

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 15th February 2017 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 12th January 2017.

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 HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CET) on 8th February 2017 – 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 HCE Haubrok AG, 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.

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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 HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CET) on 8th February 2017 - 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 HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CET) on 8th February 2017 - 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 1st February 2017 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.

Attestations must be received by STABILUS S.A. by fax **on 8th February 2017 at 11:59 p.m. (CET)** at the latest, followed by 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

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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Société anonyme
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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 15th February 2017 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.

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

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.

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

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 HCE Haubrok AG, 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 15th February 2017 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)

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

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 st Shareholder)
		(if applicable Signature 2 nd 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 2017 (THE "MEETING")

REMARK: Annex 1, Annex 2 and Annex 3 to which the below agenda item 9 and 11 refer are the respective annexes to the Notice to all Shareholders for the Annual General Meeting 2017 as published on the Company's website www.ir.stabilus.com/agm

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 2016.			No resolution

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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.			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 2016.			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 2016.			
<i>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.</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 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.</p> <p><i>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.</i></p> <p><i>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.</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 2016.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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.</p> <p><i>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.</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 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.</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 for, and in connection with, the financial year ended 30 September 2016.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment of remuneration of supervisory board members</p> <p><i>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.</i></p> <p>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.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

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, in relation to the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2017.</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment of Articles of Association, including change of share form</p> <p><i>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.</i></p> <p>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.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Miscellaneous	No resolution		

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)

