

## Convenience Translation

### Annual General Meeting of Stabilus SE on 15 February 2023

#### Explanatory Notes on Shareholders' Rights

The convocation already includes information on the shareholder rights pursuant to Art. 56 of Council Regulation (EC) no. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) („SE Regulation“), Section 50 (2) SE Implementing Act, Section 122 (2) of the German Stock Corporation Act (*Aktiengesetz*, „AktG“), Sections 126, 127 AktG, Sections 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG, Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG, Sections 118a (1) sentence 2 no. 4, 131 AktG, Section 118a (1) sentence 2 No. 3 AktG, Section 118a (1) sentence 2 no. 8 AktG. The following information provide further clarification of these regulations.

#### **1. 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 do not need to 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. 15 January 2023, 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  
Wallersheimer Weg 100  
56070 Koblenz  
Germany

Unless they were already announced as part of the general meeting's convocation, amendments to the agenda that must be made public are published in the Federal Gazette 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.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm)

and communicated in accordance with Section 125 AktG.

The provisions of the SE Regulation, the SE Implementing Act and the AktG on which this shareholder right is based are read as follows:

## **Article 56 SE Regulation**

<sup>1</sup>One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. <sup>3</sup>The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

## **Section 50 SE Implementing Act Convocation and amendment of the agenda upon a corresponding demand being made by a minority (Extract)**

(2) The addition of one or more items to the agenda for a general meeting may be requested by one or more shareholders if his or their shareholding reaches 5 percent of the share capital or the pro rata amount of 500,000 euros.

## **Section 122 AktG Convening the general meeting upon a corresponding demand being made by a minority (Extract)**

(1) <sup>1</sup>The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. <sup>2</sup>The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. <sup>3</sup>The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. <sup>4</sup>Section 121 (7) applies accordingly.

(2) <sup>1</sup>In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. <sup>2</sup>Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. <sup>3</sup>The demand within the meaning of sentence 1 must be received by the company

at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.

## **Section 121 AktG General provisions (Extract)**

(7) <sup>1</sup>In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. <sup>2</sup>Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. <sup>3</sup>Sections 187 to 193 of the Civil Code do not apply accordingly. <sup>4</sup>In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

## **2. Counter-motions and nominations (Sections 126, 127 AktG)**

Each shareholder is entitled to transmit counter-motions for agenda items as well as nominations.

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

[www.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm)

so long as the shareholder sent to the Company at least 14 days prior to the meeting – i.e., 31 January 2023, 24:00 hrs (CET) – an admissible counter-motion in response to a proposal made by the Management Board and the supervisory board in reference to a certain agenda item, using the following address:

Stabilus SE  
Wallersheimer Weg 100  
56070 Koblenz  
or by email: [gegenantraege@computershare.de](mailto:gegenantraege@computershare.de)

The Company may refrain from publishing a counter-motion and any substantiation if one of the grounds for exclusion pursuant to Section 126 (2) sentence 1 AktG applies. A substantiation of a counter-motion need not be made accessible if it exceeds a total of 5,000 characters. The Management Board reserves the right to combine counter-motions and their statements of grounds if several shareholders submit counter-motions on the same subject matter of the resolution.

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 (see the explanatory notes in the convocation to this year’s annual general meeting on 15 February 2023 under paragraph „Registering for general meeting and proof of eligibility“) have been met. If the shareholder submitting the motion is not properly registered for the general meeting, the motion need not be taken up at the general meeting.

The right of each shareholder who is electronically connected to the general meeting, to submit motions and nominations on a specific agenda item at the general meeting by means of video communication, even without prior transmission to the Company (see below under „4. 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 general meeting “), remains unaffected.

The provisions of the AktG on which this shareholder rights are based, which also determine the conditions under which counter-motions and election proposals may not be made available, are read as follows:

## **Section 126 AktG Motions by stockholders**

(1) <sup>1</sup>Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. <sup>2</sup>The date on which the counter-motion is received is not to be included in calculating the period. <sup>3</sup>In the case of listed companies, the counter-motion is to be made accessible via the company’s website. <sup>4</sup>Section 125 (3) applies accordingly.

