

**Additional 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 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2) AktG, Sections 126 (1), 127, 131 (1) AktG, and Section 1 (2) and (8) of the COVID-19 Act**

The invitation to the Annual General Meeting already contains 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 (2) of the SE Implementation Act (*SE-Ausführungsgesetz*, “**SEAG**”) in conjunction with Section 122 (2) AktG, Sections 126 (1), 127, 131 (1) German Securities Act (*Aktiengesetz*, “**AktG**”), and Section 1 (2) and (8) sentence 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 as amended by the German Act on the establishment of a special relief fund, “*Aufbauhilfe 2021*” (“2021 Reconstruction Aid”), and on the temporary suspension of the requirement to file for insolvency for businesses affected by heavy rainfall and flooding on July 2021 as well as amending other laws (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze*) of September 10, 2021, (“**COVID-19-Act**”).

The following explanations serve to further clarify these provisions.

**1. Motions to supplement the agenda under Art. 56 Sentence 2 and Sentence 3 SE-Reg. and Section 50 (2) SEAG in conjunction with Section 122 (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 CEST) of April 2, 2022. 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 (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](http://www.fuchs.com/annualmeeting).

## **2. Counter-motions by shareholders (Section 126 (1) AktG in conjunction with Section 1 (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 18, 2022, 24:00 (CEST), 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](http://www.fuchs.com/annualmeeting) (see Section 126 (1) Sentence 3 AktG).

In Section 126 (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**  
**E-Mail: [ir@fuchs.com](mailto:ir@fuchs.com)**

Counter-motions addressed otherwise will not be considered.

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.

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

Nominations by shareholders for the selection of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements, as well as for the election of a member of the Supervisory Board 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 18, 2022, 24:00 (CEST) – will be published immediately including any response by the management online at [www.fuchs.com/annualmeeting](http://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 as well as the information pursuant to Section 125 (1) Sentence 5 AktG (cf. Section 127 Sentence 3 AktG). In contrast to counter-motions as defined in Section 126 (1) AktG, reasons do not need to be provided for nominations.

Pursuant to Section 127 Sentence 1 in conjunction with Section 126 (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**  
**E-Mail: ir@fuchs.com**

Nominations addressed otherwise will not be considered.

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.

#### **4. Inquiries**

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

#### **5. Right of shareholders to ask questions**

Shareholders do not have the right to verbally request information from the Executive Board pursuant to Section 131 (1) and (4) AktG during the virtual Annual General Meeting. Pursuant to Section 1 (2) Sentence 1 No. 3 in conjunction with (8) Sentence 2 of the COVID-19 Act, registered Shareholders and their proxies are given the right to ask questions by means of electronic communication. 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 communication one day before the Annual General Meeting at the latest, i.e. **by May 1, 2022, 24:00** (CEST). Pursuant to Section 1 (2) Sentence 2 in conjunction with (8) Sentence 2 of the COVID-19 Act, the Executive Board is free to choose how to answer questions.

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.

Registered Shareholders and their proxies may only submit their questions electronically via the InvestorPortal, which is accessible at

**[www.fuchs.com/annualmeeting](http://www.fuchs.com/annualmeeting)**

To do so, please go to the **InvestorPortal** and click "Frageaufnahme" (Questions). Questions can be submitted **up to May 1, 2022, 24:00** (CEST), 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 or their proxies can find the necessary access information for the **InvestorPortal** in the documents for the virtual Annual General Meeting.

## **6. Objections to resolutions by the Annual General Meeting**

In regard to the right of registered shareholders and their proxies to raise objections to resolutions passed by the Annual General Meeting, please refer to the information under Section III. 2. d) in the invitation of the annual general meeting.

These rights of the shareholders are in particular based on the following provisions of the SE-Reg, SEAG, AktG and the COVID-19-Act:

### **Article 56 SE-Reg [Request for Amendments of the Agenda]**

“<sup>1</sup> One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. <sup>3</sup>The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.“

### **Section 50 SEAG Convocation and Amendment of the Agenda at the Request of a Minority (excerpt)**

“(2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 % of the share capital or represent an amount of the share capital corresponding to 500,000 euros. “

### **Section 122 AktG Convening a meeting at the request of a minority (excerpts)**

“(1) <sup>1</sup> A shareholders' meeting shall be called if shareholders whose combined shareholdings amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. <sup>2</sup>The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the managing board decides on the request. <sup>4</sup>Section 121, Subsection 7 shall be applied accordingly.

(2) <sup>1</sup> In the same manner, shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least 500,000 Euros may request that items be placed on the agenda and be published. <sup>2</sup>Each new item must be accompanied by a reason or a proposed resolution. <sup>3</sup>The request within the meaning of sentence 1 must be received by

the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt. “

### **Section 121 AktG General (excerpts)**

“(7) <sup>1</sup> For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup> Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup> Sections 187 to 193 of the German Civil Code (BGB) shall not be applied mutatis mutandis. <sup>4</sup> In the case of non-listed companies, the Articles of Association may determine a different calculation of the period “

### **Section 126 AktG Motions by shareholders**

“(1) <sup>1</sup> Motions by shareholders, including the shareholders’ name, supporting information and, if any, managements’ position shall be made available to the eligible persons referred to in Section 125, Subsection 1 through Subsection 3 under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders’ meeting notice. <sup>2</sup> The day of receipt shall not be counted. <sup>3</sup> In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. <sup>4</sup> Section 125, Subsection 3 shall apply mutatis mutandis.

(2) <sup>1</sup> A countermotion and its reason need not be made accessible if:

1. the managing board would by reason of such accessibility become criminally liable,
2. the countermotion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,
3. main points of the reason obviously contain false or misleading or insulting statements,
4. a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,
5. the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,
6. the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or
7. in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.

<sup>2</sup> The reason need not to be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective supporting information.“

### **Section 127 AktG Election proposals by shareholders (excerpts)**

“<sup>1</sup> Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. <sup>2</sup> Such election proposal need not be supported by a reason. <sup>3</sup> The managing board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124, Subsection 3, Sentence 4, and Section 125, Subsection 1, Sentence 5. <sup>4</sup> Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal, Iron and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the Co-Determination Amendment Act (*Mitbestimmungsergänzungsgesetz*) apply, the managing board has to add the following information:

1. reference to the requirements pursuant to Section 96, Subsection 2,
2. statement, whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and
3. statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96, Subsection 2, Sentence 1.“

### **Section 124 AktG Publication of requests for additions to the agenda; proposals for resolutions (excerpts)**

“(3) [...] <sup>4</sup>The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence. [...]“

### **Section 125 AktG Communications to shareholders and supervisory board members (excerpts)**

“(1) [...] <sup>5</sup>In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.“

### **Section 1 COVID-19-Act (excerpts)**

“(2) <sup>1</sup>The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the right to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

<sup>2</sup>he management board decides at its duty-bound, free discretion how to respond to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.

<sup>3</sup>Motions or election proposals of shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) will be deemed to have been made during the virtual Annual Meeting if the shareholder making the request or submitting the election proposal is duly legitimized and registered for the Annual Meeting“

“(6) <sup>1</sup>The decisions of the management board in accordance with paragraphs (1) to (5) require the consent of the supervisory board. [...]”

„(8) [...] <sup>2</sup>In the case of a European company under Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10.11.2001, page 1), as last amended by Regulation (EU) No 517/2013 (OJ L 158, 10.6.2013, p. 1), paragraphs (1) to (7), with the exception of paragraph (5), shall apply accordingly.. [...]“