

2021 Invitation and Agenda

to the Virtual
Annual General Meeting

of FUCHS PETROLUB SE on May 4, 2021
at the business premises of the company, Mannheim

LUBRICANTS.
TECHNOLOGY.
PEOPLE.



Invitation to the Virtual Annual General Meeting

We cordially invite our shareholders to the

Virtual Annual General Meeting

on May 4, 2021,
at 10:00 a.m. (CEST).

FUCHS PETROLUB SE
Mannheim

– WKN 579040 and 579043 –
ISIN DE 0005790406 and DE 0005790430

On the basis of Section 1 of the German Act on Measures under Corporate, Cooperative, Association, Foundation, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as amended by the Act on the Further Abbreviation of the Residual Debt Exemption Procedure and the Amendment of Pandemic-Related Provisions under Corporate, Cooperative, Association, and Foundation Law as well as Rental and Leasing Law of December 22, 2020, the validity of which was extended until December 31, 2021, by the Regulation on the Extension of Measures under Corporate, Cooperative, Association, and Foundation Law to Combat the Effects of the COVID-19 Pandemic of October 20, 2020 (**the "COVID-19 Act"**), the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of company proxies) by resolution of the Executive Board with the consent of the Supervisory Board.

The shareholders and their proxies (with the exception of company proxies) have neither the right nor the option to attend the Annual General Meeting in person.

The entire Annual General Meeting will be broadcast live for duly registered shareholders/their proxies through the web-based electronic **InvestorPortal** of FUCHS PETROLUB SE, which can be accessed via the company website at

www.fuchs.com/annualmeeting.

Shareholders are kindly asked to take note of the information in Section III. Under "Further information and notes on the Annual General Meeting."

The site of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Friesenheimer Strasse 19, 68169 Mannheim, Germany.

Agenda

Item 1	Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the combined management report for FUCHS PETROLUB SE and the Group, 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 German Commercial Code (HGB), each of which is for the 2020 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 2020 financial year
Item 4	Adoption of a resolution regarding the approval of the Supervisory Board members for the 2020 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 2021 financial year as well as the auditor for reviewing any financial information during the fiscal year
Item 6	Resolution on the approval of the compensation system presented by the Supervisory Board for the Executive Board members
Item 7	Resolution on the compensation of the Supervisory Board members (compensation system and amendment of Art. 16 Para. 1 and Para. 2 as well as Paras. 5–8 of the Articles of Association)
Item 8	Resolution on switching from bearer shares to registered shares as well as the amendment of the header of Art. 6 and amendment of Art. 6 Paras. 1 and 2 and Art. 19 Paras. 6 and 7 of the Articles of Association
Item 9	Resolution on amendments to Art. 13 Para. 2 of the Articles of Association

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 for FUCHS PETROLUB SE and the Group, 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 German Commercial Code (HGB), each of which is for the 2020 financial year**

The documents can be accessed via the company's website at www.fuchs.com/annualmeeting and will also be mailed to shareholders upon request. The documents will also be provided and discussed further during the Annual General Meeting. Pursuant to legal requirements, there are no plans to adopt a resolution regarding 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 EUR 136,915,000.00 on the balance sheet as of December 31, 2020, be appropriated as follows:

Distribution of a dividend in the amount of EUR 0.98 for each of the 69,500,000 common shares entitled to dividend	€ 68,110,000.00
Distribution of a dividend in the amount of EUR 0.99 for each of the 69,500,000 preference shares entitled to dividends	€ 68,805,000.00
Unappropriated profit	€ 136,915,000.00

In accordance with Section 58 Para. 4 Sentence 2 AktG, the entitlement to payment of the dividend to third parties is due on the business day following the resolution by the Annual General Meeting, and thus on May 7, 2021.

3. Adoption of a resolution regarding the approval of the Executive Board members for the 2020 financial year

The Supervisory Board and the Executive Board propose that the approval of the Executive Board members who served in the 2020 financial year be granted for this period.

4. Adoption of a resolution regarding the approval of the Supervisory Board members for the 2020 financial year

The Supervisory Board and the Executive Board propose that the approval of the Supervisory Board members who served in the 2020 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 2021 financial year as well as the auditor for reviewing any financial information during the fiscal year.

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, be selected as auditor of the annual financial statements and auditor of the consolidated annual financial statements for the 2021 financial year as well as the auditor for reviewing any interim financial reports for the 2021 financial year and for the first quarter of 2022.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause which could serve to limit its options as defined under Art. 16 Para. 6 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on the Audit Committee.

6. Resolution on the approval of the compensation system presented by the Supervisory Board for the Executive Board members

In accordance with Section 120a Para. 1 Sentence 1 AktG as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) dated December 12, 2019, the Annual

General Meeting must adopt a resolution approving the compensation system for the members of the Executive Board as proposed by the Supervisory Board for each significant change to the compensation system and at least every four years.

In consideration of the requirements of Section 87a Para. 1 AktG, the Supervisory Board has adopted a resolution on the amendments of the compensation system for the members of the Executive Board. The amended compensation system for members of the Executive Board is enclosed as an annex to this Item 6 in Section II. of this invitation and shall be submitted to the Annual General Meeting for approval.

The Supervisory Board proposes that this compensation system for members of the Executive Board of FUCHS PETROLUB SE be approved.

7. Resolution on the compensation of the Supervisory Board members (compensation system and amendment of Art. 16 Para. 1 and Para. 2 as well as Paras. 5–8 of the Articles of Association).

Under Section 113 Para. 3 AktG as amended by ARUG II, a resolution on the compensation of the members of the Supervisory Board must be adopted by the Annual General Meeting at least every four years. The resolution pertains to both the system presented to the Annual General Meeting for compensation of the Supervisory Board members and to the concrete definition of compensation for the Supervisory Board members.

The current compensation of the members of the Supervisory Board is based on Article 16 of the Articles of Association of FUCHS PETROLUB SE. Following thorough assessment, the Executive Board and Supervisory Board have reached the conclusion that the compensation for members of the Supervisory Board should be adjusted. Instead of a combination of fixed and variable compensation, the compensation of Supervisory Board members should be configured as fixed compensation. As compensation, the fixed compensation should be increased from an original EUR 60,000 to EUR 85,000 for each member of the Supervisory Board. In addition,

the members of the Supervisory Board should be obligated to acquire preference shares in the company corresponding to at least 20 % of their fixed compensation (instead of the previous figure of at least 50 % of the respective variable compensation). No changes to compensation for activities as part of the Audit or Personnel Committees are envisioned.

The compensation system for members of the Supervisory Board is enclosed as an annex to this Item 7 in Section II. of this invitation.

The Executive Board and Supervisory Board propose the following resolution:

- a) The compensation system for the members of the Supervisory Board of FUCHS PETROLUB SE shall be defined.
- b) aa) Article 16 Paras. 1 and 2 of the Articles of Association of FUCHS PETROLUB SE shall each be amended and reworded as follows:

“1. In addition to reimbursement of their expenses, each member of the Supervisory Board shall receive fixed compensation of EUR 85,000 each year.

