

STABILUS

STABILUS S.A.
Société anonyme
Siège social: 2, rue Albert Borschette
L-1246 Luxembourg
R.C.S. Luxembourg B 151589

Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of STABILUS S.A. to be held in written form, on February 16, 2022 at 10.00 a.m. (Central European Time, "CET") (the "Meeting")

Given the current sanitary situation and evolution of the pandemic in recent weeks, and in accordance with the law of 17 December 2021 extending the sanitary measures applicable to corporate meetings, you may exercise your voting rights by way of vote by correspondence only.

Each shareholder shall, on or before the Record Date (as defined below) indicate to the Company his/her/its intention to participate at the Meeting; please use the form of registration notice enclosed (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, **February 2, 2022, by 12:00 a.m. (midnight) CET** at the latest, followed by the original by regular mail.

Please use the form of vote by correspondence enclosed (the "**Voting Form**"). We request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meeting, these instructions shall be read together with the information set out in the convening notice to the Meeting published on January 14, 2022.

Please return the completed and duly signed Voting Form to 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** (time of receipt by STABILUS S.A.) at the latest, followed by the original by regular mail.

Attestation

You must request and **obtain an attestation** from your depository bank which is safe-keeping your shares in STABILUS S.A. (the "**Attestation**") stating the number of shares held by you as shareholder 14 calendar days before the date of the Meeting (the "**Record Date**"), i.e. on **February 2, 2022 at 12:00 a.m. (midnight) CET**.

You may wish to provide your depository bank with the enclosed form of Attestation, which has to **be filled out and signed by your depository bank**.

Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the Attestation must be provided in text form in the German or English language.

Attestations 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** - receipt by STABILUS S.A. - at the latest, followed by the original by regular mail.

Please note that exercise of voting rights of shares in connection with late Registration Notices, Attestations, and/or Voting Forms will not be possible at the Meeting, as applicable.

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VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2022 (THE "MEETING")

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the reports of the independent auditor (<i>cabinet de révision agréé</i>) 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

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the annual accounts of the Company for the fiscal year ended September 30, 2021.			
<i>The Management Board proposes that the Meeting approve the annual accounts of the Company for the fiscal year ended September 30, 2021.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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.</p> <p><i>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).</i></p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.</p> <p><i>The Management Board proposes that the Meeting approve the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 13.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 14.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to 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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 15.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 16.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 17.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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.</p> <p><i>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 <u>Annex 1</u> to the convening notice.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 18.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment of the remuneration of the Supervisory Board members to be applied as from the fiscal year 2022.</p> <p><i>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 <u>Annex 2</u>.</i></p> <p><u>Comment:</u> 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, 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 <u>Annex 2</u>. The adjustments shall be retroactively effective as of October 1, 2021, subject to the approval of the 2022 Annual General Meeting.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 19.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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 fiscal year 2022.</p> <p><i>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 <u>Annex 2</u> to the convening notice.</i></p> <p><u>Comment:</u> 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.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name(s)

Admission card number (if available)

number of shares on admission card (if available)

(City) (Date)

(Signature 1st Shareholder)

(if applicable Signature 2nd Shareholder)

STABILUS

Attestation **(Record of Share Ownership)**

Annual General Meeting (the "Meeting") of the shareholders of STABILUS S.A. on February 16, 2022 at 10:00 a.m. (Central European Time, "CET")

This Attestation is issued to shareholders to take part in the Meeting.

We hereby confirm to *(please fill in)*

<Surname, First Name of the Shareholder / Shareholders>

<Street, No.>

<City, Postcode, Country>

that ----- shares of STABILUS S.A.; ISIN: LU1066226637
<No. of Shares>

are kept safe by us in a securities account 14 calendar days before the date of the Meeting (the "**Record Date**"), **i.e. on February 2, 2022 at 12:00 a.m. midnight (CET).**

<City, Date>

<Signature and Stamp of the Depository Bank>

Depository Bank Details:

<Name of the Depository Bank>

<Street, No.>

<City, Postcode, Country>

<Contact>

<Telephone Number for Queries>

Important:

The Attestation must be received by the Company no later than 11:59 p.m. (CET) on February 10, 2022, by email or fax, followed by the original by regular mail to:

**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**

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Form of Registration Notice

STABILUS S.A.
Société anonyme
Siège social: 2, rue Albert Borschette
L-1246 Luxembourg
R.C.S. Luxembourg B 151589

FORM OF REGISTRATION NOTICE FOR

THE ANNUAL GENERAL MEETING

From: _____

(please indicate first and family name, address OR, corporate name, registered office/place of business, registration authority and registration number)

To: **STABILUS S.A.** (the "**Company**"), c/o Link Market Services GmbH Landshuter Allee 10, 80637 Munich, Germany, fax: +49 (0) 89 210 27 289 as Centralizing Agent

by February 2, 2022 at 12:00 a.m. (midnight) (CET) at the latest.

Date _____

STABILUS

Dear Sirs

Annual General Meeting of February 16, 2022 ("AGM") – Registration Notice

1. This is a Registration Notice.

I am the holder of (please check box as appropriate)

_____ shares

of the Company.

2. I hereby register for the AGM.
3. I acknowledge that I may participate by way of voting form only (with voting forms made available on the website of the Company), and a certificate of my custodian bank certifying the number of shares recorded in my account (the "**Attestation**"), through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository to the Company by no later than 11:59 p.m. (CET) on February 10, 2022, by email or fax, followed by the original by regular mail to:

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

Signed in _____, on _____.

Name:

Title: