

STABILUS

STABILUS S.A.
Société anonyme
Siège social: 2, rue Albert Borschette
L-1246 Luxembourg
R.C.S. Luxembourg B 0151589

Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of STABILUS S.A. to be held at Novotel Luxembourg Kirchberg, 6, rue du Fort Niedergrünwald, L-2226 Luxembourg, on February 12, 2020 at 10.00 a.m. (Central European Time, "CET") (the "Meeting")

You may exercise your voting rights at the Meeting, as applicable, in one of the following manners, as further described below:

- you can attend the Meeting in person;
- you can appoint a proxy of your choice;
- you can appoint a proxy representative nominated by STABILUS S.A.;
- you can vote by correspondence.

Each shareholder shall, on or before the Record Date (as defined below) indicate to the Company his/her/its intention to participate at the Meeting; please use the form of registration notice enclosed (the "**Registration Notice**"). The Registration Notice must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 - (0) 89 210 27 - 289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. CET on **February 6, 2020** at the latest, followed by the original by regular mail.

In the event that you do not wish to participate at the Meeting in person and if you want to exercise your right to vote at the Meeting by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the "**Proxy or Voting Form**"). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meeting, these instructions shall be read together with the information set out in the convening notice to the Meeting published on January 8, 2020.

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meeting, please **fill out** section 1. of the Proxy or Voting Form and **sign** it (signature block at the bottom of section 1. of the Proxy or Voting Form).

If you want to authorise a person in your trust as your representative, please return the completed and duly signed Proxy or Voting Form to STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 - (0) 89 210 27 - 289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CET) on **February 6, 2020** – receipt by STABILUS S.A. – at the latest, followed by the original by regular mail. The proxyholder will have to identify himself by presenting a valid identification card and by submitting the admission ticket of the shareholder.

2. Authorisation and instructions for the proxy nominated by STABILUS S.A.

If you do not authorise a third party to take part personally at the Meeting, we offer the option of appointing a proxy voting representative nominated by STABILUS S.A.

STABILUS S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, **Mr. Markus Laue, employee of Link Market Services GmbH, Munich.**

STABILUS

The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Management Board of STABILUS S.A. on the agenda items of the Meeting, as applicable.

The assignment of STABILUS S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

If you want to benefit from this service, please **tick the box** in section 2. of the Proxy or Voting Form, **sign** the Proxy or Voting Form (signature block at the bottom of section 2. of the Proxy or Voting Form) and **fill out** and sign section 4. of the Proxy or Voting Form.

To benefit from this service, the completed and duly signed Proxy or Voting Form must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 - (0) 89 210 27 - 289) or e-mail (agm@linkmarketservices.de) by **11:59 p.m. (CET) on February 6, 2020** – receipt by STABILUS S.A. – at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the Meeting in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence.

If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Proxy or Voting Form and **sign** the Proxy or Voting Form (signature block at the bottom of section 3. of the Proxy or Voting Form) and **fill out** and sign section 4. of the Proxy or Voting Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Proxy or Voting Form to STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 - (0) 89 210 27 - 289) or e-mail (agm@linkmarketservices.de) by **11:59 p.m. (CET) on February 6, 2020** - receipt by STABILUS S.A. - at the latest, followed by the original by regular mail.

4. Attestation

In all instances, you must request and **obtain an attestation** from your depository bank which is safe-keeping your shares in STABILUS S.A. (the “**Attestation**”) stating the number of shares held by you as shareholder 14 calendar days before the date of the Meeting (the “**Record Date**”), i.e. on **January 29, 2020 at 12:00 p.m. midnight CET**.

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

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

Attestations must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 - (0) 89 210 27 - 289) or e-mail (agm@linkmarketservices.de) by **11:59 p.m. (CET) on February 6, 2020** – receipt by STABILUS S.A. – at the latest, followed by the original by regular mail.

