

FUCHS PETROLUB SE

Mannheim

– Security ID No. 579040 and 579043 –
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Invitation to the Annual General Meeting

on Wednesday, May 7, 2014
at 10:00 a.m.
(entry from 8:30 a.m.)

in the Mozart Room of the Rosengarten Congress Center in Mannheim
Rosengartenplatz 2, 68161 Mannheim, Germany

AGENDA

Item 1	Presentation of the financial statements of FUCHS PETROLUB SE and the approved consolidated financial statements, each as at December 31, 2013, the management reports of FUCHS PETROLUB SE and the Group, the report by the Supervisory Board and the report of the Executive Board on the information pursuant to Section 289 (4 and 5), Section 315 (2) No. 5 and (4) of the German Commercial Code (HGB) for the financial year 2013, as well as the proposal of the Executive Board for the appropriation of profits
Item 2	Resolution on the appropriation of profit
Item 3	Resolution on giving formal approval to the actions of the members of the Executive Board for the financial year 2013
Item 4	Resolution on giving formal approval to the actions of the members of the Supervisory Board for the financial year 2013
Item 5	Resolution on the capital increase from corporate funds through issuing of new shares and the amendments to the Company's Articles of Association associated with this (including precautionary separate vote of the holders of ordinary shares)
Item 6	Resolution on canceling the existing authorized capital and establishing new authorized capital of €35,490,000 including the authorization to partially exclude the shareholders' subscription right and corresponding amendment to the Company's Articles of Association
Item 7	Resolution on the appointment of the auditor and the Group auditor for the financial year 2014
Item 8	Resolution to gain approval for amending a control and profit transfer agreement in place between FUCHS PETROLUB SE and FUCHS Finanzservice GmbH

I. AGENDA AND PROPOSALS FOR RESOLUTIONS AT THE ANNUAL GENERAL MEETING OF FUCHS PETROLUB SE, MANNHEIM

- 1. Presentation of the financial statements of FUCHS PETROLUB SE and the approved consolidated financial statements, each as at December 31, 2013, the management reports of FUCHS PETROLUB SE and the Group, the report by the Supervisory Board and the report of the Executive Board on the information pursuant to Section 289 (4 and 5), Section 315 (2) No. 5 and (4) of the German Commercial Code (HGB) for the financial year 2013, as well as the proposal of the Executive Board for the appropriation of profits**

The documents listed under Item 1 of the Agenda can be viewed on the Internet at **www.fuchs-oil.com** under INVESTOR RELATIONS/ Annual General Meeting 2014 and at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Straße 17, 68169 Mannheim, Germany. They are also sent to shareholders on request. Furthermore, the documents will be available at the Annual General Meeting, where they will also be explained in more detail. As per the legal provision, there is no resolution for Item 1 of the Agenda, as the Supervisory Board has already approved the annual and consolidated financial statements and the annual financial statement has thus been accepted.

2. Resolution on the appropriation of profit

The Supervisory Board and Executive Board propose the following appropriation of profit of **€129,529,026.27** disclosed in the balance sheet as at December 31, 2013:

Distribution of a dividend of €1.38 to each of the currently (as at March 19, 2014) 34,902,368 qualifying ordinary shares	€ 48,165,267.84
Distribution of a dividend of €1.40 to each of the currently (as at March 19, 2014) 34,902,368 qualifying preference shares	<u>€ 48,863,315.20</u>
Subtotal	€97,028,583.04
Balance carried forward (retained earnings brought forward)	<u>€32,500,443.23</u>
Unappropriated profit	€129,529,026.27 =====

The proposal on the appropriation of profits takes into account the fact that own shares held either directly or indirectly by the Company in accordance with Section 71b of the German Stock Corporation Act (AktG)¹ are non-qualifying. The amount attributable to non-qualifying ordinary and preference shares, 587,632 ordinary shares and 587,632 preference shares (as at March 19, 2014) is therefore

¹ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special regulations of the SE Regulation prescribe anything to the contrary.

€ 1,633,616.96 and will additionally be carried forward as retained earnings. Should the number of qualifying ordinary and preference shares for the completed financial year 2013 change by the date of the Annual General Meeting, a correspondingly revised proposed resolution will be submitted to a vote at the Annual General Meeting, which continues to provide for a dividend of €1.38 per ordinary share entitled to dividend payment and €1.40 per preference share entitled to dividend payment, as well as correspondingly revised retained earnings brought forward.

The dividend is payable on May 8, 2014.

3. Resolution on giving formal approval to the actions of the members of the Executive Board for the financial year 2013

The Supervisory Board and Executive Board propose that formal approval be given to the members of the Executive Board holding office in the financial year 2013 for this time period.

4. Resolution on giving formal approval to the actions of the members of the Supervisory Board for the financial year 2013

The Executive Board and Supervisory Board propose that formal approval be given to the members of the Supervisory Board holding office in the financial year 2013 for this time period.

5. Resolution on the capital increase from corporate funds through issuing of new shares and the amendments to the Company's Articles of Association relating to this (including precautionary separate vote for the holders of ordinary shares)

The Executive Board and Supervisory Board propose a capital increase from corporate funds through the issuing of new shares. This will result in both the Company's share capital and the number of ordinary and preference shares being doubled. When the proposed increase in capital stock comes into effect following entry in the commercial register, the new share rights will automatically be established for all those entitled.

The resolution on this Item 5 of the Agenda also includes a precautionary separate vote for holders of ordinary shares pursuant to Art. 60 of the SE Regulation.

