

Documents on Agenda Item 11:
Resolution on the remuneration for the Supervisory Board

Remuneration of the members of the Supervisory Board

1. Remuneration structure and objective

The remuneration of the members of the Supervisory Board 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 Supervisory Board 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 Supervisory Board. Instead, the remuneration of the members of the Supervisory Board 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 Supervisory Board serves an independent and neutral monitoring and advisory function that is not influenced by financial incentives. In this way, conflicts of interest with regard to the performance of the supervisory function are to be avoided and the taking of unnecessary business risks is to be avoided. In this way, the Supervisory Board remuneration indirectly contributes to the successful implementation of the business strategy and the long-term development of the Company.

In accordance with Recommendation G.17 of the DCGK, the higher time expenditure of the Chairperson and Deputy Chairperson of the Supervisory Board as well as the Chairperson and members of committees is appropriately taken into account and additionally remunerated in the remuneration.

This results in the following remuneration:

- Members of the Supervisory Board shall receive an annual fixed remuneration in the amount of € 50,000. The Chairperson of the Supervisory Board shall receive an annual remuneration in the amount of € 200,000, and each deputy shall receive an annual remuneration in the amount of € 100,000.
- Each member of the Audit Committee shall receive additional annual remuneration in the amount of € 25,000; the chairperson of the Committee shall receive such remuneration in the amount of € 50,000.
- The members of the Nomination Committee do not receive any additional remuneration.
- No attendance fees will be paid.

The remuneration determined in this way shall be paid at the end of the fiscal year. If members of the Supervisory Board do not serve for the full year, they shall receive remuneration on a pro rata basis. This applies accordingly to the membership on the Audit Committee and to the chairpersonship or deputy chairpersonship of the Supervisory Board or the Audit Committee.

2. Other benefits

The members of the Supervisory Board 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 Supervisory Board 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 Supervisory Board 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 Supervisory Board is based on the respective market environment. The requirements placed on the office of a member of the Supervisory Board are taken into account, the time required and the responsibility associated with the office. It should be borne

**Annual General Meeting
of HELLA GmbH & Co. KGaA on 30 September 2022**



in mind that in addition to the Supervisory Board, the Shareholder Committee also plays a key role in supervising the Management of the Company. 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. Validity period

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