



# 2018 Invitation and Agenda

to the Annual General Meeting

of FUCHS PETROLUB SE on May 8, 2018  
at Congress Center Rosengarten, Mannheim

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# **Invitation to the Annual General Meeting**

on May 8, 2018  
at 10:00 a.m. (Entry permitted after 8:30 a.m.)

at Congress Center Rosengarten,  
Mozartsaal, Rosengartenplatz 2,  
68161 Mannheim

**FUCHS PETROLUB SE**  
Mannheim

– WKN 579040 und 579043 –  
ISIN DE 0005790406 und 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 289a Para. 1 and Section 315a Para. 1 of the Commercial Code (HGB), each of which is for the 2017 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 2017 financial year
  - Item 4      Adoption of a resolution regarding the approval of the Supervisory Board members for the 2017 financial year
  - Item 5      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 2018 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 289a Para. 1 and Section 315a Para. 1 of the Commercial Code (HGB), each of which is for the 2017 financial year

The documents can be accessed via the company's website at [www.fuchs.com/group](http://www.fuchs.com/group) under INVESTOR RELATIONS and then under Annual General Meeting 2018, 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 **€125,795,000.00** on the balance sheet as at December 31, 2017 be appropriated as follows:

|  |                         |
|--|-------------------------|
| Distribution of a dividend in the amount of €0.90 for each of the 69,500,000 common shares entitled to dividends         | € <b>62,550,000.00</b>  |
| Distribution of a dividend in the amount of €0.91 for each of the 69,500,000 common shares entitled to preference shares | € <b>63,245,000.00</b>  |
| Unappropriated profit  | € <b>125,795,000.00</b> |

**3. Adoption of a resolution regarding the approval of the Executive Board members for the 2017 financial year**

The Supervisory Board and the Executive Board propose that the approval of the Executive Board members who served in the 2017 financial year be granted for this period.

**4. Adoption of a resolution regarding the approval of the Supervisory Board members for the 2017 financial year**

The Supervisory Board and the Executive Board propose that the approval of the Supervisory Board members who served in the 2017 financial year be granted for this period.

**5. 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 2018 financial year as well as the auditor for reviewing any financial information during the fiscal year.**

The Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be selected as auditor of the annual financial statements and auditor of the consolidated annual financial statements for the 2018 financial year as well as being selected as the auditor for reviewing any interim financial reports for the 2018 financial year and for the first quarter of 2019.

The selection proposed is based on the recommendation of the Audit Committee pursuant to Art. 16 (2) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Audit Regulation) to propose that either PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main or Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart be selected, with a preference being conveyed for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main. The Audit Committee explained in its recommendation that this recommendation is free from undue influence by third parties and that no clause of the type specified in Art. 16 (6) of the EU Audit Regulation was imposed on the Audit Committee.

## II. Additional Information and Comments regarding the Annual General Meeting

### 1. Total number of shares and voting rights upon convening; free disposal of shares

Upon convening the Annual General Meeting, the company's share capital in the amount of €139,000,000 is divided among 139,000,000 no-par-value shares with a nominal value of €1.00 per no-par-value share. Of these, 69,500,000 are common shares and 69,500,000 are preference shares. Each of the 69,500,000 common shares carries one vote at the Annual General Meeting for announced agenda items 2–5. The company itself does not own any shares.

The announcement of an Annual General Meeting does not block the shares; shareholders can thus continue to freely dispose of their shares even after an announcement has been made.

### 2. Requirements for attendance at the Annual General Meeting and for exercising voting rights

Common shareholders and preference shareholders are entitled to attend the Annual General Meeting – and common shareholders are entitled to exercise voting rights – only if they have registered by submitting special proof of shareholdings pursuant to Section 19 of the Articles of Association to the company at the address specified below by the end (24:00) of **May 1, 2018**:

**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  
**Email:** [wp.hv@db-is.com](mailto:wp.hv@db-is.com)

The special proof of shareholdings must be based on the start of the twenty-first day prior to the date of the Annual General

Meeting, i. e. issued as at 00:00 on **April 17, 2018 (record date)**. It must be provided in writing through the confirmation of an institution authorized to keep securities safe (Section 126b German Civil Code (BGB)). The confirmation must be written in German or English.