2. The Chair of the Supervisory Board shall receive double the amount of the compensation specified in Para. 1 and the Deputy Chair shall receive one and a half times the amount of the compensation specified in Para. 1. Supervisory Board members that do not belong to the Supervisory Board for the entire financial year will receive compensation corresponding to the duration of their membership on the Supervisory Board.”

- bb) Article 16 Paras. 5–8 of the Articles of Association of FUCHS PETROLUB SE shall each be amended and reworded overall as follows:

“5. Compensation under Paras. 1 through 4 for the immediately preceding financial year is payable in each case

after the end of the Supervisory Board meeting that resolves the approval of the annual financial statements for the immediately preceding financial year.

6. Entitlement to annual compensation under Paras. 1 and 2 shall be granted with the condition subsequent of non-compliance with the requirements in Sentence 2. All members of the Supervisory Board are required within 14 days of receiving payment of the annual compensation under Paras. 1 and 2 in conjunction with Para. 5 to acquire preferred shares of the company at a purchase price, not including additional fees, in the amount of at least 20 % of this annual compensation. They must retain the preferred shares acquired for at least four years after the respective purchase and, upon request, present documentation to the company that they have complied with the above conditions. The acquisition period specified in Sentence 2 shall be extended by the period for which the member of the Supervisory Board is subject to a statutory prohibition on purchasing shares in the company. Following proof of purchase, the company shall reimburse the Supervisory Board members up to EUR 600 for the annual costs of holding the company's preferred shares under Sentence 2.
7. Supervisory Board compensation under this Article 16 Paras. 1–6 applies retroactively from the financial year beginning January 1, 2021.
8. The company shall provide insurance coverage to the members of the Supervisory Board in a sufficient amount for performing their Supervisory Board duties. The company shall pay the insurance premiums."

The description of the compensation system for the members of the Supervisory Board of FUCHS PETROLUB SE can also be found on the company's website at **www.fuchs.com/annualmeeting**.

8. Resolution on switching from bearer shares to registered shares as well as amendments to the header of Art. 6 and the amendment of Art. 6 Paras. 1 and 2 and Art. 19 Paras. 6 and 7 of the Articles of Association

The share capital of the company is currently divided into bearer shares. It is intended for the shares of FUCHS PETROLUB SE to be converted into registered shares. Registered shares have advantages in regard to both capital market communications and direct communication with shareholders. No restrictions on the transferability of the shares are planned. The switch to registered shares will also require an adjustment of the requirements for convocation.

The Executive Board and Supervisory Board propose the following resolution:

- a) Upon entry into effect of the amendment of the Articles of Association under b) in the following, the company's existing bearer shares shall be converted into registered shares, maintaining the same denominations. The Executive Board shall be authorized to carry out all measures necessary for the conversion of the bearer shares into registered shares.
- b) The header of Article 6 (Share types) as well as Article 6 Paras. 1 and 2 of the Articles of Association of FUCHS PETROLUB SE shall be amended and re-worded as follows:

"Article 6 Shares

1. The shares are registered shares. The shareholders of the company must submit the legally required information to the company for entry in the share register.
2. In the event of a capital increase, if the resolution on the increase does not specify whether the new shares will be bearer shares or registered shares, then these shall also be registered shares."

- c) Article 19 Para. 1 Sentence 1 of the Articles of Association of FUCHS PETROLUB SE shall be amended and re-worded as follows:

“In order to participate in the Annual General Meeting and exercise voting rights, shareholders must be entered in the share register of the company and must have submitted their registration for the Annual General Meeting in text form (Section 126b BGB) and in German or English to the address specified for this purpose in the invitation, where it must be received at least six days before the Annual General Meeting.”

- d) Article 19 Para. 6 shall be removed without replacement and Article 19 Para. 7 shall become Article 19 Para. 6 with no changes in content.

9. Resolution on amendments to Art. 13 Para. 2 of the Articles of Association

Article 13 Para. 2 of the Articles of Association shall be amended and re-worded. The amendment serves the purpose of clarifying the fact that modern media such as email and other electronic media can also be used for the convocation of Supervisory Board meetings.

The Executive Board and Supervisory Board propose the following resolution:

Article 13 Para. 2 of the Articles of Association of FUCHS PETROLUB SE shall be amended and re-worded overall as follows:

“Meetings of the Supervisory Board shall be convened in writing or via telephone, fax, email, other electronic medium, or verbally by the Chair, or in the event that the Chair is unable to do so, by the authorized Deputy Chair, subject to a period of two weeks’ notice and specifying the agenda, the location, and the time of the meeting. In urgent cases, the Chair or their authorized Deputy Chair may reduce this notice period to an appropriate extent.”

II. Annexes to Agenda Items

1. Annex to Item 6: Compensation system for Executive Board members

a) General

The following criteria are relevant for defining the compensation for members of the Executive Board:

- the duties of the individual board member,
- the performance of the entire Executive Board,
- the company's financial situation,
- the earnings and outlook of the company,
- the reasonableness of the compensation, taking into account a horizontal and vertical comparative analysis.

The compensation system for members of the Executive Board thus creates incentives for successfully implementing the corporate strategy and for the company's long-term performance.

aa) Procedure for setting the level of compensation

By law, the Supervisory Board is the body responsible for setting, reviewing and implementing compensation/the compensation system for members of the Executive Board. The Personnel Committee is responsible for preparing the relevant Supervisory Board decisions.

Based on the compensation system, the Supervisory Board sets target and maximum Executive Board compensation in advance for a period of several years. It also defines the long-term targets geared toward sustainable company success to determine the performance factor in advance for a period of several years. These targets are guided by the strategic guidelines at FUCHS and relate to the entire Executive Board. Using a horizontal and vertical comparative analysis, the Supervisory Board ensures that Executive Board compensation is appropriate. The Personnel Committee prepares the resolutions.

In the December of a calendar year, the Supervisory Board's Personnel Committee prepares a recommendation on the Executive Board's target achievement with regard to the performance factor. The Supervisory Board then makes a decision at its December meeting based on this recommendation. The Supervisory Board makes the final decision on the amount of variable compensation for the past financial year at the Supervisory Board meeting in March, which is also when a resolution is passed on the approval of the annual financial statements.

Horizontal analysis:

The level of compensation is set based on a peer group of various MDAX companies selected on the basis of belonging to the chemicals industry, the nature of their business, or their main shareholder (listed companies with one family as majority shareholder). Characteristics such as company size, profitability and compensation structure are also taken into account. Taking these criteria into consideration, the members of the Executive Board are to be offered compensation that is standard for the market while also being competitive and in line with regulatory requirements. The peer group comprises Brenntag AG, Dürr AG, Knorr-Bremse AG, Lanxess AG and Symrise AG. In 2019, the average minimum total compensation in the peer group was 1.2 times that of a FUCHS PETROLUB SE Executive Board member, with maximum total compensation 1.5 times this amount.

