

## ***Convenience Translation***

**Stabilus SE**

**Frankfurt am Main**

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### **Invitation to the Annual General Meeting**

We hereby invite our shareholders to the annual general meeting of Stabilus SE, which will take place on

**Wednesday, 7 February 2024, at 9:30 hrs (CET).**

The general meeting will be held on the basis of Section 17 (4) of the Articles of Association of Stabilus SE in the form of a virtual general meeting without physical presence of the shareholders or their proxies. The entire general meeting will be broadcasted live for properly registered shareholders who have provided proof of shareholding or their proxies, with audio and video transmission being made available on a password-protected Internet portal (the general meeting portal, "GM Portal"), which can be accessed through a link on the Stabilus SE website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The shareholders' voting rights are exercised – by the shareholders themselves or their proxies – exclusively by electronic means or by authorizing and instructing the proxies appointed by the Company. The location of the general meeting according to the German Stock Corporation Act is VuV-Akademie, Stresemannallee 30, 60596 Frankfurt am Main, Germany. Shareholders and their proxies will not be able to attend the general meeting at such location in person. More details and information are provided at the end of the invitation, below the agenda and the annex thereto.

## Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 30 September 2023, the combined management report for Stabilus SE and the Group with the explanatory report of the Management Board on the disclosures pursuant to Section 289a of the German Commercial Code (HGB) and Section 315a HGB as well as the report of the Supervisory Board for the fiscal year from 1 October 2022 until 30 September 2023**

The documents mentioned are accessible as of the date of the convocation of the general meeting on the Stabilus SE website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

They will be accessible there even during the general meeting.

The Supervisory Board has already approved the annual financial statements prepared by the Management Board; the annual financial statements are thus established. Therefore, in accordance with statutory provisions, a resolution is not proposed on this Agenda Item 1.

- 2. Resolution on the appropriation of the net retained profit**

The Management Board and the Supervisory Board propose that the net retained profit of the fiscal year from 1 October 2022 until 30 September 2023 of Stabilus SE in the amount of EUR 299,417,477.10 be appropriated as follows:

a)	Distribution of dividend of EUR 1.75 per dividend-bearing share (for a total of 24,700,000 dividend-bearing shares)	EUR 43,225,000.00
b)	Balance carried forward	EUR 256,192,477.10
		<hr/>
		EUR 299,417,477.10

The number of dividend-bearing shares may change before the general meeting. In this case, a resolution on the appropriation of profits that has been revised accordingly with an unchanged distribution of EUR 1.75 per dividend-bearing share will be proposed to the general meeting.

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (*Aktiengesetz*, "AktG"), the claim for payment of dividends is due and payable on the third business day following the adoption of the resolution by the general meeting – i.e., 12 February 2024.

**3. Resolution on the formal approval of the actions of the members of the Management Board**

The Management Board and the Supervisory Board propose that formal approval be granted to the members of the Company's Management Board who held office during the fiscal year from 1 October 2022 until 30 September 2023 for their actions in this period.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose that formal approval be granted to the members of the Company's Supervisory Board who held office during the fiscal year from 1 October 2022 until 30 September 2023 for their actions in this period.

**5. Election of the auditor of the annual financial statements and consolidated financial statements for the fiscal year from 1 October 2023 until 30 September 2024 as well as election of the auditor for any audit review of the half-year financial report as of 31 March 2024**

Based on the recommendation of its audit committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed auditor for the annual financial statements and consolidated financial statements for the fiscal year from 1 October 2023 until 30 September 2024 and, if applicable, auditor for the review of the half-year financial report for the period ended 31 March 2024.

The audit committee declared that its recommendation is free from undue third-party influence and that it was bound by no clause limiting its selection within the meaning of Art. 16 (6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.

**6. Resolution on the approval of the remuneration report for the fiscal year from 1 October 2022 until 30 September 2023**

Pursuant to Section 162 AktG, the Management Board of a listed stock corporation must prepare a remuneration report regarding the remuneration for members of governing bodies in the previous fiscal year. The general meeting of a listed company then adopts a resolution pursuant to Section 120a (4) AktG on whether to approve the remuneration report prepared and audited according to Section 162 AktG for the previous fiscal year.

The remuneration report prepared by the Management Board and Supervisory Board for the fiscal year from 1 October 2022 to 30 September 2023 was audited by the auditor Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, in accordance with Section 162 (3) AktG to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition, the auditor was tasked with completing a material

review of the remuneration report as well. The auditor's opinion based on its review of the remuneration report is attached to the remuneration report.

The remuneration report along with the audit opinion for the fiscal year from 1 October 2022 until 30 September 2023 ("fiscal year 2023") can be found in the annex of this Agenda Item 6 below the agenda as well as on the Stabilus SE website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The Management Board and the Supervisory Board propose that the remuneration report for the fiscal year from 1 October 2022 until 30 September 2023 be approved as prepared and audited pursuant to Section 162 AktG.

## **7. Resolution on an amendment to the Articles of Association to increase the number of Supervisory Board members**

The Supervisory Board of the Company is currently composed in accordance with Section 40 (2), (3) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("SE Regulation"), Section 17 (1) of the German SE Implementation Act (*SE-Ausführungsgesetz*, "SEAG") and Section 11 (1) sentence 1 of the Articles of Association of Stabilus SE of five members.

The number of Supervisory Board members is to be increased from the current five to six in future in order to take into account the workload of the Supervisory Board associated with the diverse tasks and responsibilities of the Supervisory Board members as well as the increased demands on Supervisory Board activities, in particular with regard to the required knowledge, expertise, diversity and internationality, while at the same time retaining the experience of the existing members.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 11 (1) sentence 1 of the Articles of Association of the Company is cancelled and revised as follows:

*"(1) The Supervisory Board consists of six members."*

The current Articles of Association of Stabilus SE are available on our website at

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The Articles of Association can also be accessed there during the general meeting.

## **8. Resolution on the election of a further member of the Supervisory Board**

The Supervisory Board of the Stabilus SE currently consists of five members who are elected by the general meeting. With effect of the proposed amendment of Section 11 (1) sentence 1 of the Articles of Association of Stabilus SE in Agenda Item 7 of this agenda the number of Supervisory Board members will increase from five to six; the

Company's Supervisory Board will then be composed of six members in accordance with Art. 40 (2), (3) SE Regulation, Section 17 (1) SEAG and Section 11 (1) of the Articles of Association of Stabilus SE, who will be elected by the general meeting. The general meeting is not bound by election proposals.

For this reason, an additional sixth member is to be elected to the Company's Supervisory Board for the period from the effective date of the amendment to the Articles of Association proposed under Agenda Item 7 of this general meeting. For this purpose, the Company was able to appoint Mrs. Susanne Heckelsberger, Management consultant / Managing director of SH Financial Management Consulting GmbH, as a candidate. Among other things, Mrs. Heckelsberger has expertise in the areas of auditing and accounting, relevant management experience at industrial companies of sufficient size and complexity with a corresponding industry focus and international orientation, expertise in connection with the digitalization of companies and experience with sustainability / ESG strategies as well as in corporate governance and compliance of listed companies.

According to Section 11 (2) of the Articles of Association of the Company the members of the Supervisory Board are appointed for a term of office until the end of the general meeting that resolves on the discharge for the fourth fiscal year after the start of the term of office, but for no longer than six years, unless otherwise specified at the time of election by the general meeting. The fiscal year in which the term of office begins is not included in this calculation. Reappointments are permitted.