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

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STABILUS S.A.
Société anonyme
Siège social: 2, rue Albert Borschette
L-1246 Luxembourg
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**PROXY OR VOTING FORM FOR THE
ANNUAL GENERAL MEETING
to be held at**

Novotel Luxembourg Kirchberg, 6, rue du Fort Niedergrünwald, L-2226 Luxembourg

on February 12, 2020 at 10.00 a.m. (CET) (THE "Meeting")

1. Authorisation to a third party

By ticking this box for the Meeting

I/We authorise herewith Mr/Mrs _____
<Surname, First Name, Postal Code/City, Country>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

_____, _____, _____
(City) (Date) (Signature 1st Shareholder) (if applicable Signature 2nd Shareholder)

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
(Surname, First Name, Postal Code/City)

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meeting and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____, _____
(City) (Date) (Signature 1st Proxy holder) (if applicable Signature 2nd Proxy holder)

2. Authorisation and instructions to the proxy of STABILUS S.A.

By ticking this box for the Meeting

I/We, herewith grant authorisation to the proxy representative of STABILUS S.A., Mr. Markus Laue, employee of Link Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate his authority to another person, to represent me/us at the Meeting, as applicable, of STABILUS S.A. on February 12, 2020 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).

Name(s) Admission card number (if available) number of shares on admission card (if available)

_____, _____, _____
(City) (Date) (Signature 1st Shareholder) (if applicable Signature 2nd Shareholder)

3. Vote by correspondence

By ticking this box for the Meeting

I/We hereby state that :

- I/We will not attend the Meeting, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the Management Board of STABILUS S.A on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4. below; and
- I am/We are fully aware of the contents of the convening notices to the Meeting and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the Management Board of STABILUS S.A. on the agenda items in the present Proxy or Voting Form when casting my/our votes by correspondence.

_____	_____	_____
Name(s)	Admission card number (if available)	number of shares on admission card (if available)
_____,	_____	_____
(City)	(Date)	(Signature 1 st Shareholder)
		(if applicable Signature 2 nd Shareholder)

4. Individual instructions/vote by correspondence

Individual instructions for the proxy of STABILUS S.A.

Please issue an instruction for each proposed resolution made by the Management Board of STABILUS S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of STABILUS S.A. will abstain from voting for these items.

Please tick only within the small box

Voting by correspondence

Please cast your votes for each proposed resolution made by the Management Board of STABILUS S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box.

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VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2020 (THE "MEETING")

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the management report regarding the annual accounts of the Company and the consolidated financial statements for the fiscal year ended September 30, 2019.			No resolution

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the report of the Supervisory Board of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2019.			No resolution

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the reports of the independent auditor (<i>cabinet de révision agréé</i>) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2019.			No resolution