Vertical analysis:

The internal company compensation structure is also applied when setting compensation for Executive Board members. As recommended by the German Corporate Governance Code, the vertical analysis draws on two peer groups. Firstly, the ratio of Executive Board compensation to staff costs for all Group employees is considered. Secondly, compensation for senior executives within the Group is compared. The peer group comprises the members of the Group Management Committee (excluding members of the Executive Board) and the managing partners of the Group companies.

bb) Review of the compensation system

The system for compensating members of the Executive Board is reviewed by the Supervisory Board each year. The Personnel Committee conducts a horizontal and a vertical analysis. If changes are required, the Personnel Committee prepares a recommended resolution for the Supervisory Board.

In accordance with the provisions of Section 120a of the German Stock Corporation Act (AktG), the compensation system must be submitted to the Annual General Meeting for approval if any material changes are made and at least every four years. If the Annual General Meeting does not approve the compensation system, a revised compensation system must be presented for resolution no later than the subsequent Annual General Meeting.

cc) Conflicts of interest

The fact that the Supervisory Board is responsible for setting, reviewing, and implementing the compensation system for members of the Executive Board serves to prevent potential conflicts of interest in principle. There have been no conflicts of interest for individual members of the Supervisory Board in the past with regard to decisions by the Supervisory Board or the Personnel Committee regarding the compensation system for Executive Board members. If conflicts of interest were to occur in the future, FUCHS PETROLUB SE's general regulations for handling conflicts of interest on the Supervisory Board apply. These stipulate that the Supervisory Board member in question must disclose the conflict of interest immediately. The Chairman of the Supervisory Board then decides whether the Supervisory Board member can attend the meeting and receive information. If the conflict of interest is significant and not merely temporary, the Supervisory Board member in question must resign.

b) Compensation components

Compensation for members of the Executive Board comprises non-performance-based and performance-based components. These components are made up of the following elements:

- Non-performance-based compensation:
 - Fixed compensation
 - Additional benefits
 - Pension expenses

- Performance-based compensation:
 - STI (short-term incentive) in the sense of short-term, one-year compensation
 - LTI (long-term incentive) in the sense of long-term compensation over several years

Where contracts are concluded or terminated during the year, fixed compensation and performance-based compensation are granted on a pro rata basis.

aa) Non-performance-based compensation

Non-performance-based compensation is fixed compensation based on the full year and is paid in 13 equal installments (two installments are paid in November). The annual fixed compensation is EUR 880,000 for the Chairman of the Executive Board and EUR 550,000 for each of the other members of the Executive Board.

In addition to fixed compensation, contracts also provide for additional benefits. These include the following:

- Benefits in kind in the form of the personal use of a company car
- Benefits in kind in the form of accident insurance

In terms of pension commitments, the following distinctions are made:

- The pension commitments for Executive Board members appointed before January 1, 2016, correspond to a percentage of the average fixed compensation for the last three years before termination of the contract of employment. This percentage does not exceed 40 % and increases successively with the duration of service of the Executive Board member. The corresponding pension provision is determined using the projected unit-credit method. Current service expenses, which may be subject to significant variability depending on the market interest rate, are recognized as annual pension expenses.
- Since January 1, 2016, there have been pension provisions in place for new members of the Executive Board via the Allianz provident fund. There are no additional obligations other than the requirement to pay contributions to these assigned pension funds. The annual payments are recognized as pension expenses.

The regular pension will be paid out if the Executive Board contract ends upon or after completion of the member's 65th year of age.

bb) Performance-based compensation

Performance-based compensation is calculated on the same basis for the STI and LTI using the following formula:



The Chairman of the Executive Board receives 0.64 % of the value calculated and other members of the Executive Board each receive 0.32 %. Performance-based compensation is paid in March after the Supervisory Board meeting to approve the previous financial year's annual financial statements.

FVA (Fuchs Value Added)

FVA is the FUCHS Group's central key performance indicator and is used for variable compensation for local, regional, and global management.

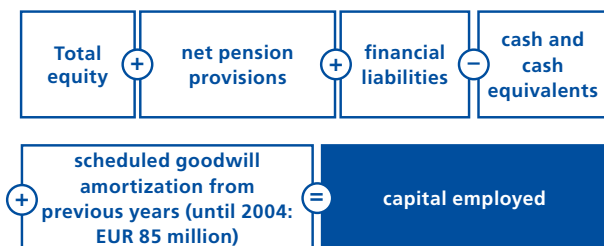
As an economic benefit, FVA embodies a holistic approach that looks at both profit and capital employed. It is therefore an expression of the strategic objectives and geared towards the long term.



EBIT (earnings before interest and taxes) is the relevant profit indicator. EBIT illustrates operating performance and is not affected by financing or tax effects.

Capital employed is reflected in the net assets and financial position. Capital expenditure is largely influenced by investments in property, plant and equipment, investments in intangible assets, as well as by the development of net operating working capital (NOWC). Property, plant and equipment and acquisitions are controlled on the basis of investment appraisals, while NOWC is monitored through targeted control of its components (inventories as well as accounts receivables and trade payables). The capital employed for a financial year is determined on the basis of the Group's interest-bearing financial resources and is calculated as an average of the parameters of the portfolio at five quarterly figures, starting from December 31 of the previous year.

Capital employed is thus calculated over five reporting dates as followed:



To calculate the costs of capital employed, the weighted average cost of capital (WACC), which is determined on the basis of the capital asset pricing model (CAPM), is used. The level of WACC is reviewed annually on the basis of up-to-date capital market data as of the end of the reporting period, and adjusted accordingly. The WACC is included in the FVA as a pretax interest rate because the earnings component is also taken into consideration as a pretax figure (EBIT).

Value is added only when the recorded earnings are higher than the costs of the capital employed. In this event, entitlement to variable compensation is granted.

The FVA for the financial year in question is determined when the annual financial statements are approved and the consolidated financial statements are ratified.

Performance factor

The performance factor measures the annual attainment of agreed long-term targets. It is the same for all members of the Executive Board and is determined by the Supervisory Board. The performance factor ranges from a minimum of 0.75 (equivalent to target attainment of 75 %) to a maximum of 1.25 (equivalent to

target attainment of 125 %). Besides profitable growth and efficient cash management, the performance factor takes account of technical expertise and therewith the continuing penetration of markets with specialty lubricants. Other aspects are compliance with good corporate governance, ongoing personnel development, the establishment and further development of a sustainability concept and the creation of stakeholder value with a view to FUCHS's social responsibility. These targets are guided by the strategic guidelines at FUCHS and relate to the entire Executive Board.

An overall picture of the level of target attainment and thus the performance factor is put together in December of each year, i. e. the different aspects are not assessed individually or weighted. The Supervisory Board makes this decision on the basis of the target attainment proposed by the Personnel Committee.

Variable compensation comprises the following:

- 45 % short-term incentive (STI)
- 55 % long-term incentive (LTI)

As both the STI and the LTI are dependent on the FVA and the performance factor, both are designed to take account of long-term company success and thus of a multi-year assessment basis. The distinction between the two is relevant with regard to the further obligation to use the LTI.

