

# STABILUS

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

**Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of STABILUS S.A. to be held at Novotel Luxembourg Kirchberg, 6, rue du Fort Niedergrünewald, L-2226 Luxembourg, on 13<sup>th</sup> February 2019 at 10.00 a.m. (Central European Time, "CET") (the "MEETING")**

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

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

Each shareholder shall, on or before the Record Date (as defined below) indicate to the Company his/her/its intention to participate at the MEETING in any form. Such indication must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (agm@linkmarketservices.de) on **30<sup>th</sup> January 2019 at 00:00 a.m. CET** at the latest.

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

**In order to exercise your voting rights at the MEETING, these instructions shall be read together with the information set out in the convening notice to the MEETING published on 9<sup>th</sup> January 2019.**

## 1. Execution of voting rights by a third party

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

To benefit from this service, please return the completed and duly signed Form to STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CET) on 6<sup>th</sup> February 2019 – receipt by STABILUS S.A. – at the latest, followed by the original by regular mail.

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

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

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

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

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

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

To benefit from this service, please return the completed and duly signed Form to STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CET) on 6<sup>th</sup> February 2019 - receipt by STABILUS S.A. - at the latest, followed by the original by regular mail.

### 3. Vote by correspondence

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

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

If you want to cast your votes by correspondence, please return the completed and duly signed Form to STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CET) on 6<sup>th</sup> February 2019 - receipt by STABILUS S.A. - at the latest, followed by the original by regular mail.

### 4. Attestation

In all instances, you must request and **obtain an attestation** from your depository bank which is safe-keeping your shares in STABILUS S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the MEETING (**Record Date**), i.e. on 30<sup>th</sup> January 2019 at 00:00 a.m. CET.

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

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

Attestations must be received by STABILUS S.A. by fax **on 6<sup>th</sup> February 2019 at 11:59 p.m. (CET)** at the latest, followed by the original by mail to:

STABILUS S.A.  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
fax: +49 (0)89 210 27-289

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the MEETING, as applicable.

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STABILUS S.A.  
*Société anonyme*  
Siège social: 2, rue Albert Borschette  
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**FORM FOR THE  
ANNUAL GENERAL MEETING  
TO BE HELD AT**

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

**ON 13<sup>th</sup> February 2019 AT 10.00 A.M. (CET) (THE "MEETING")**

**1. Authorisation to a third party**

**By ticking this box for the MEETING**

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

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

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> Shareholder)

**Delegated Authorisation**

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

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

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Proxy holder) (if applicable Signature 2<sup>nd</sup> Proxy holder)

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

**By ticking this box for the MEETING**

**I/We, herewith grant authorisation to the proxy representative of STABILUS S.A., Mr. Markus Laue, employee of Link Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the MEETING, as applicable, of STABILUS S.A. on 13<sup>th</sup> February 2019 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).**

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

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> Shareholder)

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### 3. Vote by correspondence

By ticking this box for the MEETING

I/We hereby state that :

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

_____	_____	_____
Name(s)	Admission card number (if available)	number. of shares on admission card (if available)
_____	_____	_____
(City)	(Date)	(Signature 1 <sup>st</sup> Shareholder)
		(if applicable Signature 2 <sup>nd</sup> Shareholder)

### 4. Individual instructions/vote by correspondence

#### Individual instructions for the proxy of STABILUS S.A.

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

Please tick only within the small box

#### Voting by correspondence

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

Please tick only within the small box.

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## VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2019 (THE “MEETING”)

### AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the management report regarding the stand alone annual accounts of the Company and the consolidated financial statements for the financial year ended 30 September 2018.	No resolution		

### AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the report of the supervisory board of the Company regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2018.	No resolution		

### AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the reports of the independent auditor (cabinet de révision agréé) of the Company regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2018.	No resolution		

### AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the stand-alone annual accounts of the Company for the financial year ended 30 September 2018.			
<i>The Management Board proposes that the MEETING approves the stand-alone annual accounts of the Company for the financial year ended 30 September 2018.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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## AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgement of the profit of the Company made with respect to the financial year ended 30 September 2018 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING acknowledges that the Company made a profit with respect to the financial year ended on 30 September 2018 in an aggregate amount of EUR 1,666,663.72 (one million six hundred sixty-six thousand six hundred sixty-three Euros and seventy-two cents) (the Profit).</i></p> <p><i>The Management Board proposes that the MEETING resolves to allocate 5% of the Profit (i.e. an amount of EUR 83,333.19 (eighty-three thousand three hundred thirty-three Euros and nineteen cents)) to the legal reserve, in accordance with article 461-1 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the Companies Act).</i></p> <p><i>The Management Board further proposes that the MEETING resolves to approve the distribution of a dividend in an amount of EUR 1 (one Euro) per share resulting in an aggregate dividend distribution in an amount of EUR 24,700,000 (twenty-four million seven hundred thousand Euros) out of (i) the remaining profit which amounts to EUR 1,583,330.53 (one million five hundred eighty-three thousand three hundred thirty Euros and fifty-three cents) and (ii) the profits carried forward in an amount of EUR 23,116,669.47 (twenty-three million one hundred sixteen thousand six hundred sixty-nine Euros and forty-seven cents) and to carry forward the resulting balance of profits in an aggregate amount of EUR 150,661,499.24 (one hundred fifty million six hundred sixty-one thousand four hundred ninety-nine Euros and twenty-four cents), to the next financial year.</i></p> <p><i>The dividend shall be payable within 3 days as of the MEETING.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company for the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the consolidated financial statements of the Company for the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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## AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Dietmar Siemssen, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Dietmar Siemssen, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Mark Wilhelms, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Andreas Sievers, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Andreas Schröder, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Dr Stephan Kessel, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Dr Stephan Kessel, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Markus Schädlich, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Markus Schädlich, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 13.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Mr Udo Stark, as member of the supervisory board of the Company, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Mr Udo Stark, as member of the supervisory board of the Company (the Supervisory Board), for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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## AGENDA ITEM 14.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Dr Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Dr Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 15.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Dr Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Dr Joachim Rauhut, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 16.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Dr Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Dr Ralf-Michael Fuchs, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# STABILUS

