

Declaration of Corporate Governance

2020



## Declaration of Corporate Governance

The Executive Board and the Supervisory Board submit the declaration of corporate governance for FUCHS PETROLUB SE and also for the Group in accordance with Sections 315d and 289f HGB. The statements apply both to FUCHS PETROLUB SE and to the Group, unless stated otherwise below.

### A. Declaration of the Executive Board and the Supervisory Board of FUCHS PETROLUB SE concerning the recommendations by the “Government Commission on the German Corporate Governance Code” pursuant to Section 161 of the German Stock Corporation Act (AktG)

On December 11, 2020, the Executive Board and the Supervisory Board of FUCHS PETROLUB SE agreed to issue the following declaration of compliance:

Since issuing its last declaration of compliance on December 16, 2019, FUCHS PETROLUB SE has complied with all recommendations set forth in the German Corporate Governance Code dated February 7, 2017, i.e. its version published in the official section of the Federal Gazette (Bundesanzeiger) on April 24, 2017 by the German Ministry of Justice. FUCHS PETROLUB SE intends to comply in the future with the recommendations set forth in the German Corporate Governance Code dated December 16, 2019, i.e. its version published in the official section of the Federal Gazette (Bundesanzeiger) on March 20, 2020 by the German Ministry of Justice, with the following exception:

Mannheim, December 11, 2020



Dr. Kurt Bock  
Chairman of the Supervisory Board

Recommendation G.11 sentence 2 is not followed.

Variable compensation for the members of the Executive Board is based on a specific calculation formula that is geared toward the company's long-term development. In connection with the Executive Board members' obligation to invest more than half of their long-term incentive in preference shares in the company and to hold these for at least four years, the variable compensation for members of the Executive Board is directly linked to the company's economic development. In addition, there are statutory options for retaining or reclaiming compensation components.



Stefan Fuchs  
Chairman of the Executive Board

The declaration of compliance is available on the company's website at:

→ [www.fuchs.com/decl\\_of\\_compl](https://www.fuchs.com/decl_of_compl)

## B. Compensation report

The main features of the compensation system and the individual compensation of members of the Executive Board and the members of the Supervisory Board are described in the compensation report.

→  [88 Compensation report](#)

## C. Corporate governance practices

FUCHS PETROLUB SE and the Group apply the following key corporate governance practices:

### Compliance

The company understands compliance to mean observing rights, laws and the company's Articles of Association, adherence to internal rules and making voluntary personal commitments. Unlawful conduct harbors the risk of financial harm, weakening the company's own market position, and damaging its image. Without exception, management and employees are required to observe laws, directives and social standards applicable to them within the scope of their duties.

FUCHS has set up a compliance management system (CMS) for the prevention of the aforementioned dangers and damages. The FUCHS Code of Conduct and the compliance guidelines, particularly those that relate to complying with rules on competition, preventing money launder-

ing, corruption and venality, and dealing with insider information, are essential foundations of the CMS. The Code of Conduct and the compliance guidelines form a binding framework for FUCHS to ensure lawful and social-ethical conduct. They are supplemented by varied information and training activities, a compliance risk management system, a whistleblower portal for reporting illegal conduct, the systematic processing and appropriate sanctioning of compliance violations, regular compliance reporting to the Executive Board and Supervisory Board and compliance audits performed by Internal Audit. The individuals with authorized access to insider information are listed in the mandatory insider list in accordance with Art. 18 of the EU's Market Abuse Regulation (MAR) and informed of their legal obligations and possible sanctions.