Members of the Executive Board must invest over half of the LTI in FUCHS PETROLUB SE preference shares (ISIN DE0005790430) within two weeks of it being paid. As recommended by the German Corporate Governance Code, this ensures that variable compensation is predominantly share-based, taking into account the respective tax burden. According to this, the preference shares acquired do not represent additional compensation for members of the Executive Board. As required under the German Corporate Governance Code, the preference shares acquired are subject to a four-year lock-up period. The vesting period begins when they

are posted to the individual securities accounts and must be observed in full even if the Executive Board contract is terminated prematurely. In this period, the shares held by members of the Executive Board are exposed to all the risks and rewards of capital market performance. The preference shares are acquired on a uniform basis for all members of the Executive Board in order to ensure standard acquisition terms.

cc) Target and maximum compensation

Target compensation is the total amount paid to an Executive Board member for a financial year when target attainment is 100 % for all compensation components. In the compensation system, target attainment is expressed by the performance factor. Target attainment of 100 % corresponds to a performance factor of 1.0. Target compensation is 2.5 times fixed compensation. Target compensation is EUR 2,200,000 for the Chairman of the Executive Board and EUR 1,375,000 for ordinary Executive Board members. Total target compensation comprises individual additional benefits and pension expenses as well as target compensation.

Maximum compensation is 4 times the amount of fixed compensation. Maximum compensation is EUR 3,520,000 for the Chairman of the Executive Board and EUR 2,200,000 for ordinary Executive Board members. Total maximum compensation comprises individual additional benefits (appropriate company car and accident insurance) and pension expenses as well as the maximum compensation. The pension expenses for Executive Board members appointed before January 1, 2016, do not exceed 40 % of the average fixed compensation of the last three years before the termination of the contract of employment. Pension commitments for the other members of the Executive Board are defined contribution plans and total EUR 220,000 annually. In light of the volatility of the annual actuarial calculation of the pension expenses for members of the Executive Board

first appointed before January 1, 2016, the maximum amount for the sum of the individual additional benefits and pension expenses is EUR 600,000 for the Chairman of the Executive Board and EUR 400,000 for ordinary Executive Board members. This results in total maximum compensation of EUR 4,120,000 for the Chairman of the Executive Board and EUR 2,600,000 for ordinary members of the Executive Board.

The following table shows the share of target and maximum compensation (excluding additional benefits and pension commitments in each case) and of target and maximum total compensation (additional benefits and pension commitments allocated to fixed compensation in each case) made up by fixed compensation, the STI, and the LTI:

in %	Target compensation	Maximum compensation	Target total compensation	Maximum total compensation
Fixed compensation	40	25	≈ 48	36
Variable compensation	60	75	≈ 52	64
thereof STI	27	34	≈ 23	29
thereof LTI	33	41	≈ 29	35

The share of target total compensation attributable to fixed compensation and to variable compensation may vary due to annual fluctuations in the additional benefits and pension commitments granted. As a general rule, the target amounts of the variable compensation components should exceed the fixed compensa-

tion components (basic compensation, additional benefits, and pension commitments). The compensation system ensures that the LTI always accounts for a higher share than the STI. This way, along with the long-term nature of the FVA model and the performance factor, the Supervisory Board gears Executive Board compensation towards the company's long-term development.

c) Contractual agreements

aa) Contractual terms and commitments in the event of premature termination

The basic regulations of Executive Board compensation are agreed with the members of the Executive Board in their employment contracts. Additional agreements are concluded with members of the Executive Board regarding variable compensation and the criteria relevant to measuring the performance factor. These are valid for multiple years.

Subject to prior mutual agreement, the term of the employment contracts is equal to the period of appointment. The requirements under stock corporate law and the recommendations of the German Corporate Governance Code are observed when appointing and reappointing members of the Executive Board. Initial appointments are generally not for more than three years. Reappointments are for a maximum of five years.

If Executive Board employment is terminated prematurely without cause, in accordance with the recommendations of the German Corporate Governance Code, the employment contracts provide for a compensation payment that is limited to a maximum of twice the annual compensation (sum of total compensation for last two financial years) and does not compensate more than the remaining term of the contract of employment (cap); whereby no premature payment of performance-related variable compensation is made in the event of

premature contract termination. The contracts do not provide for any extraordinary termination rights or redundancy payments in the event of a change in control. This also applies if a member of the Executive Board is permanently unable to work. If a member of the Executive Board is temporarily unable to work, the member continues to be paid the contractually agreed compensation for a duration of six months.

bb) Extraordinary developments and variable compensation

In the event of extraordinary developments, the Supervisory Board can adjust the variable compensation calculated in accordance with the specifications above and set it higher or lower.

cc) Clawback regulations for variable compensation

FUCHS PETROLUB SE is contractually entitled to recover, in full or in part, variable compensation components already paid to members of the Executive Board. The right to recovery applies in the event that it is determined after the payment of the variable compensation that the relevant key figures need to be retroactively adjusted due to objective inaccuracy and that no compensation or a smaller amount of compensation would have been calculated had the corrected figures been employed.

dd) Accepting board positions within and outside the Group

If members of the Executive Board accept Supervisory Board or other board positions at companies affiliated with FUCHS PETROLUB SE, they are not compensated for this separately.

If, in exceptional cases, compensation for a position within the Group cannot be excluded, this is either offset against the other compensation of the Executive Board member in question or assigned to FUCHS PETROLUB SE by the Executive Board member in question depending on the nature of the compensation.

Supervisory Board or similar positions at external companies must be approved by the Supervisory Board. The Supervisory Board makes a decision on whether to offset the compensation for the individual case in question. It has so far chosen not to do so.

ee) Post-contractual non-compete clause

Members of the Executive Board are subject to a 12-month post-contractual non-compete clause. FUCHS PETROLUB SE can waive this before termination of the employment relationship. If it does so, the right to compensation lapses one year after the declaration, regardless of whether the employment relationship remains in effect. They receive compensation equal to one half of the contractually agreed compensation for the duration of the non-compete clause. For the variable components, this is based on the average for the last three years. Other income is taken into account in compensation. Compensation is deducted from any redundancy payment in accordance with the recommendation of the German Corporate Governance Code.

The description of the compensation system for the members of the Executive Board can also be found on the company's website at **www.fuchs.com/annualmeeting**.

2. Annex to Item 7: Compensation of Supervisory Board members (compensation system)

a) Procedure for reviewing the structure and amount of compensation

The Supervisory Board regularly reviews the compensation paid to its members. The structure and amount of Supervisory Board compensation is reviewed in terms of its appropriateness, taking account of compensation at other comparable companies. As the work of a Supervisory Board member fundamentally differs from the work of a company employee, Supervisory Board compensation is not compared with company employees' compensation on a vertical basis.

Appropriate Supervisory Board compensation ensures that FUCHS PETROLUB SE can continue to attract exceptionally qualified candidates to the Supervisory Board. Supervisory Board compensation therefore makes a long-term contribution to promoting the corporate strategy and the company's long-term performance.

