination as of an earlier effective date, the compensation is reduced pro rata temporis. In this case, he receives the contractually agreed severance payment for the unexpired portion of the residual term of his service agreement. In calculating the compensation and any severance payment, he is guaranteed a target achievement level of 100% for the calculation of the STI. All aforementioned agreements with Dr. Lea Corzilius, Ulric Bernard Schäferbarthold and Björn Twiehaus are subject to the condition precedent that a correspondingly revised remuneration system be submitted to the Annual General Meeting of HELLA GmbH & Co. KGaA on 30 September 2022 for approval.

D) Post-contractual non-competition clause

The managing directors continue to be subject to a post-contractual non-competition clause, which is intended to protect the Company's interests by preventing the managing directors from being employed subsequently by major competitors of HELLA GmbH & Co. KGaA. The duration of the post-contractual non-competition clause is agreed individually and ranges from 12 to 24 months. During the non-competition period, the Managing Director receives non-compete compensation in the amount of 50% of the last annual fixed salary, with any compensation for early termination of the contract and other income from work to be credited during the non-competition period. The compensation is paid monthly. The total amount of the non-compete compensation is credited to a pension commitment owed by the Company (see Section I. 3. D) above). Prior to the end of the service agreement, in individual cases, the Company may waive the post-contractual non-compete clause. As a result, the compensation is only payable for a period of six months from the date of said clause being waived. If the service agreement ends on reaching the statutory retirement age or by a termination declared by the Company for a compelling reason, the Company will immediately be released from the obligation to pay compensation if it has waived compliance with the non-compete clause before or at the same time as the end of the service agreement.

In the fiscal year 2021/2022, no compensation payments were made in accordance with the said rules (prior year: €75 thousand).

7. Recognition of remuneration for work on supervisory boards or similar bodies

The assumption of Supervisory Board and similar mandates in the professional sector requires the prior approval of the Shareholder Committee. If members of the Management Board hold positions on the management or executive board, or on Supervisory Board mandates or similar mandates within the Group as well as in offices in associations or similar organisations, any remuneration granted as part of such will be counted against the annual fixed salary. In the case of other mandates, in particular those outside the Group, the Shareholder Committee determines a deduction on a case-by-case basis. In particular, it takes into account the extent to which the Company has to dispense with the individual labour of the Managing Director as a result of the mandate being assumed.

8. Transaction bonus

In addition, the members of the family shareholder pool had promised the Management Board members a one-off transaction bonus – to be borne by the family shareholders and not by HELLA GmbH & Co. KGaA – in the event that an investor was obliged either individually or together with other investors or family shareholders to submit a takeover or mandatory bid to all Company shareholders before 31 December 2021. This bonus is not part of the remuneration system for the Management Board. With the public takeover offer of 27 September 2021 by Faurecia Participations GmbH, a subsidiary of Faurecia SE, the condition for the one-time transaction bonus was fulfilled. Subsequently, the family shareholders set the transaction bonus at their reasonable discretion at €6,000 thousand for Dr. Rolf Breidenbach, € 1,000 thousand for Dr. Lea Corzilius, € 2,000 thousand for Dr. Frank Huber, € 3,000 thousand for Ulric Bernard Schäferbarthold and € 1,000 thousand for Björn Twiehaus. In particular, the additional workload incurred by the members of the Management Board as a result of the transaction as well as the protection of the Company's interests and the value realisation associated with the transaction for all the Company's shareholders were taken into account.

As a benefit granted by third parties, the one-off transaction bonus is not included in the presentations of the remuneration granted and owed under Section I. 9.

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9. Remuneration granted and owed to the members of the Management Board

The following table shows – grouped into current and former members of the Management Board in the fiscal year 2021/2022 – the individual remuneration granted and owed to the members of the Management Board in accordance with Section 162 (1) AktG for the fiscal year 2021/2022 and the same period of the prior year. The remuneration is deemed “granted”

when the activity on which it is based has been performed in full, irrespective of whether it is received in the fiscal year itself or at the beginning of the following fiscal year. In the case of the multi-year variable remuneration (LTI), this is the case at the end of the calculation period. The remuneration is deemed “owed” when the Company has a legal obligation towards the members of the Management Board that is due but not yet fulfilled.

