

STABILUS

ANNUAL GENERAL MEETING 2017

PROPOSED RESOLUTIONS AND COMMENTS FROM MANAGEMENT BOARD

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

1. Presentation of the management report regarding the stand alone annual accounts of the Company and the consolidated financial statements for the financial year ended 30 September 2016.
2. Presentation of the report of the supervisory board regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2016.
3. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2016.
4. Approval of the stand alone annual accounts of the Company for the financial year ended 30 September 2016.

The management board proposes that the stand alone annual accounts of the Company for the financial year ended 30 September 2016 be approved by the MEETING.

5. Acknowledgement of the loss of the Company made with respect to the financial year ended 30 September 2016 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2016.

The management board proposes that the MEETING acknowledges that the Company made a loss with respect to the financial year ended on 30 September 2016 in an aggregate amount of EUR 7,759,404 (seven million seven hundred fifty-nine thousand four hundred four Euros) and that the MEETING resolves to set-off the loss against a corresponding amount of profits carried forward from the previous financial year, in an aggregate amount of EUR 185,280,806 (one hundred eighty-five million two hundred eighty thousand eight hundred six Euros). As such, a total amount of EUR 177,521,402 (one hundred seventy-seven million five hundred twenty-one thousand four hundred two Euros) is available for distribution out of profits carried forward.

Based on the above the management board proposes that the MEETING approves the distribution of a dividend in an amount of EUR 0.50 (zero point fifty Euros) per share resulting in an aggregate dividend distribution in an amount of EUR 12,350,000 (twelve million three

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hundred fifty thousand Euros) out of profits carried forward and to carry forward the resulting balance of profits in an aggregate amount of EUR 165,171,402 (one hundred sixty-five million one hundred seventy-one thousand four hundred two Euros), to the next financial year.

The dividend shall be payable within 3 days as of the MEETING.

6. Approval of the consolidated financial statements of the Company for the financial year ended 30 September 2016.

The management board proposes that the consolidated financial statements of the Company for the financial year ended 30 September 2016 be approved by the MEETING.

7. Discharge (*quitus*) to each of the members of the management board of the Company, consisting of Mr Dietmar Siemssen, Mr Mark Wilhelms, Mr Andreas Sievers and Mr Andreas Schröder for the performance of their duties as members of the management board for, and in connection with, the financial year ended 30 September 2016.

The management board proposes that the MEETING approves the discharge of each of the members of the management board of the Company for the performance of their duties as members of the management board for, and in connection with, the financial year ended 30 September 2016.

8. Discharge (*quitus*) to each of the members of the supervisory board of the Company, consisting of Mr Udo Stark, Dr. Stephan Kessel, Dr. Joachim Rauhut and Dr. Ralf-Michael Fuchs for the performance of their duties as members of the supervisory board for, and in connection with, the financial year ended 30 September 2016.

The management board proposes that the MEETING approves the discharge of each of the members of the supervisory board of the Company for the performance of their duties as members of the supervisory board for, and in connection with, the financial year ended 30 September 2016.

9. Amendment of remuneration of supervisory board members

The management board proposes that the MEETING resolves that the remuneration of the members of the supervisory board shall be amended according to Annex 1.

Comment: The proposal in Annex 1 results from discussions with and suggestions of the external advisor hkp group, an advisor focused on compensation of management and supervisory boards. Hkp group has compared the remuneration of the supervisory board members with the remuneration of supervisory board members of peer group companies.

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10. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, KPMG Luxembourg, in relation to the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2017.

The management board proposes that the mandate of KPMG Luxembourg, as independent auditor (cabinet de révision agréé) of the Company in relation to the stand alone annual accounts and the consolidated financial statements be renewed by the MEETING for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2017.

11. Amendment of Articles of Association, including change of share form

The management board proposes that the MEETING resolves to amend the Articles of Association according to Annex 2 in regard to the following articles of the present version of the Articles of Association: 2.1 Place and transfer of registered office, 3.2 Dissolution, 6.1 Form of the shares, 6.2 Share register and share certificates, 6.5 Deposit, 7.1 Shares in registered form, 7.2 Shares in bearer form, 7.3 Indirect Holders, 9. ANNUAL GENERAL MEETING OF THE SHAREHOLDERS – OTHER MEETINGS and 24.1 Procedure regarding a conflict of interest.

Comment: The proposed amendments of the Articles of Association have been recommended by Allen & Overy lawyers in view of certain legislative changes in Luxembourg, in particular in relation with the amendments of Luxembourg companies laws. The respective memorandum of Allen & Overy dated December 6, 2016 is published as Annex 3 to this notice on the Company's website under www.ir.stabilus.com/agm. The management board follows the argumentation and consequently proposes to amend the Articles of Association accordingly.

12. Miscellaneous.

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ANNEX 1 to Convening Notice (Annual General Meeting 2017)

Supervisory Board Remuneration

<i>Ordinary supervisory board member</i>	<i>EUR 50.000</i>
<i>Chairman of supervisory board</i>	<i>2 times remuneration of ordinary member</i>
<i>Deputy Chairman of supervisory board</i>	<i>1.5 times remuneration of ordinary member</i>

Audit Committee Remuneration

<i>Ordinary audit committee member</i>	<i>EUR 15.000</i>
<i>Chairman of audit committee</i>	<i>EUR 30.000</i>

Remuneration Committee Remuneration

<i>Ordinary remuneration committee member</i>	<i>EUR 10.000</i>
<i>Chairman of remuneration committee</i>	<i>EUR 20.000</i>

Meeting Fee

EUR 1.500 for each meeting incl. participation by phone and conference calls; max., however, one meeting fee per day.