The Supervisory Board's compensation is conclusively defined under Article 16 of FUCHS PETROLUB SE's Articles of Association. There are no ancillary or supplementary agreements. The compensation rules apply equally to the shareholder representatives and to the employee representatives on the Supervisory Board.

b) Conflicts of interest

Due to the statutory division of powers, members of the Supervisory Board are involved in the process of reviewing their compensation system. To avoid the conflict of interest that this entails, the decision on the final compensation system is by law made by the Annual General Meeting and the corresponding resolution proposal is submitted by the Executive Board and the Supervisory Board.

c) Compensation components

aa) Fixed compensation

Alongside reimbursement of their expenses, the members of the Supervisory Board shall receive fixed compensation of EUR 85,000 after the end of the financial year. Granting purely fixed compensation corresponds to the predominant standard practice at other listed companies. The Executive Board and Supervisory Board are of the opinion that purely fixed compensation for Supervisory Board members is best suited to taking the special status, the growing and increasingly complex tasks, and the responsibility of the members of the Supervisory Board into account. Purely fixed compensation for Supervisory Board members is also specified under Suggestion G.18 Sentence 1 of the German Corporate Governance Code (DCGK).

bb) Increased compensation for the Chair and Deputy Chair of the Supervisory Board

The Chair of the Supervisory Board shall receive double the amount of the annual fixed compensation and the Deputy Chair shall receive one and a half times the amount of the annual fixed compensation. The increased compensation takes the increased time commitment of the Chair and Deputy Chair into account and corresponds to Suggestion G.17 DCGK.

cc) Obligation to purchase preference shares

At least 20 % of the fixed compensation must be invested in preference shares in the company with a four-year lockup period; this lockup period shall apply even if the member leaves the Supervisory Board.

dd) Compensation for committee roles

For their role in the Audit Committee, members will receive fixed compensation of EUR 20,000, payable after the end of

the financial year; for their role in the Personnel Committee, they shall receive EUR 10,000. The Chair of the Audit and Personnel Committees shall receive double the aforementioned payments. The increased compensation takes the increased time commitment for committee activities into account and corresponds to Suggestion G.17 DCGK.

ee) Compensation in the event of Supervisory Board additions or departures during the year

Supervisory Board and committee members that do not belong to the Supervisory Board or a committee for the entire financial year will receive prorated compensation.

d) D&O insurance

FUCHS PETROLUB SE has taken out D&O insurance (pecuniary loss liability insurance) which covers the work of the members of the Supervisory Board.

III. Additional information and comments regarding the Annual General Meeting

1. Total number of shares and voting rights when the meeting is convened; free disposal of shares

Upon convening the Annual General Meeting, the company's share capital in the amount of EUR 139,000,000 is divided among 139,000,000 no-par-value shares with a nominal value of EUR 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 2–9. 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. Organization of the Annual General Meeting as a virtual Annual General Meeting without physical presence of the shareholders and their proxies

The COVID-19 Act has created the option to hold annual general meetings without the physical presence of the shareholders or their proxies (virtual annual general meetings) in the year 2021 as well. With the consent of the Supervisory Board, the Executive Board of FUCHS PETROLUB SE has decided to make use of this option in light of the continuation of the COVID-19 pandemic for the foreseeable future. As such, the 2021 Annual General Meeting of the company will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of company proxies).

Therefore, the shareholders and their proxies (with the exception of company proxies) cannot take part in the Annual General Meeting physically. Instead, they have the following options for participating in the virtual Annual General Meeting via the virtual Annual General Meeting room known as the **"InvestorPortal."** The **InvestorPortal** can be accessed at

www.fuchs.com/annualmeeting

using the access details you received with your admission ticket for the virtual Annual General Meeting.

We kindly ask that the shareholders and their proxies take particular note of the following information on registration for the virtual Annual General Meeting, exercising voting rights, and the other rights of shareholders.

Holding the Annual General Meeting as a virtual Annual General Meeting will lead to the following modifications to the procedure for the Annual General Meeting and in regard to the rights of shareholders:

a) Livestream

The opening remarks by the chair of the meeting as well as the speech by the Chairman of the Executive Board will be broadcast live online for the interested public on our website at **www.fuchs.com/annualmeeting** without access restrictions on the day of the Annual General Meeting starting at roughly 10:00 a.m. This portion will also be available as a recording after the Annual General Meeting.

The shareholders and their proxies who are entitled to participate can watch a livestream of the entire Annual General Meeting. To do so, please go to the **InvestorPortal** and click "Live-Übertragung" (Livestream).

b) Exercise of voting rights

The shareholders and their proxies who are entitled to participate can exercise their voting rights only by way of electronic absentee ballot or by giving power of attorney and instructions to the company proxies. See Nos. 4–7 regarding the exercise of voting rights and changes to the exercise of voting rights.

c) Right to ask questions

The shareholders and their proxies who are entitled to participate have the right to ask questions. This can only be exercised by way of electronic communications. The shareholders and

their proxies who are entitled to take part are entitled to submit questions until May 2, 2021, 24:00. To do so, please go to the **InvestorPortal** and click "Frageaufnahme" (Questions). See No. 8 for more detailed information on the right to ask questions.

d) Objections to resolutions by the Annual General Meeting

The shareholders and their proxies authorized to take part and who have exercised their voting right under b) can submit an objection to one or more resolutions of the Annual General Meeting during the Annual General Meeting, i.e., until the time that the Annual General Meeting is adjourned. To do so, please go to the **InvestorPortal** and click "Widerspruch" (Objections).

e) Note

The company cannot guarantee that the internet broadcast will be free of technical difficulties and that all eligible shareholders will be able to access it. Therefore, we suggest that you make use of the above options for participation, particularly to exercise your voting rights, as soon as possible.

The **InvestorPortal** will be open to shareholders and their proxies entitled to participate from March 23, 2021 onwards, and will also be available to them on the day of the Annual General Meeting and for its entire duration. There, they will be able to exercise their voting rights by way of absentee ballot until voting begins and to issue powers of attorney and instructions to company proxies. The chair of the meeting will announce the start of voting during the Annual General Meeting. In addition, the shareholders and their proxies entitled to participate will be able to raise objections there, if desired, from the beginning to the end of the Annual General Meeting.

All times specified in this invitation are in Central European Summer Time (CEST), which is authoritative in Germany. In reference to coordinated universal time (UTC), UTC = CEST minus two hours.

3. Requirements for attendance at the virtual Annual General Meeting and for exercising voting rights

Submission of registration and proof of entitlement to the company in due time are required in order for common and preferred shareholders to participate in the virtual Annual General Meeting and in order for common shareholders to exercise voting rights.

Registration must be submitted in text form and in German or English and received by the company at the following address by the end (24:00) of **April 27, 2021**:

**FUCHS PETROLUB SE
c/o Deutsche Bank AG
Securities Production
– General Meetings –
PO Box 20 01 07
60605 Frankfurt am Main**

**Fax: +49 69 12012-86045
Email: wp.hv@db-is.com**

Pursuant to Article 19 Para. 6 of the Articles of Association of FUCHS PETROLUB SE, the shareholders must also submit proof of their right to participate in the Annual General Meeting. The proof must be provided by submitting documentation of their shareholdings in writing via the final intermediary under Section 67c Para. 3 AktG. Proof of shareholding must pertain to the start of the twenty-first day before the date of the Annual General Meeting, i.e. **April 13, 2021 (the "record date")**, 00:00, and must be received by the company at the aforementioned address by the end (24:00) of **April 27, 2021**.