The CMS is implemented by a Group-wide compliance organization, overall responsibility for which lies with the Chief Financial Officer (CFO). The Chief Compliance Officer (CCO) appointed by the Executive Board manages the CMS globally with the Group Compliance Committee (GCC) and other both regionally (RCOs) and locally (LCOs) appointed Compliance Officers and supports and advises employees. The CCO is also responsible for developing the CMS to take account of all topics of relevance for compliance. In addition to the CCO, the managers with overall responsibility for Human Resources and Internal Audit are also members of the GCC. The GCC works out the strategic focus of the compliance organization on the basis of its own rules of procedure, supports the CCO and comprehensively bun-

dles the expertise within the company. In addition, the GCC ensures the sharing of information between the central group and specialist departments that mainly deal with compliance topics, monitors the processing and investigation of events relevant to compliance and arranges for appropriate sanctions in the event of compliance violations. The RCOs are using the compliance strategy at regional level and deal with all compliance incidents within the respective responsibility with the help of an electronic case handling program. The digital whistleblower portal gives all employees as well as all business partners the chance to initiate a dialog with the compliance organization, while remaining anonymous if so desired. As a result, weaknesses can be identified and the CMS can be further developed from the findings gained. All employees are explicitly required to immediately report conduct and incidents relevant to compliance to the responsible offices.

### Corporate governance policies

The Articles of Association of FUCHS PETROLUB SE, the FUCHS Code of Conduct, the Declaration of Corporate Governance and further corporate governance documents, such as the Anti-Corruption Directive, the Anti-Trust Directive or the FUCHS Sustainability Guideline, are available on the company's website. In accordance with recommendation F.5 of the Code, the company makes non-current declarations of corporate governance and declarations of compliance with the recommendations of the Code available on its website for at least five years.

→  [www.fuchs.com/decl\\_of\\_compl](http://www.fuchs.com/decl_of_compl)

### **Commitment to sustainable, success-driven and value-oriented corporate governance**

The terms trust, creating value, respect, reliability and integrity form the core values of the FUCHS Code of Conduct and accordingly shape the company's mission statement for good corporate governance. This mission statement expresses a common attitude on the part of the management levels and provides a clear guideline for acting responsibly. The core values apply to the FUCHS Group as a benchmark for internal objectives and form the basis for individual actions.

Good corporate governance also includes the adoption of sustainable business principles. FUCHS has summarized its basic principles for sustainable activities in a comprehensive Sustainability Guideline. Further information on sustainability is provided in the combined non-financial declaration and the Sustainability Report.

→  [68 Combined non-financial declaration](#)

→  [www.fuchs.com/sustainabilityreport](http://www.fuchs.com/sustainabilityreport)

### **Opportunity and risk management**

Sound corporate governance also includes the responsible handling of opportunities and risks. The Executive Board ensures appropriate opportunity and risk management in the company. The Executive Board and the Supervisory Board regularly discuss existing opportunities and risks, changes therein and the measures to be taken. The internal control system, the risk management system and the internal audit system are developed on an ongoing basis and adapted to a changing framework. Details on this can be found in the report on opportunities and risks.

→  [52 Opportunity and risk report](#)

## **D. Disclosures on the working practices of the Executive Board and the Supervisory Board and the composition and working practices of their committees**

### **1. Management and control structure**

As a European corporation (Societas Europaea – “SE”), FUCHS PETROLUB SE, with its registered office in Mannheim, is subject in particular to the provisions of the SE Regulation, the German SE Implementation Act, the SE Employee Participation Act, the SE Employee Participation Agreement concluded with the employees, and the German Stock Corporation Act (AktG). In accordance with the requirements of German stock corporation law, FUCHS has a two-tier board system with the separation of personnel between the Executive Board as a management body and the Supervisory Board as a monitoring and advisory body, each of which has its own independent responsibilities. Sound corporate governance requires the ongoing development of this two-tier board system, with all divisions being included.

### **2. Corporate management by the Executive Board Working practices of the Executive Board**

The Executive Board manages the company on its own responsibility. As a management body, it has a commitment to the company's interests and to increasing the companies' enterprise value in the long term. In so doing, the members of the Executive Board are jointly responsible

for all management activities. Notwithstanding the overall responsibility of the Executive Board, the individual members of the Executive Board also manage the divisions assigned to them under their own responsibility within the scope of Executive Boards resolutions.

