Remuneration report of Stabilus SE for fiscal year 2023

1. Introduction

The remuneration report presents the remuneration system for the Management Board and the Supervisory Board members of Stabilus SE and provides information on the compensation awarded and due to the Management Board and the Supervisory Board members in fiscal year 2023 (fiscal year from October 1 to September 30). The remuneration report is prepared by the Management Board and Supervisory Board in accordance with the requirements of Section 162 Aktiengesetz (German Stock Corporation Act, AktG). Please refer to the declaration of compliance with the German Corporate Governance Code (GCGC) on our website at ir.stabilus.com/de/investor-relations/corporate-governance/.

The remuneration report is materially audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The remuneration report and the accompanying audit report can be found on the company's website at ir.stabilus.com/de/investor-relations/corporate-governance/. The remuneration report was prepared in German and English, with the German version being the leading version.

The values presented in the tables of the remuneration report may not add up precisely due to rounding. The same applies to the percentages shown, which may not represent the exact absolute values due to rounding.

2. Review of fiscal year 2023 from a compensation perspective

Approval of the remuneration report for fiscal year 2022 at the Annual General Meeting 2023

As a result of the change of the legal form of the company from a Société Anonyme (S.A.) under Luxembourg law into a European Company (Societas Europaea, SE) and the transfer of the registered office of the company from Luxembourg to Germany in fiscal year 2022, the remuneration report was for the first time prepared in accordance with the requirements of Section 162 AktG. The remuneration report 2022 was approved at the Annual General Meeting on February 15, 2023 with a majority of 95.81%.

In view of the high level of approval by the Annual General Meeting, the Management Board and Supervisory Board are encouraged to maintain the current level of transparency in the disclosure of Management Board and Supervisory Board compensation. In order to further align the remuneration reporting with best practice in Germany, the structure of the remuneration report has been adjusted towards the best practice and also the new remuneration system.

Approval of the remuneration system at the Annual General Meeting 2023

As a result of the changed regulatory requirements following the relocation of the company's registered office to Germany, the Supervisory Board revised the remuneration system for the Management Board and submitted the new remuneration system for the members of the Management Board of Stabilus SE to the Annual General Meeting on February 15, 2023 for approval in accordance with Section 120a (1)

AktG. The Annual General Meeting approved the new remuneration system for the Management Board with an approval rate of 94.66%.

The main changes to the new remuneration system for the Management Board are summarized in the following table. These have been applied to all active members of the Management Board since the start of fiscal year 2023.

Changes in new remuneration system

- ✓ **Extension of plan term for Performance Share Plan from three to four years** to strengthen long-term alignment of compensation of Management Board
- ✓ **Introduction of long-term variable compensation component focused on sustainability targets** to promote sustainability at Stabilus
- ✓ **Introduction of absolute cap on compensation** pursuant to § 87a (1) sentence 1 no. 1 AktG: EUR 3.9 million for the CEO and EUR 2.5 million for ordinary Management Board members
- ✓ Implementation of **comprehensive and customary malus and clawback clauses** for the entire variable compensation
- ✓ **No increased severance payments** in cases of change of control and **offset** of **severance payments** against payments from non-compete clauses as recommended in the GCGC

Figure 1: Main changes to the new remuneration system.

Beneficiaries of the Management and Supervisory Board compensation

In the past fiscal year, compensation was awarded and due to Dr. Michael Büchsner and Stefan Bauerreis as current members of the Management Board and Mark Wilhelms, Andreas Schröder and Andreas Sievers as former members of the Management Board:

- Dr. Michael Büchsner is the Chief Executive Officer of Stabilus SE and was appointed to the Management Board in 2019.
- Stefan Bauerreis is the Chief Financial Officer of Stabilus SE and was appointed to the Management Board as of June 1, 2022.
- Mark Wilhelms served as Chief Financial Officer until May 2022. His appointment as member of the Management Board as well as his service contract expired as stipulated on September 30, 2022. In fiscal year 2023, the post-contractual non-competition clause that applied for the period from October 1, 2022 to September 30, 2023 took effect.
- Andreas Schröder was the Group Financial Reporting Director and was appointed to the Management Board in 2014. As part of the relocation of Stabilus SE to Germany, the Management Board mandate of Mr. Schröder ended on August 31, 2022, but he continued to work for Stabilus as an

executive employee. The compensation disclosed only refers to the compensation awarded and due as a Management Board member.

- Andreas Sievers was the Director Group Accounting and Strategic Finance Projects of the Stabilus Group and was appointed to the Management Board in 2016. As part of the relocation of Stabilus SE to Germany, the Management Board mandate of Mr. Sievers ended on August 31, 2022 and he has not worked for the company since then.

In the past fiscal year, Dr. Stephan Kessel, Dr. Joachim Rauhut, Dr. Ralf-Michael Fuchs, Dr. Dirk Linzmeier and Inka Koljonen received benefits for Supervisory Board activities at Stabilus SE:

- Dr. Stephan Kessel has been the Chairman of the Supervisory Board since 2018. In addition, he is a member of the Remuneration and Nomination Committee (until September 2, 2022 he was the Chairman of the Remuneration and Nomination Committee) and the Audit Committee of the Supervisory Board of Stabilus SE.

- Dr. Ralf-Michael Fuchs has been a member of the Supervisory Board since 2015. In addition, he acts as Deputy Chairman since September 2, 2022 and as member of the Remuneration and Nomination Committee of the Supervisory Board of Stabilus SE.

- Dr. Joachim Rauhut has been a member of the Supervisory Board since 2015. In addition, he acts as Chairman of the Audit Committee of the Supervisory Board of Stabilus SE.

- Dr. Dirk Linzmeier has been a member of the Supervisory Board since 2018. In addition, he acts as member of the Remuneration and Nomination Committee of the Supervisory Board of Stabilus SE.

- Inka Koljonen has been a member of the Supervisory Board since 2022. In addition, she acts as member of the Audit Committee of the Supervisory Board of Stabilus SE.

3. Compensation of the Management Board in fiscal year 2023

3.1. Elements of Management Board compensation

The remuneration system is intended to make a significant contribution to the implementation of the corporate strategy and to the sustainable and long-term development of the company. It serves as a central steering element to harmonize the compensation of the Management Board with the interests of shareholders and other stakeholders. The Management Board and Supervisory Board work together to ensure that the incentives on which the variable compensation is based are also applied in a similar form to the management levels below the Management Board.

3.1.1. Establishment, implementation and review of the remuneration system and levels

The Supervisory Board decides on the remuneration system for the members of the Management Board and is advised by its Remuneration and Nomination Committee. If necessary, the Supervisory Board can also seek support from external independent experts, ensuring their independence from the Management Board and the company.

The remuneration system adopted by the Supervisory Board was submitted to the Annual General Meeting for approval (in accordance with Section 120a AktG). The Supervisory Board, supported by the Remuneration and Nomination Committee, regularly reviews the remuneration system. The Supervisory Board resubmits the remuneration system to the Annual General Meeting for approval whenever a material change is made, but at least every four years.

The compensation of the members of the Management Board is determined by the Supervisory Board on the basis of the remuneration system, with the Remuneration and Nomination Committee preparing the decision of the Supervisory Board. The Supervisory Board ensures that the compensation is appropriate in relation to the tasks and performance of a Management Board member as well as the economic situation of the company and does not exceed the standard market compensation without special reasons. Therefore, the Supervisory Board carries out a horizontal and a vertical compensation comparison.

As part of the horizontal comparison, a group consisting of companies comparable to Stabilus is used. Most recently, these were the SDAX companies, as the SDAX companies were comparable to Stabilus at the time in terms of size, location and complexity.

In addition, the compensation and employment conditions of the employees are also taken into account when determining and reviewing the compensation levels. As part of the vertical comparison, the Supervisory Board considers the ratio of the Management Board to the compensation of senior management and the workforce as a whole, particularly in terms of its development over time.

3.1.2. Target compensation of the Management Board in fiscal year 2023

The members of the Management Board are contractually entitled to a target compensation based on their position and the skills relevant to their activities. The target compensation consists of the compensation granted for the fiscal year, which would be paid out if 100% of the targets are achieved.

