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Stabilus Europäische Aktiengesellschaft (SE)
Frankfurt/Germany

Remuneration report for the financial year
from 1 October 2023 to 30 September 2024
and Report of the Independent Auditor

TRANSLATION
– German version prevails –

Contents

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REPORT OF THE INDEPENDENT AUDITOR

To Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany

We have audited the accompanying remuneration report of Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany, ("the Company") for the financial year from 1 October 2023 to 30 September 2024, 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 Europäische Aktiengesellschaft (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, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 October 2023 to 30 September 2024, 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 Europäische Aktiengesellschaft (SE), Frankfurt/Germany, and our liability is also governed by the engagement letter dated 19 July/2 August 2024 agreed with the Company as well as the "General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated 1 January 2024 (IDW-AAB). However, we do not accept or assume liability to third parties.

Frankfurt/Germany, 5 December 2024

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:	Signed:
Stefan Dorissen	Sven Henrich
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

Remuneration report of Stabilus SE for fiscal year 2024

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 2024 (fiscal year from October 1, 2023, to September 30, 2024). 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/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/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 2024 from a compensation perspective

Approval of the remuneration report for fiscal year 2023 at the Annual General Meeting 2024

The Annual General Meeting on February 7, 2024, approved the remuneration report for the 2023 fiscal year with an approval rate of 93.49%. In view of the high level of approval by the Annual General Meeting, the Management Board and Supervisory Board are encouraged to maintain the previous structure of the remuneration report and the previous level of transparency in the disclosure of Management Board and Supervisory Board compensation. Suggestions for improvement from individual shareholders have been taken into account in this remuneration report. Further explanations have been added to the reporting on remuneration increases, the modifier in the Short-Term Incentive and the target achievement curve for the relative TSR to make it even easier to understand and comprehend.

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 as of October 1, 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.

- 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.

In the past fiscal year, Dr. Stephan Kessel, Dr. Joachim Rauhut, Dr. Ralf-Michael Fuchs, Dr. Dirk Linzmeier, Inka Koljonen and Susanne Heckelsberger received a compensation 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 February 2024, he was also a member of 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 and as Chairman 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.

- Susanne Heckelsberger has been a member of the Supervisory Board since February 2024. She is also a member of the Audit Committee of the Supervisory Board of Stabilus SE.

3. Compensation of the Management Board in fiscal year 2024

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.

3.2. 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 presented to the Annual General Meeting on February 15, 2023, in accordance with Section 120a AktG and approved by 94.66%. 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 MDAX companies, as the MDAX 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.

3.3. 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) as well as a maximum compensation.

Fixed compen-sation	Base salary		▪ Fixed annual salary paid out in twelve equal installments
	Benefits		▪ Essentially, company car, accident insurance, D&O insurance, personal tax advice, periodic reimbursement for relocation costs
	Pension substitute		▪ Annual allowance at 30% of base salary
Variable compen-sation	Short-Term Incentive (STI)	Target	▪ 60% of base salary
		Type	▪ Target bonus
		Performance targets	▪ 70%: adj. EBIT ▪ 30%: adj. free cashflow ▪ Multiplier (0.8 - 1.2) for individual performance, team performance and stakeholder targets
		Cap	▪ 200% of target
	Performance Share Plan	Target	▪ 90% of base salary
		Type	▪ Performance Share Plan (virtual shares)
		Term	▪ Four years (three-year performance period and one-year holding period for virtual shares)
		Performance targets	▪ 70% relative Total Shareholder Return (TSR) ▪ 30% adj. EBIT margin
		Cap	▪ 250% of target
	ESG-LTI	Target	▪ 20% of base salary
		Type	▪ Performance Cash Plan
		Term	▪ Four years
		Performance targets	▪ Strategic and relevant sustainability goals
		Cap	▪ 150% of target
Other contractual provisions	**Malus/clawback**		▪ Possibility of partial or full reduction or clawback of entire variable compensation
	Share Ownership Guidelines (SOG)		▪ Obligation to purchase and hold shares during appointment ▪ Four-year build-up phase, target investment in amount of one gross base salary
	Maximum compensation		▪ CEO: €3.9 million ▪ Ordinary Management Board members: €2.5 million

Figure 1: 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 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 remuneration (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 remuneration 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 2 below illustrates the maturity structure of the variable compensation components of the members of the Management Board.