The Executive Board and Supervisory Board propose the following resolution:

- 5.1 In line with the regulations of the German Stock Corporation Act (AktG) regarding capital increases from corporate funds (Section 207 et seq. AktG)², the Company's share capital of €70,980,000 is to be increased by €70,980,000 to €141,960,000 by converting an allocated amount of €70,980,000 of the retained earnings disclosed in the Company's balance sheet as at December 31, 2013 to share capital. The increase in capital stock is performed by issuing 35,490,000 new ordinary bearer shares of no par value and 35,490,000 new preference bearer

² The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special provisions of the SE Regulation prescribe anything to the contrary.

shares of no par value with a nominal value of €1.00 each, which are issued to the Company's shareholders at a ratio of 1:1. The new shares participate in the profit for the entire financial year 2014. The increase in capital stock is based on the Company's annual balance sheet as at December 31, 2013, which was submitted by the Executive Board and approved by the Supervisory Board. The balance sheet was audited by KPMG AG Wirtschaftsprüfungsgesellschaft, Mannheim and granted an unqualified auditor's opinion.

5.2 The Company's Articles of Association have been redrafted as follows:

5.2.1 Section 5 (1) of the Company's Articles of Association receives the following wording:

"The Company's share capital is €141,960,000 (one hundred and forty-one million, nine hundred and sixty thousand euros)."

5.2.2 Section 5 (2) Sentence 1 of the Company's Articles of Association receives the following wording:

"The Company's share capital is divided into 70,980,000 ordinary shares and 70,980,000 preference shares."

5.2.3 Section 16 (1) lit. b) of the Company's Articles of Association receives the following wording:

"a variable annual compensation based on the Company's success, which pays €100 for each full €0.005 that earnings per share or "EPS" (= average value of ordinary and preference shares) exceeds the minimum EPS, based on the consolidated financial statements of the financial year for which the compensation is paid out.

The minimum EPS for the financial year 2014 is €0.295 and this will increase in each subsequent financial year by €0.015 per year, starting from January 1, 2015. The level of variable compensation may not exceed that of the fixed compensation."

5.2.4 Section 24 (1) of the Company's Articles of Association receives the following wording:

"The Company's unappropriated profit will – in the event that non-voting preference shares have been issued – be appropriated for the following purposes in the following sequence:

- a) For payment of any remaining profit shares on the non-voting shares from the previous years
- b) For payment of a preference profit share of €0.03 per non-voting share of no par value
- c) For payment of an initial profit share of €0.02 per ordinary share of no par value
- d) For equal payment of further profit shares on the ordinary shares and the non-voting shares, unless the Annual General Meeting decides on another use."

6. Resolution on canceling the existing authorized capital and establishing new authorized capital of €35,490,000 with the authorization to partially exclude the shareholders' subscription right and corresponding amendment to the Company's Articles of Association

The authorized capital included in Section 5 (3) of the Company's Articles of Association, which has remained unused to date, expires on May 5, 2014. The Executive Board and Supervisory Board therefore propose the following resolution for the purpose of renewing said authorized capital:

- a) The authorization to use authorized capital of €35,490,000, approved by the Annual General Meeting on May 6, 2009 and reconfirmed as an authorization of the Executive Board at FUCHS PETROLUB SE by the Annual General Meeting on May 8, 2013 within the scope of the resolution on changing the Company's corporate form to FUCHS PETROLUB SE, is canceled and Section 5 (3) of the Company's Articles of Association is deleted accordingly.
- b) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to €35,490,000 by issuing up to 35,490,000 new ordinary bearer shares of no par value in exchange for cash or non-cash contributions on one or more occasions until May 6, 2019 (authorized capital).

Ordinary and/or preference shares with no voting right can be issued. The preference shares are to carry the same rights under the Company's Articles of Association as previously issued preference shares. When issuing preference shares, Section 139 (2) of the German Stock Corporation Act (AktG)³ must be observed.

The new shares can be taken up by one or more bank(s) specified by the Executive Board with the obligation to offer them to shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in exchange for non-cash contributions at a level of up to 20% of the share capital in place at the time of exercising this authorization in order to issue shares in the context of (i) business combinations, (ii) acquisitions of companies, parts of companies, shareholdings (including increases of existing shareholdings) or other assets relating to such acquisition projects or (iii) acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company).

In addition to this, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions, insofar as the issue price is not substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) in the share capital does not exceed 10% of total share capital, either at the time at which this authorization comes into force or the time at which it is exercised. This limitation to 10% of the share capital includes the sale of

³ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special provisions of the SE Regulation prescribe anything to the contrary.

own shares, provided this takes place due to an authorization which is valid at the time this authorization enters into force or replaces this authorization while it is effective in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right. Furthermore, this limitation to 10% of the share capital includes those shares issued or to be issued for debentures with conversion or option rights or a conversion obligation, provided the debentures were issued due to an authorization which is valid at the time this authorization enters into force or replaces this authorization while it is effective in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right.

Furthermore, when making increases in capital stock in return for cash contributions, the Executive Board will be authorized, with the consent of the Supervisory Board, to exclude shareholders' statutory subscription rights:

- (1) to the extent to which this is necessary to eliminate fractional amounts resulting from the subscription ratio;
- (2) to the extent to which this is necessary to maintain the existing shareholding structures of the two share classes in the event of simultaneous issuing of ordinary and preference shares;
- (3) to the extent to which this is necessary to grant bearers or holders of convertible bonds and/or warrants issued by the Company a subscription right for new shares in the scope that they would be granted after exercising the respective conversion or option right.

