

Convenience Translation

Stabilus SE

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Invitation to the Annual General Meeting

We hereby invite our shareholders to the annual general meeting of Stabilus SE, which will take place on

Wednesday, 5 February 2025, at 9:30 hrs (CET).

The general meeting will be held on the basis of Section 17 (4) of the Articles of Association of Stabilus SE in the form of a virtual general meeting without physical presence of the shareholders or their proxies. The entire general meeting will be broadcasted live for properly registered shareholders who have provided proof of shareholding or their proxies, with audio and video transmission being made available on a password-protected Internet portal (the general meeting portal, "GM Portal"), which can be accessed through a link on the Stabilus SE website under

www.ir.stabilus.com/gm.

The shareholders' voting rights are exercised – by the shareholders themselves or their proxies – exclusively by electronic means or by authorizing and instructing the proxies appointed by the Company. The location of the general meeting according to the German Stock Corporation Act are the business premises of DESTACO Europe GmbH in Hiroshimastraße 2, 61440 Oberursel (Taunus), Germany. Shareholders and their proxies will not be able to attend the general meeting at such location in person. More details and information are provided at the end of the invitation, below the agenda and the annexes thereto.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 30 September 2024, the combined management report for Stabilus SE and the Group with the explanatory report of the Management Board on the disclosures pursuant to Section 289a of the German Commercial Code (HGB) and Section 315a HGB as well as the report of the Supervisory Board for the fiscal year from 1 October 2023 until 30 September 2024**

The documents mentioned are accessible as of the convocation of the general meeting on the Stabilus SE website under

www.ir.stabilus.com/gm.

They will be accessible there even during the general meeting.

The Supervisory Board has already approved the annual financial statements prepared by the Management Board; the annual financial statements are thus established. Therefore, in accordance with statutory provisions, a resolution is not proposed on this Agenda Item 1.

- 2. Resolution on the appropriation of the net retained profit**

The Management Board and the Supervisory Board propose that the net retained profit of Stabilus SE of the fiscal year from 1 October 2023 until 30 September 2024 in the amount of EUR 241,442,094.89 be appropriated as follows:

a)	Distribution of dividend of EUR 1.15 per dividend-bearing share (for a total of 24,700,000 dividend-bearing shares)	EUR 28,405,000.00
b)	Balance carried forward	EUR 213,037,094.89
		<hr/>
		EUR 241,442,094.89

The number of dividend-bearing shares may change before the general meeting. In this case, a resolution on the appropriation of profits that has been revised accordingly with an unchanged distribution of EUR 1.15 per dividend-bearing share will be proposed to the general meeting.

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (*Aktiengesetz*, "AktG"), the claim for payment of dividends is due and payable on the third business day following the adoption of the resolution by the general meeting – i.e., 10 February 2025.

3. Resolution on the formal approval of the actions of the members of the Management Board

The Management Board and the Supervisory Board propose that formal approval be granted to the members of the Company's Management Board who held office during the fiscal year from 1 October 2023 until 30 September 2024 for their actions in this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board

The Management Board and the Supervisory Board propose that formal approval be granted to the members of the Company's Supervisory Board who held office during the fiscal year from 1 October 2023 until 30 September 2024 for their actions in this period.

5. Election of the auditor of the annual financial statements and consolidated financial statements for the fiscal year from 1 October 2024 until 30 September 2025 as well as election of the auditor for any audit review of the half-year financial report as of 31 March 2025; election of the auditor of the sustainability report for the fiscal year from 1 October 2024 to 30 September 2025

Based on the recommendation of its audit committee, the Supervisory Board proposes to resolve as follows:

- 5.1 Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, shall be appointed as auditor for the annual financial statements and consolidated financial statements for the fiscal year from 1 October 2024 until 30 September 2025 and, if applicable, auditor for the review of the half-year financial report for the period ended 31 March 2025.
- 5.2 Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, shall be appointed as auditor and Group auditor of the sustainability report for the fiscal year from 1 October 2024 to 30 September 2025.

The election of the auditor and Group auditor for the sustainability report takes place with effect from the entry into force of the German implementation law for the Sustainability Reporting Directive (EU) 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) and as a precautionary measure in the event that the German legislator, in implementing Article 37 of the Statutory Audit Directive 2006/43/EC in the version of CSRD should require an explicit election of this auditor by the general meeting, i.e. the audit for the sustainability reporting should not anyway be the responsibility of the auditor under the German implementation law.

The audit committee declared that its recommendation is free from undue third-party influence and that it was bound by no clause limiting its selection within the meaning

of Art. 16 (6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.

6. Resolution on the approval of the remuneration report for the fiscal year from 1 October 2023 until 30 September 2024

Pursuant to Section 162 AktG, the management board and the supervisory board of a listed stock corporation must prepare a remuneration report regarding the remuneration for members of governing bodies in the previous fiscal year. The general meeting of a listed company then adopts a resolution pursuant to Section 120a (4) AktG on whether to approve the remuneration report prepared and audited according to Section 162 AktG for the previous fiscal year.

The remuneration report prepared by the Management Board and the Supervisory Board for the fiscal year from 1 October 2023 to 30 September 2024 was audited by the auditor Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, in accordance with Section 162 (3) AktG to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition, the auditor was tasked with completing a material review of the remuneration report as well. The auditor's opinion based on its review of the remuneration report is attached to the remuneration report.

The remuneration report along with the audit opinion for the fiscal year from 1 October 2023 until 30 September 2024 ("fiscal year 2024") can be found in the annexes of this Agenda Item 6 below the agenda as well as on the Stabilus SE website under

www.ir.stabilus.com/gm.

The Management Board and the Supervisory Board propose that the remuneration report for the fiscal year from 1 October 2023 until 30 September 2024 be approved as prepared and audited pursuant to Section 162 AktG.

7. Resolution on the election of a member of the Supervisory Board

The Supervisory Board of the Company is currently composed in accordance with Section 40 (2), (3) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("SE Regulation"), Section 17 (1) of the German SE Implementation Act (*SE-Ausführungsgesetz*, "SEAG") and Section 11 (1) sentence 1 of the Articles of Association of Stabilus SE of six members, that are elected by the general meeting. The general meeting is not bound by nominations.

The term of office of Dr Joachim Rauhut ends with the conclusion of the Annual General Meeting on 5 February 2025. It is therefore necessary for the Annual General Meeting to elect a new member of the Supervisory Board.

The Company is pleased to announce that it has won Kai-Uwe Knickmann, Chairman of the Management Board of KOSTAL Verwaltungsgesellschaft Vier mbH, Vienna (Austria), which is the general partner of KOSTAL Automobil Elektrik GmbH & Co. KG,

Lüdenscheid (Germany), and Managing Director of Kostal Verwaltungsgesellschaft Zwei mbH, Vienna (Austria), which is the general partner of Leopold Kostal GmbH & Co. KG, Lüdenscheid (Germany), as candidate. Kai-Uwe Knickmann has relevant management experience at industrial companies of sufficient size and complexity with a corresponding industry focus and international orientation, expertise in the areas of research and development, sustainability, and in corporate governance and compliance.

According to Section 11 (2) of the Articles of Association of the Company the members of the Supervisory Board are appointed for a term of office until the end of the general meeting that resolves on the discharge for the fourth fiscal year after the start of the term of office, but for no longer than six years, unless otherwise specified at the time of election by the general meeting. The fiscal year in which the term of office begins is not included in this calculation. Reappointments are permitted.

At the proposal of the Remuneration and Nomination Committee and taking into account the objectives for the composition of the Supervisory Board and the skills profile and diversity concept developed for the entire Supervisory Board, the Supervisory Board therefore proposes the following resolution:

Kai-Uwe Knickmann, resident in Lüdenscheid (Germany), Chairman of the Management Board of KOSTAL Verwaltungsgesellschaft Vier mbH, Vienna (Austria), the general partner of KOSTAL Automobil Elektrik GmbH & Co. KG, Lüdenscheid (Germany) and Managing Director of Kostal Verwaltungsgesellschaft Zwei mbH, Vienna (Austria), the general partner of Leopold Kostal GmbH & Co. KG, Lüdenscheid (Germany), is elected as a member of the Company's Supervisory Board until the end of the Annual General Meeting that decides on the discharge for the financial year from 1 October 2027 to 30 September 2028.

The proposed candidate is currently a member (chairman) of the Supervisory Board of Zapp AG, Ratingen, Germany. Apart from this, the proposed candidate is not member of any other statutory supervisory board or a comparable domestic or foreign supervisory body of commercial companies within the meaning of Section 125 (1) sentence 5 AktG.

The Supervisory Board has assured itself that the candidate can devote the expected amount of time required for the Supervisory Board duties. The candidate is familiar with the sector in which Stabilus SE operates.

In the opinion of the Supervisory Board, there are no personal or business relationships within the meaning of Recommendation C.13 of the German Corporate Governance Code between the proposed candidate and Stabilus SE or its Group companies, the corporate bodies of Stabilus SE or a shareholder with a material interest in the Company. In the opinion of the Supervisory Board, the proposed candidate is to be regarded as independent of the Company and the Management Board.

Further information on Mr Kai-Uwe Knickmann, in particular his CV, which provides information on the candidate's relevant knowledge, skills and professional experience, can be found on the Company's website at

www.ir.stabilus.com/gm.

8. Resolution on the adjustment of the remuneration system and the remuneration of the members of the Supervisory Board and the corresponding amendment of Section 16 (2) of the Articles of Association

The current remuneration of the members of the Supervisory Board of Stabilus SE was set by resolution of the Extraordinary General Meeting on 11 August 2022 in Article 16 of the Articles of Association of the Company and has since been regularly reviewed for appropriateness. After a thorough review, the Management Board and Supervisory Board have now come to the conclusion that the existing remuneration provisions for the Supervisory Board Chairman, the members of the Audit Committee and the Chairman of the Audit Committee are no longer in proportion to the significantly increased demands on their respective activities in terms of time and content, as well as to the increasing complexity of the topics they have to deal with and the steadily growing responsibility of their positions in the structure of competences under German stock corporation law. The remuneration of the Chairman of the Supervisory Board and the members of the Audit Committee and the Chairman of the Audit Committee should therefore be adjusted appropriately in order to take into account their special functions on the Supervisory Board and the associated additional time required, in particular due to sustainability reporting.

The ordinary members of the Supervisory Board shall receive a fixed annual remuneration of EUR 75,000.00 as before. The remuneration for the Chairman of the Supervisory Board shall be two and a half times (previously: twice) the annual fixed remuneration of EUR 75,000.00. The members of the audit committee shall each receive additional annual remuneration of EUR 35,000.00 (previously: 25,000.00). The chairman of the audit committee shall receive three times (previously: twice) the remuneration of a committee member in addition to the fixed annual remuneration. All other provisions of Section 16 of the Articles of Association shall remain unchanged. The compensation of the members of the Supervisory Board shall continue to be exclusively a fixed compensation.

On the basis of a corresponding new system for the compensation of the members of the Supervisory Board pursuant to number 8.1 below, the current provisions in Section 16 (2) of the Articles of Association of the Company shall be revised. The following new version of Section 16 (2) of the Company's Articles of Association under number 8.2 shall apply for the first time to the fiscal year that began on 1 October 2024, following its entry into force, i.e. upon entry of the changes in the Company's commercial register.

The Management Board and the Supervisory Board therefore propose the following resolution:

8.1 Remuneration system for the Supervisory Board members

The remuneration system for the members of the Supervisory Board of Stabilus SE, as set out following the agenda, is approved.

8.2 Amendment of Section 16 (2) of the Articles of Association

Section 16 (2) of the Articles of Association shall be amended as follows:

“(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.”

When the amendments to Section 16 (2) of the Articles of Association take effect, the new regulation on supervisory board compensation will apply for the first time to the fiscal year that began on 1 October 2024.

The currently valid Articles of Association of Stabilus SE can be found on our website at

www.ir.stabilus.com/gm

and can also be accessed there during the general meeting.

