

**Explanations on the rights of shareholders pursuant to Article 56 sentence 2 und sentence 3 of Regulation (EC) No. 2157/2001 (SE Regulation), Section 50 (2) of the SE Implementation Act, in connection with Section 122 (2) and pursuant to Section 126 (1), Section 127, and Section 131 (1) of the German Stock Corporation Act (AktG)**

The invitation to the Annual General Meeting already contains disclosures on the rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SE Implementation Act in connection with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG). The following statements serve to aid better understanding of these provisions.

**1. Motions for additions to the agenda pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SE Implementation Act, and 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 of the share capital (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 additional requests must be made in writing and directed to the Company's Executive Board. Said requests must arrive at the Company at least 30 days prior to the Annual General Meeting. The day on which requests are 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 on April 7, 2018. Any requests received after this cut-off point will not be considered. The minimum holding period of 90 days prior to the day the request was received, which normally applies to German stock corporations, does not apply to shareholders of the company (Art. 56 sentence 2 SE Regulation, Section 50 (2) SE Implementation Act).

Please send any additional requests to the company at the following address:

FUCHS PETROLUB SE  
Vorstand  
Friesenheimer Strasse 17  
68169 Mannheim  
Germany

Unless made public at the time of convening the Annual General Meeting, requests for 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. In addition, such requests are disclosed on the Internet at [www.fuchs.com/group](http://www.fuchs.com/group), under INVESTOR RELATIONS / Annual General Meeting 2018 and shareholders are notified.

**2. Counter-motions pursuant to Section 126 (1) of the German Stock Corporation Act (AktG)**

All shareholders, i.e. holders of either ordinary or preference shares or both share types, have the right to submit a counter-motion in the Annual General Meeting with regard to a specific point on the agenda against a proposal 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 Thursday, April 23, 2018, will be published promptly, 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 2018 on the website at [www.fuchs.com/group](http://www.fuchs.com/group) (see Section 126 (1) sentence 3 of the German Stock Corporation Act (AktG)).

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 number: +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, even if they are submitted in advance and in due time to the company, are deemed to have been made only when submitted verbally 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.

Under certain conditions, the Company is not obliged to make a counter-motion and its justification accessible. This is the case pursuant to Section 126 (2) of the German Stock Corporation Act (AktG):

- if the Executive Board would render itself liable to prosecution by making said information available
- if the counter-motion would result in an Annual General Meeting resolution that is contrary to law or the Company's articles of association
- if key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments
- if a counter-motion of the shareholder based on the same matter has already been made available to an Annual General Meeting of the Company pursuant to Section 125 of the German Stock Corporation Act (AktG)
- if the same counter-motion of the shareholder with a justification that is essentially the same has already been made available in the past five years to at least two Annual General Meetings of the Company pursuant to Section 125 of the German Stock Corporation Act (AktG) and less than 5 % of the represented share capital voted in favor of it at the Annual General Meeting
- if the shareholder makes it clear that he / she will not participate in the Annual General Meeting and will not allow himself / herself to be represented, or
- if the shareholder has not made or has not had made a counter-motion that he / she communicated in two Annual General Meetings in the last two years.

Furthermore, the justification of a permitted counter-motion does not need to be made available if its total length exceeds 5,000 characters.

If more than one shareholder submits a counter-motion to the same item, the Executive Board reserves the right to combine counter-motions and their justification.

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

### **3. Nominations of shareholders pursuant Section 127 of the German Stock Corporation Act (AktG)**

During the Annual General Meeting, all shareholders, i.e. holders of both ordinary and preference shares, have the right to make proposals to item number 5 on the agenda of 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 Thursday, April 23, 2018, will be published promptly, including any statement by the management under INVESTOR RELATIONS / Annual General Meeting 2018 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 Section 127 sentence 3 in conjunction with Section 124 (3) of the German Stock Corporation Act (AktG)). Disclosures on their membership in comparable German and foreign control bodies of commercial enterprises should also be included. 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 (please refer to No. 2 above for further details).

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

FUCHS PETROLUB SE  
Investor Relations  
Friesenheimer Straße 17  
68169 Mannheim  
Germany

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

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.

### **4. Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)**

All shareholders, i.e. holders of both ordinary and preference shares, are entitled to information from the Executive Board on 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 affiliated companies, 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.

Pursuant to Section 131 (3) of the German Stock Corporation Act (AktG), the Executive Board is entitled to refuse to provide information:

- if applying the prudence of an ordinary businessman, providing such information would put the company or one of its affiliates at a disadvantage that is not immaterial;
- if it relates to tax assessments and the amount of individual taxes

- on the difference between a figure at which items have been recognized in the financial statements and a higher figure for these items;
- on the accounting and measurement methods insofar as the statement of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company in accordance with Section 264 (2) of the German Commercial Code;
- if the Executive Board would render itself liable to prosecution if it were to issue said information or
- if the information is accessible on the Company's website at least seven days before the Annual General Meeting begins and at all times during it.

Information may not be refused for any other reason.

If a shareholder has been provided with information outside of the Annual General Meeting in his / her capacity as shareholder, this information must be provided to every other shareholder upon request in the Annual General Meeting, even if it is not required to make an informed judgment on any given agenda item. In this case, the Executive Board may only refuse to provide the information if doing so would render it liable to prosecution or if the information is accessible on the Company's website at least seven days before the Annual General Meeting begins and at all times during it.

If a shareholder is refused information, he / she may request that his / her question and the reason for refusing to provide the information be recorded in the minutes of the meeting.

In addition to this, pursuant to Section 131 (2) sentence 2 of the German Stock Corporation Act in connection with Section 21 (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.

Mannheim, March 2018