The Executive Board may only make use of the authorization to increase share capital with the restriction that it only uses the authorization to exclude shareholders' subscription rights up to a maximum of 20% of the share capital in place at the time when the authorization is exercised.

The Executive Board is authorized, with the consent of the Supervisory Board, to specify the further details of the increase in capital and its execution, including the content of the share rights and the conditions under which shares are issued.

- c) Section 5 (3) of the Company's Articles of Association is reworded as follows:

"The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to €35,490,000 through the issuing of up to 35,490,000 new ordinary bearer shares of no par value in exchange for cash or non-cash contributions on one or more occasions until May 6, 2019 (authorized capital).

Ordinary and/or preference shares with no voting right can be issued. The preference shares are to carry the same rights under the Company's Articles of Association as previously issued preference shares. When issuing preference shares, Section 139 (2) of the German Stock Corporation Act (AktG) must be observed.

The new shares can be taken up by one or more bank(s) specified by the Executive Board with the obligation to offer them to shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in exchange for non-cash contributions at a level of up to 20% of the share capital in place at the time of exercising this authorization in order to issue shares in the context of (i) business combinations, (ii) acquisitions of companies, parts of companies, shareholdings (including increases of existing shareholdings) or other assets relating to such acquisition projects or (iii) acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company).

In addition to this, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions, insofar as the issue price is not substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) in the share capital does not exceed 10% of total share capital, either at the time at which this authorization comes into force or the time at which it is exercised. This limitation to 10% of the share capital includes the sale of own shares, provided this takes place due to an authorization which is valid at the time this authorization enters into force or replaces this authorization while it is effective in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right. Furthermore, this limitation to 10% of the share capital includes those shares issued or to be issued for debentures with conversion or option rights or a conversion obligation, provided the debentures were issued due to an authorization which is valid at the time this authorization enters into force or replaces this authorization while it is effective in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right.

Furthermore, when making increases in capital stock in return for cash contributions, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' statutory subscription rights:

- a) to the extent to which this is necessary to eliminate fractional amounts resulting from the subscription ratio;
- b) to the extent to which this is necessary to maintain the existing shareholding structures of the two share classes in the event of simultaneous issuing of ordinary and preference shares;
- c) to the extent to which this is necessary to grant bearers or holders of convertible bonds and/or warrants issued by the Company a subscription right for new shares in the scope that they would be granted after exercising the respective conversion or option right.

The Executive Board may only make use of the authorization to increase share capital with the restriction that it only uses the authorization to exclude shareholders' subscription rights up to a maximum of 20% of the share capital in place at the time when the authorization is exercised.

The Executive Board is authorized, with the consent of the Supervisory Board, to specify the further details of the increase in capital stock and its execution, including the content of the share rights and the conditions under which shares are issued.

The Supervisory Board is authorized to amend the drafting of the Company's Articles of Association to incorporate the scope of the increase in capital stock from authorized capital and also following expiry of the authorization period."

The Executive Board report on this item of the agenda is provided at the end of the agenda.

7. Resolution on the appointment of the auditor and the Group auditor for the financial year 2014

The Supervisory Board proposes the following resolution, supported by the recommendation of the Audit Committee:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as auditor and auditor of the consolidated financial statements for the financial year 2014.

8. Resolution on the approval for amending a control and profit transfer agreement in place between FUCHS PETROLUB SE and FUCHS Finanzservice GmbH

The Act for Amendment and Simplification of Taxation of Companies and Travel Expenses for Tax Purposes from February 20, 2013 (BGBl. I S. 285) changed the prerequisites for corporation tax affiliation with a limited liability company as a dependent company. The control and profit transfer agreement must now govern an obligation to assume losses on the part of the Parent Company through reference to the provisions of Section 302 of the German Stock Corporation Act (AktG)⁴ in its version valid at the time. A dynamic reference to the provisions of Section 302 of the German Stock Corporation Act (AktG) is required ("in its version valid at the time"). FUCHS PETROLUB SE, operating at the time under the name FUCHS PETROLUB AG, concluded a control and profit transfer agreement with the 100% German subsidiary FUCHS Finanzservice GmbH on December 21, 2001. This agreement forms the basis for the so-called tax affiliation between FUCHS Finanzservice GmbH and FUCHS PETROLUB SE. To be able to maintain the tax affiliation between FUCHS Finanzservice GmbH and FUCHS PETROLUB SE within legal boundaries in future, the agreement needs to be adapted to the new legally stipulated requirements.

On March 11, 2014, FUCHS PETROLUB SE and FUCHS Finanzservice GmbH therefore signed an agreement to revise the control and profit transfer agreement from December 21, 2001. In terms of FUCHS PETROLUB SE's obligation to assume losses, reference is now made to the "Provisions of Section 302 of the German Stock Corporation Act (AktG) in its version valid at the time". Since an amendment agreement is required which also needs to be addressed by the Annual General meeting, the wording of the control and profit transfer agreement is also to be modernized and revised in other sections. To this end, the change in the Company's legal form has been completed and the provisions of the profit transfer have been harmonized with the current legal situation in the revised version of the control and profit transfer agreement, despite the fact that this was not actually legally necessary and did not involve any significant amendments. The background to the amendment of the provisions of the profit transfer is the introduction of a corresponding block on dividend payouts in Section 268 (8) of the German Commercial Code (HGB) and Section 301 of the German Stock Corporation Act (AktG) due to the Accounting Law Reform Act from May

⁴ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special provisions of the SE Regulation prescribe anything to the contrary.

