

Translation for Convenience Purposes

**Articles of Association
of
Stabilus SE**

I. General Provisions

§ 1

Business Name and Registered Office

- (1) The Company is a European Company (Societas Europaea, SE) and operates under the name
Stabilus SE.
- (2) The registered office of the Company is Frankfurt am Main, Germany.

§ 2

Object of the Company

- (1) The object of the Company is to manage a group of companies based within and outside of Germany specializing in particular in the development, production and distribution of gas springs, dampers, damper opening systems, vibration isolation products and industrial components in the field of motion control and also to provide consulting services and other services related thereto.
- (2) The Company is entitled to undertake all acts and measures that are related to the object of the Company or appear suitable to directly and indirectly serve the purpose of the Company. For this purpose, the Company may establish branch offices in Germany and abroad and form and acquire companies or participate in such companies. The Company is entitled to operate in all the business areas listed under paragraph 1 or assign such tasks to affiliated companies within

the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG). The Company may combine companies in which it holds an interest under a common management and conclude inter-company agreements with the respective companies.

- (3) The Company may restrict its business activities to one part of the areas listed under paragraphs 1 and 2.

§ 3 Financial Year

The financial year of the Company commences on 1 October and ends on 30 September of the following calendar year.

§ 4 Announcements and Information

- (1) Announcements of the Company shall be published in the federal gazette unless another form of publication is required by law.
- (2) Information to the holders of listed securities of the Company may – to the extent permitted by law – also be transmitted by means of remote data transmission.

II. Registered Share Capital and Shares

§ 5 Registered Share Capital

- (1) The share capital amounts to EUR 24,700,000.00 (in words: Euros twenty-four million seven hundred thousand). It is divided into 24,700,000 non-par value shares.
- (2) The share capital of the Company in the amount of EUR 247,000.00 was provided by way of conversion of Stabilus S.A., with its registered office in Luxembourg, Grand Duchy of Luxembourg, registered in the Luxembourg Trade and Companies Register under number B 151589, into a European public limited-liability company (SE) and in the amount of EUR 24,453,000.00 by way of a capital increase from the Company's reserves.
- (3) The Management Board shall be authorised, with the consent of the Supervisory Board, to increase the share capital of the Company in the period up to 10th of August 2027 on one occasion or in partial amounts by a total of up to EUR 2,470,000.00 (in words: Euro two million four hundred seventy thousand) by issuing new shares against cash contributions and/or contributions in kind (**Authorised Capital 2022**).

The new shares shall in principle be offered to the shareholders of the Company for subscription; they may also be taken over by one or more credit institutions or other companies within the meaning of Article 5 of the Regulation (EC) No 2157/2001 in conjunction with Section 186 paragraph 5 sentence 1 of the German Stock Corporation Act (AktG) with the duty to offer them to the shareholders for subscription (indirect subscription right).

The Management Board of the Company shall be authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for one or several capital increases under the Authorised Capital 2022:

- to exclude fractional amounts from the subscription rights;
- to issue shares against cash contributions if the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and with equal rights already listed within the meaning of Sections 203 paragraphs 1 and 2, 186 paragraph 3 sentence 4 AktG and the proportion of the share capital attributable to the new shares issued subject to the exclusion of subscription rights in accordance with Section 186 paragraph 3 sentence 4 AktG is in total no more than ten percent (10%) of the share capital, neither at the time this authorisation becomes effective nor – in the event that this amount is lower – at the time at which this authorisation is exercised. This cap of ten percent (10%) of the share capital is to include (i) any shares of the Company issued or disposed during the term of this authorisation under exclusion of subscription rights in direct or analogous application of Section 186 paragraph 3 sentence 4 AktG and (ii) any shares of the Company to be issued to service conversion or option rights or conversion obligations under bonds (including participation rights), provided that these bonds (including participation rights) are issued during the term of this authorisation under exclusion of subscription rights in analogous application of Section 186 paragraph 3 sentence 4 AktG;
- to issue shares against contributions in kind, in particular for the purpose of granting shares in the context of mergers or for the purpose of acquiring companies, parts thereof, participations in companies or other assets or claims to the acquisition of assets, including claims against the Company or its group companies.