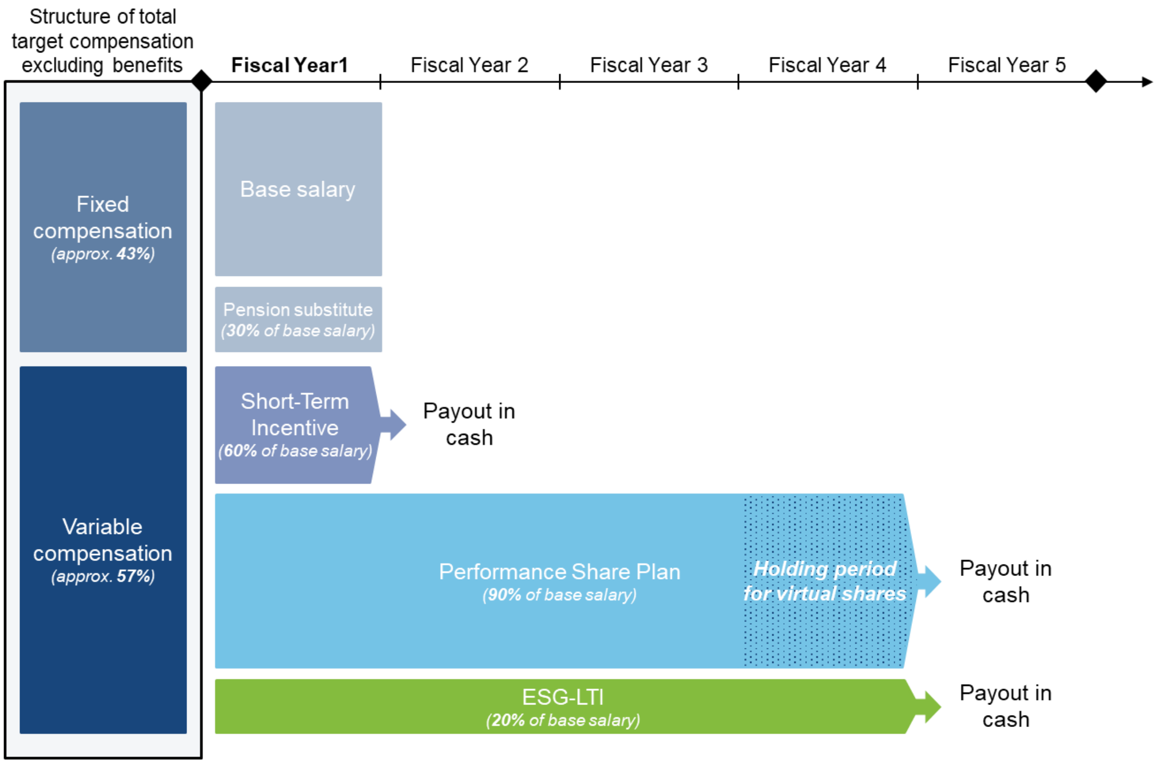


Figure 2: Structure of the total target compensation excluding fringe benefits and payout dates of the compensation components.

3.4. Target compensation of the Management Board in fiscal year 2024

The members of the Management Board are contractually entitled to a total target compensation that is commensurate with the tasks and performance of a member of the Management Board and the economic situation of the company and does not exceed the standard market compensation without special reasons. The total target compensation consists of the remuneration components allocated for the fiscal year, whereby a target achievement of 100% is assumed for the variable compensation components.

In light of the positive business performance in recent years and the successful acquisition of DESTACO as well as the resulting increase in the duties and performance of the members of the Executive Board, the Supervisory Board has increased the total target compensation of Dr. Michael Büchsner by around 10% and Stefan Bauerreis by around 20% for the 2024 fiscal year. This increase also takes into account the high inflation rates of previous periods. In the case of Stefan Bauerreis, this is the first increase in his compensation since he was first appointed to the Management Board. The market conformity of the new total target compensation was confirmed in a horizontal comparison. The new total target compensation of the Stabilus Management Board members is still below the first quartile compared to the other MDAX companies and thus below Stabilus' current size position in the MDAX, measured by revenue, number of employees and market capitalization.

The following table shows the target compensation of the active members of the Management Board in fiscal year 2024:

Target remuneration of the Management Board

	Dr. Michael Büchsner, Chief Executive Officer			Stefan Bauerreis, Chief Financial Officer		
	2024		2023	2024		2023
	in €k	in %	in €k	in €k	in %	in €k
Base salary	**600**	33%	**540**	**420**	33%	**348**
Fringe benefits	**9**	0%	**15**	**11**	1%	**13**
Pension substitute	**180**	10%	**162**	**126**	10%	**104**
One-year variable compensation	**360**	20%	**324**	**252**	20%	**209**
Short-Term Incentive 2023	-		*324*	-		*209*
Short-Term Incentive 2024	*360*		-	*252*		-
Multi-year variable compensation	**660**	36%	**594**	**462**	36%	**383**
PSP 2023 (2023-2026)	-		*486*	-		*313*
ESG-LTI 2023 (2023-2026)	-		*108*	-		70
PSP 2024 (2024-2027)	*540*		-	*378*		-
ESG-LTI 2024 (2024-2027)	*120*		-	*84*		-
Total compensation	**1,809**	**100%**	**1,635**	**1,271**	**100%**	**1,057**

3.5. Application of the remuneration system in fiscal year 2024

In the 2024 fiscal year, the compensation of the Management Board was determined in accordance with the relevant remuneration system, which was presented to the Annual General Meeting on February 15, 2023, and approved by 94.66%. Only the compensation granted and owed in previous fiscal years as part of the performance share plan is still based on an earlier remuneration system, which was approved by 97.9% at the Annual General Meeting on February 12, 2020.

3.5.1. Fixed compensation

3.5.1.1. 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.

3.5.1.2. 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.

3.5.1.3. 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.

3.5.2. Variable compensation

3.5.2.1. 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. The maximum possible payout is therefore 120% of the individual basic compensation.

