

**2017**

**Invitation and Agenda to the  
Annual General Meeting**

of FUCHS PETROLUB SE on May 5, 2017  
at Congress Center Rosengarten, Mannheim

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# Invitation to the Annual General Meeting

on Friday, May 5, 2017

at 10:00 a.m. (Entry permitted after 8:30 a.m.)

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

**FUCHS PETROLUB SE**

Mannheim

– WKN 579040 and 579043 –

ISIN DE 0005790406 and DE 0005790430

# Agenda

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| Item 1 | Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the Combined Management Report, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289 Para. 4 and Section 315 Para. 4 of the German Commercial Code (HGB), each of which is for the 2016 financial year. |
| Item 2 | Adoption of a resolution regarding the appropriation of profits  |
| Item 3 | Adoption of a resolution regarding the approval of the Executive Board members for the 2016 financial year   |
| Item 4 | Adoption of a resolution regarding the approval of the Supervisory Board members for the 2016 financial year   |
| Item 5 | Election of a Supervisory Board member   |
| Item 6 | Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2017 financial year as well as the auditor for reviewing any financial information during the fiscal year.  |
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# I. Agenda and resolutions proposed for adoption by the Annual General Meeting of FUCHS PETROLUB SE, Mannheim

1. **Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the Combined Management Report, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289 Para. 4 and Section 315 Para. 4 of HGB, each of which is for the 2016 financial year.**

The documents can be accessed via the company's internet site at **[www.fuchs.com/group](http://www.fuchs.com/group)** under INVESTOR RELATIONS and then under Annual General Meeting 2017, and they are also mailed to shareholders upon request. The documents will also be provided and discussed further at the Annual General Meeting. Pursuant to legal requirements, there are no plans to adopt a resolution regarding agenda item 1 since the Supervisory Board has already adopted the annual financial statements and the consolidated annual financial statements and since the annual financial statements are thus approved.

## 2. Adoption of a resolution regarding the appropriation of profits

The Supervisory Board and the Executive Board propose that the profits reported in the amount of **€130,661,966.20** on the balance sheet as at December 31, 2016 be appropriated as follows:

Distribution of a dividend in the amount of €0.88 for each of the 69,500,000 common shares entitled to dividends	<b>€ 61,160,000.00</b>
Distribution of a dividend in the amount of €0.89 for each of the 69,500,000 preference shares entitled to dividends	<b>€ 61,855,000.00</b>
Subtotal	<b>€ 123,015,000.00</b>
Transfer to other retained earnings	<b>€ 7,646,966.20</b>
Unappropriated profit	<b>€ 130,661,966.20</b>

## 3. Adoption of a resolution regarding the approval of the Executive Board members for the 2016 financial year

The Supervisory Board and the Executive Board propose that the approval of the Executive Board members who served in the 2016 financial year be granted for this period.

## 4. Adoption of a resolution regarding the approval of the Supervisory Board members for the 2016 financial year

The Supervisory Board and the Executive Board propose that the approval of the Supervisory Board members who served in the 2016 financial year be granted for this period.

## 5. Election of a Supervisory Board member

Shareholder representative Dr. Dr. h.c. Manfred Fuchs is stepping down from serving as Supervisory Board member, effective as of the end of the Annual General Meeting on May 5, 2017. A shareholder representative must thus be elected as a Supervisory Board member for the remainder of the departing member's term of office.

Pursuant to Art. 40 Para. 2 and Para. 3 of the SE Regulation (SE-VO), Section 17 Para. 1 and Para. 2 of the SE Implementation Act (SEAG), Section 10 Para. 1 of the Articles of Association of FUCHS PETROLUB SE, and Section 21 Para. 3 of the SE Participation Act (SEBG) in conjunction with Section II (2) of the agreement on the participation of employees in FUCHS PETROLUB SE, the Supervisory Board is composed of six members, of which four are shareholder representatives and two are employees representatives. The shareholder representatives are elected by the General Annual Meeting without its being bound to the nominees. Under Section 10 Para. 6 of the Articles of Association, the term of office for a Supervisory Board member elected to replace a departed member lasts for the remainder of the departed member's term of office; this means that the term of office of the Supervisory Board member elected under this agenda item lasts until the end of the Annual General Meeting that resolves to approve the Supervisory Board for the 2019 financial year, though no more than six years counted from the end of the Annual General Meeting on May 6, 2015.

Based on the recommendation of the Nomination Committee and in consideration of the objectives set by the Supervisory Board for its composition, the Supervisory Board proposes that the following representative of the shareholders be elected to the Supervisory Board to replace Dr. Dr. h.c. Manfred Fuchs:

**Dr. Susanne Fuchs, Mannheim,**

MBA (Master of Business Administration), veterinary, most recently owner of a cytology and hematology laboratory.

Dr. Fuchs is not a member of any other Supervisory Board that must be formed according to law, nor is she a member of a similar German or non-German supervisory body for commercial enterprises.

In reference to the regulations of the German Corporate Governance Code, it is hereby stated that Dr. Fuchs – along with her brother, Chairman of the Executive Board Stefan Fuchs, and other members of the Fuchs family – is a principal shareholder of the company through directly and indirectly held common stock. Aside from this, it is the opinion of the Supervisory Board that the candidate for election to the Supervisory Board has no personal or business ties to the company, to the company's bodies, or to a shareholder with a substantial holding in the company.

