Rules of Procedure of the Executive Board of FUCHS SE

§ 1 Executive Board

(1) The Executive Board is jointly responsible for managing the business of FUCHS SE and the Group in accordance with the law, the Articles of Association, the Rules of Procedure and the Schedule of Responsibilities of the Executive Board. The Executive Board ensures that the compliance management system is aligned with the company's risk situation and discloses its basic principles.

(2) The number of members of the Executive Board is determined by the Supervisory Board. One member of the Executive Board is appointed Chairman of the Executive Board by the Supervisory Board.

(3) An age limit of 65 years applies to members of the Executive Board.

§ 2 Allocation of responsibilities

(1) The members of the Executive Board are jointly responsible for the management of the company. They work together as colleagues and keep each other informed of important measures and events in their respective areas of the Executive Board.

(2) To the extent that it is not the joint responsibility of the members of the Executive Board, management is allocated to the individual members of the Executive Board in accordance with the provisions of the Schedule of Responsibilities; the joint responsibility of the members of the Executive Board for the management of the company remains unaffected. The Schedule of Responsibilities is proposed by the Chairman of the Executive Board, adopted unanimously by the Executive Board and approved by the Supervisory Board. The same applies to its amendment or revocation.

(3) The latest version of the Schedule of Responsibilities forms part of these Rules of Procedure.

(4) The Schedule of Responsibilities also defines the deputies within the Executive Board. In the event of vacation, illness or prolonged incapacity, the Chairman of the Executive Board shall arrange for the deputy for a member of the Executive Board, unless otherwise stipulated in the Schedule of Responsibilities.

(5) Notwithstanding the joint responsibility for the management of the company, individual members of the Executive Board are responsible for their own areas of responsibility as defined in the Schedule of Responsibilities.

(6) If management measures affect one or more departments of other Executive Board members, the consent of all Executive Board members involved is required before the management measure in question is implemented. If the required consent is not obtained or granted, each affected member of the Executive Board may demand that the Executive Board pass a resolution.

(7) A participating member of the Executive Board may, in exceptional cases, act independently in the area of responsibility of another member of the Executive Board if this appears necessary at his or her due discretion in order to avoid imminent serious disadvantages for the company. The Chairman of the Executive Board must be informed immediately.

(8) The members of the Executive Board are obliged to keep each other informed of important measures and decisions as well as significant developments, projects, business transactions and risks in their areas of responsibility.

§ 3 Joint decisions

(1) The following business transactions or measures require a resolution by the Executive Board:

a) Matters for which the law, the Articles of Association, the German Corporate Governance Code, insofar as its recommendations and suggestions are followed, or the Rules of Procedure require a decision by the Executive Board;

b) Convening the Annual General Meeting as well as motions and proposals to be submitted to the Annual General Meeting for resolution;

c) Annual financial statements of the Group and the SE (including sustainability report), annual report and dependent company report to be submitted to the auditor and the Supervisory Board;

d) Definition or modification of organizational structures;

e) Business allocation plan of the Executive Board;

f) Annual budget and multi-year planning;

g) Issues of fundamental importance and of particular significance;

h) Cases in which a measure is submitted to the Executive Board for resolution by a member of the Executive Board; and

i) Cases in which according to § 6 of these Rules of Procedure, the approval of the Supervisory Board must be obtained.

Resolutions of the Executive Board are implemented by the Executive Board member(s) responsible in accordance with the Schedule of Responsibilities. The Executive Board may, by resolution, delegate the execution of measures incumbent upon it to individual members of the Executive Board or subordinate managers of the company, in particular those appointed by the Executive Board as members of the Group Management Committee (GMC), provided this does not conflict with the law or the Articles of Association.

§ 4 Board meetings

(1) The Executive Board generally makes decisions at meetings that are prepared (date, location, topics, speakers, involvement of specialists and managers), convened and chaired by the Chairman of the Executive Board or, if he is unable to do so, by his deputy.

(2) Meetings of the Executive Board should take place once a month. Any member of the Executive Board may request that a meeting of the Executive Board be convened. Board members who are not present can be connected by telephone or video conference. Subsequent votes are deemed to be participation in the passing of resolutions if the Chairman or, if he is unable to do so, his deputy allows

them and sets a deadline for the casting of subsequent votes.

(3) In urgent cases, a decision can also be made outside of meetings in writing, in text form (e.g. email), by telephone or by means of a combination of such procedures if no member of the Executive Board objects to the procedure without delay. Decisions made by telephone must be recorded immediately in writing or in text form.