With effect from October 1, 2022, when the new remuneration system came into force, the Supervisory Board adjusted the target compensation of the Management Board members. In this context, the Supervisory Board increased the base salary of the Chief Executive Officer, Dr. Michael Büchsner, by around 7%, while the base salary of Mr. Stefan Bauerreis remained unchanged.

In addition to the previous Performance Share Plan, the Supervisory Board introduced the ESG-LTI as a further multi-year variable compensation component. In line with the company's objectives, this places a stronger focus on the central theme of sustainability and provides an additional incentive in this regard. Overall, the adjustment to the total target compensation (base salary, pension allowance, one-year and multi-year variable compensation) amounts to 15% for Dr. Michael Büchsner and 7% for Stefan Bauerreis.

The adjustment of the target compensation is in line with the positive development of the company. The Supervisory Board was supported by an independent external compensation expert in adjusting the compensation levels. It was confirmed that the adjusted compensation levels are in line with market practice.

The following table shows the composition of the individual compensation components in fiscal year 2023 for the active Management Board members, including the key valuation parameters:

Target compensation of the Management Board

	Dr. Michael Büchsner, Chief Executive Officer			Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)		
	2023		2022	2023		2022*
	in €k	in %	in €k	in €k	in %	in €k
Base salary	540	33%	504	348	33%	116
Fringe benefits	15	1%	11	13	1%	6
Pension substitute	162	10%	151	104	10%	35
One-year variable compensation	324	20%	302	209	20%	70
Short-Term Incentive 2022	*-*		*302*	*-*		*70*
Short-Term Incentive 2023	*324*		-	*209*		-
Multi-year variable compensation	594	36%	454	383	36%	105
PSP 2022 (2022-2024)	*-*		*454*	*-*		*105*
PSP 2023 (2023-2026)	*486*		-	*313*		-
ESG-LTI 2023 (2023-2026)	*108*		-	*70*		
Total compensation	1,635	100%	1,422	1,057	100%	332

* Pro rata temporis compensation due to appointment to the Management Board during fiscal year 2022.

3.2. Overview of the remuneration system and compensation structure

The remuneration system consists of fixed and variable compensation components, the sum of which determines the total compensation of the Management Board members. The remuneration system also includes other contractual provisions such as malus/clawback and shareholding obligations (in accordance with the Share Ownership Guidelines - SOG).

<table>
<tr><td rowspan="3">Fixed compen-sation</td><td>Base salary</td><td colspan="2">▪ Fixed annual salary paid out in twelve equal installments</td></tr>
<tr><td>Benefits</td><td colspan="2">▪ Essentially, company car, accident insurance, D&O insurance, personal tax advice, periodic reimbursement for relocation costs</td></tr>
<tr><td>Pension substitute</td><td colspan="2">▪ Annual allowance at 30% of base salary</td></tr>
<tr><td rowspan="14">Variable compen-sation</td><td rowspan="4">Short-Term Incentive (STI)</td><td>Target</td><td>▪ 60% of base salary</td></tr>
<tr><td>Type</td><td>▪ Target bonus</td></tr>
<tr><td>Performance targets</td><td>▪ 70%: adj. EBIT
▪ 30%: adj. free cashflow
▪ Multiplier (0.8 - 1.2) for individual performance, team performance and stakeholder targets</td></tr>
<tr><td>Cap</td><td>▪ 200% of target</td></tr>
<tr><td rowspan="5">Performance Share Plan</td><td>Target</td><td>▪ 90% of base salary</td></tr>
<tr><td>Type</td><td>▪ Performance Share Plan (virtual shares)</td></tr>
<tr><td>Term</td><td>▪ Four years (three-year performance period and one-year holding period for virtual shares)</td></tr>
<tr><td>Performance targets</td><td>▪ 70% relative Total Shareholder Return (TSR)
▪ 30% adj. EBIT margin</td></tr>
<tr><td>Cap</td><td>▪ 250% of target</td></tr>
<tr><td rowspan="5">ESG-LTI</td><td>Target</td><td>▪ 20% of base salary</td></tr>
<tr><td>Type</td><td>▪ Performance Cash Plan</td></tr>
<tr><td>Term</td><td>▪ Four years</td></tr>
<tr><td>Performance targets</td><td>▪ Strategic and relevant sustainability goals</td></tr>
<tr><td>Cap</td><td>▪ 150% of target</td></tr>
<tr><td rowspan="3">Other contractual provisions</td><td colspan="2">Malus/clawback</td><td>▪ Possibility of partial or full reduction or clawback of entire variable compensation</td></tr>
<tr><td colspan="2">Share Ownership Guidelines (SOG)</td><td>▪ Obligation to purchase and hold shares during appointment
▪ Four-year build-up phase, target investment in amount of one gross base salary</td></tr>
<tr><td colspan="2">Maximum compensation</td><td>▪ CEO: €3.9 million
▪ Ordinary Management Board members: €2.5 million</td></tr>
</table>

Figure 2: Overview of the remuneration system.

The compensation structure, i.e. the relative shares of the individual fixed and variable components in the total compensation of the members of the Management Board, reflects two central principles that are particularly important in the design of the remuneration system: Pay-for-Performance and the sustainable and long-term development of the company.

The Pay-for-Performance concept is reflected in the high relative proportion of variable compensation components. The fixed compensation (base salary and pension substitute, excluding fringe benefits) accounts for 43% of the total target compensation excluding fringe benefits, while the variable compensation (Short-Term Incentive, Performance Share Plan, ESG-LTI) accounts for 57% of the total target compensation excluding fringe benefits. The variable compensation components are taken into account on the basis of their respective target amounts, i.e. the payout amount in the event of a target achievement of 100% is taken into account. This means that the compensation of the members of the Management Board is highly dependent on performance and success.

The incentive for sustainable and long-term development of the company, as required by Section 87 (1) sentence 2 AktG, is achieved in particular through the weighting of the variable compensation components. The ratio of one-year to multi-year variable compensation is around 35% to 65%. This means that compensation with long-term targets significantly exceeds compensation with short-term targets, without neglecting the latter. Thus, the achievement of annual operating targets also forms a key basis for the success and long-term development of the company.

Figure 3 below illustrates the maturity structure of the variable compensation components of the members of the Management Board.

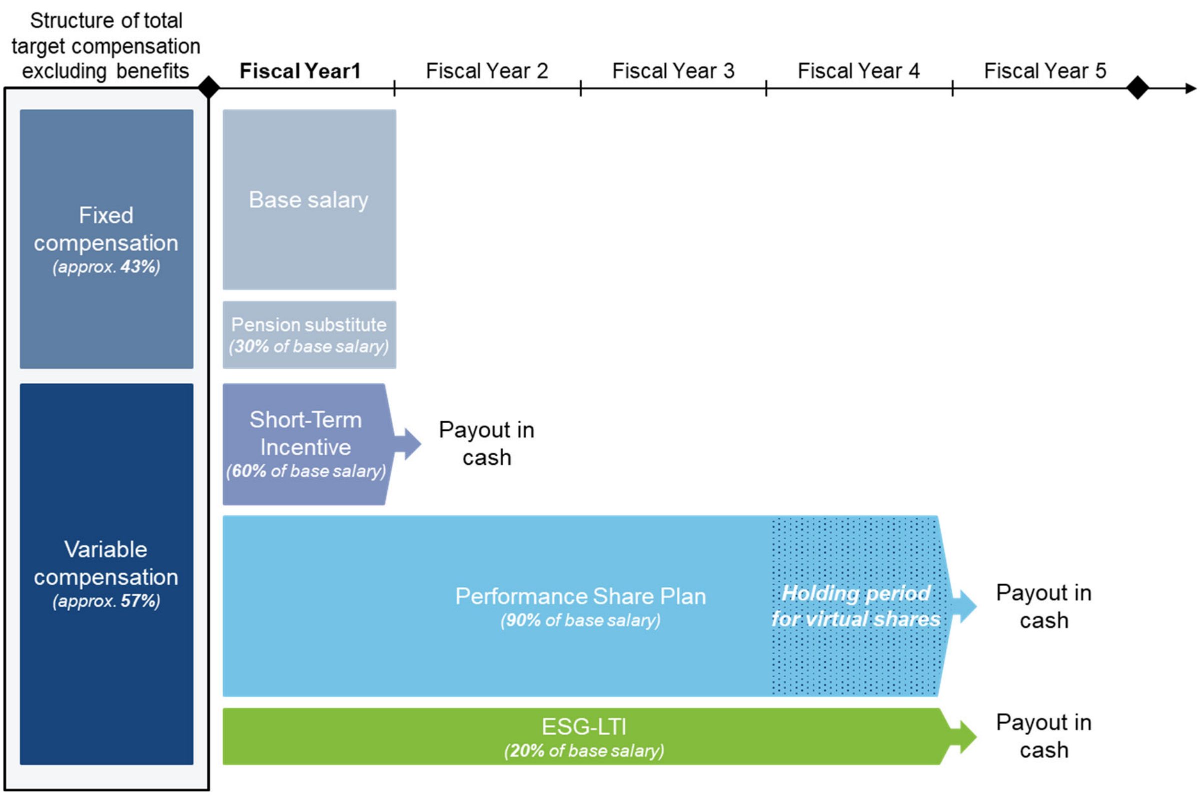

Figure 3: Structure of the total target compensation excluding fringe benefits and payout dates of the compensation components.

