

# **Articles of Association of**

## **Stabilus SE**

(as amended by the resolutions of the general meeting on 15 February 2023)

### **I. General information**

#### **§ 1**

#### **Company name and registered offices**

- (1) The company is a European Company (Societas Europaea, SE) bearing the name  
**Stabilus SE.**
- (2) The company has its registered offices in Frankfurt am Main, Germany.

#### **§ 2**

#### **Object of the enterprise**

- (1) The object of the enterprise consists of leading a group of domestic and foreign entities specializing, first and foremost, in developing, manufacturing, and distributing gas springs, absorbers, flap opening systems, vibration isolation products and industrial components in the field of motion control, along with the provision of related consulting and other services.
- (2) The company may enter into such transactions and adopt such measures as may be related to the object of the enterprise and suited to the task of promoting it, be it directly or indirectly. To this end, it may establish branch offices at home and abroad, found and acquire other enterprises or invest in them. The company may start servicing any and all of the segments mentioned under paragraph 1 itself or assign such tasks to enterprises affiliated with it within the meaning of §§ 15 et seqq. of the *Aktiengesetz* (the Stock Corporation Act, “*AktG*”). Furthermore, the

company may place enterprises in which it is invested under uniform management and enter into affiliation agreements with them.

- (3) The company may limit its activities to a portion of the fields specified in paragraphs 1 and 2.

### § 3

#### **Business year**

The company's business year commences on 1 October and ends on 30 September of the following calendar year.

### § 4

#### **Announcements and information**

- (1) The company publishes announcements in the Federal Gazette (*Bundesanzeiger*) unless applicable law mandates another form of publication.
- (2) To the extent permitted by law, information for the holders of the company's registered stock may also be transmitted by way of electronic data transfer.

## **II. Share capital and shares**

### § 5

#### **Share capital**

- (1) The company's share capital equals EUR 24,700,000.00 (in words: twenty-four million seven hundred thousand euros); it is divided into 24,700,000 no-par-value bearer shares.
- (2) The company's share capital was contributed by way of the conversion of Stabilus S.A., a company with registered offices in Luxembourg, Grand Duchy of Luxembourg, entered into Luxembourg's *Registre de Commerce et des Sociétés* under Registration No. 151589, into a European Company (SE) in an amount of EUR 247,000.00, and by way of a capital increase financed from the company's own resources in an amount of EUR 24,453,000.00.
- (3) The board of management is authorized, subject to supervisory board approval, to increase the company's share capital in the period until 10 August 2027 either at once or in installments by up to EUR 2,470,000.00 (in words: two million four hundred and seventy thousand euros) by issuing new shares of stock against cash and/or non-cash contributions (**2022 Approved Capital**).

As a rule, new shares of stock are to be offered to the company's shareholders for subscription; they may also be transferred to one or several credit institutes or other enterprises within the meaning of Art. 5 of Council Regulation (EC) 2157/2001 in conjunction with § 186 (5)

sentence 1 AktG on the condition that they be offered to the shareholders for subscription (so-called indirect subscription right).

Subject to supervisory board approval, the board of management is authorized to exclude shareholders' subscription rights as part of the 2022 Approved Capital with a view to:

- exempting fractions from the subscription right;
- issuing shares of stock against cash contributions if the issue amount of the new shares of stock does not fall materially (within the meaning of §§ 203 (1) and (2), 186 (3) sentence 4 AktG) short of the exchange price of shares of the same class and rights that are already listed, and the pro-rated amount of share capital attributable to new shares of stock issued to the exclusion of the subscription right in accordance with § 186 (3) sentence 4 AktG does not exceed 10% of the share capital as of the date of the resolution or the date on which such power is exercised, whichever amount is lower. The cap equal to 10% of the share capital is to be adjusted by such shares as may (i) be issued or sold during the term of the authorization in direct or analogous application of § 186 (3) sentence 4 AktG and (ii) have to be issued to service bonds (including profit-participation rights) providing for option and/or conversion rights or obligations, provided that the bonds or profit-participation rights are issued during the term of the authorization in analogous application of § 186 (3) sentence 4 AktG to the exclusion of the subscription right;
- issuing shares of stock against non-cash contributions, especially for the purpose of granting shares of stock as part of corporate mergers, or for the purpose of the acquisition of enterprises, parts of enterprises, stakes in enterprises or other assets or claims for the acquisition of assets, including claims against the company or its group divisions.