9. Resolution on an amendment to the Articles of Association to further enable virtual general meetings

The Management Board and Supervisory Board are of the opinion that the Company should continue to have the option of holding virtual general meetings. A corresponding authorisation of the Management Board in Section 17 (4) of the Articles of Association, limited until 14 February 2026, was approved by the Annual General Meeting on 15 February 2023. The Company has since made use of this authorisation. Since the previous authorisation expires next year, it is proposed that the authorisation shall be renewed, whereby the term of the authorisation is to be limited to two years so that the general meeting can decide in good time on the format of the general meeting. Since there may also be general meetings for which the form of an in-person meeting seems more appropriate, a new provision is to be adopted in the Articles of Association, according to which the Management Board is authorised, with the consent of the Supervisory Board, to decide in advance of each general meeting whether the general meeting should be held as a virtual meeting or as an in-person meeting. To this end, Section 17 (4) sentence 1 of the Articles of Association is to be repealed and reworded.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 17 (4) sentence 1 of the Company's Articles of Association shall be repealed and reworded as follows:

“The Management Board is authorised, with the consent of the Supervisory Board, to provide that Annual General Meetings held up to 28 February 2027 shall be held without the physical presence of shareholders or their proxies at the place of the general meeting (virtual general meeting).”

The current version of the Articles of Association of Stabilus SE can be found on our website at

www.ir.stabilus.com/gm

and can also be accessed there during the general meeting.

Annex to agenda item 6: Remuneration Report for the fiscal year from 1 October 2023 to 30 September 2024 (“fiscal year 2024”)

Remuneration report of Stabilus SE for fiscal year 2024

1. Introduction

The remuneration report presents the remuneration system for the Management Board and the Supervisory Board members of Stabilus SE and provides information on the compensation awarded and due to the Management Board and the Supervisory Board members in fiscal year 2024 (fiscal year from October 1, 2023, to September 30, 2024). The remuneration report is prepared by the Management Board and Supervisory Board in accordance with the requirements of Section 162 Aktiengesetz (German Stock Corporation Act, AktG). Please refer to the declaration of compliance with the German Corporate Governance Code (GCGC) on our website at ir.stabilus.com/investor-relations/corporate-governance/.

The remuneration report is materially audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The remuneration report and the accompanying audit report can be found on the company's website at ir.stabilus.com/investor-relations/corporate-governance/. The remuneration report was prepared in German and English, with the German version being the leading version.

The values presented in the tables of the remuneration report may not add up precisely due to rounding. The same applies to the percentages shown, which may not represent the exact absolute values due to rounding.

2. Review of fiscal year 2024 from a compensation perspective

Approval of the remuneration report for fiscal year 2023 at the Annual General Meeting 2024

The Annual General Meeting on February 7, 2024, approved the remuneration report for the 2023 fiscal year with an approval rate of 93.49%. In view of the high level of approval by the Annual General Meeting, the Management Board and Supervisory Board are encouraged to maintain the previous structure of the remuneration report and the previous level of transparency in the disclosure of Management Board and Supervisory Board compensation. Suggestions for improvement from individual shareholders have been taken into account in this remuneration report. Further explanations have been added to the reporting on remuneration increases, the modifier in the Short-Term Incentive and the target achievement curve for the relative TSR to make it even easier to understand and comprehend.

Beneficiaries of the Management and Supervisory Board compensation

In the past fiscal year, compensation was awarded and due to Dr. Michael Büchsner and Stefan Bauerreis as current members of the Management Board and Mark Wilhelms, Andreas Schröder and Andreas Sievers as former members of the Management Board:

- Dr. Michael Büchsner is the Chief Executive Officer of Stabilus SE and was appointed to the Management Board as of October 1, 2019.
- Stefan Bauerreis is the Chief Financial Officer of Stabilus SE and was appointed to the Management Board as of June 1, 2022.
- Mark Wilhelms served as Chief Financial Officer until May 2022. His appointment as member of the Management Board as well as his service contract expired as stipulated on September 30, 2022.
- Andreas Schröder was the Group Financial Reporting Director and was appointed to the Management Board in 2014. As part of the relocation of Stabilus SE to Germany, the Management Board mandate of Mr. Schröder ended on August 31, 2022, but he continued to work for Stabilus as an executive employee. The compensation disclosed only refers to the compensation awarded and due as a Management Board member.
- Andreas Sievers was the Director Group Accounting and Strategic Finance Projects of the Stabilus Group and was appointed to the Management Board in 2016. As part of the relocation of Stabilus SE to Germany, the Management Board mandate of Mr. Sievers ended on August 31, 2022, and he has not worked for the company since.

In the past fiscal year, Dr. Stephan Kessel, Dr. Joachim Rauhut, Dr. Ralf-Michael Fuchs, Dr. Dirk Linzmeier, Inka Koljonen and Susanne Heckelsberger received a compensation for Supervisory Board activities at Stabilus SE:

- Dr. Stephan Kessel has been the Chairman of the Supervisory Board since 2018. In addition, he is a member of the Remuneration and Nomination Committee. Until

February 2024, he was also a member of the Audit Committee of the Supervisory Board of Stabilus SE.

- Dr. Ralf-Michael Fuchs has been a member of the Supervisory Board since 2015. In addition, he acts as Deputy Chairman and as Chairman of the Remuneration and Nomination Committee of the Supervisory Board of Stabilus SE.
- Dr. Joachim Rauhut has been a member of the Supervisory Board since 2015. In addition, he acts as Chairman of the Audit Committee of the Supervisory Board of Stabilus SE.
- Dr. Dirk Linzmeier has been a member of the Supervisory Board since 2018. In addition, he acts as member of the Remuneration and Nomination Committee of the Supervisory Board of Stabilus SE.
- Inka Koljonen has been a member of the Supervisory Board since 2022. In addition, she acts as member of the Audit Committee of the Supervisory Board of Stabilus SE.
- Susanne Heckelsberger has been a member of the Supervisory Board since February 2024. She is also a member of the Audit Committee of the Supervisory Board of Stabilus SE.

3. Compensation of the Management Board in fiscal year 2024

3.1. Elements of Management Board compensation

The remuneration system is intended to make a significant contribution to the implementation of the corporate strategy and to the sustainable and long-term development of the company. It serves as a central steering element to harmonize the compensation of the Management Board with the interests of shareholders and other stakeholders. The Management Board and Supervisory Board work together to ensure that the incentives on which the variable compensation is based are also applied in a similar form to the management levels below the Management Board.

3.2. Establishment, implementation and review of the remuneration system and levels

The Supervisory Board decides on the remuneration system for the members of the Management Board and is advised by its Remuneration and Nomination Committee. If necessary, the Supervisory Board can also seek support from external independent experts, ensuring their independence from the Management Board and the company.

The remuneration system adopted by the Supervisory Board was presented to the Annual General Meeting on February 15, 2023, in accordance with Section 120a AktG and approved by 94.66%. The Supervisory Board, supported by the Remuneration and Nomination Committee, regularly reviews the remuneration system. The Supervisory Board resubmits the remuneration system to the Annual General Meeting for approval whenever a material change is made, but at least every four years.

The compensation of the members of the Management Board is determined by the Supervisory Board on the basis of the remuneration system, with the Remuneration and

Nomination Committee preparing the decision of the Supervisory Board. The Supervisory Board ensures that the compensation is appropriate in relation to the tasks and performance of a Management Board member as well as the economic situation of the company and does not exceed the standard market compensation without special reasons. Therefore, the Supervisory Board carries out a horizontal and a vertical compensation comparison.

As part of the horizontal comparison, a group consisting of companies comparable to Stabilus is used. Most recently, these were the MDAX companies, as the MDAX companies were comparable to Stabilus at the time in terms of size, location and complexity.

In addition, the compensation and employment conditions of the employees are also taken into account when determining and reviewing the compensation levels. As part of the vertical comparison, the Supervisory Board considers the ratio of the Management Board to the compensation of senior management and the workforce as a whole, particularly in terms of its development over time.

3.3. Overview of the remuneration system and compensation structure

The remuneration system consists of fixed and variable compensation components, the sum of which determines the total compensation of the Management Board members. The remuneration system also includes other contractual provisions such as malus/clawback and shareholding obligations (in accordance with the Share Ownership Guidelines - SOG) as well as a maximum compensation.

Fixed compensation	Base salary	<ul style="list-style-type: none"> Fixed annual salary paid out in twelve equal installments 	
	Benefits	<ul style="list-style-type: none"> Essentially, company car, accident insurance, D&O insurance, personal tax advice, periodic reimbursement for relocation costs 	
	Pension substitute	<ul style="list-style-type: none"> Annual allowance at 30% of base salary 	
Variable compensation	Short-Term Incentive (STI)	Target	<ul style="list-style-type: none"> 60% of base salary
		Type	<ul style="list-style-type: none"> Target bonus
		Performance targets	<ul style="list-style-type: none"> 70%: adj. EBIT 30%: adj. free cashflow Multiplier (0.8 - 1.2) for individual performance, team performance and stakeholder targets
		Cap	<ul style="list-style-type: none"> 200% of target
	Performance Share Plan	Target	<ul style="list-style-type: none"> 90% of base salary
		Type	<ul style="list-style-type: none"> Performance Share Plan (virtual shares)
		Term	<ul style="list-style-type: none"> Four years (three-year performance period and one-year holding period for virtual shares)
		Performance targets	<ul style="list-style-type: none"> 70% relative Total Shareholder Return (TSR) 30% adj. EBIT margin
		Cap	<ul style="list-style-type: none"> 250% of target
	ESG-LTI	Target	<ul style="list-style-type: none"> 20% of base salary
		Type	<ul style="list-style-type: none"> Performance Cash Plan
		Term	<ul style="list-style-type: none"> Four years
		Performance targets	<ul style="list-style-type: none"> Strategic and relevant sustainability goals
		Cap	<ul style="list-style-type: none"> 150% of target
	Other contractual provisions	Malus/clawback	
Share Ownership Guidelines (SOG)		<ul style="list-style-type: none"> Obligation to purchase and hold shares during appointment Four-year build-up phase, target investment in amount of one gross base salary 	
Maximum compensation		<ul style="list-style-type: none"> CEO: €3.9 million Ordinary Management Board members: €2.5 million 	

Figure 1: Overview of the remuneration system.

The compensation structure, i.e. the relative shares of the individual fixed and variable components in the total compensation of the members of the Management Board, reflects two central principles that are particularly important in the design of the remuneration system: Pay-for-Performance and the sustainable and long-term development of the company.

The compensation structure, i.e. the relative shares of the individual fixed and variable components in the total compensation of the members of the Management Board, reflects two central principles that are particularly important in the design of the remuneration system: Pay-for-Performance and the sustainable and long-term development of the company.

The Pay-for-Performance concept is reflected in the high relative proportion of variable compensation components. The fixed compensation (base salary and pension substitute,

excluding fringe benefits) accounts for 43% of the total target compensation excluding fringe benefits, while the variable remuneration (Short-Term Incentive, Performance Share Plan, ESG-LTI) accounts for 57% of the total target compensation excluding fringe benefits. The variable compensation components are taken into account on the basis of their respective target amounts, i.e. the payout amount in the event of a target achievement of 100% is taken into account. This means that the compensation of the members of the Management Board is highly dependent on performance and success.

The incentive for sustainable and long-term development of the company, as required by Section 87 (1) sentence 2 AktG, is achieved in particular through the weighting of the variable compensation components. The ratio of one-year to multi-year variable remuneration is around 35% to 65%. This means that compensation with long-term targets significantly exceeds compensation with short-term targets, without neglecting the latter. Thus, the achievement of annual operating targets also forms a key basis for the success and long-term development of the company.

Figure 2 below illustrates the maturity structure of the variable compensation components of the members of the Management Board.

