

STABILUS

STABILUS S.A.
Société anonyme

Siège social: 2, rue Albert Borschette,
L-1246 Luxembourg
R.C.S. Luxembourg: B0151589
Share Capital: EUR 247,000

Notice to all Shareholders

All shareholders of STABILUS S.A. (the “**Company**”) are hereby given notice by the management board of the Company (the “**management board**”) that the annual general meeting of shareholders shall be held as follows:

Annual General Meeting 2017 deliberating ordinary and extraordinary matters (the “MEETING”)

will be held on 15 February 2017, at 10:00 a.m. (Central European Time, “**CET**”) with the agenda below
at
Chambre de Commerce, 7, rue Alcide de Gasperi, L-2981 Luxembourg

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

1. 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 2016.
2. Presentation of the report of the supervisory board regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2016.
3. 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 2016.
4. Approval of the stand alone annual accounts of the Company for the financial year ended 30 September 2016.

The management board proposes that the stand alone annual accounts of the Company for the financial year ended 30 September 2016 be approved by the MEETING.

5. Acknowledgement of the loss of the Company made with respect to the financial year ended 30 September 2016 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2016.

The management board proposes that the MEETING acknowledges that the Company made a loss with respect to the financial year ended on 30 September 2016 in an aggregate amount of EUR 7,759,404 (seven million seven hundred fifty-nine thousand four hundred four Euros) and that the MEETING resolves to set-off the loss against a corresponding amount of profits carried forward from the previous financial year, in an aggregate amount of EUR 185,280,806 (one hundred eighty-five million two hundred eighty thousand eight hundred six Euros). As such, a total amount of EUR 177,521,402 (one hundred seventy-seven million five hundred twenty-one thousand four hundred two Euros) is available for distribution out of profits carried forward.

Based on the above the management board proposes that the MEETING approves the distribution of a dividend in an amount of EUR 0.50 (zero point fifty Euros) per share resulting in an aggregate dividend distribution in an amount of EUR 12,350,000 (twelve million three hundred fifty thousand Euros) out of profits carried forward and to carry forward the resulting balance of profits in an aggregate amount of EUR 165,171,402 (one hundred sixty-five million one hundred seventy-one thousand four hundred two Euros), to the next financial year.

The dividend shall be payable within 3 days as of the MEETING.

6. Approval of the consolidated financial statements of the Company for the financial year ended 30 September 2016.

The management board proposes that the consolidated financial statements of the Company for the financial year ended 30 September 2016 be approved by the MEETING.

7. Discharge (*quitus*) to each of the members of the management board of the Company, 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 2016.

The management board proposes that the MEETING approves the discharge of each of the members of the management board of the Company for the performance of their duties as members of the management board for, and in connection with, the financial year ended 30 September 2016.

8. Discharge (*quitus*) 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 2016.

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 for, and in connection with, the financial year ended 30 September 2016.

9. Amendment of remuneration of supervisory board members

The management board proposes that the MEETING resolves that the remuneration of the members of the supervisory board shall be amended according to Annex 1.

Comment: The proposal in Annex 1 results from discussions with and suggestions of the external advisor hkp group, an advisor focused on compensation of management and supervisory boards. Hkp

group has compared the remuneration of the supervisory board members with the remuneration of supervisory board members of peer group companies.

10. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) 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 2017.

The management board proposes that 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 be renewed by the MEETING 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 2017.

11. Amendment of Articles of Association, including change of share form

The management board proposes that the MEETING resolves to amend the Articles of Association according to Annex 2 in regard to the following articles of the present version of the Articles of Association: 2.1 Place and transfer of registered office, 3.2 Dissolution, 6.1 Form of the shares, 6.2 Share register and share certificates, 6.5 Deposit, 7.1 Shares in registered form, 7.2 Shares in bearer form, 7.3 Indirect Holders, 9. ANNUAL GENERAL MEETING OF THE SHAREHOLDERS – OTHER MEETINGS and 24.1 Procedure regarding a conflict of interest.

Comment: The proposed amendments of the Articles of Association have been recommended by Allen & Overy lawyers in view of certain legislative changes in Luxembourg, in particular in relation with the amendments of Luxembourg companies laws. The respective memorandum of Allen & Overy dated December 6, 2016 is published as Annex 3 to this notice on the Company's website under www.ir.stabilus.com/agm. The management board follows the argumentation and consequently proposes to amend the Articles of Association accordingly.

12. Miscellaneous.

All matters of the above agenda are ordinary matters, except for agenda item 11 which is an extraordinary matter. In that regard, we refer to the quorum and voting requirements described in the following paragraph.

Quorum and majority requirements

The amendment of the Articles of Association (agenda item 11) being an extraordinary matter requires a quorum of presence or representation of at least one half of the share capital and the consent of two thirds of the votes present or represented. Apart from this, there is no quorum of presence requirement for the MEETING. The agenda items 1 through 10 being ordinary matters are adopted by a simple majority of the voting rights duly present or represented.

Share capital and voting rights

At the date of convening of the MEETING, the Company's subscribed share capital equals EUR 247.000 and it is divided into 24,700,000 shares having a par value of EUR 0.01 each, all of which are fully paid up.

Available information and documentation

The following information is available on the Company's website under www.ir.stabilus.com/aggm and at the Company's registered office in Luxembourg:

- a) full text of any document to be made available by the Company at the MEETING including draft resolutions in relation to above agenda points to be adopted at the MEETING (i.e. inter alia the annual report containing the 2016 annual accounts, the management report and the supervisory board report and the auditor reports on the stand alone and consolidated accounts);
- b) this convening notice including Annex 1, Annex 2 and Annex 3;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- d) the proxy form as further mentioned below; and
- e) the correspondence voting form as further mentioned below.

Attendance and registration procedures

Shareholders shall, on or before the Record Date, as defined below, indicate to the Company their intention to participate at the MEETING. Shareholders are obliged to obtain an attestation from their depository bank ("**Attestation**") which is safe-keeping their shares in the Company stating the number of shares held by the shareholder 14 calendar days before the date of the MEETING ("**Record Date**"), i.e. on 1st February 2017 at 00:00 (CET). The Attestation must be dispatched by fax and the original by regular mail to:

STABILUS S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 – 289

The attestation must be made in text form in German or English.

Attestations must be received by the Company (by fax) at the latest on the 8th February 2017 at 11:59 p.m. (CET). Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the Meeting by issuing the admission ticket.

Proxy voting representatives

Shareholders not being able to attend the MEETING in person may appoint a proxyholder to attend the MEETING on their behalf. The attendance and registrations procedure is exactly the same as for shareholders participating personally as mentioned above.

The proxyholder will have to identify himself by presenting a valid identification card and by submitting the admission ticket of the shareholder.

In order to simplify the execution of their voting rights, the Company provides the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the MEETING.

Proxy forms are available under the following contact details:

STABILUS S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 – 289
E-Mail: registration@hce.de
Website: www.ir.stabilus.com/agm

In such proxy form shareholders are kindly invited to fill in the required details, to date, sign and return the proxy form (including the Attestation) by e-mail or fax and the original by mail to:

STABILUS S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 – 289
E-Mail: registration@hce.de

The duly filled in and signed proxy form (by fax or e-mail) must be received by the Company at the latest on the 8th February 2017 at 11:59 p.m. (CET). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the MEETING.

Shareholders who will receive their admission tickets by mail will receive a form for proxy voting. Forms for proxy voting can also be downloaded on the Company's website at www.ir.stabilus.com/agm. In addition, forms will be sent upon written request to the Company at the following address:

STABILUS S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 – 289

Vote by correspondence

Shareholders who wish to vote by correspondence must request a form for voting by correspondence from the Company at the following address after following the registration process as mentioned above:

STABILUS S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 – 289

or, alternatively, download the form from the Company's website at www.ir.stabilus.com/agm, and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company on the 8th

February 2017 at 11:59 p.m. (CET). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the MEETING.

Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the MEETING.

One or more shareholder(s) representing at least 5% of the Company`s share capital may request the addition of items to the agenda of the MEETING by sending such requests at the latest until the 24th of January 2017 at 11:59 p.m. (CET) to the following e-mail address, fax number or mail address:

STABILUS S.A.

c/o HCE Haubrok AG

Landshuter Allee 10

80637 Munich

Germany

Fax: +49 (0) 89 210 27 – 289

E-Mail: registration@hce.de

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address and a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was dispatched by regular mail or, if agreed with the respective addressee, by email to (i) the members of the management board of the Company, (ii) the members of the supervisory board and (iii) the auditor of the Company.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The results of the vote will be published on the Company`s website within 15 days following the MEETING. For further information you may contact the service provider, HCE Haubrok AG, by dialling +49 (0)89 210 27-222 (Mon. - Fri. 9 a.m. to 5 p.m. (CET)).

Luxembourg, in January 2017

STABILUS S.A.

The Management Board