Stabilus SE

Frankfurt am Main

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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, 15 February 2023, at 9:30 hrs (CET).

The general meeting will be held on the basis of Section 26n (1) of the German Introductory Act to the Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz, "EGAktG"*) with the Supervisory Board approval in the form of a virtual general meeting pursuant to Section 118a of the German Stock Corporation Act (*Aktiengesetz, "AktG"*) without physical presence of the shareholders or their proxies. The entire general meeting will be broadcasted live for properly registered shareholders 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.stabilus.com/investors/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 is VuV-Akademie, Stresemannallee 30, 60596 Frankfurt am Main, 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, the approved consolidated financial statements as of 30 September 2022, the combined management report of the Company and the Group with the explanatory report of the Management Board on the information stipulated in Section 289a of the German Commercial Code (HGB) and Section 315a HGB and the report of the Supervisory Board for the fiscal year from 1 October 2021 until 30 September 2022

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

www.stabilus.com/investors/gm.

They will be accessible there even during the general meeting.

The Supervisory Board has already approved the annual accounts prepared by the Management Board; the annual accounts are thus established. Therefore, in accordance with statutory provisions, a resolution is not provided for 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 Stabilus SE net retained profit generated in the business year from 1 October 2021 until 30 September 2022 in the amount of EUR 349,745,676.94 be appropriated as follows:

a)	Distribution of dividend of EUR 1.75 per dividend-bearing share (for a total of 24,700,000 dividend-bearing shares)	EUR 43,225,000.00
b)	Balance carried forward	EUR 306,520,676.94
		EUR 349,745,676.94

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 1.75 per dividend-bearing share will be proposed to the general meeting.

Pursuant to Section 58 (4) sentence 2 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., 20 February 2023.

3. Resolution on the formal approval of the actions 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 business year from 1 October 2021 until 30 September 2022 for their actions in this period.

4. Resolution on the formal approval of the actions 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 business year from 1 October 2021 until 30 September 2022 for their actions in this period.

5. Election of the auditor of the annual and consolidated financial statements for the fiscal year from 1 October 2022 until 30 September 2023, and election of the auditor for any review of the half-year financial report as of 31 March 2023

Based on the recommendation of its audit committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed auditor for the annual accounts and consolidated accounts for the business year from 1 October 2021 until 30 September 2022 and, if applicable, auditor for the review of the semi-annual report for the period ended 31 March 2023.

The audit committee's recommendation for the proposed resolution was preceded by a selection process conducted pursuant to Art. 16 of 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 ("EU Audit Regulation"). Following such process, the audit committee issued a recommendation to the Supervisory Board, nominating Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, and Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Nuremberg, for the advertised position of auditor and providing reasons for its selection, and expressed a reasoned preference for Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich.

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 EU Audit Regulation.

6. Resolution on the approval of the remuneration system for members of the Management Board

On 16 February 2022 the existing renumeration system for the members of the Management Board was put up for a vote under Luxembourg law and adopted by the general meeting with a majority of 93.3%. As a result of the Company's change of legal form from a Société Anonyme (S.A.) under Luxembourg law to a European stock corporation (Societas Europaea, SE) and the attendant relocation of the Company's registered seat from the Grand Duchy of Luxembourg to the Federal Republic of Germany, the structure of compensation for members of the Management Board is subject to new requirements as set forth in the pertinent provisions of the Stock Corporation Act and the German Corporate Governance Code (the "Code").

In light of this background, the Supervisory Board on 8 December 2022 adopted a new remuneration system for the members of the Management Board that meets the requirements of the Stock Corporation Act and reflects the Code recommendations.

The Supervisory Board proposes that the remuneration system for the members of the Management Board – as set forth in the annex of this Agenda Item 6 below the agenda and adopted by the Supervisory Board – be approved pursuant to Section 120a (1) AktG.

7. Resolution on the approval of the remuneration report for the fiscal year from 1 October 2021 until 30 September 2022

Pursuant to Section 162 AktG, the Management Board of a listed stock corporation must prepare a remuneration report about the remuneration for members of governing bodies in the previous business 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 business year.

Auditor KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, reviewed the remuneration report prepared by the Management Board and the Supervisory Board for the business year from 1 October 2021 until 30 September 2022 to establish whether it contains the information required by Section 162 (1) and (2) AktG. 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 business year from 1 October 2021 until 30 September 2022 (“fiscial year 2022”) is found in the annex of this Agenda Item 7 below the agenda as well as on the Stabilus SE website under

www.stabilus.com/investors/gm.

The Management Board and the Supervisory Board propose that the remuneration report for the business year from 1 October 2021 until 30 September 2022 be approved as prepared and audited pursuant to Section 162 AktG.

8. Resolution on the re-election of four members of the Supervisory Board

Pursuant to Art. 40 (2) and (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 SE Implementing Act (“SE IA”) and Section 11 (1) of the Articles of Association of Stabilus SE, the Supervisory Board is composed of five members. The members of the Supervisory Board are elected by the general meeting. The general meeting is not bound by nominations.

At this time, the following individuals serve on the Supervisory Board:

- Dr. Stephan Kessel, chairman
- Dr. Ralf-Michael Fuchs, deputy chairman
- Dr. Joachim Rauhut
- Dr. Dirk Linzmeier
- Inka Koljonen

The conclusion of the general meeting scheduled for 15 February 2023 will mark the end of the tenure of Messrs. Kessel, Fuchs, Rauhut and Linzmeier. This is why the general meeting will have to elect four members of the Supervisory Board.

Pursuant to Section 11 (2) of the Articles of Association, members of the Supervisory Board are appointed for a term that ends with the conclusion of the general meeting tasked with the discharge for the fourth business year following the start of their tenure, but in any case after six years, unless the general meeting sets another term at the time of the election. The business year during which tenure commences is not counted for this purpose; members may be re-elected.

In order to allow the composition of the Supervisory Board to be adapted to evolving requirements as to members' competencies in the future, the terms proposed on the occasion of this election are to be of varying lengths for the candidates nominated below, the better to introduce a staggered structure to the Supervisory Board ("Staggered Board"). This is meant to preclude a situation in which all members of the Supervisory Board need to be replaced on the occasion of a general meeting, which may result in the loss of knowledge. By contrast, the transition to a Staggered Board, aside from boosting the body's flexibility, brings about a greater balance between preserving existing and gaining new expertise, thus reinforcing continuity in the Supervisory Board's work. Typically, this approach also makes it easier to bring new members up to speed with respect to their new responsibilities on the Supervisory Board. And finally, varying term lengths facilitate the search for suitable successors on the Supervisory Board since its members do not need to be elected all at once on the occasion of a single general meeting. These changes to the systematics around composition are further designed to account for the expectations of international investors. This is why Dr. Dirk Linzmeier (8.4) is to be appointed for a five-year term, Dr. Ralf-Michael Fuchs (8.2) for a four-year term, Dr. Stephan Kessel (8.1) for a three-year term and Dr. Joachim Rauhut (8.3) for a two-year term.

At the suggestion of the remuneration and nomination committee and in consideration of the objectives tied to the composition of the Supervisory Board as well as the competence profile and diversity concept developed for the full board, the Supervisory Board thus proposes that the following individuals be elected to the Stabilus SE Supervisory Board with effect upon the conclusion of the general meeting of 15 February 2023:

8.1 **Dr. Stephan Kessel**, residing in Ronnenberg, independent consultant, member of management of Hitched Holdings 1 B.V., Schiphol, Netherlands,

for a term ending upon the conclusion of the general meeting tasked with the discharge for the business year from 1 October 2024 until 30 September 2025;

8.2 **Dr. Ralf-Michael Fuchs**, residing in Frankfurt am Main, independent consultant, former member of the Senior Executive Board and head of the Measuring and Process Systems division, Dürr AG, Stuttgart, and former member of management, Nagahama Seisakusho Ltd., Osaka, Japan,

for a term ending upon the conclusion of the general meeting tasked with the discharge for the business year from 1 October 2025 until 30 September 2026;

8.3 **Dr. Joachim Rauhut**, residing in München, independent consultant, former member of the management board of Wacker Chemie AG, Munich,

for a term ending upon the conclusion of the general meeting tasked with the discharge for the business year from 1 October 2023 until 30 September 2024;

8.4 **Dr. Dirk Linzmeier**, residing in München, member of management and Chief Executive Officer of TTTech Auto AG, Vienna, Austria,

for a term ending upon the conclusion of the general meeting tasked with the discharge for the business year from 1 October 2026 until 30 September 2027.

It is intended that Dr. Stephan Kessel be nominated for the chairmanship on the Supervisory Board, provided that the general meeting elects him.

Dr. Stephan Kessel currently serves as chairman of the supervisory board of Novem Group S.A., Luxembourg, Grand Duchy of Luxembourg. Dr. Joachim Rauhut is a member of the supervisory board of MTU Aero Engines AG, Munich, and creditshelf AG, Frankfurt am Main. Beyond that, the proposed candidates do not serve on any supervisory board to be constituted by law or a comparable domestic or foreign governing body of a commercial enterprise within the meaning of Section 125 (1) sentence 5 AktG.

Both Dr. Rauhut, who has been nominated, and Ms. Inka Koljonen, whose term ends upon the conclusion of the general meeting tasked with the discharge for the business year ending on 30 September 2026, offer expertise in the areas of financial reporting and auditing, thus meeting the requirements of Section 100 (5) AktG. All of the candidates nominated for re-election are familiar with the industry served by the Company.

In the Supervisory Board’s assessment, there are no personal or business relationships within the meaning of Item C.13 of the Code between the proposed candidates on the one hand and Stabilus SE, its group divisions, governing bodies or a major Stabilus SE shareholder on the other. The Supervisory Board has determined that the proposed candidates are to be regarded as independent from the Company and the Management Board. Moreover, the Supervisory Board has received assurances from all of the candidates that they will be able to set aside the necessary amount of time.

It is intended that the general meeting vote on the Supervisory Board elections on an individual basis.

The Company’s website provides additional information about the proposed candidates, including but not limited to their resumes, under

www.stabilus.com/investors/gm.

9. Resolution on the amendment of the Articles of Association to enable virtual General Meetings in the future

Section 118a AktG, which was introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and the Amendment of Other Provisions of 20 July 2022 (Official Journal I 2022, pp. 1166 et seqq.), allows articles of association to permit general meetings to be held at the location of the general meeting without shareholders or their proxies being physically present (so-called virtual general meeting). The articles of association may also authorize the Management Board to provide for a general meeting to be held virtually.

The Management Board and the Supervisory Board hold the view that the Company is to retain the option to hold general meetings virtually in the future. However, since the in-person format may, in some instances, appear to be the more expedient option, a resolution is to be adopted to amend the Articles of Association authorizing the Management Board to decide prior to each general meeting whether such meeting should be held in the virtual or the in-person format; in cases of a virtual meeting, the provisions of the Articles of Association on the meeting’s location are to be non-mandatory. For this purpose, Section 17 of the Articles of Association is to be cancelled and revised in its entirety.

The period of application of a provision in the Articles of Association that allows virtual general meetings must be limited; at most, it can be five years from the time a corresponding amendment to the Articles of Association is entered into the Company’s commercial register. Initially, the Company’s Management Board is to be authorized to hold general meetings virtually for a period of three years.

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

Section 17 of the Articles of Association is cancelled and revised in its entirety as follows:

“***§ 17 Place, Convocation and Format of General Meeting***

(1) The ordinary General Meeting takes place within the first six months of each financial year.

(2) The General Meeting shall be convened by the Management Board, notwithstanding the statutory rights of the Supervisory

Board and a shareholder minority. The General Meeting takes place at the registered seat of the Company, at the place of a German stock exchange, at a place within a radius of 50 km from the registered office of the Company or in another city of the Federal Republic of Germany with more than 100,000 inhabitants.

(3) The General Meeting shall be convened within the statutory periods. These periods are extended by the days of the registration period (Section 18 paragraph 1 of the Articles of Association). The statutory provisions for the calculation of the periods apply

(4) *The Management Board is authorized with respect to general meetings scheduled on or before 14 February 2026 to provide for any or all of them to be held without the physical presence of the shareholders or their proxies (virtual general meeting). In cases of virtual general meetings, paragraph 2 sentence 2 does not apply."*

10. Resolution on the cancellation of the existing authorization to acquire and use own shares and on the granting of a new authorization to acquire and use own shares pursuant to Section 71 (1) No. 8 AktG and on the exclusion of subscription rights

The authorization to buy and use own shares under a resolution of the Company's general meeting of 12 February 2020 had been granted pursuant to the regulations of the Grand Duchy of Luxembourg. Now that the Company's seat has been relocated to the Federal Republic of Germany, such existing authorization is to be cancelled and replaced by a new authorization to buy and use own shares pursuant to the provisions of German stock corporation law.

The purchase and use of own shares are contingent on an authorization to that effect conferred by the general meeting. Such authorization to buy own shares at a rate of 10% of the registered share capital is to enable the Company to acquire own shares in the short term and without a resolution from the general meeting, and to use them for all purposes permitted by law. To ensure the greatest-possible degree of flexibility, the authorization is to be conferred for the full period permitted under stock corporation law of five years.

The Management Board and the Supervisory Board thus propose that a resolution be adopted as follows:

a) The authorization granted by the general meeting of 12 February 2020 under Agenda Item 21 for the purchase and use of own share is cancelled as of the effective date of the new authorizations adopted by the resolutions under lit. b) through h) below.

b) Stabilus SE is authorized for a period ending 14 February 2028 to acquire own shares at a rate of up to 10% of its registered share capital as of the date of the resolution or the date on which such power is exercised, whichever amount is lower. Taken together, the shares so acquired and such own shares as may already be held by or attributable to Stabilus SE pursuant to Sections 71a et seqq. AktG must not exceed 10% of the registered share capital at any time. The authorization must not be used to trade in own shares.

c) The authorization to buy back shares may be exercised wholly or in partial amounts, once or multiple times and in service of one or several purposes by Stabilus SE, such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE as well as any third party acting on their account or on the account of the Company.

d) At the option of the Management Board, purchases are made (aa) on the stock exchange or (bb) by means of a public tender offer or a public solicitation of bids.

  aa) If shares are purchased on the stock exchange, the equivalent value paid per share (excluding transaction costs) must not deviate from the price determined on the trading day by means of the opening auction in Xetra trading (or a comparable successor system in use at the Frankfurt Stock Exchange) by more than 10%.

  bb) If the acquisition takes the form of a public tender offer or public solicitation of bids, the purchase price offered or the limits of the purchase-price range per share (excluding transaction costs) must not deviate from the average closing prices of Stabilus SE stock in Xetra trading (or a comparable successor system in use at the Frankfurt Stock Exchange) of the last three trading days preceding the publication date of the public tender offer or public solicitation of bids by more than 10%.

  In the event that the price of relevance undergoes significant deviations following the publication of a public tender offer or public solicitation of bids, the public tender offer or public solicitation of bids may be adjusted. In such a case, the relevant average closing price of the three trading days immediately preceding the publication of an adjustment is used as a reference.