## AGENDA ITEM 17.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (quitus) to Dr Dirk Linzmeier, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of Dr Dirk Linzmeier, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 30 September 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# STABILUS

## AGENDA ITEM 18.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Confirmation and appointment of Mr Udo Stark as member of the Supervisory Board.</p> <p><i>The Management Board proposes that the MEETING (i) confirms the appointment by co-optation of Mr Udo Stark as member of the Supervisory Board with effect as of 1 August 2018, (ii) appoints Mr Udo Stark as member of the Supervisory Board for a term of office ending after the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 30 September 2023.</i></p> <p><b>Comment:</b> Following the departure of the previous CEO of the Company, Mr Stephan Kessel, then member of the Supervisory Board, was appointed as member of the Management Board and interim CEO by the Supervisory Board, and his mandate as member of the Supervisory Board was consequently suspended. Mr Udo Stark was appointed by way of co-optation as temporary member of the Supervisory Board, and shall continue to occupy this position until a new CEO is found, which is due to occur in the coming months.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 19.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the independent auditor (cabinet de révision agréé) of the Company, KPMG Luxembourg, represented by partner Mr Thomas Feld, in relation to the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2019.</p> <p><i>The Management Board proposes that the MEETING renews the mandate of KPMG Luxembourg, represented by partner Mr Thomas Feld, as independent auditor (cabinet de révision agréé) of the Company in relation to the stand alone annual accounts and the consolidated financial statements, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2019.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 20.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of a new remuneration scheme for the members of the Management Board.</p> <p><i>The Management Board proposes that the MEETING resolves to confirm the new remuneration scheme for the members of the Management Board as set out in Annex 1 to the convening notice.</i></p> <p><u>Comment:</u> The Supervisory Board has worked out a new remuneration scheme for the members of the Management Board (the <b>Remuneration Scheme</b>), the objectives and details of which are described in Annex 1 to the convening notice. The Remuneration Scheme is transparent and foresees ambitious incentives for sustainable performance of the Company. The Supervisory Board and the Management Board are convinced that the Remuneration Scheme is in the best interest of the Company and its Shareholders and therefore recommend that the MEETING approves the Remuneration Scheme.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 21.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment of the term of office of the members of the Management Board</p> <p><i>The Management Board proposes to the MEETING to (i) amend the terms of office for members of the Management Board set out in the articles of association of the Company (the Articles) as follows: The term of office for the CEO shall be up to 4 years and the term of office of any other member of the Management Board shall be up to 3 years and (ii) consequently amend article 11.2 of the Articles as set out in Annex 2 to the convening notice.</i></p> <p><u>Comment:</u> Last year, the Management Board already proposed to the annual general meeting of the shareholders (the <b>AGM 2018</b>) to amend article 11.2 of the Articles allowing the Supervisory Board to appoint other members of the Management Board (apart from CEO and CFO) for up to three years, instead of one year. For lack of more detailed information in the AGM 2018 documents, which led to apparent misunderstandings, the amendment was not approved. It is, however, in the best interest of the Company to have a board structure and office periods for members of the Management Board which are in line with comparable two-tier governance practices. Therefore, the Management Board is basing its proposal to the MEETING on the following arguments:</p> <p>In contrast to many companies in the US, UK and Western Europe, the Company does not have a single board with executive and non-executive directors, but a two-tier governance structure (which is more common in Germany, the Netherlands and Finland), consisting of a supervisory board and a management board (please refer to the Articles). The general meeting of the shareholders of the Company elects and appoints the (non-executive) members of the Supervisory Board. The Supervisory Board, on the other hand, elects and appoints the (executive) members of the Management Board and determines their term of office (see article 11.4 of the Articles). The proposed amendment to article 11.2 of the Articles is intended to increase the flexibility of the Supervisory Board by allowing it to appoint an ordinary member of the Management Board for a term of office exceeding one year, i.e. for a term of office of up to three years. This flexibility is essential and will increase the Company's competitiveness on the market for executive talent. The current one-year limitation is a substantial disadvantage compared to competitors and peers.</p> <p>With regard to the CEO and the CFO of the Company, the proposed amendment aims for term of office which may be shorter than the strict periods which are presently foreseen in the Articles (four and three years, respectively), e.g. because the Management Board member wishes such a shorter period because of personal reasons (e.g. age). According to the proposed amendment, the Supervisory Board can foresee a term of office of up to four years for the CEO and of up to three years for the CFO.</p> <p>The director accountability is not reduced by the proposed amendment of article 11.2 of the Articles, given that every member of the Management Board may be removed from office at any time by a resolution of the Supervisory Board (see article 11.4 of the Articles). The Management Board therefore believes that the proposed amendment is in the interest of the Company and its Shareholders.</p> <p>If approved, the amendment of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the MEETING.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## AGENDA ITEM 22.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Authorisation of a new authorised capital of the Company and subsequent amendment of article 5.5 of the Articles.</p> <p><i>Presentation of the report of the Management Board authorising a limitation of the pre-emptive rights of the shareholders of the Company (the Board Report) in accordance with article 420-26(5) of the Companies Act. The Board Report is attached to the convening notice as Annex 3.</i></p> <p><i>The Management Board proposes that the MEETING, based on the Board Report, resolves to authorise a new authorised capital in an amount of EUR 271,000 (represented by a maximum of 27,100,000 shares in the Company, with a nominal value of EUR 0.01 each) for a duration of 5 years following the date of the present Meeting.</i></p> <p><i>The Management Board proposes that the MEETING consequently resolves to amend article 5.5 of the Articles in order to reflect the renewal of the authorised capital as set out in Annex 4 to the convening notice.</i></p> <p><u>Comment:</u> The current share capital of the Company amounts to EUR 247,000, represented by 24,700,000 shares (with nominal value of EUR 0.01 each). The authorised capital amounts to EUR 315,000 (represented by a maximum of 31,500,000 shares) and an amount of EUR 68,000 (represented by a maximum of 6,800,000 shares) currently remains unissued. The authorisation for the unissued amount expires on 16 May 2019. The purpose of resolution 22 in the present agenda is to replace the present authorisation for a capital increase by a new authorisation for a period of 5 years from the date of the present MEETING, with however a reduced authorisation amount of EUR 24,000 (represented by a maximum of 2,400,000 shares with a nominal value of EUR 0.01 each), representing approx. 9.7% of the current share capital. The new authorised capital then amounts to EUR 247,000 + EUR 24,000 = EUR 271,000 (represented by a maximum of 27,100,000 shares).</p> <p>If approved, the amendment of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the MEETING.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# STABILUS