25, 2009 (BGBl. I S. 1102). In addition to this, clarification is provided regarding appropriation of other retained earnings and the transfer of other provisions with regard to the applicable legal provisions. Pursuant to Section 17 Sentence 1, in connection with Section 14 (1) Sentence 1 No. 3 Sentence 1 of the German Corporation Tax Act (KStG), the revised control and profit transfer agreement also specifies a new 5-year vesting period. The remaining content of the control and profit transfer agreement remains unaltered.

The revised control and profit transfer agreement will not come into effect until it has been approved by the Company's Annual General Meeting and subsequently entered into the commercial register at the registered office of FUCHS Finanzservice GmbH. The shareholder meeting of FUCHS Finanzservice GmbH has already approved the revised control and profit transfer agreement.

The amendment agreement provides for a redrafting of Section 4 (1), (3) and (4), as well as Section 6 (2) of the control and profit transfer agreement from December 21, 2001. Pursuant to Section 7 Sentence 2 of the amendment agreement, the amendments come into force at the start of the financial year in which the revised agreement is entered into the commercial register.

The revised version of the control and profit transfer agreement (referred to as "CPTA" in the following) includes the following key contents:

- The Parent Company holds 100% of the shares in the Subsidiary. As an entity, the Subsidiary is integrated into the Parent Company from a financial, economic and organizational perspective. (Section 1 of the CPTA)
- Control of the Subsidiary is held by the Parent Company. The Parent Company is therefore authorized to issue instructions to the management of the Subsidiary with regard to the conduct of its business. (Section 2 of the CPTA)
- Responsibility for managing and representing the Subsidiary remains with the Subsidiary's own management team. The management retains its full decision-making authority, insofar as this is not limited by instructions pursuant to Section 2. (Section 3 of the CPTA)
- The Subsidiary is obligated to transfer its entire profit to the Parent Company in line with all provisions of Section 301 of the German Stock Corporation Act (AktG) in its version valid at the time. (Section 4 (1) of the CPTA)

The Subsidiary can, subject to the approval of the Parent Company, only add funds from its profit after tax to other retained earnings insofar as this is permitted under commercial law and economically justified based on reasonable and prudent business judgment. Provisions for increasing capacity, relocating operations and similar measures are examples of cases that are economically justified. Hidden reserves due to undervaluation can be formed insofar as they are permissible in line with tax regulations. (Section 4 (2) of the CPTA)

On request of the Parent Company, amounts appropriated to other retained earnings during the term of the agreement are to be released

by the Subsidiary and used to compensate an annual net loss or transferred as profit.(Section 4 (3) of the CPTA)

The regulations of Section 302 of the German Stock Corporation Act (AktG) in its version valid at the time apply to the assumption of losses. (Section 4 (4) of the CPTA)

- The annual financial statements of the Subsidiary are to be drafted based on generally accepted accounting principles in compliance with the applicable legal provisions and all instructions issued by the Parent Company.(Section 5 of the CPTA)
- The control and profit transfer agreement may only be terminated for the first time after December 31, 2019 or, should the Subsidiary have changed its financial year (from the calendar year to a different financial year), for the first time at the end of the Subsidiary's financial year completed after December 31, 2019. The termination must be submitted in writing with a notice period of three months. If the agreement is not terminated, each party can terminate it after that date with effect from the end of the Subsidiary's respective financial year observing a notice period of three months. (Section 6 (2) of the CPTA)

The right to immediate termination with no notice period for an important reason remains unaffected by this. Important reasons shall be defined as being in particular but not limited to the Parent Company selling its shares in the Subsidiary – either partially or in full. (Section 6 (3) of the CPTA)

An audit of the revised control and profit transfer agreement by a contract auditor is superfluous, since all shares in FUCHS Finanzservice GmbH are held by the Parent Company.

Since there are no outside shareholders in the Subsidiary, the Company (as the Parent Company) does not have to grant any equalization payments pursuant to Section 304 of the German Stock Corporation Act (AktG) nor any redundancy payments pursuant to Section 305 of the German Stock Corporation Act (AktG).

The revised control and profit and loss transfer agreement is explained in further detail in the joint agreement report of the Company's Executive Board as the Parent Company and the management team of the Subsidiary.

The Executive Board and Supervisory Board propose approving the agreement between FUCHS PETROLUB SE and FUCHS Finanzservice GmbH from March 11, 2014 on amending the control and profit transfer agreement from December 21, 2001.

Notes on Item 8 of the Agenda:

The documentation listed in the following is available to you on the Company's website at www.fuchs-oil.com under INVESTOR RELATIONS/ Annual Meeting 2014 as soon as the Annual General Meeting has been convened and can also be viewed from this time onward at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Straße 17, 68169 Mannheim, Germany:

- The control and profit transfer agreement stated in Item 8 of the Agenda in its version valid at the time
- The amendment agreement stated in Item 8 of the Agenda
- The annual financial statements and management report of FUCHS PETROLUB SE for the last three financial years
- The annual financial statements of FUCHS Finanzservice GmbH for the last three financial years. In accordance with the regulations of the German Commercial Code (HGB), the Company elected not to prepare a management report
- The joint report of the Executive Board at FUCHS PETROLUB SE and the management at FUCHS Finanzservice GmbH.

It is also sent to shareholders on request. Furthermore, the documents will be available at the Annual General Meeting.