For attendance at the meeting and exercising voting rights, only people who prove shareholdings are considered shareholders. Aside from the required registration, the entitlement to attend the meeting and the extent of voting rights are determined based on the shares held on the record date. No blocking of the sale of shares is associated with the record date. Even in the event that all or some of the shares held are sold after the record date, attendance and the extent of voting rights are only determined by the shares held on the record date. The sale of shares after the record date has no impact on the entitlement to participate and on the extent of voting rights. The same applies for the purchase and additional purchase of shares after the record date. People who do not hold any shares on the record date and do not become shareholders until afterwards are only entitled to attend and vote for the shares held by them to the extent that they are designated proxies or are authorized to exercise legal rights.

The record date has no implications for the calculation of dividends.

The shareholders are requested to complete the ticket request forms sent to them through the credit institution that manages their custodial account and to send them back to the credit institution that manages their custodial account on time according to the requirements of said credit institution. The credit institution that manages their custodial account will then carry out the registration at the same time that it sends the special proof of shareholdings to the central registration office for FUCHS PETROLUB SE specified above, which will forward the registration and the special proof of shareholdings to the company. In

order to ensure that tickets are received on time, we ask that the shareholders make sure the proof of their shareholdings is sent to the company at the address mentioned above in good time.

Tickets to the Annual General Meeting are sent to the shareholders once the registration and the proof of shareholdings has been received at the central registration office for FUCHS PETROLUB SE specified above. Please understand that, based on past experience, due to the large number of registrations for our Annual General Meeting, we are only able to send two tickets to each shareholder. Although we do not intend to restrict your right to attend the Annual General Meeting, we also ask that you register in good time and only once you seriously intend to attend the Annual General Meeting, so as to facilitate the organization of the Annual General Meeting.

The ticket that common shareholders receive also includes a form to designate a proxy for voting at the Annual General Meeting.

### **3. Exercise of voting rights and representation at the Annual General Meeting**

The common shareholders entitled to attend are entitled to vote on agenda items 2–5.

Please note that, in order to attend the Annual General Meeting and exercise voting rights, only someone who has provided proof of their entitlement to attend the Annual General Meeting and/or to exercise voting rights is considered a shareholder as pertains to the company. If it is unclear whether the proof is accurate or authentic, the company is entitled to request suitable additional proof.

After properly registering, you may appear at the Annual General Meeting in person and exercise your own voting right as a common shareholder.

By designating a proxy, common shareholders who do not wish to or are unable to attend the Annual General Meeting in person can have their voting right exercised by a proxy, such as a bank, a shareholders' association or a voting representative appointed by the company. The following must also be considered for this:

Timely registration and proof of shareholdings are still required if a proxy is designated.

The designation of a proxy, the rescission thereof, and proof that the proxy was designated vis-à-vis the company must be in writing. If credit institutions, shareholders' associations or institutions, companies, and persons regarded as such under Section 135 Para. 8 or 10 of the German Stock Corporation Act (AktG) are designated as proxies, special conditions must generally be met by the proxy being designated. We thus ask that common shareholders who wish to designate a credit institution, a shareholder's association, or other institutions, companies, or persons regarded as such under Section 135 Para. 8 and Para. 10 AktG as proxies for exercising voting rights agree on the type of proxy with the proxy being designated.

Proof that a proxy designation has been requested can be sent to FUCHS PETROLUB SE at the following email address: fuchs-petrolub-hv2018@computershare.de.

Additionally, proof that a proxy designation has been requested can be sent to FUCHS PETROLUB SE at the following fax number as well: +49 89 30903-74675.

If the shareholder designates more than one person as a proxy, the company can reject one or more of them.

<sup>1</sup> The provisions of the German Stock Corporation Act apply to the company pursuant to Art. 5, Art. 9 Para. 1 c) ii) and Art. 10 SE-VO unless otherwise stipulated in special provisions of the SE-VO.