The acquisition volume may be capped. If the number of the Company's shares tendered or offered for purchase exceeds the total intended acquisition volume, the purchase may be transacted on the basis of shares tendered or offered per shareholder (tender quota) rather than on the basis of the rate of participation in the Company of tendering or offering shareholders (participation quota). It is permissible to arrange for the preferred acceptance of smaller lots of shares (up to 100 units of shares tendered per shareholder) as well as to round up or down on the basis of commercial principles in order to avoid fractional shares. In such cases, any further right to tender on the part of shareholders is excluded. The tender offer or solicitation for bids may provide for additional conditions.

e) The Management Board is authorized to use Company shares purchased under such authorization for all purposes permitted by law, including but not limited to the following purposes:

aa) Shares may also be divested by means other than the stock exchange or a tender offer to shareholders so long as the shares are sold against payment in cash at a price that does not fall significantly short of the market price of the Company's shares at the time of sale. In such a case, the number of shares sold may exceed a total of 10% of the registered share capital neither at the time the resolution conferring such authorization is adopted nor at the time of the exercise thereof. The cap equal to 10% of the registered share capital is to be adjusted by such shares as may be issued or sold during the term of the authorization in direct or analogous application of Section 186 (3) sentence 4 AktG. The cap is to be further adjusted by such shares as may have to be issued to service bonds (including profit-participation rights) providing for option and/or conversion rights or obligations, provided that the bonds or profit-participation rights are issued during the term of the authorization in analogous application of Section 186 (3) sentence 4 AktG to the exclusion of the subscription right.

bb) Shares may be offered to third parties against non-cash contributions and transferred to them, especially in conjunction with corporate mergers or for the purpose of the acquisition of enterprises, parts of enterprises, stakes in enterprises or other assets or claims (including claims against the Company or its group divisions).

cc) Shares may be used to satisfy obligations under bonds (including profit-participation rights) providing for option and/or conversion rights or obligations issued by the Company or such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE.

dd) Shares may be offered for purchase by, promised or transferred to persons employed by Stabilus SE or one of its group divisions, along with members of the management of group divisions. The authorization under this lit. dd) is limited to a total of 1% of the Company's registered share capital as of the date of the resolution on such authorization or the date on which such power is exercised, whichever amount is lower.

ee) Shares may be redeemed without the need for a resolution by the general meeting for redemption or its implementation. Such redemption results in a reduction of capital. In deviation from the foregoing, the Management Board may determine that the registered share capital remains unchanged and, instead, that the proportion of the remaining shares to the registered share capital increases pursuant to Section 8 (3) AktG. In such a case, the Management Board is further authorized to adjust the number of shares specified in the Articles of Association accordingly.

f) The authorizations under lit. e) above also include the use of the Company's shares acquired by such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE as well as any third party acting on their account or on the account of the Company, or pursuant to Section 71d sentence 5 AktG.

g) The authorizations under lit. e) above may be exercised wholly or in parts, once or multiple times and in service of one or several purposes by the Company and, save for the authorization under lit. e) ee), such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE as well as any third party acting on their account or on the account of the Company.

h) The subscription right of shareholders is excluded insofar as the shares are used pursuant to the foregoing authorizations under lit. e) aa) through lit. e) dd). In addition, the Management Board may exclude the subscription right of shareholders in cases of the sale of own shares by tender offer to all shareholders. The Management Board is further authorized to grant holders or creditors of bonds (including profit-participation rights) providing for option and/or conversion rights or obligations issued by the Company or such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE a subscription right for shares that is equivalent to the subscription right to which they would be entitled following the exercise of the option or conversion right or the fulfillment thereof; to such extent, the subscription right of shareholders is excluded.

11. Resolution on the creation of a new Authorized Capital 2023 against cash contribution with authorization to exclude subscription rights for fractional amounts and corresponding amendment to the Articles of Association

At this time, the Company has approved capital in the amount of EUR 2,470,000.00 (which corresponds to 10% of the Company's current registered share capital), which is anchored in Section 5 (3) of the Articles of Association and available for use until 10 August 2027 (2022 approved capital). In order to further boost the Company's flexibility in responding to short-term financing needs as well as to allow the equity position to be strengthened whenever needed, additional approved capital is to be created (for capital increases against cash contributions) in the amount of EUR 4,940,000.00 (which corresponds to 20% of the Company's current registered share capital). Here, the plan is to allow the subscription right to be excluded only with respect to fractions.

The Management Board and the Supervisory Board thus propose that a resolution be adopted as follows:

a) The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's registered share capital during the period ending 14 February 2028 either at once or in installments by up to EUR 4,940,000.00 (in words: four million nine hundred and forty thousand euros) by issuing new shares against cash contributions (***Authorized Capital 2023***). In this context, shareholders are to be granted a subscription right. With the Supervisory Board's approval, the Management Board may determine that the new shares are to be transferred to one or several credit institutes, investment firms or other enterprises within the meaning of Section 186 (5) sentence 1 AktG on the condition that they be offered to the shareholders for subscription (so-called indirect subscription right).

The Management Board is authorized, subject to Supervisory Board approval, to exclude the subscription right of shareholders insofar as doing so is necessary to offset fractions.

Moreover, the Management Board is authorized, subject to Supervisory Board approval, to further define share rights and set the terms of issuance.

b) Section 5 of the Articles of Association of Stabilus SE is amended to include paragraph 4 as follows:

*"(4) The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's registered share capital during the period ending 14 February 2028 either at once or in installments by up to EUR 4,940,000.00 (in words: four million nine hundred and forty thousand euros) by issuing new shares against cash contributions (**Authorized Capital 2023**). In this context, shareholders are to be granted a subscription right. With the Supervisory Board's approval, the Management Board may determine that the new shares are to be transferred to one or several credit institutes, investment firms or other enterprises within the meaning of Section 186 (5) sentence 1 AktG on the condition that they be offered to the shareholders for subscription (so-called indirect subscription right).*

The Management Board is authorized, subject to Supervisory Board approval, to exclude the subscription right of shareholders insofar as doing so is necessary to offset fractions.

Moreover, the Management Board is authorized, subject to Supervisory Board approval, to further define share rights and set the terms of issuance."

c) The Supervisory Board is authorized to amend Section 5 (1) and (4) of the Articles of Association of Stabilus SE to reflect any use of the Authorized Capital 2023 or following the lapse of the period allotted for such authorization.

ANNEXES OF AGENDA

Annex of Agenda Item 6: Remuneration system for members of the Management Board

Remuneration system for members of the Management Board of Stabilus SE

1. Preamble

Pursuant to Section 87a (1) of the Aktiengesetz (the Stock Corporation Act, *"AktG"*), the Supervisory Board of a listed stock corporation must establish a clear and intelligible system for the remuneration of members of the Management Board. The existing remuneration system for the members of the Management Board of Stabilus SE (hereinafter "Stabilus SE," "Stabilus," "the Company" or "the Enterprise") was put up for a vote under Luxembourg law on the occasion of the general meeting on 16 February 2022 and adopted with a majority of 93.3%. As a result of the Company's change of legal form from a Société Anonyme (S.A.) under Luxembourg law to a European stock corporation (Societas Europaea, SE) and the relocation of the Company's registered seat from the Grand Duchy of Luxembourg to the Federal Republic of Germany, the structure of compensation for members of the Management Board is subject to new requirements as set forth in the pertinent provisions of the Stock Corporation Act and the German Corporate Governance Code (the "Code"). In light of this background, the Supervisory Board revised the remuneration system and is now proposing that the new remuneration system for the members of the Management Board of Stabilus SE be approved pursuant to Section 120a (1) AktG.

2. Principles served by remuneration system

The remuneration system significantly contributes to the implementation of the corporate strategy as well as to the Enterprise's sustainable and long-term development. It serves as a central element of control with a view to bringing the remuneration of members of the Management Board into alignment with the interests of shareholders and other stakeholders. The Management Board and the Supervisory Board are working closely together to ensure that the incentives underlying variable compensation apply in similar form to the management levels below the Management Board.

Our vision:

The issue of interconnectedness is increasingly dominating all technology fields of our lives – and that includes motion control. We are committed to leading this development: We want to become the global leader in intelligent motion control. This goal will require the greatest degree of customer and employee satisfaction, innovation, growth and sustainability.

Our corporate strategy:

Our corporate strategy rests on the pillars of profitable and cash-generating growth, the use of megatrends (such as the rising standard of living, higher demands in terms of comfort and convenience as well as an aging population), a focus on innovative gas-spring solutions – especially in the industrial arena – through new applications and selected acquisitions, as well as the preservation and reinforcement of the Enterprise's status as a cost and quality leader.

Remuneration for members of our Management Board:

The strategy for as well as the assessment of corporate success is supported in a targeted manner by the structure of the remuneration system for members of the Management Board of Stabilus SE, especially with regard to the selection of financial and non-financial performance targets. Selecting adjusted earnings before interest and taxes (adj. EBIT) as a performance target for purposes of short-term variable compensation (Short-Term Incentive - STI) ensures the alignment with the profitability of Stabilus' business operations. Selecting adjusted free cashflow (adj. free cashflow) gears the remuneration system toward securing freely available liquidity and, therefore, serves another focal point of the long-term strategy. What's more, the Supervisory Board may incorporate long-term strategic goals into the remuneration system as part of a so-called modifier while also honoring the individual performance of each member of the Management Board.

The selection of the financial performance targets for long-term variable compensation (Long-Term Incentive – LTI; hereinafter "Performance Share Plan") further aligns the remuneration for members of the Management Board with the corporate strategy. The relative Total Shareholder Return (TSR) guarantees a high degree of correspondence between compensation and shareholder interests and provides incentives to outperform comparable enterprises on the capital market. Selecting the adjusted EBIT margin (adj. EBIT margin) also trains the focus on high-margin transactions.

Moreover, Stabilus SE's Management Board and the Supervisory Board are convinced that sustainability (ESG; E = Environment, S = Social, G = Governance) will be the most important social issue of the coming decades. Among other goals, Stabilus set specific CO_2 reduction targets, which are to be achieved by converting the group divisions' energy supply to renewable energies. Similarly, sustainability is to inform the actions of the members of the Management Board. Given this background, the members of the Management Board of Stabilus SE will receive an additional LTI starting with the 2022/23 business year, which is focused exclusively on strategy-derived and relevant sustainability goals (hereinafter "ESG-LTI").

The significant changes reflected by the new remuneration system are shown in the illustration below. The new remuneration system is to go into effect with the 2022/23 business year. Pending the system's approval by the general meeting on 15 February

2023, the service agreements for the members of the Management Board have already been converted to the new remuneration system.

Changes in New Remuneration System

- ✓ **Term extension for Performance Share Plan from three to four years** to strengthen long-term alignment of remuneration of board of management
- ✓ **Introduction of long-term variable compensation component focused on sustainability goals** to promote sustainability at Stabilus
- ✓ **Introduction of absolute cap on compensation** pursuant to § 87a (1) sentence 1 no. 1 of the Stock Corporation Act: EUR 3.9 million for the chairman of the board of management and EUR 2.5 million for regular members of the board of management
- ✓ Implementation of **comprehensive and customary malus and claw-back clauses** encompassing all variable compensation
- ✓ **No increased severance payments** in cases of change of control and **adjustment** of compensation offered in consideration of non-compete clauses **by severance payments** as recommended in the German Corporate Governance Code

Fig. 1. Significant changes in new remuneration system

3. Overview of remuneration system and compensation structure

The remuneration system is composed of fixed and variable components, the sum of which makes up the total remuneration for members of the Management Board. Furthermore, the remuneration system contains additional contractual clauses, such as malus / claw-back, holding obligations for shares (Share Ownership Guidelines - SOG) and an absolute cap on compensation pursuant to Section 87a (1) sentence 2 no. 1 AktG.

Fixed compen-sation	Base salary		▪ Fixed annual salary disbursed in twelve equal installments
	Benefits		▪ Essentially, company car, accident insurance, D&O insurance, personal tax advice, periodic reimbursement for relocation costs
	Pension contributions		▪ Annual contribution at 30% of base salary (pension substitute)
Variable compen-sation	Short-Term Incentive (STI)	Target	▪ 60% of base salary
		Type	▪ Target bonus
		Performance targets	▪ 70%: adj. EBIT ▪ 30%: adj. free cashflow ▪ Multiplier (0.8 – 1.2) / for individual performance, team performance and stakeholder goals
		Cap	▪ 200% of target
	Performance Share Plan	Target	▪ 90% of base salary
		Type	▪ Performance Share Plan (virtual shares)
		Term	▪ Four years (three-year performance period and one-year holding period for virtual shares)
		Performance targets	▪ 70% relative Total Shareholder Return (TSR) ▪ 30% adj. EBIT margin
		Cap	▪ 250% of target
	ESG-LTI	Target	▪ 20% of base salary
		Type	▪ Performance Cash Plan
		Term	▪ Four years
		Performance targets	▪ Strategic and relevant sustainability goals
		Cap	▪ 150% of target
Other contractual provisions	**Malus / clawback**		▪ Possibility of partial or full reduction or clawback of entire variable compensation
	Share Ownership Guidelines (SOG)		▪ Obligation to purchase and hold shares during tenure ▪ Four-year start-up phase, target investment in amount of one gross base salary
	Remuneration cap		▪ Chairperson of board of management: EUR 3.9 million ▪ Regular members of board of management: EUR 2.5 million

Fig. 2: Overview of remuneration system

The compensation structure – which is to say, the relative share of the total remuneration for members of the Management Board represented by each individual fixed or variable component – reflects two central tenets that are given special consideration when configuring the remuneration system: pay-for-performance as well as the Company's sustainable and long-term development.

The pay-for-performance concept is evident in the relatively large share of variable compensation components. Fixed compensation (base salary and contributions to pension scheme or pension substitute, excluding benefits) accounts for 43% of the target total compensation without benefits, while variable compensation (Short-Term Incentive, Performance Share Plan, ESG-LTI) makes up 57% of target total compensation without benefits. Variable compensation components are counted on the basis of their respective targets – i.e., the amount disbursed at 100% target attainment. As such, the remuneration for members of the Management Board is tied to performance and success to an elevated degree.

The requirement under Section 87 (1) sentence 2 AktG of setting incentives for the Company's sustainable and long-term development is satisfied, primarily, by weighting the variable compensation components among themselves. Short-term and long-term compensation account for approx. 35% and 65%, respectively. As a result, compensation based on long-term objectives significantly outweighs that based on short-term objectives without reducing the latter to an afterthought. After all, realizing annual operational targets, too, forms a critical basis for the Company's success and long-term development.

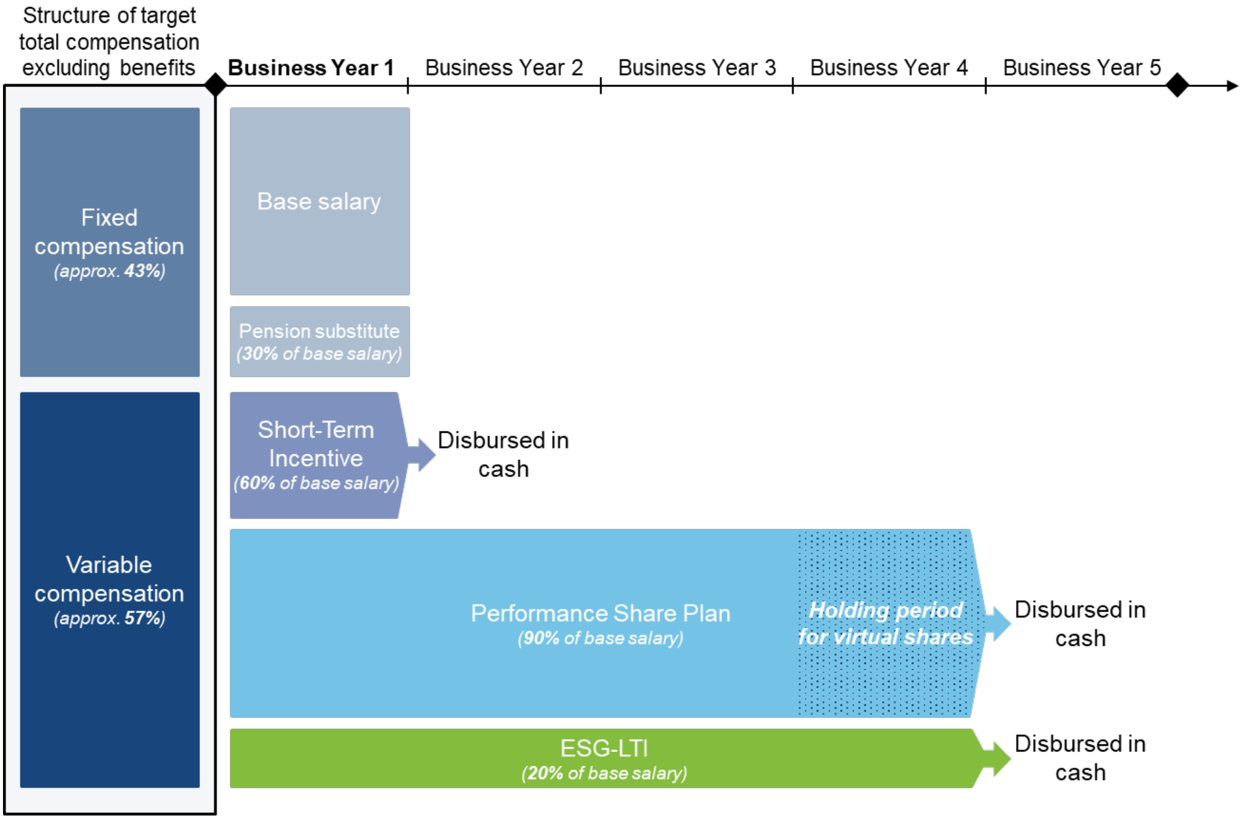

Fig. 3: Structure of target total compensation without benefits / time at which compensation components are disbursed

The expenditures associated with benefits naturally are subject to annual fluctuations. Typically, annual expenditures tied to benefits equal approx. 2-10% of the individual base salary. Should newly appointed members of the Management Board have to be reimbursed for accommodation expenses for a limited period of time, the expenditures associated with benefits may be higher in a given case.