3.3. Application of the remuneration system in fiscal year 2023

3.3.1. Fixed compensation

3.3.1.1. Base salary

The base salary is a fixed compensation per fiscal year, based on the area of responsibility and experience of the respective Management Board member and is paid out in twelve equal monthly instalments.

3.3.1.2. Fringe benefits

Benefits in kind and customary fringe benefits are granted, such as the provision of a mid-sized executive company car which can also be used for private purposes. Moreover, there is accident insurance for the members of the Management Board, and Stabilus reimburses the members of the Management Board for a portion of their contributions to statutory or private health and long-term care insurance and voluntary pension insurance, but limited to the usual employer contributions. In addition, Stabilus may reimburse accommodation costs of new Management Board members for a period of up to six months. Stabilus also reimburses the Management Board members for reasonable costs for personnel tax advice or tax declaration filing costs arising out of the former Luxembourg employment.

Stabilus provides customary Director & Officer insurance (D&O insurance) coverage to the Management Board members. The insurance provides for a deductible of 10% of the damage to be borne by the Management Board members, up to an amount which equals 1.5 times the individual base salary. Furthermore, the Management Board members are provided with an accident insurance.

3.3.1.3. Pension substitute

Individual Management Board members receive an annual pension contribution in form of a pension substitute. The annual contribution of Stabilus amounts up to 30% of the individual base salary which is paid out in twelve equal instalments.

3.3.2. Variable compensation

3.3.2.1. Short-Term Incentive

The Short-Term Incentive depends on the economic success in the respective fiscal year. The Short-Term Incentive is calculated using the target achievement (0% - 200%) of the two financial targets adj. EBIT (70% weighting) and adj. Free Cashflow (30% weighting) of the Stabilus Group determined for the fiscal year as well as a modifier (factor 0.8 to 1.2) to evaluate the individual and team performance of the Management Board members and the achievement of predefined stakeholder targets. The final payout is limited to a maximum of 200% ("cap") of the individual target amount. The target amount is agreed with each Management Board member in their service contract and amounts to 60% of their individual base salary.

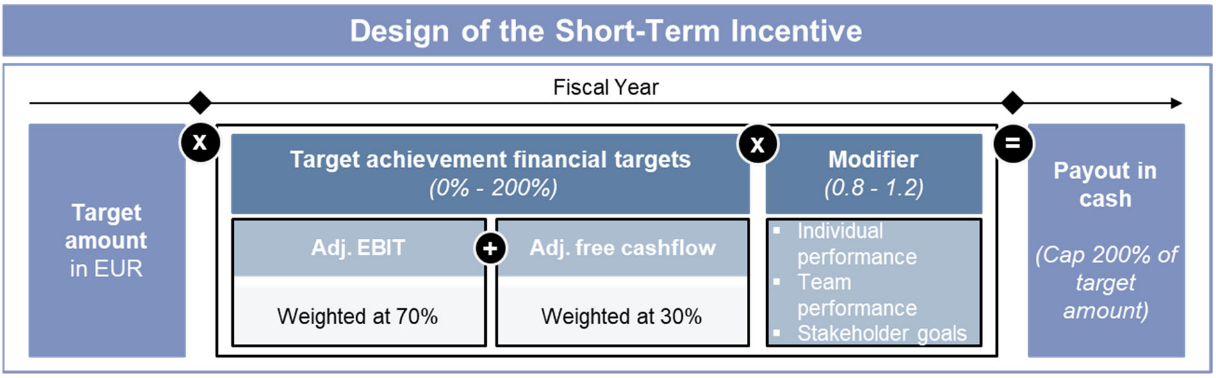

Figure 4: Design of the Short-Term Incentive.

Financial targets of the STI

The financial performance targets adj. EBIT (adjusted for extraordinary special effects, e.g. restructuring expenses or one-off strategic consulting expenses as well as amortization of fair value adjustments from purchase price allocations (PPA)) and adj. free cashflow (cash flows from operating activities and cash flows from investing activities before acquisitions, divestitures and items that are taken into account when adjusting EBIT (e.g. restructuring expenses or one-off strategic consulting expenses) are Key Performance Indicators (KPIs) for the operational and economic success of Stabilus. EBIT is a commonly used measure of operational performance in the industry that measures profitable growth and also considers depreciation and amortization. Free cashflow is an important indicator for measuring freely available liquidity and is a common basis for calculating cash flow-based company valuations. For shareholders, free cashflow is also an important indicator for the generation of funds available for debt servicing and distribution of dividends to shareholders. EBIT and free cashflow are adjusted for portfolio changes (e.g. acquisitions or disposals), among other things, and are therefore geared towards organic growth. Adj. EBIT and adj. free cashflow are used as part of the STI, as these KPIs better reflect the company's operating performance. For further information on adj. EBIT and adj. free Cashflow of the Stabilus Group, please refer to our annual report for the fiscal year 2023, which is available on the company’s website (the consolidated financial statements of Stabilus SE include Stabilus and its subsidiaries, hereinafter referred to as the “Stabilus Group”).

Target achievement for adj. EBIT and adj. free cashflow is based on a comparison of the values actually achieved at the end of a fiscal year with annual targets (“target values”), which are set by the Supervisory Board at the beginning of each fiscal year on the basis of Stabilus' budget planning.

If the actual adj. EBIT of the respective fiscal year corresponds to 80% of the target value, the target achievement is 50%. If the actual adj. EBIT for the respective fiscal year is less than 80% of the target value, the target achievement is 0%. If the actual adj. EBIT is 100% of the target value, the target achievement is 100%. If the actual adj. EBIT for the respective fiscal year is 120% of the target value, this results in a target achievement of 200%. Further increases in adj. EBIT do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

If the actual adj. free cashflow of the respective fiscal year corresponds to 80% of the target value, the target achievement is 50%. If the actual adj. free cashflow for the respective fiscal year is less than 80% of the target value, the target achievement is 0%. If the actual adj. free cashflow is 100% of the target value, the target achievement is 100%. If the actual adj. free cashflow for the respective fiscal year is 140% of the target value, this results in a target achievement of 200%. Further increases in the adj. free cashflow do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

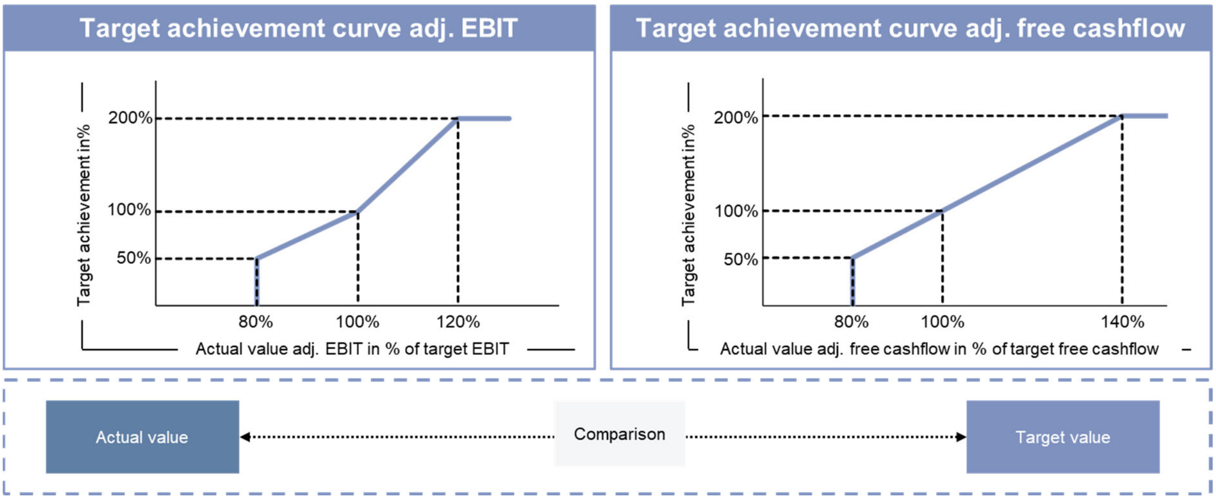

Figure 5: Target achievement curves for the financial targets of the STI.