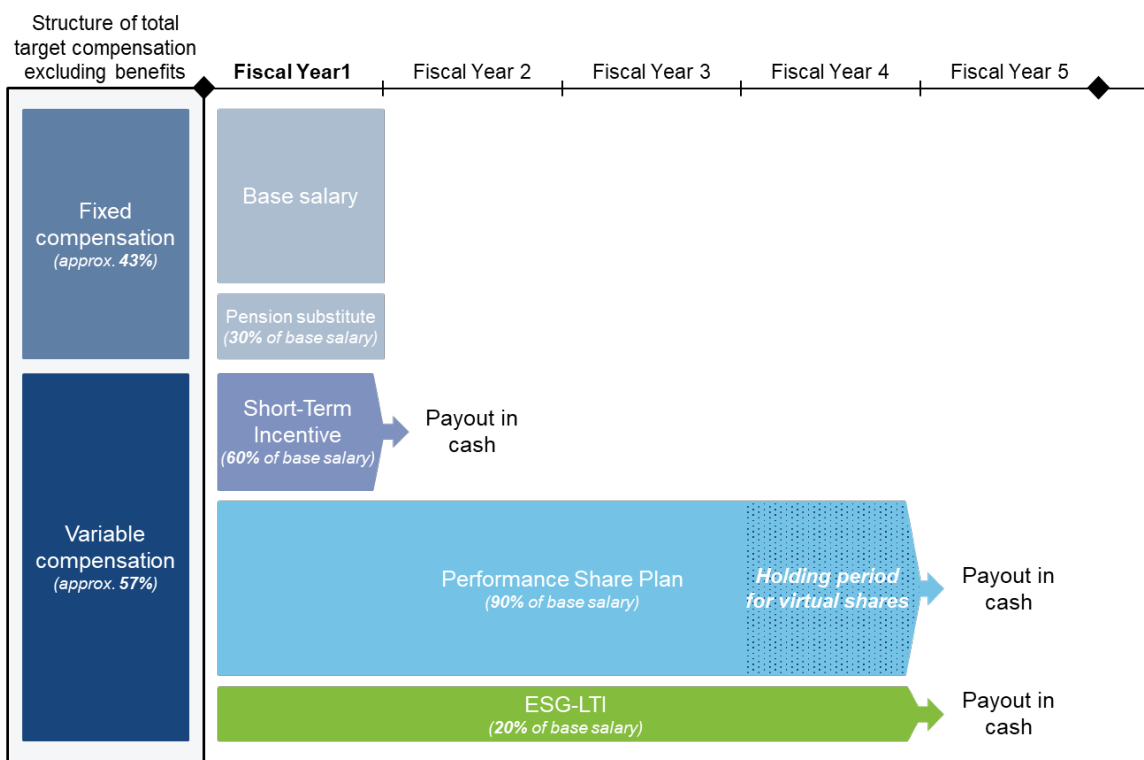


Figure 2: Structure of the total target compensation excluding fringe benefits and payout dates of the compensation components.

The members of the Management Board are contractually entitled to a total target compensation that is commensurate with the tasks and performance of a member of the Management Board and the economic situation of the company and does not exceed the standard market compensation without special reasons. The total target compensation consists of the remuneration components allocated for the fiscal year, whereby a target achievement of 100% is assumed for the variable compensation components.

In light of the positive business performance in recent years and the successful acquisition of DESTACO as well as the resulting increase in the duties and performance of the members of the Executive Board, the Supervisory Board has increased the total target compensation of Dr. Michael Büchsner by around 10% and Stefan Bauerreis by around 20% for the 2024 fiscal year. This increase also takes into account the high inflation rates of previous periods. In the case of Stefan Bauerreis, this is the first increase in his compensation since he was first appointed to the Management Board. The market conformity of the new total target compensation was confirmed in a horizontal comparison. The new total target compensation of the Stabilus Management Board members is still below the first quartile compared to the other MDAX companies and thus below Stabilus' current size position in the MDAX, measured by revenue, number of employees and market capitalization.

The following table shows the target compensation of the active members of the Management Board in fiscal year 2024:

Target remuneration of the Management Board

	Dr. Michael Büchsner, Chief Executive Officer			Stefan Bauerreis, Chief Financial Officer		
	2024		2023	2024		2023
	in €k	in %	in €k	in €k	in %	in €k
Base salary	600	33%	540	420	33%	348
Fringe benefits	9	0%	15	11	1%	13
Pension substitute	180	10%	162	126	10%	104
One-year variable compensation	360	20%	324	252	20%	209
<i>Short-Term Incentive 2023</i>	-		324	-		209
<i>Short-Term Incentive 2024</i>	360		-	252		-
Multi-year variable compensation	660	36%	594	462	36%	383
<i>PSP 2023 (2023-2026)</i>	-		486	-		313
<i>ESG-LTI 2023 (2023-2026)</i>	-		108	-		70
<i>PSP 2024 (2024-2027)</i>	540		-	378		-
<i>ESG-LTI 2024 (2024-2027)</i>	120		-	84		-
Total compensation	1,809	100%	1,635	1,271	100%	1,057

3.4. Application of the remuneration system in fiscal year 2024

In the 2024 fiscal year, the compensation of the Management Board was determined in accordance with the relevant remuneration system, which was presented to the Annual General Meeting on February 15, 2023, and approved by 94.66%. Only the compensation granted and owed in previous fiscal years as part of the performance share plan is still based on an earlier remuneration system, which was approved by 97.9% at the Annual General Meeting on February 12, 2020.

3.4.1. Fixed compensation

3.4.1.1. Base salary

The base salary is a fixed compensation per fiscal year, based on the area of responsibility and experience of the respective Management Board member and is paid out in twelve equal monthly instalments.

3.4.1.2. Fringe benefits

Benefits in kind and customary fringe benefits are granted, such as the provision of a mid-sized executive company car which can also be used for private purposes. Moreover, there is accident insurance for the members of the Management Board, and Stabilus reimburses the members of the Management Board for a portion of their contributions to statutory or private health and long-term care insurance and voluntary pension insurance, but limited to the usual employer contributions. In addition, Stabilus may reimburse accommodation costs of new Management Board members for a period of up to six months. Stabilus also reimburses the Management Board members for reasonable costs for personnel tax advice or tax declaration filing costs arising out of the former Luxembourg employment.

Stabilus provides customary Director & Officer insurance (D&O insurance) coverage to the Management Board members. The insurance provides for a deductible of 10% of the damage to be borne by the Management Board members, up to an amount which equals 1.5 times the individual base salary. Furthermore, the Management Board members are provided with an accident insurance.

3.4.1.3. Pension substitute

Individual Management Board members receive an annual pension contribution in form of a pension substitute. The annual contribution of Stabilus amounts up to 30% of the individual base salary which is paid out in twelve equal instalments.

3.4.2. Variable compensation

3.4.2.1. Short-Term Incentive

The Short-Term Incentive depends on the economic success in the respective fiscal year. The Short-Term Incentive is calculated using the target achievement (0% - 200%) of the two financial targets adj. EBIT (70% weighting) and adj. Free Cashflow (30% weighting) of the Stabilus Group determined for the fiscal year as well as a modifier (factor 0.8 to 1.2) to evaluate the individual and team performance of the Management Board members and the achievement of predefined stakeholder targets. The final payout is limited to a maximum of 200% ("cap") of the individual target amount. The target amount is agreed with each

Management Board member in their service contract and amounts to 60% of their individual base salary. The maximum possible payout is therefore 120% of the individual basic compensation.

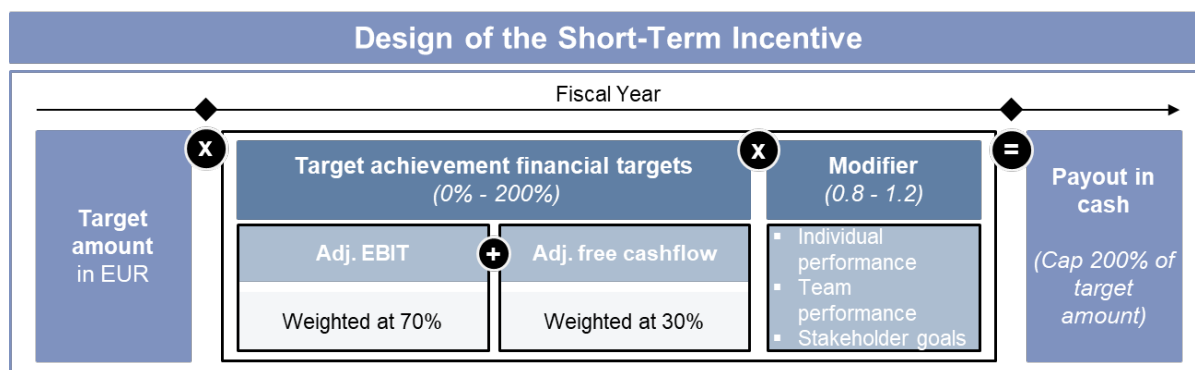


Figure 3: Design of the Short-Term Incentive.

Financial targets of the STI

The financial performance targets adj. EBIT (adjusted for extraordinary special effects, e.g. restructuring expenses or one-off strategic consulting expenses as well as amortization of fair value adjustments from purchase price allocations (PPA)) and adj. free cashflow (cash flows from operating activities and cash flows from investing activities before acquisitions, divestitures and items that are taken into account when adjusting EBIT (e.g. restructuring expenses or one-off M&A consulting expenses) are Key Performance Indicators (KPIs) for the operational and economic success of Stabilus. EBIT is a commonly used measure of operational performance in the industry that measures profitable growth and also considers depreciation and amortization. Free cashflow is an important indicator for measuring freely available liquidity and is a common basis for calculating cash flow-based company valuations. For shareholders, free cashflow is also an important indicator for the generation of funds available for debt servicing and distribution of dividends to shareholders. EBIT and free cashflow are adjusted for portfolio changes (e.g. acquisitions or disposals), among other things, and are therefore geared towards organic growth. Adj. EBIT and adj. free cashflow are used as part of the STI, as these KPIs better reflect the company's operating performance. For further information on adj. EBIT and adj. free Cashflow of the Stabilus Group, please refer to our annual report for the fiscal year 2024, which is available on the company's website (the consolidated financial statements of Stabilus SE include Stabilus and its subsidiaries, hereinafter referred to as the "Stabilus Group").

Target achievement for adj. EBIT and adj. free cashflow is based on a comparison of the values actually achieved at the end of a fiscal year with annual targets ("target values"), which are set by the Supervisory Board at the beginning of each fiscal year on the basis of Stabilus' budget planning.

If the actual adj. EBIT of the respective fiscal year corresponds to 80% of the target value, the target achievement is 50%. If the actual adj. EBIT for the respective fiscal year is less than 80% of the target value, the target achievement is 0%. If the actual adj. EBIT is 100% of the target value, the target achievement is 100%. If the actual adj. EBIT for the respective fiscal year is 120% of the target value, this results in a target achievement of 200%. Further

increases in adj. EBIT do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

If the actual adj. free cashflow of the respective fiscal year corresponds to 80% of the target value, the target achievement is 50%. If the actual adj. free cashflow for the respective fiscal year is less than 80% of the target value, the target achievement is 0%. If the actual adj. free cashflow is 100% of the target value, the target achievement is 100%. If the actual adj. free cashflow for the respective fiscal year is 140% of the target value, this results in a target achievement of 200%. Further increases in the adj. free cashflow do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

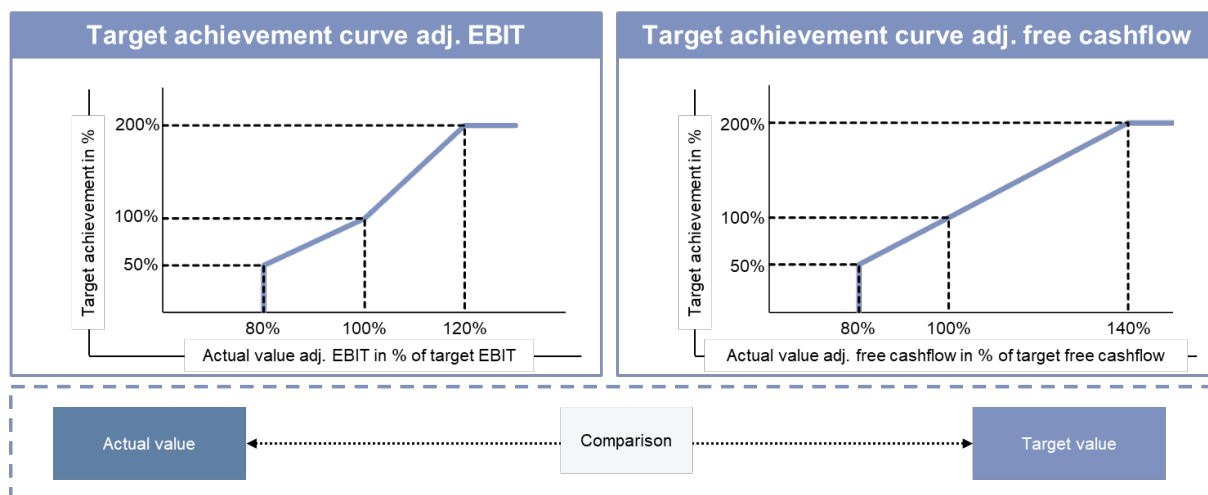


Figure 4: Target achievement curves for the financial targets of the STI.