The sum of shares of stock issued under such authorization to the exclusion of shareholders' subscription rights against cash and/or non-cash contributions must not exceed 10% of the company's share capital as of the date of the resolution or the date on which such power is exercised, whichever amount is lower. The aforementioned 10% cap is to be adjusted by such shares as may (i) be issued or sold during the term of the authorization to the exclusion of the subscription right under other authorizations and (ii) have to be issued to service bonds (including profit-participation rights) providing for option and/or conversion rights or obligations, provided that the bonds or profit-participation rights are issued during the term of the authorization to the exclusion of the subscription right.

Subject to supervisory board approval, the board of management is authorized to further define share rights and set the terms of issuance.

- (4) The board of management is authorized, subject to supervisory board approval, to increase the company's registered capital during the period ending 14 February 2028 either at once or in installments by up to EUR 4,940,000.00 (in words: four million nine hundred and forty

thousand euros) by issuing new shares of stock against cash contributions (**2023 Approved Capital**). In this context, shareholders are to be granted a subscription right. With the supervisory board's approval, the board of management may determine that the new shares are to be transferred to one or several credit institutes, investment firms or other enterprises within the meaning of § 186 (5) sentence 1 AktG on the condition that they be offered to the shareholders for subscription (so-called indirect subscription right).

The board of management is empowered, subject to supervisory board approval, to exclude the subscription right of shareholders insofar as doing so is necessary to offset fractions.

Moreover, the board of management is empowered, subject to supervisory board approval, to further define share rights and set the terms of issuance.

## **§ 6 Shares**

- (1) Shares are made out to the bearer. If, in the event of a capital increase, the resolution for such increase does not specify whether the new shares are to be bearer or registered shares, they are made out to the bearer.
- (2) To the extent permitted by law, shareholders hold no claim to the securitization of their shares. The company is entitled to issue stock certificates embodying individual, several or all shares. A shareholder claim for the issue of dividend and renewal coupons is excluded.
- (3) The board of management determines the form and substance of stock certificates as well as any dividend and renewal coupons with the supervisory board's consent. The same applies to bonds and interest coupons.

## **III. Constitution**

### **§ 7 The Company's governing bodies**

The company's constitution as an organization adheres to the dualistic system. Its governing bodies are:

- the board of management (executive body);
- the supervisory board (supervisory body); and
- the general meeting.

## **1. Board of management**

### **§ 8**

#### **Composition and rules of procedure**

- (1) The board of management is composed of at least two persons. The company's supervisory board may set the number of members of the board of management higher.
- (2) The supervisory board may appoint a chairperson and a deputy chairperson of the board of management.
- (3) The members of the board of management are appointed for a period of no more than four years, though it is permissible for members of the board of management to be reappointed.
- (4) The supervisory board adopts rules of procedure for the board of management, which also include a schedule of responsibilities for the members of the board of management.

### **§ 9**

#### **Managing and representing the company**

- (1) The board of management manages the company on its own responsibility. It conducts the company's affairs in accordance with applicable law, the articles of association, and the rules of procedure for the board of management. Irrespective of the overall responsibility of the board of management, each member oversees the division assigned to him/her independently.
- (2) The company is represented by two members of the board of management or one member acting in concert with an executive officer (*Prokurist*) of the company.
- (3) The supervisory board may authorize individual members of the board of management to represent the company alone. In addition, the supervisory board may release any or all members of the board of management in general or on a case-by-case basis from the prohibition on multiple representation pursuant to § 181 second alternative of the *Bürgerliches Gesetzbuch* (the Civil Code "*BGB*"). § 112 AktG is not affected.

### **§ 10**

#### **Adopting resolutions**

- (1) A board of management composed of only two members has a quorum only if all members are present; if it is composed of three or more members, it has a quorum so long as at least half of them take part in the adoption of resolutions in person or using electronic media. Members of the board of management who attend by telephone or video conference are deemed to be present. Absent members of the board of management may cast their votes in writing, by facsimile or using electronic media – or by having another member of the board of management submit their votes at the meeting.

- (2) The resolutions of the board of management are adopted with a simple majority of votes cast by the members of the board of management participating in the adoption of a resolution unless applicable law, these articles of association or the rules of procedure stipulate other majorities. Where a chairperson has been appointed to the board of management, he/she does not cast the decisive vote. The board of management can adopt resolutions only unanimously if it is composed of two members only.
- (3) Details are found in the rules of procedure for the board of management.