(2) <sup>1</sup>A counter-motion and the reasons for which it is being made need not be made accessible:

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;

3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. if the stockholder indicates that they will not attend the general meeting and will not have a proxy represent them;
7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.

<sup>2</sup>The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

(4) <sup>1</sup>In the case of a virtual general meeting, motions to be made available in accordance with Section 126 (1) through (3) shall be deemed to have been submitted at the time they are made available. <sup>2</sup>The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising voting rights. <sup>3</sup>If the shareholder who has submitted the motion is not duly authorized to do so and, if registration is required, has not duly registered for the general meeting, the motion need not be dealt with at the meeting.

## **127 AktG Nominations by stockholders (Extract)**

<sup>1</sup>Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. <sup>2</sup>No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. (...)

## **Section 124 AktG Notice by publication of demands for amendment; guidance regarding resolutions (Extract)**

(3) (...) <sup>4</sup>The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. (...)

## **Section 125 AktG Notifications for the stockholders and to members of the supervisory board (Extract)**

(1) (...) <sup>5</sup>In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.

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

Shareholders 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.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm)

in text form or as a video. Shareholders or their proxies will be provided with the log-in details for the use of the GM Portal after their proper registration for the general meeting (see the explanatory notes in the convocation to this year's annual general meeting on 15 February 2023 under paragraph „Registering for general meeting and proof of eligibility“).

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. 9 February 2023, 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. 10 February 2023, 24:00 hrs (CET) – on the GM Portal under

[www.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm)

access to which is restricted to properly registered shareholders or their proxies with the necessary log-in details.

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.

The provisions of the AktG on which this shareholder right is based are read as follows:

## **Section 118a AktG Virtual general meeting (Extract)**

(1) (...) <sup>2</sup>If a virtual general meeting is held, the following conditions must be met:

(...)

6. stockholders shall be granted the right to submit statements pursuant to Section 130a (1) through (4) by means of electronic communication, (...)

## **Section 130a AktG a Right to submit statements and right to speak at virtual general meetings (Extract)**

(1) <sup>1</sup>In the case of a virtual general meeting, stockholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the general meeting. <sup>2</sup>The right may be confined to stockholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>The length of the statements may be reasonably restricted in the convocation.

(2) Statements shall be submitted by no later than five days prior to the meeting.

(3) <sup>1</sup>The submitted statements shall be made available to all stockholders by no later than four days prior to the meeting. <sup>2</sup>Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of Subsection (3) sentence 2, they may also be made available over the website of a third party. <sup>4</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 apply accordingly.

(4) Section 121 (7) applies to calculation of the deadlines specified in Subsection (2) and (3) sentence 1.

## **4. 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 proxies virtually attending the general meeting are entitled to speak and request information during the general meeting. Information may be requested as part of raising a point of order. Questions cannot be submitted ahead of the general meeting.

Shareholders or their 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.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm).

Shareholders or their proxies will be provided with the log-in details for the use of the GM Portal after their proper registration for the general meeting (see the explanatory notes in the convocation to this year's annual general meeting on 15 February 2023 under paragraph „Registering for general meeting and proof of eligibility“).

Such rights are exercised by way of video communication exclusively on the day of the general meeting between 9:30 hrs (CET) and such time as the chair of the meeting may determine. The minimum technical requirements for live video communication are an Internet-capable device with camera and microphone and a stable Internet connection. 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 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.

The chair of the meeting is authorized to take various management and regulatory measures at the general meeting. This also includes the right to impose reasonable time limits on the shareholders' right to ask questions and to speak.