Only shareholders who have submitted evidence are considered shareholders for the purposes of participation in the virtual Annual General Meeting and the exercise of voting rights. Aside from the required registration, the entitlement to participate in the Annual General Meeting and the extent of voting rights are determined

based on the shares held by the shareholder as of the record date. No blocking of the sale of shares is associated with the record date; they can be purchased and sold without regard to 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 therefore has no impact on the entitlement to participate and on the extent of voting rights. The same applies for the 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.

After the registration and proof of shareholdings have been received by the central registration office of FUCHS PETROLAB SE described above, the shareholders entitled to participate will receive admission tickets for the virtual Annual General Meeting along with access details for the “**InvestorPortal.**” Forms for authorizing third-party proxies and company proxies will also be sent together with the admission ticket. In order to ensure that the admission ticket is received on time, we ask that our shareholders make sure that their registration and evidence are sent in good time, potentially via their custodian bank (final intermediary).

4. Exercising voting rights

The common shareholders who are entitled to participate may cast their votes on Agenda Items 2–9.

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 proper registration, you can cast your vote as a common shareholder.

5. Process for voting by electronic absentee ballot

Shareholders with voting rights and their proxies can vote by way of electronic absentee ballot.

In order to exercise voting rights by way of electronic absentee ballot, shareholders must register for the Annual General Meeting in due time and submit proper evidence of shareholding in accordance with the provisions described above (see No. 3).

Shareholders and their proxies entitled to participate will be able to use the **InvestorPortal** to submit, revoke, or modify their electronic absentee votes starting from March 23, 2021 (see No. 2 and No. 3). To do so, please go to the InvestorPortal and click "Briefwahl abstimmen" (Cast absentee vote).

Voting by way of electronic absentee ballot, including the revocation or modification of a vote, will be possible via the **InvestorPortal** until voting begins.

In cases where powers of attorney and instructions for company proxies are received in addition to electronic absentee votes for the same shareholdings, the electronic absentee votes will always take precedence; in this event, company proxies will not make use of the powers of attorney issued to them and will not represent the relevant shares.

6. Representation at the virtual Annual General Meeting

Shareholders with voting rights can cast their votes by granting a corresponding power of attorney to a proxy, such as an intermediary, a shareholders' association, a voting rights consultant, or another third party. The following should be noted in this context:

Timely registration and timely proof of shareholdings in accordance with the provisions specified above are still required if a proxy is designated (see No. 3). Proxies are also only able to exercise voting rights at the Annual General Meeting by way of electronic absentee ballot or the authorization of (sub-)proxies, particularly to the company proxies. In order for a proxy to be able to view the virtual Annual General Meeting via the **InvestorPortal** and to submit an electronic absentee ballot or electronically authorize (sub-)proxies via the **InvestorPortal**, the proxy will need the shareholder's access details for the **InvestorPortal**. In the event that a proxy is authorized simultaneously with registration for the virtual Annual General Meeting, the access details will be sent to the proxy directly. Otherwise, the access details must be shared with the proxy by the shareholder.

Issuance, revocation, and proof of authorization of a proxy must be submitted to the company in text form insofar as a power of attorney pursuant to Section 135 AktG is not being issued; alternatively, these can be carried out via the **InvestorPortal**.

Authorization for an intermediary, a shareholders' association or another equivalent person or institution as defined in Section 135 Para. 8 AktG generally requires special conditions; the proxy must be asked about these conditions. Therefore, we ask that shareholders who wish to use an intermediary, a shareholders' association or another equivalent person or institution under Section 135 Para. 8 AktG as a proxy that they coordinate with the proxy about the type of power of attorney.

Proxy authorization forms will be sent to the shareholders together with the admission ticket for the Annual General Meeting and are available on the company's website at **www.fuchs.com/annualmeeting**.

Proof that a proxy designation has been requested can be sent to FUCHS PETROLUB SE at the following email address:

fuchspetrolub-hv2021@computershare.de.

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

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

7. Voting by way of the company proxy

Shareholders can also authorize company proxies to exercise their voting rights. In this case as well, shareholders must register for the Annual General Meeting in due time and submit proper evidence of shareholding in accordance with the aforementioned provisions (see No. 3 above).

Company proxies will only exercise voting rights on the basis of express and unambiguous instructions. For this reason, shareholders must issue express and unambiguous instructions for the agenda items for which they would like to exercise voting rights. The company proxies are obligated to vote in accordance with these instructions. In the absence of an express and unambiguous instruction, company proxies will abstain from voting on the item in question. Company proxies are unable to accept instructions to request to speak, to raise objections to Annual General Meeting resolutions, to ask questions, or to file motions. They are only available to vote on resolutions proposed by the Executive Board, Supervisory Board, or shareholders which have been announced together with this convocation or later in accordance with Section 124 Paras. 1 or 3 AktG.

The corresponding forms will be sent to the shareholders together with the admission ticket for the Annual General Meeting and can also be accessed online at **www.fuchs.com/annualmeeting**. Alternatively, proxy authorization and revocation can be carried out through the **InvestorPortal** via the company's website (for information on accessing the **InvestorPortal**, see No. 2 above).

The power of attorney including instructions for company proxies can be issued or revoked through the **InvestorPortal** until **voting begins**. This simultaneously serves to provide proof of proxy authorization.

Alternatively, a power of attorney including instructions for company proxies can be issued in text form and proof of proxy authorization can be submitted to the company at the address specified below by the end (24:00) of May 3, 2021 (receipt):

FUCHS PETROLUB SE
c/o Computershare Operations Center
80249 Munich

Fax: +49 89 30903-74675
Email: fuchspetrolub-hv2021@computershare.de

In each case, the time of receipt by the company shall be decisive in regard to deadlines. Please note that in the event of an additional proxy authorization via the **InvestorPortal**, any powers of attorney or instructions issued to the company in text form will be rendered invalid.

8. Information on the rights of shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the Regulation (EC) No. 2157 / 2001 on the Statute for a European Company (SE-Reg), Section 50 Para. 2 of the SE Implementation Act (SEAG) in conjunction with Section 122 Para. 2 AktG, Sections 126 Para. 1, 127, 131 Para. 1 AktG, and Section 1 Paras. 2 and 8 of the COVID-19 Act

Motions to supplement the agenda under Art. 56 Sentence 2 and Sentence 3 SE-Reg. and 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 EUR 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 Annual General 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 3, 2021. Applications for additions received thereafter will not be considered.

Any applications for additions must be sent exclusively to the following address:

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

Proposals for additions to the agenda addressed otherwise will not be considered.

The applicants have to prove that they have owned the shares since at least 90 days before the date on which the request is received, and

that they hold the shares until the Executive Board's decision on the request. Section 121 Para. 7 AktG applies for calculation of the time period.

To the extent that they were not previously announced together with the convocation, additions to the agenda that are to be announced will be announced in the German Federal Gazette immediately after the request is received 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 shareholders and published at www.fuchs.com/annualmeeting.