4. Details of remuneration system

4.1 Fixed compensation

4.1.1 Base salary

The base salary refers to fixed compensation per business year that is disbursed in twelve equal monthly installments and varies depending on the area of responsibilities and the experience of a given member of the Management Board.

4.1.2 Benefits

Benefits include benefits in kind as well as those granted customarily, such as the provision of a medium-sized company car, which may also be put to private use. In addition, an accident insurance policy is maintained for members of the Management Board, and Stabilus will reimburse them for a portion of the contributions to statutory or private health, long-term nursing as well as voluntary pension insurance, which in each instance is capped at the amount of the usual employer contribution. In addition, a new member of the Management Board may be eligible for the reimbursement of the costs of accommodation for a period of up to six months. And where an individual case so requires, Stabilus will further reimburse members of the Management Board for the reasonable costs of tax advice or the costs associated with filing tax returns resulting from the previous employment relationship under Luxembourg law.

Insofar as members of the Management Board demonstrably and permanently forfeit their claims for compensation against a previous employer as a result of joining Stabilus SE (e.g., claims related to long-term variable compensation or pension entitlements), the Supervisory Board may enter into a commitment to offset such loss in the form of a one-off payment by way of exception and in consideration of the need to recruit suitable candidates for critical positions on the Management Board. Settlements of this kind are specifically noted and explained in the remuneration report.

Stabilus takes out customary D&O insurance for members of the Management Board, such policy providing for a 10% deductible with respect to the damages to be borne by the members of the Management Board – in an amount not to exceed 1.5 times the individual base salary.

4.1.3 Contributions to pension scheme

Members of the Management Board may receive an annual pension-scheme contribution in the form of a pension substitute (*Pensionsentgelt*). Stabilus' annual contribution equals up to 30% of the individual base salary and is disbursed along with the base salary in twelve equal installments.

4.2. Variable compensation

4.2.1. Short-Term Incentive

The Short-Term Incentive is tied to the financial success achieved in a given business year; it is calculated on the basis of a target-attainment level determined for a given business year (0% - 200%) with respect to the two financial performance targets, adj. EBIT (weighted at 70%) and adj. free cashflow (weighted at 30%), measured in each instance at the Stabilus group level as well as using a modifier (factor 0.8 - 1.2) to assess individual as well as team performance for members of the Management Board, along with the attainment of pre-defined stakeholder targets. The final disbursement amount is capped at 200% of the individual target. The target is set forth in the service agreement with each member of the Management Board and typically equals 60% of the individual base salary. The components of the Short-Term Incentive as well as a fictitious sample calculation are found in the following illustration.

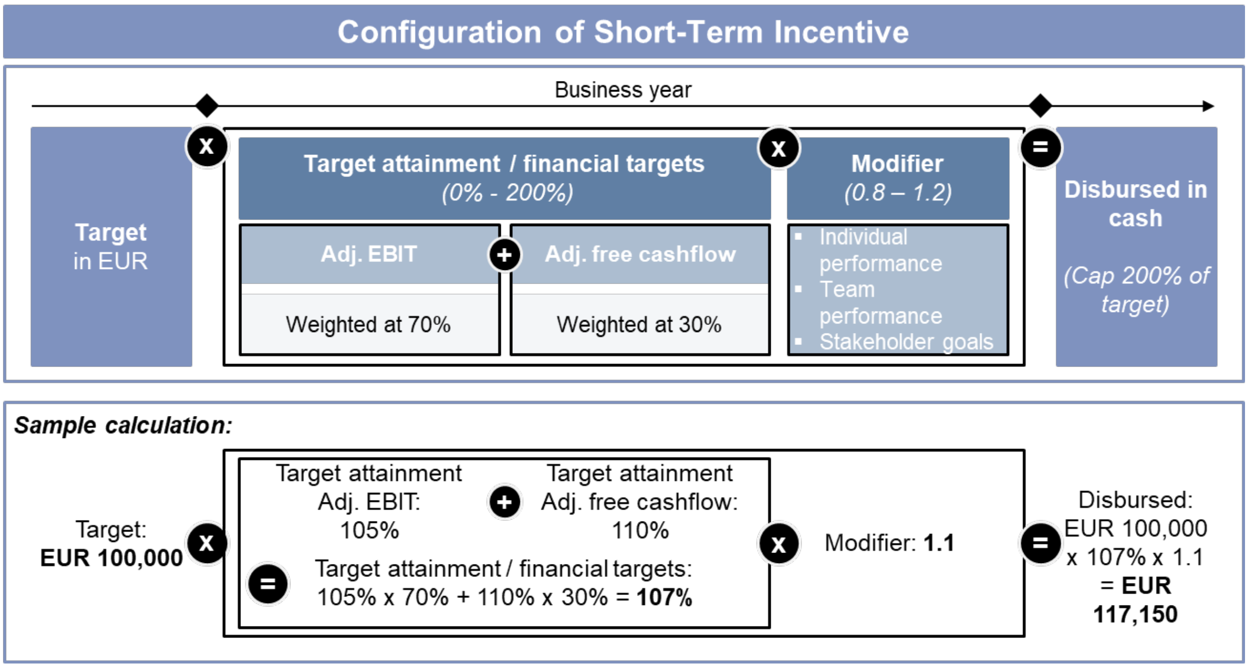

Fig. 4: Configuration of Short -Term Incentive

Performance targets of Short-Term Incentive

The financial performance targets adj. EBIT and adj. free cashflow are essential indicators of Stabilus' operational and economic success. EBIT is an operational-performance indicator widely used in the industry that gauges profitable growth while taking depreciations into account. Free cashflow is an important measure of freely available liquidity and a common basis of calculation for cashflow-based company valuations. As far as shareholders are concerned, free cashflow also serves as an important indicator of the generation of funds available for debt repayment and the distribution of dividends to shareholders. To the extent necessary, EBIT and free cashflow are adjusted for portfolio changes (e.g., acquisitions or divestments) and thus geared toward organic growth. Additional information on adj. EBIT and adj. free cashflow for the Stabilus group are found in our annual report for the 2022 business year, which is available on the Enterprise's homepage (the Stabilus SE consolidated accounts encompass Stabilus and its subsidiaries).

Target attainment for adj. EBIT and adj. free cashflow is based on a comparison between the values actually realized at the end of a given business year and the annual targets ("Target Values") established by the Supervisory Board at the beginning of each business year on the basis of Stabilus' budget plan. The Target Values so established as well as the resulting degree of target attainment are disclosed in a transparent fashion in the annual remuneration report that includes the amounts disbursed as part of the Short-Term Incentive.

If the actual adj. EBIT of a given business year equals 80% of the Target Value, target attainment is 50%. If the actual adj. EBIT of a given business year is less than 80% of the Target Value, target attainment is 0%. If the actual adj. EBIT of a given business year equals 100% of the Target Value, target attainment is 100%. If the actual adj. EBIT of a given business year equals 120% of the Target Value, the degree of target attainment reaches 200%. Further increases in adj. EBIT do not produce a greater degree of target attainment (cap). The degree of target attainment in between these values is determined using linear interpolation.

If the actual adj. free cashflow of a given business year equals 80% of the Target Value, target attainment is 50%. If the actual adj. free cashflow of a given business year is less than 80% of the Target Value, target attainment is 0%. If the actual adj. free cashflow of a given business year equals 100% of the Target Value, target attainment is 100%. If the actual adj. free cashflow of a given business year equals 140% of the Target Value, the degree of target attainment reaches 200%. Further increases in adj. free cashflow do not produce a greater degree of target attainment (cap). The degree of target attainment in between these values is determined using linear interpolation.

The method of calculation may be illustrated using the following curves:

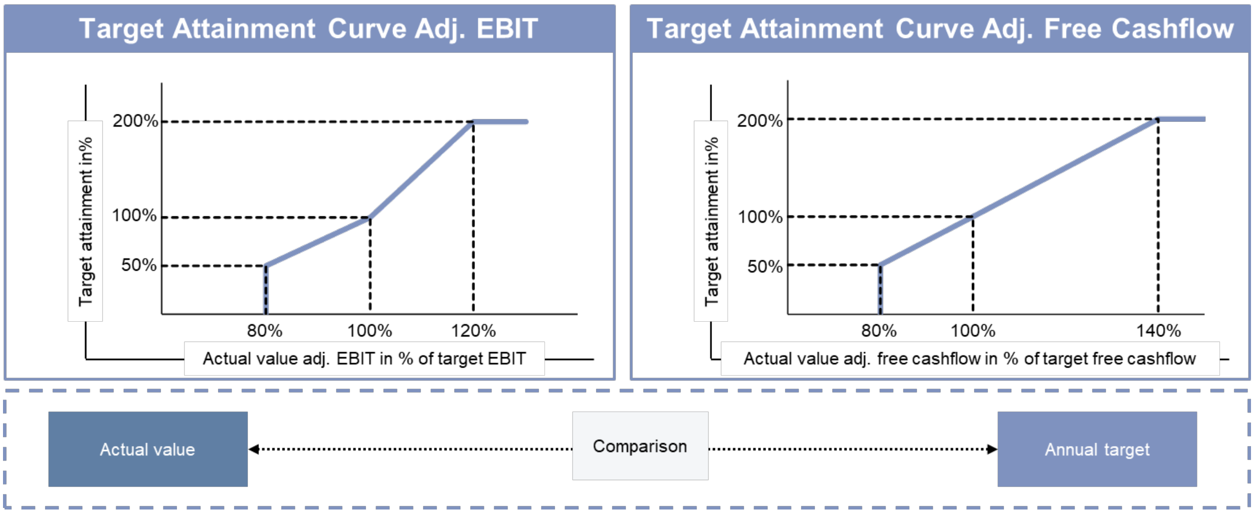

Fig. 5: Target-attainment curves for adj. EBIT and adj. free cashflow

Modifier

In order to account for individual as well as team performance among the members of the Management Board, and in consideration of additional stakeholder objectives, the Supervisory Board assesses the individual performance of each member of the Management Board on the basis of preset criteria at the end of a given business year. The specific criteria are agreed between Supervisory Board and Management Board at the beginning of each business year. Relevant criteria may include customer satisfaction, social responsibility, successful acquisitions and strategic projects. Furthermore, the modifier enables the Supervisory Board to incorporate long-term strategic goals, such as "internationalization," "innovation" and "One Stabilus," into the remuneration system. The resulting modifier for the adjustment of the Short-Term Incentive may have a value between 0.8 and 1.2 and is multiplied with the degree of target attainment for the two financial performance targets adj. EBIT and adj. free cashflow. However, the modifier cannot produce an STI disbursement in an amount exceeding 200% of the target.

Disbursement

Payments under the Short-Term Incentive are made in cash following the end of each business year. The degree to which performance targets were attained as well as the amounts disbursed per member of the Management Board are disclosed in a transparent fashion in the appropriate remuneration report.

4.2.2. Performance Share Plan

The Performance Share Plan is configured as long-term variable compensation on the basis of virtual Stabilus shares. Tranches with a four-year maturity are allotted on an annual basis. The final number of virtual shares depends on the degree to which the performance targets relative TSR and adj. EBIT margin were attained, whereas the value of each virtual share is the product of share performance in absolute terms.

Therefore, the Performance Share Plan combines internal and external performance targets and hinges to a significant degree on the performance of Stabilus shares on the capital market.

For purposes of determining the number of virtual shares to be allotted, an individual target for each member of the Management Board is divided by an initial share price. The target is agreed with each member of the Management Board in the service agreement and typically equals 90% of the individual base salary. The initial share price reflects the closing price averaged over the 60 trading days immediately preceding the start of the four-year term. The final number of virtual shares is determined by multiplying the total degree of target attainment with the allotted number of virtual shares, whereas the total degree of target attainment is derived from the weighted target attainment for the two performance targets relative TSR (weighted at 70%) and adj. EBIT margin (weighted at 30%) and is capped at 150%. The amount disbursed under a given tranche of the Performance Share Plan is the product of multiplying the final number of virtual shares with the appropriate final share price and adding the dividends paid during the term to the result. The final share price reflects the closing price averaged over the 60 trading days immediately preceding the end of the four-year term. The disbursement amount is capped at 250% of the individual target.

The components of the Performance Share Plan as well as a fictitious sample calculation are illustrated below:

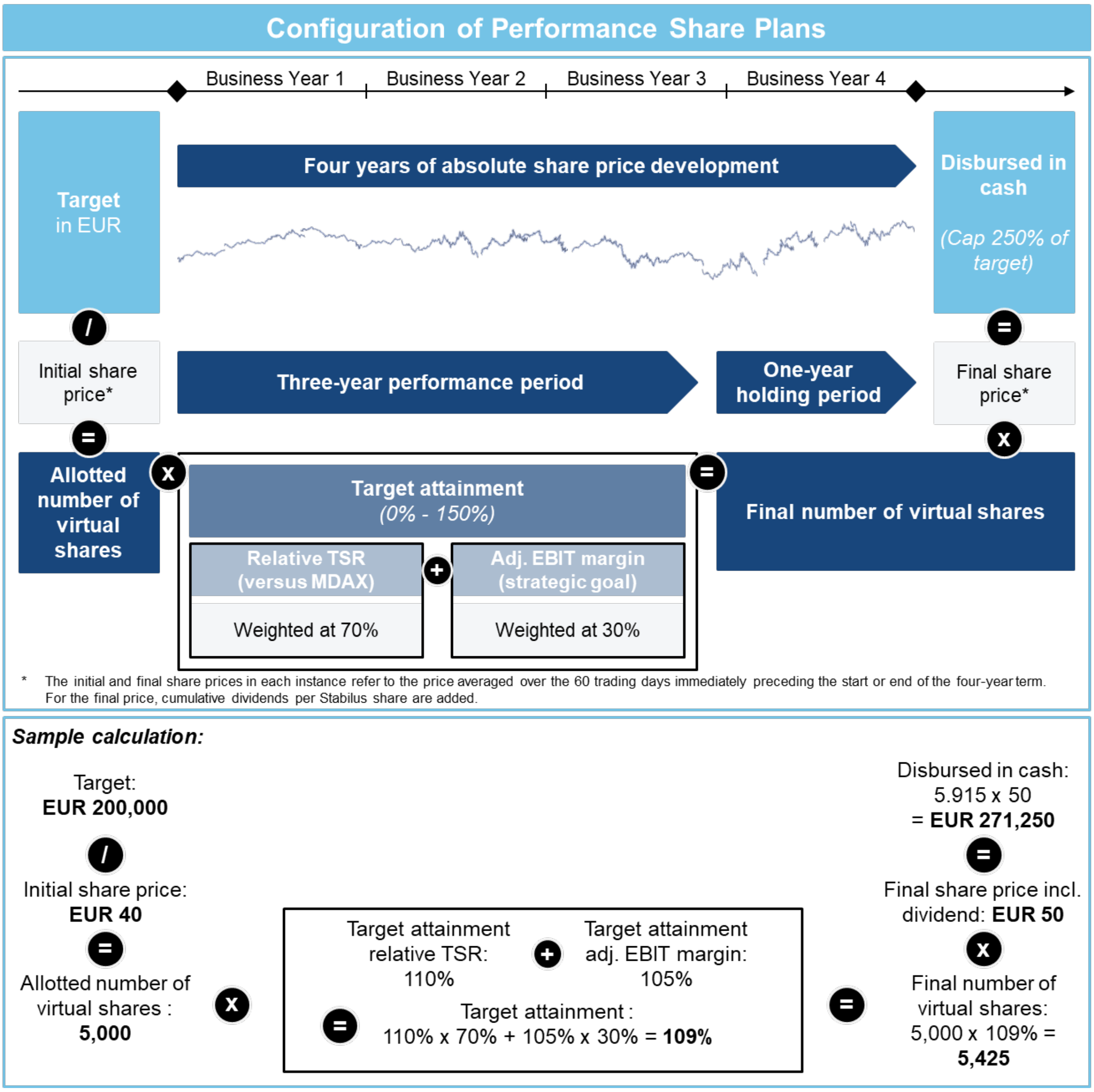

Fig. 6: Configuration of Performance Share Plan

Performance targets of Performance Share Plan

The Supervisory Board has established the performance targets relative TSR and ad. EBIT margin as critical indicators of the long-term success of the Stabilus group. Both performance targets are gauged for each tranche at the end of the first three of the four years comprising a tranche's term (performance period). The relative TSR tracks the performance of the share price, including dividends, versus a defined reference group, whereas the adj. EBIT margin (measured at the level of the Stabilus group) reflects the long-term financial stability and operational excellence, training the focus on high-margin transactions.