The provisions of the AktG on which this shareholder rights are based, which also determine the conditions under which the provision of information may be refrained from, and the relevant provisions of the Articles of Association of Stabilus SE are read as follows:

## **Section 118a AktG Virtual general meeting (Extract)**

(1) (...) <sup>2</sup>If a virtual general meeting is held, the following conditions must be met:

(...)

3. stockholders connected electronically to the meeting shall be granted the right to submit motions and nominations by way of video communication at the meeting,
4. stockholders are granted a right to request information in accordance with Section 131 by means of electronic communication,

(...)

7. stockholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication pursuant to Section 130a sentences 5 and 6, (...)



## **Section 130a AktG Right to submit statements and right to speak at virtual general meetings (Extract)**

- (5) <sup>1</sup>Stockholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. <sup>2</sup>The form of video communication offered by the company is to be used for addresses. <sup>3</sup> Motions and nominations pursuant to Section 118a (1) sentence 2 no. 3, the requests for information pursuant to Section 131 (1), follow-up questions pursuant to Section 131 (1d) and further questions pursuant to Section 131 (1e) may be part of the address. <sup>4</sup>Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve in the convocation the right to examine the working order of video communication between the stockholder and the company at the meeting prior to the address and to reject the address if the working order is not ensured.

## **Section 131 AktG Stockholder's right to request information (Extract)**

- (1) <sup>1</sup>The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup>The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. <sup>3</sup>Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. <sup>4</sup>The obligation of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

(...)

- (1f) The chair of the meeting may stipulate, that the right to obtain information pursuant to paragraph 1, the right to raise follow-up questions pursuant to subsection (1d) and the right to raise questions pursuant to subsection (1e) at the general meeting may be exercised solely by means of video communication.
- (2) <sup>1</sup>The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles or the by-laws pursuant to section 129 may authorize the chair of the the meeting to reasonably limit a stockholder's time to ask questions and to speak and to determine relevant details in this regard.
- (3) <sup>1</sup>The management board may refuse to provide information:

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1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;
5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;
7. inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.

<sup>2</sup>Any refusal to provide information for other than the grounds set out above is not permissible.

(4) <sup>1</sup>Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup>In the case of the virtual general meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his request in accordance with Sentence 1 by means of electronic communication. <sup>3</sup>The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 no. 1 to 4. <sup>4</sup>Sentences 1 and 2 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.

(5) <sup>1</sup>Where a stockholder's request for information is refused, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. <sup>2</sup>In the case of the virtual general meeting, it must be ensured that every

shareholder who is electronically connected to the meeting can submit his request in accordance with Sentence 1 by means of electronic communication.

## **Section 19 of the Articles of Association of Stabilus SE Chair of General Meeting; Video and Audio Transmission (Extract)**

- (2) The chair of the meeting chairs the proceedings of the General Meeting. He/she determines the course of the General Meeting and the order of speakers and the order in which the items on the agenda are dealt with, and the type, the procedure and also other details of voting. The chair of the meeting may, to the extent permitted by law, decide to group factually related resolution items into one voting item.
- (3) The chair of the meeting is authorised to set reasonable restrictions on the shareholders' right to ask questions and speaking time.

## **5. 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.stabilus.com/investors/gm](http://www.stabilus.com/investors/gm)

on the day of the general meeting from the opening of the general meeting on 15 February 2023, 9:30 hrs (CET) until the chair of the meeting closes it. Shareholders or their proxies will be provided with the log-in details for the use of the GM Portal after their proper registration for the general meeting (see the explanatory notes in the convocation to this year's annual general meeting on 15 February 2023 under paragraph „Registering for general meeting and proof of eligibility“).

The provision of the AktG on which this shareholder right is based is read as follows:

## **Section 118a AktG Virtual General Meeting (Extract)**

(1) (...) <sup>2</sup>If a virtual general meeting is held, the following conditions must be met:

(...)

8. stockholders connected electronically to the meeting shall be granted a right to object to a resolution of the general meeting by means of electronic communication.