On this basis, the overall achievement of the financial performance targets amounted to 137.28%.

The following table contains details on the derivation of the target achievement of the financial performance targets adj. EBIT and adj. Free Cashflow:

Target achievement for financial targets

Financial target	Weighting	Lower threshold	Target (Budget)	Upper threshold	Actual value	Target achievement
Adj. EBIT	70%	€121.8 million	€152.3 million	€182.8 million	€158.4 million	120.03%
Adj. free cashflow	30%	€65.5 million	€81.9 million	€114.7 million	€107.3 million	177.53%
					Weighted target achievement financial targets	***137.28%***

Modifier

To reflect the Management Board members’ individual as well as team performance and to consider stakeholder goals, the Supervisory Board assesses the individual achievement of each Management Board member based on predefined criteria. The specific criteria are agreed upon between the Supervisory Board and the Management Board at the beginning of each fiscal year. Relevant criteria could include customer satisfaction, corporate social responsibility, successful M&A and strategic projects. Furthermore the modifier allows the Supervisory Board to include long-term strategy goals such as “Internationalization”, “Innovation” and “One Stabilus” into the compensation scheme. The resulting modifier for adjusting the short-term incentive can take a value between 0.8 and 1.2. The modifier thereby functions as a bonus/malus mechanism. However, the modifier cannot lead to a payout of more than 200% of the individual target amount.

In the 2022/2023 fiscal year, the Executive Board successfully overcame particular challenges due to the acquisition of DESTACO and the implementation of strategic projects (including the restructuring of the Koblenz site and the first online Annual General Meeting in February 2023). A multiplier of 1.1 is set for Dr. Büchsner and a multiplier of 1.2 for Mr. Bauerreis.

Payout

The Short-Term Incentive is paid out after the end of each fiscal year by bank transfer with the salary statement. The following table shows the individual total target achievement and payouts for each member of the Management Board as a result of the financial performance targets and the modifier:

Overview STI 2023

Name of Management Board member, position	Target amount in €k	Target achievement adj. EBIT	Target achievement adj. Free Cashflow	Weighted financial target achievement (max. 200%)	Modifier	Total target achievement (max. 200%)	Payout amount in €k
Dr. Michael Büchsner, Chief Executive Officer	324	120.03%	177.53%	137.28%	1.1	151.01%	489
Stefan Bauerreis, Chief Financial Officer	209				1.2	164.74%	344

3.3.2.2. Performance Share Plan

Grant of PSP 2023

The Performance Share Plan (PSP) is structured as multi-year variable compensation based on virtual shares of Stabilus. Tranches are granted annually, each with a four-year term. At the beginning of the fiscal year 2023, the members of the Management Board were granted PSP 2023 (term for fiscal years 2023 to 2026) with effect from October 1, 2022. PSP 2023 was granted for the first time on the basis of the new remuneration system.

The final number of virtual shares depends on the achievement of the performance targets relative TSR and adj. EBIT margin, while the absolute share price performance determines the value of a virtual share. The Performance Share Plan combines internal and external performance targets and relies to a large extent on the capital market performance of the Stabilus share.

To determine the number of virtual shares granted, an individual target amount is divided by the starting share price for each member of the Management Board. The target amount is agreed with each Management Board member in their service contract and amounts to 90% of the individual base salary. The starting share price is calculated as the arithmetic mean of the closing prices of the company's shares over the last 60 trading days prior to the start of the respective four-year term.

The final number of virtual shares is determined by multiplying the total target achievement by the granted number of virtual shares, where the total target achievement results from the weighted target achievement of the two performance targets relative TSR (70% weighting) and adj. EBIT margin (30% weighting) and is limited to 150%. The payout of the respective tranche of the Performance Share Plan is calculated by multiplying the final number of virtual shares by the respective final share price plus the dividends paid during the term. The final share price is calculated as the arithmetic mean of the closing prices of the company's shares during the last 60 trading days before the end of the respective four-year term. The payout is limited to 250% of the individual target amount.

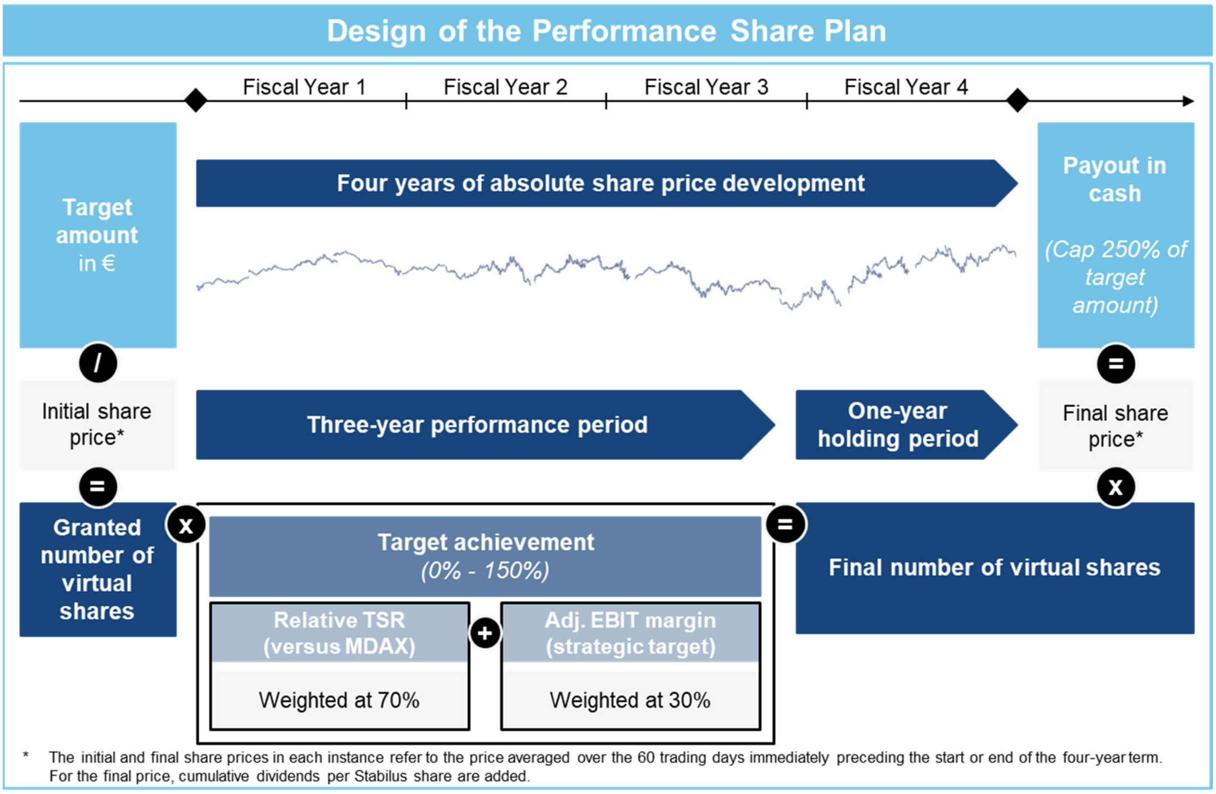

Figure 6: Design of the Performance Share Plan.