Dr. Susanne Fuchs' biography can be found on the company's website at [www.fuchs.com/group](http://www.fuchs.com/group) under INVESTOR RELATIONS and then under Annual General Meeting 2017.

**6. Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2017 financial year as well as the auditor for reviewing any financial information during the fiscal year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin be selected as auditor of the annual financial statements and auditor of the consolidated annual financial statements for the 2017 financial year as well as being selected as the auditor for reviewing any interim financial reports for the 2017 financial year and for the first quarter of 2018.

## 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 €139,000,000 is divided into 139,000,000 no-par-value shares with a nominal value of €1.00 per no-par-value share at the time of convening the Annual General Meeting. 69,500,000 of these shares are ordinary shares and 69,500,000 are preference shares. Each of the 69,500,000 ordinary shares entitles the holder to one vote on the proposed resolutions announced for items 2 to 6 on the agenda in the Annual General Meeting. The Company does not hold any own shares.

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 28, 2017** 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 14, 2017 (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 has neither 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 for holders of ordinary shares 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**

Eligible holders of ordinary shares are entitled to vote on items 2 to 6 on the agenda.

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 nominated 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)<sup>1</sup> 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 holders of ordinary shares 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-hv2017@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.

<sup>1</sup> 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 the SE Regulation, unless more specific provisions of the SE Regulation provide otherwise.

#### 4. Proxy voting using the Company's voting representatives

As in the previous years, the Company is offering holders of its ordinary shares the opportunity to authorize a Company-nominated proxy to vote according to their instructions before the Annual General Meeting. Should the proxies nominated by the Company be granted proxy authorization, the shareholder 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 nominated 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 at the Company website under INVESTOR RELATIONS/Annual General Meeting 2017 at **[www.fuchs.com/group](http://www.fuchs.com/group)**. To enable in-time dispatch of the entry ticket, the appointment should be sent to the respective custodian bank as early as possible.

In the event of authorizing proxies nominated by the Company and bound by instructions prior to the Annual General Meeting, the authorization and the instructions are to be sent in text form to the following address no later than 12:00 midnight on May 3, 2017 (time of receipt):

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

**Fax: +49 89 30903-74675**  
**E-mail: fuchspetrolub-hv2017@computershare.de**

Registered holders of ordinary shares can still take part in the Annual General Meeting in person, even after granting proxy authorization to proxies nominated by the Company. Should any holders of ordinary shares or third parties authorized by said shareholders register in person on May 5, 2017 at the entry check for the Annual General Meeting, this annuls the authorization and instructions granted to the proxy nominated by the Company.

Reference is made to the option to authorize proxies nominated 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 at **[www.fuchs.com/group](http://www.fuchs.com/group)** under INVESTOR RELATIONS /Annual General Meeting 2017 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), 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 6,950,000 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 4, 2017. 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  
Vorstand  
Friesenheimer Str. 17  
68169 Mannheim**

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 General Meeting 2017 on the website at **[www.fuchs.com/group](http://www.fuchs.com/group)** and communicated to the shareholders.

### **Counter-motions and nominations of shareholders pursuant to Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)**

#### **Counter-motions of shareholders (Section 126 (1) of the German Stock Corporation Act (AktG))**

All shareholders have the right to submit a counter-motion against the proposals put forward by the Executive Board and/or Supervisory Board in the Annual General Meeting with regard to a specific item on the agenda. 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 CET on Thursday, April 20, 2017, will be published immediately, including the name of the shareholder, the justification for the counter-motion, and any statement by the Company's management under INVESTOR RELATIONS/Annual General Meeting 2017 on the web-site at **[www.fuchs.com/group](http://www.fuchs.com/group)** (see also 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**

**Fax: +49 621 3802-7274**

**E-mail: [ir@fuchs-oil.de](mailto:ir@fuchs-oil.de)**

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 (Section 127 of the German Stock Corporation Act (AktG))**

During the Annual General Meeting, every shareholder has the right to make proposals for the election of a member of the Supervisory Board, as well as for the selection of the auditor of the annual financial statements and auditor of the consolidated financial statements.

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 CET on Thursday April 20, 2017, will be published immediately, together with any statement by the management, under INVESTOR RELATIONS/Annual General



Meeting 2017 on the website at **[www.fuchs.com/group](http://www.fuchs.com/group)**. Nominations of shareholders are only made available when they include the name, the profession and the residence of the person being nominated (see also § 127 sentence 3 in connection with § 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.

Nominations must be sent to the following address:

**FUCHS PETROLUB SE**  
**Investor Relations**  
**Friesenheimer Straße 17**  
**68169 Mannheim**

**Fax: +49 621 3802-7274**  
**E-mail: [ir@fuchs-oil.de](mailto:ir@fuchs-oil.de)**

The aforementioned contact details of the Investor Relations department are to be used for submission of proposed candidates. 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**

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) are available on the Internet at [www.fuchs.com/group](http://www.fuchs.com/group) under INVESTOR RELATIONS/Annual General Meeting 2017.

## 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 General Meeting 2017 on the Company website at **[www.fuchs.com/group](http://www.fuchs.com/group)** from the time at which the Annual General Meeting is convened. The voting results will also be published here following the Annual General Meeting. 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 any such requests to the Investor Relations department using the aforementioned contact details.

This invitation was published in the Federal Gazette (Bundesanzeiger) on March 24, 2017. 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 2017**

**FUCHS PETROLUB SE**

**The Executive Board**



FUCHS PETROLUB SE  
Investor Relations  
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68169 Mannheim, Germany

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