

STABILUS

ANNUAL GENERAL MEETING 2016

PROPOSED RESOLUTIONS AND COMMENTS FROM MANAGEMENT BOARD

1. Presentation of the management report regarding the stand alone annual accounts of the Company and the consolidated financial statements for the financial year ended 30 September 2015.

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

2. Presentation of the report of the supervisory board regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2015.

Comment: No resolution is proposed. Report will be presented as required under Luxembourg law.

3. Presentation of the reports of the independent auditor (cabinet de révision agréé) of the Company regarding the stand alone annual accounts and the consolidated financial statements of the Company for the financial year ended 30 September 2015.

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

4. Approval of the stand alone annual accounts of the Company for the financial year ended 30 September 2015.

Proposed resolution: The management board proposes that the stand alone annual accounts of the Company for the financial year ended 30 September 2015 be approved by the MEETING.

5. Acknowledgement of the loss of the Company made with respect to the financial year ended 30 September 2015 and resolution concerning the allocation of the results of the Company for the financial year ended 30 September 2015.

Proposed resolution: The management board proposes that the MEETING acknowledges that the Company made a loss with respect to the financial year ended on 30 September 2015 in an aggregate amount of EUR 108,291 (one hundred and eight thousand two hundred ninety-one Euros), and that the MEETING resolves to set-off the loss against a corresponding amount of profits carried forward from the previous financial year, in an aggregate amount of EUR 185,389,096 (one hundred eighty-five million three hundred eighty-nine thousand and ninety-six Euros). The management board proposes that the MEETING resolves to carry forward the resulting balance of profits in an aggregate amount of EUR 185,280,805 (one hundred eighty-five million two hundred eighty thousand eight hundred and five Euros), to the next financial year.

6. Approval of the consolidated financial statements of the Company for the financial year ended 30 September 2015.

Proposed resolution: The management board proposes that the consolidated financial statements of the Company for the financial year ended 30 September 2015 be approved by the MEETING.

STABILUS

7. Appointment of Dr. Joachim Rauhut as member of the supervisory board.

Proposed Resolution: The management board proposes that the co-optation of Dr. Joachim Rauhut to the supervisory board of the Company with effect from 12 May 2015 until the MEETING be approved and that he be elected as member of the supervisory board from the date of the MEETING for a term of office until the end of the annual general meeting approving the annual accounts for the financial year ending on 30 September 2017.

Comment: Dr. Joachim Rauhut has been appointed by the supervisory board on May 12, 2015 as member of the supervisory board until today's General Meeting in order to fill vacancy as Mr. Andi Klein resigned from office with effect on May 12, 2015. The management board's proposal foresees that Dr. Joachim Rauhut will be appointed by the MEETING as supervisory board member for the time after today's General Meeting with a term of office corresponding to the remaining period of Mr. Andi Klein's office term.

8. Appointment of Dr. Ralf-Michael Fuchs as member of the supervisory board.

Proposed Resolution: The management board proposes that the co-optation of Dr. Ralf-Michael Fuchs to the supervisory board of the Company with effect from 25 September 2015 until the MEETING be approved and that he be elected as member of the supervisory board from the date of the MEETING for a term of office until the end of the annual general meeting approving the annual accounts for the financial year ending on 30 September 2017.

Comment: Dr. Ralf-Michael Fuchs has been appointed by the supervisory board on September 25, 2015 as member of the supervisory board until today's General Meeting in order to fill vacancy as Mr. Nizar Ghoussaini resigned from office with effect on September 30, 2015. The management board's proposal foresees that Dr. Ralf-Michael Fuchs will be appointed by the MEETING as supervisory board member for the time after today's General Meeting with a term of office corresponding to the remaining period of Mr. Nizar Ghoussaini's office term.

9. Discharge (*quitus*) to each of the members of the management board of the Company, consisting of Mr Dietmar Siemssen, Mr Mark Wilhelms, Mr Bernd-Dietrich Bockamp and Mr Andreas Schröder for the performance of their duties as members of the management board for, and in connection with, the financial year ended 30 September 2015.

Proposed resolution: The management board proposes that the MEETING approves the discharge of each of the members of the management board of the Company for the performance of their duties as members of the management board for, and in connection with, the financial year ended 30 September 2015.

10. Discharge (*quitus*) to each of the members of the supervisory board of the Company, consisting of Mr Udo Stark, Mr Nizar Ghoussaini, Dr. Stephan Kessel, Mr Andi Klein, Dr. Joachim Rauhut and Dr. Ralf-Michael Fuchs for the performance of their duties as members of the supervisory board for, and in connection with, the financial year ended 30 September 2015.

Proposed resolution: The management board proposes that the MEETING approves the discharge of each of the members of the supervisory board of the Company for the performance of their duties as members of the supervisory board for, and in connection with, the financial year ended 30 September 2015.

STABILUS

11. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, KPMG Luxembourg, in relation to the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2016.

Proposed resolution: The management board proposes that the mandate of KPMG Luxembourg, as independent auditor (cabinet de révision agréé) of the Company in relation to the stand alone annual accounts and the consolidated financial statements be renewed by the MEETING for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the stand alone annual accounts and the consolidated financial statements for the financial year ending on 30 September 2016.

12. Miscellaneous.

Comment: No resolution is proposed.