Current members of the Management Board in office in the fiscal year 2021/2022

€ thousand		Fixed salary	One-year	Multiple-year	Sonstiges ²	Total remuneration according to AktG
			variable remuneration (STI)	variable remuneration (LTI) ¹		
Dr. Rolf Breidenbach	2021/2022	1,565	570	240	59	2,434
	2020/2021	1,468	3,764	512	59	5,803
Yves Andres (as of 15.04.2022)	2021/2022	55	18	0	4	77
	2020/2021	0	0	0	0	0 ³
Dr. Lea Corzilius (as of 01.10.2020)	2021/2022	457	147	0	12	616
	2020/2021	293	699	0	10	1,002
Dr. Frank Huber	2021/2022	608	201	156	33	998
	2020/2021	570	1,462	49	31	2,112
Ulric Bernard Schäferbarthold	2021/2022	648	296	189	11	1,144
	2020/2021	608	1,539	425	11	2,583
Björn Twiehaus (as of 01.04.2020)	2021/2022	587	194	0	28	809
	2020/2021	418	1,058	0	27	1,503
Total	2021/2022	3,920	1,426	585	147	6,078
	2020/2021	3,357	8,522	986	138	13,003
Former members of the Management Board⁴						
Dr. Jürgen Behrend	2021/2022	0	0	0	454	454
	2020/2021	0	0	204	449	653
Dr. Werner Benade	2021/2022	0	0	8	0	8
	2020/2021	0	0	247	0	247
Stefan Osterhage	2021/2022	0	0	18	202	220
	2020/2021	0	0	273	201	474
Dr. Nicole Schneider	2021/2022	0	0	5	0	5
	2020/2021	0	0	0	0	0

¹ Represents the payment amount of the LTI instalment expiring in the respective fiscal year and not the LTI instalment allocated for the respective fiscal year.

² Other remuneration includes, in particular, non-cash benefits from the use of company cars for current members of the Management Board and pension payments or the pro rata payment from the capital account for former members of the Management Board.

³ Yves Andres was not yet a member of the Management Board in the fiscal year 2020/2021 and therefore received no remuneration from the Company.

⁴ There were pension payments of € 150 thousand in the fiscal year 2021/2022 for managing directors who had already ended their employment at least 10 years ago.

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The above table contains - in combination with the table presented above under Section I. 3 D) on individual service costs – all information within the meaning of Sample table 2 to Section 4.2.5, para. 3 (2nd indent) of the German Corporate Governance Code (DCGK) in the version of 7 February 2017 on remuneration received or yet to be received.

The individual remuneration of the members of the Management Board for the fiscal year 2021/2022 shown in the table above thus corresponds to the following relative distribution:

Current members of the Management Board in office in the fiscal year 2021/2022						
in %		Fixed salary	One-year variable remuneration (STI)	Multiple-year variable remuneration (LTI)¹	Other	Total remuneration according to AktG²
Dr. Rolf Breidenbach	2021/2022	64	23	10	2	100
	2020/2021	25	65	9	1	100
Yves Andres (as of 15.04.2022)	2021/2022	71	23	0	5	100
	2020/2021	0	0	0	0	0
Dr. Lea Corzilius (as of 01.10.2020)	2021/2022	74	24	0	2	100
	2020/2021	29	70	0	1	100
Dr. Frank Huber	2021/2022	61	20	16	3	100
	2020/2021	27	69	2	1	100
Ulric Bernard Schäferbarthold	2021/2022	57	26	17	1	100
	2020/2021	24	60	16	0	100
Björn Twiehaus (as of 01.04.2020)	2021/2022	73	24	0	3	100
	2020/2021	28	70	0	2	100
Former members of the Management Board						
Dr. Jürgen Behrend	2021/2022	0	0	0	100	100
	2020/2021	0	0	31	69	100
Dr. Werner Benade	2021/2022	0	0	100	0	100
	2020/2021	0	0	100	0	100
Stefan Osterhage	2021/2022	0	0	8	92	100
	2020/2021	0	0	58	42	100
Dr. Nicole Schneider	2021/2022	0	0	100	0	100
	2020/2021	0	0	100	0	0

¹ For the members of the Management Board in office in the fiscal year 2021/2022, the share of the LTI is noticeably below the share of the annual target remuneration shown under Section I. 1. The primary reason for this is that the existing remuneration system was only introduced for the fiscal year 2019/2020 and the LTI amounts paid out in the fiscal year 2021/2022 still originate from the previous remuneration system.

² All individual remuneration components are rounded in accordance with commercial rounding principles, so that minor deviations may arise when adding them up to the total remuneration.

10. Liability remuneration for Hella Geschäftsführungsgesellschaft mbH

Under Article 8 of the Articles of Association, Hella Geschäftsführungsgesellschaft mbH as the General

Partner receives liability remuneration of 5% of its paid-in share capital payable on the balance sheet date. The company spent € 1 thousand (prior year: € 1 thousand) on this.