Reimbursement of expenses

The Company reimburses the members of the supervisory board their expenses related to the supervisory board mandate.

D&O insurance

The Company shall provide D&O insurance coverage for the members of the supervisory board with a deductible of 10 %, maximum 1.5 times of the yearly remuneration for the respective member of the supervisory board.

Validity

All remuneration amounts above apply for every full financial year, beginning with the financial year commencing on October 1, 2016.

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ANNEX 2 to Convening Notice (Annual General Meeting 2017)

“2.1 Place and transfer of the registered office

The registered office of the Company is established in Luxembourg. It may be transferred within such municipality or to any other place in the Grand Duchy of Luxembourg by a resolution of the management board of the Company (the **Management Board**) who will then be authorised to amend the Articles to reflect the completion of the transfer.”

“ 3.2 Dissolution

The Company may be dissolved, at any time, by a resolution of the general meeting of shareholders (the **General Meeting**) adopted in the manner provided for in Article 10 with respect to the amendments of the Articles.”

“6. SHARES

6.1 Form of the shares

The shares of the Company are dematerialised shares (**Dematerialised Shares**) in accordance with the Luxembourg law on dematerialised shares dated 6 April 2013 (the **Dematerialisation Law**). All future shares to be issued by the Company shall be in dematerialised form and the optional conversion of shares to any other form by the holder of such shares is prohibited.

All dematerialised shares shall be registered via the single settlement organisation (*organisme de liquidation*) appointed by the Company, as it may be changed from time to time (the **Settlement Organisation**). The dematerialised shares are only represented, and the ownership of such shares is only established by a record in the name of the shareholder in the securities account. The Settlement Organisation may issue or request the Company to issue certificates relating to dematerialised shares for the purpose of international circulation of securities.

The decision to proceed with the mandatory conversion of all existing shares of the Company, represented at such time by a global bearer share, was taken at the annual general shareholders’ meeting of the Company dated 15 February 2017 (the **2017 AGM**).

In accordance with article 9(3) of the Dematerialisation Law, all shares within the centralized management system operated by Clearstream Frankfurt that are already treated as *de facto* dematerialized financial instruments shall automatically be converted into Dematerialised Shares in accordance with the Dematerialisation Law three months after the publication of the 2017 AGM in the RESA (*Recueil électronique des sociétés et associations*) (such three months period, the **Transitory Period**). The Company may exercise any rights under article 17 of the Dematerialisation Law for the purpose of identifying the holders of Dematerialised Shares.

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6.2 Ownership and co-ownership of shares

The Company will recognise only one holder per share. In the event that a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner in relation to the Company.

6.3 Share repurchases

The Company may repurchase its own shares within the limits set forth by law.

6.4 Deposit

Notwithstanding the foregoing in this Article 6 and for the duration of the Transitory Period, where (i) registered shares are registered in the share register on behalf of one or more persons (the **Indirect Holders**) in the name of a securities settlement system or the operator of such a system or in the name of a financial institution or other professional depository of securities or any other depository (such systems, professionals or other depositories being referred to hereinafter as **Depositaries**) or of a sub-depository designated by one or more Depositaries, or (ii) bearer shares are deposited with any such Depository or sub-depositaries (subject to and in accordance with applicable mandatory law), the Company shall, subject to applicable law and the terms, conditions and limitations of any applicable deposit or similar agreement, and upon presentation of a confirmation from such Depository or sub-depository (issued in accordance with such formal requirements as the Management Board may from time to time determine) certifying the name of the person on whose behalf the shares are held and the number of shares recorded in such person's account with the Depository or sub-depository, permit such person to exercise the rights attaching to those shares, including the person's admission and voting at General Meetings, and shall consider such person to be a shareholder for all purposes in these Articles.

Notwithstanding the foregoing in this Article 6, the Company will make any and all payments (including any dividend payments and any other distributions) in respect of shares recorded in the name of a Depository or subdepository, or deposited with any of them, as the case may be, whether in cash, shares or other assets, only to such Depository or sub-depository, or otherwise in accordance with such Depository's or sub-depository's instructions, and that payment shall release the Company from any and all obligations for such payments.

6.5 Reporting requirements

If and for so long some or all of shares of the Company are admitted to trading on a regulated market as defined in the markets in financial instruments law dated 31 July 2007, established or operating within a Member State of the European Economic Area, any natural or legal person, acting alone or in concert with others, who would come to acquire or dispose of shares of the Company, or any other securities of the Company targeted by applicable law, shall comply with applicable reporting requirements within the time frame set forth by applicable law.”

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“7. TRANSFER OF SHARES

Following the effective conversion of all Company shares into Dematerialised Shares after the Transitory Period, all shares are freely transferable through book entry transfers (*virement de compte à compte*) in accordance with the legal requirements of the Dematerialisation Law.

During the Transitory Period until the publication of the 2017 AGM, any transfer of shares shall be made in accordance with Luxembourg law.”

9. First paragraph:

“The annual General Meeting shall be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place within the municipality of the registered office and at such time as specified in the convening notice of the meeting.”

24.1 First sentence:

“In the event that a member of the Management Board or a member of the Supervisory Board, as the case may be, has, directly or indirectly, a financial interest opposite to the interest of the Company in any transaction of the Company that is submitted to the approval of the Management Board or the Supervisory Board, as the case may be, such member of the Management Board or the Supervisory Board shall make known to the Management Board or the Supervisory Board, as the case may be, such opposite interest at that meeting and shall cause a record of his statement to be included in the minutes of the meeting.”