In particular, the Executive Board makes decisions on corporate strategy, business policy, and annual and multi-year planning. The Executive Board ensures that the risks associated with business operations are handled responsibly by way of a suitable and effective opportunity and risk management system. By means of a compliance management system geared toward the company's risk situation, the Executive Board ensures compliance with legal provisions, official regulations, and internal policies, and works toward their observance within the company (compliance).

The Executive Board pays attention to diversity and adequate representation of women when filling management positions in the company.

Resolutions of the Executive Board are generally adopted at its regular meetings, which are to be held at least once a month. The Executive Board is quorate if all members are invited and at least two members take part in the vote on the resolution. Resolutions are generally adopted by a majority of the votes cast. In making their decisions, the Executive Board members must not pursue any personal interests or business opportunities available to the company for their own personal gain. In accordance with

recommendation E.2 of the Code, the rules of the procedure of the Executive Board regulate its obligation to disclose possible conflicts of interest to the Chairman of the Supervisory Board and to the Chairman of the Executive Board. There were no conflicts of interest in the reporting year.

The Supervisory Board has adopted rules of procedure and an allocation of responsibilities for the work of the Executive Board. These govern the work and the allocation of responsibilities of the Executive Board members. The rules of procedure contain regulations on the Executive Board's obligations to keep the Supervisory Board informed. In addition, the Supervisory Board has stipulated the need for the approval of the Supervisory Board for certain fundamentally important business processes, such as setting the investment budget or larger acquisitions.

### Composition of the Executive Board

The Executive Board of FUCHS PETROLUB SE currently consists of five members. The Executive Board is made up of Mr. Stefan Fuchs (Chairman), Dr. Lutz Lindemann, Dr. Timo Reister, Dr. Ralph Rheinboldt, and Ms. Dagmar Steinert. Further details and the allocation of duties within the Executive Board (organization of responsibilities, regions and divisions) are shown in detail in the section on organization. → [11 Organization](#)

The Supervisory Board is responsible for appointing the Executive Board in accordance with Article 39 of the SE Regulation. Together with the Executive Board, the Supervisory Board ensures long-term succession planning and receives reports on the respective status of planning and implementation of the criteria specified therein. The Supervisory Board has assigned responsibility for preparing decisions to the Personnel Committee. The number of Executive Board members is based on the requirements resulting from the business and the division of work in the Executive Board. In accordance with recommendation B.3 of the Code, initial appointments of members of the Executive Board are for no more than three years.

As a global innovation-driven company in the lubricants industry, FUCHS PETROLUB SE's systematic management development and long-term succession planning for the Executive Board pays attention to:

- the early identification of suitable candidates of different disciplines as well as taking account of varied professional and personal experience,
- proven strategic and operating creative drive, and
- a proven role model function as a manager in the implementation of the FUCHS mission statement.

Taking account of the terms of the existing Executive Board mandates and the necessary skills for the respective positions to be (re-)filled, potential candidates within the Group are identified and presented to the Supervisory Board at an early stage. Where necessary, potential exter-

nal candidates are identified via suitable service providers and taken into account in succession planning.

However, the crucial factor for appointment to the Executive Board at FUCHS PETROLUB SE consists in the assessment of the professional and personal qualifications. The current composition of the Executive Board ensures comprehensive compliance with the duties required of the executive board of a listed company.

### Diversity

FUCHS ensures that the Executive Board as a whole has the following profile in line with a diversity concept:

- years of experience in scientific, technical and commercial areas,
- appropriate international experience due to background and/or professional activity,
- at least one female member of the Executive Board (target until December 12, 2021: one female member),
- balanced age structure.

In accordance with recommendation B.5 of the Code, the Supervisory Board has set an age limit of 65 years for Executive Board members.

The diversity concept for the Executive Board is implemented by ensuring that the Supervisory Board and the Personnel Committee adequately take account of the aspects specified in the diversity concept when seeking and selecting suitable candidates for an Executive Board position.