The sum of shares issued against contribution in cash and/or in kind in accordance with this authorisation under exclusion of subscription rights may not exceed a total of ten percent (10%) of the Company's share capital at the time this authorisation becomes effective or – in the event that this amount is lower – at the time it is exercised. The aforementioned cap of ten percent (10%) is to include (i) any shares of the Company issued during the term of this authorisation from other authorisations under exclusion of subscription rights and (ii) any shares of the Company to be issued to service conversion or option rights or conversion obligations under bonds (including participation rights), provided that these bonds (including participation rights) are issued during the term of this authorisation under exclusion of subscription rights.

The Management Board is authorised, with the consent of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue.

§ 6 Shares

- (1) The shares are bearer shares. If, in the event of a capital increase, the resolution on the increase does not specify whether the new shares are bearer shares or registered shares, such shares shall be bearer shares.
- (2) As far as legally permissible, the right of shareholders to receive share certificates for their respective shares shall be excluded. The Company is entitled to issue share certificates representing individual shares or several or all shares. Shareholders shall have no claim to the issuance of dividend or renewal coupons.
- (3) The form and the content of the share certificates, the dividend certificates and renewal coupons, if any, shall be determined by the Management Board with the approval of the Supervisory Board. The same applies with regard to bonds and interest coupons.

III. Constitution

§ 7 Bodies of the Company

The organizational constitution of the Company follows the dualistic system. The Company's corporate bodies are:

- Management Board (executive body),
- Supervisory Board (supervisory body) and
- General Meeting.

1. Management Board

§ 8 Composition and Rules of Procedure

- (1) The Management Board consists of at least two persons. The Supervisory Board may determine a higher number of Management Board members.
- (2) The Supervisory Board may nominate a chairperson and a deputy chairperson of the Management Board.

- (3) Members of the Management Board are appointed for a maximum period of four years. Reappointments of Management Board members are permissible.
- (4) The Supervisory Board shall issue Rules of Procedure for the Management Board, the allocation of duties amongst the Management Board members is also specified therein.

§ 9

Management and Representation of the Company

- (1) The Management Board is responsible for managing the Company and shall conduct the Company's business in accordance with the laws, the Articles of Association and the Rules of Procedure. Notwithstanding the overall responsibility of the Management Board, each member of the Management Board shall manage the business area assigned to him or her independently.
- (2) The Company is statutorily represented by two members of the Management Board or by one member of the Management Board together with an authorised representative (Prokurist).
- (3) The Supervisory Board may specify that individual members of the Management Board shall be authorised to represent the Company alone. The Supervisory Board may also generally or in individual cases exempt all or individual members of the Management Board from the prohibition of representation more than one party pursuant to Section 181 2nd alternative of the German Civil Code (BGB). Section 112 of the German Stock Corporation Act (AktG) remains unaffected.

§ 10

Resolution

- (1) If the Management Board consisting of only two members it has a quorum if all, if the Management Board consists of three or more persons it has a quorum if at least half of the members take part in the voting in person or by means of electronic media. Members of the Management Board who join via telephone or video conference are deemed to be present. Absent members of the Management Board may cast their votes in writing, by telefax or by means of electronic media or by having their vote submitted by another member of the Management Board.
- (2) The resolutions of the Management Board shall be passed by simple majority of the votes cast by the members of the Management Board taking part in the resolution, unless other majorities are required by law, these Articles of Association or the Rules of Procedure. If a chairperson of the Management Board is appointed, his/her vote shall not be decisive in the event of a tie. The Management Board may only pass resolutions unanimously if the board consists of only two Management Board members.
- (3) Further details are set out in the Rules of Procedure for the Management Board of the Company.

2. Supervisory Board

§ 11

Composition; Appointment; Term of Office

- (1) The Supervisory Board consists of five members. The Supervisory Board members are elected by the General Meeting. The General Meeting is not bound to election proposals.
- (2) Unless the term of office is otherwise specified at the election conducted by the General Meeting, the members of the Supervisory Board are appointed for the period until the end of the General Meeting that resolves on the formal approval of the member's acts for the fourth financial year following the commencement of their term of office, but for no longer than six years. The financial year in which the term of office commences is not included in this calculation. Reappointments are permissible.
- (3) Each member of the Supervisory Board may resign from office even without good cause by submitting a written declaration to the chairperson of the Supervisory Board – or to his/her deputy if the chairperson of the Supervisory Board resigns from office – with one month notice. This notice period may be shortened or waived subject to the approval of the chairperson of the Supervisory Board or his/her deputy in the event the chairperson of the Supervisory Board retires from office.
- (4) If a member of the Supervisory Board resigns from the Supervisory Board before the expiry of his/her term of office, the term of office of the newly elected member shall be for the remainder of the term of office of the retiring member, unless a different term of office for the successor is specified by the General Meeting.