Target attainment for the relative TSR is based on a comparison with comparable listed enterprises. At this time, the Stabilus Supervisory Board considers the MDAX a suitable reference group as Stabilus SE is listed on the MDAX and has its seat in Germany. To determine the relative TSR, the first step consists of calculating Stabilus' absolute TSR values as well as those of each enterprise listed on the MDAX across the relevant performance period. The absolute TSR value of each enterprise corresponds with the theoretical appreciation of a share of stock across the performance period, assuming that (gross) dividends are directly reinvested. The initial value of a share is calculated on the basis of the closing price averaged over the 60 trading days immediately preceding the start of the performance period. Analogously, the final value of a share is calculated on the basis of the closing price averaged over the 60 trading days immediately preceding the end of the performance period. Appreciation is determined by comparing the initial and final values, assuming that (gross) dividends are directly reinvested. As part of the second step, Stabilus' absolute TSR values so calculated as well as those of each MDAX enterprise are sorted by value and assigned a rank (i.e., with the highest absolute TSR in the No. 1 spot, the second-highest absolute TSR in the No. 2 spot, and so on). Moreover, each rank is assigned a percentile rank. If Stabilus is at the 25th percentile or below, target attainment is 0%. If Stabilus' TSR is at or above the 75th percentile, target attainment reaches 150%. Higher percentiles do not produce a greater degree of target attainment (cap). The degree of target attainment in between these values is determined using linear interpolation. The method of calculation may be illustrated using the following curve.

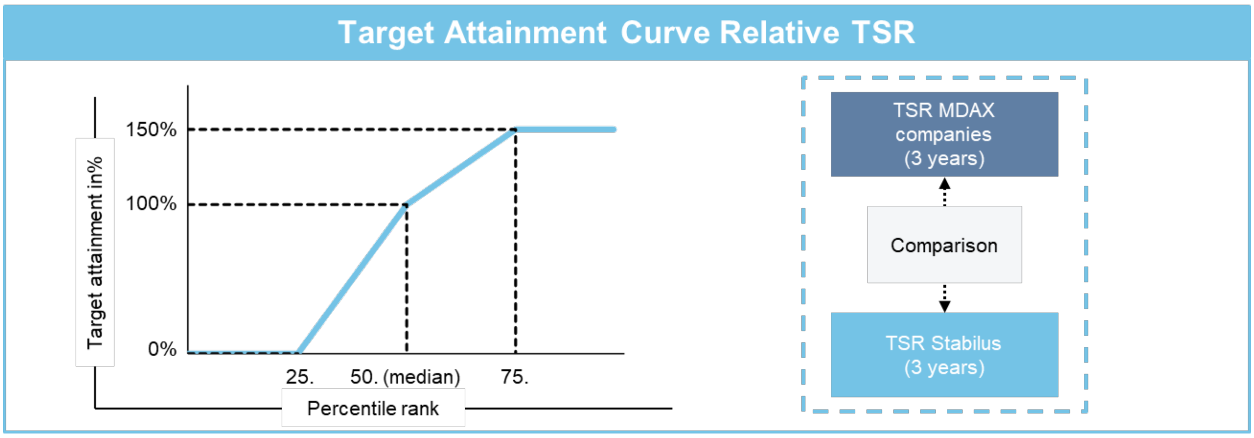

Fig. 7: Target-attainment curve relative TSR

Target attainment for the adj. EBIT margin is the product of a comparison between the actual adj. EBIT margin and a strategic Target Value and may likewise be between 0% and 150%. The strategic Target Value and additional benchmarks are established by the Supervisory Board in its reasonable discretion and on the basis of strategic planning within the first three months of a given performance period; the underlying process is disclosed in a transparent fashion in the remuneration report reporting on the allotment of the appropriate tranche. The method of calculation may be illustrated using the following curve.

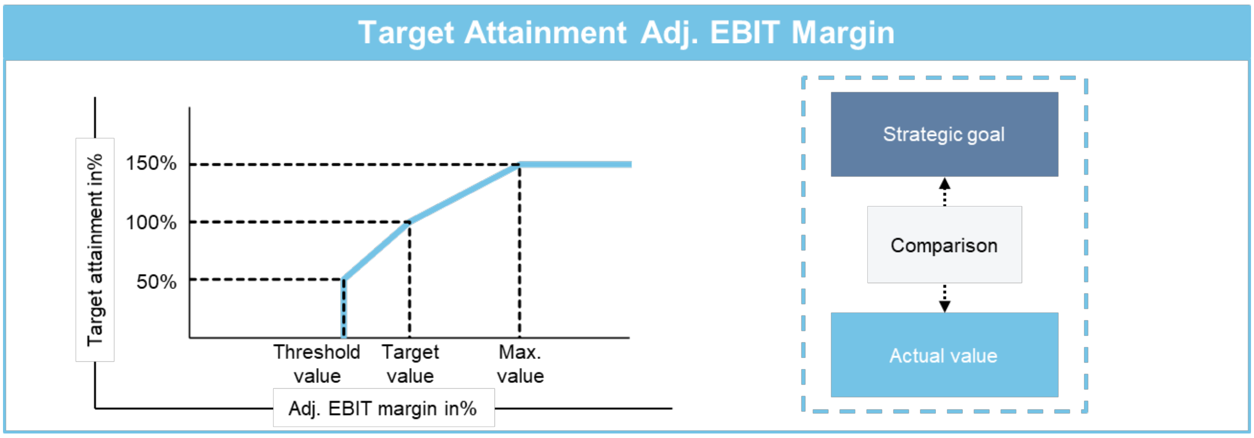

Fig. 8: Target-attainment curve adj. EBIT margin

Disbursement

Payments under a tranche of the Performance Share Plan are made in cash following the end of the four-year term. The degree to which performance targets were attained as well as the amounts disbursed per member of the Management Board are disclosed in a transparent fashion in the remuneration report addressing such disbursement.

4.2.3. ESG-LTI

The ESG-LTI is configured as long-term variable compensation with a special emphasis on sustainability goals. Tranches with a four-year maturity or performance period are allotted on an annual basis. The amount disbursed under a given ESG-LTI tranche is the product of multiplying an individual target with the degree of target attainment for strategy-derived and relevant sustainability goals. The target is agreed with each member of the Management Board in the service agreement and typically equals 20% of the individual base salary. The sustainability goals, including the methods of calculation and objectives, are defined by the Supervisory Board ahead of the start of each tranche and are based on a catalog of criteria outlined in the following table:

Environment	Social	Governance
CO_2 emissions	Employees' social engagement	Compliance, integrity and ethics
Sustainable products	Diversity	Risk management
Energy management	Employee satisfaction	Data security
Environmental protection	Workplace health and safety	ESG reporting
…	…	…

Fig 9: Catalog of criteria for sustainability goals

The components of the ESG-LTI as well as a fictitious sample calculation are illustrated below.

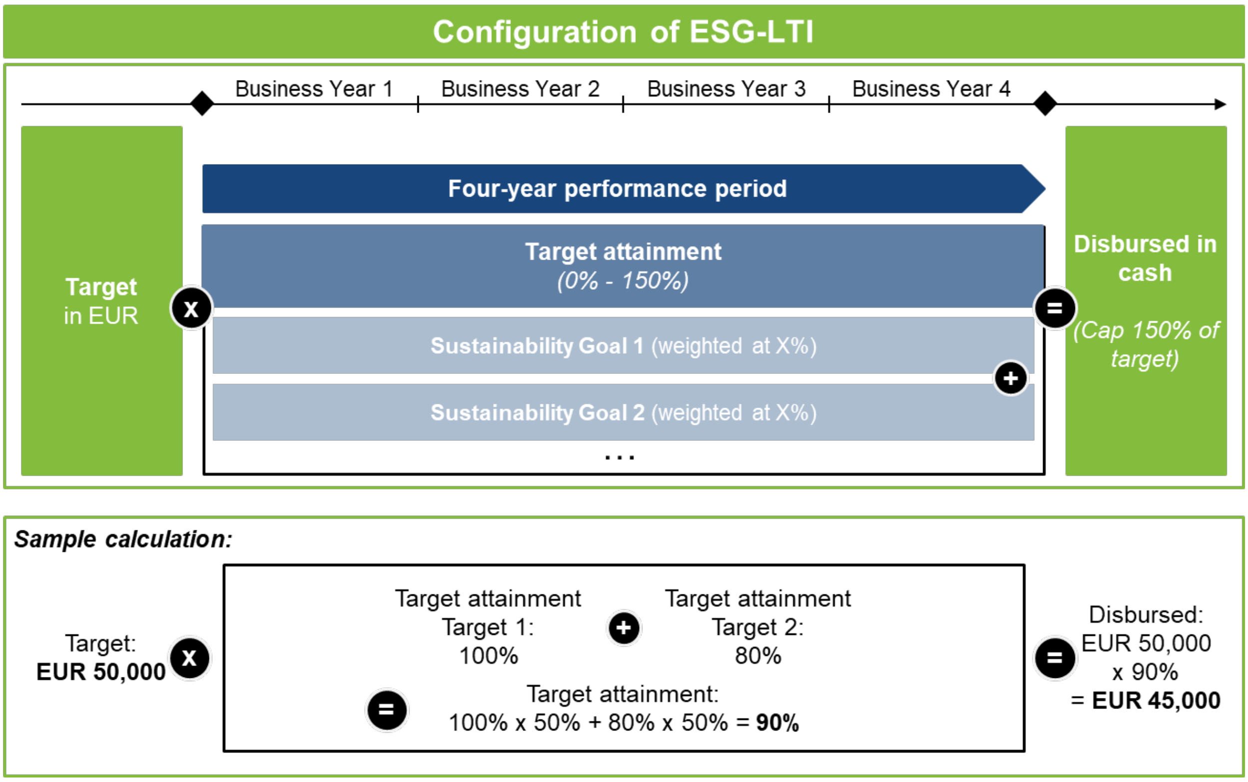

Fig. 10: Configuration of ESG-LTI.

For each tranche, the Supervisory Board may define the number of sustainability goals and assign them different weights. Target attainment for each sustainability goal may be anywhere between 0% and 150%. The amount disbursed is likewise capped at 150% of the individual target and payment is made in cash following the end of the four-year performance period. The Supervisory Board will ensure that the sustainability goals are relevant to strategy and as quantifiable as possible. Selected sustainability goals as well as their respective weights are disclosed in the remuneration report addressing the allotment of an ESG-LTI tranche. The targets per sustainability goal and the degree to which targets were attained are disclosed in the remuneration report addressing the disbursement.

4.3. Malus / Claw-back

The Supervisory Board wields an additional instrument to ensure the Company's sustainable and long-term development, which authorizes it in certain cases to reduce all or part of variable compensation not yet disbursed ("Malus") or demand the repayment of all or part of variable compensation already disbursed ("Claw-Back"). The possibility of such reduction or demand for repayment may extend to all components of variable compensation – i.e., Short-Term Incentive, Performance Share Plan and ESG-LTI.

For instance, the Supervisory Board is entitled in cases of a material breach of a duty of care within the meaning of Section 93 AktG, of an obligation under the service agreement or of another critical principle of action of the Company (e.g., under the Code of Conduct or the Compliance Guidelines) to reduce variable compensation or demand that it be repaid (so-called "Compliance Malus / Claw-Back").

Furthermore, the Supervisory Board may demand that variable compensation already disbursed be repaid if it is learned after the fact that the consolidated accounts were erroneous and the amount of compensation paid was excessive as a result (so-called "Performance Claw-Back").

4.4. Share Ownership Guidelines

With a view to further strengthening the shareholder culture as well as aligning the interests of the Management Board with those of shareholders, Share Ownership Guidelines have been put in place for members of the Management Board. Under such guidelines, the members of the Management Board are obligated during their tenure to acquire and hold Stabilus stock in an amount equal to their respective gross base salary (100% of the Share Ownership target). The necessary number of shares is to be acquired within four years.

4.5. Absolute cap on compensation

To keep disbursement amounts at appropriate levels and to avoid hazarding inappropriate risks, the remuneration for members of the Management Board is capped in several ways.

First, the disbursement amount of each of the variable compensation components is capped. A disbursement under the Short-Term Incentive, for instance, is limited to 200%, payments under the Performance Share Plan are capped at 250% and those under the ESG-LTI must not exceed 150% of the appropriate target.

In addition, the total remuneration (i.e., base salary, pension substitute, benefits, variable compensation) for members of the Management Board in a given business year is limited in absolute terms by the absolute cap on compensation set by the Supervisory Board pursuant to Section 87a (1) no. 1 AktG. The sum of all disbursements resulting from commitments for a single business year must not exceed such amount. For the chairperson of the Management Board, the absolute cap on compensation equals EUR 3.9 million; for the regular members of the Management Board, it is EUR 2.5 million. Insofar as the calculation of the total remuneration results in an amount exceeding the absolute cap on compensation, the disbursement amount under the compensation component paid out most recently (typically, the Performance Share Plan or the ESG-LTI) is reduced accordingly. The absolute cap on compensation represents a maximum threshold only for the next four years. The commitments made under individual agreements fall significantly short of the absolute cap on compensation at this time.

5. Legal transactions related to compensation

5.1. Terms of service agreement

The service agreements of the members of the Management Board are entered into for the term of the appointment and are renewed for the term of any re-appointment. When members of the Management Board are appointed for the first time, the term of both their appointment and their agreement typically equals three years. If re-appointed, the term of their appointment and their agreement is limited to four years.

5.2. Board compensation

In the event that a member of the Management Board serves on a Supervisory Board within the group, the compensation offered for his or her service on the Management Board of Stabilus SE is adjusted by any consideration received for such other mandate.

Should a member of the Management Board serve on a Supervisory Board outside of the group, the Supervisory Board will determine on a case-by-case basis whether any consideration received for such other mandate is to be applied.

5.3. Post-contractual non-compete clause

Members of the Management Board of Stabilus SE are typically subject to a post-contractual non-compete clause.

Such clause prohibits the members of the Management Board for a period of one year from the discontinuation of the service agreement to take up work for an enterprise that competes with the Company or its affiliates, be it directly or indirectly. While such prohibition binds them, members of the Management Board are compensated at a rate of 50% of their most recent base salary.

Before a service agreement ends, the Company may waive the need to comply with the post-contractual non-compete clause by issuing a written declaration to that effect. In such a case, the Company is released from the obligation to provide compensation six months from the discontinuation of the service agreement.

5.4. Commitments in connection with conclusion of board mandate

In the event that a board mandate ends prematurely in the absence of a compelling reason, such payments as may have been made to the member of the Management Board must not cover more than the remaining term of the service agreement or exceed twice the total annual remuneration (severance cap). The compensation offered under the post-contractual non-compete clause will be adjusted by such severance.

Payments under the Short-Term Incentive, Performance Share Plan and ESG-LTI are made on such dates and subject to such conditions as may have been agreed. In keeping with Code recommendations, exceptions apply in cases of the permanent disability or death of a member of the Management Board; in such cases, a disbursement under the Short-Term Incentive, Performance Share Plan and ESG-LTI is made immediately in the amount of the applicable target.

6. Procedure for determining, implementing and reviewing remuneration system

6.1. Determining, implementing and reviewing remuneration system

The Supervisory Board establishes the system governing the remuneration for members of the Management Board and in so doing is advised by its remuneration and nomination committee. When needed, the Supervisory Board may further consult with external experts that it judges to be independent from the Management Board and the Enterprise.

The remuneration system established by the Supervisory Board is submitted to the general meeting for approval. With the support of its remuneration and nomination committee, the Supervisory Board periodically reviews the remuneration system. Whenever a material change is made, but at least once every four years, the Supervisory Board will re-submit the remuneration system to the general meeting for approval.

If the general meeting does not approve the system as submitted, the Supervisory Board will present the general meeting with a revised remuneration system for approval on or before the following annual general meeting.