### 3. Monitoring and advising of the corporate management by the Supervisory Board

#### Working practices of the Supervisory Board

The Supervisory Board appoints and dismisses the members of the Executive Board and both advises and monitors the Executive Board in its management of the company. The Executive Board informs the Supervisory Board regularly, promptly, and comprehensively about all relevant issues for the company, particularly the strategy, planning, the business development, the risk situation, risk management, and compliance. The Chairman of the Supervisory Board is immediately informed by the Chairman of the Executive Board of any major events that are significant for the assessment of the company's situation and development and for the management of the company. In addition, the Chairman of the Supervisory Board maintains regular contact with the Chairman of the Executive Board and advises him on all important issues for the company. The continuous dialog between the Executive Board and the Supervisory Board, which is based on mutual trust, forms an important foundation for FUCHS' success.

The Supervisory Board is quorate if a duly convened meeting is attended by at least four members, including the Chairman or the Deputy Chairman. Attendance also includes attendance via teleconference or video conference, although this should not be the norm. The Supervisory Board reaches its decisions through resolutions,

which are passed by a simple majority of those members of the Supervisory Board participating in the vote. In the event of a tied vote, the Chairman has the casting vote. Minutes of the Supervisory Board's resolutions and meetings are prepared and then approved by resolution at the next meeting. Resolutions may also be adopted in writing, by telephone, or using other common means of communication such as e-mail, provided the majority of the Supervisory Board members take part in the vote. In making their decisions, the Supervisory Board members must not pursue any personal interests or business opportunities available to the company for their own personal gain. In accordance with recommendation E.1 of the Code, the rules of the procedure of the Supervisory Board regulate its obligation to disclose possible conflicts of interest to the Chairman of the Supervisory Board. There were no conflicts of interest in the reporting year.

If necessary, separate preliminary meetings of the shareholder representatives and the employee representatives take place. In accordance with recommendation D.7, the Supervisory Board also regularly meets without the Executive Board.

At its meeting on December 11, 2020, the Supervisory Board adopted a new version of the rules of procedure for the Board. The current version of the rules of procedure for the Supervisory Board is available on the website:

→ [www.fuchs.com/sup\\_board](https://www.fuchs.com/sup_board)

The Supervisory Board itself regularly assesses how effectively the Supervisory Board as a whole and its committees are performing their tasks. To this end, the Chairman of the Supervisory Board talks to all regular Supervisory Board members, and the results of the survey are then discussed at a meeting of the Supervisory Board. If necessary, measures for improvement are defined. The last self-assessment was conducted at the Supervisory Board meeting on December 11, 2020. Based on the positive results, no changes to the previous working practices were required in the Supervisory Board's view. The next routine self-assessment is scheduled for 2021.

#### Composition of the Supervisory Board

The Supervisory Board of FUCHS PETROLUB SE consists of six members. Of these, the shareholders elect four members in the Annual General Meeting. The European Works Council (SE Works Council) and the representatives of the company's European employees elect two members as employee representatives. The current members of the Supervisory Board and their attendance at meetings are listed hereafter:

### Overview of Supervisory Board members' attendance at each meeting in the financial year 2020

Responsibilities	Members	Attendance/meetings
Supervisory Board	Dr. Kurt Bock (Chairman)	7/7
	Dr. Susanne Fuchs (Deputy Chairwoman from May 5, 2020)	7/7
	Dr. Erhard Schipporeit, until May 5, 2020 (Deputy Chairman, financial expert)	2/2
	Jens Lehfeldt	7/7
	Dr. Christoph Loos, from May 5, 2020	5/5
	Ingeborg Neumann (financial Expert)	7/7
	Lars-Eric Reinert, until May 5, 2020	2/2
	Cornelia Stahlschmidt, from May 5, 2020	5/5

Mr. Jens Lehfeldt, Mr. Lars-Eric Reinert (until May 5, 2020) and Ms. Cornelia Stahlschmidt (from May 5, 2020) are the employee representatives on the Supervisory Board.

Further details, such as the members' CVs, their current position or main occupation, membership of statutory supervisory boards and comparable supervisory bodies, and the date of their first appointment are available online at → [www.fuchs.com/sup\\_board](http://www.fuchs.com/sup_board)

Details on the Board's work in the reporting year are presented in the report of the Supervisory Board.