Report of the Executive Board on Item 6 of the Agenda pursuant to Section 203 (2) and Section 186 (4) Sentence 2 of the German Stock Corporation Act (AktG)⁵

Pursuant to Section 203 (2) and Section 186 (4) Sentence 2 of the German Stock Corporation Act (AktG), the Executive Board, regarding the reason for the partial exemption of the subscription right, submits the following

Report to the Annual General Meeting

The Executive Board and Supervisory Board will propose establishment of new authorized capital at a nominal level of €35,490,000 to the Annual General Meeting.

The authorized capital of €35,490,000, which is included in Section 5 (3) of the Company's Articles of Association and has remained unused to date, expires on May 5, 2014. Under Item 6 of the Agenda, a proposal is submitted to cancel the unused authorized capital of €35,490,000 and establish new authorized capital of €35,490,000 through amendment to the Company's Articles of Association, the period of which is to be limited to May 6, 2019. The new authorized capital should allow the Executive Board to use authorized capital for the legally permitted maximum period of five years in particular for the acquisition of companies and shareholdings, as well as to strengthen the Company's equity capital, for which it can draw both on cash capital increases and capital increases through contributions in kind.

It is of key importance for companies to be able to perform capital increases both flexibly and quickly, as this helps guarantee strategic flexibility at all times. Opportunities to raise capital often arise quite suddenly and are short-lived in many cases. This applies both to capital increases which serve to strengthen the balance sheet and to capital increases made in the context of strategic acquisitions.

The Company intends to continue improving its competitiveness through acquisitions of companies, shareholdings, or divisions of companies and thereby facilitate continuous, long-term growth in income. This also targets increases to the value of the FUCHS PETROLUB shares. To also be able to deploy shareholders' equity for financing purposes, it is necessary to establish the proposed authorized capital and thereby ensure that company acquisitions can be financed, whether by cash or shares. Since a capital increase has to be made quickly in the event of an acquisition, this can generally not be authorized by the Annual General Meeting, as it is only held once a year. This is why authorized capital is set up, so the Executive Board can access it quickly when needed and with the Supervisory Board's consent.

To cater to the need for the greatest flexibility, the highest legally permitted limit for authorized capital (50% of share capital) is to be utilized. After completion of the capital increase from corporate funds, to be approved under Item 5 of the Agenda, authorized capital will represent 25% of the share capital.

In the event of a capital increase in exchange for non-cash contributions, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right up to a level of 20% of the share capital in place at the time at which the authorization is exercised. This enables the Executive Board to use own shares in the Company for the purpose of business combinations, acquisition of companies, divisions of

⁵ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special provisions of the SE Regulation prescribe anything to the contrary.

companies or shareholdings (including increasing existing shareholdings), or other assets relating to such acquisition projects or the acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company) without having to use the stock exchange. It is therefore vital for the Company to be capable of acting quickly and flexibly at any time in the interests of its shareholders in the ever changing markets. This also involves acquiring companies, divisions of companies or shareholdings as a way of improving the Company's competitive position.

It became evident that the acquisition of companies, divisions of companies and shareholdings involves ever larger units. These funds can or should – in particular taking into account the aspect of financing – often no longer be made in or made exclusively in cash. The seller frequently also insists on receiving shares in the company making the acquisition, as this can be more favorable for the seller. Being able to offer own shares as currency for an acquisition thereby creates an advantage when competing for interesting acquisition objects. The proposed authorization therefore provides the Company with the necessary leeway to utilize opportunities for the acquisition of companies, divisions of companies or shareholdings both quickly and flexibly, and also puts it in a position to acquire larger companies, divisions of companies or shareholdings utilizing the authorized capital in appropriate cases by relinquishing own shares.

Pursuant to Section 203 (2) and Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), the Executive Board is also to be authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions, insofar as the issue price is not substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) in the share capital does not exceed 10% of total share capital, either at the time at which this authorization comes into force or the time at which it is exercised. This authorization allows the Company to use market opportunities in its various business segments both quickly and flexibly and to cover any capital requirements associated with these at very short notice if and when necessary. The exclusion of the subscription right not only allows management to act fast, but also makes it possible to place the shares at a price close to the stock market price, i.e. without the reduction typically associated with issuances of subscription rights. This leads to higher share issue proceeds, which would benefit the Company. Placements of this kind also allow new groups of shareholders to be won over to the Company.

When utilizing the authorization, the Executive Board will keep any reduction as low as possible based on prevailing market conditions at the time of placement. No reduction to the stock exchange price at the time of utilizing the authorized capital may ever exceed 5% of the current stock exchange price. The exclusion of subscription rights may not exceed 10% of the share capital in place, either at the time of coming into effect or at the time of exercising this authorization. These requirements ensure compliance with the legal provisions governing the protection of shareholders against dilution of their shareholding. Since the issue price for the new shares is close to the stock market price and due to the limitation of the increase in capital subject to the exclusion of subscription rights, all shareholders generally have the option to acquire the shares necessary to maintain their shareholding via the stock exchange at virtually the same conditions. It is therefore ensured, in compliance with the legal assessment of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) that the pecuniary rights and, in equal measure, the voting rights of shareholders are preserved, while granting the Company flexibility in the interest of all shareholders.

However, the authorization described above is subject to the condition that shares issued under the exclusion of subscription rights pursuant to Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10% of the share capital, either at the time of coming into force or at the time of exercising this authorization. This limitation to 10%

of the share capital includes the sale of own shares, provided this takes place due to an authorization pursuant to Section 71 (1) No. 8 Sentence 5 and Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under the exclusion of subscription rights. Furthermore, this limitation to 10% of the share capital includes those shares issued or to be issued for debentures with conversion or option rights or a conversion obligation, provided the debentures were issued due to an authorization which is valid at the time this authorization enters into force or replaces this authorization while it is effective in accordance with Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right.

