

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 the Chambre de Commerce, 7, Rue Alcide de Gasperi, L-2981 Luxembourg, on 14th February 2018 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.

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 12 January 2018.

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 7th February 2018** – 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.

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

STABILUS

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 7th February 2018** - 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 7th February 2018** - 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 **31st January 2018 at midnight (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.

Please send Attestations to STABILUS S.A. by fax until **7th February 2018 at 11:59 p.m. (CET)**, 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

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**FORM FOR THE
ANNUAL GENERAL MEETING
TO BE HELD AT
THE CHAMBRE DE COMMERCE, 7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG
ON 14th February 2018 AT 10.00 A.M. (CET) (THE "MEETING")**

1. Authorisation to a third party

By ticking this box for the MEETING

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

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

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

Delegated Authorisation

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

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

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

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

By ticking this box for the MEETING

I/We, herewith grant authorisation to the proxy representative of STABILUS S.A., Mr. Markus Laue, employee of Link Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the MEETING, as applicable, of STABILUS S.A. on 14th February 2018 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).

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

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

3. Vote by correspondence

By ticking this box for the MEETING

I/We hereby state that :

- I/We will not attend the MEETING, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the MEETING on the proposed resolutions made by the Management Board of 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 1st Shareholder) (if applicable Signature 2nd 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 2018 (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 2017.	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 2017.	No resolution		

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the reports of the independent auditor (<i>cabinet de révision agréé</i>) of the Company regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2017.	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 2017.			
<i>The Management Board proposes that the Meeting approves the stand-alone annual accounts of the Company for the financial year ended 30 September 2017.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STABILUS

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Acknowledgement of the profit of the Company made with respect to the financial ended 30 September 2017 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2017.</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 2017 in an aggregate amount of EUR 29,859,755 (twenty nine million eight hundred fifty-nine thousand seven hundred fifty-five Euros) (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 1,492,988 (one million four hundred ninety-two thousand nine hundred eighty-eight Euros)) to the legal reserve, in accordance with article 461-1 of the Luxembourg act on commercial companies dated 10 August 1915, as amended.</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 0.80 (eighty Euro cents) per share resulting in an aggregate dividend distribution in an amount of EUR 19,760,000 (nineteen million seven hundred sixty thousand Euros) out of the remaining profit and to carry forward the resulting balance of profits in an aggregate amount of EUR 8,606,767 (eight million six hundred six thousand seven hundred sixty-seven Euros), together with the profit carried forward from the previous financial year in an amount of EUR 173,778,169 (one hundred seventy-three million seven hundred seventy-eight thousand one hundred sixty-nine Euros), 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 2017.</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 2017.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quibus</i>) to each of the members of the Management Board, consisting of Mr Dietmar Siemssen, Mr Mark Wilhelms, Mr Andreas Sievers and Mr Andreas Schröder, for the performance of their duties as members of the Management Board for and in connection with the financial year ended 30 September 2017.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of each of the members of the Management Board for the performance of their duties as members of the Management Board for and in connection with the financial year ended 30 September 2017.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge (<i>quibus</i>) to each of the members of the supervisory board of the Company, consisting of Mr Udo Stark, Dr. Stephan Kessel, Dr. Joachim Rauhut and Dr. Ralf-Michael Fuchs, for the performance of their duties as members of the supervisory board for and in connection with the financial year ended 30 September 2017.</p> <p><i>The Management Board proposes that the MEETING approves the discharge of each of the members of the supervisory board of the Company, for the performance of their duties as members of the supervisory board of the Company for and in connection with the financial year ended 30 September 2017.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of Dr. Stephan Kessel, Dr. Joachim Rauhut and Dr. Ralf-Michael Fuchs as members of the supervisory board of the Company, each 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 2022.</p> <p><i>The Management Board proposes that the MEETING approves the renewal of the mandates of Dr. Stephan Kessel, Dr. Joachim Rauhut and Dr. Ralf-Michael Fuchs as members of the supervisory board of the Company, each 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 2022.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Appointment of Dr. Dirk Linzmeier as member of the supervisory board of the Company, 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 2022.</p> <p><i>The Management Board proposes that the MEETING appoints Dr. Dirk Linzmeier as member of the supervisory board of the Company, 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 2022.</i></p> <p><u>Comment:</u> Udo Stark's office term as Chairman of the Supervisory Board ends with the MEETING. Given the completion of his 70th birthday in 2017, Udo Stark has decided not to be available for reelection. Assisted through an executive search firm, appropriate candidates for the Supervisory Board have been identified. The results were discussed among the Supervisory Board and the Management Board of the Company, resulting in the proposal to the MEETING to appoint Dr. Dirk Linzmeier as a new Member of the Supervisory Board.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the independent auditor (<i>cabinet de révision agréé</i>) of the Company, KPMG Luxembourg, in relation to the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2018.</p> <p><i>The Management Board proposes that the MEETING renews the mandate of KPMG Luxembourg, 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 2018.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STABILUS

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment of the articles of association of the Company.</p> <p><i>The Management Board proposes that the MEETING resolves to amend the articles of association of the Company (the “Articles”) according to the Annex, with regards to the following articles of the present version of the Articles: article 5.2 Share capital increase and share capital reduction, article 5.3 Pre-emptive rights, article 5.5 (b) Terms of the authorization, article 6.1 Form of the shares, article 10.3 (a) Convening Notice, article 10.6 Participation by proxy, article 11.2 Minimum number of members of the Management Board and term of office, article 11.3 Permanent representative, article 15 Prior Consent Matters, article 18.3 Permanent representative, and article 29.1 Principles regarding the dissolution and the liquidation.</i></p> <p><u>Comment:</u> The proposed changes in relation to articles 5.5 (b), 6.1 and 10.3 (a) are mere formal modifications reflecting the fact that the <i>Mémorial C, Recueil des Sociétés et Associations</i> no longer exists, so that the reference to <i>Mémorial C</i> shall be eliminated and shall be replaced by the correct term, <i>Recueil Electronique des Sociétés et Associations</i>. Article 11.2 shall be amended in order to allow the supervisory board of the Company to appoint ordinary members of the Management Board for a period exceeding one year, namely up to three years. The other changes, namely in articles 5.2, 5.3, 10.6, 11.3, 15, 18.3 and 29.1, are only minor corrections of formal nature and amendments reflecting the new article references in the Luxembourg act on commercial companies dated 10 August 1915, as amended.</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"/>

Name(s)

Admission card number (if available)

number. of shares on admission card (if available)

(City)

(Date)

(Signature 1st Shareholder)

(if applicable Signature 2nd Shareholder)