Performance targets of PSP 2023

The Supervisory Board has defined the performance targets relative TSR and adj. EBIT margin as key performance indicators for the long-term success of Stabilus. Both performance targets are measured for each tranche after the end of the first three years of the four-year term of a tranche (performance period). The relative TSR takes into account the development of the share price including dividends compared to a defined peer group, while the adj. EBIT margin reflects the long-term financial stability and operational excellence and promotes the focus on high-margin businesses.

The target achievement for relative TSR is based on a comparison with MDAX companies. The Supervisory Board of Stabilus considers the MDAX to be a suitable peer group, as Stabilus is listed on the MDAX and is headquartered in Germany. To determine the relative TSR, the absolute TSR values of Stabilus and each MDAX company are first calculated over the respective performance period. The absolute TSR value of each company corresponds to the theoretical increase in value of a share over the performance period, assuming that (gross) dividends are directly reinvested. The initial value of a share is calculated on the basis of the arithmetic mean of the closing prices of the last 60 trading days before the start of the performance period. The final value of a share is calculated analogously on the basis of the arithmetic mean of the closing prices of the last 60 trading days before the end of the performance period. The increase in value is calculated by comparing the initial and final values on the assumption that (gross) dividends are reinvested directly. Secondly, the calculated absolute TSR values of Stabilus and each company in the MDAX are sorted by size and given a rank (i.e. the highest absolute TSR is ranked 1, the second highest absolute TSR is ranked 2, etc.). Each rank is also assigned a percentile rank. If Stabilus is below or exactly at the 25th percentile rank, the target achievement is 0%. If Stabilus' percentile rank is at the 50th percentile (median), the target achievement is 100%. If the TSR of Stabilus is at least at the 75th percentile, this leads to a target achievement of 150%. Higher percentile ranks do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

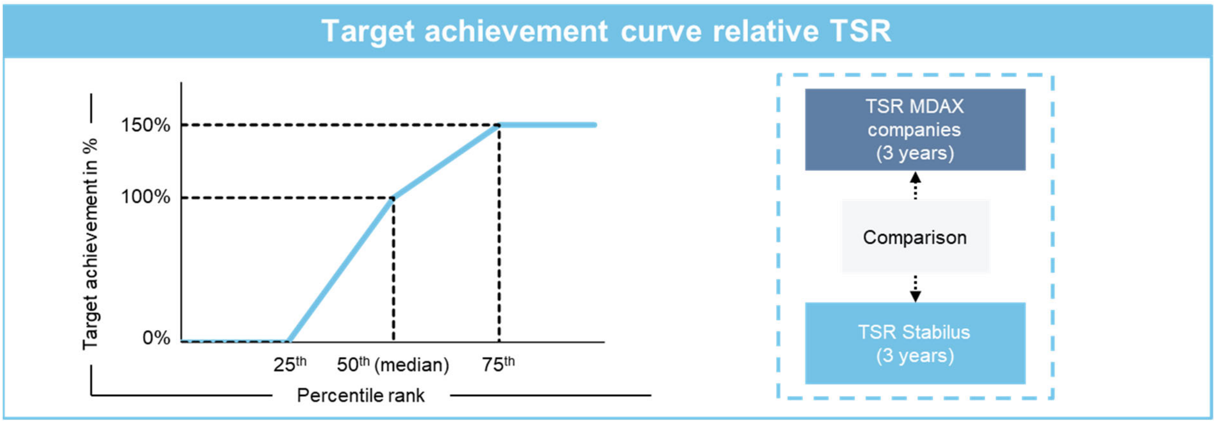

Figure 7: Target achievement curve of relative TSR.

The target achievement for the adj. EBIT margin results from a comparison with a strategic target value and can also be between 0% and 150%. The strategic target value and other key figures are determined at the appropriate discretion of the Supervisory Board and on the basis of the strategic planning within the first three months of the respective performance period.

On this basis, the Supervisory Board has set a target value of 14% for the adj. EBIT margin and the following target achievement curve for the PSP 2023.

If the actual adj. EBIT margin at the end of the performance period is 11.0%, the target achievement is 50%. If the actual adj. EBIT margin is below 11.0% at the end of the performance period, the target achievement is 0%. If the actual adj. EBIT margin at the end of the performance period is 14.0%, the target achievement is 100%. If the actual adj. EBIT margin at the end of the performance period is 19.0% or more, this results in a target achievement of 150%. Further increases in the adj. EBIT margin do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

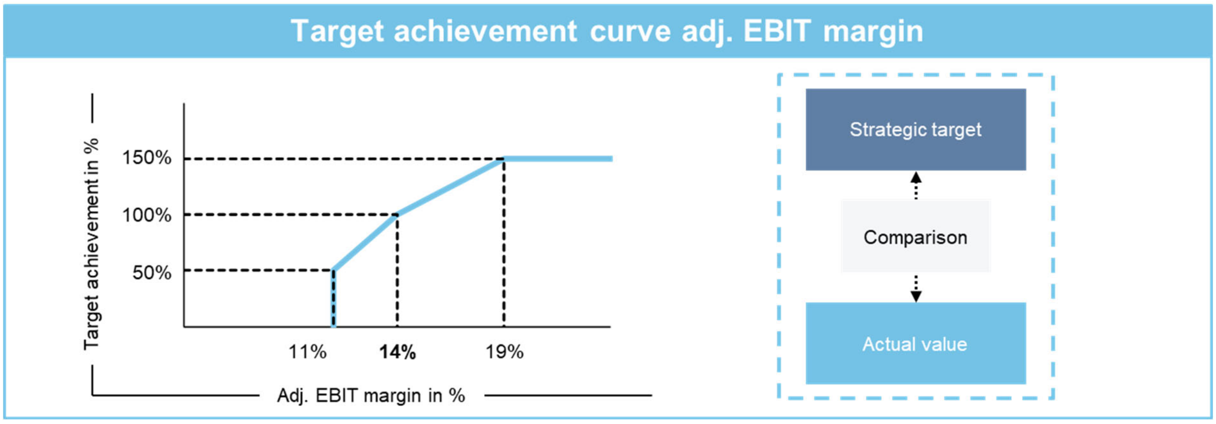

Figure 8: Target achievement curve of adj. EBIT margin.

Advance payment of PSP 2023

In order to facilitate the transition to variable compensation with a multi-year term, newly appointed members of the Management Board receive an advance payment for the first and second PSP tranches granted. The advance payments do not constitute additional compensation and are therefore offset against the actual payout amounts of the Performance Share Plan, which are calculated after the end of the respective term.

In fiscal year 2023, Mr. Bauerreis received an advance payment of €53,000 for the PSP tranche 2023 (performance period for fiscal years 2023 to 2026).

Target achievement and payout from the PSP 2021

The performance period of the PSP 2021, the third tranche of the Performance Share Plan (performance period 2021 to 2023), ended at the end of fiscal year 2023. The grant of the PSP 2021 with effect from October 1, 2020 was based on an earlier remuneration system, which was approved by 97.9% at the Annual General Meeting on February 12, 2020. The structure of the PSP 2021 is similar to that of the PSP 2023 and is based on the same performance targets, although the target achievement curves for the performance targets differ from those of the PSP 2023 and the term is only three years.

The target achievement for the relative TSR in PSP 2021 was 120.13%, while the target achievement for the adj. EBIT margin was 105.00%. The overall target achievement is therefore 115.59%.

The following table details the calculation of the target achievements for the relative TSR and adj. EBIT margin performance targets:

PSP 2021

Financial target	Weighting	Lower threshold	Target	Upper threshold	Actual value	Target achievement
Relative TSR	70%	25th percentile	50th percentile	90th percentile	66.1 percentile	120.13%
Adjusted EBIT margin	30%	9.5%	12.5%	17.5%	13.0%	105.00%
Weighted target achievement financial targets						***115.59%***

The overall target achievement (115.59%) and the performance of the virtual shares over the performance period (+13.79% including dividends paid out) resulted in a payout factor of 140%.