6.2. Setting and reviewing remuneration levels

The Supervisory Board determines the rate of remuneration for members of the Management Board, with the remuneration and nomination committee providing assistance with the Supervisory Board’s decision. The Supervisory Board makes sure that compensation is commensurate with the tasks as well as the performance of a member of the Management Board on the one hand and the Company’s economic standing on the other, and that it does not exceed customary remuneration levels without a compelling reason. For this purpose, the Supervisory Board will regularly conduct a horizontal and a vertical comparison of remuneration levels.

As part of the horizontal comparison, a group composed of enterprises comparable to Stabilus is used as a reference. Most recently, these were the SDAX enterprises since they were quite comparable to Stabilus at the time in terms of size, location and complexity. Given Stabilus’ strong growth, the Supervisory Board will also consider MDAX enterprises or selected competitors in the future, if applicable.

For purposes of setting and reviewing remuneration levels, staff pay and employment conditions are taken into account as well. As part of the vertical comparison, the Supervisory Board gives consideration to how the remuneration for members of the Management Board compares to that for senior management and the workforce as a whole – especially over time.

6.3. Measures to prevent and handle conflicts of interest

The rules of the Stabilus SE Supervisory Board for the prevention and handling of conflicts of interest apply likewise to the procedure for determining and implementing as well as reviewing the remuneration system. Should conflicts of interest occur, they are to be disclosed promptly to the chairperson of the Supervisory Board. The Supervisory Board will inform the general meeting of encountered conflicts of interest and how they were handled.

6.4. Extraordinary developments / temporary deviations from remuneration system

In correspondence with Code Recommendation G.11, the Supervisory Board has the option to adjust variable compensation to adequately account for extraordinary developments.

Pursuant to Section 87a (2) sentence 2 AktG, moreover, the Supervisory Board may temporarily deviate from the remuneration system if doing so serves the interest of the Company’s long-term well-being. Unfavorable market developments specifically are not to be regarded as extraordinary developments justifying a temporary departure from the remuneration system. And even in cases of a deviation, compensation must continue to be geared toward the sustainable and long-term development of Stabilus SE as well as reflect the success of the Enterprise and the performance of the member of the Management Board .

A temporary departure from the remuneration system by way of a Supervisory Board resolution requires a careful analysis of the extraordinary circumstances as well as of possible responses and must be recommended by the remuneration and nomination committee.

A temporary departure from the remuneration system is possible in reference to the performance targets of variable compensation (Short-Term Incentive, Performance Share Plan and ESG-LTI), the bandwidths of possible degrees of target attainment with respect to individual components of variable compensation as well as the relative shares of individual compensation components. In the event that an adjustment of existing compensation components cannot adequately restore the incentivizing effect of compensation, the Supervisory Board is entitled, for a time, to grant additional compensation components or to replace some compensation components by others. In addition, the Supervisory Board may suspend the allotment and disbursement of compensation components if the economic situation so demands.

In cases of a temporary departure from the remuneration system, the remuneration report for the following year will provide information on specific deviations, including an explanation why departing from the remuneration system was necessary as well as an overview of the specific components affected.

Frankfurt am Main, 8 December 2022

Stabilus SE

Supervisory Board

Annex of Agenda Item 7: Renumeration report for business year from 1 October 2021 until 30 September 2022 (“fiscial year 2022”)

Remuneration report of Stabilus SE for fiscal year 2022

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 2022. The current remuneration policy for the members of the Management and Supervisory Board, which has been put to an advisory vote of the Annual General Meeting of Stabilus S.A. on February 16, 2022, under Luxembourg law and has been approved with a majority of 93.3%, was applied to all active Management and Supervisory Board members in fiscal year 2022.

As a result of the change of the legal form of the company from a Société Anonyme (S.A.) under Luxembourg law into a European Company (Societas Europaea, SE) and the transfer of the registered office of the company from Luxembourg to Germany in fiscal year 2022, the remuneration report was for the first time prepared in accordance with the requirements of Section 162 Aktiengesetz (German Stock Corporation Act, AktG).

In addition, the Supervisory Board intends to adjust the remuneration system for the Management Board members in order to fully meet the requirements of the AktG and comply with the recommendations of the German Corporate Governance Code (GCGC). The adjusted remuneration system shall be presented to the Annual General Meeting of Stabilus SE in February 2023.

In accordance with the requirement of Section 162 para 3 AktG, the remuneration report was – both formally and in terms of content – reviewed by KPMG Germany. The remuneration report www.stabilus.com/investors/corporate-governance and the attached memorandum on the review of the remuneration report can be found on the corporate website. The remuneration report has been 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.

1. Beneficiaries of the Management and Supervisory Board compensation

In the past fiscal year, Dr. Michael Büchsner, Stefan Bauerreis, Mark Wilhelms, Andreas Schröder and Andreas Sievers received benefits for Management Board activities:

- Dr. Michael Büchsner is the Chief Executive Officer of Stabilus SE and was appointed to the Management Board in 2019.
- Stefan Bauerreis is the Chief Financial Officer of Stabilus SE and was appointed to the Management Board as of June 1, 2022. Accordingly, he received a pro rata temporis compensation for fiscal year 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 regularly expired 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.

In the past fiscal year, Dr. Stephan Kessel, Dr. Joachim Rauhut, Dr. Ralf-Michael Fuchs, Dr. Dirk Linzmeier and Inka Koljonen received benefits for Supervisory Board activities at Stabilus SE or Stabilus S.A.:

- Dr. Stephan Kessel has been the Chairman of the Supervisory Board since 2018. In addition, he acts as Chairman of the Remuneration and Nomination Committee of the Supervisory Board of Stabilus SE and as member of the Audit Committee (until February 2, 2022 and again since September 2, 2022).
- 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. Ralf-Michael Fuchs has been a member of the Supervisory Board since 2015. In addition, he acts as Deputy Chairman (since September 2, 2022) and as member of the Remuneration and Nomination 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 (since September 2, 2022).
- Inka Koljonen has been a member of the Supervisory Board since February 16, 2022. In addition, she acts as member of the Audit Committee of the Supervisory Board of Stabilus SE. Accordingly, she received a pro rata temporis compensation for fiscal year 2022.

2. Remuneration system of the Management Board

The remuneration system for the Management Board of Stabilus SE plays an important role in successfully promoting and fostering the implementation of the corporate strategy and the short-term as well as long-term development of the company. The remuneration system has been put to an advisory vote of the Annual General Meeting 2022 on February 16, 2022, under Luxembourg law and has been approved with a majority of 93.3%. The remuneration system is based on transparent, performance-related parameters that are geared to the company's success, and the variable compensation is predominantly measured on a multi-year basis. It supports the implementation of our long-term strategy and provides incentives to align the interests of our shareholders and other stakeholders with the interests of the Management Board members. The objective of the remuneration system is to compensate the Management Board members in accordance with their performance and in accordance with regulatory requirements. Furthermore, it takes best practice among German listed corporations into account.

The main objectives of the remuneration system of the Management Board can be summarized as follows:

- ✓ Ambitious incentives for sustainable company performance
- ✓ Assessment of variable compensation exclusively based on forward-looking performance
- ✓ Alignment of interests between shareholders as well as other stakeholders and Management
- ✓ Consideration of current corporate strategy and high focus on economic performance

2.1. Elements of the remuneration system and the total target compensation

The remuneration system consists of fixed as well as variable compensation components, the total of which determines the total compensation of the Management Board members.

The fixed compensation comprises the base salary, fringe benefits and pension contributions. The variable, performance-related compensation comprises two elements: a Short-term incentive (STI) in the form of an annual bonus and a Long-term incentive (LTI) in the form of a forward-looking multi-year variable compensation based on virtual shares of Stabilus SE (Performance Share Plan).

The Supervisory Board sets an individual target amount for the Short-term incentive and an individual target amount for the Performance Share Plan for each fiscal year and for each Management Board member.

Fixed compensation	Base salary	▪ Fixed annual salary which is paid in 12 equal monthly instalments	
	Fringe benefits	▪ E.g. company car, accident insurance, D&O insurance, personnel tax advice, relocation support	
	Pension contribution	▪ Annual contribution to external pension schemes in the amount which equals 30% of the base salary	
Variable compensation	Short-term incentive	Plan type	▪ Target bonus
		Maximum amount	▪ 200% of target amount
		Performance targets	▪ 70%: Adj. Earnings before interests and taxes – EBIT ▪ 30%: Adj. Free Cashflow ▪ Modifier (0.8 – 1.2) for individual performance, team performance and stakeholder goals
		Payout	▪ After the Annual General Meeting following the respective fiscal year in cash
	Long-term incentive	Plan type	▪ Performance Shares (virtual)
		Maximum amount	▪ 250% of target amount
		Performance targets	▪ 70%: Relative Total Shareholder Return - TSR ▪ 30%: Adj. EBIT margin
		Payout	▪ After the 3-year performance period in cash
		Malus	▪ Payout can be adjusted downwards by a malus factor in case of compliance infringements
Share Ownership Guidelines		▪ Obligation to buy and hold shares during appointment ▪ Four year build-up phase, target amount annual gross base salary	

Figure 1: Overview of the remuneration system

2.2. Structure of the target compensation

The fixed compensation (base salary and pension contributions, excluding fringe benefits) accounts for 47% of the total target compensation while the variable compensation accounts for 53% of the total target compensation (Ratio of Long-term incentive to Short-term incentive is 60:40). The target amount of the Long-term incentive exceeds the one of the Short-term incentive due to the focus on the long-term and sustainable success of Stabilus without neglecting the annual operational objectives. Due to the volatility of the expenses of fringe benefits received by Management Board members, the relative proportion of fringe benefits in the total compensation changes yearly and may differ slightly between Management Board members. In fiscal year 2022, the Management Board members received fringe benefits in the amount of 2% to 9% of their respective base salary.

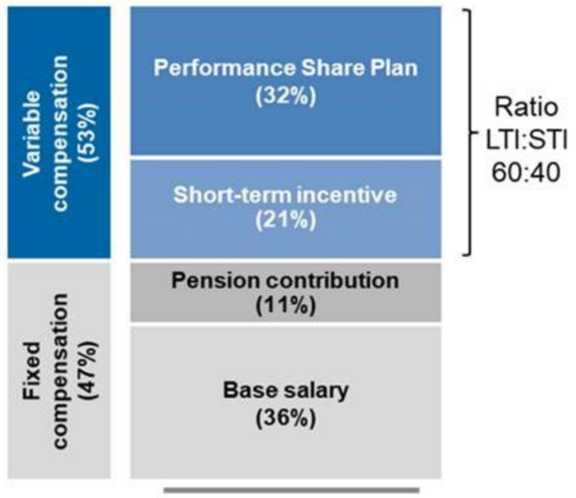

Figure 2: Structure of the target compensation without fringe benefits

2.3. Fixed compensation

2.3.1. 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.

2.3.2. 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. 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.

2.3.3. Pension contribution

Individual Management Board members receive an annual pension contribution. The annual contribution of Stabilus amounts up to 30% of the individual base salary which is due for payment in twelve equal instalments.

2.4. Variable compensation

The remuneration system supports the implementation and realization of the long-term strategy of Sta-bilus. The selection of the financial and non-financial performance targets is based on the alignment with the corporate strategy. The selection of the adjusted earnings before interest and taxes (EBIT) as a performance target in the Short-term incentive ensures the focus on the profitability of the operating business of Stabilus. The selection of adjusted Free Cashflow aligns the remuneration system with another key focus area of the long-term strategy, i.e. the generation of freely available liquidity. The modifier allows the Supervisory Board to include long-term strategy goals such as "Internationalization", "Innovation" and "One Stabilus" into the remuneration scheme and adapt the focus of the modifier each fiscal year while also rewarding the individual performance of each Management Board member.

The selection of the financial performance targets of the Long-term incentive further aligns the remuneration of the Management Board members with the corporate strategy. The relative Total Shareholder Return (TSR) ensures a high degree of alignment of the remuneration with the interests of shareholders while the relative comparison incentivizes to outperform the capital market. The TSR equals the theoretical growth in value of a share held over a period, assuming that (gross) dividends are directly re-invested. The selection of the adjusted EBIT margin aligns the remuneration with the goal of focussing on high margin business. Where necessary, the adjusted EBIT margin is adjusted for portfolio changes (e.g., acquisitions or disposals).

	Performance targets	Connection to corporate strategy
STI	Adjusted EBIT	Reflects the profitability of the operating business of Stabilus
	Adjusted Free Cashflow	Alignment with a focus area of Stabilus' long-term strategy, i.e. the generation of freely avaiable liquidity
	Modifier (0.8 – 1.2) for individual performance, team performance and stakeholder goals	Possibility for the Supervisory Board of including long-term strategy goals like "Internationalization", "Innovation" and "One Stabilus" into the remuneration scheme
LTI	Relative TSR	Higher degree of alignment with interests of shareholders and incentive to outperform the capital market
	Adjusted EBIT margin	Alignment with the goal of focussing on high margin businesses

Figure 3: Connection of performance targets to corporate strategy

2.4.1. Short-term incentive

The Short-term incentive depends on the economic success in the respective fiscal year. The Short-term incentive is calculated via the degrees of target achievement (0% - 200%) determined for the fiscal year for the financial targets adjusted EBIT (70% weighting) and adjusted Free Cashflow (30% weighting) of Stabilus Group, as well as via a modifier (factor 0.8 to 1.2) to assess the individual and team performance of the Management Board members as well as the achievement of predefined stakeholder goals. The final payout is limited to a maximum of 200% ("Cap") of an individual target amount that has been agreed with each Management Board member in the service contract.

Figure 4: Design of the Short-term incentive.

Financial targets of the STI

The financial performance indicators adjusted EBIT and adjusted Free Cashflow are key figures for Stabilus' operational and economic success. EBIT is a commonly used measure of operational performance in the industry that measures profitable growth and is also considering depreciation and amortization. Free Cashflow is an important indicator for measuring cash returns and is a common calculation basis employed for cashflow-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. Where necessary, EBIT and Free Cashflow are adjusted for portfolio changes (e.g., acquisitions or disposals) and consequently focus on organic growth. Adjusted EBIT and adjusted Free Cashflow are used within the STI in order to better reflect the operating performance of the Stabilus Group. For further information regarding adjusted EBIT and adjusted Free Cashflow of Stabilus Group we refer to our Annual Report for fiscal year 2022 that is available on our corporate homepage (Consolidated financial statements of Stabilus SE includes Stabilus and its subsidiaries).

The target achievements for adjusted EBIT and adjusted Free Cashflow are based on a comparison with budget targets. The actual adjusted EBIT and Free Cashflow are compared to the respective target values of the relevant year. The target values for adjusted EBIT and adjusted Free Cashflow will be set at the beginning of each fiscal year by the Supervisory Board and are derived from the budget planning of Stabilus.

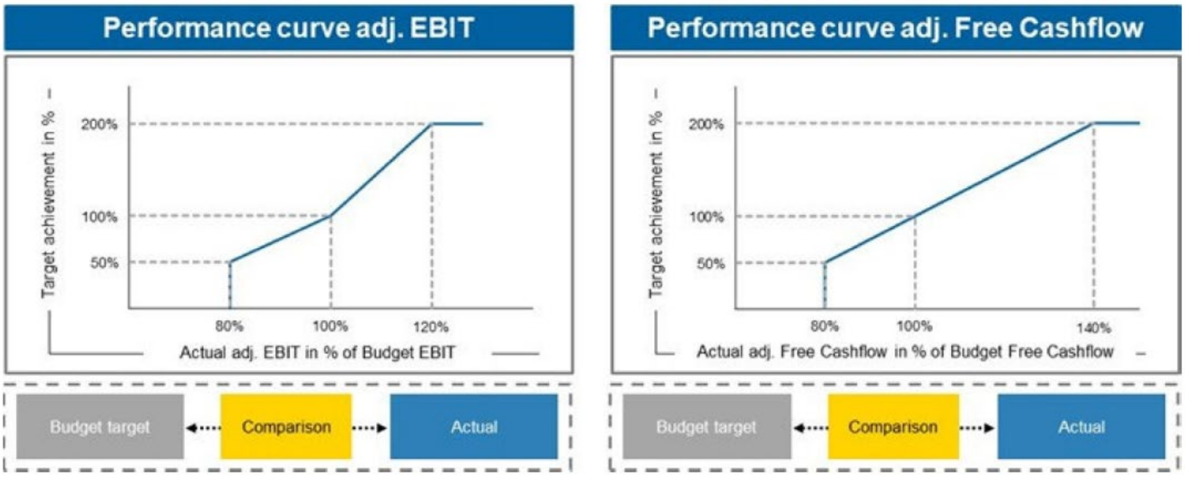

Figure 5: Performance curves for the financial targets of the STI

For fiscal year 2022, the following target corridors apply:

If the actual adjusted EBIT of the respective year equals 80% of the budget, the target achievement is 50%. If the actual adjusted EBIT of the respective year is less than 80% of the budget, the target achievement is 0%. If the actual adjusted EBIT equals 100% of the budget, the target achievement is 100%. In case the actual adjusted EBIT of the respective year amounts to 120% of the budget, this leads to a target achievement of 200%. Further increases in adjusted EBIT do not lead to a higher target achievement (Cap). The target achievements between these points are determined by linear interpolation.