The intended exclusion of the subscription right for rounded amounts simplifies the processing of increases in capital in return for cash contributions by using full amounts.

When issuing ordinary and preference shares at the same time, the Executive Board can, with the consent of the Supervisory Board and maintaining the participation relationship in place between the two share classes, also restrict the shareholders' statutory subscription right subject to the condition that the holders of ordinary shares receive a subscription right to new ordinary shares and preference shareholders receive a subscription right to new preference shares. This form of subscription right restriction makes it possible to maintain the same proportion of acquired rights of the shareholder classes within the scope of a capital increase. Insofar as new preference shares are to be issued, Section 139 (2) of the German Stock Corporation Act (AktG) is to be observed when exercising the authorization: Based on this, non-voting preference shares may only be issued up to half the level of share capital.

The intended exclusion of the shareholders' subscription right for the benefit of bearers or holders of options or conversion rights offers the advantage that, in the event of the authorization being used, the option or conversion price for the bearer or holder of already existing options or conversion rights does not need to be reduced based on the existing option or conversion conditions.

The Executive Board may only make use of the authorization to increase share capital with the restriction that it will only use the authorization to exclude shareholders' subscription rights up to a maximum of 20% of the share capital in place at the time when the authorization is exercised.

There are currently no concrete plans to use the new authorized capital. Corresponding advance resolutions with the option to exclude subscription rights are common both in Germany and in the international arena. The Executive Board will check all such cases individually and carefully to determine whether to make use of the authorization to increase capital for the purpose of issuing new shares. The authorization will only be used when this is deemed to be in the interests of the Company, and thereby also its shareholders, based on the assessment of the Executive Board and the Supervisory Board.

The Executive Board will report any such utilization of authorized capital in the next Annual General Meeting following this utilization.

II. FURTHER DISCLOSURES AND NOTES ON THE ANNUAL GENERAL MEETING

1. Total number of shares and voting rights at the time of convening the Annual General Meeting; free availability of shares

The Company's share capital of €70,980,000 is divided into 70,980,000 no-par-value shares at the time of convening the Annual General Meeting. 35,490,000 of these shares are ordinary voting shares, each of which grants one vote, and 35,490,000 are non-voting shares. The total number of voting rights at the time of convening the Annual General Meeting is 35,490,000. The Company holds 587,632 own ordinary shares and 587,632 own preference shares (cut-off date: March 19, 2014), which do not entitle the Company to any rights.

The shares are not blocked by registration for the Annual General Meeting. Shareholders remain free to dispose of their shares even after having registered for attendance.

2. Prerequisites for participation in the Annual General Meeting and exercising voting rights

Only those shareholders that hold ordinary and preference shares are entitled to participate in the Regular Annual General Meeting. Only those shareholders with ordinary shares that have provided the Company with special proof of ownership of shares and registered in line with Section 19 of the Company's Articles of Association by the end (12:00 midnight) of **April 30, 2014** at the address stated below are entitled to exercise voting rights.

FUCHS PETROLUB SE
c/o Deutsche Bank AG
Securities Production
- General Meetings -
Postfach 20 01 07
60605 Frankfurt am Main

Fax: +49 69 12012-86045
E-mail: wp.hv@db-is.com

The special proof of ownership of shares must refer to the start of the 21st day prior to the day of the Annual General Meeting itself, i.e. be issued for 12:00 midnight CET, **April 16, 2014 (record date)**. This proof is to be provided in text form with confirmation of an institute authorized as a custodian of securities (Section 126b of the German Civil Code (BGB)). The confirmation must be prepared in German or English.

Only those people who have provided proof of ownership of shares are classed as shareholders and therefore eligible to participate in the meeting and exercise voting rights. Alongside the need to register, the entitlement to participate in the meeting and the scope of voting rights are based on the shares held on the record date. The record date does not involve any lock-up period for the sale of shares. Even in the event of sale of some or all of the shares after the record date, only the shares held at the record date are authoritative for participation and for the scope of voting rights. This means that the sale of shares after the record date does not have any effect on the right to participate nor on the scope of voting rights. The same applies for new

shares or additional shares acquired after the record date. Persons who do not hold any shares on the record date and only become shareholders afterwards are only entitled to participate and vote for the shares they hold if they have been granted proxy rights or have been authorized to exercise voting rights.

The record date has no significance for entitlement to dividends.

To register, shareholders are requested to fill out the forms for ordering entry tickets sent to them via their custodian bank and return these to said custodian bank within the specified time limit. The custodian bank will then make the registration and send in the special proof of ownership of shares to the aforementioned, central registration point at FUCHS PETROLUB SE, which will in turn forward the registration and the special proof of ownership of shares to the Company. To ensure that the entry tickets are received in time, we ask shareholders to make sure that their proof of ownership of shares is sent to the Company at the aforementioned address in good time.

Once the registration and the proof of shareholding have been received on time at FUCHS PETROLUB SE's central registration office stated above, the shareholders will be sent their entry tickets to the Annual General Meeting. We ask for your understanding that we can only send each shareholder two entry tickets. This is due to the large number of registrations we always receive for our Annual General Meeting. We also ask you, without intending to limit your right to participate in the Annual General Meeting, to register only if you definitely intend to participate in the Annual General Meeting, as this simplifies organization of the Annual General Meeting.

The entry ticket also contains a form for granting proxy authorization at the Annual General Meeting.

