

STABILUS

ANNUAL GENERAL MEETING 2022

PROPOSED RESOLUTIONS AND COMMENTS FROM THE MANAGEMENT BOARD

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

1. Presentation of the management report regarding the annual accounts of the Company and the consolidated financial statements for the fiscal year ended September 30, 2021.

No resolution required.

2. Presentation of the report of the Supervisory Board of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

No resolution required.

3. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

No resolution required.

4. Approval of the annual accounts of the Company for the fiscal year ended September 30, 2021

The Management Board proposes that the Meeting approve the annual accounts of the Company for the fiscal year ended September 30, 2021.

5. Acknowledgement of the profit of the Company made with respect to the fiscal year ended September 30, 2021 and resolution concerning the allocation of the results of the Company for the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting acknowledge that the Company made a profit with respect to the financial year ended on September 30, 2021 in an aggregate amount of EUR 81,850.99 (eighty-one thousand eight hundred fifty Euros and ninety-nine cents).

The Management Board proposes that the Meeting resolve to approve the distribution of a dividend in an amount of EUR 1.25 (one Euro and twenty-five cents) per share resulting in an aggregate dividend distribution in an amount of EUR 30,875,000 (thirty million eight hundred seventy-five thousand Euros) out of the profit of the fiscal year ended September 30, 2021 which amounts to 81,850.99 (eighty-one thousand eight hundred fifty Euros and ninety-nine cents) and the profits carried forward from previous financial years which amount to EUR 108,183,294.26 (one hundred eight million one hundred eighty-three thousand two hundred ninety-four Euros and twenty-six cents) and to carry forward the resulting balance of profits in an aggregate amount of EUR 77,390,145.25 (seventy-seven

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million three hundred ninety thousand one hundred forty-five Euros and twenty-five cents) to the next financial year. The dividend shall be payable within three days as of the Meeting.

6. Approval of the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the consolidated financial statements of the Company for the fiscal year ended September 30, 2021.

7. Discharge (*quitus*) to Dr. Michael Büchsner, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve the discharge of Dr. Michael Büchsner, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the fiscal year ended September 30, 2021.

8. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

9. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

10. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

11. Discharge (*quitus*) to Dr. Stephan Kessel, as member of the Supervisory Board, for the

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performance of his duties as member of the Supervisory Board for and in connection with the fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

12. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

13. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

14. 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 fiscal year ended September 30, 2021.

The Management Board proposes that the Meeting approve 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 fiscal year ended September 30, 2021.

15. Appointment of Ms. Inka Koljonen as new member of the Supervisory Board until the annual general meeting resolving on the annual financial statements for the financial year ending September 30, 2026.

The Management Board proposes that the Meeting approve Ms. Inka Koljonen as new member of the Supervisory Board as from the date of the present meeting and until the annual general meeting resolving on the annual financial statements for the financial year ending September 30, 2026.

16. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, KPMG Luxembourg, represented by partner Mr. Philippe Meyer, in relation to

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the annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2022.

The Management Board proposes that the Meeting renew the mandate of KPMG Luxembourg, represented by partner Mr. Philippe Meyer, as independent auditor (cabinet de révision agréé) of the Company in relation to the 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 annual accounts and the consolidated financial statements for the fiscal year ending on September 30, 2022.

17. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the fiscal year 2021.

The Management Board proposes that the Meeting pass an advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board as set out in Annex 1 to the convening notice.

18. Amendment of the remuneration of the Supervisory Board members to be applied as from the fiscal year 2022.

The Management Board proposes that the Meeting resolve that the remuneration of the members of the Supervisory Board be amended as reflected on page 12 of Annex 2.

Comment: The compensation of the Supervisory Board has remained unchanged regarding both structure and levels since October 1, 2016. Against this background, the Supervisory Board, with the support of an external independent compensation advisor, reviewed the Supervisory Board compensation against current best market practice. The review revealed that to comply with best market practice the remuneration policy for the Supervisory Board requires minor adjustments. The Supervisory Board compensation should contribute to the long-term development of the company and therefore attract the most qualified candidates. The compensation of the Supervisory Board shall continue to consist of a fixed compensation and committee fees. Furthermore, in order to simplify the remuneration system, the meeting fees shall be abolished. The updated remuneration policy for the Supervisory Board can be found on page 12 of Annex 2. The adjustments shall be retroactively effective as of October 1, 2021, subject to the approval of the 2022 Annual General Meeting.

19. Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board to be applied as from the fiscal year 2022.

The Management Board proposes that the Meeting pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board as set out in Annex 2 to the convening notice.

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Comment: The remuneration policy for the Management Board and Supervisory Board of Stabilus S.A. is updated to reflect the adjusted Supervisory Board compensation. The remuneration policy for the Management Board, effective from October 1, 2018 remains unchanged.