

STABILUS

STABILUS S.A.

Société anonyme

Siège social: 2, rue Albert Borschette

L-1246 Luxembourg

R.C.S. Luxembourg: B 151589

Notice to all Shareholders

All shareholders of STABILUS S.A. (the “**Company**”) are hereby given notice by the management board of the Company (the “**Management Board**”) that, in light of the recent evolution of the pandemic and with regard to public health and safety, the annual general meeting of shareholders shall be held as follows:

The Annual General Meeting 2022

(the “**Meeting**”)

will be held on February 16, 2022 at 10:00 a.m. (Central European Time, “**CET**”), in the same form as last year, that is, by written resolution only, in line with the law of 17 December 2021 prolonging the COVID-19 measures applicable to corporate meetings in the territory of the Grand Duchy of Luxembourg.

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

1. Presentation of the management report regarding the annual accounts of the Company and the consolidated financial statements for the fiscal year ended September 30, 2021.

[No resolution required.]

2. Presentation of the report of the Supervisory Board of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

[No resolution required.]

3. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

[No resolution required.]

4. Approval of the annual accounts of the Company for the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the annual accounts of the Company for the fiscal year ended September 30, 2021.

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5. Acknowledgement of the profit of the Company made with respect to the fiscal year ended September 30, 2021 and resolution concerning the allocation of the results of the Company for the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting acknowledge that the Company made a profit with respect to the financial year ended on September 30, 2021 in an aggregate amount of EUR 81,850.99 (eighty-one thousand eight hundred fifty Euros and ninety-nine cents).

The Management Board proposes that the Meeting resolve to approve the distribution of a dividend in an amount of EUR 1.25 (one Euro and twenty-five cents) per share resulting in an aggregate dividend distribution in an amount of EUR 30,875,000 (thirty million eight hundred seventy-five thousand Euros) out of the profit of the fiscal year ended September 30, 2021 which amounts to 81,850.99 (eighty-one thousand eight hundred fifty Euros and ninety-nine cents) and the profits carried forward from previous financial years which amount to EUR 108,183,294.26 (one hundred eight million one hundred eighty-three thousand two hundred ninety-four Euros and twenty-six cents) and to carry forward the resulting balance of profits in an aggregate amount of EUR 77,390,145.25 (seventy-seven million three hundred ninety thousand one hundred forty-five Euros and twenty-five cents) to the next financial year. The dividend shall be payable within three days as of the Meeting.

6. Approval of the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

7. Discharge (*quitus*) to Dr. Michael Büchsner, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Michael Büchsner as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

8. Discharge (*quitus*) to Mr. Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Mr. Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

9. Discharge (*quitus*) to Mr. Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Mr. Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

10. Discharge (*quitus*) to Mr. Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Mr. Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

11. Discharge (*quitus*) to Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

12. Discharge (*quitus*) to Dr. Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

13. Discharge (*quitus*) to Dr. Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

14. Discharge (*quitus*) to Dr. Dirk Linzmeier, as member of the Supervisory Board, for the

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performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Dirk Linzmeier, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

15. Appointment of Ms. Inka Koljonen as new member of the Supervisory Board until the annual general meeting resolving on the annual financial statements for the financial year ending September 30, 2026.

The Management Board proposes that the Meeting approve Ms. Inka Koljonen as new member of the Supervisory Board as from the date of the present meeting and until the annual general meeting resolving on the annual financial statements for the financial year ending September 30, 2026.

16. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, KPMG Luxembourg, represented by partner Mr. Philippe Meyer, in relation to the annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2022.

The Management Board proposes that the Meeting renew the mandate of KPMG Luxembourg, represented by partner Mr. Philippe Meyer, as independent auditor (cabinet de révision agréé) of the Company in relation to the annual accounts and the consolidated financial statements, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2022.

17. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the fiscal year 2021.

The Management Board proposes that the Meeting pass an advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board as set out in Annex 1 to the convening notice.

18. Amendment of the remuneration of the Supervisory Board members to be applied as from the fiscal year 2022.

The Management Board proposes that the Meeting resolve that the remuneration of the members of the Supervisory Board be amended as reflected on page 12 of Annex 2.

Comment: The compensation of the Supervisory Board has remained unchanged regarding both structure and levels since October 1, 2016. Against this background, the Supervisory Board, with the support of an external independent compensation advisor,

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reviewed the Supervisory Board compensation against current best market practice. The review revealed that to comply with best market practice the remuneration policy for the Supervisory Board requires minor adjustments. The Supervisory Board compensation should contribute to the long-term development of the company and therefore attract the most qualified candidates. The compensation of the Supervisory Board shall continue to consist of a fixed compensation and committee fees. Furthermore, in order to simplify the remuneration system, the meeting fees shall be abolished. The updated remuneration policy for the Supervisory Board can be found on page 12 of Annex 2. The adjustments shall be retroactively effective as of October 1, 2021, subject to the approval of the 2022 Annual General Meeting.

19. Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board to be applied as from the fiscal year 2022.

The Management Board proposes that the Meeting pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board as set out in Annex 2 to the convening notice.

Comment: The remuneration policy for the Management Board and Supervisory Board of Stabilus S.A. is updated to reflect the adjusted Supervisory Board compensation. The remuneration policy for the Management Board, effective from October 1, 2018 remains unchanged.

Quorum and majority requirements

There is no quorum of presence requirement for the Meeting. No vote being necessary on agenda items 1 to 3, the remaining agenda items 4 through 19 are adopted by a simple majority of the votes duly expressed by the shareholders in writing, as further explained in the Section with the title *Exercise of voting rights by correspondence* below.

Share capital and voting rights

At the date of convening of the Meeting, the Company's subscribed share capital equals EUR 247,000 and it is divided into 24,700,000 shares having a par value of EUR 0.01 each, all of which are fully paid up. Each share entitles its holder to one vote.

Available information and documentation

The following information is available on the Company's website under www.stabilus.com/investors/gm and at the Company's registered office in Luxembourg starting on the day of publication of this convening notice and until the day of the Meeting:

- a) full text of any document to be made available by the Company at the Meeting including draft resolutions in relation to above agenda points to be adopted at the Meeting (i.e. *inter alia* the annual report containing the 2021 annual accounts, the management report and the supervisory board report and the auditor reports on the annual accounts and consolidated financial statements, as well as any

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- presentation related thereto, if any);
- b) the CV of Ms. Inka Koljonen;
- c) this convening notice, including its Annexes 1 and 2 (published on the Company's website);
- d) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice; and
- e) the Registration Notice, the Attestation and the voting form as further mentioned below.

Attendance and registration procedures

Shareholders shall, on or before **February 2, 2022 at 12:00 a.m. (midnight) (CET)** (“**Record Date**”), indicate to the Company their intention to participate at the Meeting, using the form of registration notice (the “**Registration Notice**”). The Registration Notice must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27 289) or e-mail agm@linkmarketservices.de, on the Record Date by **12:00 a.m. (midnight) (CET)** at the latest, followed by the original by regular mail.

Shareholders are also obliged to obtain an attestation from their depository bank (“**Attestation**”) which is safe-keeping their shares in the Company stating the name and address of the shareholder and the number of shares held by the shareholder on the Record Date. The Attestation must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27 289) or e-mail (agm@linkmarketservices.de) by **11:59 p.m. (CET) on February 10, 2022** at the latest, followed by the original by regular mail.

The attestation must be made in text form in German or English.

The attendance and registrations procedure applies to the vote by correspondence.

Exercise of voting rights by correspondence

Shareholders shall vote by correspondence (the “**Voting Form**”), by filling in the relevant sections of the Voting Form and sending the duly completed and signed form to

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c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich Germany
Fax: +49 (0) 89 210 27 289
E-Mail: agm@linkmarketservices.de

so that it shall be received by the Company at the latest on **February 10, 2022 at 11:59 p.m. (CET)**. In case of late Registration Notices, Attestations, and/or Voting Forms, as applicable, votes expressed by correspondence will not be taken into account at the Meeting.

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Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons who are shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the Meeting.

Questions relating to the items on the Agenda may be asked in advance until **February 4, 2022**, with any answers being published on www.stabilus.com/investors/gm by **February 9, 2022**.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the Meeting or table draft resolutions for items included or to be included on the agenda of the Meeting by sending such requests at the latest on **January 25, 2022 at 11:59 p.m. (CET)** to the following e- mail address, fax number or mail address:

STABILUS S.A.

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich Germany
Fax: +49 (0) 89 210 27 289
E-Mail: agm@linkmarketservices.de

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address or a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was published in the RESA (*Recueil Electronique des Sociétés et Associations*), the Luxembourg newspaper *Tageblatt*, the German official gazette *Bundesanzeiger*, and other media (which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis) as well as separately dispatched by regular mail or, if agreed with the respective addressee, by email to (i) the members of the Management Board of the Company, (ii) the members of the Supervisory Board and (iii) the auditor of the Company.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of January 11, 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The results of the vote will be published on the Company's website within 15 days following the Meeting.

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For further information you may contact the service provider, Link Market Services GmbH, by dialing +49 (0) 89 210 27 222 (Mon. - Fri. 9 a.m. to 5 p.m. (CET)).

Luxembourg, in January 2022

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The Management Board