Counter-motions by shareholders (Section 126 Para. 1 AktG in conjunction with Section 1 Para. 2 Sentence 3 of the COVID-19 Act)

Counter-motions by shareholders against proposals for specific agenda items by the Executive Board and/or Supervisory Board that are sent to the company at the address below at least 14 days before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting), i. e., no later than April 19, 2021, 24:00, will be published immediately along with the name of the shareholder, the reason, and any response by the management online at www.fuchs.com/annualmeeting (see Section 126 Para. 1 Sentence 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, Germany

Fax: +49 621 3802-7274
Email: ir@fuchs.com

Counter-motions addressed otherwise will not be considered.

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

Motions by shareholders which must be made accessible by the company in accordance with Section 126 AktG are considered to have been filed at the Annual General Meeting if the shareholder filing the motion has been properly legitimized and has registered for the Annual General Meeting.

Nominations by shareholders (Section 127 AktG in conjunction with Section 1 Para. 2 Sentence 3 of the COVID-19 Act)

Nominations by shareholders for the selection of the auditor of the annual financial statements as well as the auditor of the consolidated annual financial statements that are sent to the company at the address listed below at least 14 days before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting) – i.e., no later than April 19, 2021, 24:00 – will be published immediately including any response by the management online at www.fuchs.com/annualmeeting. 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 Sentence 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, Germany

Fax: +49 621 3802-7274

Email: ir@fuchs.com

Nominations addressed otherwise will not be considered.

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

Nominations by shareholders which must be made accessible by the company in accordance with Section 127 AktG are considered to have been submitted at the Annual General Meeting if the shareholder submitting the proposal has been properly legitimized and has registered for the Annual General Meeting.

Inquiries

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

Right of shareholders to ask questions

Shareholders do not have the right to verbally request information from the Executive Board pursuant to Section 131 Paras. 1 and 4 AktG during the virtual Annual General Meeting. Shareholders and their proxies entitled to participate shall, however, be granted the opportunity to ask questions electronically under Section 1 Para. 2 Sentence 1 No. 3 in conjunction with Para. 8 Sentence 2 of the COVID-19 Act. Questions will be answered as part of the livestream of the virtual Annual General Meeting.

The Executive Board has specified, with the consent of the Supervisory Board, that questions must be submitted by way of electronic communications one day before the Annual General Meeting at the latest, i. e. **by May 2, 2021, 24:00**. Under Section 1 Para. 2 Sentence 2 in conjunction with Para. 8 Sentence 2 of the COVID-19 Act, the Executive Board is free to choose how to answer questions.

The Executive Board reserves the right to answer frequently asked questions on the company's website in advance. In the context of answering questions, the Executive Board additionally reserves the

right to specify the shareholder asking the question by name, provided the shareholder asking the question consented to being mentioned by name when the question was submitted.

Shareholders entitled to participate and their proxies may only submit their questions electronically via the **InvestorPortal**, which is accessible at

www.fuchs.com/annualmeeting.

To do so, please go to the **InvestorPortal** and click “Frageaufnahme” (Questions). Questions can be submitted **from March 23, 2021 to May 2, 2021, 24:00**, via the **InvestorPortal**. Questions submitted by other means or after the deadline specified above will not be considered. There is not an option to ask follow-up questions during the Annual General Meeting. Shareholders and their proxies can find the access details necessary for the **InvestorPortal** on the admission ticket that will be sent to them following registration in due time and the submission of proper evidence of shareholding (see No. 3 above).

Objections to resolutions by the Annual General Meeting

In regard to the right of shareholders entitled to participate and their proxies to raise objections to resolutions by the Annual General Meeting, please refer to the information under No. 2. d).

Additional notes

More detailed explanations of the rights of shareholders under Art. 56 Sentence 2 and Sentence 3 SE-Reg., Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG, Sections 126 Para. 1 and 127 AktG, and Section 1 Paras. 2 and 8 of the COVID-19 Act can be found online at **www.fuchs.com/annualmeeting**.

9. Documents and information on the virtual Annual General Meeting

From the time notice is given of the convocation of the Annual General Meeting onwards, this invitation to the virtual Annual General Meeting, the shareholder documents and motions that are to be provided, and other information – particularly regarding attendance at the virtual Annual General Meeting, absentee ballots, the issuance of proxy authorizations and instructions, and the information under Section 124a AktG – shall be available on the company’s website at **www.fuchs.com/annualmeeting**. The aforementioned documents and information are also available during the virtual Annual General Meeting at the company’s website as listed above. The results of the votes will also be available there after the Annual General Meeting.

This notice of the Annual General Meeting was published in the German Federal Gazette on March 23, 2021. On the same day, the convening was forwarded to media outlets to be published in the European Union as stipulated in Section 121 Para. 4a AktG.

In line with our sustainability activities, we are refraining from printing the annual report and have published it exclusively in digital form.

Mannheim, March 2021

FUCHS PETROLUB SE

The Executive Board

Information on data protection regarding the Annual General Meeting

1. General information

a) Introduction

FUCHS PETROLUB SE (“FUCHS,” “We,” “Us,” “Our”) is firmly committed to protecting your data. The following remarks will provide you with information about the collection and processing of your personal data and your rights in this regard under Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR), the German Federal Data Protection Act (BDSG), Regulation (EC) No. 2157/2001 on the Statute for a European Company (SE-Reg.), the German SE Implementation Act (SEAG), the German Stock Corporation Act (AktG) and the German Act on Measures under Corporate, Cooperative, Association, Foundation, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as amended by the Act on the Further Abbreviation of the Residual Debt Exemption Procedure and the Amendment of Pandemic-Related Provisions under Corporate, Cooperative, Association, and Foundation Law as well as Rental and Leasing Law of December 22, 2020, the validity of which was extended until December 31, 2021, by the Regulation on the Extension of Measures under Corporate, Cooperative, Association, and Foundation Law to Combat the Effects of the COVID-19 Pandemic of October 20, 2020 (the “COVID-19 Act”), in relation to the preparation, performance, and follow-up of the Annual General Meeting of FUCHS as a virtual Annual General Meeting without the physical presence of the shareholders and proxies.

The entire Annual General Meeting will be broadcast online in real time (“livestreamed”) via the **InvestorPortal**. The **InvestorPortal** is accessible only to shareholders and their proxies who

have the required access details, as well as to FUCHS, to any service providers of FUCHS that are employed for the implementation of the Annual General Meeting, and to representatives of radio, print, or online media (“journalists”) who have been admitted by FUCHS. The **InvestorPortal** is available online at **www.fuchs.com/annualmeeting**; in addition to the information in this document, please also note the data privacy information that is available at this address from the operator of the website.

b) Data processing controller as defined in Art. 4 No. 7 GDPR

FUCHS PETROLUB SE
Friesenheimer Str. 17
68169 Mannheim, Germany

Telephone: +49 621 3802-0
Fax: +49 621 3802-7190
Email: kontakt@fuchs.com
Website: <https://www.fuchs.com/group>

c) Contact information for the data protection officer

Dr. Karsten Kinast, LL.M.
KINAST Rechtsanwaltsgesellschaft mbH
Hohenzollernring 54
50672 Cologne, Germany
Email: mail@kinast-partner.de

2. Personal data affected

We process the following personal data of participating shareholders and proxies; not all of the personal data listed is processed for all of the data subjects listed.

