

Adjusted remuneration system for the members of the Supervisory Board of Stabilus SE

Preamble

In accordance with Section 113 (3) sentence 1 German Stock Corporation Act (Aktiengesetz – AktG), a resolution on the remuneration of Supervisory Board members must be passed for listed companies in the event of a significant change, but at least every four years, whereby a confirmatory resolution is possible in accordance with Section 113 (3) sentence 2 half-sentence 1 AktG. The remuneration of the members of the Supervisory Board of Stabilus SE was last resolved at the Annual General Meeting on February 16, 2022 with 99.9% approval.

The Supervisory Board remuneration of Stabilus SE was reviewed in the past fiscal year with the support of an independent remuneration advisor. As part of the review, the MDAX companies were used as a peer group, as these companies are well comparable with Stabilus in terms of size, location and complexity. In order to continue to ensure competitive and attractive Supervisory Board remuneration in the competition for qualified candidates and to take into account the significantly increased time commitment and the demands on the Chairman of the Supervisory Board as well as the Chairman and members of the Audit Committee, an adjustment of the Supervisory Board remuneration of Stabilus SE will be proposed to the Annual General Meeting on February 5, 2025.



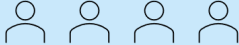
- The Chairman of the Supervisory Board shall receive two and a half times (previously: twice) the annual fixed compensation of an ordinary member of the Supervisory Board.
- The additional compensation for the members of the Audit Committee shall be increased to €35,000.00 (previously: €25,000.00) and the differentiation for the Chairman of the Audit Committee shall be increased to three times (previously: twice) the compensation of a committee member.

1. Remuneration of the Supervisory Board members

The aim of the remuneration policy for the Supervisory Board is to strengthen the independence of the Supervisory Board as a supervisory body. The Supervisory Board regularly monitors and advises the Management Board on the management of the company. All matters that the Management Board intends to submit to the Annual General Meeting must be submitted to the Supervisory Board, and significant transactions also require the prior approval of the Supervisory Board. The remuneration of the Supervisory Board of Stabilus SE takes account of these tasks and the associated performance of the Supervisory Board members. In addition to the annual fixed compensation, function-specific requirements, time commitments and responsibilities are taken into account. On the one hand, this is achieved through the increased compensation of the Chairman and his deputy and, on the other hand, through the additional compensation for work on committees. The appropriate and functionally adequate compensation makes it possible to attract and retain suitable candidates for the Supervisory Board. This contributes to the long-term development of Stabilus SE.

The ordinary members of the Supervisory Board receive an annual fixed compensation of €75,000.00. The Chairman of the Supervisory Board receives two and a half times and his

deputy one and a half times the annual fixed compensation of an ordinary member of the Supervisory Board. In addition to the annual fixed compensation, the members of the Audit Committee receive €35,000.00 and the members of the Remuneration & Nomination Committee receive €25,000.00. The Chairman of the Audit Committee receives three times and the Chairman of the Remuneration & Nomination Committee twice the compensation of a committee member.

Annual fixed compensation of the Supervisory Board members			
Chairman of the Supervisory Board  €187,500	Deputy Chairman of the Supervisory Board  €112,500	Ordinary member of the Supervisory Board  €75,000	
Additional fees for membership in committees			
Chairman of the Audit committee €105,000	Member of the Audit committee €35,000	Chairman of the Remuneration & Nomination committee €50,000	Member of the Remuneration & Nomination Committee €25,000

Supervisory Board members who are only members of the Supervisory Board for part of a financial year or who hold the office of Chairman or Deputy Chairman of the Supervisory Board receive corresponding pro rata compensation. The same applies to compensation as a member or chairman of a committee.

The respective maximum limit for the compensation of the members of the Supervisory Board results from the annual fixed compensation, the amount of which depends on the individual tasks assumed on the Supervisory Board or its committees.

There are no ancillary or supplementary agreements between the company and the members of the Supervisory Board.

The company shall ensure that D&O insurance with a deductible of 10% of the loss up to one and a half times the annual fixed compensation of the respective Supervisory Board member is in place in favor of the Supervisory Board members. In addition to the compensation in accordance with the above paragraphs, the company reimburses the Supervisory Board members for expenses incurred in the exercise of their Supervisory Board mandate.

2. Determination, implementation and review of the remuneration in accordance with Section 87a (1) sentence 2 no. 10 AktG

The remuneration policy for the Supervisory Board of Stabilus SE and the specific compensation of Supervisory Board members are set out in Section 16 of the Articles of Association. The Annual General Meeting is responsible for passing resolutions on the remuneration of Supervisory Board members at least every four years in accordance with Section 113 (3) sentence 1 AktG. The Supervisory Board remuneration determined by the Annual General Meeting is reviewed on an ongoing basis to ensure that it complies with any new legal requirements, the recommendations and suggestions of the German Corporate Governance Code as amended and the expectations of the capital market.

When reviewing the remuneration of the Supervisory Board, the appropriateness of the remuneration of the Supervisory Board members in relation to companies that are comparable to Stabilus SE in terms of country, size and economic situation (e.g. companies

listed on the MDAX) is also regularly reviewed. Thereby, an external and independent remuneration advisor might provide support. Adjustments to Supervisory Board remuneration are proposed to the Annual General Meeting by the Supervisory Board with the support of the Remuneration & Nomination Committee.

3. Wording of the Articles of Association

The provision in the Articles of Association on which this Supervisory Board remuneration is based is as follows:

„Section 16

Compensation; insurance

- (1) The members of the Supervisory Board shall receive an annual fixed compensation of €75,000.00.
- (2) The Chairman of the Supervisory Board shall receive two and a half times and his deputy one and a half times the annual fixed compensation of an ordinary member of the Supervisory Board. In addition to the annual fixed compensation, the members of the Audit committee shall each receive €35,000.00 and the members of the Remuneration & Nomination committee shall each receive €25,000.00. The Chairman of the Audit committee shall receive three times and the Chairman of the Remuneration & Nomination committee shall receive twice the compensation of a committee member in addition to the annual fixed compensation.
- (3) Supervisory Board members who are only members of the Supervisory Board for part of a financial year or who hold the office of Chairman or Deputy Chairman of the Supervisory Board shall receive corresponding pro rata compensation. The same applies to compensation as a member or chairman of a committee.
- (4) The company shall ensure that a D&O insurance policy with a deductible of 10% of the loss up to one and a half times the annual fixed compensation of the respective Supervisory Board member is in place in favor of the Supervisory Board members. In addition to the compensation in accordance with the above paragraphs, the company shall reimburse the Supervisory Board members for expenses incurred in the exercise of their Supervisory Board mandate.
- (5) The compensation pursuant to paragraph 1 and paragraph 2 shall be due after the end of the Annual General Meeting that approves the annual financial statements for the financial year for which the compensation is paid.“