If the actual adjusted Free Cashflow of the respective year equals 80 % of the budget, the target achievement is 50%. If the actual adjusted Free Cashflow of the respective year is less than 80% of the budget, the target achievement is 0%. If the actual adjusted Free Cashflow equals 100% of the budget, the target achievement is 100%. In case the actual adjusted Free Cashflow of the respective year amounts to 140% of the budget, this leads to a target achievement of 200%. Further increases in adjusted Free Cashflow do not lead to a higher target achievement ("Cap"). The target achievements between these points are determined by linear interpolation.

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 remuneration scheme. The resulting modifier for adjusting the Short-term incentive can take a value between 0.8 and 1.2. The modifier thereby functions as a bonus/malus mechanism. However, the modifier cannot lead to a payout of more than 200% of the individual target amount.

2.4.2. Long-term incentive

The Long-term incentive is structured as a multi-year variable compensation based on virtual shares of Stabilus. Tranches are granted annually, each with a forward-looking three-year performance period. Payout occurs in cash following the end of the performance period.

The Long-term incentive combines internal and external performance and depends to a high degree on the share price development of Stabilus. The final number of virtual shares depends on the target achievements of the performance measures relative TSR and adjusted EBIT margin of Stabilus Group, while the absolute share price development defines the value of the virtual shares.

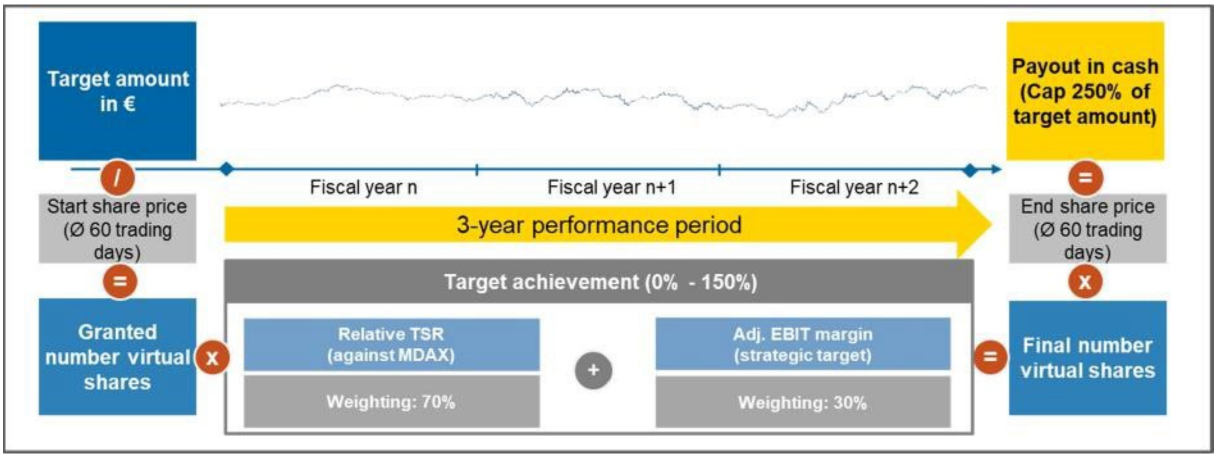

Figure 6: Overview of the LTI

In order to determine the target number of virtual shares granted, the individual target amount for each Management Board member is divided by the Start Share Price, whereas Start Share Price refers to the arithmetic mean of the company's share closing price during the last 60 trading days prior to the respective performance period start date. The final number of virtual shares is determined by multiplying the overall target achievement with the target number of virtual shares granted. The final number of virtual shares is capped at 150% of the target number of virtual shares granted. The payout of the respective tranche of the Performance Share Plan is determined by multiplying the final number of virtual shares with the relevant End Share Price adding any dividends paid during the performance period. The End Share Price refers to the arithmetic mean of the company's share closing price during the last 60 trading days prior to the respective performance period end date. The payout is capped at 250% of the annual target amount.

Performance targets of the LTI

The Supervisory Board has determined the performance indicators relative TSR and adjusted EBIT margin as key figures for Stabilus' long-term success. The relative TSR incorporates the share price development in comparison to a predefined peer group, while adjusted EBIT margin reflects financial stability and operational excellence in the long-term.

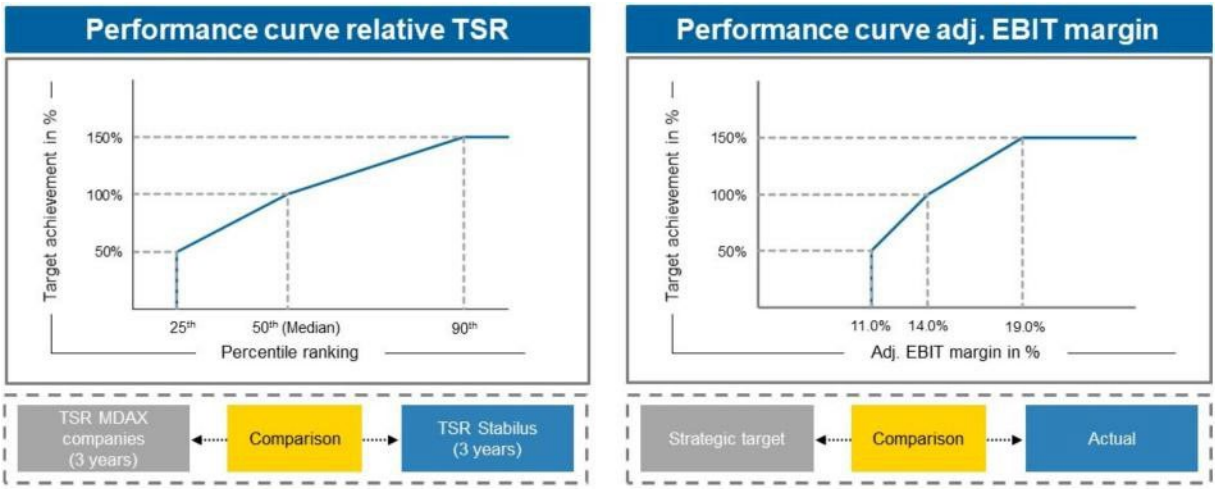

Figure 7: Performance curves for the financial targets of the LTI 2022 - 2024

The target achievement for relative TSR is based on a comparison with the constituents of the MDAX index. The Supervisory Board of Stabilus considers the MDAX as appropriate peer group, as Stabilus is listed in Germany and the MDAX reflects Stabilus' ambitious growth plans. In order to determine the relative TSR, firstly, the absolute TSR values of Stabilus as well as each index constituent of the MDAX over the respective performance period are calculated. The absolute TSR value of each company equals the theoretical growth in value of a share holding over the performance period, assuming that (gross) dividends are directly re-invested. The initial value of a share is calculated by using the arithmetic mean of the closing price of the last 60 trading days prior to the begin of the performance period. The final value of a share is determined analogously as the arithmetic mean of the closing price of the last 60 trading days prior to the end of the performance period. The growth in value is calculated through a comparison between the initial and final value assuming that (gross) dividends are directly re-invested. Secondly, the calculated absolute TSR values of Stabilus and each index constituent are sorted by size and receive a rank (i.e., the highest absolute TSR at rank 1, the second highest absolute TSR at rank 2 and so on). Each rank receives a percentile rank as well. If the company's percentile rank is at the 25th percentile, the target achievement is 50%. If the company's percentile rank is below the 25th percentile, the target achievement is 0%. If the company's percentile rank equals the 50th percentile, the target achievement is 100%. In case the company's TSR is at least at the 90th percentile, this leads to a target achievement of 150%. Higher percentile ranks do not lead to a higher target achievement (Cap). Target achievements between these points are determined by linear interpolation.

The target achievement for adjusted EBIT margin is based on a comparison with the strategic target. To determine the percentage of target achievement, the actual adjusted EBIT margin at the end of the respective performance period is compared with the strategic EBIT margin defined for the respective performance period. The performance curve is set at reasonable discretion of the Supervisory Board within the first three months of each performance period.

The Supervisory Board has set the following performance curve for the performance period for fiscal years 2022 through 2024: if the actual adjusted EBIT margin at the end of the performance period equals 11.0%, the target achievement is 50%. If the actual adjusted EBIT margin at the end of the performance period is less than 11.0%, the target achievement is 0%. If the actual adjusted EBIT margin at the end of the performance period equals 14.0%, the target achievement is 100%. In case the actual adjusted EBIT margin at the end of the performance period amounts to 19.0% or more, this leads to a target achievement of 150%. Further increases of the adjusted EBIT margin do not lead to a higher target achievement (Cap). Target achievements between these points are determined by linear interpolation.

Malus clause

The payout of the Performance Share Plan can be adjusted downwards by a malus factor. Such an adjustment will be made in case of:

a) Substantial violations of the company's applicable compliance rules,

b) Serious breaches of the company's code of conduct,

c) E.g., lack of compliance with fundamental provisions of the company's internal code of conduct, gross negligent and immoral behavior or significant breaches of due diligence.

The size of the adjustment ranges up to full forfeiture of the payout and is at the reasonable discretion of the company's Supervisory Board.

In fiscal year 2022, no cause occurred to apply the malus factor or to reclaim variable compensation.

2.5. 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. Shares already held by a Management Board member also count towards meeting the Share Ownership target. A Management Board member is free to buy shares at any time – under consideration of the Market abuse regulation (MAR) – at his own discretion. Not meeting the requirements of the Share Ownership Guideline will lead to the forfeiture of the LTI.

2.6. Other contractual details

2.6.1. Term of office and service contract

The Management Board members are appointed for a term of up to five years. In accordance with recommendation B.3 GCGC the first-time appointment of Management Board members shall be for a period of not more than three years. The Supervisory Board has the right to remove the Management Board members prior to the expiration of the term for cause in accordance with Section 84 para 4 AktG. In general, the term of the service agreement of the Management Board members coincides with their respective term of office and terminates with the regular expiry of the term of office without notice of termination unless the term of office is extended. The right of the Supervisory Board to terminate the service agreement for cause in the meaning of Section 626 Bürgerliches Gesetzbuch (German Civil Code, BGB) remains unaffected.

2.6.2. Severance Payment

Payments made to the Management Board members on the occasion of a premature termination of their agreements other than for cause, if any, do not exceed the value of two times the annual compensation ("Severance Payment Cap") and compensate no more than the remaining term of the respective agreement. For this purpose, the value of the annual compensation is the sum of the fixed base salary, the annual short-term variable compensation and the annual long-term variable compensation both assessed at their target amounts (100% target achievement). In case of a termination of the service agreement for cause, no severance payment is due.

2.6.3. Change of Control

In case of a takeover of more than 50% of the voting rights in the company, each Management Board member has the right to terminate his agreement within six months after the effectiveness of the takeover. If a Management Board member terminates his agreement, any payments made to him, if any, do not exceed one and half time the Severance Payment Cap.

2.6.4. Post-contractual non-compete obligation

For a period of one year following the effective date of termination of the agreement of a Management Board member, the Management Board member shall neither directly nor indirectly work for a competitor of Stabilus. During the term of a post-contractual non-compete obligation, the Management Board member receives a compensation amounting to 50% of his last base salary.

3. Remuneration system of the Supervisory Board members

The remuneration system for the Supervisory Board members was determined by the Annual General Meeting in 2022 and approved with 93.3%.

In accordance with their monitoring function and to guarantee the independence of each member, the Supervisory Board members receive an annual fixed compensation without variable elements. When determining the compensation of the Supervisory Board, the requirements specific to certain roles, burdens in terms of time, and responsibilities of the Supervisory Board members are taken into account. Therefore, Supervisory Board members receive additional fees for their chairmanship or membership in committees.

Ordinary Supervisory Board members receive an annual fixed compensation in the amount of €75 thousand. The Chairman of the Supervisory Board receives two times the compensation of ordinary members and thus an annual fixed compensation of €150 thousand. The Deputy Chairman receives 1.5 times the compensation of ordinary members and thus €112.5 thousand.

Furthermore, Supervisory Board members receive an additional compensation for their work in the Audit committee and Remuneration & Nomination committee in the respective amount of €25 thousand. The Chairman of a committee receives two times the additional compensation of ordinary committee members and thus €50 thousand.

Additionally, Stabilus reimburses the Supervisory Board members for their expenses related to the Supervisory Board mandate. Stabilus provides D&O insurance coverage for the Supervisory Board members with a deductible of 10%. The maximum of the deductible is 1.5 times of the annual compensation of the respective Supervisory Board member.

4. Compensation in fiscal year 2022

The Supervisory Board reviews the remuneration system and the individual compensation components for the members of the Management Board regularly. It determines the appropriateness of the compensation of the Management Board in horizontal and vertical respects.

In doing so, it has examined the horizontal appropriateness of the compensation by comparing Stabilus with companies of similar size. Since Stabilus was listed in the SDAX at that time, companies of the SDAX were suitable for comparisons of compensation. In addition, the Supervisory Board drew up a vertical comparison of the compensation of the Management Board members with that of senior management and other employees and included it in its review of appropriateness.

4.1. Variable compensation in fiscal year 2022

4.1.1. Short-term incentive in fiscal year 2022

In accordance with the remuneration system, target values for adjusted EBIT and adjusted Free Cash-flow were set at the beginning of the fiscal year by the Supervisory Board and were derived from the budget planning. In fiscal year 2022, the total target achievement for the financial performance was 134.50%.

The following table provides details on deriving the target achievement of the financial targets adjusted EBIT and adjusted Free Cashflow:

Target achievement for financial targets

Financial target	Weighting	Lower threshold	Target (Budget)	Upper threshold	Actual value	Target achievement
Adj. EBIT	70%	€115.1 millions	€143.9 millions	€172.7 milliions	€156.2 millions	142.74%
Adj. Free Cashflow	30%	€61.6 millions	€77.0 millions	€107.8 millions	€81.7 millions	115.26%
			Weighted target achievement financial targets			***134.50%***

The specific targets for the Modifier were agreed on by the Supervisory Board and the Management Board members at the beginning of the fiscal year. As a result of the team success during fiscal year 2022, the Modifier was set at 1.2 for each Management Board member – with the exception of Stefan Bauerreis – by the Supervisory Board. Against the background of his appointment to the Management Board during the fiscal year, the modifier was set at 1.0 for Mr. Bauerreis.

The following table presents the individual total target achievements and payouts for each Management Board member as a result of the financial performance and the Modifier:

Overview STI 2022

Name of Management Board member, position	Target amount in € thousand	Target achievement adj. EBIT	Target achievement adj. Free Cashflow	Weighted financial target achievement (max. 200%)	Modifier	Total target achievement (max. 200%)	Payout amount in € thousand
Dr. Michael Büchsner, Chief Executive Officer	302	142.74%	115.26%	134.50%	1.2	161.40%	488
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	70				1.0	134.50%	94
Mark Wilhelms, Chief Financial Officer	227				1.2	161.40%	366
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	62				1.2	161.40%	101
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	75				1.2	161.40%	120

4.1.2. Long-term incentive in fiscal year 2022

On October 1, 2021, the Supervisory Board has granted PSP 2022, the fourth tranche of the Performance Share Plan (performance period for fiscal years 2022 through 2024) and allocated virtual shares to the members of the Management Board. In accordance with the remuneration system, the development of the value of this tranche depends on the performance criteria relative TSR and adjusted EBIT margin as well as the share price development of the shares of Stabilus SE.

In order to facilitate the transition to the forward-looking Performance Share Plan, the Management Board members receive advance payments for the respective first two tranches. The advance payments do not constitute an additional compensation and will therefore be offset against the actual payouts of the Performance Share Plan which will be calculated after the end of the respective three-year performance period.

In fiscal year 2022, Mr. Büchsner as well as the former Management Board members Mr. Schröder and Mr. Sievers received an advance payment for PSP 2021 (performance period for fiscal years 2021 through 2023).