At the proposal of the Remuneration and Nomination Committee and taking into account the objectives for the composition of the Supervisory Board and the skills profile and diversity concept developed for the entire Supervisory Board, the Supervisory Board therefore proposes the following resolution:

Mrs. Susanne Heckelsberger, Management consultant / Managing director of SH Financial Management Consulting GmbH with registered office in Stuttgart, is hereby with effect from the date on which the amendment to the Articles of Association of the Company proposed under Agenda Item 7 of this general meeting is entered in the commercial register of Stabilus SE until the end of the general meeting that approves the actions of the Supervisory Board for the fiscal year from 1 October 2026 until 30 September 2027, elected as a member of the Company's Supervisory Board.

The proposed candidate is currently a member of the Supervisory Board of Villeroy & Boch Aktiengesellschaft, Mettlach, and a member of the Supervisory Board of Vitesco Technologies Group Aktiengesellschaft, Regensburg. Apart from this, the proposed candidate is not a member of any other statutory supervisory board or a comparable domestic or foreign supervisory body of commercial companies within the meaning of Section 125 (1) sentence 5 AktG.

The Supervisory Board has assured itself that the candidate can devote the expected amount of time required for the Supervisory Board duties. The candidate also has

expertise in the areas of accounting and auditing and is familiar with the sector in which Stabilus SE operates.

In the opinion of the Supervisory Board, there are no personal or business relationships within the meaning of Recommendation C.13 of the German Corporate Governance Code between the proposed candidate and Stabilus SE or its Group companies, the executive bodies of Stabilus SE or a shareholder with a material interest in the Company. In the opinion of the Supervisory Board, the proposed candidate is to be regarded as independent of the Company and the Management Board.

Further information on Mrs. Heckelsberger, in particular her resumé, which provides information on the candidate's relevant knowledge, skills and professional experience, can be found on the Company's website at

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

**9. Resolution on an amendment to the Articles of Association to revise the provision in the Articles of Association regarding the record date for proof of share ownership**

Pursuant to Section 123 (4) sentence 2 AktG as amended by the Financing for the Future Act (*Zukunftsfinanzierungsgesetz - ZuFinG*) (BGBl. 2023 I No. 354), which came into force on 15 December 2023, proof of share ownership for the exercise of rights at the general meeting (Section 67c (3) AktG) for listed companies since 15 December 2023 no longer refers to the beginning of the 21st day prior to the general meeting – as in the previous version of Section 123 (4) sentence 2 AktG – but to the close of business on the 22nd day before the general meeting. Section 18 (3) sentence 2 of the Articles of Association of Stabilus SE should therefore be adapted to the amended wording of the law. This does not result in a material change to the deadline for proof of shareholding.

Against this background, the Management Board and Supervisory Board propose that the following resolution be adopted:

Section 18 (3) sentence 2 of the Articles of Association of the Company is cancelled and revised as follows:

*“The proof of shareholding must relate to the close of business on the twenty-second day prior to the General Meeting.”*

The currently valid Articles of Association of Stabilus SE are available on our website at

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

and will also be available there during the general meeting.

**10. Resolution on the approval of the conclusion of a profit pooling agreement between Stabilus SE and Stabilus Motion Controls GmbH**

Stabilus SE intends to conclude a profit pooling agreement with Stabilus Motion Controls GmbH, registered in the commercial register of the local court in Düsseldorf under HRB 67114 with its registered office in Langenfeld, a fully owned subsidiary of Stabilus SE. The purpose of the agreement is to create a consolidated tax group for corporate income tax and trade tax purposes.

The profit pooling agreement requires the approval of the general meeting of the Company and the shareholders meeting of Stabilus Motion Controls GmbH in order to be effective, as well as the entry in the commercial register of Stabilus Motion Controls GmbH. It is intended that the shareholders meeting of Stabilus Motion Controls GmbH will give its approval shortly after the general meeting of Stabilus SE.

The profit pooling agreement shall have the following content:

***“PROFIT POOLING AGREEMENT***

*between*

*Stabilus SE*

*hereinafter referred to as “Parent Company”*

*and*

*Stabilus Motion Controls GmbH*

*hereinafter referred to as “Subsidiary Company”*

**1. Profit Pooling**

**1.1** *Subject to subs. 1.2 the Subsidiary Company is obliged to transfer all its profits to the Parent Company during the term of the Agreement, however, at the most in accordance with the presently valid version of Sec. 301 sentence 1 German Stock Corporation Act (AktG) the net income for the year accruing prior to the profit transfer after deducting any loss brought forward from the previous year and, if applicable, the amount to be transferred to the statutory reserve pursuant to Sec. 300 AktG, as well as deducting any amount not allowed to be distributed pursuant to Sec. 268 subs. 8 German Commercial Code (HGB).*

**1.2** *The Subsidiary Company may with the Parent Company's consent allocate amounts from the net income for the year - except for statutory reserves, if so - to the revenue reserves (Sec. 272 subs. 3 HGB) only in so far as this is permitted under German GAAP and economically justified according to the judgement of a prudent businessman. Upon request of the Parent Company any amounts placed in other revenue reserves during the term of this*

*Agreement, may in accordance with the presently valid version of Sec. 301 sentence 2 AktG be withdrawn from the other revenue reserves and be transferred as profit. This shall apply accordingly in case of the dissolution of any possible amounts placed in the statutory reserves or in reserves stipulated by the Articles of Association of the Subsidiary Company during the term of this Agreement.*

**1.3** *Should Sec. 301 AktG be amended in future, the version valid at that time shall apply accordingly.*

**1.4** *The transfer of amounts from the dissolution of revenue reserves as well as of profits carried forward is excluded as far as they were placed in the revenue reserves or generated in fiscal years prior to the implementation of this Agreement. Amounts resulting from the dissolution of capital reserves in the meaning of Sec. 272 subs. 2 HGB must not be transferred at all.*

*The permissibility of dissolution, distribution or withdrawal of capital reserves in accordance with general provisions remains unaffected by the foregoing.*

**1.5** *As far as legally permitted the Subsidiary Company's obligation to transfer all its profits also comprises any profits from the sale of all its assets as well as any transfer profits resulting from transformations. This foregoing provision does not apply to profits accruing after the dissolution of the Subsidiary Company.*

**1.6** *The right to the profit transfer accrues as of the end of the business year of the Subsidiary Company and shall become due and payable on the day the Subsidiary Company's annual financial statements are approved.*

**1.7** *The Parent Company may request an advance transfer of profit if and to the extent an interim dividend may be paid. As far as the amount of the advance transfer exceeds the final amount of the profit transfer, the exceeding amount is regarded as loan granted by the Subsidiary Company to the Parent Company.*

## **2. Assumption of Losses**

**2.1** *For the assumption of losses by the Parent Company the provisions of Sec. 302 AktG as amended from time to time shall apply accordingly.*

**2.2** *The right to compensation of any loss accrues as of the end of the business year of the Subsidiary Company and shall become due and payable at the same date.*

## **3. Preparation of the Annual Financial Statement**



- 3.1** *The Subsidiary Company's annual financial statements shall, prior to being approved, be presented to the Parent Company for information, review and reconciliation purposes.*
- 3.2** *The Subsidiary Company's annual financial statements shall be prepared and approved prior to the Parent Company's annual financial statements.*
- 3.3** *If the Subsidiary Company's fiscal year ends at the same time as the Parent Company's fiscal year the financial statements of the Parent Company have to reflect the profit or loss incurred by the Subsidiary Company during one and the same fiscal year.*

#### **4. Right of Access to Information**

- 4.1** *The Subsidiary Company's management is obliged to provide the Parent Company with any requested information concerning all of its legal, business and organizational affairs. The Parent Company is entitled to inspect the Subsidiary Company's books and business papers at any time.*
- 4.2** *Irrespective of the aforementioned rights the Subsidiary Company shall continually inform the Parent Company about its business development, especially about essential business transactions.*