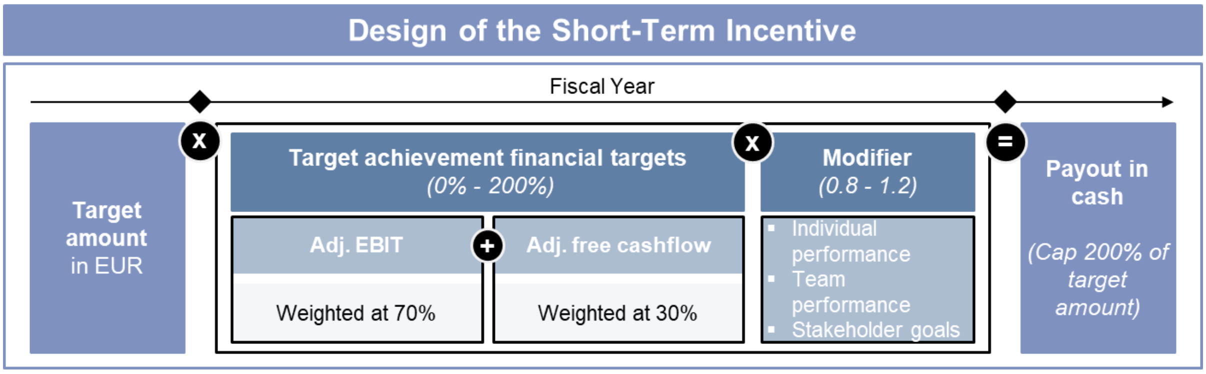


Figure 3: Design of the Short-Term Incentive.

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 M&A 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 2024, 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.

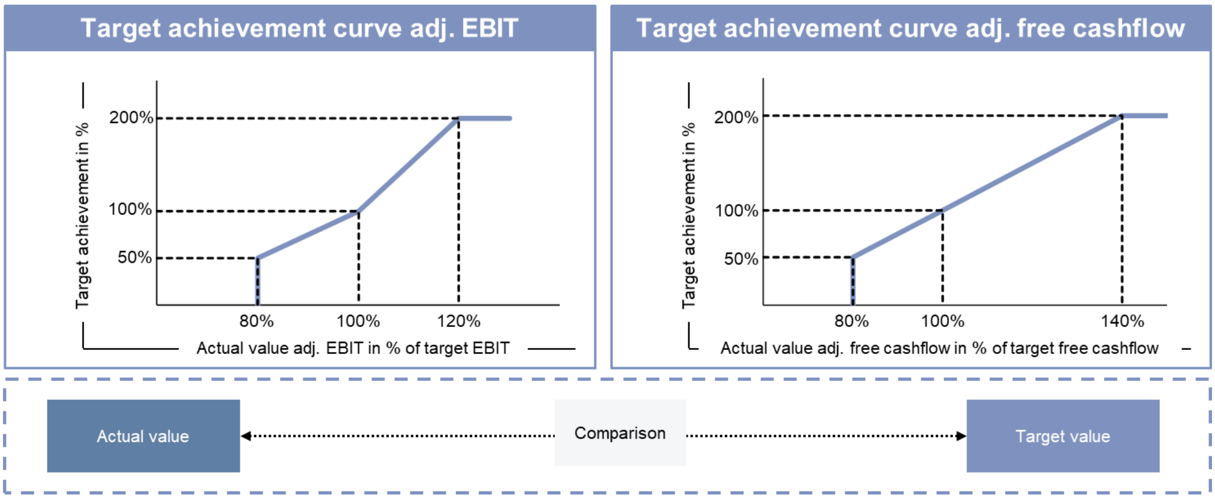


Figure 4: Target achievement curves for the financial targets of the STI.

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 of the financial targets

Financial targets	Weighting	Lower threshold	Target value (Budget)	Upper threshold	Actual value	Target achievement
Adj. EBIT	70%	€139.44 million	€174.3 million	€209.16 million	€157.15 million	50.80%
Adj. Free Cashflow	30%	€72.8 million	€91.1 million	€127.54 million	€117.78 million	173.22%
					Weighted target achievement financial targets	*87.53%*

Note: The reported adj. free cash flow actual value was reduced by special effects from short-term liquidity management (€ 15 million) for the bonus calculation.

On this basis, the overall achievement of the financial performance targets amounted to 87.53%.

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. However, the modifier cannot lead to a payout of more than 200% of the individual target amount.

A modifier of 1.0 is set for Dr. Michael Büchsner and a modifier of 1.0 for Stefan Bauerreis.

Payout

The Short-Term Incentive is paid out after the end of each fiscal year by bank transfer with the salary statement following the 2025 Annual General Meeting. The following table shows the individual overall target achievement and payouts for each member of the Management Board as a result of the financial performance targets and the modifier:

Overview STI 2024

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	360	50.80%	173.22%	87.53%	1.0	87.53%	315
Stefan Bauerreis, Chief Financial Officer	252				1.0	87.53%	221

3.5.2.2. Performance Share Plan

Grant of PSP 2024

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 2024, the members of the Management Board were granted PSP 2024 (term for fiscal years 2024 to 2027) with effect from October 1, 2023.

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 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. This amounts to €52.07 for the PSP tranche 2024.

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 target amount is agreed with each member of the Management Board in their employment contract and amounts to 90% of their individual base salary. The payout is limited to 250% of the individual target amount and therefore 225% of the individual base salary.

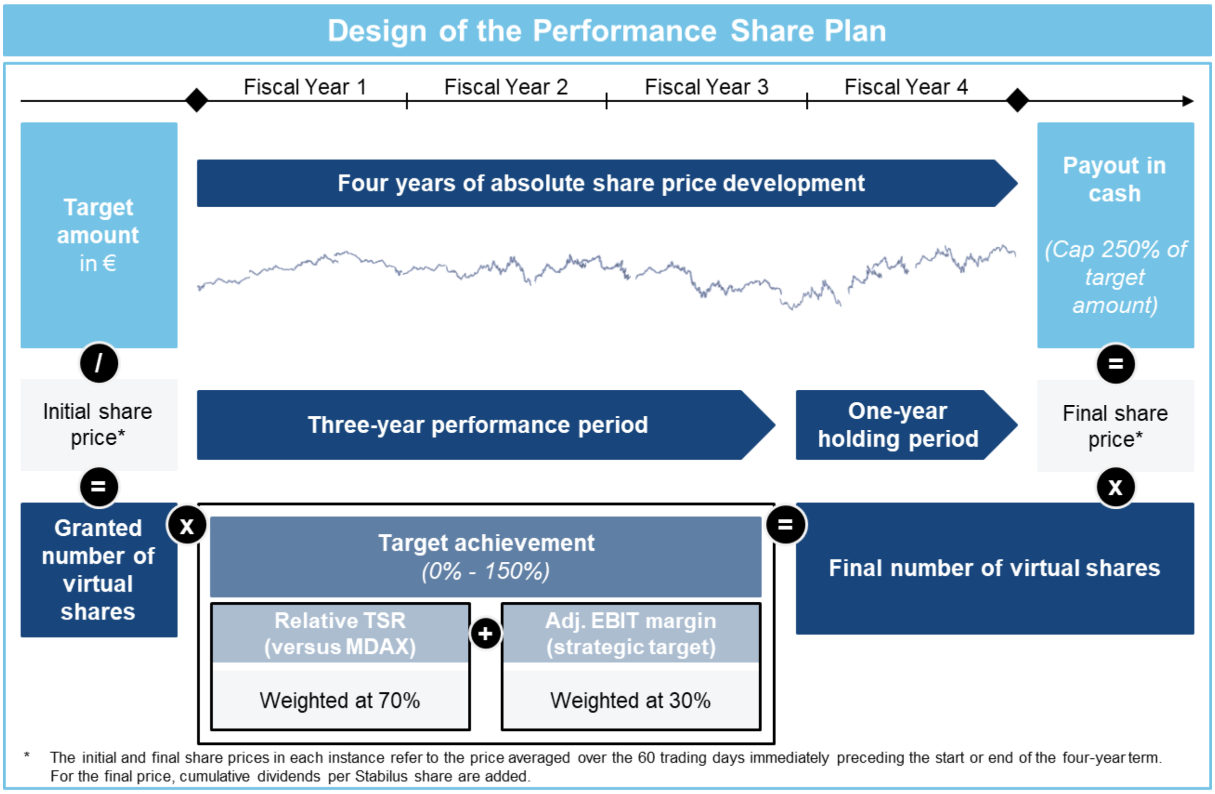


Figure 5: Design of the Performance Share Plan.

Performance targets of PSP 2024

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

The Supervisory Board is convinced that the described target achievement curve with a more balanced risk/reward profile is appropriate in order to set the right incentives for successful capital market performance without encouraging inappropriate risk-taking. Furthermore, the target achievement curve corresponds to standard market practice in Germany with rather moderate target amounts (at Stabilus 90% of the individual base salary).

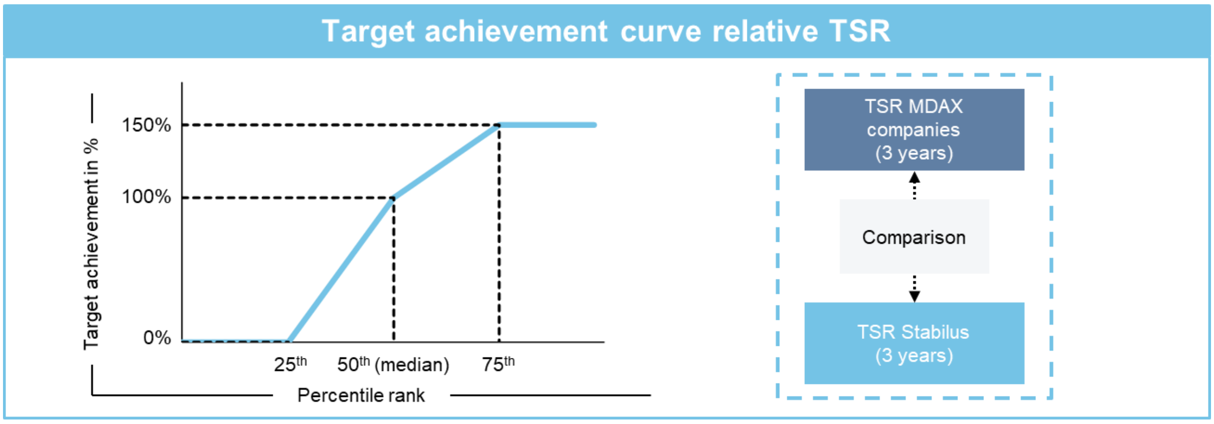


Figure 6: Target achievement curve of relative TSR.

The target achievement for the adj. EBIT margin results from the 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 strategic planning within the first three months of the respective performance period.
On this basis, the Supervisory Board has set a target value of 14.5% for the adj. EBIT margin and the following target achievement curve for the PSP 2024.

If the actual adj. EBIT margin at the end of the performance period is 11.5%, the target achievement is 50%. If the actual adj. EBIT margin at the end of the performance period is less than 11.5%, the target achievement is 0%. If the actual adj. EBIT margin at the end of the performance period is 14.5%, the target achievement is 100%. If the actual adj. EBIT margin at the end of the performance period is 19.5% 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.