§ 12

Chairperson; Deputy

- (1) The Supervisory Board shall elect a chairperson and a deputy from among its members. The elections are to take place directly after the General Meeting in which the new members to the Supervisory Board have been elected. This meeting does not require special convocation. The term of office of the chairperson of the Supervisory Board and the deputy shall correspond with their term of office as a member of the Supervisory Board, unless a shorter term of office is specified at the election.
- (2) If the chairperson or his/her deputy resigns from office, the Supervisory Board must without undue delay hold a new election for the remaining term of office of the resigning member.
- (3) The deputy chairperson of the Supervisory Board has the same rights as the chairperson of the Supervisory Board in all cases in which he/she acts as the representative of the chairperson of the Supervisory Board, unless these Articles of Association specify otherwise.

- (4) Declarations of the Supervisory Board are made by the chairperson. The Supervisory Board may also authorise other members of the Supervisory Board to do so. The chairperson of the Supervisory Board is authorised to accept declarations on behalf of the Supervisory Board.

§ 13

Rights and Duties of the Supervisory Board

- (1) The Supervisory Board of the Company shall monitor the activities of the Management Board. The Supervisory Board is not authorised to manage the Company. In all other respects, the Supervisory Board is vested with all the duties and rights assigned to it by law, the Articles of Association or otherwise.
- (2) The following transactions and measures of the Company require the prior approval of the Supervisory Board of the Company:
- (a) Commencement of new and the abandonment of existing business lines,
 - (b) Assumption of sureties or guarantees or the provision of security, in each case for liabilities of third parties outside the Group, insofar as the individual or total amount of the aforementioned measures vis-à-vis a third party exceeds EUR 2,000,000.00;
 - (c) Emissions of bonds and comparable financial instruments;
 - (d) Conclusion or amendment of loan agreements or other financing transactions with a value of more than EUR 5,000,000.00 in an individual case or of more than a total of EUR 10,000,000.00 per year.
- (3) The Supervisory Board may specify in the Rules of Procedure for the Management Board or by resolution that other types of transactions and/or measures may be subject to its approval. The Supervisory Board may grant revocable approval in advance to certain types of transactions and/or measures in general or in the event that the individual transaction or measure meets certain requirements.
- (4) The Supervisory Board is authorised to adopt amendments to the Articles of Association that relate only to their wording.

§14

Rules of Procedure and Committees

- (1) The Supervisory Board shall adopt its Rules of Procedures within the framework of the mandatory statutory provisions and the terms of these Articles of Association.

- (2) In accordance with the statutory provisions, the Supervisory Board may establish from among its members committees and determine their composition, responsibilities and competencies in the Rules of Procedure for the Supervisory Board of the Company. To the extent permissible by law or by the Articles of Association, the Supervisory Board may delegate any of its duties, decision-making competencies and rights to its chairperson, to individual members of the Supervisory Board or to the committees appointed from among its members.

§ 15

Meetings and Resolution

- (1) Meetings of the Supervisory Board shall be convened by the chairperson of the Supervisory Board with a period of notice of at least two weeks. The convocation may be done in writing, by telefax, or email or by way of other conventional means of telecommunication. In matters of urgency, the chairperson may shorten the period of notice and may also convene the meeting orally or by telephone. In all other respects, the statutory provisions and the Rules of Procedure specified for the Supervisory Board apply for the convocation of a Supervisory Board meeting.
- (2) The meetings of the Supervisory Board are chaired by the chairperson of the Supervisory Board.
- (3) Resolutions of the Supervisory Board shall generally be passed in meetings. However, subject to a corresponding approval by the chairperson of the Supervisory Board, it is permissible to hold meetings of the Supervisory Board in the form of video or telephone conference or enable individual members of the Supervisory Board to join the meeting by way of video transmission or telephone and also enable such members to participate in the passing of resolutions or cast votes via video conference or video transmission or by telephone. Absent members and/or members of the Supervisory Board who are not participating in nor joining the meeting via video or telephone transmission may take part in the resolutions of the Supervisory Board by submitting written votes, also via telefax or email or by means of other electronic communication to the chairperson of the Supervisory Board. The subsequent casting of a vote by a member of the Supervisory Board who is absent at the time a resolution is passed is only possible within a period to be determined by the chairperson, provided all members present have approved the period. Members do not have the right to object to the form of the resolution ordered by the chairperson.
- (4) Resolutions may also be passed outside of meetings (within the meaning of Section 15 paragraph 3 of the Articles of Association) in writing, by telefax or by email or by means of other comparable means of communication, as well as in combination of the aforementioned forms, if the chairperson of the Supervisory Board so decides, observing a reasonable period of notice, or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting are considered to take part in the resolution. Objections to the form of voting determined by the chairperson are not permitted.
- (5) The Supervisory Board has a quorum if at least half of its members participate in the resolution. Absent members of the Supervisory Board or members of the Supervisory Board who do not