Overview of the granted PSP

The following table provides an overview of the virtual Performance Share Plans granted to current and former members of the Management Board:

Performance Share Plan (PSP)

Name of Management Board member, position	**Specification of plan**	**The main conditions of the (virtual) Performance Share Plan**			**Opening balance (01/10/2022)**
		Grant date	Vesting date	Plan term	Shares granted before the beginning of the year
Dr. Michael Büchsner, Chief Executive Officer	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	9,441
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	6,968
	PSP 2023	01/10/2022	30/09/2025	01/10/2022 - 30/09/2026	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	1,608
	PSP 2023	01/10/2022	30/09/2025	01/10/2022 - 30/09/2026	-
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	7,080
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	5,226
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	944
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	684
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	813
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	294

Performance Share Plan (PSP) (continued)

Name of Management Board member, position	**Specification of plan**	**Information regarding the reported fiscal year**						
		During the year				**Closing balance (30/09/2023)**		
		Shares granted		Earned virtual shares**	Expired virtual shares	Shares granted and still unvested	Shares vested at year end	
		Number of virtual shares	Target amount in €k*				Number of shares	Payout amount in €k***
Dr. Michael Büchsner, Chief Executive Officer	PSP 2021	-	-	10,913	-	0	10,913	606
	PSP 2022	-	-	-	-	6,968	-	-
	PSP 2023	9,366	486			9,366		
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	-	-	-	-	1,608	-	-
	PSP 2023	6,036	313			6,036		
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2021	-	-	8,184	-	0	8,184	455
	PSP 2022	-	-	-	-	5,226	-	-
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2021	-	-	1,091	-	0	1,091	61
	PSP 2022	-	-	-	-	684	-	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2021	-	-	940	-	0	940	52
	PSP 2022	-	-	-	-	294	-	-
Total:		**15,402**	**799**	**21,128**	**0**	**30,182**	**21,128**	**1,174**

* **Individual target amount according to individual service contract.**
** **The number of shares earned is higher than the number of shares originally granted, as an overall target achievement of 115.59% was achieved in the PSP 2021.**
*** **The actual payout will take place after the Annual General Meeting 2024 and will be reduced by the advance payment for the PSP 2021.**

3.3.2.3. ESG-LTI

The ESG-LTI is designed as multi-year variable compensation with a particular focus on sustainability targets. Tranches are granted annually, each with a four-year term and performance period. At the beginning of the fiscal year 2023, the ESG-LTI 2023 was granted to the members of the Management Board with effect from October 1, 2022. Payout of the ESG-LTI is calculated by multiplying an individual target amount by the achievement of strategy-derived and relevant sustainability targets. The target amount is agreed with each Management Board member in their service contract and amounts to 20% of their individual base salary. The payout from the ESG-LTI is limited to 150% of the individual target amount and is paid as part of the salary calculation at the end of the four-year performance period.

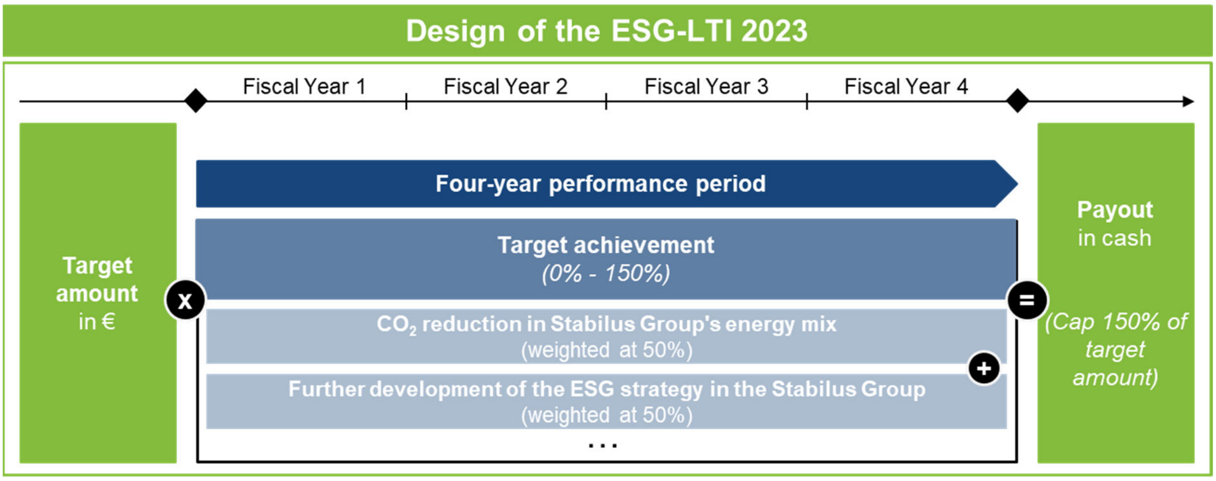

Figure 9: Design of the ESG-LTI 2023.

The sustainability targets, including measurement methods and objectives, are defined by the Supervisory Board before the start of each tranche and are based on a set of criteria.

The Supervisory Board can define the number of sustainability targets with different weightings for each tranche. The target achievement per sustainability target can have a value between 0% and 150%. The Supervisory Board ensures that the sustainability targets are strategy-relevant and as quantifiable as possible. For the ESG-LTI 2023, the Supervisory Board has selected the two equally weighted ESG targets “CO_2 reduction in Stabilus Group's energy mix” and “Further development of the ESG strategy in the Stabilus Group”.

The disclosure of the objectives per ESG target and the resulting target achievement will be included in the remuneration report, which provides information on the payout of the ESG-LTI 2023.

3.3.2.4. Matching Stock Program

Before the new Performance Share Plan was introduced as part of the remuneration system with effect from October 1, 2018, the variable compensation for the members of the Management Board included a Matching Stock Program. The Matching Stock Program (“MSP”) provides for tranches that were granted annually in the fiscal year ending September 30, 2014 until September 30, 2017. The “MSP A” program was extended by one year until September 30, 2018. Participation in the Matching Stock Program requires that the members of the Management Board invest in shares of the company. The investment has generally to be held for the lock-up period.

As part of the Matching Stock Program A (the “MSP A”) for each share the Management Board invests in the company in the specific year (subject to a general cap), the Management Board members receive a certain number of fictitious options for each tranche of the Matching Stock Program. The amount of stock options received depends upon a factor to be set by the Supervisory Board (Remuneration Committee) annually in a range between 1.0 and 1.7 times for a certain tranche. Thus, if a Management Board member were to buy 1,000 shares under the MSP A in the company, he would receive 1,000 to 1,700 fictitious options for a certain tranche. The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period.

As part of Matching Stock Program B (the “MSP B”) for each share the Management Board holds in the company in the specific year (subject to a general cap), the Management Board members receive a certain number of additional fictitious options for each tranche of the Matching Stock Program. The amount of stock options received depends upon a factor to be set by the Supervisory Board (Remuneration Committee) annually which will be in a range between 0.0 and 0.3 times for a certain tranche. Thus, if a Management Board member were to be holding 1,000 shares under the MSP B in the company, he would receive 0 to 300 fictitious options for a certain tranche.

The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period. The options may only be exercised if the stock price of the company exceeds a set threshold for the relevant tranche, which the Supervisory Board will determine at the time of granting the options, and which needs to be between 10% and 50% growth over the base price, which is the share price on the grant date. If exercised, the fictitious options are transformed into a gross amount equaling the difference between the option price and the relevant stock price multiplied by the number of exercised options. The company plans a cash settlement. The maximum gross amounts resulting from the exercise of the fictitious options of one tranche in general is limited in amount to 50% of the base price. Reinvestment of IPO proceeds from previous equity programs is not taken into account for MSP A.