#### **5. Coming into Force, Term of the Agreement, Termination**

- 5.1** *This Agreement is subject to the approval of the general meeting of the Parent Company and the shareholder's meeting of the Subsidiary Company and shall become effective with its registration with the commercial register of the Subsidiary Company. It shall apply for the first time for the Subsidiary Company's fiscal year beginning on 1 October 2023, however, at the earliest to the fiscal year of the Subsidiary Company in which the Agreement takes effect.*
- 5.2** *This Agreement is concluded for an indefinite period of time. It may be terminated ordinarily to the end of a fiscal year of the Subsidiary Company with a three months' notice period, for the first time, however, after expiration of a period of full five years, i.e. 60 months (Minimum Term) since the beginning of the fiscal year for which the Agreement for the first time applies according to subs. 5.1.*
- 5.3** *The right to terminate this Agreement prematurely by way of or a unilateral termination for important reasons shall remain unaffected. Important reasons for such a termination are in particular:*
  - a.** *the sale, the contribution or any other transfer of shares in the Subsidiary Company,*
  - b.** *the merger, spin-off, hive-down or liquidation of the Parent Company or the Subsidiary Company,*

- c. the conversion of the Subsidiary Company, except the Subsidiary Company shall be converted into a corporation with another legal form,*
- d. the relocation of the statutory or administration seat of the Subsidiary Company or the Parent Company abroad, if thereby the provisions regarding a tax group do not further apply.*

**5.4** *In the event that during the term of this Agreement a fiscal unity for corporation tax purposes shall not be acknowledged or shall not be accepted by the finance authorities due to missing or deficient performance, a new Minimum Term of full five years shall begin with the first day of the fiscal year of the Subsidiary Company for which the prerequisites of a fiscal unity for corporation tax purposes for the first time or again are existent. For this new minimum term subsections 5.2 and 5.3 shall apply by analogy.*

## **6. Costs**

*All costs incurring in connection with the conclusion of this Agreement shall be paid by the Parent Company.*

## **7. Final Provisions**

**7.1** *Should any provision of this Agreement be or become completely or partially void, invalid or impracticable the other contractual provisions shall remain unaffected. The void, invalid or impracticable provision shall be replaced by a provision coming closest to what the parties would have intended had they considered this in the light of the nullity, invalidity or impracticability.*

**7.2** *This also applies in case of the nullity, invalidity or impracticability of a provision as to performance or time of this Agreement. In such a case the legally admissible provision as to performance or time shall be regarded as agreed which comes closest to the one agreed. Sentences 1 and 2 shall apply accordingly for any gaps in this Agreement.*

**7.3** *This Agreement is drawn up with an English translation. The German version of this Agreement shall prevail. The English version is only a non-binding convenience translation.”*

Stabilus SE is the sole shareholder of Stabilus Motion Controls GmbH. Compensation payments or settlements for outside shareholders of Stabilus Motion Controls GmbH pursuant to Sections 304, 305 AktG are therefore not to be granted. A review of the agreement by a contract auditor is not required. The profit pooling agreement is explained and justified in more detail in a joint report by the Management Board of Stabilus SE and the management of Stabilus Motion Controls GmbH.

Against this background, the Management Board and Supervisory Board propose that the following resolution be adopted:

The conclusion of the profit pooling agreement between Stabilus SE as the Parent Company and Stabilus Motion Controls GmbH, a limited liability company with its registered office in Langenfeld, as the Subsidiary Company is approved.

The following documents will be available on the website of Stabilus SE – also during the general meeting – under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm):

- the draft of the profit pooling agreement between Stabilus SE and Stabilus Motion Controls GmbH;
- the annual financial statements and the combined management reports for the Company and the Group for the fiscal years from 1 October 2020 until 30 September 2021, from 1 October 2021 until 30 September 2022 and from 1 October 2022 until 30 September 2023;
- the annual financial statements for Stabilus Motion Controls GmbH for the fiscal years from 1 October 2020 until 30 September 2021, from 1 October 2021 until 30 September 2022 and from 1 October 2022 until 30 September 2023;
- the joint report pursuant Section 293a AktG of the Management Board of Stabilus SE and the management of Stabilus Motion Controls GmbH.

## **Annex to Agenda Item 6: Remuneration report for fiscal year from 1 October 2022 until 30 September 2023 (“fiscal year 2023”)**

### **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/](http://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/](http://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	
✓	<b>Extension of plan term for Performance Share Plan from three to four years</b> to strengthen long-term alignment of compensation of Management Board
✓	<b>Introduction of long-term variable compensation component focused on sustainability targets</b> to promote sustainability at Stabilus
✓	<b>Introduction of absolute cap on compensation</b> 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 <b>comprehensive and customary malus and clawback clauses</b> for the entire variable compensation
✓	<b>No increased severance payments</b> in cases of change of control and <b>offset of severance payments</b> 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
<i>Short-Term Incentive 2022</i>	-		302	-		70
<i>Short-Term Incentive 2023</i>	324		-	209		-
Multi-year variable compensation	594	36%	454	383	36%	105
<i>PSP 2022 (2022-2024)</i>	-		454	-		105
<i>PSP 2023 (2023-2026)</i>	486		-	313		-
<i>ESG-LTI 2023 (2023-2026)</i>	108		-	70		-
<b>Total compensation</b>	<b>1,635</b>	<b>100%</b>	<b>1,422</b>	<b>1,057</b>	<b>100%</b>	<b>332</b>

\* 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).

Fixed compensation	Base salary	<ul style="list-style-type: none"> <li>Fixed annual salary paid out in twelve equal installments</li> </ul>	
	Benefits	<ul style="list-style-type: none"> <li>Essentially, company car, accident insurance, D&amp;O insurance, personal tax advice, periodic reimbursement for relocation costs</li> </ul>	
	Pension substitute	<ul style="list-style-type: none"> <li>Annual allowance at 30% of base salary</li> </ul>	
Variable compensation	Short-Term Incentive (STI)	Target	<ul style="list-style-type: none"> <li>60% of base salary</li> </ul>
		Type	<ul style="list-style-type: none"> <li>Target bonus</li> </ul>
		Performance targets	<ul style="list-style-type: none"> <li>70%: adj. EBIT</li> <li>30%: adj. free cashflow</li> <li>Multiplier (0.8 - 1.2) for individual performance, team performance and stakeholder targets</li> </ul>
		Cap	<ul style="list-style-type: none"> <li>200% of target</li> </ul>
	Performance Share Plan	Target	<ul style="list-style-type: none"> <li>90% of base salary</li> </ul>
		Type	<ul style="list-style-type: none"> <li>Performance Share Plan (virtual shares)</li> </ul>
		Term	<ul style="list-style-type: none"> <li>Four years (three-year performance period and one-year holding period for virtual shares)</li> </ul>
		Performance targets	<ul style="list-style-type: none"> <li>70% relative Total Shareholder Return (TSR)</li> <li>30% adj. EBIT margin</li> </ul>
		Cap	<ul style="list-style-type: none"> <li>250% of target</li> </ul>
	ESG-LTI	Target	<ul style="list-style-type: none"> <li>20% of base salary</li> </ul>
		Type	<ul style="list-style-type: none"> <li>Performance Cash Plan</li> </ul>
		Term	<ul style="list-style-type: none"> <li>Four years</li> </ul>
		Performance targets	<ul style="list-style-type: none"> <li>Strategic and relevant sustainability goals</li> </ul>
		Cap	<ul style="list-style-type: none"> <li>150% of target</li> </ul>
	Other contractual provisions	Malus/clawback	
Share Ownership Guidelines (SOG)		<ul style="list-style-type: none"> <li>Obligation to purchase and hold shares during appointment</li> <li>Four-year build-up phase, target investment in amount of one gross base salary</li> </ul>	
Maximum compensation		<ul style="list-style-type: none"> <li>CEO: €3.9 million</li> <li>Ordinary Management Board members: €2.5 million</li> </ul>	

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.