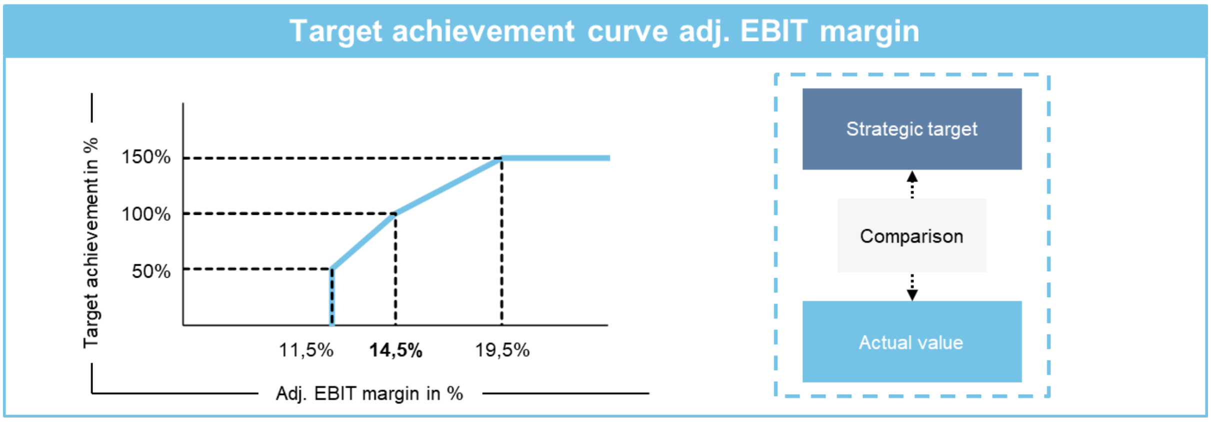


Figure 7: Target achievement curve of adj. EBIT margin.

The target achievements and payout amounts of the PSP 2024 tranche will be reported in the last fiscal year of the four-year term, i.e. in the 2027 remuneration report.

Advance payment of PSP 2023

In view of the total four-year term of a PSP tranche, newly appointed members of the Executive Board receive an advance payment for the first and second PSP tranche allocated after the end of the first year of the respective term. The advance payments serve in particular to fulfill the share ownership obligations for the Executive Board members (see section 3.5.4, Share Ownership Guidelines). However, the advance payments explicitly do not constitute additional compensation and are therefore offset against the actual payout amounts of the respective PSP tranches, which are calculated after the end of the respective term.

In the 2024 fiscal year, Stefan Bauerreis received an advance payment of €168 thousand for the PSP tranche 2023 (performance period for the 2023 to 2025 fiscal years).

Target achievement and payout of PSP 2022

The performance period of PSP 2022 (performance period 2022 to 2024) ended at the end of the 2024 fiscal year. The allocation of PSP 2022 with effect from October 1, 2021, 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 PSP 2022 is similar to that of PSP 2024 and is based on the same performance targets, although the target achievement curves of the performance targets differ from those of PSP 2024 and the term is only three years.

The following table contains details on the calculation of the achievement of the relative TSR and adj. EBIT margin performance targets:

PSP 2022

Financial Target	Weighting	Lower threshold	Target	Upper threshold	Actual value	Target achievement
Relative TSR	70%	25th percentile	50th percentile	90th percentile	43.60%	87.20%
Adjusted EBIT margin	30%	11.0%	14.0%	19.0%	12.00%	66.67%
Weighted target achievement financial targets						*81.04%*

The overall target achievement (81,04%) and the performance of the virtual shares over the performance period (-37.56% including dividends paid) result in a payout factor of 56.52%.

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 that had not yet been paid out as at the reporting date (September 30, 2024):

Performance Share Plan (PSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Performance Share Plan			Opening balance (01/10/2023)
		Grant date	Vesting date	Plan term	Shares granted before the beginning of the year
Dr. Michael Büchsner, Chief Executive Officer	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	6,968
	PSP 2023	10/01/2022	09/30/2025	10/01/2022 - 09/30/2026	9,366
	PSP 2024	10/01/2023	09/30/2026	10/01/2023 - 09/30/2027	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	1,608
	PSP 2023	10/01/2022	09/30/2025	10/01/2022 - 09/30/2026	6,036
	PSP 2024	10/01/2023	09/30/2026	10/01/2023 - 09/30/2027	-
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	5,226
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	684
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	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 (30/09/2024)		
		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 2022	-	-	5.647	1.321	0	5.647	256
	PSP 2023	-	-	-	-	9.366	-	-
	PSP 2024	10.371	540	-	-	10.371	-	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	-	-	1.303	305	0	1.303	59
	PSP 2023	-	-	-	-	6.036	-	-
	PSP 2024	7.259	378	-	-	7.259	-	-
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2022	-	-	4.235	991	0	4.235	192
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2022	-	-	554	130	0	554	25
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2022	-	-	239	55	0	239	11
Total:		**17.630**	**918**	**11.978**	**2.802**	**33.032**	**11.978**	**544**

* 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 81.04% was achieved in the PSP 2022.