## **2. Supervisory board**

### **§ 11**

#### **Composition, appointment, term**

- (1) The supervisory board is composed of five members. The members of the supervisory board are elected by the general meeting. The general meeting is not bound by nominations.
- (2) Members of the supervisory board are appointed, at the time of their election by the general meeting, for a term that ends with the conclusion of the general meeting tasked with the discharge for the fourth business year following the start of their tenure, but in any case after six years, unless the general meeting sets another term at the time of the election. The business year during which tenure commences is not counted for this purpose; members may be re-elected.
- (3) Each member of the supervisory board may resign – even in the absence of cause – by addressing a written declaration to that effect to the chairperson of the supervisory board or, in the event that it is the chairperson of the supervisory board who is resigning, to his/her deputy, providing at least one month's notice. The chairperson of the supervisory board or, in the event that it is the chairperson of the supervisory board who is resigning, his/her deputy may shorten the notice period or waive the need for advance notice altogether.
- (4) Successors for members of the supervisory board who departed before the end of their term are elected for the remainder of such term unless the general meeting sets another term for the successor.

### **§ 12**

#### **Chairperson, deputy chairperson**

- (1) The supervisory board elects a chairperson as well as a deputy chairperson from its midst. Elections are to be held following the general meeting at which the members of the supervisory board were newly elected. There is no need to call a special meeting for this purpose. Unless a shorter term is specified at the time of the election, the terms of the chairperson and deputy chairperson of the supervisory board correspond with their respective tenures as members of the supervisory board.

- (2) In the event that the chairperson or deputy chairperson of the supervisory board does not serve out his/her full term, the supervisory board must promptly arrange for new elections to fill the vacant position for the remainder of the term.
- (3) Unless provided otherwise in these articles of association, the deputy chairperson of the supervisory board holds the same rights as the chairperson whenever the former acts as the representative of the latter during his/her absence.
- (4) The chairperson of the supervisory board issues declarations of intent of the supervisory board in its name. The supervisory board may also empower other members of the supervisory board to do so. The chairperson of the supervisory board is authorized to accept declarations on its behalf.

### **§ 13**

#### **Supervisory board's rights and obligations**

- (1) The supervisory board monitors the board of management as it conducts the company's business; the supervisory board is not authorized to conduct the company's affairs itself. In all other respects, the supervisory board has the responsibilities and rights assigned to it by applicable law, the articles of association and otherwise.
- (2) The following transactions and measures taken by the company are subject to the prior approval of the company's supervisory board:
  - a) adding new business segment or abandoning existing ones;
  - b) providing bonds, guarantees or security with respect to external third parties if the sum of such commitments vis-à-vis a given third party exceeds, individually or as a whole, EUR 2,000,000.00;
  - c) issuing bonds or comparable financial instruments; and
  - d) entering into or amending loan agreements or other financing arrangements with a value of more than EUR 5,000,000.00 per instance or EUR 10,000,000.00 in total per year.
- (3) The supervisory board may tie other types of transactions to its approval by so amending the rules of procedure for the board of management or by way of resolution. Moreover, the supervisory board may grant its revocable approval for certain types of transaction or measures in a general manner or – provided that a given individual transaction or measure meets certain requirements – in advance.
- (4) The supervisory board may adopt resolutions to amend the articles of association, where such changes affect only their wording.

## **§ 14**

### **Rules of procedure and committees**

- (1) Subject to applicable law and the provisions of these articles of association, the supervisory board creates its own rules of procedure.
- (2) Subject to applicable law, the supervisory board may form committees from its midst and determine their composition, responsibilities, and powers in the rules of procedure for the company's supervisory board. Insofar as applicable law or the articles of association so permit, the supervisory board may assign such responsibilities, decision-making powers and rights as may be incumbent upon it to its chairperson, individual members or the committees formed from its midst.

## **§ 15**

### **Meetings, adopting resolutions**

- (1) The chairperson of the supervisory board convenes meetings at least two weeks in advance. Meetings may be convened in writing, by facsimile or email or using such other means of communication as may be customary. In cases of urgency, the chairperson may announce an upcoming meeting orally or by telephone on shorter notice. In all other respects, meetings of the supervisory board are convened subject to applicable law and the pertinent provisions of the rules of procedure for the supervisory board.
- (2) The chairperson of the supervisory board chairs its meetings.
- (3) The resolutions of the supervisory board are typically adopted on the occasion of in-person meetings. At the direction of the chairperson of the supervisory board, however, the meetings of the supervisory board may be held in the form of a video or telephone conference, and individual members of the supervisory board may attend meetings by way of video transmission or telephone, in which case resolutions may be adopted and votes may be taken by video conference or video transmission or by telephone. Such members of the supervisory board as may be absent and those who do not participate in or are not included with a conference call may participate in the supervisory board's adoption of resolutions by having votes delivered to the chairperson of the supervisory board in writing (voting messages), including by facsimile or email or using other electronic means of communication. Members of the supervisory board who were absent while the supervisory board took up resolutions may cast votes after the fact only within a period of time allotted by the chairperson of the supervisory board, and only if all members present approved such votes. A right to object to the manner in which resolutions are to be adopted, as determined by the chairperson of the supervisory board, is excluded.
- (4) Resolutions may also be adopted – in writing, by facsimile or email or using other, comparable means of communication as well as through a combination of the above forms – outside of meetings (within the meaning of § 15 para. 3 of the articles of association) if the chairperson of the supervisory board so directs within a reasonable period of time, or if all members of the