- Full name
- Address
- Phone number
- Email address
- Number of shares, share class, and type of shareholding
- Access details for entry to the **InvestorPortal**
- Any voting rights issued to a proxy

If shareholders or their proxies get in touch with us (“query”), we will also process the personal data that is given to us in the context of the query and that is needed in order to answer the query (e.g. the contact details such as email address or telephone number given by the shareholder or proxy). Where necessary we will also process information about motions, questions, objections, nominations, and requests from shareholders or their proxies in the Annual General Meeting.

Please note there is a possibility that your personal data included in your inquiries – particularly your name – may be shared openly during the meeting in accordance with this privacy statement, and thus may also be observed by the journalists in attendance. In the context of answering questions, the Executive Board reserves the right to specify the shareholder asking the question by name or to state personal data openly during the meeting, provided the shareholder asking the question consented to being mentioned by name when the question was submitted.

If we do not receive the above data directly from the respective shareholder, it will be provided to us by custodian banks/intermediaries.

3. Purpose and legal basis of data processing

We process the personal data for the following purposes:

- For participation in, preparation for, and performance of the Annual General Meeting (such as review of the applications for registration for the Annual General Meeting, sending the access details for the **InvestorPortal**).
- To fulfill the requirements under stock corporation law (such as for creating the list of participants, for meeting documentation requirements).
- To allow the exercise of shareholder rights (e.g. ability to ask questions electronically, voting via electronic absentee ballot, responses to inquiries).
- To communicate with the authorized shareholders and proxies of the Annual General Meeting.
- To prevent and identify illegal activities.

The legal basis for processing personal data includes the provisions of SE-Reg. (Art. 52 et seq.) and the stock corporation laws (Sections 118 et seq. AktG), including Section 1 of the COVID-19 Act, each in conjunction with Art. 6 Para. 1 Sentence 1 c) GDPR.

In addition, we will process personal data to comply with legal requirements under supervisory, tax, and commercial law. Art. 6 Para. 1 Sentence 1 c) GDPR is also the legal basis here.

We will also process personal data to safeguard legitimate interests, such as preparing the Annual General Meeting and ensuring that the Annual General Meeting runs smoothly, or complying with securities trading regulations of non-European countries. The legal basis for data processing in these cases is Art. 6 Para. 1 Sentence 1 f) GDPR. If you provide us with personal data in connection with a query, the legal basis for processing this data for the purposes of replying is Art. 6 Para. 1 Sentence 1 a) GDPR.

When FUCHS is answering questions, the name of the shareholder asking the question may be specified if the relevant shareholder asking the question has consented to this, a statutory obligation to do so exists, or doing so is necessary in order to answer the question or is otherwise in the legitimate interest of the company (legal basis: Art. 6 Para. 1 Sentence 1 a), c), and/or f) GDPR).

4. Other recipients of the personal data

Access to the **InvestorPortal** and therefore the livestream is granted only to FUCHS, to any service providers employed by FUCHS to implement the virtual Annual General Meeting, and to shareholders, proxies, and journalists that have been granted permission to participate by FUCHS and have access details.

We sometimes use external service providers in the EU (e.g. Annual General Meeting services, IT services, banks, notaries, attorneys) for organizing and conducting the Annual General Meeting, who, where necessary, are obliged under data processing agreements to abide by data protection laws according to Art. 28 GDPR. FUCHS will only transmit the personal data to these service providers that is required in order to deliver the contracted service and will only process the data on our behalf and according to our instructions. In these cases, FUCHS remains responsible for protecting your personal data.

We may be obliged to transmit personal data to other recipients who process the personal data under their own responsibility (Art. 4 No. 7 GDPR), in particular to public authorities such as the competent supervisory authority.

If we forward personal data to providers outside the European Economic Area (EEA), this will require the third country to have a suitable level of data protection verified by the EU Commission or to provide other suitable data protection guarantees (e. g. binding internal corporate data protection guidelines or an agreement with the standard contractual clauses of the EU Commission).

We have no influence over the manner in which personal data that is disclosed at the Annual General Meeting in accordance with this privacy statement is processed by the journalists in attendance. We are not the controller in this regard as defined under the GDPR.

5. Storage period

The storage period for the personal data processed in connection with the Annual General Meeting is usually up to three years. We anonymize or delete this personal data as long as it is no longer required for the above purposes. This does not apply if and when we are bound by legal proof and storage obligations (e. g. in the AktG, the German Commercial Code (HGB), or in the German Tax Code (Abgabenordnung)) to store the data for longer or if the data is pertinent to judicial or extra-judicial proceedings, such as in the case of actions for annulment and rescission; in these cases we will store the data for as long as the proof and storage obligations apply or until the legally effective or otherwise final conclusion of the relevant proceedings, including any enforcement proceedings.

6. Your rights according to the GDPR

You can contact our data protection officer or us directly with an informal message at any time and free of charge to exercise your rights according to the GDPR if the relevant conditions are met. According to this, you have the right:

- pursuant to Art. 15 GDPR, to request information about your personal data processed by us. In particular, you can request information about the processing purposes, the category of the personal data, the categories of recipients to whom your data was or will be disclosed, the planned storage period, the existence of a right of correction, deletion, restriction of processing or objection, the existence of a right to complain, the origin of your data if it was not collected by us, and about the existence of automated decision-making, including profiling and possibly meaningful information about the details thereof;
- pursuant to Art. 16 GDPR, to demand the correction of inaccurate or completion of your personal data stored with us;
- pursuant to Art. 17 GDPR, to demand the deletion of your personal data stored with us, provided that processing is not required in order to exercise the right to freedom of expression and information, to fulfill a legal obligation, for reasons of public interest, or to assert, exercise, or defend legal claims;
- pursuant to Art. 18 GDPR, to demand that the processing of your personal data be restricted, if you contest the accuracy of the data (the restriction then applies for the duration of the review), if processing takes place unlawfully and you refuse deletion, if we no longer require the personal data but you still need it to assert, exercise, or defend legal claims, or if you filed an objection to the processing pursuant to Art. 21 Para. 1 GDPR (while the legitimacy of the objection is being reviewed);

- pursuant to Art. 20 GDPR, to be given your personal data that you provided to us, in a structured, standard and machine-readable format, or to demand that it be sent to another person responsible;
- pursuant to Art. 7 Para. 3 GDPR, at any time to revoke the consent that you have given us. As a result, in future we will not be able to continue the data processing that relied on this consent and
- pursuant to Art. 77 GDPR, to complain to a supervisory authority. See No. 7 for further information on this.

7. Right of complaint

If you have any questions or complaints, you can contact our data protection officer (see No. 1 c)) or a data protection supervisory authority (Art. 77 GDPR).

The data protection supervisory authority responsible for FUCHS is:

State Commissioner for Data Protection and Freedom of Information Baden-Württemberg

PO 10 29 32, 70025 Stuttgart

Königstrasse 10a, 70173 Stuttgart

Telephone: +49 711 61 55 41 – 0

Fax: +49 711 61 55 41 – 15

Email: poststelle@lfdi.bwl.de

Internet: <https://www.baden-wuerttemberg.datenschutz.de>

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