**AGENDA ITEM 23.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Restatement of the articles of association of the Company.</p> <p><i>The Management Board proposes that the MEETING resolves to amend and restate the Articles in their entirety, as set out in Annex 5 to the convening notice, for the purpose of (i) reflecting the new article references in the Companies Act and making minor formal clean-up changes and (ii) updating the French translation of such Articles and adjusting certain inconsistencies between the English version and the French translation.</i></p> <p>If approved, the amendment and restatement of the Articles proposed here above shall be enacted, together with the amendments resulting from resolution(s) 21 and 22 above, to the extent such resolutions have been approved, by a Luxembourg notary in the course of the Meeting. If and as far as resolutions 21 and/or 22 are not approved, the respective changes of the Articles as proposed in resolutions 21 and 22 will not be enacted according to this resolution 23.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Name(s)

\_\_\_\_\_  
Admission card number (if available)

\_\_\_\_\_  
number. of shares on admission card (if available)

\_\_\_\_\_  
(City)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
**(Signature 1<sup>st</sup> Shareholder)**

\_\_\_\_\_  
(if applicable Signature 2<sup>nd</sup> Shareholder)

# STABILUS

## Attestation (Record of Share Ownership)

Annual General Meeting (the "MEETING") of the shareholders of STABILUS S.A. on 13<sup>th</sup> February 2019 at 10:00 a.m. (Central European Time, "CET")

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

We hereby confirm to *(please fill in)*

\_\_\_\_\_

<Surname, First Name of the Shareholder / Shareholders>

\_\_\_\_\_

<Street, No.>

\_\_\_\_\_

<City, Postcode, Country>

that \_\_\_\_\_ shares of STABILUS S.A.; ISIN: LU1066226637  
\_\_\_\_\_

<No. of Shares>

are kept safe by us in a securities account 14 calendar days before the date of the MEETING (the "Record Date"), i.e. on 30<sup>th</sup> January 2019 at 00:00 a.m. (CET).

\_\_\_\_\_

<City, Date>

\_\_\_\_\_

<Signature and Stamp of the Depository Bank>

### Depository Bank Details:

\_\_\_\_\_

<Name of the Depository Bank>

\_\_\_\_\_

<Street, No.>

\_\_\_\_\_

<City, Postcode, Country>

\_\_\_\_\_

<Contact>

\_\_\_\_\_

<Telephone Number for Queries>

### Important:

The Attestation must reach the company by fax at the following fax number by no later than 11:59 p.m. (CET) on 6<sup>th</sup> February 2019, followed by the original to:

STABILUS S.A.  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0) 89 210 27 – 289