Since the MSP has a backward-looking grant logic, the last tranche of the Matching Stock Program (MSP 2018) was granted to Mr. Wilhelms on October 1, 2018. From that point on, no further options were granted. In total, the following options from the Matching Stock Program were granted to the members of the Management Board:

Matching Stock Program (MSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Matching Stock Program: Grant date	Vesting date	Performance period	Exercise period	Excerise price of the option	Opening balance (01/10/2022): Share options granted and unvested before the beginning of the year	Share options granted and vested before the beginning of the year
*Dietmar Siemssen, Chief Executive Officer (until July 31, 2018)	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2023	€74.74	-	5,134
Mark Wilhelms, Chief Financial Officer	MSP 2018	01/10/2018	30/09/2022	01/10/2018 - 30/09/2022	01/10/2022 - 30/09/2026**	€74.22	-	10,423
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2025**	€74.74	-	340
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2025**	€74.74	-	1,000

Matching Stock Program (MSP) (continued)

Name of Management Board member, position	Specification of plan	Information regarding the reported fiscal year								
		During the year				Closing balance (30/09/2023)				
		Share options granted		Share options vested	Share options forfeited	Granted options, not yet vested	Vested options, not yet exercised	Exercised options		
		Number of options	Target amount in €k					Number of options	Payout amount in €k	Exercise date
*Dietmar Siemssen, Chief Executive Officer (until July 31, 2018)	MSP 2017	-	-	-	5,134	-	-	-	-	-
Mark Wilhelms, Chief Financial Officer	MSP 2018	-	-	-	-	-	10,423	-	-	-
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	MSP 2017	-	-	-	-	-	340	-	-	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	MSP 2017	-	-	-	-	-	1,000	-	-	-
Total:		**0**	**0**	**0**	**5,134**	**0**	**11,763**	**0**	**0**	**-**

*** In accordance with his termination agreement, Dietmar Siemssen received a reduced number of fictitious share options from the Matching Stock Program 2017 (75% of the share options expired).**

**** Due to the unforeseeable and extraordinary effects of COVID-19 on the performance of the Stabilus share, which were beyond the control of the Management Board, the Supervisory Board decided in 2020 to extend the two-year exercise period for the tranches from 2016 to 2018 by two years for the then active members of the Management Board.**

3.3.3. Malus/clawback

As a further instrument to ensure the long-term and sustainable development of the company, the Supervisory Board is entitled, in certain cases, to partially or completely reduce variable compensation that has not yet been paid out ("malus") or to partially or completely reclaim variable compensation that has already been paid out ("clawback"). The possibility to reduce or reclaim can include all variable compensation components, i.e. Short-Term Incentive, Performance Share Plan and ESG-LTI.

In the event of a material breach of a duty of care within the meaning of Section 93 AktG, an obligation arising from the service contract or another essential principle of the company's conduct (e.g. from the Code of Conduct or the Compliance Guideline), the Supervisory Board is entitled to take action to reduce or reclaim variable compensation of the Management Board (so-called "compliance malus/clawback").

Furthermore, the Supervisory Board can claw back variable compensation that has already been paid out if it subsequently turns out that the consolidated financial statements were incorrect and that excessive compensation was incorrectly paid out (so-called "performance clawback").

In fiscal year 2023, there were no reasons for the application of the malus or clawback regulations, thus the Supervisory Board did not reclaim or reduce variable compensation.

3.3.4. Share Ownership Guidelines

To further strengthen the equity culture and align the interests of the Management Board with those of the shareholders, Share Ownership Guidelines are in place. The Management Board members are obliged to purchase and hold shares of Stabilus amounting to one-time their individual gross base salary (100% of Share Ownership target) during their appointment. The required number of shares should be acquired within four years.

3.3.5. Other contractual details

3.3.5.1. Post-contractual-non-compete obligation

As a rule, a post-contractual non-compete clause has been agreed with the Management Board members of Stabilus SE.

Accordingly, Management Board members are prohibited from working for a company that is in direct or indirect competition with the company or companies affiliated with it within a period of one year after the termination of the service contract. In this period, the members of the Management Board receive compensation amounting to 50% of their last base salary.

The company can waive compliance with the post-contractual non-compete clause by means of a written declaration before the termination of the service contract. In this case, the company is released from the obligation to pay the compensation after six months from the termination of the service contract.

3.3.5.2. Commitments related to the premature termination of Management Board activities

In the event of premature termination of Management Board activities without good cause, any payments made to the Management Board member shall not exceed the remaining term of the service contract, while simultaneously not surpassing the value of two years' total compensation (severance cap). The severance pay shall be offset against the compensation for the non-compete obligation after termination.

The payout for the Short-Term Incentive, Performance Share Plan, and ESG-LTI occurs at the agreed-upon times and conditions. Early payout is not made unless an exception aligns with the recommendations of the GCGC in cases of permanent incapacity for work or the death of a Management Board member. In these cases, an immediate payout of the Short-Term Incentive, Performance Share Plan, and ESG-LTI will be made in the amount of the respective target amounts.

3.3.6. Change of control

In the event that a third party directly or indirectly acquires control over the company within the meaning of Section 29 para 2 WpÜG (The German Securities Acquisition and Takeover Act), i.e., has acquired at least 30% of the voting rights in the company, either alone or through voting rights attributable to

Section 30 WpÜG, or a corporate agreement within the meaning of Section 291 et seq. AktG is concluded with the company as the controlled entity, or the company is merged with another non-group company within the meaning of Section 2 et seq. UmwG (Transformation Act) (unless the enterprise value of the other legal entity at the time of the resolution is less than 20% of the enterprise value of the company), the members of the Management Board have the right to terminate their respective service contracts within six months of the effectiveness of any of these events, subject to a notice period of three months to the end of the month. If a Management Board member terminates their contract, any payments to them must not exceed the Severance Cap. In accordance with the Severance Cap, any payments must not compensate more than the remaining term of the service contract and simultaneously must not exceed the value of two years' total compensation. Total annual compensation is the sum of the base salary, target amount of the STI, target amount of the Performance Share Plan, and target amount of the ESG-LTI.

3.4. Compensation awarded and due to Management Board members in fiscal year 2023

The following tables present the components of compensation awarded and due to the active Management Board members in fiscal year 2023 in accordance with Section 162 AktG, as well as the relative proportion of each component. The term “compensation awarded and due” refers to the compensation of Management Board members for which the underlying services were fully provided by the end of the fiscal year 2023 (“earned-based interpretation”). Therefore, the Short-Term Incentive for 2023 is reported for the fiscal year 2023, even though the actual payout will occur in fiscal year 2024. The same applies to the Performance Share Plan 2021, whose third tranche that expired at the end of the fiscal year 2023 is reported for the fiscal year 2023, even though the actual payout will occur in fiscal year 2024.

The compensation awarded and due pursuant to Section 162 AktG in fiscal year 2023 consists of:

- Paid out base salary in fiscal year 2023,
- Expenses for fringe benefits in fiscal year 2023,
- Paid out pension contribution (pension substitute) in fiscal year 2023,
- The payout amount of the Short-Term Incentive 2023, which will be paid out in fiscal year 2024,
- The payout amount of the third tranche of the Performance Share Plans (PSP 2021), whose performance period was from 2021 through 2023 and which will be paid out in fiscal year 2024.

Compensation awarded and due pursuant to Section 162 AktG

	Dr. Michael Büchsner, Chief Executive Officer			Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)		
	2023		2022	2023		2022*
	in €k	in %	in €k	in €k	in %	in €k
Base salary	540	30%	504	348	43%	116
Fringe benefits	15	1%	11	13	2%	6
Pension substitute	162	9%	151	104	13%	35
One-year variable compensation	489	27%	488	344	43%	94
Short-Term Incentive 2022	*-*		*488*	*-*		*94*
Short-Term Incentive 2023	*489*		-	*344*		-
Multi-year variable compensation	606	33%	677	0	0%	-
PSP 2020 (2020-2022)	*-*		*677*	*-*		-
PSP 2021 (2021-2023)	606		-	-		-
Compensation awarded and due pursuant to Section 162 AktG	**1,813**	**100%**	**1,831**	**809**	**100%**	**251**

* Last year Mr. Bauerreis received a pro-rata compensation due to his appointment to the Management Board during fiscal year 2022.

3.5. Compensation awarded and due to former Management Board members in fiscal year 2023

The following table presents the compensation awarded and due to former Management Board members in fiscal year 2023 pursuant to Section 162 AktG:

Compensation awarded and due pursuant to Section 162 AktG

	Andreas Schröder, Group Financial Reporting Director (until August 31, 2022)		Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	
	2023		2023	
	in €k	in %	in €k	in %
PSP 2021 (2021-2023)	61	100%	52	100%
Compensation awarded and due pursuant to Section 162 AktG	**61**	**100%**	**52**	**100%**

	Mark Wilhelms, Chief Financial Officer (until September 31, 2022)	
	2023	
	in €k	in %
PSP 2021 (2021-2023)	455	71%
Other compensation*	189	29%
Compensation awarded and due pursuant to Section 162 AktG	**644**	**100%**

* Mark Wilhelms received a non-compete compensation of €189,000 in fiscal year 2023 for the post-contractual non-competition clause that applied from October 1, 2022, to September 30, 2023.