participate in the meeting or are connected via telephone or via other electronic means of communication (in particular via video conference) and who cast their vote pursuant to Section 15 paragraph 3 and/or 4 of these Articles of Association, as well as members who abstain from voting are considered to participate in the voting.

- (6) Resolutions of the Supervisory Board are passed by simple majority of the votes cast, unless provided otherwise by law. Abstentions in a vote shall not count as votes cast. In case of a tied vote, the vote cast by the chairperson is decisive.
- (7) Minutes of the meetings of the Supervisory Board and the resolutions passed (within the meaning of Section 15 paragraph 3 of the Articles of Association) at these meetings shall be prepared and signed by the chairperson of the Supervisory Board. Resolutions passed outside of meetings (within the meaning of Section 15 paragraph 3 of the Articles of Association) shall be prepared in writing by the chairperson and sent to all members of the Supervisory Board.

§ 16

Remuneration; Insurance

- (1) The members of the Supervisory Board receive a fixed annual remuneration of EUR 75,000.00.
- (2) The chairperson of the Supervisory Board shall receive double this amount; his/her deputy receives one and a half times the amount of the fixed annual remuneration of an ordinary member. In addition to the fixed remuneration, the members of the Audit Committee as well as members of the Remuneration and Nomination Committee shall receive EUR 25,000.00 each. The chairperson of a committee shall receive double the amount of the remuneration of a member of a committee in addition to the annual remuneration.
- (3) Members of the Supervisory Board who hold their office in the Supervisory Board or who hold the office of chairperson or deputy chairperson of the Supervisory Board only during a part of the financial year shall receive a corresponding proportion of the remuneration. The same applies to the remuneration as a member or chairperson of a committee.
- (4) The Company shall ensure that an insurance policy is concluded on behalf of the members of the Supervisory Board that covers a deductible of 10% of the loss up to the amount of one and a half times the annual remuneration of the respective member of the Supervisory Board. In addition to the compensation pursuant to the above paragraphs, the Company shall reimburse the members of the Supervisory Board for expenses incurred in the course of their Supervisory Board mandate.
- (5) The remuneration pursuant to paragraph 1 and paragraph 2 shall become due after the conclusion of the General Meeting to which the annual financial statements for the financial year for which the remuneration is being paid are submitted or which decides on the approval thereof.

3. General Meeting

§ 17

Place and Convocation

- (1) The ordinary General Meeting takes place within the first six months of each financial year.
- (2) The General Meeting shall be convened by the Management Board, notwithstanding the statutory rights of the Supervisory Board and a shareholder minority. The General Meeting takes place at the registered office of the Company, at the place of a German stock exchange, at a place within a radius of 50 km from the registered office of the Company or in another city of the Federal Republic of Germany with more than 100,000 inhabitants.
- (3) The General Meeting shall be convened within the statutory periods. These periods are extended by the days of the registration period (Section 18 paragraph 1 of the Articles of Association). The statutory provisions for the calculation of the periods apply.

§ 18

Requirements for Participation

- (1) Shareholders are entitled to participate in the General Meeting and to exercise their voting rights if they have registered on time and if they have provided proof of their shareholding. Registration and proof of shareholding must be received by the Company at the address specified for this purpose in the convening notice within the statutory periods. The convocation notice to the General Meeting may provide for a shorter period of notice to be measured in days.
- (2) Registration must be in text form (Section 126b of the German Civil Code (BGB)) in German or English or by any other electronic means to be specified in more detail by the Company.
- (3) It shall suffice to provide the proof of shareholding pursuant to paragraph 1 in text form (Section 126b of the German Civil Code (BGB)) by the ultimate intermediary pursuant to Section 67c paragraph 3 of the German Stock Corporation Act (AktG). The proof of shareholding must relate to the beginning of the twenty-first day prior to the General Meeting and must be received by the Company in good time to ensure that the statutory period of notice for receipt of proof by the Company is met. A shorter period, to be measured in days, may be stipulated in the convening notice. The convening notice may provide for a shorter period of notice to be measured in days.