→ [13 Report of the Supervisory Board](#)

### Skills profile

The Supervisory Board is composed of people, who ensure compliance with the duties of a listed company, in particular providing qualified advice to the Executive Board and performing the Supervisory Board's monitoring duties. On the basis of their expertise and practical experience, integrity, motivation, independence and personality, the members of the Supervisory Board are capable of performing their duties in an international group operating in the lubricants industry and preserving the reputation of the FUCHS Group in public. In accordance with recommendation C.1 of the Code, the Supervisory Board has defined specific targets for its composition and developed a skills profile for the Board as a whole. It regularly focuses on

the issue of long-term succession planning for the shareholder representatives, most recently at its meeting on December 16, 2019.

In accordance with the criteria decided by the Supervisory Board, the Supervisory Board as a whole must match the following profile:

- knowledge, skills, and specialist experience in the management of an international company,
- special economic expertise in cross-industry added value and value chains,
- special knowledge and experience in the application of accounting principles, internal control procedures, and risk management,
- inclusion of technical expertise, particularly in the field of (specialty) chemicals and sectors that use chemical products.

The Supervisory Board as a whole meets all criteria of the skills profile.

In accordance with recommendation D.12 of the Code, FUCHS PETROLUB SE provides the Supervisory Board members with adequate support for their induction and for training measures.

## Diversity

With the objective of maximum benefit for the company, the Supervisory Board strives for sufficient diversity among the shareholder representatives. Diversity is not just limited to gender, but is also understood to refer to character, internationality, and professional background. The Supervisory Board has set itself the following targets for the Board as a whole:

- at least 30% women or men (target for female members until December 12, 2021: 17%),
- at least 50% different education and professional experience,
- at least 50% international experience due to background or profession,
- at least 30% independent members.

Furthermore, members of the Supervisory Board should not be over 75 years old at the time they are elected. This age limit was not exceeded by any of the Supervisory Board members.

Corporate co-determination at FUCHS PETROLUB SE in accordance with the agreement on the involvement of employees contributes to diversity in terms of professional experience and cultural background. Employee representatives for the Supervisory Board are appointed and elected through the autonomous decision of the employees in accordance with the provisions of laws on SE employee participation and the SE employee participation agreement concluded with the employees.

The diversity concept for the Supervisory Board is implemented by ensuring that the Nomination Committee adequately takes account of the aspects specified in the diversity concept when seeking and selecting suitable shareholder representatives. All the criteria of the diversity concept have been met at FUCHS.

## Independence

In the Supervisory Board's opinion, three of the four shareholder representatives listed in the section "Composition of the Supervisory Board," and thus an appropriate proportion of the shareholder representatives, are independent within the meaning of recommendation C.6 of the Code. The current Supervisory Board members Dr. Kurt Bock, Dr. Christoph Loos, and Ms. Ingeborg Neumann, as well as Dr. Erhard Schipporeit up until his departure from the Supervisory Board, are shareholder representatives on the Supervisory Board who are considered independent from the company and its Executive Board and from the controlling shareholder within the meaning of the recommendations of the Code.

The term in office of the Supervisory Board is five years. The current term in office began when the Supervisory Board members were elected at the Annual General Meeting on May 5, 2020. No member of the Supervisory Board has been on the Board for more than twelve years.

## Committees of the Supervisory Board

In accordance with recommendations D.2, D.3, and D.5 of the Code, the Supervisory Board at FUCHS PETROLUB

SE has formed qualified committees – an Audit Committee, a Personnel Committee and a Nomination Committee – which prepare and also supplement its work. The committees contribute to the Supervisory Board working efficiently. The Personnel Committee and the Audit Committee usually meet several times a year, while the Nomination Committee convenes for meetings when necessary based on its allocation of duties. The respective chairs of the committees regularly report to the Supervisory Board on the work of the committees.