II. Remuneration of the Supervisory Board

Under Article 16 of the Articles of Association, the Annual General Meeting determines the remuneration payable to the members of the Supervisory Board. According to the currently valid resolution of the Annual General Meeting of 27 September 2019, the remuneration system for the members of the Supervisory Board provides for the following components. This is a purely fixed remuneration which, in the opinion of the Company, is best suited to the task profile of the Supervisory Board (100% fixed remuneration). The latter's task profile is to advise and monitor the Management Board impartially and without being influenced by financial incentives. In the Company's estimation, this is the best way to promote the Company's business strategy and long-term performance.

The following remuneration, as broken down, is granted to the members of the Supervisory Board:

- All members of the Supervisory Board receive annual remuneration of € 50 thousand.
- The Chairman of the Supervisory Board receives annual remuneration of € 100 thousand, and each Deputy Chairman € 75 thousand.
- Each member of the Audit Committee receives additional annual remuneration of € 25 thousand. The Chairman of the Audit Committee receives additional annual remuneration of € 50 thousand.

Members serving on the Supervisory Board for only part of the fiscal year receive a corresponding time-proportionate amount.

The members of the Nomination Committee do not receive any additional remuneration. All members of the Supervisory Board are reimbursed for all expenses which they incur in the performance of their duties plus any value added tax. No attendance fees are paid.

As members of the Company's governing bodies, the members of the Supervisory Board are covered by the Group's D&O insurance. This cover is subject to an excess of at least 10% per claim, which however is capped at one-and-a-half times the fixed annual remuneration.

The following table shows the individual remuneration granted and owed to the members of the Supervisory Board for the fiscal years 2021/2022 and 2020/2021. The remuneration is deemed "granted" when the activity on which it is based has been performed in full, irrespective of whether it is received in the fiscal year

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itself or at the beginning of the following fiscal year. The remuneration is deemed "owed" when the Com-

pany has a legal obligation towards the members of the Supervisory Board that is due but not yet fulfilled:

in € thousand	Fixed remuneration		Remuneration for committee work		Total remuneration	
	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021
Klaus Kühn (Chairman)	100	100	50	50	150	150
Heinrich-Georg Bölter (Deputy Chairman up to 09.03.2022)	58	75	-	-	58	75
Tatjana Bengsch (as of 09.02.2022)	15	-	-	-	15	-
Michaela Bittner	50	50	-	-	50	50
Paul Hellmann	50	50	25	25	75	75
Gabriele Herzog (as of 09.02.2022)	15	-	6	-	75	75
Dr. Dietrich Hueck (up to 08.02.2022)	35	50	-	-	35	50
Stephanie Hueck (up to 08.02.2022)	35	50	-	-	35	50
Dr. Tobias Hueck (up to 08.02.2022)	35	50	-	-	35	50
Susanna Hülsbömer	50	50	-	-	50	50
Rupertus Kneiser (as of 09.02.2022)	15	-	-	-	15	-
Andreas Marti (as of 09.02.2022)	15	-	-	-	15	-
Manfred Menningen	50	50	25	25	75	75
Thorsten Muschal (as of 09.02.2022)	15	-	-	-	-	-
Claudia Owen (up to 08.02.2022)	35	50	-	-	35	50
Dr. Thomas B. Paul (up to 08.02.2022)	35	50	17	25	52	75
Britta Peter	50	50	-	-	50	50
Christoph Rudiger	50	50	-	-	50	50
Christophe Schmitt (as of 09.02.2022)	15	-	-	-	15	-
Franz-Josef Schütte	50	50	-	-	50	50
Kirsten Schütz (as of 09.02.2022)	15	-	-	-	15	-
Charlotte Sötje (up to 08.02.2022)	35	50	-	-	35	50
Christoph Thomas (up to 08.02.2022)	35	50	-	-	35	50
Total	858	875	123	125	981	1,000

III. Remuneration of the Shareholder Committee

Under Article 28 of the Articles of Association, the Annual General Meeting determines the remuneration payable to the Shareholder Committee. According to the currently valid resolution of the Annual General Meeting of 27 September 2019, the remuneration system for the members of the Shareholder Committee provides for the following components: As with the Supervisory

Board, this is a purely fixed remuneration (100% fixed remuneration). The Shareholder Committee, too, has the task of advising and monitoring the Management Board impartially and without being influenced by financial incentives, because in the Company's estimation this is the best way to promote its business strategy and long-term performance.