§ 19

Chair of General Meeting; Video and Audio Transmission

- (1) The General Meeting is chaired by the chairperson of the Supervisory Board or by another member of the Supervisory Board (chair of the meeting) appointed by the chairperson. If neither

the chairperson of the Supervisory Board nor the person appointed by the chairperson are able to chair the meeting, the chair of the meeting shall be elected by the members of the Supervisory Board present at the meeting. If the members of the Supervisory Board present at the meeting do not make use of this option, the General Meeting shall elect the chairperson of the meeting under the chairmanship of the eldest shareholder present.

- (2) The chair of the meeting chairs the proceedings of the General Meeting. He/she determines the course of the General Meeting and the order of speakers and the order in which the items on the agenda are dealt with, and the type, the procedure and also other details of voting. The chair of the meeting may, to the extent permitted by law, decide to group factually related resolution items into one voting item.
- (3) The chair of the meeting is authorised to set reasonable restrictions on the shareholders' right to ask questions and speaking time.
- (4) The chair of the meeting may permit complete or partial audio-visual recording and transmission of the General Meeting via electronic and other media. The transmission may also be provided in a form to which the public has unrestricted access.

§ 20

Voting right; Representation; Participation

- (1) Each share confers one vote in the General Meeting.
- (2) The voting rights may be exercised by proxies. The granting of power of attorney, its revocation and proof of power of attorney require the text form vis-à-vis the company (Section 126b of the German Civil Code (BGB)), provided the law does not contain any other mandatory provisions on the granting of power of attorney, its revocation and proof of power of attorney. The convening notice to the General Meeting may specify less strict requirements. If the shareholder authorises more than one person, the Company has the right to reject one or more of them. The details concerning granting power of attorney, its revocation and proof thereof vis-à-vis the Company are announced with the convening notice to the General Meeting. Section 135 of the German Stock Corporation Act (AktG) remains unaffected.
- (3) The Management Board is authorised to enable shareholders to cast their votes in writing or by means of electronic communication without attending the General Meeting (postal vote). The Management Board may specify details concerning the scope and method of postal voting.
- (4) The Management Board is authorised to enable shareholders to participate in the General Meeting without being present at its location and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The Management Board is also authorised to determine provisions concerning the scope and the method of online participation.

§ 21

Resolution; Majority requirement

Resolutions of the General Meeting are adopted by a simple majority unless mandatory statutory provisions or these Articles of Association specify a different majority or other requirements. Unless mandatory statutory provisions stipulate otherwise, amendments to the Articles of Association require a majority of two thirds of the valid votes cast; or if at least half of the share capital is represented, the simple majority of the valid votes cast. Insofar as the law requires a capital majority in addition to a voting majority for resolutions of the General Meeting, a simple majority of the share capital represented at the time of the resolution shall suffice, insofar as this is legally permissible. The majority requirement set forth in Section 103 paragraph 1 sentence 2 of the German Stock Corporation Act (AktG) remains unaffected.

IV. Reporting and Appropriation of Profits

§ 22

Preparation of Financial Statements and Report

The Management Board of the Company shall prepare the annual financial statements, the management report and, to the extent required by law, the consolidated financial statements and the group management report for the past financial year within the specified statutory period and shall submit these documents to the Supervisory Board and the auditor of the Company without delay. The Management Board of the Company shall also submit to the Supervisory Board a proposal for the appropriation of the balance sheet profits which the Management Board plans to submit to the General Meeting.

§ 23

Appropriation of Balance Sheet Profits

- (1) The General Meeting passes resolutions on the appropriation of the balance sheet profits. Instead of or in addition to a dividend payment in cash, the General Meeting can also pass a resolution for the appropriation of the balance sheet profit by means of a distribution in kind.
- (2) The profit shares attributable to the shareholders are determined in proportion to the shares in the registered share capital held by them.
- (3) In case of an increase in the share capital, the profit shares attaching to the new shares can be determined in divergence from Section 60 paragraph 2 of the German Stock Corporation Act (AktG).

§ 24

Resolutions of the Ordinary General Meeting on Reporting

- (1) Each year, within the first six months after the end of the previous financial year, the General Meeting shall pass resolutions on the appropriation of the balance sheet profits, the actions of the Management Board and the Supervisory Board and the selection of the Company's auditors.

- (2) In the cases provided for by law, the General Meeting shall also resolve on the adoption of the annual financial statements and the approval of the consolidated financial statements.