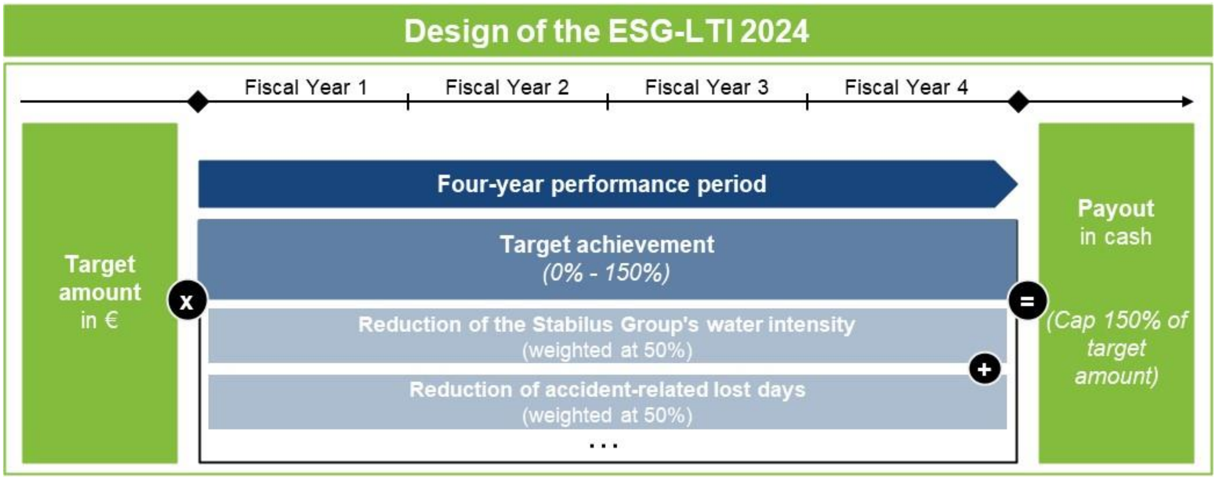
*** The actual payout will take place after the Annual General Meeting 2024 and will be reduced by the advance payment for the PSP 2021.

3.5.2.3. 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 2024, the ESG-LTI 2024 was granted to the members of the Management Board with effect from October 1, 2023. 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 thus limited to 30% of the individual base salary.

Figure 8: Design of the ESG-LTI 2024.

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 disclosed in the relevant remuneration system.



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 tranche 2024, the Supervisory Board has selected the two equally weighted ESG targets “Reduction of the Stabilus Group's water intensity (water withdrawal in relation to the number of parts produced” and “Reduction of accident-related lost days”.

The targets for each ESG target and the resulting target achievement are disclosed in the remuneration report, which reports on the payment of the 2024 ESG-LTI tranche.

3.5.2.4. 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, 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 of four years.

Under Matching Stock Program A (“MSP A”), the members of the Management Board received a certain number of notional options per tranche of the Matching Stock Program for each share that the Management Board invests in the company in the respective year (subject to a general limit). The amount of share options received depended on a factor to be determined annually by the Supervisory Board, which is between 1.0 and 1.7 times for each tranche. For example, if a member of the Management Board purchased 1,000 shares in the company under MSP A, they received 1,000 up to a maximum of 1,700 notional options for the respective tranche. The notional options are subject to a lock-up period of four years and can be exercised in a subsequent two-year exercise period.

As part of Matching Stock Program B (“MSP B”), the members of the Management Board received a certain number of additional notional options per tranche of the Matching Stock Program for each share that the Management Board held in the company in the respective year (subject to a general limit). The amount of share options received depended on a factor to be determined annually by the Supervisory

Board, which was between 0.0 and 0.3 times for each tranche. For example, if a member of the Management Board held 1,000 shares in the company under MSP B, they would have received up to a maximum of 300 notional options for the respective tranche 0.

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.

The last tranche of the Matching Stock Program (MSP 2018) was allocated to Mr. Mark Wilhelms on October 1, 2018. No further options were granted from this date.

The following table provides an overview of the MSP tranches allocated to current and former members of the Executive Board that had not yet been paid out as at the reporting date (September 30, 2024):

Matching Stock Program (MSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Matching Stock Program					Opening balance (01/10/2023)	
		Grant date	Vesting date	Performance period	Exercise period	Excerise 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
Mark Wilhelms, Chief Financial Officer	MSP 2018	10/01/2018	09/30/2022	10/01/2018 - 09/30/2022	10/01/2022 - 09/30/2026*	€74,22	-	10.423
Andreas Schröder, Director Group Financial Reporting	MSP 2017	10/01/2017	09/30/2021	10/01/2017 - 09/30/2021	10/01/2021 - 09/30/2025*	€74,74	-	340
Andreas Sievers, Director Group Accounting and Strategic Finance Projects	MSP 2017	10/01/2017	09/30/2021	10/01/2017 - 09/30/2021	10/01/2021 - 09/30/2025*	€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 (30/09/2024)				
		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
Mark Wilhelms, Chief Financial Officer	MSP 2018	-	-	-	-	-	10.423	-	-	-
Andreas Schröder, Director Group Financial Reporting	MSP 2017	-	-	-	-	-	340	-	-	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects	MSP 2017	-	-	-	-	-	1.000	-	-	-
Total:		**0**	**0**	**0**	**0**	**0**	**11.763**	**0**	**0**	**-**

* Due to the unforeseeable and extraordinary effects of COVID-19 on the Stabilus share price performance, which were beyond the control of the Management Board, the Supervisory Board decided in 2020 to extend the two-year exercise period for the then active members of the Management Board by two years.