The Chairman of the Shareholder Committee receives an annual remuneration of € 360 thousand. All other members receive an annual remuneration of € 120 thou-

Remuneration report for the fiscal year 2021/2022

sand. Members serving on the Shareholder Committee for only part of the fiscal year receive a corresponding time-proportionate amount. There is no additional remuneration for membership of committees.

All members of the Shareholder Committee are entitled to be reimbursed for all expenses which they incur in the performance of their duties, and for any value added tax. No attendance fees are paid.

As members of the Company's governing bodies, the members of the Shareholder Committee are covered by the Group's D&O insurance. This cover is subject to an

excess of at least 10% per claim, which however is capped at one-and-a-half times the fixed annual remuneration.

The following table shows the individual remuneration granted and owed to the members of the Shareholder Committee for the fiscal years 2021/2022 and 2020/2021. The remuneration is deemed "granted" when the activity on which it is based has been performed in full, irrespective of whether it is received in the fiscal year itself or at the beginning of the following fiscal year. The remuneration is deemed "owed" when the Company has a legal obligation towards the members of the Shareholder Committee that is due but not yet fulfilled:

in € thousand	Total remuneration	
	2021/2022	2020/2021
Carl-Peter Forster (Chairman)	360	360
Dr. Jürgen Behrend (Deputy Chairman up to 30.09.2021)	40	120
Patrick Koller (Deputy Chairman as of 04.02.2022)	38	-
Horst Binnig (up to 30.04.2022)	110	120
Samuel Christ (up to 04.02.2022)	82	120
Nolwenn Delaunay (as of 04.02.2022)	38	-
Michel Favre (as of 04.02.2022)	38	-
Roland Hammerstein (up to 04.02.2022)	82	120
Klaus Kühn	120	120
Dr. Matthias Röpke (up to 04.02.2022)	82	120
Christophe Schmitt (as of 04.02.2022)	38	-
Jean-Pierre Sounillac (as of 04.02.2022)	38	-
Konstantin Thomas (up to 04.02.2022)	82	120
Total	1,150	1,200

IV. Comparative presentation of earnings trends of the Company and the Group, remuneration of employees and the governing bodies

In accordance with Section 162 (1) sentence 2 no. 2 AktG, the following table shows trends in HELLA's earnings, the change in the average remuneration of employees on a full-time equivalent basis and the change in the remuneration of the members of the Management Board, the Supervisory Board and the Shareholder Committee. Pursuant to Section 26j (2) sentence 2 of the Introductory Act to the Stock Corporation Act (EGAktG), the comparison shown com-

mences with the 2020/2021 fiscal year. Since the remuneration of the members of the Supervisory Board and the Shareholder Committee is purely fixed and was not changed during the period under review, the relative changes relating to the individual members result from new members joining or leaving during the year or from changes in committee membership.

The presentation of average employee remuneration is based on the workforce in the German companies¹ consolidated in the consolidated financial statements for the fiscal year 2021/22. This group of people comprised an average of 7,560 employees (on a full-time equivalent basis)² in the fiscal year 2021/2022. The average annual remuneration of employees comprises the gross remuneration paid plus the employer's contribution to social security and non-cash benefits granted, less settlements and inventor's compensa-

¹With the exception of Docter Optics SE and its German subsidiaries.

²Excluding external temporary workers, doctoral students, trainees, apprentices and interns; pro rata consideration of part-time employees and employees in partial retirement.

Remuneration report for the fiscal year 2021/2022

tion. Payments of short-time working allowances were not taken into account as a remuneration component. Remuneration received by employees for serving on the Supervisory Board of HELLA GmbH & Co. KGaA were also not taken into account.

For the members of the Management Board, the Supervisory Board and the Shareholder Committee, the remuneration granted and owed in the respective fiscal year is presented. The remuneration is deemed "grant-

ed" when the activity on which it is based has been performed in full, irrespective of whether it is received in the fiscal year itself or at the beginning of the following fiscal year. For the multi-year variable remuneration (LTI), this is the case at the end of the calculation period. The remuneration is deemed "owed" when the Company has a legal obligation towards the members of the respective corporate body that is due but not yet fulfilled.