#### **4. Voting representation by a voting representative of the company**

As in previous years, the company offers its shareholders the special service of designating a company-appointed voting representative bound by instructions prior to the Annual General Meeting. If the company-appointed voting representative is to be designated as a proxy, a common shareholder must give instructions on how his/her voting rights should be exercised. Without instructions, the proxy is void and the voting right is not exercised. Voting representatives are obligated to cast their vote according to the instructions given to them; they cannot exercise voting rights at their own discretion. Please note that voting representatives are unable to accept instructions to request to speak, to ask questions, or to file a motion. Voting representatives accept only instructions regarding the announced resolution proposals; otherwise, they will abstain from voting. Common shareholders who wish to designate a company-appointed voting representative as a proxy may do so in writing. The form that is sent to the common shareholders along with the ticket can be used for this. More details on registration and designating a proxy 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 2018. The request must be received by the custodian bank as early as possible in order for tickets to be sent in time.

If a company-appointed voting representative bound by instructions is designated as a proxy prior to the Annual General Meeting, the proxy and instructions must be sent to the address specified below by the end (24:00) of May 7, 2018 (receipt):

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

**Fax:** +49 89 30903-74675  
**Email:** fuchspetrolub-hv2018@computershare.de

Registered common shareholders may also attend the Annual General Meeting in person even after designating a company-appointed voting representative as a proxy. If the common shareholder or a third party designated by him/her as a proxy registers in person at the admission control for the Annual General Meeting on May 8, 2018, the instructions issued and the proxy designated for the company-appointed voting representative are considered rescinded.

Please note that company-appointed voting representatives can be designated as proxies during the Annual General Meeting.

## **5. Online transmission of the Annual General Meeting**

Starting at 10:00 a.m. on the day of the Annual General Meeting, the opening remarks by the chair of the meeting as well as the speech by the Chairman of the Executive Board will be transmitted in full, live on our website, at **www.fuchs.com/group** under INVESTOR RELATIONS and then under Annual General Meeting 2018.

**6. Motions, nominations, inquiries, and requests for information (Information on shareholders' rights pursuant to Art. 56 (2) and (3) SE-VO, Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 and pursuant to Section 126 Para. 1, Section 127, and Section 131 Para. 1 AktG)**

**Applications for an addition to the agenda pursuant to Art. 56 (2) and (3) SE-VO, Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG**

Shareholders whose stakes collectively amount to at least 5% of the share capital – i.e. 6,950,000 no-par-value shares – or an amount proportionate to €500,000 of the share capital – i.e. 500,000 no-par-value shares – may request that items be placed on the agenda and announced. A reason or a proposed resolution must be included with each new item.

Any applications for additions must be addressed in writing to the Executive Board of the company and must be received by the company at least 30 days prior to the meeting; the date of receipt and the date of the Annual General Meeting are not to be included in this calculation. The final deadline for receipt is thus the end (24:00) of April 7, 2018. Applications for additions received thereafter will not be considered.

The company asks that any applications for additions be sent to the following address:

**FUCHS PETROLUB SE  
Vorstand  
Friesenheimer Str. 17  
68169 Mannheim**

To the extent that they were not previously announced upon convening – immediately after the request is received – additions to the agenda that are to be announced will be announced in the German Federal Gazette and forwarded for publication to media outlets that can be presumed to distribute the information

throughout the entire European Union. They will also be disclosed to the shareholders and published on the **www.fuchs.com/group** website under INVESTOR RELATIONS and then under Annual General Meeting 2018.

### **Counter-motions and nominations by shareholders pursuant to Section 126 Para. 1 and Section 127 AktG**

#### **Counter-motions by shareholders (Section 126 Para. 1 AktG)**

Each shareholder has the right to present a counter-motion for a particular agenda item at the Annual General Meeting in response to the proposals of the Executive Board and/or the Supervisory Board. Counter-motions that are received by the company at the address specified below at least 14 days prior to the meeting – excluding the date of receipt and the date of the Annual General Meeting, i. e. no later than the end (24:00) of April 23, 2018 – will promptly be made available via the website **www.fuchs.com/group** under INVESTOR RELATIONS and then under Annual General Meeting 2018, including the name of the shareholder, the reason, and any comment by management (cf. Section 126 Para. 1 (3) AktG).

In Section 126 Para. 2 AktG, the law specifies grounds for which a counter-motion and its reasons do not have to be made available via the website.