The following table contains details on the derivation of the target achievement of the financial performance targets adj. EBIT and adj. Free Cashflow:

Target achievement of the financial targets

Financial targets	Weighting	Lower threshold	Target value (Budget)	Upper threshold	Actual value	Target achievement
Adj. EBIT	70%	€139.44 million	€174.3 million	€209.16 million	€157.15 million	50.80%
Adj. Free Cashflow	30%	€7.8 million	€91.1 million	€127.54 million	€117.78 million	173.22%
<i>Weighted target achievement financial targets</i>						87.53%

Note: The reported adj. free cash flow actual value was reduced by special effects from short-term liquidity management (€ 15 million) for the bonus calculation.

On this basis, the overall achievement of the financial performance targets amounted to 87.53%.

Modifier

To reflect the Management Board members’ individual as well as team performance and to consider stakeholder goals, the Supervisory Board assesses the individual achievement of each Management Board member based on predefined criteria. The specific criteria are agreed upon between the Supervisory Board and the Management Board at the beginning of each fiscal year. Relevant criteria could include customer satisfaction, corporate social responsibility, successful M&A and strategic projects. Furthermore the modifier allows the Supervisory Board to include long-term strategy goals such as “Internationalization”,

“Innovation” and “One Stabilus” into the compensation scheme. The resulting modifier for adjusting the Short-Term Incentive can take a value between 0.8 and 1.2. However, the modifier cannot lead to a payout of more than 200% of the individual target amount.

A modifier of 1.0 is set for Dr. Michael Büchsner and a modifier of 1.0 for Stefan Bauerreis.

Payout

The Short-Term Incentive is paid out after the end of each fiscal year by bank transfer with the salary statement following the 2025 Annual General Meeting. The following table shows the individual overall target achievement and payouts for each member of the Management Board as a result of the financial performance targets and the modifier:

Overview STI 2024

Name of Management Board member, position	Target amount in €k	Target achievement adj. EBIT	Target achievement adj. Free Cashflow	Weighted financial target achievement (max. 200%)	Modifier	Total target achievement (max. 200%)	Payout amount in €k
Dr. Michael Büchsner, Chief Executive Officer	360				1.0	87.53%	315
		50.80%	173.22%	87.53%			
Stefan Bauerreis, Chief Financial Officer	252				1.0	87.53%	221

3.4.2.2. Performance Share Plan

Grant of PSP 2024

The Performance Share Plan (PSP) is structured as multi-year variable compensation based on virtual shares of Stabilus. Tranches are granted annually, each with a four-year term. At the beginning of the fiscal year 2024, the members of the Management Board were granted PSP 2024 (term for fiscal years 2024 to 2027) with effect from October 1, 2023.

The final number of virtual shares depends on the achievement of the performance targets relative TSR and adj. EBIT margin, while the absolute share price performance determines the value of a virtual share. The Performance Share Plan combines internal and external performance targets and relies to a large extent on the capital market performance of the Stabilus share.

To determine the number of virtual shares granted, an individual target amount is divided by the starting share price for each member of the Management Board. The starting share price is calculated as the arithmetic mean of the closing prices of the company's shares over the last 60 trading days prior to the start of the respective four-year term. This amounts to €52.07 for the PSP tranche 2024.

The final number of virtual shares is determined by multiplying the total target achievement by the granted number of virtual shares, where the total target achievement results from the weighted target achievement of the two performance targets relative TSR (70% weighting) and adj. EBIT margin (30% weighting) and is limited to 150%. The payout of the respective tranche of the Performance Share Plan is calculated by multiplying the final number of virtual shares by the respective final share price plus the dividends paid during the term. The final share price is calculated as the arithmetic mean of the closing prices of the company's shares during the last 60 trading days before the end of the respective four-

year term. The target amount is agreed with each member of the Management Board in their employment contract and amounts to 90% of their individual base salary. The payout is limited to 250% of the individual target amount and therefore 225% of the individual base salary.

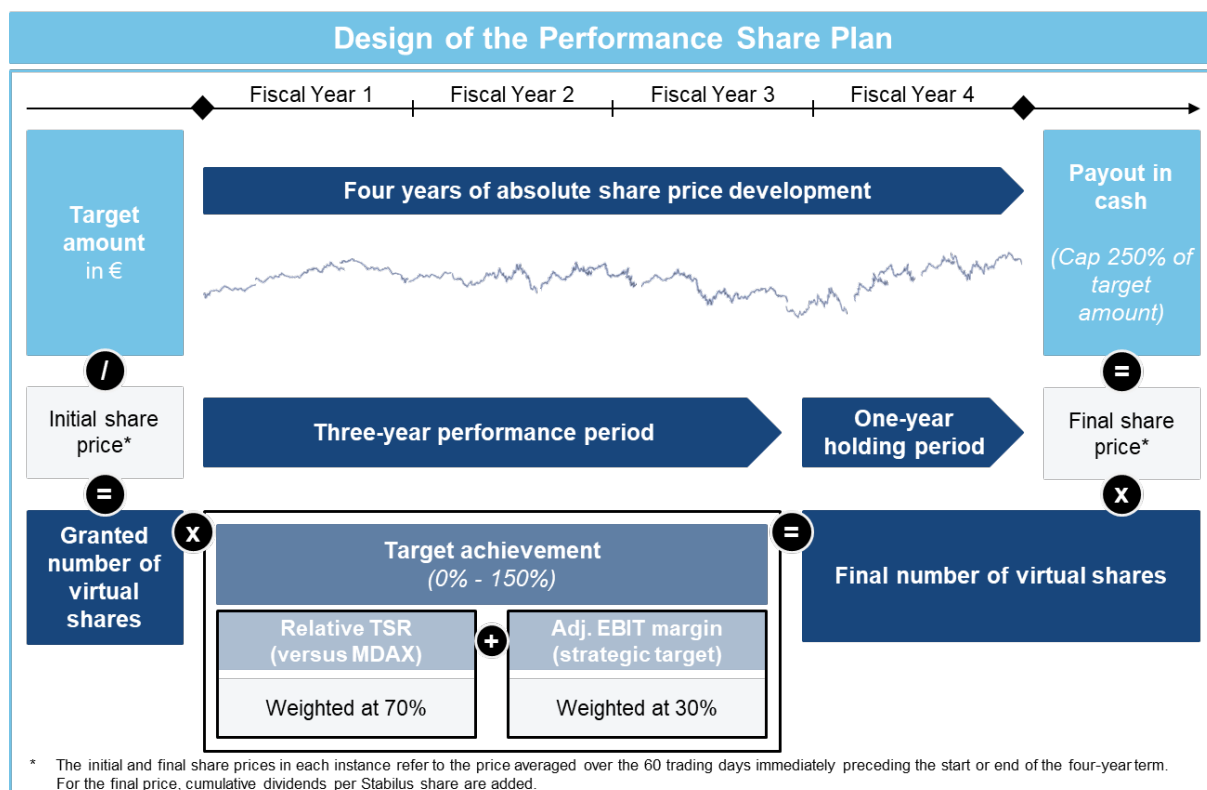


Figure 5: Design of the Performance Share Plan.

Performance targets of PSP 2024

The Supervisory Board has defined the performance targets relative TSR and adj. EBIT margin as Key Performance Indicators for the long-term success of Stabilus. Both performance targets are measured for each tranche after the end of the first three years of the four-year term of a tranche (performance period). The relative TSR takes into account the development of the share price including dividends compared to a defined peer group, while the adj. EBIT margin reflects the long-term financial stability and operational excellence and promotes the focus on high-margin businesses.

The target achievement for relative TSR is based on a comparison with MDAX companies. The Supervisory Board of Stabilus considers the MDAX to be a suitable peer group, as Stabilus is listed on the MDAX and is headquartered in Germany. To determine the relative TSR, the absolute TSR values of Stabilus and each MDAX company are first calculated over the respective performance period. The absolute TSR value of each company corresponds to the theoretical increase in value of a share over the performance period, assuming that (gross) dividends are directly reinvested. The initial value of a share is calculated on the basis of the arithmetic mean of the closing prices of the last 60 trading days before the start of the performance period. The final value of a share is calculated analogously on the basis of the arithmetic mean of the closing prices of the last 60 trading days before the end of the performance period. The increase in value is calculated by comparing the initial and final

values on the assumption that (gross) dividends are reinvested directly. Secondly, the calculated absolute TSR values of Stabilus and each company in the MDAX are sorted by size and given a rank (i.e. the highest absolute TSR is ranked 1, the second highest absolute TSR is ranked 2, etc.). Each rank is also assigned a percentile rank. If Stabilus is below or exactly at the 25th percentile rank, the target achievement is 0%. If Stabilus' percentile rank is at the 50th percentile (median), the target achievement is 100%. If the TSR of Stabilus is at least at the 75th percentile, this leads to a target achievement of 150%. Higher percentile ranks do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

The Supervisory Board is convinced that the described target achievement curve with a more balanced risk/reward profile is appropriate in order to set the right incentives for successful capital market performance without encouraging inappropriate risk-taking. Furthermore, the target achievement curve corresponds to standard market practice in Germany with rather moderate target amounts (at Stabilus 90% of the individual base salary).

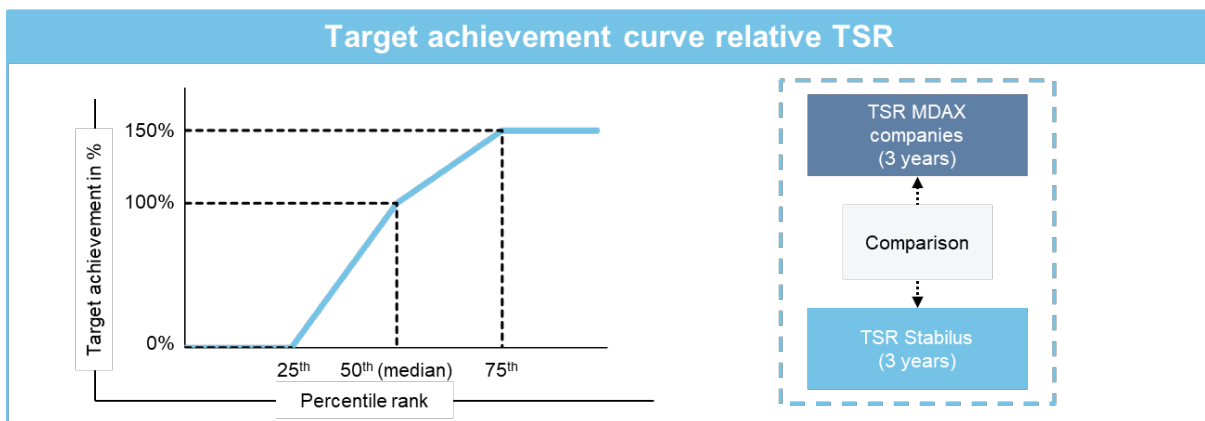


Figure 6: Target achievement curve of relative TSR.

The target achievement for the adj. EBIT margin results from the comparison with a strategic target value and can also be between 0% and 150%. The strategic target value and other key figures are determined at the appropriate discretion of the Supervisory Board and on the basis of strategic planning within the first three months of the respective performance period.

On this basis, the Supervisory Board has set a target value of 14.5% for the adj. EBIT margin and the following target achievement curve for the PSP 2024.

