

Documents on Agenda Item 9:
Resolution on the remuneration of the Shareholder Committee

Remuneration of the members of the Shareholder Committee

1. Remuneration structure and objective

The remuneration of the members of the Shareholder Committee is based on the statutory requirements and the principles of good corporate governance. In accordance with Principle 25 of the German Corporate Governance Code as amended on 28 April 2022 ("DCGK"), the members of the Shareholder Committee receive a remuneration that is commensurate with their duties and the situation of the Company.

In accordance with Suggestion G.18 sentence 1 of the DCGK, variable remuneration is not provided for the members of the Shareholder Committee. Instead, the remuneration of the members of the Shareholder Committee is based purely on fixed remuneration.

The General Partner, the Shareholder Committee and the Supervisory Board are of the opinion that a fixed remuneration for members of the Shareholder Committee improves its independent and neutral monitoring and advisory function that is not influenced by financial incentives. In this way, conflicts of interest in the performance of the supervisory function as well as the taking of unnecessary business risks shall be avoided. The remuneration for the Shareholder Committee thus indirectly contributes to the successful implementation of the business strategy and the long-term development of the Company.

In line with Recommendation G.17 of the DCGK, the higher time demands placed on the Chairperson of the Shareholder Committee is appropriately taken into account and additionally remunerated in the remuneration.

This results in the following remuneration:

- Members of the Shareholder Committee shall receive an annual fixed remuneration in the amount of €120,000. The Chairperson of the Shareholder Committee shall receive an annual fixed remuneration in the amount of €360,000.
- Members of Committees do not receive any additional remuneration.
- No attendance fees will be paid.

The remuneration determined in this way shall be paid after the end of the fiscal year. If members of the Shareholder Committee do not serve for the full year, they shall receive remuneration on a pro rata basis. This applies accordingly to the chair of the Shareholder Committee.

2. Other benefits

The members of the Shareholder Committee are included in the Group's directors' and officers' liability insurance (D&O insurance). A deductible of at least 10% of the loss is provided for each claim, but limited to one and a half times the respective annual fixed compensation.

All members of the Shareholder Committee are entitled to reimbursement of all expenses incurred in connection with the performance of their mandate and to reimbursement of any value-added tax.

3. Procedures for reviewing the Shareholder Committee remuneration

The remuneration provisions are regularly reviewed for appropriateness by the General Partner, the Shareholder Committee and the Supervisory Board. The level of remuneration of the members of the Shareholder Committee is based on the respective market environment. The requirements placed on the members of the Shareholder Committee are taken into account as well as the time demands and the responsibility associated with the office. The higher remuneration of the members of the Shareholder Committee compared to the Supervisory Board takes into account the greater spectrum of tasks of the Shareholder Committee. In addition to advising and supervising the general partner, the

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Shareholders' Committee is also responsible, e.g. for exercising all rights arising from the Company's shares in Hella Geschäftsführungsgesellschaft mbH in particular for appointment and removal of the Managing Directors and the regulation of their employment relationship. The level of remuneration enables the Company to attract qualified candidates for the office and thus promote the long-term development of the Company.

If the review identifies a need for adjustment, the General Partner, the Shareholder Committee and the Supervisory Board shall submit an adjusted remuneration proposal to the Annual General Meeting for resolution in accordance with § 113 (3) sentence 1 AktG. If the Annual General Meeting does not approve the remuneration proposal, a revised remuneration proposal shall be submitted for resolution in accordance with §§ 113 (3) sentence 6, 120a (3) AktG at the latest at the following ordinary Annual General Meeting.

4. Term

The above provisions apply once resolved by the Annual General Meeting until a new resolution on the remuneration of the members of the Shareholder Committee is adopted by the General Meeting.