supervisory board participate in the adoption of a given resolution. Members who abstain from the vote in a given resolution are deemed to have so participated. A right to object to the manner in which resolutions are to be adopted, as determined by the chairperson of the supervisory board, is excluded.

- (5) The supervisory board has a quorum if at least half of its members participate in the adoption of a given resolution. Absent members and those not attending or included by telephone or using electronic means of communication (including but not limited to video conference), who cast their votes in accordance with § 15 para. 3 or para. 4 of these articles of association, as well as those who abstain from the vote in a given resolution are deemed to have so participated.
- (6) Unless applicable law mandates otherwise, the supervisory board's resolutions are adopted with a simple majority of votes. In this sense, abstentions are not counted as votes cast. In cases of tied votes on the supervisory board, the chairperson of the supervisory board casts the decisive vote.
- (7) The meetings of the supervisory board (within the meaning of § 15 para. 3 of the articles of association) as well as any resolutions adopted on the occasion thereof must be documented in the form of minutes; the chairperson must sign such minutes. The chairperson will record resolutions adopted outside of meetings (within the meaning of § 15 para. 3 of the articles of association) in writing, and all members of the supervisory board are furnished with copies.

## **§ 16**

### **Remuneration, insurance**

- (1) Members of the supervisory board are remunerated at a fixed annual rate of EUR 75,000.00.
- (2) The chairperson of the supervisory board is remunerated at twice – and his/her deputy at 1.5 times – the rate of the fixed annual remuneration of regular members of the supervisory board. In addition to the fixed rate of remuneration, members of the audit committee as well as those of the remuneration and nomination committee collect EUR 25,000.00 each. Committee chairpersons are remunerated at twice the rate due to regular committee members on top of fixed annual remuneration.
- (3) Members who serve on the supervisory board or as its chairperson or deputy chairperson only for part of a business year are remunerated in an amount that is pro-rated accordingly. The same applies to the remuneration of committee chairpersons and members.
- (4) The company arranges for D&O insurance for members of the supervisory board, such policy providing for a 10% deductible with respect to the damages to be borne by the members of the supervisory board – in an amount not to exceed 1.5 times the annual amount of compensation of a given member of the supervisory board. The company will reimburse members of the supervisory board for the expenditures they incur as a result of serving on the supervisory board in addition to compensation as set forth in the foregoing paragraphs.

- (5) Remuneration due pursuant to paragraphs 1 and 2 is payable following the conclusion of the general meeting tasked with accepting or approving the annual accounts for the business year with respect to which compensation is paid.

### **3. General meeting**

#### **§ 17**

#### **Location, convention, and format of general meeting**

- (1) An ordinary general meeting is held within the first six months of each business year.
- (2) Subject to such statutory rights of convention as applicable law may afford the supervisory board and a minority of shareholders, the general meeting is convened by the board of management. The general meeting is held at the company's seat, at the seat of a German stock exchange, at any location within 50 km of the company's seat or in another city within the Federal Republic of Germany with more than 100,000 inhabitants.
- (3) The general meeting must be convened within the statutory time limits. Such deadlines are then postponed by the length of the registration period (§ 18 para. 1 of the articles of association). The legal provisions pertaining to the setting of deadlines apply.
- (4) With respect to general meetings scheduled on or before 14 February 2026, the board of management is empowered to provide for any or all of them to be held without shareholders or their proxies being physically present at the site of the general meeting (virtual general meeting). In cases of virtual general meetings, paragraph 2 sentence 2 does not apply.