Counter-motions (including reasons) must be sent to the following address:

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

**Fax: +49 621 3802-7274  
Email: ir@fuchs-oil.de**

Counter-motions addressed otherwise will not be considered. Counter-motions are only filed if they are put forward during the Annual General Meeting. The right of any shareholder to put forward counter-motions regarding the different agenda items during the Annual General Meeting even without first sending them to the company by the deadline is unaffected.

Shareholders are asked to prove their current shareholder status at the time that the counter-motion is sent.

### **Nominations by shareholders (Section 127 AktG)**

Each shareholder has the right to submit nominations for agenda item 5 in the Annual General Meeting.

Nominations by shareholders that are received by the company at the address specified below at least 14 days prior to the Annual General Meeting – excluding the date of receipt and the date of the Annual General Meeting, i.e. no later than the end (24:00) of April 23, 2018 – will promptly be made available via the website **www.fuchs.com/group** under INVESTOR RELATIONS and then under Annual General Meeting 2018, including any comment by management. Nominations by shareholders are only made available if they contain the name, the profession and the place of residence of the nominated person (cf. Section 127 (3) in conjunction with Section 124 Para. 3 AktG). In contrast to counter-motions as defined in Section 126 Para. 1 AktG, reasons do not need to be provided for nominations.

Pursuant to Section 127 (1) in conjunction with Section 126 Para. 2 AktG, there are additional grounds for which nominations do not have 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  
**Email:** [ir@fuchs-oil.de](mailto:ir@fuchs-oil.de)

Nominations addressed otherwise will not be considered. The right of any shareholder to submit nominations for the corresponding agenda items during the Annual General Meeting, even without first sending them to the company by the deadline, is unaffected.

Shareholders are asked to prove their current shareholder status at the time that the nomination is sent.

### **Inquiries**

Shareholders who have inquiries regarding the Annual General Meeting are also asked to send these to the address specified above.

### **Shareholder's right to demand information (Section 131 Para. 1 AktG)**

Pursuant to Section 131 Para. 1 AktG, information about the company must be provided by the Executive Board to each shareholder during the Annual General Meeting upon request, to the extent that this information is required for appropriately assessing an agenda item. The Executive Board's obligation to give information also extends to the company's legal and business relationships with any associated company, as well to the status of the Group and the companies included in the consolidated annual financial statements (cf. Section 131 Para. 1 (2) and (4) AktG). Requests for information must generally be submitted verbally during the Annual General Assembly as part of the discussion.

The Executive Board may refuse to give information under certain conditions described in greater detail in Section 131 Para. 3 AktG. Pursuant to Section 21 Para. 2 of the company's Articles of Association, the chair of the meeting is authorized to place reasonable time limits on the shareholders' rights to pose questions and to speak.

### **Additional notes**

Additional remarks on shareholders' rights pursuant to Art. 56 (2) and (3) SE-VO, Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 and Section 126 Para. 1, Section 127, and Section 131 Para. 1 AktG can be found online at **[www.fuchs.com/group](http://www.fuchs.com/group)** under INVESTOR RELATIONS and then under Annual General Meeting 2018.

## **7. Documents and information on the Annual General Meeting**

Once the Annual General Meeting is convened, this invitation to the Annual General Meeting, the documents and motions by the shareholders as well as additional information – particularly regarding attendance of the Annual General Meeting and the designation of a proxy and issuing of instructions – are available for inspection by the shareholders at the business premises of FUCHS PETROLUB SE at Friesenheimer Str. 17, 68169 Mannheim. Once the Annual General Meeting is convened, the documents specified above, as well as the information pursuant to Section 124a AktG, are also available on the company's website at **[www.fuchs.com/group](http://www.fuchs.com/group)** under INVESTOR RELATIONS and then under Annual General Meeting 2018. After the Annual General Meeting, the results of the votes will also be available there. These documents are also available for inspection by the shareholders at the Annual General Meeting. Each shareholder will also be promptly sent a free copy of the documents specified above upon request. We ask that the corresponding requests be addressed to the Investor Relations department using the contact information specified above.

The invitation was announced in the German Federal Gazette on March 23, 2018. On the same day, the invitation was forwarded to media outlets to be published in the European Union as stipulated in Section 121 Para. 4a AktG.

**Mannheim, March 2018**

**FUCHS PETROLUB SE**

**The Executive Board**



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Investor Relations  
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68169 Mannheim, Germany

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