If the actual adj. EBIT margin at the end of the performance period is 11.5%, the target achievement is 50%. If the actual adj. EBIT margin at the end of the performance period is less than 11.5%, the target achievement is 0%. If the actual adj. EBIT margin at the end of the performance period is 14.5%, the target achievement is 100%. If the actual adj. EBIT margin at the end of the performance period is 19.5% or more, this results in a target achievement of 150%. Further increases in the adj. EBIT margin do not lead to a higher target achievement (cap). Target achievement between these points is determined by linear interpolation.

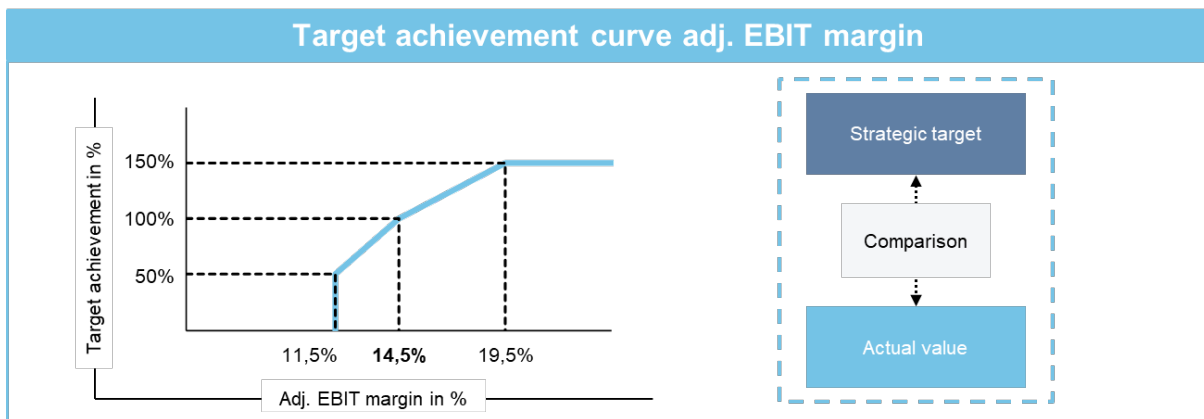


Figure 7: Target achievement curve of adj. EBIT margin.

The target achievements and payout amounts of the PSP 2024 tranche will be reported in the last fiscal year of the four-year term, i.e. in the 2027 remuneration report.

Advance payment of PSP 2023

In view of the total four-year term of a PSP tranche, newly appointed members of the Executive Board receive an advance payment for the first and second PSP tranche allocated after the end of the first year of the respective term. The advance payments serve in particular to fulfill the share ownership obligations for the Executive Board members (see section 3.5.4, Share Ownership Guidelines). However, the advance payments explicitly do not constitute additional compensation and are therefore offset against the actual payout amounts of the respective PSP tranches, which are calculated after the end of the respective term.

In the 2024 fiscal year, Stefan Bauerreis received an advance payment of €168 thousand for the PSP tranche 2023 (performance period for the 2023 to 2025 fiscal years).

Target achievement and payout of PSP 2022

The performance period of PSP 2022 (performance period 2022 to 2024) ended at the end of the 2024 fiscal year. The allocation of PSP 2022 with effect from October 1, 2021, was based on an earlier remuneration system, which was approved by 97.9% at the Annual General Meeting on February 12, 2020. The structure of PSP 2022 is similar to that of PSP 2024 and is based on the same performance targets, although the target achievement curves of the performance targets differ from those of PSP 2024 and the term is only three years.

The following table contains details on the calculation of the achievement of the relative TSR and adj. EBIT margin performance targets:

PSP 2022

Financial Target	Weighting	Lower threshold	Target	Upper threshold	Actual value	Target achievement
Relative TSR	70%	25 th percentile	50 th percentile	90 th percentile	43.60%	87.20%
Adjusted EBIT margin	30%	11.0%	14.0%	19.0%	12.00%	66.67%
Weighted target achievement financial targets						81.04%

The overall target achievement (81,04%) and the performance of the virtual shares over the performance period (-37.56% including dividends paid) result in a payout factor of 56.52%.

Overview of the granted PSP

The following table provides an overview of the virtual Performance Share Plans granted to current and former members of the Management Board that had not yet been paid out as at the reporting date (September 30, 2024):

Performance Share Plan (PSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Performance Share Plan			Opening balance (01/10/2023)
		Grant date	Vesting date	Plan term	Shares granted before the beginning of the year
Dr. Michael Büchsner, Chief Executive Officer	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	6,968
	PSP 2023	10/01/2022	09/30/2025	10/01/2022 - 09/30/2026	9,366
	PSP 2024	10/01/2023	09/30/2026	10/01/2023 - 09/30/2027	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	1,608
	PSP 2023	10/01/2022	09/30/2025	10/01/2022 - 09/30/2026	6,036
	PSP 2024	10/01/2023	09/30/2026	10/01/2023 - 09/30/2027	-
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	5,226
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	684
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2022	10/01/2021	09/30/2024	10/01/2021 - 09/30/2024	294

Performance Share Plan (PSP) (continued)

Name of Management Board member, position	Specification of plan	Information regarding the reported fiscal year						
		During the year				Closing balance (30/09/2024)		
		Shares granted		Earned virtual shares**	Expired virtual shares	Shares granted and still unvested	Shares vested at year end	
		Number of virtual shares	Target amount in €*				Number of shares	Payout amount in €***
Dr. Michael Büchsner, Chief Executive Officer	PSP 2022	-	-	5.647	1.321	0	5.647	256
	PSP 2023	-	-	-	-	9.366	-	-
	PSP 2024	10.371	540	-	-	10.371	-	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	-	-	1.303	305	0	1.303	59
	PSP 2023	-	-	-	-	6.036	-	-
	PSP 2024	7.259	378	-	-	7.259	-	-
Mark Wilhelms, Chief Financial Officer (until September 30, 2022)	PSP 2022	-	-	4.235	991	0	4.235	192
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2022	-	-	554	130	0	554	25
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2022	-	-	239	55	0	239	11
Total:		17.630	918	11.978	2.802	33.032	11.978	544

* Individual target amount according to individual service contract.

** The number of shares earned is higher than the number of shares originally granted, as an overall target achievement of 81.04% was achieved in the PSP 2022.

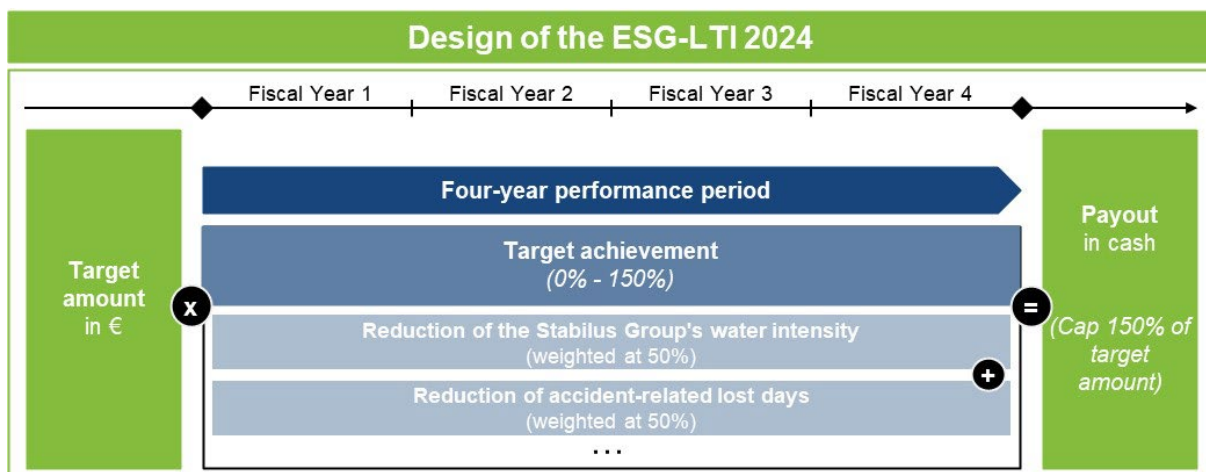
*** The actual payout will take place after the Annual General Meeting 2024 and will be reduced by the advance payment for the PSP 2021.

3.4.2.3. ESG-LTI

The ESG-LTI is designed as multi-year variable compensation with a particular focus on sustainability targets. Tranches are granted annually, each with a four-year term and performance period. At the beginning of the fiscal year 2024, the ESG-LTI 2024 was granted to the members of the Management Board with effect from October 1, 2023. Payout of the ESG-LTI is calculated by multiplying an individual target amount by the achievement of strategy-derived and relevant sustainability targets. The target amount is agreed with each Management Board member in their service contract and amounts to 20% of their individual base salary. The payout from the ESG-LTI is limited to 150% of the individual target amount and thus limited to 30% of the individual base salary.

Figure 8: Design of the ESG-LTI 2024.

The sustainability targets, including measurement methods and objectives, are defined by the Supervisory Board before the start of each tranche and are based on a set of criteria disclosed in the relevant remuneration system.



The Supervisory Board can define the number of sustainability targets with different weightings for each tranche. The target achievement per sustainability target can have a value between 0% and 150%. The Supervisory Board ensures that the sustainability targets are strategy-relevant and as quantifiable as possible. For the ESG-LTI tranche 2024, the Supervisory Board has selected the two equally weighted ESG targets “Reduction of the Stabilus Group's water intensity (water withdrawal in relation to the number of parts produced)” and “Reduction of accident-related lost days”.

The targets for each ESG target and the resulting target achievement are disclosed in the remuneration report, which reports on the payment of the 2024 ESG-LTI tranche.

3.4.2.4. Matching Stock Program

Before the new Performance Share Plan was introduced as part of the remuneration system with effect from October 1, 2018, the variable compensation for the members of the Management Board included a Matching Stock Program. The Matching Stock Program

("MSP") provides for tranches that were granted annually in the fiscal year ending September 30, 2014, until September 30, 2018. Participation in the Matching Stock Program requires that the members of the Management Board invest in shares of the company. The investment has generally to be held for the lock-up period of four years.

Under Matching Stock Program A ("MSP A"), the members of the Management Board received a certain number of notional options per tranche of the Matching Stock Program for each share that the Management Board invests in the company in the respective year (subject to a general limit). The amount of share options received depended on a factor to be determined annually by the Supervisory Board, which is between 1.0 and 1.7 times for each tranche. For example, if a member of the Management Board purchased 1,000 shares in the company under MSP A, they received 1,000 up to a maximum of 1,700 notional options for the respective tranche. The notional options are subject to a lock-up period of four years and can be exercised in a subsequent two-year exercise period.

As part of Matching Stock Program B ("MSP B"), the members of the Management Board received a certain number of additional notional options per tranche of the Matching Stock Program for each share that the Management Board held in the company in the respective year (subject to a general limit). The amount of share options received depended on a factor to be determined annually by the Supervisory Board, which was between 0.0 and 0.3 times for each tranche. For example, if a member of the Management Board held 1,000 shares in the company under MSP B, they would have received up to a maximum of 300 notional options for the respective tranche 0.

The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period. The options may only be exercised if the stock price of the company exceeds a set threshold for the relevant tranche, which the Supervisory Board will determine at the time of granting the options, and which needs to be between 10% and 50% growth over the base price, which is the share price on the grant date. If exercised, the fictitious options are transformed into a gross amount equaling the difference between the option price and the relevant stock price multiplied by the number of exercised options. The company plans a cash settlement. The maximum gross amounts resulting from the exercise of the fictitious options of one tranche in general is limited in amount to 50% of the base price.

The last tranche of the Matching Stock Program (MSP 2018) was allocated to Mr. Mark Wilhelms on October 1, 2018. No further options were granted from this date.