	Fiscal year 2021/ 2022 (in € thousand)	Changes in %	Fiscal year 2020/2021 (in € thousand)
I. Earnings trends			
Net loss/profit for the year of HELLA GmbH & Co. KGaA (HGB)	35,047	+196%	-36,558
Group EBIT (adjusted)	278,816	-45%	510,405
II. Average remuneration of employees on a full-time equivalent basis			
Group workforce in Germany	84	+9%	77
III. Remuneration of the Management Board			
Current members of the Management Board in office in the fiscal year 2021/2022			
Dr. Rolf Breidenbach (President and CEO)	2,434	-58%	5,803
Yves Andres (as of 15.04.2022)	77	- ¹	-
Dr. Lea Corzilius (as of 01.10.2020)	616	-39%	1,002
Dr. Frank Huber	998	-53%	2,112
Ulric Bernard Schäferbarthold	1,144	-56%	2,583
Björn Twiehaus	809	-46%	1,503
Former members of the Management Board			
Dr. Jürgen Behrend	454	-30%	653
Dr. Werner Benade	8	-97% ²	247
Stefan Osterhage	220	-54%	474
- thereof capital account	202	0%	201
- thereof LTI	18	-93%	273
Dr. Nicole Schneider	5	- ¹	-
IV. Remuneration of the Supervisory Board			
Klaus Kühn (Chairman)	150	0%	150
Heinrich-Georg Bölter (Deputy Chairman, up to 09.03.2022)	58	-23%	75
Tatjana Bengsch (as of 09.02.2022)	15	- ¹	-
Michaela Bittner	50	0%	50
Paul Hellmann	75	0%	75
Gabriele Herzog (as of 09.02.2022)	21	- ¹	-
Dr. Dietrich Hueck (up to 08.02.2022)	35	-30%	50
Stephanie Hueck (up to 08.02.2022)	35	-30%	50
Dr. Tobias Hueck (up to 08.02.2022)	35	-30%	50
Susanna Hülsbömer	50	0%	50
Rupertus Kneiser (as of 09.02.2022)	15	- ¹	-
Andreas Marti (as of 09.02.2022)	15	- ¹	-
Manfred Menningen	75	0%	75
Thorsten Muschal (as of 09.02.2022)	15	- ¹	-

Remuneration report for the fiscal year 2021/2022

Claudia Owen (up to 08.02.2022)	35	-30%	50
Dr. Thomas B. Paul (up to 08.02.2022)	52	-31%	75
Britta Peter	50	0%	50
Christoph Rudiger	50	0%	50
Christophe Schmitt (as of 09.02.2022)	15	- ¹	-
Franz-Josef Schütte	50	0%	50
Kirsten Schütz (as of 09.02.2022)	15	- ¹	-
Charlotte Sötje (up to 08.02.2022)	35	-30%	50
Christoph Thomas (up to 08.02.2022)	35	-30%	50
V. Remuneration of the Shareholder Committee			
Carl-Peter Forster (Chairman)	360	0%	360
Dr. Jürgen Behrend (up to 30.09.2021, Deputy Chairman)	40	-67%	75
Patrick Koller (as of 04.02.2022, Deputy Chairman)	38	- ¹	-
Horst Binnig (up to 30.04.2022)	110	-8%	120
Samuel Christ (up to 04.02.2022)	82	-32%	120
Nolwenn Delaunay (as of 04.02.2022)	38	- ¹	-
Michel Favre (as of 04.02.2022)	38	- ¹	-
Roland Hammerstein (up to 04.02.2022)	82	-32%	120
Klaus Kühn	120	0%	120
Dr. Matthias Röpke (up to 04.02.2022)	82	-32%	120
Christophe Schmitt (as of 04.02.2022)	38	- ¹	-
Jean-Pierre Sounillac (as of 04.02.2022)	38	- ¹	-
Konstantin Thomas (up to 04.02.2022)	82	-32%	120

¹ Calculation of a change not possible, as the assumption of office only took place in the fiscal year 2021/2022 or no remuneration was granted or owed in the prior year.

² Change is not adjusted for effects from the differing amounts of reduction of the LTI instalments in the individual fiscal years due to the differing length of the respective remaining calculation period at the time of resignation (see above in Section I. 3. C) under "Reductions upon termination of service agreement").

Lippstadt, 05 August 2022

For the General Partner



Michel Favre
(Chairman)



Bernard Schäferbarthold
(Finances)

For the Shareholder Committee



Carl-Peter Forster
(Chairman)

Auditor's Report

To HELLA GmbH & Co. KGaA, Lippstadt

We have audited the remuneration report of HELLA GmbH & Co. KGaA, Lippstadt, for the financial year from 1 June 2021 to 31 May 2022 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Managing Directors and the Shareholder Committee

The Managing Directors and the Shareholder Committee of HELLA GmbH & Co. KGaA are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The Managing Directors and the Shareholder Committee are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, in-

cluding the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Managing Directors and the Shareholder Committee, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 June 2021 to 31 May 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remune- ration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with HELLA GmbH & Co. KGaA. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Hannover, August 9, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Dr. Thomas Ull	Martin Schröder
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)



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