In accordance with recommendation D.3 of the Code, the key tasks of the **Audit Committee** include auditing the accounts, monitoring the accounting process, examining the effectiveness of the internal control system, the risk management and internal audit system and the audit of the financial statements by the statutory auditor and compliance. The Chair of the Audit Committee and the auditor also exchange information outside the meetings. In addition, the Audit Committee and Executive Board also discuss the interim reports and financial reports to be published on the capital markets in advance. The members of the Audit Committee and their attendance are listed below. Both Ms. Ingeborg Neumann and Dr. Erhard Schipporeit meet the requirements of recommendation D.4 of the Code in their role as Chair of the Audit Committee on the basis of their knowledge and experience:

#### Overview of Audit Committee members' attendance at each meeting in the financial year 2020

Responsibilities	Members	Attendance/meetings
Audit Committee	Dr. Erhard Schipporeit, until May 5, 2020 (Deputy Chairman, financial expert)	2/2
	Ingeborg Neumann (Chairwoman from May 5, 2020, financial expert)	4/4
	Dr. Christoph Loos, from May 5, 2020	2/2
	Dr. Susanne Fuchs	4/4

The **Personnel Committee** focuses on personnel matters in the Executive Board. The members of the Personnel Committee and their attendance at meetings are listed below:

#### Overview of Personnel Committee members' attendance at each meeting in the financial year 2020

Responsibilities	Members	Attendance/meetings
Personnel Committee	Dr. Kurt Bock (Chairman)	2/2
	Dr. Susanne Fuchs	2/2
	Ingeborg Neumann, from May 5, 2020	2/2
	Dr. Erhard Schipporeit, until May 5, 2020	2/2

The **Nomination Committee** advises on and nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. The Nomination Committee did not hold any meetings in the financial year 2020. In accordance with recommendation D.5 of the Code, the

Nomination Committee is staffed entirely with shareholder representatives. The members are Dr. Kurt Bock (Chairman), Dr. Susanne Fuchs, Dr. Christoph Loos (since May 5, 2020), Ms. Ingeborg Neumann, and Dr. Erhard Schipporeit (until May 5, 2020).

## E. Gender-specific targets

In compliance with the law on equal participation of women and men in management positions in the private and public sector, the Supervisory Board has specified the following minimum target figures for the share or number of women on the Executive Board and the Supervisory Board until December 12, 2021:

- female members on the Supervisory Board: 17%,
- one female member on the Executive Board.

The aforementioned target figures are met or exceeded.

The Executive Board has defined the two management levels of FUCHS PETROLUB SE below the Executive Board as follows: The first management level comprises the members of the Group Management Committee and the division leaders within FUCHS PETROLUB SE; the second management level is made up of the department heads of FUCHS PETROLUB SE. The Executive Board has specified target figures for the percentage of women at these management levels as 10% and 30% respectively, each valid until December 12, 2021. As of the end of 2020, the company exceeded its target for the percentage of women at the first management level at 17%, but fell slightly short of the target for the percentage of women at the second management level at 26% due to staff turnover.

## F. Corporate reporting and audit

### High transparency through comprehensive information

FUCHS PETROLUB SE keeps capital market participants updated on the economic situation of the Group and key events through regular, prompt, uniform, and comprehensive information. This reporting takes the form of the annual report, half-year financial reports and interim reports. Furthermore, FUCHS PETROLUB SE also provides information by press releases and ad hoc disclosures. In accordance with recommendation F.1 of the Code, the shareholders are immediately provided online with all significant new facts that are communicated to financial analysts and similar addressees. All information can be viewed on the Internet at → [www.fuchs.com/group](https://www.fuchs.com/group). The website also features a financial calendar showing all major events and publications.

The declarations of corporate governance for the past five years are available online at

→ [www.fuchs.com/decl\\_of\\_cg](https://www.fuchs.com/decl_of_cg)

Share transactions by Executive Board members, Supervisory Board members, and other managers, including certain closely related parties (managers' transactions) that are required to be reported in accordance with Art. 19 of Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse (Market Abuse Regulation) are also published on the website.