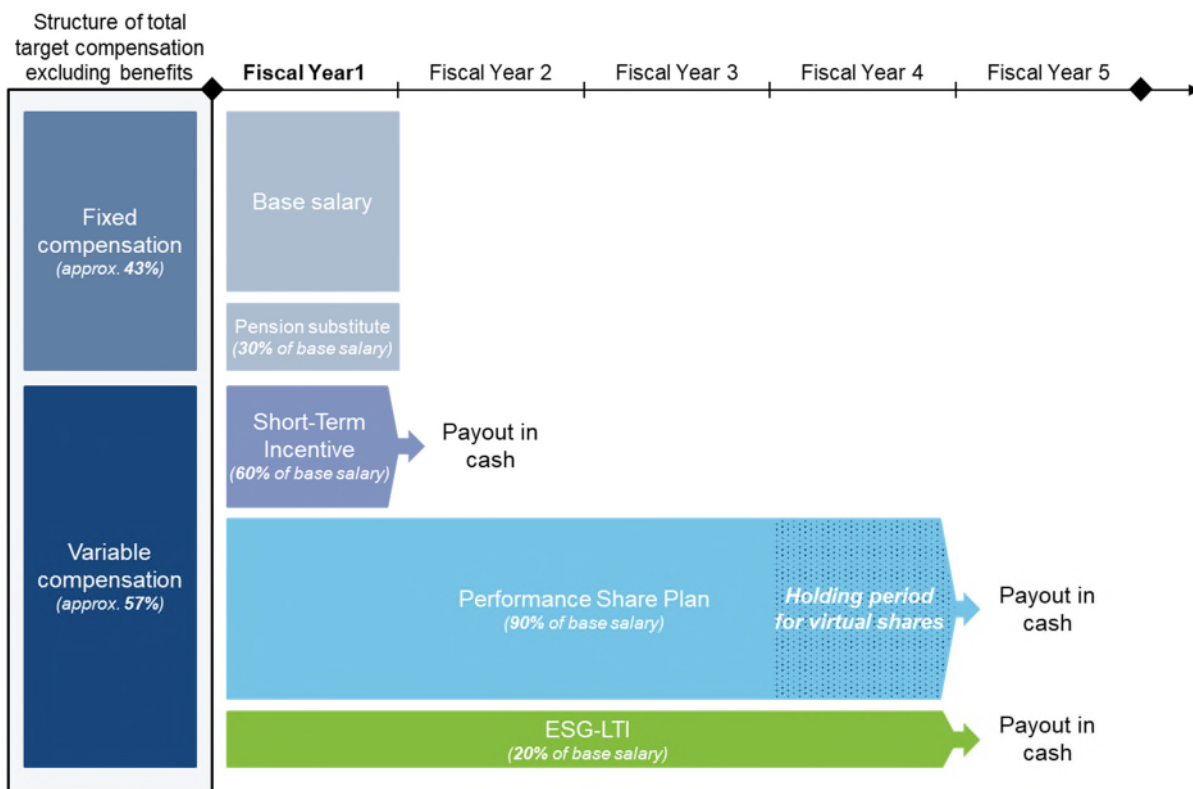
The Pay-for-Performance concept is reflected in the high relative proportion of variable compensation components. The fixed compensation (base salary and pension substitute, excluding fringe benefits) accounts for 43% of the total target compensation excluding fringe benefits, while the variable compensation (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.

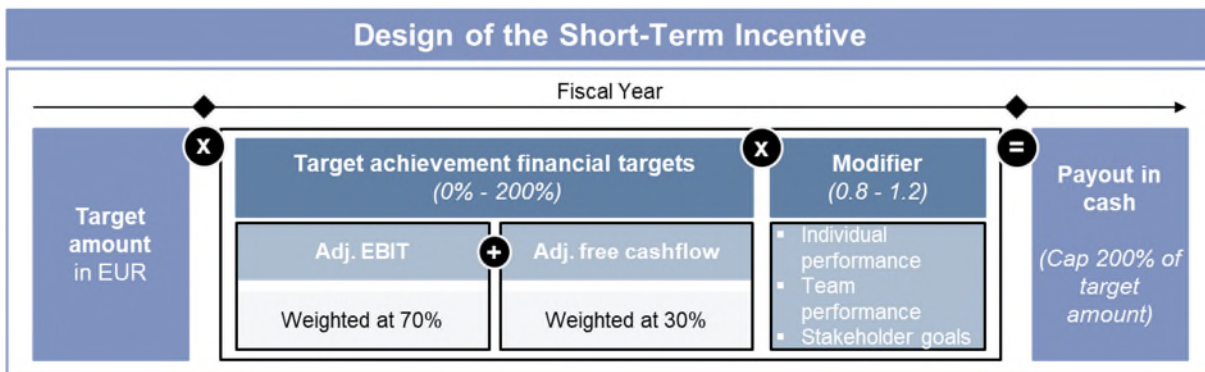


Figure 4: Design of the Short-Term Incentive.

### **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.

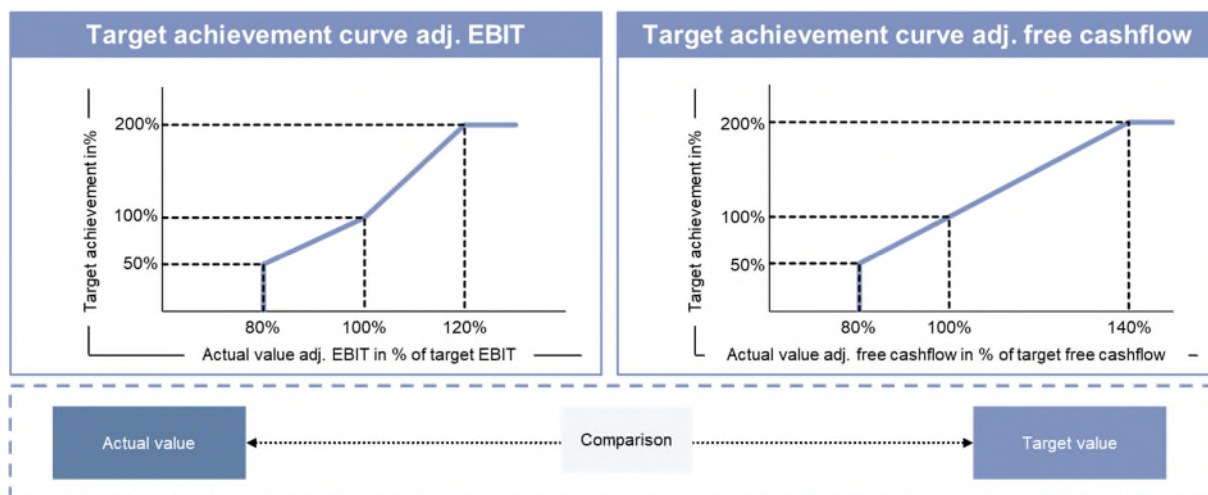


Figure 5: Target achievement curves for the financial targets of the STI.