The following table provides an overview of the MSP tranches allocated to current and former members of the Executive Board that had not yet been paid out as at the reporting date (September 30, 2024):

Matching Stock Program (MSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Matching Stock Program					Opening balance (01/10/2023)	
		Grant date	Vesting date	Performance period	Exercise period	Exercise price of the option	Share options granted and unvested before the beginning of the year	Share options granted and vested before the beginning of the year
Mark Wilhelms, Chief Financial Officer	MSP 2018	10/01/2018	09/30/2022	10/01/2018 - 09/30/2022	10/01/2022 - 09/30/2026*	€74,22	-	10.423
Andreas Schröder, Director Group Financial Reporting	MSP 2017	10/01/2017	09/30/2021	10/01/2017 - 09/30/2021	10/01/2021 - 09/30/2025*	€74,74	-	340
Andreas Sievers, Director Group Accounting and Strategic Finance Projects	MSP 2017	10/01/2017	09/30/2021	10/01/2017 - 09/30/2021	10/01/2021 - 09/30/2025*	€74,74	-	1.000

Matching Stock Program (MSP) (continued)

Name of Management Board member, position	Specification of plan	Information regarding the reported fiscal year								
		During the year				Closing balance (30/09/2024)				
		Share options granted		Share options vested	Share options forfeited	Granted options, not yet vested	Vested options, not yet exercised	Exercised options		
		Number of options	Target amount in €k					Number of options	Payout amount in €k	Exercise date
Mark Wilhelms, Chief Financial Officer	MSP 2018	-	-	-	-	10.423	-	-	-	
Andreas Schröder, Director Group Financial Reporting	MSP 2017	-	-	-	-	340	-	-	-	
Andreas Sievers, Director Group Accounting and Strategic Finance Projects	MSP 2017	-	-	-	-	1.000	-	-	-	
Total:		0	0	0	0	11.763	0	0	-	

* Due to the unforeseeable and extraordinary effects of COVID-19 on the Stabilus share price performance, which were beyond the control of the Management Board, the Supervisory Board decided in 2020 to extend the two-year exercise period for the then active members of the Management Board by two years.

3.4.3. Malus/clawback

As a further instrument to ensure the long-term and sustainable development of the company, the Supervisory Board is entitled, in certain cases, to partially or completely reduce variable compensation that has not yet been paid out ("malus") or to partially or completely reclaim variable compensation that has already been paid out ("clawback"). The possibility to reduce or reclaim can include all variable compensation components, i.e. Short-Term Incentive, Performance Share Plan and ESG-LTI.

In the event of a material breach of a duty of care within the meaning of Section 93 AktG, an obligation arising from the service contract or another essential principle of the company's conduct (e.g. from the Code of Conduct or the Compliance Guideline), the Supervisory Board is entitled to take action to reduce or reclaim variable compensation of the Management Board (so-called "compliance malus/clawback").

Furthermore, the Supervisory Board can claw back variable compensation that has already been paid out if it subsequently turns out that the consolidated financial statements were incorrect, and that excessive compensation was incorrectly paid out (so-called "performance clawback").

In fiscal year 2024, there were no reasons for the application of the malus or clawback regulations, thus the Supervisory Board did not reclaim or reduce variable compensation.

3.4.4. Share Ownership Guidelines

To further strengthen the equity culture and align the interests of the Management Board with those of the shareholders, Share Ownership Guidelines are in place. The Management Board members are obliged to purchase and hold shares of Stabilus amounting to one-time their individual gross base salary (100% of Share Ownership target) during their appointment. The required number of shares should be acquired within four years.

3.4.5. Other contractual details

3.4.5.1. Post-contractual-non-compete obligation

As a rule, a post-contractual non-compete clause has been agreed with the Management Board members of Stabilus SE.

Accordingly, Management Board members are prohibited from working for a company that is in direct or indirect competition with the company or companies affiliated with it within a period of one year after the termination of the service contract. In this period, the members of the Management Board receive compensation amounting to 50% of their last base salary.

The company can waive compliance with the post-contractual non-compete clause by means of a written declaration before the termination of the service contract. In this case, the company is re-leased from the obligation to pay the compensation after six months from the termination of the service contract.

3.4.5.2. Commitments related to the premature termination of Management Board activities

In the event of premature termination of Management Board activities without good cause, any payments made to the Management Board member shall not exceed the remaining term of the service contract, while simultaneously not surpassing the value of two years' total compensation (severance cap). The total annual compensation is the sum of the base salary, target amount of the STI, target amount of the performance share plan and target amount of the ESG-LTI. The severance pay shall be offset against the compensation for the non-compete obligation after termination.

The payout for the Short-Term Incentive, Performance Share Plan, and ESG-LTI occurs at the agreed-upon times and conditions. Early payout is not made unless an exception aligns with the recommendations of the GCGC in cases of permanent incapacity for work or the death of a Management Board member. In these cases, an immediate payout of the Short-Term Incentive, Performance Share Plan, and ESG-LTI will be made in the amount of the respective target amounts.

3.4.6. Change of Control

In the event that a third party has directly or indirectly acquired control over the company within the meaning of Section 29 (2) WpÜG, i.e. has acquired at least 30% of the voting rights in the company, either alone or through voting rights attributable to Section 30 WpÜG, or an intercompany agreement within the meaning of Sections 291 et seq. AktG is concluded with the company as the controlled company or the company is merged with another non-Group company within the meaning of Sections 2 et seq. UmwG (unless the enterprise value of the other legal entity is less than 20% of the enterprise value of the company at the time

the resolution is passed), the members of the Management Board have the right to terminate their respective service contracts within six months of one of these events taking effect, subject to a notice period of three months to the end of the month. If a member of the Management Board resigns, any payments made to them may not exceed the severance payment cap.

3.5. Compensation awarded and due to Management Board members in fiscal year 2024

The following tables present the components of compensation awarded and due to the active Management Board members in fiscal year 2024 in accordance with Section 162 AktG, as well as the relative proportion of each component. The term “compensation awarded and due” refers to the compensation of Management Board members for which the underlying services were fully provided by the end of the fiscal year 2024 (“earned-based interpretation”). Therefore, the Short-Term Incentive for 2024 is reported for the fiscal year 2024, even though the actual payout will occur in fiscal year 2025. The same applies to the PSP tranche 2022, whose performance period expired at the end of the fiscal year 2024 and is reported for the fiscal year 2024, even though the actual payout will occur in fiscal year 2025.

The compensation awarded and due pursuant to Section 162 AktG in fiscal year 2024 consists of:

- Paid out base salary in fiscal year 2024,
- Expenses for fringe benefits in fiscal year 2024,
- Paid out pension contribution (pension substitute) in fiscal year 2024,
- The payout amount of the Short-Term Incentive 2024, which will be paid out in fiscal year 2025,
- Payout amount of the PSP tranche 2022, whose performance period ran from 2022 to 2024 and which will be paid out in the 2025 fiscal year.

3.6. Compensation awarded and due to former Management Board members in fiscal year 2024

The following table shows the compensation granted and owed to former members of the Management Board in the 2024 fiscal year in accordance with Section 162 AktG:

Compensation awarded and due pursuant to Section 162 AktG

	Dr. Michael Büchsner, Chief Executive Officer		Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)			
	2024	2023	2024	2023		
	in €k	in %	in €k	in €k	in %	in €k
Base salary	600	44%	540	420	50%	348
Fringe benefits	9	1%	15	11	1%	13
Pension substitute	180	13%	162	126	15%	104
One-year variable compensation	315	23%	489	221	26%	344
Short-Term Incentive 2023	-		489	-		344
Short-Term Incentive 2024	315		-	221		-
Multi-year variable compensation	256	19%	606	59	7%	0
PSP 2021 (2020/21-2022/23)	-		606	-		-
PSP 2022 (2021/22-2023/24)	256		-	59		-
Compensation awarded and due pursuant to Section 162 AktG	1,361	100%	1,813	837	100%	809

Compensation awarded and due pursuant to Section 162 AktG

	Andreas Schröder, Group Financial Reporting Director (until August 31, 2022)		Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	
	2024		2024	
	in €k	in %	in €k	in %
PSP 2022 (2021/22-2023/24)	25	100%	11	100%
Compensation awarded and due pursuant to Section 162 AktG	25	100%	11	100%

	Mark Wilhelms, Chief Financial Officer (until September 31, 2022)	
	2024	
	in €k	in %
PSP 2022 (2021/22-2023/24)	192	100%
Compensation awarded and due pursuant to Section 162 AktG	192	100%

As the former members of the Management Board only received payments from the PSP 2022, which ended at the end of the 2024 fiscal year, 100% of their compensation granted and owed is made up of variable compensation components.

None of the members of the Management Board received benefits from third parties in the 2024 fiscal year with regard to their activities as a member of the Management Board of Stabilus SE.

3.7. Compliance with maximum compensation in fiscal year 2024

The Supervisory Board has determined a maximum compensation according to Section 87a (1) No. 1 AktG, which limits the total compensation of Management Board members in a fiscal year. The sum of all payouts resulting from commitments within a fiscal year is restricted to this amount. For the Chief Executive Officer, the maximum compensation is set at €3.9 million, and for ordinary Management Board members, it is €2.5 million. If the calculation of the total compensation leads to an amount exceeding the maximum compensation, the payout from the most recently paid compensation component will be reduced accordingly. The maximum compensation represents only a maximum permissible framework for the next four years. The individual contractual commitments currently lie significantly below the maximum compensation.

Due to the caps of individual variable compensation components (Short-Term Incentive maximum of 200% of the respective target amount, Performance Share Plan maximum of 250% of the respective target amount, and ESG-LTI maximum of 150% of the respective target amount), it is not possible to exceed the maximum compensation: If the maximum long-term variable compensation components were paid out, the payments resulting from commitments made in the 2024 fiscal year would amount to €2.63 million for the Chief Executive Officer and €1.85 million for the Chief Financial Officer. These amounts include the base salary paid out, the pension allowance paid out, the expenses for fringe benefits, the amount paid out for the Short-Term Incentive and the maximum possible payout amounts for the PSP and ESG-LTI and are below the maximum compensation set, which ensures compliance with the maximum compensation in accordance with Section 87a (1) no. 1 AktG.

4. Compensation of the Supervisory Board in fiscal year 2024

4.1. Remuneration system of the Supervisory Board

The remuneration system for the Supervisory Board members was approved by the Annual General Meeting on February 15, 2022 with an approval rate of 93.3%.

In line with their oversight function and to ensure the independence of individual members, the Supervisory Board members receive an annual fixed compensation without variable components. When determining the compensation of the Supervisory Board, the role-specific requirements, time commitment, and responsibilities of the Supervisory Board members are taken into account. Members of the Supervisory Board receive additional compensation for chairing or being members of committees.

Ordinary Supervisory Board members receive an annual fixed compensation of €75,000. The Chairman of the Supervisory Board receives twice the compensation of regular members, amounting to an annual fixed compensation of €150,000. The Vice-Chairman receives 1.5 times the compensation of regular members, totaling €112,500.

Furthermore, the Supervisory Board members receive additional compensation for their work on the Audit Committee and the Remuneration and Nomination Committee, amounting to €25,000 each. The Chairperson of a committee receives double the additional compensation of regular committee members, totaling €50,000.

Additionally, Stabilus reimburses the Supervisory Board members for expenses related to their duties on the Supervisory Board. Stabilus provides a D&O (Directors and Officers) insurance for the Supervisory Board members with a deductible of 10%. The maximum deductible is 1.5 times the annual compensation of the respective Supervisory Board member.

4.2. Compensation awarded and due to Supervisory Board members in fiscal year 2024

The following table presents the compensation awarded and due to the Supervisory Board members in fiscal year 2024. Similar to the Management Board members, the term “compensation awarded and due” refers to the compensation of the Supervisory Board members for which the underlying services were fully provided by the end of fiscal year 2024 (“earned-based interpretation”). The compensation awarded and due of the Supervisory Board members in fiscal year 2024 is as follows:

Compensation awarded and due pursuant to Section 162 AktG

	Annual fixed compensation			Committee compensation			Total compensation	
	2024		2023	2024		2023	2024	2023
	in €k	in %	in €k	in €k	in %	in €k	in €k	in €k
Dr. Stephan Kessel	150	82%	150	33	18%	59	183	209
Dr. Ralf-Michael Fuchs	112.5	69%	112.5	50	31%	41	162.5	153
Dr. Joachim Rauhut	75	60%	75	50	40%	50	125	125
Dr. Dirk Linzmeier	75	75%	75	25	25%	25	100	100
Inka Koljonen	75	75%	75	25	25%	25	100	100
Susanne Heckelsberger*	50	75%	-	17	25%	-	67	-

* Susanne Heckelsberger has been a member of the Supervisory Board and the Audit Committee of Stabilus SE since February 2024. Accordingly, she receives compensation pro rata temporis. Dr. Stephan

Kessel also receives pro rata temporis committee compensation as a member of the Audit Committee until February 2024.