Advance payments PSP 2021

Name of Management Board member, position	Advance payments in € thousand	Date of the advance payment	Date of the offset of the advance payment
Dr. Michael Büchsner, Chief Executive Officer	240	After the Annual General Meeting 2022	After the Annual General Meeting 2024
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	24		
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	31		

By the end of fiscal year 2022, the performance period of PSP 2020, the second tranche of the Performance Share Plan (performance period 2020 through 2022) ended. The target achievement for the relative TSR was 135.00%, while the target achievement for adjusted EBIT margin was 83.33%. Therefore, the total target achievement was 119.50%.

The following table provides details on the target achievement of the financial targets relative TSR and adjusted EBIT margin:

PSP 2020

Financial target	Weighting	Lower threshold	Target	Upper threshold	Actual value	Target achievement
Relative TSR	70%	25th percentile	50th percentile	90th percentile	78th percentile	135.00%
Adjusted EBIT margin	30%	12%	15%	20%	14.0%	83.33%
Weighted target achievement financial targets						*119.50%*

The total target achievement (119.50%) as well as the development of the value of the virtual performance shares over the performance period (+31% including dividends paid out) led to a payout factor of 157%.

The following table provides an overview of the virtual performance shares awarded to the Management Board members:

Performance Share Plan (PSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Performance Share Plan			Opening balance (01/10/2021)
		Award date	Vesting date	Performance period	Shares awarded before the beginning of the year
Dr. Michael Büchsner, Chief Executive Officer	PSP 2020	01/10/2019	30/09/2022	01/10/2019 - 30/09/2022	10,342
	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	9,441
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	-
Mark Wilhelms, Chief Financial Officer	PSP 2020	01/10/2019	30/09/2022	01/10/2019 - 30/09/2022	7,757
	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	7,080
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	-
Markus Schädlich (until June 30, 2020)	PSP 2020	01/10/2019	30/09/2022	01/10/2019 - 30/09/2022	1,616
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2020	01/10/2019	30/09/2022	01/10/2019 - 30/09/2022	1,034
	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	944
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2020	01/10/2019	30/09/2022	01/10/2019 - 30/09/2022	1,336
	PSP 2021	01/10/2020	30/09/2023	01/10/2020 - 30/09/2023	1,219
	PSP 2022	01/10/2021	30/09/2024	01/10/2021 - 30/09/2024	-

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 (30/09/2022)		
		Shares awarded		Shares vested**	Shares forfeited***	Shares awarded and still unvested	Shares vested at year end	
		Number of shares	Target amount in € thousand*				Number of shares	Payout amount in € thousand****
Dr. Michael Büchsner, Chief Executive Officer	PSP 2020	-	-	12,359	-	0	12,359	677
	PSP 2021	-	-	-	-	9,441	-	-
	PSP 2022	6,968	454	-	-	6,968	-	-
Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)	PSP 2022	1,608	105	-	-	1,608	-	-
Mark Wilhelms, Chief Financial Officer	PSP 2020	-	-	9,270	-	0	9,270	507
	PSP 2021	-	-	-	-	7,080	-	-
	PSP 2022	5,226	340	-	-	5,226	-	-
Markus Schädlich (until June 30, 2020)	PSP 2020	-	-	1,931	-	0	1,931	106
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	PSP 2020	-	-	1,236	-	0	1,236	68
	PSP 2021	-	-	-	-	944	-	-
	PSP 2022	684	44	-	-	684	-	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	PSP 2020	-	-	1,597	-	0	1,597	87
	PSP 2021	-	-	-	406	813	-	-
	PSP 2022	883	57	-	589	294	-	-
Total:		15,369	1,000	26,393	995	33,058	26,393	1,445

* Individual target amount according to the individual service agreement resp. Board Member Agreement. Shares forfeited during the fiscal year are not deducted from target amount presented.

** Shares vested is higher than the initially awarded number of shares due to total target achievement of 119.50% in PSP tranche 2020.

*** For Andreas Sievers 1/3 of virtual shares of PSP tranche 2021 and 2/3 of virtual shares of PSP tranche 2022 forfeit due to the end of the Board Member Agreements.

**** The actual payout will be made after the Annual General Meeting 2023 and is deducted by the advance payment made for PSP tranche 2020.

Before the new Performance Share Plan was implemented as part of the remuneration system, effective from October 1, 2018, the variable compensation for the members of the Management Board included a Matching Stock Program. The Matching Stock Program (the “MSP”) provides for four annual tranches granted each year during the financial year ending September 30, 2014, until September 30, 2017. The program “MSP A” was extended by one year to September 30, 2018. Participation in the Matching Stock Program requires Management Board members to invest in shares of the company. The investment has generally to be held for the lock-up period.

As part of the Matching Stock Program A (the “MSP A”) for each share the Management Board invests in the company in the specific year (subject to a general cap), the Management Board members receive a certain number of fictitious options for each tranche of the Matching Stock Program. The amount of stock options received depends upon a factor to be set by the Supervisory Board (Remuneration Committee) annually in a range between 1.0 and 1.7 times for a certain tranche. Thus, if a Management Board member were to buy 1,000 shares under the MSP A in the company, he would receive 1,000 to 1,700 fictitious options for a certain tranche. The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period.

As part of Matching Stock Program B (the “MSP B”) for each share the Management Board holds in the company in the specific year (subject to a general cap), the Management Board members receive a certain number of additional fictitious options for each tranche of the Matching Stock Program. The amount of stock options received depends upon a factor to be set by the Supervisory Board (Remuneration Committee) annually which will be in a range between 0.0 and 0.3 times for a certain tranche. Thus, if a Management Board member were to be holding 1,000 shares under the MSP B in the company, he would receive 0 to 300 fictitious options for a certain tranche.

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. Reinvestment of IPO proceeds from previous equity programs is not taken into account for MSP A.

The last tranche of the Matching Stock Program (MSP 2018) was granted on October 1, 2018, as the MSP has a backward-looking grant logic, to Mr. Wilhelms. In total, the following options under the Matching Stock Program were awarded to the members of the Management Board:

Matching Stock Program (MSP)

Name of Management Board member, position	Specification of plan	The main conditions of the (virtual) Matching Stock Program					Opening balance (01/10/2021)	
		Award date	Vesting date	Performance period	Exercise period	Exercise price of the option	Share options awarded and unvested before the beginning of the year	Share options awarded and vested before the beginning of the year
*Dietmar Siemssen, Chief Executive Officer (until July 31, 2018)	MSP 2016	01/10/2016	30/09/2020	01/10/2016 - 30/09/2020	01/10/2020 - 30/09/2022	48.64 €	-	3,209
	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2023	74.74 €	-	5,134
Mark Wilhelms, Chief Financial Officer	MSP 2018	01/10/2018	30/09/2022	01/10/2018 - 30/09/2022	01/10/2022 - 30/09/2026**	74.22 €	10,423	-
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2025**	74.74 €	-	340
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	MSP 2017	01/10/2017	30/09/2021	01/10/2017 - 30/09/2021	01/10/2021 - 30/09/2025**	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 (30/09/2021)				
		Share options awarded		Share options vested	Share options forfeited	Share options awarded and still unvested	Share options vested but not exercised	Share options exercised		
		Number of options	Target amount in € thousand					Number of options	Payout value in € thousand	Exercise date
*Dietmar Siemssen, Chief Executive Officer (until July 31, 2018)	MSP 2016	-	-	-	3,209	-	-	-	-	-
	MSP 2017	-	-	-	-	-	5,134			
Mark Wilhelms, Chief Financial Officer	MSP 2018	-	-	10,423	-	-	10,423	-	-	-
Andreas Schröder, Director Group Financial Reporting (until August 31, 2022)	MSP 2017	-	-	-	-	-	340	-	-	-
Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	MSP 2017	-	-	-	-	-	1,000	-	-	-
Total:		0	0	10,423	3,209	0	16,897	0	0	-

* **Dietmar Siemssen received a reduced amount of share options from the Matching Stock Program 2016 and 2017 according to his severance agreement (forfeiture of 50% respective 75% of share options).**

** **Due to the unpredictable and extraordinary impact of COVID 19 on the share price development of Stabilus, which was beyond the management's influence, the Supervisory Board decided to extend the two-year exercise period for the tranches 2016 to 2018 by two years for active Management Board members.**

4.2. Target compensation of Management Board members in fiscal year 2022

The following table presents the target compensation of the Management Board members active in fiscal year 2022. The target compensation consists of the compensation granted for the fiscal year which is paid out in case of 100% target achievement.

Target compensation of the Management Board

	Dr. Michael Büchsner, Chief Executive Officer			Mark Wilhelms, Chief Financial Officer			Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)*		
	2022		2021	2022		2021	2022		2021
	in €k	in %	in €k	in €k	in %	in €k	in €k	in %	in €k
Base salary	504	35%	480	378	35%	360	116	35%	-
Fringe benefits	11	1%	27	12	1%	13	6	2%	-
Pension contribution	151	11%	144	113	11%	108	35	11%	-
One-year variable compensation	302	21%	288	227	21%	216	70	21%	-
Short-term incentive 2021	-		288	-		216	-		-
Short-term incentive 2022	302		-	227		-	70		-
Multi-year variable compensation	454	32%	432	340	32%	324	105	32%	-
PSP 2021 (2021-2023)	-		432	-		324	-		-
PSP 2022 (2022-2024)	454		-	340		-	105		-
Total compensation	1,422	100%	1,344	1,070	100%	1,008	332	100%	-

	Andreas Schröder, Group Financial Reporting Director (until August 31, 2022)**			Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)**		
	2022		2021	2022		2021
	in €k	in %	in €k	in €k	in %	in €k
Base salary	136	54%	144	176	54%	186
Fringe benefits	8	3%	8	16	5%	18
Pension contribution	0	0%	2	0	0%	0
One-year variable compensation	62	25%	58	75	23%	74
Short-term incentive 2021	-		58	-		74
Short-term incentive 2022	62		-	75		-
Multi-year variable compensation	44	18%	43	57	18%	56
PSP 2021 (2021-2023)	-		43	-		56
PSP 2022 (2022-2024)	44		-	57		-
Total compensation	250	100%	247	324	100%	316

* Pro rata temporis target compensation due to his appointment to the Management Board during the fiscal year 2022.
** The compensation disclosed only refers to a pro rata temporis base salary, fringe benefits and pension contribution until August 31, 2022.

4.3. Compensation awarded and due to Management Board members in fiscal year 2022

The following tables present the compensation components awarded and due to Management Board members active in fiscal year 2022 pursuant to Section 162 AktG, as well as the relative share of each component. The term "compensation awarded and due" refers to the compensation received by the Management Board members for which the underlying activity was performed in full at the close of fiscal year 2022. In addition, for transparency reasons, the compensation awarded and due for the previous year, i.e., the fiscal year 2021, is also presented for Management Board members who were active in fiscal year 2022. Therefore, the Short-term incentive 2022 is disclosed for fiscal year 2022 even though the actual payout will occur in fiscal year 2023. The same applies to the Performance Share Plan, whose second tranche, which ended at end of fiscal year 2022, is disclosed for the fiscal year 2022 even though the actual payout will occur in fiscal year 2023.

Consequently, compensation awarded and due pursuant to Section 162 AktG in fiscal year 2022 consists of:

- Paid out base salary in fiscal year 2022,
- Expenses for fringe benefits in fiscal year 2022,

- Paid out pension contribution in fiscal year 2022
- the payout amount of the Short-term incentive 2022, which will be paid out in fiscal year 2023,
- the payout amount of the second tranche of the Long-term incentive (PSP 2020), whose performance period was from 2020 through 2022 and which will be paid out in fiscal year 2023,
- the payout amount for the stock options of the Matching Stock Program exercised during fiscal year 2022.

Compensation awarded and due pursuant to Section 162 AktG

	Dr. Michael Büchsner, Chief Executive Officer			Mark Wilhelms, Chief Financial Officer			Stefan Bauerreis, Chief Financial Officer (since June 1, 2022)		
	2022		2021	2022		2021	2022		2021
	in €k	in %	in €k	in €k	in %	in €k	in €k	in %	in €k
Base salary	504	28%	480	378	27%	360	116	46%	-
Fringe benefits	11	1%	27	12	1%	13	6	2%	-
Pension contribution	151	8%	144	113	8%	108	35	14%	-
One-year variable compensation	488	27%	576	366	27%	432	94	37%	-
Short-term incentive 2021	*-*		*576*	*-*		*432*	*-*		-
Short-term incentive 2022	*488*		-	*366*		-	*94*		-
Multi-year variable compensation	677	37%	0	507	37%	435	0	0%	-
PSP 2019 (2019-2021)	*-*		-	*-*		*198*	*-*		-
PSP 2020 (2020-2022)	*677*		-	*507*		-	*-*		-
Matching Stock Program	*-*		-	*0*		*237*	*-*		-
Compensation awarded and due pursuant to Section 162 AktG	**1,831**	**100%**	**1,227**	**1,377**	**100%**	**1,348**	**251**	**100%**	**-**

	Andreas Schröder, Group Financial Reporting Director (until August 31, 2022)			Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)		
	2022		2021	2022		2021
	in €k	in %	in €k	in €k	in %	in €k
Base salary	136	44%	144	176	44%	186
Fringe benefits	8	3%	8	16	4%	18
Pension contribution	0	0%	2	0	0%	0
One-year variable compensation	101	32%	115	120	30%	149
Short-term incentive 2021	*-*		*115*	*-*		*149*
Short-term incentive 2022	*101*		-	*120*		-
Multi-year variable compensation	68	22%	8	87	22%	48
PSP 2019 (2019-2021)	*-*		-	*-*		-
PSP 2020 (2020-2022)	*68*		-	*87*		-
Matching Stock Program	*0*		*8*	*0*		*48*
Compensation awarded and due pursuant to Section 162 AktG	**312**	**100%**	**277**	**399**	**100%**	**401**

Pursuant to Section 162 para 1 Sentence 2 No. 7 AktG, the remuneration report must contain an explanation of how the maximum compensation specified in the remuneration system was complied with. As Stabilus' remuneration system was established before the relocation of the Company to Germany and such obligation does not exist in Luxembourg, the remuneration system does not contain a maximum compensation pursuant to Section 87a para 1 Sentence 2 No. 1 AktG. The maximum compensation incorporates all compensation components granted for one fiscal year, irrespective of the payout date. In the context of the next vote on the compensation system at the Annual General Meeting in February 2023, the Supervisory Board will implement an appropriate maximum compensation for the Management Board members. However, within the current remuneration system, all variable compensation components already contain a cap which limits the possible payouts and thus ensures the appropriateness of the Management Board compensation (200% of target amount for STI and 250% of target amount for LTI).

4.4. Compensation awarded and due to former Management Board members in fiscal year 2022

The following table presents the compensation awarded and due to former Management Board member in fiscal year 2022 pursuant to Section 162 AktG:

Compensation awarded and due pursuant to Section 162 AktG

	Markus Schädlich, Head of Asia / Pacific and Rest of the World region (until June 30, 2020)		Andreas Sievers, Director Group Accounting and Strategic Finance Projects (until August 31, 2022)	
	2022		2022	
	in €k	in %	in €k	in %
Multi-year variable compensation*	106	100%	-	0%
Other compensation**	-	0%	260	100%
Compensation awarded and due pursuant to Section 162 AktG	**106**	**100%**	**260**	**100%**

* Mr. Markus Schädlich participated in the PSP 2020. As the end of fiscal year 2022 marked the end of the performance period of PSP 2020, his compensation awarded and due in fiscal year 2022 amounts to €106 thousand.

** In the context of the premature termination of his Board Member Agreement, Mr. Andreas Sievers received a one-time payment in the amount of €212 thousand to compensate for the contractual agreed compensation commitments until the original end of his Board Member Agreement (i.e. May 4, 2023). The payment was carried out in August 2022. In addition, he will receive a one-time payment in the amount of €48 thousand for the non-compete obligation for six months, which will be carried out in February 2023.

In fiscal year 2022, none of the Supervisory Board members received services from third party with respect to their work as members of the Supervisory Board of Stabilus SE.

