

**Further explanations on the rights of shareholders
under Art. 56 Sentence 2 and Sentence 3 of the SE Reg (Regulation on the
Statute for a European company (SE)), Section 50 (2) of the SEAG (SE
Implementation Act) in conjunction with Section 122 (2) of the German Stock
Corporation Act (AktG) and Section 126 (1), Section 127 and Section 131 (1) of
the AktG**

Ordinary Annual General Meeting of FUCHS PETROLUB SE on May 3, 2023

The convocation of the Annual General Meeting itself contains information on the rights of shareholders in accordance with Art. 56 Sentence 2 and Sentence 3 of the SE-Reg, Section 50 (2) of the SEAG in conjunction with Section 122 (2) German Stock Corporation Act (AktG), Sections 126 (1), 127, 131 AktG. 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 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 CEST) of April 2, 2023. 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
Einsteinstr. 11
68169 Mannheim, Germany**

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.

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

Each shareholder has the right to make a counter-motion against the proposals of the Executive Board and/or the Supervisory Board on a particular item on the agenda. Counter-motions received by 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, 2023, 24:00 (CEST)—will be published immediately including the name of the shareholder, the grounds and any response by the management online at www.fuchs.com/group/investor-relations/annual-general-meeting (cf. Section 126 (1) sentence 3 of the German Stock Corporation Act (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
Einsteinstrasse 11
68169 Mannheim, Germany
Email: ir@fuchs.com

Counter-motions addressed otherwise will not be considered. Counter-motions are made only if they are made during the Annual General Meeting. The right of any shareholder to make counter-motions on the various agenda items during the Annual General Meeting, even without prior and timely communication to the company, remains unaffected.

3. **Election proposals by shareholders (Section 127 of the German Stock Corporation Act (AktG))**

Each shareholder shall have the right to make election proposals to elect a Supervisory Board member and to elect an auditor.

Nominations by shareholders 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, 2023, 24:00 (CEST)—will be published immediately including any response by the management online at www.fuchs.com/group/investor-relations/annual-general-meeting. 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 (in conjunction with 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
Einsteinstrasse 11
68169 Mannheim, Germany
Email: ir@fuchs.com

Nominations addressed otherwise will not be considered. The right of any shareholder to make election proposals on the relevant agenda item during the Annual General Meeting, even without prior and timely communication to the company, remains unaffected.

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 the shareholder to information (Section 131 (1) of the German Stock Corporation Act (AktG))

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), the Executive Board must provide each shareholder with information on the company's affairs upon request at the Annual General Meeting, insofar as this information is necessary for the proper assessment of an item on the agenda. The Executive Board's obligation to disclose information also extends to the company's legal and business relationships with an affiliated company, as well as to the position of the group and the entities included in the consolidated financial statements (cf. Section 131 (1) sentence 2 and sentence 4 of the German Stock Corporation Act (AktG)). In principle, requests for information shall be made orally at the Annual General Meeting as part of the debate.

Under certain conditions, in Section 131 (3) of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. Pursuant to Article 21 (2) sentence 2 of the company's Articles of Association, the person chairing the meeting is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak.

These rights of the shareholders are based, in particular, on the following provisions of the SE-Reg, SEAG and German Stock Corporation Act (AktG):

Art. 56 SE-Reg [Request for Amendments of the Agenda]

¹ 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. ² 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 Articles of Association. ³ The above proportion may be reduced by the Articles of Association 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) ¹ An Annual General 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 Executive Board. ² The Articles of Association may provide that the right to request an Annual General Meeting shall require another form and the holding of a lower portion of the share capital. ³ 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 Executive Board decides on the request. Section 121 (7) shall be applied accordingly
- (2) ¹ 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 EUR 500,000 request that items be placed on the meeting agenda and be published. ² Each new item must be accompanied by a reason or a proposed resolution. The request within the meaning of Sentence 1 must be received by the company no later than 24 days prior to the meeting, or 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) ¹ For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. ² Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. ³ Sections 187 to 193 of the German Civil Code (BGB) shall not be applied mutatis mutandis. ⁴ In the case of non-listed companies, the Articles of Association may determine a different calculation of the period.”

Section 126 German Stock Corporation Act (AktG) motions by shareholders

- “(1) ¹ 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 Paras 1 to 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 Executive 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 Annual General Meeting notice. ² The day of receipt shall not be counted. ³ In the case of stock exchange listed companies, the required accessibility shall be provided via the website of the company. ⁴ Section 125, Para. 3 shall apply mutatis mutandis.

- (2) ¹ A countermotion and its reason need not be made accessible if:
1. the Executive Board would by reason of such accessibility become criminally liable,
 2. the countermotion would result in a resolution of the Annual General 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 General 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 General 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 General Meeting of the shareholders voted in its favor,
 6. the shareholder indicates that he will not attend or be represented at the Annual General Meeting of the shareholders, or
 7. in the past two years at two Annual General Meetings of the shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.
- ²The 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 Executive Board may combine such counterproposals and the respective supporting information.”

Section 127 AktG Election proposals by shareholders

“¹ Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the Supervisory Board or independent auditors. ² Such election proposal need not be supported by a reason. ³ The Executive Board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124, Para. 3, Sentence 4, and Section 125, Para. 1, Sentence 5. ⁴ 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 Executive Board has to add the following information:

1. reference to the requirements pursuant to Section 96, Para. 2,
2. statement, whether there has been an objection to the overall fulfilment pursuant to Section 96, Para. 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, Para. 2, Sentence 1.”

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

“(3) [...] ⁴The 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) [...] ⁵In 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.”