None of the Supervisory Board members received benefits from third parties in fiscal year 2024 concerning their activities as members of the Supervisory Board of Stabilus SE.

5. Development of the compensation over time

In accordance with Section 162 (1) Sentence 2 No. 2 AktG, the Supervisory Board has examined the development of the compensation of the individual Management Board and Supervisory Board mem-bers over the past five years and has compared it to the development of earnings of Stabilus as well as the development of the average compensation of the employees of Stabilus Group (personnel costs of Stabilus Group workforce on a full-time equivalent basis excl. members of the Management Board and Supervisory Board of Stabilus SE) over the same period.

Comparison of the compensation and company performance

Annual change	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Management Board's compensation				
Dr. Michael Büchsner (since October 1, 2019), Chief Executive Officer	-25%	-1%	49%	30%
Stefan Bauerreis (since June 1, 2022), Chief Financial Officer	3%	222% *	-	-
Mark Wilhelms (until September 30, 2022), Chief Financial Officer	-70%	-53%	2%	91%
Andreas Schröder (until August 31, 2022), Group Financial Reporting Director	-59%	-81%	13%	67%
Andreas Sievers (until August 31, 2022), Director Group Accounting and Strategic Finance Projects	-79%	-92%	65%	100%
Supervisory Board's compensation				
Dr. Stephan Kessel, Chairman of the Supervisory Board	-12%	-1%	14%	28%
Dr. Joachim Rauhut, Member of the Supervisory Board	0%	0%	5%	11%
Dr. Ralf-Michael Fuchs, Member of the Supervisory Board	6%	49%	-1%	23%
Dr. Dirk Linzmeier, Member of the Supervisory Board	0%	30%	13%	-3%
Inka Koljonen (since February 16, 2022), Member of the Supervisory Board	0%	61%	-	-
Susanne Heckelsberger (since February 7, 2024), Member of the Supervisory Board	-	-	-	-
Company performance				
Adjusted EBIT of Stabilus Group**	-1%	1%	16%	40%
Adjusted Free Cashflow of Stabilus Group**	24%	31%	-8%	42%
Net income of Stabilus SE pursuant to HGB**	108%	-103%	336142%	-104%
Average compensation on a full-time equivalent basis of employees				
Average compensation of employees of Stabilus Group	17%	10%	8%	4%

* Change due to his entry during the fiscal year 2022.

** As reported in the 2024 Annual Report of Stabilus SE.

Koblenz, December 5, 2024

Stabilus SE

Supervisory Board and Management Board

REPORT OF THE INDEPENDENT AUDITOR

To Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany

We have audited the accompanying remuneration report of Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany, (“the Company”) for the financial year from 1 October 2023 to 30 September 2024, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG).

Responsibilities of the Executive Directors and of the Supervisory Board

The executive directors and the supervisory board of Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany, are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfil the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the remuneration report, including the related disclosures. The choice of the audit procedures is subject to the auditor’s professional judgement. This includes assessing the risk of material misstatements, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the remuneration report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company’s system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 October 2023 to 30 September 2024, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

Other Matter – Formal Audit of the Remuneration Report

The content audit of the remuneration report described in this report comprises the formal audit required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the content audit is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the remuneration report.

Intended Use of the Report

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

Liability

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Stabilus Europäische Aktiengesellschaft (SE), Frankfurt/Germany, and our liability is also governed by the engagement letter dated 19 July/2 August 2024 agreed with the Company as well as the “General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)” promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated 1 January 2024 (IDW-AAB). However, we do not accept or assume liability to third parties.

Frankfurt/Germany, 5 December 2024

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Signed:
Stefan Dorissen
Wirtschaftsprüfer

(German Public Auditor)

Signed:
Sven Henrich
Wirtschaftsprüfer

(German Public Auditor)

Annex to agenda item 8: 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.“

Additional information on terms of participation and conduct of the general meeting

The Company's Management Board has decided to hold the general meeting virtually pursuant to Section 17 (4) of the Articles of Association of Stabilus SE and without the shareholders or their proxies being physically present. Shareholders and their proxies will not be able to attend in person at the location of the general meeting.

On 5 February 2025, from 9:30 hrs (CET), the entire general meeting will be broadcast live for properly registered shareholders who have provided proof of shareholding or their proxies, with video and audio transmission being made available in the password-protected Internet portal ("GM Portal"), which can be accessed through a link on the Stabilus SE website under

www.ir.stabilus.com/gm.

The access details needed to use the GM Portal are sent to the shareholders or their proxies once they have properly registered for the general meeting and have provided proof of shareholding. By using the GM Portal during the virtual general meeting on 5 February 2025, shareholders or their proxies are electronically connected to the virtual general meeting and may exercise their shareholder rights. Among other things, properly registered shareholders who have provided proof of shareholding or their proxies may, on the GM Portal, exercise the voting right, make use of their right to raise a point of order or request information, file an objection for the record and submit statements ahead of the meeting. A proxy's use of the GM Portal requires that the proxy received the necessary log-in details if the access details were not sent directly to the proxy. Details can be found in the following sections.

Registering for general meeting and proof of eligibility

To participate in the virtual general meeting and exercise the voting right pursuant to the provisions below, shareholders must register in time and show proof of shareholding as required under Section 18 of the Articles of Association of Stabilus SE. The Company must receive the registration along with proof of shareholding at least six days prior to the meeting – i.e. 29 January 2025, 24:00 hrs (CET) – at the below address. Registration requires the text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB") and must be submitted in the German or the English language. Proof of shareholding may be supplied in text form (Section 126b BGB) by the final intermediary pursuant to Section 67c (3) AktG. Such proof must refer pursuant to Section 18 (3) of the Articles of Association to shareholdings as of the close of business on the 22nd day before the general meeting, i.e. 14 January 2025, 00:00 hrs (CET) ("Record Date").

In relations with the Company, only shareholders who have provided proof of shareholding are deemed eligible to participate in the virtual general meeting and exercise the voting right. The eligibility to participate as well as the scope of the voting right depend exclusively on shareholdings as of the Record Date. Registering for the general meeting does not temporarily block the sale of shares, nor is such right suspended on the Record Date. Even in the event that shareholdings are divested wholly or in part after the Record Date, the eligibility to participate as well as the scope of the voting right are based only on

shareholdings as of the Record Date – i.e., the sale of shares after the Record Date has no impact on the eligibility to participate as well as the scope of the voting right. The same applies to purchases of shares, including those that add to existing holdings, effected after the Record Date. Persons who do not hold shares as of the Record Date and become shareholders only at a later point in time are ineligible to participate or vote. The possibility of a buyer being made a proxy is not affected.

Registration and proof of shareholding are to be transmitted to the following address:

Stabilus SE
c/o Computershare Operations Center
80249 München
Germany
or by email: anmeldestelle@computershare.de

Once the registration and proof of shareholding have been received, the shareholders or their proxies will be provided with the log-in details for the use of the GM Portal, which can be accessed through a link on the Company's website under

www.ir.stabilus.com/gm.

We ask the shareholders to see to their registration as well as the submission to the Company of proof of shareholding in due time.

Procedure for casting votes electronically

Shareholders who have properly registered and provided proof of their shareholdings in accordance with the foregoing provisions may exercise their voting rights electronically on the GM Portal or have proxies do so.

Following the prescribed procedure, votes are cast electronically on the GM Portal, which can be accessed through a link on the Company's website under

www.ir.stabilus.com/gm.

Until the chair of the meeting has closed a given vote at the virtual general meeting on 5 February 2025, votes may be cast, changed or withdrawn electronically on the GM Portal.

Proxy voting procedure

Shareholders who do not wish to exercise their voting right electronically themselves have the option to have a proxy – e.g., an intermediary, an association of shareholders, a voting consultant or another third party – do so on their behalf. However, shareholders must be properly registered and provide proof of shareholding in a timely manner even if they opt for proxy voting.

The use of the GM Portal by a proxy requires that the proxy receives the respective access details sent by the authorizing party after proper registration for the general meeting and proof of share ownership, unless the access details were sent directly to the proxy.

Proxies must be legitimized by means of a formal authorization which, along with changes thereto, the revocation thereof and its communication to the Company, must be made in text form. Special requirements may apply to proxies pursuant to Section 135 AktG (conferring powers to intermediaries, associations of shareholders, voting consultants or other parties and institutions deemed equal thereto under Section 135 (8) AktG) as well as the revocation of such powers and proof thereof vis-à-vis the Company; with regard to formal requirements, we ask that our shareholders coordinate with the aforementioned parties.

The following address is available for granting power of attorney to the Company, transmitting proof of granted power of attorney and for amending and revoking powers of attorney until 4 February 2025, 24:00 hrs (CET) (receipt by the Company):

Stabilus SE
c/o Computershare Operations Center
80249 München
Germany
or by email: anmeldestelle@computershare.de

Furthermore, the GM Portal, which can be accessed at

www.ir.stabilus.com/gm

is available for granting or revoking a power of attorney by means of a declaration to the Company even on the day of the general meeting.

An authorization form as well as additional information on proxies will be sent to properly registered shareholders together with the access details for the GM Portal. The authorization form will also be provided to shareholders or their proxies at any time upon demand and may further be viewed under

www.ir.stabilus.com/gm.

Please note that proxies (with exception of the proxies appointed by the Company) are not able to attend the virtual general meeting in person, either; instead, they can exercise the voting rights of the shareholders they represent only by electronic means or by authorizing the proxies appointed by the Company to do so under an authorization (sub-)delegated to the latter.

Proxy voting procedure for proxies appointed by the Company

The Company allows shareholders who have properly registered and have provided proof of shareholding in accordance with the foregoing provisions to authorize a proxy appointed by the Company prior to the general meeting. If authorized to do so, the proxies appointed by the Company will exercise the voting right as instructed on the occasion of the general meeting. Proxies appointed by the Company may exercise the voting right only with respect

to agenda items for which they received explicit and clear instructions. The proxies appointed by the Company do not accept instructions to raise a point of order, file objections against resolutions of the general meeting, pose questions or submit motions.

Authorizations and instructions to the proxies appointed by the Company are to be given in text form and may be submitted, changed or withdrawn using the prescribed procedure until 4 February 2025, 24:00 hrs (CET) (receipt by the Company) under the following address:

Stabilus SE
c/o Computershare Operations Center
80249 München
Germany
or by email: anmeldestelle@computershare.de

or until the start of the vote during the virtual general meeting via the GM Portal, which can be accessed under

www.ir.stabilus.com/gm.

Those who wish to authorize and instruct the Company's proxies by mail or email are requested to use the authorization and instructions form sent to them along with the access details for the GM Portal. An authorization and instructions form will also be provided to shareholders or their proxies at any time upon demand and may further be viewed online under

www.ir.stabilus.com/gm.

In cases in which both electronic votes and authorization forms with instructions for the proxies appointed by the Company are received, the former are given precedence as a rule. If authorization forms with instructions are received using different modes of transmission, and such authorizations do not match, the following order of precedence applies: (1) notices sent via GM Portal, (2) notices sent by email, (3) notices sent by mail.

Total number of shares and voting rights at time of convocation

At the time the general meeting is convened, the Company's registered share capital equals EUR 24,700,000.00 and is divided into 24,700,000 no-par-value bearer shares with a notional value of EUR 1.00 each. At this time, the Company holds none of its own shares. At the time the general meeting is convened, therefore, the total number of voting rights is 24,700,000.