3. Exercising voting rights and proxy voting rights at the Annual General Meeting

Holders of ordinary shares that are entitled to participate and have provided both proof of their right to participate and proof of their voting rights are entitled to vote.

We would like to point out that only those shareholders who have provided proof of their entitlement to participate in the Annual General Meeting and to exercise voting rights may participate in the Company's Annual General Meeting and exercise voting rights as shareholders. Should there be any doubt concerning the validity or authenticity of the proof provided, the Company is entitled to demand further, suitable proof.

Following correct registration, shareholders can appear at the Annual General Meeting in person and exercise in person their voting rights as holders of ordinary shares.

Holders of ordinary shares who do not wish or are unable to attend the Annual General Meeting in person can have their voting right exercised by a voting representative (proxy), such as a bank, a shareholders' association or a voting representative appointed by the Company, by granting proxy authorization. The following is to be observed here:

In-time registration and proof of shareholding must also be provided if shareholders choose to vote by proxy.

The granting of proxy authorization, its revocation and the provision of evidence of the authorization to the Company must be made in writing. The authorization of banks, shareholders' associations or any equivalent institutes, companies or persons pursuant to Section 135 (8) or (10) of the German Stock Corporation Act (AktG)⁶ generally involves meeting special conditions. Any such special requirements should be discussed and information should be obtained in advance from the representative to be authorized. We therefore ask that shareholders wishing to grant a proxy to a bank, a shareholders' association or any equivalent institutes, companies or persons for exercising voting rights pursuant to Section 135 (8) and (10) of the German Stock Corporation Act (AktG) agree the nature and form of proxy with the representative to be authorized.

Proof on the appointment of a proxy can be sent to FUCHS PETROLUB SE using the following e-mail address: fuchspetrolub-hv2014@computershare.de.

In addition to this, proof on the appointment of a proxy can also be sent to FUCHS PETROLUB SE using the following fax number: +49 89 30903-74675.

If the shareholder authorizes more than one person, the Company may reject one or more of said people.

This section applies mutatis mutandis to proxy authorizations issued by preference shareholders, provided that these shareholders do not hold any voting rights, meaning that they can therefore only transfer other AGM-related rights.

4. Proxy voting using the Company's voting representatives

As in the previous years, the Company is offering its shareholders the opportunity to authorize a Company-appointed proxy to vote according to their instructions before the Annual General Meeting. Should the proxies appointed by the Company be granted proxy authorization, the holder of (ordinary) shares must instruct the proxies as to how they should exercise the voting rights. Should the shareholder fail to instruct the proxies, the proxy authorization becomes null and void, and the voting right is not exercised. The proxies are obliged to vote in the way instructed. They cannot exercise any voting rights based on their own judgment. Please be aware that proxies do not have any rights to request to speak, ask questions, or put forward motions. The proxies may only execute instructions on the proposed resolutions that have been announced and are required to abstain from any other votes. Those holders of ordinary shares who wish to grant proxy authorization to the proxies appointed by the Company may do this in text form. The form sent out to all holders of ordinary shares together with the entry tickets can be used for this. Further details on registration and granting proxy authorization can be viewed under INVESTOR RELATIONS / Annual Meeting 2014 on the website at www.fuchs-oil.com to enable in-time dispatch of the entry ticket, the appointment should be sent to the respective custodian bank as early as possible.

⁶ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the Statute for a European Company (SE), insofar as no special provisions of the SE Regulation prescribe anything to the contrary.

In the event of authorizing proxies appointed by the Company and bound by instructions prior to the Annual General Meeting, the authorization and the instructions are to be sent in writing by the end (12:00 midnight CET) of May 5, 2014 (receipt) to the following address:

FUCHS PETROLUB SE
c/o Computershare Operations Center
80249 München
Germany

Fax: +49 (0)89 30903-74675
E-mail: fuchspetrolub-hv2014@computershare.de

Registered holders of ordinary shares can still take part in the Annual General Meeting in person, even after granting proxy authorization to the voting representatives appointed by the Company. Should any shareholders or third parties authorized by said shareholders register in person on May 7, 2014 at the entry check for the Annual General Meeting, this annuls the authorization and instructions granted to the proxy appointed by the Company.

The shareholders are hereby advised that it is possible to authorize a proxy appointed by the Company during the Annual General Meeting.

5. Broadcast of the Annual General Meeting on the Internet

The greeting by the chair of the meeting, as well as the speech by the Chairman of the Executive Board, can be followed live and in full on our website on the day of the Annual General Meeting from approximately 10:00 am.

6. Motions, nominations, inquiries and requests for information

(Information on the rights of shareholders in accordance with Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2) and Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG))

Motions to add items to the agenda in accordance with Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shareholdings when taken together amount to at least 5% of the share capital (corresponding to 3,549,000 no-par-value shares) or a pro rata amount of €500,000 (corresponding to 500,000 no-par-value shares) can request items to be added to the agenda and made public. Each new item must be accompanied by a justification or a proposed resolution.

Any supplementary requests must be addressed in writing to the Company's Executive Board and be received by the Company at least 30 days prior to the Annual General Meeting; the day on which it is received and the day of the actual Annual General Meeting do not count toward these 30 days. The last possible time of receipt is therefore 12:00 midnight CET on April 6, 2014. Any requests received after this cut-off point will not be considered.

The Company requests that all supplementary motions be sent to the following address:

FUCHS PETROLUB SE
Executive Board
Friesenheimer Str. 17
68169 Mannheim
Germany

Unless made public at the time of convening the Annual General Meeting, additions to the agenda that are required to be disclosed are published immediately upon receipt in the Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union. Additions to the agenda are also published under INVESTOR RELATIONS / Annual Meeting 2014 on the website at www.fuchs-oil.com and communicated to the shareholders.