(4) The Executive Board has a quorum if all members have been invited and at least three members participate in the decision-making process. The Chairman of the Executive Board should be among them. If, at the dutiful discretion of the Executive Board members present, it is necessary to pass resolutions in order to avoid imminent disadvantages for FUCHS SE or the Group, a quorum shall be deemed to exist for such resolutions even if the Chairman of the Executive Board does not participate in the passing of the resolution.

(5) In exceptional cases, members of the Executive Board who are unable to attend may also participate in the passing of resolutions by submitting their votes in writing or in text form (e.g. email).

(6) Unless otherwise explicitly stipulated by law, by the Articles of Association or by the Rules of Procedure, the Executive Board passes resolutions in all cases by a majority of the votes cast.

In the event of a tie, the Chairman of the Executive Board or, in his absence, the Deputy Chairman shall have the casting vote.

In the case of a matter relating exclusively or predominantly to a specific Executive Board department or a specific region, the vote of the Executive Board member responsible for the matter must be heard and considered.

(7) Minutes of the discussions and resolutions of the Executive Board must be taken and be signed by the Chairman or, if he is unable to do so, by his deputy. The minutes are approved at the next Board meeting.

§ 5 Information of the Supervisory Board

(1) The obligation to report to the Supervisory Board or the Chairman of the Supervisory Board is the responsibility of the Executive Board under the leadership of the Chairman of the Executive Board.

(2) In matters that are of material importance for the assessment of the situation and development as well as for the management of FUCHS SE or the Group, the Chairman of the Executive Board or, if he is unable to do so, his deputy, must report to the Chairman of the Supervisory Board without delay.

(3) Submissions by members of the Executive Board to the Supervisory Board must be forwarded via the Chairman of the Executive Board.

(4) The Chairman of the Executive Board provides the Supervisory Board with all information required to prepare the remuneration decisions relating to the Executive Board and is available to answer questions from the Supervisory Board. This does not affect the competence and sole responsibility of the full Supervisory Board for the resolution on the remuneration system for the members of the Executive Board and the determination of the specific remuneration of individual Executive Board members on this basis.

(5) The Audit Committee of the Supervisory Board must be consulted prior to the publication of quarterly and annual results.

§ 6 Legal transactions and measures requiring approval

The Executive Board obtains the approval of the Supervisory Board or a committee of the Supervisory Board to which the responsibility for granting approval has been transferred in the cases provided for by law, the Articles of Association or Supervisory Board resolutions, in particular the catalog of transactions and measures requiring approval adopted by the Supervisory Board.

§ 7 Mandates

The acceptance of Supervisory Board or similar mandates at companies that do not belong to the FUCHS Group requires the approval of the Supervisory Board. The Supervisory Board also decides whether and to what extent the remuneration from such a mandate is to be offset against the remuneration of the Executive Board member.

§ 8 Rules for conflicts of interest and proprietary trading

(1) The members of the Executive Board are obliged to act in the interests of the company. In their decisions, they may not pursue personal interests or take advantage of business opportunities for themselves or related persons or companies to which FUCHS SE or its Group companies are entitled.

(2) Executive Board members must disclose material personal interests in transactions of FUCHS SE and the Group companies as well as other conflicts of interest to the Chairman of the Supervisory Board and the Chairman of the Executive Board and inform the other Executive Board members respectively.

(3) All transactions between FUCHS SE or Group companies and members of the Executive Board and related parties must comply with the principles of arm's length transactions. The transactions and their conditions must be approved in advance by the Supervisory Board (exception: day-to-day business). They must not run counter to the interests of FUCHS SE or the Group companies. The granting of loans to members of the Executive Board requires the approval of the Supervisory Board. The reservation of approval by the Supervisory Board for transactions with related parties in accordance with Sections 111a, 111b AktG remains unaffected; if this is applicable, approval in accordance with this paragraph is not required. (3).

(4) Executive Board members are also prohibited from entering transactions for themselves or related parties outside of their official duties that violate the interests of FUCHS SE or the Group companies. Executive Board members must disclose transactions with each other, with Supervisory Board members or with senior employees to the full Executive Board, with the exception of day-to-day business. These transactions require the approval of the Supervisory Board.

(5) Members of the Executive Board may not accept any significant benefits or other advantages in connection with their activities, either for themselves or for persons or companies close to them or for other third parties. In case of doubt, the Executive Board must be consulted.

§ 9 Entry into force

These Rules of Procedure replace the Rules of Procedure dated 7 December 2023 and enter into force on 17 December 17.

Mannheim, 17 December 2024

The Supervisory Board

For the attention of the Executive Board