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the annual accounts of the Company for the fiscal year ended September 30, 2019.			
<i>The Management Board proposes that the Meeting approve the annual accounts of the Company for the fiscal year ended September 30, 2019.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgement of the loss of the Company made with respect to the fiscal year ended September 30, 2019 and resolution concerning the allocation of the results of the Company for the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting acknowledge that the Company made a loss with respect to the financial year ended on September 30, 2019 in an aggregate amount of EUR 1,076,726.10 (one million seventy-six thousand seven hundred twenty-six Euros and ten cents) (the Loss), and that the Meeting resolve to set-off the loss against a corresponding amount of profits carried forward from the previous financial year in an aggregate amount of EUR 150,661,499.24 (one hundred fifty million six hundred sixty-one thousand four hundred ninety-nine Euros and twenty-four cents).</i></p> <p><i>The Management Board further proposes that the Meeting resolve to approve the distribution of a dividend in an amount of EUR 1.10 (one Euro and ten cents) per share resulting in an aggregate dividend distribution in an amount of EUR 27,170,000 (twenty-seven million one hundred seventy thousand Euros) out of the profits carried forward from the previous financial year which amounts to EUR 149,584,773.14 (one hundred forty-nine million five hundred eighty-four thousand seven hundred seventy-three Euros and fourteen cents) and to carry forward the resulting balance of profits in an aggregate amount of EUR 122,414,773.14 (one hundred twenty-two million four hundred fourteen thousand seven hundred seventy-three Euros and fourteen cents) to the next financial year. The dividend shall be payable within three days as of the Meeting.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company for the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the consolidated financial statements of the Company for the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgment of the termination of the mandate of Dr. Stephan Kessel as member of the Management Board with effect as from July 31, 2019, and discharge (<i>quitus</i>) to Dr. Stephan Kessel, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting (i) acknowledge the termination of the mandate of Dr. Stephan Kessel as member of the Management Board with effect as from July 31, 2019 and (ii) approve the discharge to Dr. Stephan Kessel, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Mr. Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Mr. Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Mr. Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Mr. Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Mr. Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Mr. Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Mr. Markus Schädlich, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Mr. Markus Schädlich, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgment of the resignation/termination of the mandate of Mr. Udo Stark as member of the Supervisory Board with effect as from July 31, 2019, and discharge to Mr. Stark for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting (i) acknowledge the resignation/termination of the mandate of Mr. Udo Stark as member of the supervisory board of the Company (the “Supervisory Board”) with effect as from July 31, 2019, and (ii) approve the discharge to Mr. Udo Stark with respect to the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 13.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 14.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Dr. Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Dr. Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 15.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Dr. Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Dr. Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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AGENDA ITEM 16.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quitus</i>) to Dr. Dirk Linzmeier, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</p> <p><i>The Management Board proposes that the Meeting approve the discharge of Dr. Dirk Linzmeier, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 17.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgment of the resumption of Dr. Stephan Kessel's mandate as member of the Supervisory Board with effect as from August 1, 2019 and until the annual general meeting of the Company to be held in the year 2023.</p> <p><i>No resolution required.</i></p> <p><u>Comment:</u> Following the departure of the previous CEO of the Company, Dr. Stephan Kessel, then member of the Supervisory Board, was appointed member of the Management Board and interim CEO by the Supervisory Board, and his mandate as member of the Supervisory Board was consequently suspended. After twelve month in office, Dr. Stephan Kessel retired as interim CEO and the suspension was lifted, for him to resume his former function in the Supervisory Board.</p>		No resolution	

AGENDA ITEM 18.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the independent auditor (<i>cabinet de révision agréé</i>) of the Company, KPMG Luxembourg, represented by partner Mr. Thomas Feld, in relation to the annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2020.</p> <p><i>The Management Board proposes that the Meeting renew the mandate of KPMG Luxembourg, represented by partner Mr. Thomas Feld, as independent auditor (cabinet de révision agréé) of the Company in relation to the annual accounts and the consolidated financial statements, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2020.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 19.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board.</p> <p><i>The Management Board proposes that the Meeting pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board as set out in <u>Annex 1</u> to the convening notice.</i></p> <p><u>Comment:</u> The Supervisory Board and the Management Board presented a remuneration policy for members of the Management Board in the Annual General Meeting 2019 and for members of the Supervisory Board in the Annual General Meeting 2017, which were both approved in the respective annual general meetings. These policies remain unchanged and are still effective today.</p> <p>As a result of the implementation of Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 (the “Shareholder Rights Directive II”) amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement into Luxembourg law through the Luxembourg law of August 1, 2019, amending the Luxembourg law of May 24, 2011 on shareholders rights, and which became effective on August 24, 2019 (the “Shareholders Rights Law”), the Company has to draw up a remuneration policy for the Supervisory as well as Management Board in accordance with Article 7bis of the Shareholders Rights Law. The Supervisory Board has thus merged the pre-existing policies into one single remuneration policy for the remuneration of the Management Board and the Supervisory Board (as set out in <u>Annex 1</u> to the convening notice) and submits it to the advisory vote of the Meeting as required by Article 7bis of the Shareholders Rights Law. The remuneration policy will next be submitted to an advisory vote by the general meeting at the earlier of a material change or in four years’ time.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 20.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the fiscal year 2019.</p> <p><i>The Management Board proposes that the Meeting pass an advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board as set out in <u>Annex 2</u> to the convening notice.</i></p> <p><u>Comment:</u> As a result of the implementation of the Shareholder Rights Directive II into Luxembourg law, the Company has to draw up a report on the remuneration of the members of the Management Board and the Supervisory Board in the fiscal year 2019, as set out in <u>Annex 2</u> to the convening notice, and submit it to the advisory vote of the Meeting as required by Article 7ter of the Shareholders Rights Law.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STABILUS