#### **§ 18**

#### **Requirements for attendance**

- (1) To attend the general meeting and exercise voting rights, shareholders must register in time and show proof of shareholding. Such registration and proof must be received by the company at the address provided for this purpose in the invitation within the periods specified by law. The invitation to the general meeting may specify a shorter period, which is to be defined in days.
- (2) Registration requires the text form (§ 126b BGB) or other, electronic means to be defined by the Company, and must be submitted in the German or the English language.
- (3) Proof of shareholding according to paragraph 1 may be supplied in text form (§ 126b BGB) by the final intermediary pursuant to § 67c (3) AktG. Such proof must refer to shareholdings as of the 21st day prior to the general meeting. Proof of shareholding must reach the company in good time for the statutory deadline for the receipt of such proof by the company to be satisfied. The invitation may specify a shorter period, which is to be defined in days.

## **§ 19**

### **Chair of general meeting, video, and audio transmission**

- (1) The chairperson of the supervisory board of such member of the supervisory board as he/she might designate (meeting chair) will chair the general meeting. If neither the chairperson of the supervisory board nor the meeting chair he/she designated is available to chair the meeting, the members of the supervisory board in attendance will elect the meeting chair. Should the members of the supervisory board in attendance not exercise this right, the general meeting under the leadership of the oldest shareholder present will elect the meeting chair.
- (2) The meeting chair presides the negotiations of the general meeting; he/she determines the progression of the general meeting, the order in which individuals address the meeting and agenda items are taken up as well as the form, procedure, and other details of voting. To the extent permitted by law, the meeting chair may further arrange for proposed resolutions that are substantially related to be combined into a single voting item.
- (3) The meeting chair is authorized to place reasonable restrictions on the right of shareholders to pose questions and address the meeting.
- (4) The meeting chair may permit the general meeting or any portion thereof to be recorded and/or transmitted as video or audio using electronic and other media. Such transmission may also be made fully accessible to the public.

## **§ 20**

### **Voting right, representation, participation**

- (1) Each no-par-value share conveys one vote in the general meeting.
- (2) The voting right may also be exercised by proxy. Such proxy as well as its revocation and proof of authorization must be provided to the company in text form (§ 126b BGB) unless applicable law imposes other rules on granting, revoking, and furnishing evidence of proxies in relations with the company. The invitation to the general meeting may set forth facilitations. In the event that a shareholder authorizes more than one person, the Company may reject one or several of them. The details on granting, revoking, and furnishing evidence of proxies in relations with the company are made public with the invitation to the general meeting. § 135 AktG is not affected.
- (3) The company's board of management is authorized to allow shareholders to cast their votes in writing or using electronic means of communication (voting by mail) without attending the meeting. It may further define the scope and procedure of voting by mail.
- (4) The board of management is authorized to allow shareholders to attend the general meeting without being physically present on site and without a proxy, and to exercise any and all of their rights, and any part thereof, using electronic means of communication (virtual attendance). In addition, the board of management may define the scope and procedure of virtual attendance.

## **§ 21**

### **Adopting resolutions, majority requirements**

The general meeting adopts resolutions with a simple majority unless applicable law or these articles of association mandate another majority or impose additional requirements. Subject to mandatory law, amendments to the articles of associations require a two-third majority of valid votes cast or, provided that at least half of the share capital is represented, a simple majority of valid votes cast. Insofar as applicable law prescribes a majority of capital in addition to one of votes for resolutions of the general meeting, a simple majority of the share capital represented at the time the resolution is taken up suffices to the extent permitted by law. The majority requirement set forth in § 103 (1) sentence 2 AktG is not affected.

## **IV. Financial reporting and appropriation of profits**

### **§ 22**

#### **Preparing annual accounts and management report**

Subject to statutory deadlines, the company's board of management must prepare the annual accounts, the management report and, where applicable law so mandates, the consolidated accounts and the consolidated management report for the previous business year, and it will promptly submit these records to the company's supervisory board and its auditor. Moreover, the company's board of management must submit to the supervisory board its proposal for the appropriation of balance-sheet profit that it intends to present to the general meeting.

### **§ 23**

#### **Appropriation of balance-sheet profit**

- (1) The general meeting adopts a resolution regarding the appropriation of balance-sheet profit. In addition to or instead of a cash dividend, the general meeting may provide for a distribution in kind.
- (2) Shareholders' profit shares are based on their holdings of share capital.
- (3) If the share capital is increased, the dividend rights defined for new shares may differ from § 60 (2) AktG.

### **§ 24**

#### **Resolutions of ordinary general meeting on financial reporting**

- (1) The company's general meeting will adopt resolutions within six months of the end of the previous business year to determine the appropriation of balance-sheet profit, to formalize the discharge of the board of management and the supervisory board, as well as to elect the auditor.

- (2) Where applicable law so provides, the general meeting further adopts resolutions to pass the annual accounts and to approve the consolidated accounts.