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%
<i>Weighted target achievement financial targets</i>						<b>137.28%</b>

#### 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.

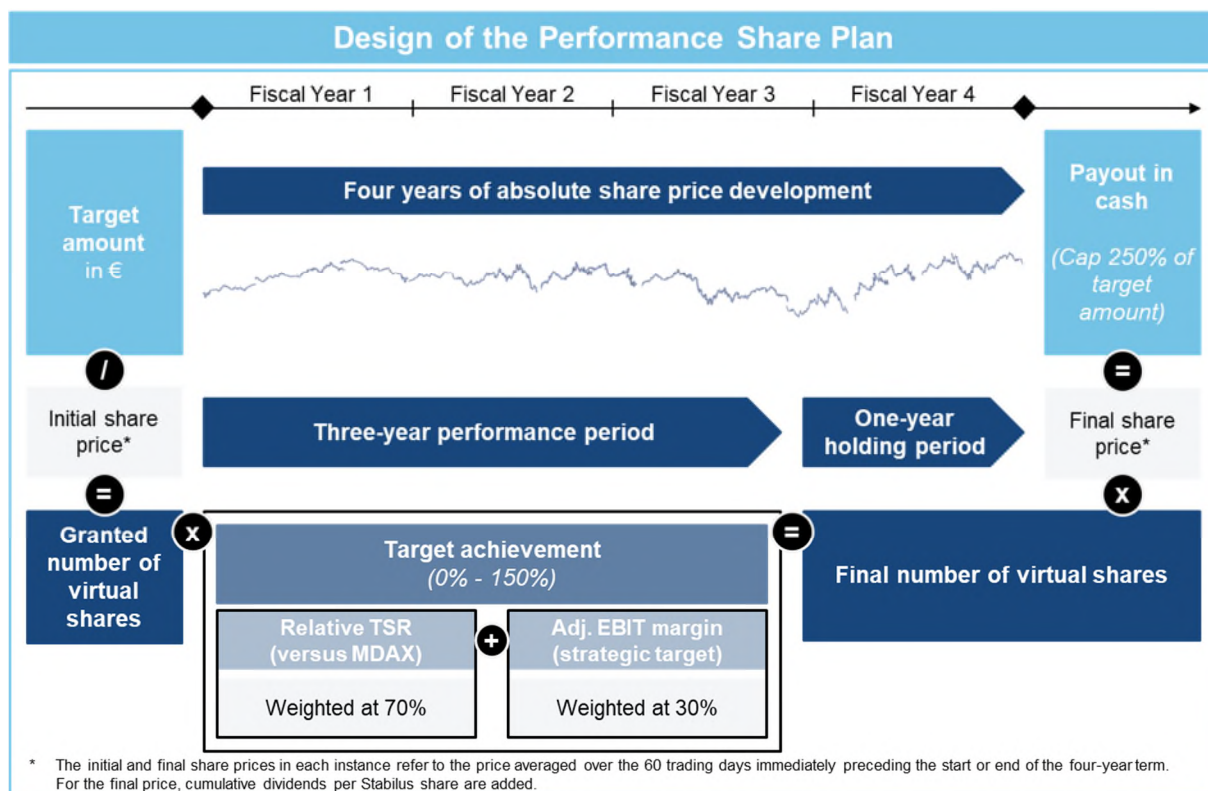


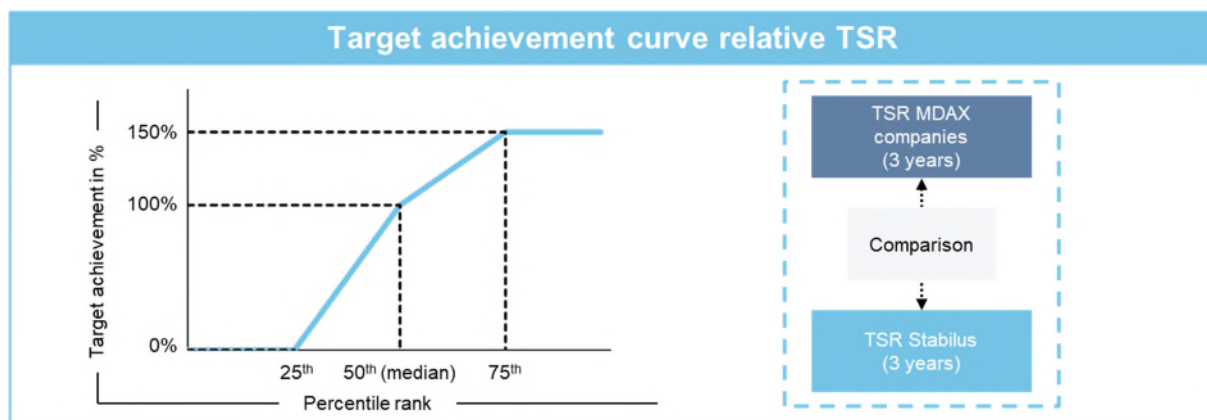
Figure 6: Design of the Performance Share Plan.

### 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 25<sup>th</sup> percentile rank, the target achievement is 0%. If Stabilus' percentile rank is at the 50<sup>th</sup> percentile (median), the target achievement is 100%. If the TSR of Stabilus is at least at the 75<sup>th</sup> 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.

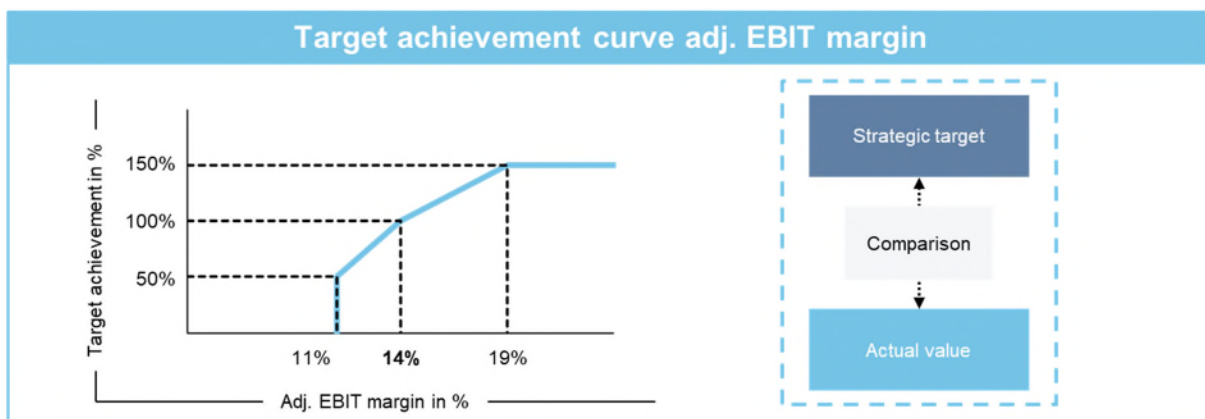


Figure 8: Target achievement curve of adj. EBIT margin.

### 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%	25 <sup>th</sup> percentile	50 <sup>th</sup> percentile	90 <sup>th</sup> percentile	66.1 percentile	120.13%
Adjusted EBIT margin	30%	9.5%	12.5%	17.5%	13.0%	105.00%
<i>Weighted target achievement financial targets</i>						<b>115.59%</b>

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	-	-
<b>Total:</b>		<b>15,402</b>	<b>799</b>	<b>21,128</b>	<b>0</b>	<b>30,182</b>	<b>21,128</b>	<b>1,174</b>

\* 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.