Counter-motions and nominations of shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)

Counter-motions

All shareholders have the right to submit a counter-motion in the Annual General Meeting with regard to a specific item on the agenda, stating the reasons why they are against the proposals put forward by the Executive Board and/or Supervisory Board. Counter-motions which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting do not count toward these days, meaning that they must be received no later than 12:00 midnight on Tuesday April 22, 2014, will be published immediately, including the name of the shareholder, the justification for the counter-motion and any statement by the Company's management on the Company's website at www.fuchs-oil.com under INVESTOR RELATIONS/ Annual Meeting 2014 (see also Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 126 (1) Sentence 3 of the German Stock Corporation Act (AktG).

Section 126 (2) of the German Stock Corporation Act (AktG) states reasons when a counter-motion or the justification for said motion does not have to be made available via the website.

The following address is to be used for all counter-motions (including justifications):

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 (0)621 3802-7274
E-mail: ir@fuchs-oil.com

Counter-motions sent to any other address will not be considered. Counter-motions are only deemed to have been made when submitted during the Annual General

Meeting. The right of all shareholders to make counter-motions to the various items on the agenda during the Annual General Meeting without prior or in-time submission to the Company remains unaffected.

Shareholders are requested to demonstrate the nature of their existing shareholding at the time of sending the respective counter-motion.

Nominations of shareholders (Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 127 of the German Stock Corporation Act (AktG))

Every shareholder has the right to make proposals for the appointment of the auditor for the financial statements and the consolidated financial statements in the Annual General Meeting.

Nominations of shareholders which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting do not count toward these days, meaning that they must be received no later than 12:00 midnight on Tuesday April 22, 2014, will be published immediately, including any statement by the Company's management, on the Company's website at **www.fuchs-oil.com** under INVESTOR RELATIONS/ Annual Meeting 2014. Nominations of shareholders are only made available when they include the name, the profession and the residence of the person being nominated (see also 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 127 Sentence 3 in conjunction with Section 124 (3) of the German Stock Corporation Act (AktG)). Unlike counter-motions in the sense of Section 126 (1) of the German Stock Corporation Act (AktG), nominations for election do not need to be justified.

Pursuant to Section 127 sentence 1 in connection with Section 126 (2) of the German Stock Corporation Act (AktG), there are further reasons which, when applicable, do not require nominations to be made available via the website.

Any and all nominations must be sent to the following address:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 (0)621 3802-7274
E-mail: ir@fuchs-oil.com

Any and all nominations sent to any other address will not be considered. The right of all shareholders to make nominations for the items on the agenda during the Annual General Meeting without prior or in-time submission to the Company remains unaffected.

Shareholders are requested to demonstrate the nature of their existing shareholding at the time of sending the respective nomination.

Inquiries

Shareholders who have inquiries regarding the Annual General Meeting are also requested to submit these to the aforementioned address.

Right of shareholders to information (Section 131 (1) of the German Stock Corporation Act (AktG))

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), every shareholder is entitled to information from the Executive Board on the Company affairs upon request in the Annual General Meeting to the extent that this is required to make an informed judgment on any given agenda item. The duty of the Executive Board to provide information also includes the Company's legal and business relations with an affiliated company, as well as the position of the Group and the companies included in the consolidated financial statements (see also Section 131 (1) sentence 2 and sentence 4 of the German Stock Corporation Act (AktG)). Requests for information must be made verbally at the Annual General Meeting.

Under certain conditions, described in greater detail in Section 131 (3) of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. Pursuant to Article 21, paragraph 2 of the Company's Articles of Association, the chair of the Annual General Meeting is authorized to limit the right of shareholders to speak and ask questions to an appropriate time.

Further notes

Reference is made to the duty to provide information pursuant to Section 21 et seq. of the German Securities Trading Act (WpHG) and the legal consequence of waiving all rights granted due to the shares in the event of violations against a duty to provide information as stated in Section 28 of the German Securities Trading Act (WpHG).

Further explanations on the rights of shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section § 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG) can be viewed on the Internet at **www.fuchs-oil.com** under INVESTOR RELATIONS/ Annual Meeting 2014.

7. Annual General Meeting documentation

This invitation to attend the Annual General Meeting, the documentation and motions of shareholders which are to be made available, as well as further information, in particular on participation in the Annual General Meeting and on granting proxy authorization and issuing instructions, will be available for viewing by shareholders at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Str. 17, 68169 Mannheim, Germany as soon as the Annual General Meeting has been convened. The aforementioned documents can also be viewed under INVESTOR RELATIONS / Annual Meeting 2014 on the FUCHS PETROLUB SE website at **www.fuchs-oil.com** from the time at which the Annual General Meeting is convened. Following the Annual General Meeting, excerpts from the speech by the Chairman of the Executive Board and the results of voting will also be made available on this website. In addition to this, the documents are available for viewing by shareholders at the Annual General Meeting itself. On request, each

shareholder will be sent a printed version of the aforementioned documents immediately and at no charge. Please send all requests for printed copies to:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 (0)621 3802-7274
E-mail: ir@fuchs-oil.com]

This invitation was published in the Federal Gazette (Bundesanzeiger) on March 26, 2014. The invitation was also made available to the media for publication throughout the European Union in the sense of Section 121 (4a) of the German Stock Corporation Act (AktG) on the same day.

Mannheim, March 2014

FUCHS PETROLUB SE

The Executive Board