3.5.3. 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 2024, there were no reasons for the application of the malus or clawback regulations, thus the Supervisory Board did not reclaim or reduce variable compensation.

3.5.4. 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.

3.5.5. Other contractual details

3.5.5.1. 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 re-leased from the obligation to pay the compensation after six months from the termination of the service contract.

3.5.5.2. 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 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. 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.

3.5.6. Change of Control

In the event that a third party has directly or indirectly acquired control over the company within the meaning of Section 29 (2) WpÜG, 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 an intercompany agreement within the meaning of Sections 291 et seq. AktG is concluded with the company as the controlled company or the company is merged with another non-Group company within the meaning of Sections 2 et seq. UmwG (unless the enterprise value of the other legal entity is less than 20% of the enterprise value of the company at the time the resolution is passed), the members of the Management Board have the right to terminate their respective service contracts within six months of one of these events taking effect, subject to a notice period of three months to the end of the month. If a member of the Management Board resigns, any payments made to them may not exceed the severance payment cap.

3.6. Compensation awarded and due to Management Board members in fiscal year 2024

The following tables present the components of compensation awarded and due to the active Management Board members in fiscal year 2024 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 2024 (“earned-based interpretation”). Therefore, the Short-Term Incentive for 2024 is reported for the fiscal year 2024, even though the actual payout will occur in fiscal year 2025. The same applies to the PSP tranche 2022, whose performance period expired at the end of the fiscal year 2024 and is reported for the fiscal year 2024, even though the actual payout will occur in fiscal year 2025.

The compensation awarded and due pursuant to Section 162 AktG in fiscal year 2024 consists of:

- Paid out base salary in fiscal year 2024,
- Expenses for fringe benefits in fiscal year 2024,

- Paid out pension contribution (pension substitute) in fiscal year 2024,
- The payout amount of the Short-Term Incentive 2024, which will be paid out in fiscal year 2025,
- Payout amount of the PSP tranche 2022, whose performance period ran from 2022 to 2024 and which will be paid out in the 2025 fiscal year.

3.7. Compensation awarded and due to former Management Board members in fiscal year 2024

The following table shows the compensation granted and owed to former members of the Management Board in the 2024 fiscal year in accordance with Section 162 AktG:

Compensation awarded and due pursuant to Section 162 AktG

	Dr. Michael Büchsner, Chief Executive Officer			Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)		
	2024		2023	2024		2023
	in €k	in %	in €k	in €k	in %	in €k
Base salary	600	44%	540	420	50%	348
Fringe benefits	9	1%	15	11	1%	13
Pension substitute	180	13%	162	126	15%	104
One-year variable compensation	315	23%	489	221	26%	344
Short-Term Incentive 2023	-		*489*	-		*344*
Short-Term Incentive 2024	*315*		-	*221*		-
Multi-year variable compensation	256	19%	606	59	7%	0
PSP 2021 (2020/21-2022/23)	-		*606*	-		-
PSP 2022 (2021/22-2023/24)	*256*		-	*59*		-
Compensation awarded and due pursuant to Section 162 AktG	**1,361**	**100%**	**1,813**	**837**	**100%**	**809**

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)	
	2024		2024	
	in €k	in %	in €k	in %
PSP 2022 (2021/22-2023/24)	25	100%	11	100%
Compensation awarded and due pursuant to Section 162 AktG	**25**	**100%**	**11**	**100%**

	Mark Wilhelms, Chief Financial Officer (until September 31, 2022)	
	2024	
	in €k	in %
PSP 2022 (2021/22-2023/24)	192	100%
Compensation awarded and due pursuant to Section 162 AktG	**192**	**100%**

As the former members of the Management Board only received payments from the PSP 2022, which ended at the end of the 2024 fiscal year, 100% of their compensation granted and owed is made up of variable compensation components.

None of the members of the Management Board received benefits from third parties in the 2024 fiscal year with regard to their activities as a member of the Management Board of Stabilus SE.

3.8. Compliance with maximum compensation in fiscal year 2024

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: If the maximum long-term variable compensation components were paid out, the payments resulting from commitments made in the 2024 fiscal year would amount to €2.63 million for the Chief Executive Officer and €1.85 million for the Chief Financial Officer. These amounts include the base salary paid out, the pension allowance paid out, the expenses for fringe benefits, the amount paid out for the Short-Term Incentive and the maximum possible payout amounts for the PSP and ESG-LTI and are below the maximum compensation set, which ensures compliance with the maximum compensation in accordance with Section 87a (1) no. 1 AktG.

4. Compensation of the Supervisory Board in fiscal year 2024

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 Remuneration 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 2024

The following table presents the compensation awarded and due to the Supervisory Board members in fiscal year 2024. 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 2024 ("earned-based interpretation"). The compensation awarded and due of the Supervisory Board members in fiscal year 2024 is as follows:

Compensation awarded and due pursuant to Section 162 AktG

	Annual fixed compensation			Committee compensation			Total compensation	
	2024		2023	2024		2023	2024	2023
	in €k	in %	in €k	in €k	in %	in €k	in €k	in €k
Dr. Stephan Kessel	150	82%	150	33	18%	59	**183**	209
Dr. Ralf-Michael Fuchs	112.5	69%	112.5	50	31%	41	**162.5**	153
Dr. Joachim Rauhut	75	60%	75	50	40%	50	**125**	125
Dr. Dirk Linzmeier	75	75%	75	25	25%	25	**100**	100
Inka Koljonen	75	75%	75	25	25%	25	**100**	100
Susanne Heckelsberger*	50	75%	-	17	25%	-	**67**	-

* Susanne Heckelsberger has been a member of the Supervisory Board and the Audit Committee of Stabilus SE since February 2024. Accordingly, she receives compensation pro rata temporis. Dr. Stephan Kessel also receives pro rata temporis committee compensation as a member of the Audit Committee until February 2024.