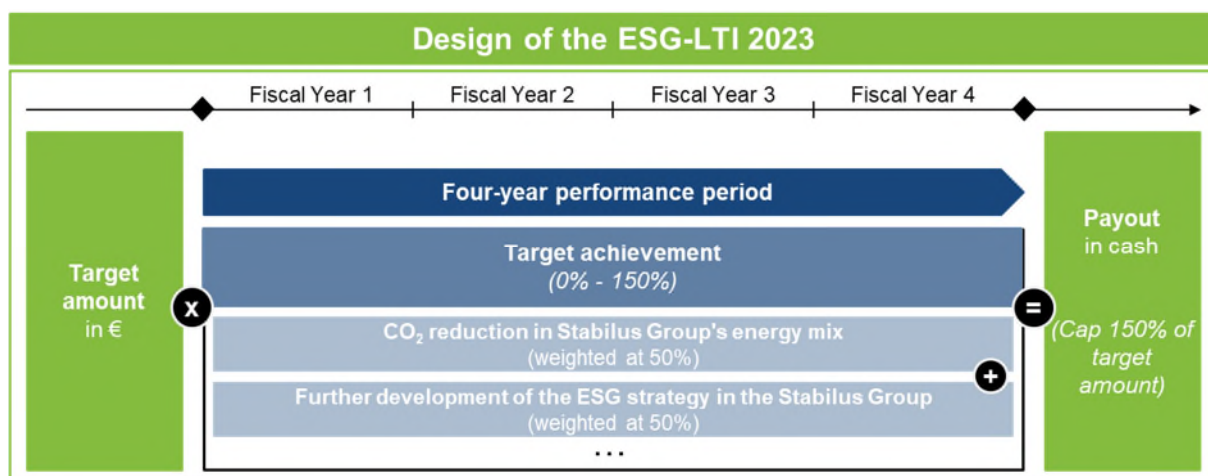


Figure 9: Design of the ESG-LTI 2023.

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<sub>2</sub> 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					Opening balance (01/10/2022)	
		Grant date	Vesting date	Performance period	Exercise period	Exercise price of the option	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
Mark Wilhelm, 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 Wilhelm, 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	-	-	-
<b>Total:</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>5,134</b>	<b>0</b>	<b>11,763</b>	<b>0</b>	<b>0</b>	<b>-</b>

\* 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		-	-		-
<b>Compensation awarded and due pursuant to Section 162 AktG</b>	<b>1,813</b>	<b>100%</b>	<b>1,831</b>	<b>809</b>	<b>100%</b>	<b>251</b>

\* 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%
<b>Compensation awarded and due pursuant to Section 162 AktG</b>	<b>61</b>	<b>100%</b>	<b>52</b>	<b>100%</b>

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

\* 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
<b>Management Board's compensation</b>				
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%
<b>Supervisory Board's compensation</b>				
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%	-	-	-
<b>Company performance</b>				
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%
<b>Average compensation on a full-time equivalent basis of employees</b>				
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)

## **Additional information on terms of participation and conduct of the general meeting**

The Company’s Management Board has decided to hold the general meeting virtually pursuant to Section 17 (4) of the Articles of Association of Stabilus SE and without the shareholders or their proxies being physically present. Shareholders and their proxies will not be able to attend in person at the location of the general meeting.

On 7 February 2024, from 9:30 hrs (CET), the entire general meeting will be broadcast live for properly registered shareholders who have provided proof of shareholding or their proxies, with video and audio transmission being made available in the password-protected Internet portal (“GM Portal”), which can be accessed through a link on the Stabilus SE website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The access details needed to use the GM Portal are sent to the shareholders or their proxies once they have properly registered for the general meeting and have provided proof of shareholding. By using the GM Portal during the virtual general meeting on 7 February 2024, shareholders or their proxies are electronically connected to the virtual general meeting and may exercise their shareholder rights. Among other things, properly registered shareholders who have provided proof of shareholding or their proxies may, on the GM Portal, exercise the voting right, make use of their right to raise a point of order or request information, file an objection for the record and submit statements ahead of the meeting. A proxy's use of the GM Portal requires that the proxy received the necessary log-in details if the access details were not sent directly to the proxy. Details can be found in the following sections.

### **Registering for general meeting and proof of eligibility**

To participate in the virtual general meeting and exercise the voting right pursuant to the provisions below, shareholders must register in time and show proof of shareholding as required under Section 18 of the Articles of Association of Stabilus SE.

The Company must receive the registration along with proof of shareholding at least six days prior to the meeting – i.e. 31 January 2024, 24:00 hrs (CET) – at the below address. Registration requires the text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, “BGB”) and must be submitted in the German or the English language. Proof of shareholding may be supplied in text form (Section 126b BGB) by the final intermediary pursuant to Section 67c (3) AktG. Such proof must refer pursuant to Section 18 (3) of the Articles of Association to shareholdings as of the beginning of the 21st day prior to the general meeting, i.e. 17 January 2024, 00:00 hrs (CET), which corresponds to the close of business on the 22nd day before the general meeting, pursuant to Section 123 (4) sentence 2 AktG in the version of the Financing for the Future Act (*Zukunftsfinanzierungsgesetz - ZuFinG*) (BGBl. 2023 I No. 354), i.e. 16 January 2024, 24:00 hrs (CET) – (“Record Date”).

In relations with the Company, only shareholders who have provided proof of shareholding are deemed eligible to participate in the virtual general meeting and exercise the voting right. The eligibility to participate as well as the scope of the voting right depend exclusively on shareholdings as of the Record Date. Registering for the general meeting does not temporarily block the sale of shares, nor is such right suspended on the Record Date. Even in the event that shareholdings are divested wholly or in part after the Record Date, the eligibility to participate as well as the scope of the voting right are based only on shareholdings as of the Record Date – i.e., the sale of shares after the Record Date has no impact on the eligibility to participate as well as the scope of the voting right. The same applies to purchases of shares, including those that add to existing holdings, effected after the Record Date. Persons who do not hold shares as of the Record Date and become shareholders only at a later point in time are ineligible to participate or vote. The possibility of a buyer being made a proxy is not affected.

Registration and proof of shareholding are to be transmitted to the following address:

Stabilus SE  
c/o Computershare Operations Center  
80249 München  
Germany  
or by email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Once the registration and proof of shareholding have been received, the shareholders or their proxies will be provided with the log-in details for the use of the GM Portal, which can be accessed through a link on the Company's website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

We ask the shareholders to see to their registration as well as the submission to the Company of proof of shareholding in due time.

### **Procedure for casting votes electronically**

Shareholders who have properly registered and provided proof of their shareholdings in accordance with the foregoing provisions may exercise their voting rights electronically on the GM Portal or have proxies do so.

Following the prescribed procedure, votes are cast electronically on the GM Portal, which can be accessed through a link on the Company's website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

Until the chair of the meeting has closed a given vote at the virtual general meeting on 7 February 2024, votes may be cast, changed or withdrawn electronically on the GM Portal.

### **Proxy voting procedure**

Shareholders who do not wish to exercise their voting right electronically themselves have the option to have a proxy – e.g., an intermediary, an association of shareholders, a voting consultant or another third party – do so on their behalf. However, shareholders must be properly registered and provide proof of shareholding in a timely manner even if they opt for proxy voting.

The use of the AGM portal by a proxy requires that the proxy receives the respective access details sent by the authorizing party after proper registration for the general meeting and proof of share ownership, unless the access details were sent directly to the proxy.

Proxies must be legitimized by means of a formal authorization which, along with changes thereto, the revocation thereof and its communication to the Company, must be made in text form. Special requirements may apply to proxies pursuant to Section 135 AktG (conferring powers to intermediaries, associations of shareholders, voting consultants or other parties and institutions deemed equal thereto under Section 135 (8) AktG) as well as the revocation of such powers and proof thereof vis-à-vis the Company; with regard to formal requirements, we ask that our shareholders coordinate with the aforementioned parties.