AGENDA ITEM 21.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Authorization to buy back shares of the Company.</p> <p><i>The Management Board proposes that the Meeting approve to give the Management Board a general authorization to repurchase shares, under the conditions that</i></p> <ul style="list-style-type: none"> <i>i. the maximum number of shares to be acquired, in whole or in part from time to time, shall be 2 million shares (i.e. around 8% of the total number of shares outstanding);</i> <i>ii. the purchase shall be effected either through the stock exchange or on the basis of a public purchase offer to all shareholders;</i> <i>iii. the consideration payable per share shall not exceed by more than 10% and shall not undercut by more than 20% the arithmetic mean of the closing price in XETRA trading on the Frankfurt Stock Exchange on the last three days of trading prior to the decision to repurchase shares;</i> <i>iv. the duration of the period for which the authorization is given shall be five years from the date of this resolution;</i> <i>v. the repurchased shares may be used for any legally permissible purpose;</i> <i>vi. such acquisitions must not result in the net assets of the Company falling below the aggregate amount of the subscribed capital and the reserves which may not be distributed under the Company Law or the articles of association. Only fully paid-up shares may be repurchased.</i> <p><u>Comment:</u> The Company's capital allocation is generally aimed at investing into the growth of the Company, to repay external debt and to pay dividends to the Company's shareholders. At the same time the Company must maintain a reasonable level of liquidity. However, situations may arise where the most efficient way of using available funds would be the repurchase of own shares. To be able to do so, the Company requires the prior authorization of its shareholders. Consequently, the Company is seeking the approval of this possibility.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name(s)

Admission card number (if available)

number of shares on admission card (if available)

(City)

(Date)

(Signature 1st Shareholder)

(if applicable Signature 2nd Shareholder)

STABILUS

Attestation (Record of Share Ownership)

Annual General Meeting (the “Meeting”) of the shareholders of STABILUS S.A. on February 12, 2020 at 10:00 a.m. (Central European Time, “CET”)

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

We hereby confirm to *(please fill in)*

<Surname, First Name of the Shareholder / Shareholders>

<Street, No.>

<City, Postcode, Country>

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

are kept safe by us in a securities account 14 calendar days before the date of the Meeting (the “**Record Date**”), **i.e. on January 29, 2020 at 12:00 p.m. midnight (CET).**

<City, Date>

<Signature and Stamp of the Depository Bank>

Depository Bank Details:

<Name of the Depository Bank>

<Street, No.>

<City, Postcode, Country>

<Contact>

<Telephone Number for Queries>

Important:

The Attestation must be received by the Company **no later than 11:59 p.m. (CET) on February 6, 2020**, by email or fax, followed by the original by regular mail to:

STABILUS S.A., c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 - 289
e-mail: agm@linkmarketservices.de

STABILUS

Form of Registration Notice

STABILUS S.A.
Société anonyme
Siège social: 2, rue Albert Borschette
L-1246 Luxembourg
R.C.S. Luxembourg B 0151589

FORM OF REGISTRATION NOTICE FOR THE ANNUAL GENERAL MEETING

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

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

by January 29, 2020 at 12:00 p.m. (midnight) (CET) at the latest.

Date _____

STABILUS

Dear Sirs

Annual General Meeting of February 12, 2020 (“AGM”) — Registration Notice

1. This is a Registration Notice.

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

_____ shares

of the Company.

2. I hereby register for the AGM.
3. I acknowledge that I may participate in person or provide a proxy or voting form (with proxy and voting forms made available on the website of the Company), and a certificate of my custodian bank certifying the number of shares recorded in my account (the “**Attestation**”), through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository to the Company by no later than 11:59 p.m. (CET) on February 6, 2020, by email or fax, followed by the original by regular mail to:

STABILUS S.A., c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 - (0) 89 210 27 - 289
e-mail: agm@linkmarketservices.de

Signed in _____, on _____.

Name:

Title: