

STABILUS

ANNUAL GENERAL MEETING 2015

PROPOSED RESOLUTIONS AND COMMENTS FROM MANAGEMENT BOARD

1. Presentation of the management report regarding the stand alone annual accounts of the Company and of the management report regarding the consolidated financial statements for the financial year ended 30 September 2014.

No resolution is proposed. Reports will be presented as required under Luxembourg law.

2. Presentation of the reports 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 2014.

No resolution is proposed. Reports will be presented as required under Luxembourg law.

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 2014.

No resolution is proposed. Reports will be presented as required under Luxembourg law.

4. Approval of the stand-alone annual accounts of the Company for the financial year ended 30 September 2014.

The management board proposes that the stand-alone annual accounts of the Company for the financial year ended 30 September 2014 be approved by the MEETING.

5. Acknowledgement of the profit of the company made with respect to the financial year ended 30 September 2014 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2014.

The management board proposes that the MEETING acknowledges that the Company made a profit with respect to the financial year ended 30 September 2014 of EUR 218,698,850.90, that the MEETING resolves to allocate an amount of EUR 20,723.26 out of the profit with respect to the financial year ended 30 September 2014 to the legal reserve of the Company and that the MEETING resolves to carry forward the balance of the profit in the amount of EUR 218,678,127.64, together with the carried forward loss from the previous financial year in an amount of EUR 33,289,032.10, to the next financial year.

6. Approval of the consolidated financial statements of the Company for the financial year ended 30 September 2014.

The management board proposes that the consolidated financial statements of the Company for the financial year ended 30 September 2014 be approved by the MEETING.

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7. Discharge (quitus) to each of the members of the management board of the Company, consisting of Mr Dietmar Siemssen, Mr Mark Wilhelms, Mr Bernd-Dietrich Bockamp 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 2014.

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 2014.

8. Discharge (quitus) to each of the members of the supervisory board of the Company, consisting of Mr Udo Stark, Mr Nizar Ghoussaini, Mr Stephan Kessel and Mr Andi Klein for the performance of their duties as members of the supervisory board for, and in connection with, the financial year ended 30 September 2014.

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 2014.

9. 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 2015.

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 2015.

10. Miscellaneous.

No resolution is proposed.