Until 6 February 2024, 24:00 hrs (CET) (receipt by Company), the following address is available for notices to the Company concerning proxies, proof of the conferment of such powers as well as changes thereto and the revocation thereof:

Stabilus SE  
c/o Computershare Operations Center  
80249 München  
Germany  
or by email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In addition, the conferment of or the revocation of powers may be communicated to the Company using the GM portal, which can be accessed under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

even on the day of the general meeting.

In the event that a shareholder authorizes more than one person, the Company may reject one or several of them.

An authorization form as well as additional information on proxies will be sent to properly registered shareholders together with the access details for the GM Portal. The authorization form will also be provided to shareholders or their proxies at any time upon demand and may further be viewed under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

Please note that proxies (save for the Company's voting proxies) are not able to attend the virtual general meeting in person, either; instead, they can exercise the voting rights of the shareholders they represent only by electronic means or by authorizing the proxies appointed by the Company to do so under an authorization (sub-)delegated to the latter.

### **Proxy voting procedure for proxies appointed by the Company**

The Company allows shareholders who have properly registered and have provided proof of shareholding in accordance with the foregoing provisions to authorize a proxy appointed by the Company prior to the general meeting. If authorized to do so, the proxies appointed by the Company will exercise the voting right as instructed on the occasion of the general meeting. Proxies appointed by the Company may exercise the voting right only with respect to agenda items for which they received explicit and clear instructions. The proxies appointed by the Company do not accept instructions to raise a point of order, file objections against resolutions of the general meeting, pose questions or submit motions.

Authorizations and instructions to the proxies appointed by the Company are to be given in text form and may be submitted, changed or withdrawn using the prescribed procedure until 6 February 2024, 24:00 hrs (CET) (receipt by Company) under the following address:

Stabilus SE  
c/o Computershare Operations Center  
80249 München  
Germany  
or by email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or until the start of the vote during the virtual general meeting via the GM Portal, which can be accessed under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

Those who wish to authorize and instruct the Company's proxies by mail or email are requested to use the authorization and instructions form sent to them along with the access details for the GM Portal. An authorization and instructions form will also be provided to shareholders or their proxies at any time upon demand and may further be viewed online under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

In cases in which both electronic votes and authorization forms with instructions for the voting proxies identified by the Company are received, the former are given precedence as a rule. If authorization forms with instructions are received using different modes of transmission, and such authorizations do not match, the following order of precedence applies: (1) notices sent via GM Portal, (2) notices sent by email, (3) notices sent by mail.

### **Total number of shares and voting rights at time of convocation**

At the time the general meeting is convened, the Company's registered share capital equals EUR 24,700,000.00 and is divided into 24,700,000 no-par-value bearer shares with a notional value of EUR 1.00 each. At this time, the Company holds none of its own shares. At the time the general meeting is convened, therefore, the total number of voting rights is 24,700,000.

### **Shareholder rights**

#### **Request to amend agenda (Art. 56 SE Regulation, Section 50 (2) SE Implementing Act, Section 122 (2) AktG)**

Shareholders with combined shareholdings of 5% of the registered share capital (i.e., EUR 1,235,000.00 or 1,235,000 shares) or a proportionate interest equal to EUR 500,000.00 (corresponds with 500,000 shares and represents the applicable threshold here) may demand that items be added to the agenda and made public. Each new item must be accompanied by an explanation or a proposed resolution. Pursuant to Section 50 (2) SE Implementing Act, shareholders need not have held the minimum number of shares for 90 days as set forth in Section 122 (2) sentence 1 in conjunction with (1) sentence 3 AktG in order to request that the agenda be amended.

The request to amend the agenda is to be addressed to the Management Board in writing and must be received by the Company at least 30 days prior to the meeting – i.e. 7 January



2024, 24:00 hrs (CET). Requests received at a later point in time are excluded from consideration.

We ask that requests to amend the agenda be transmitted to the following address:

Stabilus SE  
Der Vorstand  
Wallersheimer Weg 100  
56070 Koblenz  
Germany

Unless they were already announced as part of the meeting's convocation, amendments to the agenda that must be made public are published in the Federal Gazette (*Bundesanzeiger*) and provided to such media for publication as may be assumed to disseminate the information throughout the European Union immediately upon receipt of the request. Furthermore, such amendments are made accessible to shareholders on the Company's website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

and communicated in accordance with Section 125 AktG.

### **Counter-motions and nominations (Sections 126, 127 AktG)**

Each shareholder is entitled to transmit counter-motions against proposals of the Management Board and Supervisory Board for a certain agenda item as well as nominations.

The Company will publish shareholder motions that need must be made public, along with the shareholder's name and, if applicable, an explanation and the administration's comments, under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

so long as they have been received by the Company at least 14 days prior to the meeting – i.e., 23 January 2024, 24:00 hrs (CET) – at the following address:

Stabilus SE  
Wallersheimer Weg 100  
56070 Koblenz  
Germany  
or by email: [gegenantraege@computershare.de](mailto:gegenantraege@computershare.de)

The foregoing applies accordingly to nominations made by shareholders pursuant to Section 127 AktG, including the deadline for making the nomination accessible; nominations need not be explained. Pursuant to Section 127 sentence 3 in conjunction with Sections 124 (3) sentence 4, 125 (1) sentence 5 AktG, the Management Board is not obligated to make a nomination accessible if it does not contain the name, occupation and residential address of the nominee and, in cases of the election of members of the Supervisory Board, fails to

provide additional information on nominees' mandates on other Supervisory Boards to be constituted by law.

Shareholders are requested to provide proof of their shareholder status when submitting a counter-motion or nomination.

Counter-motions and nominations that are to be made accessible are deemed to have been submitted at the time they are made accessible during the virtual general meeting. The voting right with respect to such motions may be exercised – even ahead of the general meeting – as soon as the requirements for exercising voting rights have been met. If the shareholder submitting the motion is not properly legitimized or not properly registered for the general meeting, the motion need not be taken up at the general meeting.

Shareholders connected to the general meeting electronically may also submit motions and election proposals during the general meeting without prior transmission. A more detailed explanation of the procedure provided for this can be found in the section “Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG), Right to information (Sections 118a (1) sentence 2 no. 4, 131 AktG) and Right to propose motions (Section 118a (1) sentence 2 no. 3 AktG) at the general meeting”.

#### **Right to submit statements (Sections 118a (1) sentence 2 no. 6, 130a (1) through (4) AktG)**

Shareholders who have provided proof of shareholding or their proxies who have properly registered for the general meeting are entitled to submit statements ahead of the general meeting to address agenda items by way of electronic communication using the GM Portal under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

in text form or as a video. Statements provided in text form are to be submitted as PDF files following the prescribed procedure; it is recommended that the file size not exceed 50 MB. Statements provided in the video format are to be submitted as MPEG-4 or MOV files following the prescribed procedure; the file size must not exceed 1 GB. Multiple statements may be submitted. However, any statement submitted in the video format must feature the shareholders themselves or their proxies. By making a submission, shareholders or their proxies agree that their statements are made accessible on the password-protected GM Portal and attributed to them by name. Statements must be submitted at least five days prior to the general meeting – i.e. 1 February 2024, 24:00 hrs (CET).

Submitted statements satisfying these requirements that are to be made accessible pursuant to applicable law are published and attributed to the shareholders or their proxies by name at least four days prior to the general meeting – i.e. 2 February 2024, 24:00 hrs (CET) – on the GM Portal under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

Such questions, motions, nominations and objections against resolutions of the general meeting as may be contained in such statements are excluded from consideration as such.

**Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG), right to information (Sections 118a (1) sentence 2 no. 4, 131 AktG) and right to file motion (Section 118a (1) sentence 2 no. 3 AktG) at the general meeting**

Shareholders or their proxies virtually attending the general meeting are entitled to speak and request information during the general meeting. Information may be requested as part of raising a point of order. Questions cannot be submitted ahead of the general meeting.

Shareholders or their proxies virtually attending the general meeting are further entitled to submit motions and nominations at the general meeting.

To exercise the foregoing rights, shareholders must use the GM Portal under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The right to speak and the right to submit motions and nominations at the general meeting are exercised by way of video communication; it is planned to stipulate that the right to information may also be exercised by way of video communication. Such rights are exercised exclusively on the day of the general meeting from 9:30 hrs (CET) until the time determined by the chair of the meeting.

The Company has reserved the right to test communication by video between shareholders or proxies and the Company during the general meeting ahead of time, and to reject the point of order, the question, the motion or nomination if the video link is not found to be fully functional. The chair of the meeting will explain the procedure for requesting and granting the right to speak in more detail at the general meeting.

The right to Information under Section 131 (1) AktG encompasses information about the Company's affairs if and to the extent that such details are indispensable for the proper evaluation of an agenda item. The duty of the Management Board to provide information also extends to the Company's legal and business ties to affiliates as well as the standing of the group and any enterprise incorporated into the consolidated accounts (cf. Section 131 (1) sentences 2 and 4 AktG). The Management Board may decline to answer specific questions for the reasons stated in Section 131 (3) AktG.

**Filing objections (Section 118a (1) sentence 2 no. 8 AktG)**

Shareholders or their proxies are given the option to file objections against resolutions of the general meeting. Such notices may be submitted electronically via the GM Portal under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm)

on the day of the general meeting on 7 February 2024 until the chair of the meeting closes it.

## **Further details**

Further details on the shareholders' rights under Art. 56 SE Regulation, Section 50 (2) SE Implementing Act, Sections 122 (2) and 126, 127, 130a, 131 (1) AktG can be found on the Company's website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

## **Publications on the Website (Section 124a AktG)**

Starting with the convocation of the virtual general meeting, the documents to be made available and other information may be viewed along with this notice on the Company's website under

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

They will be accessible there throughout the virtual general meeting as well.

Shareholders' counter-motions, nominations and amendment requests that the Company receives in time (i.e., by the deadlines specified above) and must publish will likewise be made accessible on the aforementioned website. Following the virtual general meeting, voting results will be published on the same website.

## **Data protection notice for shareholders and proxies**

As controller within the meaning of Art. 4 no. 7 of Regulation (EU) 2016/679 (the General Data Protection Regulation, "GDPR"), Stabilus SE processes personal data of shareholders (including but not limited to name, address, email address, number of shares, class of shares, type of shareholding and registration confirmation number, as well as personal data contained in motions, questions, statements, nominations, objections and requests or other shareholder communications) and, if applicable, corresponding personal data of proxies (shareholder representatives) on the basis of applicable data protection and stock corporation law.

Processing personal data is an indispensable element of preparing for, conducting and following up on the virtual general meeting, for preparing the list of participants and for purposes of virtual participation in the general meeting, shareholder statements transmitted by way of video communication as well as exercising any other shareholder right. The legal basis for processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with Sections 118 et seqq. AktG as well as Art. 6 (1) sentence 1 lit. f) GDPR. Any processing on the basis of Art. 6 (1) sentence 1 lit. f) GDPR is done for the purposes and interests specified, including but not limited to the organization and orderly conduct of the general meeting.

As part of a virtual general meeting, moreover, we process additional personal data (access details for the GM Portal (incl. time of access), acceptance of terms of use (incl. time), information about exercising voting rights (incl. time), conferment of authorization (incl. time), questions, statements and objections (incl. time), transmission of images, audio and video when the right to raise a point of order or to request information is exercised, motions are filed or nominations are submitted as well as communication data for testing communication

with shareholders by video). In addition, your browser automatically transmits personal data to us when you use the GM Portal (date and time of access, volume of transmitted data, message signifying whether access was successful, IP address, type of Web browser and the website previously visited). We only use technically necessary cookies for the purpose of operating the GM Portal. You may block the use of cookies in your browser settings. However, fully blocking all cookies might mean that you cannot use the GM Portal. We process such personal data for the purposes and in the interests set forth above, which include providing you with secure access to the GM Portal and operating it safely and free from disruption. To such extent, the legal basis for processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with the provisions of the Stock Corporation Act, including but not limited to Sections 118a, 130a AktG, as well as Art. 6 (1) sentence 1 lit. f) GDPR.

Where applicable, we also process the aforementioned data to meet other statutory obligations, such as duties of retention under stock corporation, securities trading, trading and tax law. The legal basis for processing consists of the pertinent statutory provisions in conjunction with Art. 6 (1) sentence 1 lit. c) GDPR.

Insofar as the shareholders or their proxies do not themselves provide the personal data, Stabilus SE will typically receive them from the intermediary acting as custodian.

The service providers tasked with organizing and following up on the virtual general meeting process the personal data of the shareholders and shareholder representatives exclusively at the Company's direction and only to the extent that doing so is necessary for the performance of the service so assigned. All of the Company's employees as well as the staff of any service provider involved who have access to personal data of shareholders and shareholder representatives are obligated to hold such data in confidence.

As part of the virtual general meeting, personal data of shareholders or shareholder representatives may be made available to other shareholders or shareholder representatives in accordance with applicable law. In particular, this may pertain to objections raised as well as the list of participants (Section 129 AktG). When questions are answered, shareholders or shareholder representatives may be mentioned by name. And if shareholders submit a motion to amend the agenda, counter-motions or nominations, we will, subject to certain conditions, publish such shareholders' names on the website

[www.ir.stabilus.com/gm](http://www.ir.stabilus.com/gm).

The retention period for data collected in connection with the general meeting typically is up to three years. The Company will erase the personal data of shareholders and shareholder representatives in accordance with applicable law – especially if and when such data are no longer needed for the original purposes of collection or processing and need not be retained to safeguard our preponderant legitimate interests (Art. 6 (1) sentence 1 lit. f) GDPR) in connection with any administrative or court proceedings, provided that no statutory retention duty applies.

Subject to statutory requirements, the shareholders or shareholder representatives are entitled to receive information about their processed personal data (Art. 15 GDPR) and to demand that their personal data be corrected (Art. 16 GDPR) or erased (Art. 17 GDPR) or

that the processing thereof be restricted (Art. 18 GDPR). Shareholders further hold a right to data portability (Art. 20 GDPR) as well as a right to lodge a complaint with a supervisory authority (Art. 77 GDPR).

If personal data are processed on the basis of Art. 6 (1) sentence 1 lit. f) GDPR, shareholders or shareholder representatives are also entitled to object (Art. 21 GDPR) subject to statutory requirements.

Shareholders and shareholder representatives can reach the Stabilus SE data protection officer by email at [datenschutz@stabilus.com](mailto:datenschutz@stabilus.com) or by mail under the following address: Stabilus SE, Datenschutzbeauftragter, Wallersheimer Weg 100, 56070 Koblenz, Germany.

Stabilus SE and the service providers it engages will not use or process the personal data of shareholders received in connection with the general meeting for direct marketing purposes (Art. 21 (2) GDPR).

**Koblenz, December 2023**

**Stabilus SE**

***Management Board***