Shareholder rights

Request to amend agenda (Art. 56 SE Regulation, Section 50 (2) SE Implementing Act, Section 122 (2) AktG)

Shareholders with combined shareholdings of 5% of the registered share capital (i.e., EUR 1,235,000.00 or 1,235,000 shares) or a proportionate interest equal to

EUR 500,000.00 (corresponds with 500,000 shares and represents the applicable threshold here) may demand that items be added to the agenda and made public. Each new item must be accompanied by an explanation or a proposed resolution. Pursuant to Section 50 (2) SE Implementing Act, shareholders need not have held the minimum number of shares for 90 days as set forth in Section 122 (2) sentence 1 in conjunction with (1) sentence 3 AktG in order to request that the agenda be amended.

The request to amend the agenda is to be addressed to the Management Board in writing and must be received by the Company at least 30 days prior to the meeting – i.e. 5 January 2025, 24:00 hrs (CET). Requests received at a later point in time are excluded from consideration.

We ask that requests to amend the agenda be transmitted to the following address:

Stabilus SE
Der Vorstand
Wallerheimer Weg 100
56070 Koblenz
Germany

Unless they were already announced as part of the meeting's convocation, amendments to the agenda that must be made public are published in the Federal Gazette (*Bundesanzeiger*) and provided to such media for publication as may be assumed to disseminate the information throughout the European Union immediately upon receipt of the request. Furthermore, such amendments are made accessible to shareholders on the Company's website under

www.ir.stabilus.com/gm

and communicated in accordance with Section 125 AktG.

Counter-motions and nominations (Sections 126, 127 AktG)

Each shareholder is entitled to transmit counter-motions against proposals of the Management Board and Supervisory Board for a certain agenda item as well as nominations.

The Company will publish shareholder motions that need must be made public, along with the shareholder's name and, if applicable, an explanation and the administration's comments, under

www.ir.stabilus.com/gm

so long as they have been received by the Company at least 14 days prior to the meeting – i.e., 21 January 2025, 24:00 hrs (CET) – at the following address:

Stabilus SE
Wallerheimer Weg 100
56070 Koblenz
Germany

or by email: gegenantraege@computershare.de

The foregoing applies accordingly to nominations made by shareholders pursuant to Section 127 AktG, including the deadline for making the nomination accessible; nominations need not be explained. Pursuant to Section 127 sentence 3 in conjunction with Sections 124 (3) sentence 4, 125 (1) sentence 5 AktG, the Management Board is not obligated to make a nomination accessible if it does not contain the name, occupation and residential address of the nominee and, in cases of the election of members of the Supervisory Board, fails to provide additional information on nominees' mandates on other Supervisory Boards to be constituted by law.

Shareholders are requested to provide proof of their shareholder status when submitting a counter-motion or nomination.

Counter-motions and nominations that are to be made accessible are deemed to have been submitted at the time they are made accessible during the virtual general meeting. The voting right with respect to such motions may be exercised – even ahead of the general meeting – as soon as the requirements for exercising voting rights have been met. If the shareholder submitting the motion is not properly legitimized or not properly registered for the general meeting, the motion need not be taken up at the general meeting.

Shareholders connected to the general meeting electronically may also submit motions and election proposals during the general meeting without prior transmission. A more detailed explanation of the procedure provided for this can be found in the section “Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG), Right to information (Sections 118a (1) sentence 2 no. 4, 131 AktG) and Right to propose motions (Section 118a (1) sentence 2 no. 3 AktG) at the general meeting”.

Right to submit statements (Sections 118a (1) sentence 2 no. 6, 130a (1) through (4) AktG)

Shareholders who have provided proof of shareholding or their proxies who have properly registered for the general meeting are entitled to submit statements ahead of the general meeting to address agenda items by way of electronic communication using the GM Portal under

www.ir.stabilus.com/gm

in text form or as a video. Statements provided in text form are to be submitted as PDF files following the prescribed procedure; it is recommended that the file size not exceed 50 MB. Statements provided in the video format are to be submitted as MPEG-4 or MOV files following the prescribed procedure; the file size must not exceed 1 GB. Multiple statements may be submitted. However, any statement submitted in the video format must feature the shareholders themselves or their proxies. By making a submission, shareholders or their proxies agree that their statements are made accessible on the password-protected GM Portal and attributed to them by name. Statements must be submitted at least five days prior to the general meeting – i.e. 30 January 2025, 24:00 hrs (CET).

Submitted statements satisfying these requirements that are to be made accessible pursuant to applicable law are published and attributed to the shareholders or their proxies by name at least four days prior to the general meeting – i.e. 31 January 2025, 24:00 hrs (CET) – on the GM Portal under

www.ir.stabilus.com/gm.

Such questions, motions, nominations and objections against resolutions of the general meeting as may be contained in such statements are excluded from consideration as such.

Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG), right to information (Sections 118a (1) sentence 2 no. 4, 131 AktG) and right to file motion (Section 118a (1) sentence 2 no. 3 AktG) at the general meeting

Shareholders or their authorised proxies virtually attending the general meeting are entitled to speak and request information during the general meeting. Requests for information may be part of a speech. Questions cannot be submitted ahead of the general meeting.

Shareholders or their authorised proxies virtually attending the general meeting are further entitled to submit motions and nominations at the general meeting.

To exercise the foregoing rights, shareholders must use the GM Portal under

www.ir.stabilus.com/gm.

The right to speak and the right to make proposals and submit nominations at the general meeting are exercised by means of video communication; it is planned to stipulate that the right to information may also only be exercised by means of video communication. The above rights may only be exercised at the general meeting up to the time specified by the Chairman of the meeting; shareholders or their authorised proxies may register to speak via the GM Portal at www.ir.stabilus.com/gm via the respective button, which is expected to be activated from around 9:00 hrs (CET) on the day of the general meeting.

The Company has reserved the right to test communication by video between shareholders or proxies and the Company during the general meeting ahead of time, and to reject the point of order, the question, the motion or nomination if the video link is not found to be fully functional. The chair of the meeting will explain the procedure for requesting and granting the right to speak in more detail at the general meeting.

The right to Information under Section 131 (1) AktG encompasses information about the Company's affairs if and to the extent that such details are indispensable for the proper evaluation of an agenda item. The duty of the Management Board to provide information also extends to the Company's legal and business ties to affiliates as well as the standing of the group and any enterprise incorporated into the consolidated accounts (cf. Section 131 (1) sentences 2 and 4 AktG). The Management Board may decline to answer specific questions for the reasons stated in Section 131 (3) AktG.

Filing objections (Section 118a (1) sentence 2 no. 8 AktG)

Shareholders or their proxies are given the option to file objections against resolutions of the general meeting. Such notices may be submitted electronically via the GM Portal under

www.ir.stabilus.com/gm

on the day of the general meeting on 5 February 2025 until the chair of the meeting closes it.

Further details

Further details on the shareholders' rights under Art. 56 SE Regulation, Section 50 (2) SE Implementing Act, Sections 122 (2) and 126, 127, 130a, 131 (1) AktG can be found on the Company's website under

www.ir.stabilus.com/gm.

Publications on the Website (Section 124a AktG)

Starting with the convocation of the virtual general meeting, the documents to be made available and other information may be viewed along with this notice on the Company's website under

www.ir.stabilus.com/gm.

They will be accessible there throughout the virtual general meeting as well.

Shareholders' counter-motions, nominations and amendment requests that the Company receives in time (i.e., by the deadlines specified above) and must publish will likewise be made accessible on the aforementioned website. Following the virtual general meeting, voting results will be published on the same website.

Data protection notice for shareholders and proxies

As controller within the meaning of Art. 4 no. 7 of Regulation (EU) 2016/679 (the General Data Protection Regulation, "GDPR"), Stabilus SE processes personal data of shareholders (including but not limited to name, address, email address, number of shares, class of shares, type of shareholding and registration confirmation number, as well as personal data contained in motions, questions, statements, nominations, objections and requests or other shareholder communications) and, if applicable, corresponding personal data of proxies (shareholder representatives) on the basis of applicable data protection and stock corporation law.

Processing personal data is an indispensable element of preparing for, conducting and following up on the virtual general meeting, for preparing the list of participants and for purposes of virtual participation in the general meeting, shareholder statements transmitted by way of video communication as well as exercising any other shareholder right. The legal basis for processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with Sections 67e,

118 et seqq. AktG as well as Art. 6 (1) sentence 1 lit. f) GDPR. Any processing on the basis of Art. 6 (1) sentence 1 lit. f) GDPR is done for the purposes and interests specified, including but not limited to the organization and orderly conduct of the general meeting.

As part of a virtual general meeting, moreover, we process additional personal data (access details for the GM Portal (incl. time of access), acceptance of terms of use (incl. time), information about exercising voting rights (incl. time), conferment of authorization (incl. time), questions, statements and objections (incl. time), transmission of images, audio and video when the right to raise a point of order or to request information is exercised, motions are filed or nominations are submitted as well as communication data for testing communication with shareholders by video). In addition, your browser automatically transmits personal data to us when you use the GM Portal (date and time of access, volume of transmitted data, message signifying whether access was successful, IP address, type of Web browser and the website previously visited). We only use technically necessary cookies for the purpose of operating the GM Portal. You may block the use of cookies in your browser settings. However, fully blocking all cookies might mean that you cannot use the GM Portal. We process such personal data for the purposes and in the interests set forth above, which include providing you with secure access to the GM Portal and operating it safely and free from disruption. To such extent, the legal basis for processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with the provisions of the Stock Corporation Act, including but not limited to Sections 118a, 130a AktG, as well as Art. 6 (1) sentence 1 lit. f) GDPR.

Where applicable, we also process the aforementioned data to meet other statutory obligations, such as duties of retention under stock corporation, securities trading, trading and tax law. The legal basis for processing consists of the pertinent statutory provisions in conjunction with Art. 6 (1) sentence 1 lit. c) GDPR.

Insofar as the shareholders or their proxies do not themselves provide the personal data, Stabilus SE will typically receive them from the intermediary acting as custodian.

The service providers tasked with organizing and following up on the virtual general meeting process the personal data of the shareholders and shareholder representatives exclusively at the Company's direction and only to the extent that doing so is necessary for the performance of the service so assigned. All of the Company's employees as well as the staff of any service provider involved who have access to personal data of shareholders and shareholder representatives are obligated to hold such data in confidence.

As part of the virtual general meeting, personal data of shareholders or shareholder representatives may be made available to other shareholders or shareholder representatives in accordance with applicable law. In particular, this may pertain to objections raised as well as the list of participants (Section 129 AktG). When questions are answered, shareholders or shareholder representatives may be mentioned by name. And if shareholders submit a motion to amend the agenda, counter-motions or nominations, we will, subject to certain conditions, publish such shareholders' names on the website

www.ir.stabilus.com/gm.

The retention period for data collected in connection with the general meeting typically is up to three years. The Company will erase the personal data of shareholders and shareholder representatives in accordance with applicable law – especially if and when such data are no longer needed for the original purposes of collection or processing and need not be retained to safeguard our preponderant legitimate interests (Art. 6 (1) sentence 1 lit. f) GDPR) in connection with any administrative or court proceedings, provided that no statutory retention duty applies.

Subject to statutory requirements, the shareholders or shareholder representatives are entitled to receive information about their processed personal data (Art. 15 GDPR) and to demand that their personal data be corrected (Art. 16 GDPR) or erased (Art. 17 GDPR) or that the processing thereof be restricted (Art. 18 GDPR). Shareholders further hold a right to data portability (Art. 20 GDPR) as well as a right to lodge a complaint with a supervisory authority (Art. 77 GDPR).

If personal data are processed on the basis of Art. 6 (1) sentence 1 lit. f) GDPR, shareholders or shareholder representatives are also entitled to object (Art. 21 GDPR) subject to statutory requirements.

Shareholders and shareholder representatives can reach the Stabilus SE data protection officer by email at datenschutz@stabilus.com or by mail under the following address: Stabilus SE, Datenschutzbeauftragter, Wallersheimer Weg 100, 56070 Koblenz, Germany.

Stabilus SE and the service providers it engages will not use or process the personal data of shareholders received in connection with the general meeting for direct marketing purposes (Art. 21 (2) GDPR).

Koblenz, December 2024

Stabilus SE

Management Board