4.5. Compensation awarded and due to Supervisory Board members in fiscal year 2022

Compensation awarded and due to Supervisory Board members in fiscal year 2022 is as follows:

Compensation awarded and due pursuant to Section 162 AktG

	Annual fixed compensation			Committee compensation			Attendance fees*			Total compensation	
	2022		2021	2022		2021	2022		2021	2022	2021
	in €k	in %	in €k	in €k	in %	in €k	in €k	in %	in €k	in €k	in €k
Dr. Stephan Kessel	150	71%	100	61	29%	35	-	-	51	211	186
Dr. Joachim Rauhut	75	60%	50	50	40%	30	-	-	39	125	119
Dr. Ralf-Michael Fuchs	78	76%	50	25	24%	10	-	-	44	103	104
Dr. Dirk Linzmeier	75	97%	50	2	3%	-	-	-	18	77	68
Inka Koljonen (since February 16, 2022)	47	75%	-	16	25%	-	-	-	-	62	-

* Before fiscal year 2022, the remuneration system of the Supervisory Board included attendance fees. As part of the revised remuneration system which was approved by the Annual General Meeting 2022, attendance fees are no longer granted.

In fiscal year 2022, none of the Supervisory Board members received services from third party with respect to their work 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 members 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	2022 vs. 2021	2021 vs. 2020	2020 vs. 2019	2019 vs. 2018
Management Board's compensation				
Dr. Michael Büchsner (since October 1, 2019), Chief Executive Officer	49%	30%	-	-
Stefan Bauerreis (since June 1, 2022), Chief Financial Officer	-	-	-	-
Mark Wilhelms, Chief Financial Officer	2%	91%	-14%	-11%
Andreas Schröder (until August 31, 2022), Group Financial Reporting Director	13%	67%	-5%	4%
Andreas Sievers (until August 31, 2022), Director Group Accounting and Strategic Finance Projects	65%	100%	-22%	10%
Markus Schädlich (until June 30, 2020), Head of Asia / Pacific and Rest of the World region	-66%	-18%	-25%	162%
Supervisory Board's compensation				
Dr. Stephan Kessel*, Chairman of the Supervisory Board	14%	28%	418%	-78%
Dr. Joachim Rauhut, Member of the Supervisory Board	5%	11%	3%	-5%
Dr. Ralf-Michael Fuchs, Member of the Supervisory Board	-1%	23%	-10%	-2%
Dr. Dirk Linzmeier, Member of the Supervisory Board	13%	-3%	3%	48%
Inka Koljonen (since February 16, 2022), Member of the Supervisory Board	-	-	-	-
Company performance				
Adjusted EBIT of Stabilus Group in € million**	16%	40%	-32%	-4%
Adjusted Free Cashflow of Stabilus Group in € million**	-8%	42%	-31%	-10%
Net income of Stabilus SE pursuant to HGB in € million**	336142%	-104%	75%	-165%
Average compensation on a full-time equivalent basis of employees				
Average compensation of employees of Stabilus Group	8%	4%	-1%	2%

* Dr. Stephan Kessel acted as interim CEO of Stabilus Group from August 1, 2018 to July 31, 2019. His office as Chairman of the Supervisory Board and the corresponding Supervisory Board compensation was temporarily suspended during that period. The annual changes only refer to his compensation awarded and due as a Supervisory Board member.

** As reported in the annual report 2022.

Koblenz, December 8, 2022

Stabilus SE

Supervisory Board and Management Board

Independent Auditor's Report

To Stabilus SE, Frankfurt am Main

REPORT ON THE AUDIT OF THE REMUNERATION REPORT

We have audited the attached remuneration report of Stabilus SE, Frankfurt am Main, for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of Stabilus SE are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report 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 accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

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

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to Stabilus°SE, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Frankfurt am Main, December 8, 2022

KPMG AG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Rohrbach	Schwartz
Wirtschaftsprüfer [German Public Auditor]	Wirtschaftsprüfer [German Public Auditor]

Annex of Agenda Item 10: Report of the Management Board pursuant to Section 71 (1) no. 8 in conjunction with Section 186 (4) sentence 2 AktG

The authorization conferred to the Company under Luxembourg law to acquire and use own shares is to be cancelled and replaced by a new authorization under the pertinent provisions of German stock corporation law.

Accordingly, Agenda Item 10 contains the administration’s proposal that the Company be authorized for a period ending 14 February 2028 to acquire own shares at a rate of up to 10% of its registered share capital as of the date of the resolution, and to do so itself or through such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE as well as any third party acting on their account or on the account of the company. If the registered share capital on the date on which such power is exercised is lower, the lower value applies. Taken together, the shares so acquired and such own shares as the Company may already hold must not exceed 10% of the registered share capital at any time. The authorization must not be used to trade in own shares.

At the option of the Management Board, purchases are made on the stock exchange or by means of a public tender offer or a public solicitation of bids. When transacted on the stock exchange, a purchase may be made as part of a structured buyback program – e.g., one entrusted to a credit institution. If shares are purchased on the stock exchange, the equivalent value paid per share (excluding transaction costs) must not deviate from the price determined on the trading day by means of the opening auction in Xetra trading (or a comparable successor system in use at the Frankfurt Stock Exchange) by more than 10%.

Section 71 (1) no. 8 AktG provides for the option to allow forms of acquisition and divestment other than acquisition and divestment via the stock exchange. For instance, the Company is to be permitted to acquire own shares by means of a public tender offer or a public solicitation of bids. In this context, consideration must be given to the equal-treatment principle under stock corporation law (Section 53a AktG). With this option, shareholders decide how many shares they wish to tender at what price and within what price range. Here, the purchase price offered or the limits of the purchase-price range per share (excluding transaction costs) must not deviate from the average closing prices of Stabilus SE stock in Xetra trading (or a comparable successor system in use at the Frankfurt Stock Exchange) of the last three trading days preceding the publication date of the public tender offer or public solicitation of bids by more than 10%. Should significant price deviations occur following publication, the offer may be adjusted. If the number of shares tendered or offered for purchase exceeds the total intended acquisition volume, the purchase may be transacted on the basis of shares tendered or offered per shareholder (tender quota) rather than on the basis of participation quotas. This is done in the interest of simplifying the allotment process. It is permissible to arrange for the preferred acceptance of up to 100 units of shares tendered per shareholder as well as to round up or down on the basis of commercial principles in order to avoid fractional shares. In such cases, any further right to tender on the part of shareholders is excluded. This serves the purpose of avoiding fractional amounts when determining the quotas or number of shares to be acquired, along with small balances, which makes the share buyback easier to transact in technical terms. The Management Board deems an exclusion inherent therein of any further shareholder right to tender to be materially justified as well as reasonable vis-à-vis shareholders.

Own shares acquired may be used for all purposes permitted by law, including but not limited to the following purposes:

Own shares acquired may also be divested by means other than the stock exchange or a tender offer to all shareholders – against payment in cash and to the exclusion of the subscription right – so long as the shares are sold against payment in cash at a price that does not fall significantly short of the market price of the Company's stock at the time of sale. This authorization makes use of the option to facilitate the exclusion of the subscription right permitted by Section 71 (1) no. 8 AktG, with Section 186 (3) sentence 4 AktG applying *mutatis mutandis*. To such extent, the authorization specifically allows shares to be placed faster and at a lower cost than would be the case if they were sold with shareholders' subscription right intact. The need to protect shareholders against dilution is met by the stipulation that shares may only be sold at a price that does not significantly fall short of the relevant market price. The final determination of the price at which own shares are sold is made just ahead of the sale. The Management Board will keep a possible markdown of the market price as low as possible. Under no circumstances may the markdown exceed 5% of the market price at the time the power is exercised. Interested shareholders may receive their participation quota at essentially identical conditions by making additional purchases on the market. The authorization is further limited to a total of no more than 10% of the registered share capital as of the date of the resolution or the date on which such power is exercised, whichever amount is lower. Such cap is to be adjusted by any share that is issued or sold during the term of the authorization in direct or analogous application of Section 186 (3) sentence 4 AktG. The cap is to be further adjusted by such shares as may have to be issued to service bonds (including profit-participation rights) providing for option and/or conversion rights or obligations so long as the bonds or profit-participation rights are issued during the term of the authorization in analogous application of Section 186 (3) sentence 4 AktG to the exclusion of the subscription right. Such cap as well as the fact that the issue price must be based on the market price ensures that shareholders' financial and voting interests are adequately safeguarded. The cap also serves the Company's own interest as it affords it greater flexibility. For instance, it makes it possible for it to sell own shares to institutional investors or tap into new investor groups.

It is intended that own shares may be sold to the exclusion of the subscription right of shareholders against contributions in kind as well. This allows the Management Board to keep own shares of the Company on hand to be able to use them when appropriate – especially in conjunction with corporate mergers or for the purpose of the acquisition of enterprises, parts of enterprises, stakes in enterprises or other assets or claims. The option to offer own shares as consideration creates a competitive advantage in accessing interesting objects of acquisition, along with the leeway needed to seize opportunities – e.g., to acquire enterprises, stakes in enterprises or other assets. This may be sensible from the viewpoint of an optimized financing structure as well. When setting valuation ratios, the Management Board will ensure that the interests of shareholder are safeguarded to an adequate degree and take into account the market price of Stabilus stock.

It may further be expedient (and it is intended to be possible under the proposed authorization) that own shares be used instead of a capital increase and to the exclusion of the subscription right to satisfy obligations under any bonds (including profit-participation rights) providing for option and/or conversion rights or obligations issued by the Company or such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE, be it wholly or in part; by contrast to the use of contingent capital, no new shares would have to be created in such a case. When deciding whether to supply own shares or using contingent capital, the Management Board will carefully weigh the interests of both the Company and its shareholders. The authorization also creates an opportunity to partially exclude the subscription right of shareholders when selling own shares by way of a public tender offer to all shareholders for the benefit of the holders or creditors of any bonds (including profit-participation rights) providing for option and/or conversion rights or obligations issued by the Company or such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE with a view to being able to grant the holders or creditors of such bonds a subscription right for shares as protection against dilution to the extent to which they would be entitled thereto by virtue of exercising the option or conversion right, or satisfying the option or conversion obligation, instead of a marked-down option or conversion price.

In the event that own shares are sold by way of a tender offer to all shareholders, the Management Board may exclude the subscription right of shareholders for fractions as well. Excluding the subscription right for fractions is needed in order to be able to depict a technically doable subscription ratio. Own shares that are excluded from the subscription right of shareholders as fractional shares are liquidated for the Company’s maximum benefit either by being sold on the stock exchange or otherwise. Given such restriction to fractions, the potential dilutive effect is insignificant.

Ultimately, acquired own shares are supposed to be available for being offered for purchase by, promised or transferred to persons employed by the Company or one of its group divisions, along with members of the management of group divisions. This may represent an economically sensible alternative to a capital increase since the expenditures associated with a capital increase and the listing of new shares of stock as well as the dilutive effect otherwise encountered are avoided. Issuing shares to employees thus serves the interests of both the Company and its shareholders since doing so promotes employee identification with the Enterprise and encourages staff to accept joint responsibility; this represents an important tool to motivate employees and secure their loyalty. In order to be able to offer employees own shares for purchase, the subscription right of shareholders must be excluded for such shares. When setting the purchase price payable by employees, such favorable terms as may commonly be granted in connection with employee shares can be extended. Aside from the employees of the Company and its group divisions, the group of beneficiaries is to include members of the management of group divisions. These executives have a critical impact on the group's development, which is why it is important that they be given a powerful incentive to drive the Company's long-term value while their identification with and commitment to the Enterprise is strengthened. The power to offer own shares for purchase by, promise or transfer them to persons employed by the Company or one of its group divisions, along with members of the management of group divisions, is to be limited to a total of 1% of the registered share capital as of the date of the resolution on such authorization or the date on which it is exercised, whichever amount is lower.

Moreover, the Company is to be allowed to redeem acquired own shares without the need for another resolution by the general meeting. This results in a reduction of the registered share capital as a rule. In deviation from the foregoing, however, the Management Board is also authorized to complete the redemption in accordance with Section 237 (3) no. 3 AktG, with the registered share capital remaining unchanged. In such a case, the redemption has the effect of raising the proportion of the remaining shares to the registered share capital pursuant to Section 8 (3) AktG.

The aforementioned options for use are further available with respect to shares that were acquired by such companies as may be dependent on or directly or indirectly majority-owned by Stabilus SE as well as any third party acting on their account or on the account of the Company, or pursuant to Section 71d sentence 5 AktG.

The Management Board will report on its use of the authorization on the occasion of the next general meeting.

Annex of Agenda Item 11: Report of the Management Board pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG

The Management Board and the Supervisory Board propose under Agenda Item 11 that new authorized capital be created for capital increases against a contribution in cash in the amount of EUR 4,940,000.00; this amount corresponds with 20% of the Company's current registered share capital. The proposed authorization includes the option to exclude the subscription right insofar as doing so is necessary to offset fractions. The power to exclude the subscription right for fractions serves the purpose of achieving practical subscription ratios when issuing new shares of stock while preserving shareholders' statutory subscription rights. A capital increase – especially by or to a round figure – might not be possible at a practical subscription ratio if the subscription right is not excluded for any fraction. New shares that are excluded from the subscription right of shareholders as fractional shares are liquidated for the Company's maximum benefit either by being sold on the stock exchange or otherwise. Given such restriction to fractions, the potential dilutive effect is insignificant.

Additional information on terms of participation in and holding general meeting

The Company's Management Board has decided with the Supervisory Board's approval to hold the general meeting virtually pursuant to Section 118 AktG in conjunction with Section 26n (1) of the *Einführungsgesetz zum Aktiengesetz* (the Introductory Act to Stock Corporation Act, *"EGAktG"*) 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 15 February 2023, starting at 9:30 hrs (CET), the entire general meeting will be broadcast live for properly registered shareholders 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.stabilus.com/investors/gm

The log-in details needed to use the GM Portal are sent to the shareholders or their proxies once they have properly registered for the general meeting. By using the GM Portal during the virtual general meeting on 15 February 2023, shareholders or their proxies are electronically connected to the virtual general meeting and may exercise their shareholder rights. Among other things, properly registered shareholders 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.

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 Stabilus SE Articles of Association.

The Company must receive the registration along with proof of shareholding at least six days prior to the meeting – i.e. 8 February 2023, 24:00 hrs – at the below address. Registration requires the text form (Section 126 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 126 BGB) by the final intermediary pursuant to Section 67c (3) AktG. Such proof must refer to shareholdings as of the 21st day prior to the general meeting – i.e., 25 January, 00:00 hrs (CET) (the "Record Date").

In relations with the Company, only shareholders who have furnished 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 no 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 to: 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.stabilus.com/investors/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 furnished 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.stabilus.com/investors/gm

Until the chair of the meeting has closed a given vote at the virtual general meeting on 15 February 2023, 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 furnish proof of shareholding in a timely manner even if they opt for proxy voting.

To make use of the GM Portal, proxies must be provided with the necessary log-in details.

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.

Until 14 February 2023, 24:00 hrs (CET) (receipt by Company), the following address is available for notices to the Company concerning proxies, proof of the conferment of such powers as well as changes thereto and the revocation thereof:

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

In addition, the conferment of, changes to or the revocation of powers may be communicated to the Company using the GM portal, which can be accessed under

www.stabilus.com/investors/gm

even on the day of the general meeting.

In the event that a shareholder authorizes more than one person, the Company may reject one or several of them.

An authorization form as well as additional information on proxies will be sent to properly registered shareholders together with the log-in 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.stabilus.com/investors/gm.

Please note that proxies (save for the Company's voting proxies) 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 in accordance with the foregoing provisions to authorize a proxy appointed by the Companyprior 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 14 February 2023, 24:00 hrs (CET) (receipt by Company) under the following address:

Stabilus SE
c/o Computershare Operations Center
80249 München
Germany
Or by email to: 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.stabilus.com/investors/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 log-in 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.stabilus.com/investors/gm.

In cases in which both electronic votes and authorization forms with instructions for the voting proxies identified 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 HV-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. 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 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

and communicated in accordance with Section 125 AktG.

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 need 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

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
Germany
or by email: gegenantraege@computershare.de

The foregoing applies accordingly to nominations made by shareholders pursuant to Section 127AktG, 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 registered for the general meeting, the motion need not be taken up at the general meeting.

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

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. 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

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.

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.

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 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 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.stabilus.com/investors/gm

on the day of the general meeting from 9:30 hrs (CET) 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 (1), 127, 131 (1) AktG are found on the Company's website under

www.stabilus.com/investors/gm.

Online notices (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.stabilus.com/investors/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 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 (log-in details for the GM Portal (incl. time of log-in), 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.stabilus.com/investors/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 it receives in connection with the general meeting for direct marketing purposes (Art. 21 (2) GDPR).

Koblenz, January 2023

Stabilus SE

Management *Board*