→ [www.fuchs.com/direct\\_deal](https://www.fuchs.com/direct_deal)

### Accounting and audit

The consolidated financial statements and half-year financial report of FUCHS PETROLUB SE are prepared in accordance with the International Financial Reporting Standards (IFRS). The statutory annual financial statements, which are relevant for the distribution of dividends, are prepared by FUCHS PETROLUB SE in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG). After being prepared by the Executive Board, the auditor elected by the Annual General Meeting audits the annual and consolidated financial statements together with the combined management report. The Supervisory Board approves the annual and consolidated financial statements after reviewing them itself. The annual financial statements are hereby adopted.

The Supervisory Board has agreed with the auditor that the auditor will inform the Chairman of the Audit Committee immediately of any issues identified during the audit that might give rise to grounds for exclusion or bias in the auditor's report, unless these issues can be resolved immediately. In accordance with recommendation D.9 of the Code, the auditor shall also inform the Audit Committee immediately of all findings or conclusions significant to the duties of the Supervisory Board that emerge in performing the audit. The auditor must also inform the Supervisory Board in accordance with recommendation D.10 of the Code and record it in the audit report if he detects any facts while performing the audit that suggest any part of the Declaration of Compliance submitted by the Executive Board and Supervisory Board in accordance with Section 161 AktG is inaccurate. In accor-

dance with recommendation D.11 of the Code, the Audit Committee regularly assesses the quality of the audit.

### Information on the auditor

Following the proposal of the Supervisory Board, the Annual General Meeting of FUCHS PETROLUB SE on May 5, 2020 elected PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, as the auditor of the annual and consolidated financial statements for the financial year 2020 and as the auditor for any audit reviews of interim reports for the financial year 2020 and for the first quarter of 2021. The responsible auditor is Mr. Dirk Fischer. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft was first appointed as the auditor of the annual and consolidated financial statements for the financial year 2018.

## G. Shareholders and the Annual General Meeting

### Share classes and movements in these classes

FUCHS PETROLUB SE has issued both ordinary and preference shares. The holders of ordinary shares represented at the Annual General Meeting pass resolutions on all matters assigned to the Annual General Meeting by law, such as the appropriation of earnings, amendments to the Articles of Association, the election of members of the Supervisory Board, approval of the actions of the Executive Board and the Supervisory Board and the election of the auditor. Each ordinary share grants the holder one vote. Around 55% of

the ordinary shares are held by Schutzgemeinschaft Familie Fuchs. The preference shares only grant voting rights in the cases prescribed by law. However, preference shares grant the holders a preference right on the distribution of unappropriated profit and entitle them to an increased (preference) dividend.

Takeover law disclosures can be found in the corresponding section of the management report:

→ [100 Takeover law disclosures](#)

### **Rights of shareholders at the Annual General Meeting**

The holders of ordinary and preference shares exercise their co-determination and control rights at the Annual General Meeting held at least once a year. In compliance with the

legal conditions and those of the Articles of Association, every shareholder is entitled to participate in the Annual General Meeting. Shareholders who do not attend the Annual General Meeting in person can have their voting right exercised by a voting representative (proxy), such as a bank or a shareholders' association, by granting an appropriate power of attorney. In addition, the company offers them the option of having their voting right exercised by a voting representative appointed by the company.

The reports, documents and information, including the annual report, required by the German Stock Corporation Act (AktG) to be submitted for annual general meetings are available on the Internet, where the agenda of the Annual General Meeting and any counter-motions or nominations by shareholders to be made public can also be

found. In addition, the speech by the Chairman of the Executive Board at the Annual General Meeting can be watched online.

### **Related parties**

The consolidated financial statements explain relationships with shareholders, who qualify as related parties for the purposes of the applicable accounting standards.

→ [160 Relationships with related parties](#)

Publications on transactions with related parties in accordance with Section 111c AktG can be found on the website:

→ [www.fuchs.com/rel\\_party\\_trans](http://www.fuchs.com/rel_party_trans)