None of the Supervisory Board members received benefits from third parties in fiscal year 2024 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	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Management Board's compensation				
Dr. Michael Büchsner (since October 1, 2019), Chief Executive Officer	-25%	-1%	49%	30%
Stefan Bauerreis (since June 1, 2022), Chief Financial Officer	3%	222% *	-	-
Mark Wilhelms (until September 30, 2022), Chief Financial Officer	-70%	-53%	2%	91%
Andreas Schröder (until August 31, 2022), Group Financial Reporting Director	-59%	-81%	13%	67%
Andreas Sievers (until August 31, 2022), Director Group Accounting and Strategic Finance Projects	-79%	-92%	65%	100%
Supervisory Board's compensation				
Dr. Stephan Kessel, Chairman of the Supervisory Board	-12%	-1%	14%	28%
Dr. Joachim Rauhut, Member of the Supervisory Board	0%	0%	5%	11%
Dr. Ralf-Michael Fuchs, Member of the Supervisory Board	6%	49%	-1%	23%
Dr. Dirk Linzmeier, Member of the Supervisory Board	0%	30%	13%	-3%
Inka Koljonen (since February 16, 2022), Member of the Supervisory Board	0%	61%	-	-
Susanne Heckelsberger (since February 7, 2024), Member of the Supervisory Board	-	-	-	-
Company performance				
Adjusted EBIT of Stabilus Group**	-1%	1%	16%	40%
Adjusted Free Cashflow of Stabilus Group**	24%	31%	-8%	42%
Net income of Stabilus SE pursuant to HGB**	108%	-103%	336142%	-104%
Average compensation on a full-time equivalent basis of employees				
Average compensation of employees of Stabilus Group	17%	10%	8%	4%

* Change due to his entry during the fiscal year 2022.
** As reported in the 2024 Annual Report of Stabilus SE.

Koblenz, December 5, 2024

Stabilus SE

Supervisory Board and Management Board

[Translator‘s notes are in square brackets]

General Engagement Terms

for
Wirtschaftsprüferinnen, Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften
[German Public Auditors and Public Audit Firms]
as of January 1, 2024

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (Wirtschaftsprüferinnen/Wirtschaftsprüfer) or German Public Audit Firms (Wirtschaftsprüfungsgesellschaften) – hereinafter collectively referred to as ”German Public Auditors” – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing (Textform) or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties. A German Public Auditor is also entitled to invoke objections (Einwendungen) and defences (Einreden) arising from the contractual relationship with the engaging party to third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (Grundsätze ordnungsmäßiger Berufsausübung). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (betriebswirtschaftliche Prüfungen), the consideration of foreign law requires an express agreement in writing (Textform).

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor’s work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information submitted as well as the explanations and statements provided in statement as drafted by the German Public Auditor or in a legally accepted written form (gesetzliche Schriftform) or any other form determined by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor’s staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in a legally accepted written form (gesetzliche Schriftform) or in writing (Textform) as part of the work in executing the engagement, only that presentation is authoritative. Draft of such presentations are non-binding. Except as otherwise provided for by law or contractually agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing (Textform). Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of, a German Public Auditor‘s professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor’s consent be issued in writing (Textform), unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor’s professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for subsequent performance (Nacherfüllung) in writing (Textform) without delay. Claims for subsequent performance pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor’s professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor’s professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: Handelsgesetzbuch], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: Wirtschaftsprüferordnung], § 203 StGB [German Criminal Code: Strafgesetzbuch]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, claims for damages due to negligence arising out of the contractual relationship between the

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engaging party and the German Public Auditor, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: Produkthaftungsgesetz], are limited to € 4 million pursuant to § 54 a Abs. 1 Number 2 WPO. This applies equally to claims against the German Public Auditor made by third parties arising from, or in connection with, the contractual relationship.

(3) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(4) The maximum amount under paragraph 2 relates to an individual case of damages. An individual case of damages also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million.

(5) A claim for damages expires if a suit is not filed within six months subsequent to the written statement (Textform) of refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

(6) § 323 HGB remains unaffected by the rules in paragraphs 2 to 5.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report (Bestätigungsvermerk), he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's consent, issued in a legally accepted written form (gesetzliche Schriftform), and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any material errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing (Textform), ongoing tax advice encompasses the following work during the contract period:

a) preparation and electronic transmission of annual tax returns, including financial statements for tax purposes in electronic format, for income tax, corporate tax and business tax, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party
b) examination of tax assessments in relation to the taxes referred to in (a)
c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)
d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)
e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing (Textform).

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (Steuerberatungsvergütungsverordnung) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (Textform).

(6) Work relating to special individual issues for income tax, corporate tax, business tax and valuation assessments for property units as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

a) work on non-recurring tax matters, e.g. in the field of estate tax and real estate sales tax;
b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;
c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and
d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (Textform) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (Verbraucherschlichtungsstelle) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (Verbraucherstreitbeilegungsgesetz).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.

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