Except for Mr. Mark Wilhelms, former Management Board members only received payouts from the Performance Share Plan (PSP 2021), which ended at the close of fiscal year 2023. Their compensation awarded and due comprises 100% of variable compensation components. In case of Mr. Mark Wilhelms, 29% of the compensation awarded and due consists of fixed components, while 71% is from variable compensation components.

None of the Management Board members received benefits from third parties in fiscal year 2023 concerning their activities as members of the Management Board of Stabilus SE.

3.6. Compliance with maximum compensation in fiscal year 2023

The Supervisory Board has determined a maximum compensation according to Section 87a (1) No. 1 AktG, which limits the total compensation of Management Board members in a fiscal year. The sum of all payouts resulting from commitments within a fiscal year is restricted to this amount. For the Chief Executive Officer, the maximum compensation is set at €3.9 million, and for ordinary Management Board members, it is €2.5 million. If the calculation of the total compensation leads to an amount exceeding the maximum compensation, the payout from the most recently paid compensation component will be reduced accordingly. The maximum compensation represents only a maximum permissible framework for the next four years. The individual contractual commitments currently lie significantly below the maximum compensation.

Due to the caps of individual variable compensation components (Short-Term Incentive maximum of 200% of the respective target amount, Performance Share Plan maximum of 250% of the respective target amount, and ESG-LTI maximum of 150% of the respective target amount), it is not possible to exceed the maximum compensation: In the event of a payout of the multi-year variable compensation components at the maximum level, the payments resulting from commitments in fiscal year 2023 for the Chief Executive Officer would amount to €2.6 million and for the Chief Financial Officer to €1.7 million. These amounts are below the specified maximum compensations, ensuring compliance with the maximum compensation as per Section 87a (1) No. 1 AktG.

4. Compensation of the Supervisory Board in fiscal year 2023

4.1. Remuneration system of the Supervisory Board

The remuneration system for the Supervisory Board members was approved by the Annual General Meeting on February 15, 2022 with an approval rate of 93.3%.

In line with their oversight function and to ensure the independence of individual members, the Supervisory Board members receive an annual fixed compensation without variable components. When determining the compensation of the Supervisory Board, the role-specific requirements, time commitment, and responsibilities of the Supervisory Board members are taken into account. Members of the Supervisory Board receive additional compensation for chairing or being members of committees.

Ordinary Supervisory Board members receive an annual fixed compensation of €75,000. The Chairman of the Supervisory Board receives twice the compensation of regular members, amounting to an annual fixed compensation of €150,000. The Vice-Chairman receives 1.5 times the compensation of regular members, totaling €112,500.

Furthermore, the Supervisory Board members receive additional compensation for their work on the Audit Committee and the Compensation and Nomination Committee, amounting to €25,000 each. The Chairperson of a committee receives double the additional compensation of regular committee members, totaling €50,000.

Additionally, Stabilus reimburses the Supervisory Board members for expenses related to their duties on the Supervisory Board. Stabilus provides a D&O (Directors and Officers) insurance for the Supervisory Board members with a deductible of 10%. The maximum deductible is 1.5 times the annual compensation of the respective Supervisory Board member.

4.2. Compensation awarded and due to Supervisory Board members in fiscal year 2023

The following table presents the compensation awarded and due to the Supervisory Board members in fiscal year 2023. Similar to the Management Board members, the term "compensation awarded and due" refers to the compensation of the Supervisory Board members for which the underlying services were fully provided by the end of fiscal year 2023 ("earned-based interpretation"). The compensation awarded and due of the Supervisory Board members in fiscal year 2023 is as follows:

Compensation awarded and due pursuant to Section 162 AktG

	Annual fixed compensation			Committee compensation			Total compensation	
	2023		2022	2023		2022	2023	2022
	in €k	in %	in €k	in €k	in %	in €k	in €k	in €k
Dr. Stephan Kessel	150	72%	150	59	28%	61	**209**	211
Dr. Joachim Rauhut	75	60%	75	50	40%	50	**125**	125
Dr. Ralf-Michael Fuchs	113	73%	78	41	27%	25	**153**	103
Dr. Dirk Linzmeier	75	75%	75	25	25%	2	**100**	77
Inka Koljonen (since February 16, 2022)	75	75%	47	25	25%	16	**100**	62

None of the Supervisory Board members received benefits from third parties in fiscal year 2023 concerning their activities as members of the Supervisory Board of Stabilus SE.

5. Development of the compensation over time

In accordance with Section 162 (1) Sentence 2 No. 2 AktG, the Supervisory Board has examined the development of the compensation of the individual Management Board and Supervisory Board members over the past five years and has compared it to the development of earnings of Stabilus as well as the development of the average compensation of the employees of Stabilus Group (personnel costs of Stabilus Group workforce on a full-time equivalent basis excl. members of the Management Board and Supervisory Board of Stabilus SE) over the same period.

Comparison of the compensation and company performance

Annual change	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020	2020 vs. 2019
Management Board's compensation				
Dr. Michael Büchsner (since October 1, 2019), Chief Executive Officer	-1%	49%	30%	-
Stefan Bauerreis (since June 1, 2022), Chief Financial Officer	222%	-	-	-
Mark Wilhelms (until September 30, 2022), Chief Financial Officer	-53%	2%	91%	-14%
Andreas Schröder (until August 31, 2022), Group Financial Reporting Director	-81%	13%	67%	-5%
Andreas Sievers (until August 31, 2022), Director Group Accounting and Strategic Finance Projects	-92%	65%	100%	-22%
Supervisory Board's compensation				
Dr. Stephan Kessel*, Chairman of the Supervisory Board	-1%	14%	28%	418%
Dr. Joachim Rauhut, Member of the Supervisory Board	0%	5%	11%	3%
Dr. Ralf-Michael Fuchs, Member of the Supervisory Board	49%	-1%	23%	-10%
Dr. Dirk Linzmeier, Member of the Supervisory Board	30%	13%	-3%	3%
Inka Koljonen (since February 16, 2022), Member of the Supervisory Board	61%	-	-	-
Company performance				
Adjusted EBIT of Stabilus Group in € million**	1%	16%	40%	-32%
Adjusted Free Cashflow of Stabilus Group in € million**	31%	-8%	42%	-31%
Net income of Stabilus SE pursuant to HGB in € million**	-103%	336,142%	-104%	75%
Average compensation on a full-time equivalent basis of employees				
Average compensation of employees of Stabilus Group	10%	8%	4%	-1%

* **Dr. Stephan Kessel acted as interim CEO of Stabilus Group from August 1, 2018 to July 31, 2019. His office as Chairman of the Supervisory Board and the corresponding Supervisory Board compensation was temporarily suspended during that period. The annual changes only refer to his compensation awarded and due as a Supervisory Board member.**

** **As reported in the annual report 2023.**

Koblenz, December 13, 2023

Stabilus SE

Supervisory Board and Management Board

REPORT OF THE INDEPENDENT AUDITOR

To Stabilus SE, Frankfurt/Germany

We have audited the accompanying remuneration report of Stabilus SE, Frankfurt/Germany, ("the Company") for the financial year from 1 October 2022 to 30 September 2023, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG).

Responsibilities of the Executive Directors and of the Supervisory Board

The executive directors and the supervisory board of Stabilus SE, Frankfurt/Germany, are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider 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 compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfil the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the remuneration report, including the related disclosures. The choice of the audit procedures is subject to the auditor's professional judgement. This includes assessing the risk of material misstatements, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the remuneration report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company's system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the 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 knowledge obtained in the audit, the remuneration report for the financial year from 1 October 2022 to 30 September 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

Other Matter – Formal Audit of the Remuneration Report

The content audit of the remuneration report described in this report comprises the formal audit required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the content audit is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the remuneration report.

Intended Use of the Report

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

Liability

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Stabilus SE, Frankfurt/Germany, and our liability is also governed by the engagement letter dated 16/31 May 2023 agreed with the Company as well as the "General Engagement Terms for Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated 1 January 2017 (IDW-AAB). However, we do not accept or assume liability to third parties.

Frankfurt/Germany, 13 December 2023

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Stefan Dorissen Wirtschaftsprüfer (German Public Auditor)	Sven Henrich Wirtschaftsprüfer (German Public Auditor)