

2015

Invitation and Agenda to the Annual General Meeting

of FUCHS PETROLUB SE on May 6, 2015
in the Rosengarten Congress Center, Mannheim



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PEOPLE.*



Invitation to the Annual General Meeting

on Wednesday, May 6, 2015
at 10:00 a.m. (entry from 8:30 a.m.)

in the Mozart Room of the Rosengarten Congress Center in Mannheim
Rosengartenplatz 2
68161 Mannheim, Germany

FUCHS PETROLUB SE

Mannheim

– Security ID No. 579040 and 579043 –

SIN DE 0005790406 and DE 0005790430

Agenda

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| ITEM 1 | Presentation of the financial statements of FUCHS PETROLUB SE and the approved consolidated financial statements, each as at December 31, 2014, the management reports of FUCHS PETROLUB SE and the Group, the report by the Supervisory Board and the report of the Executive Board on the information pursuant to Section 289 (4 and 5), Section 315 (2) No. 5 and (4) of the German Commercial Code (HGB) for the financial year 2014, as well as the proposal of the Executive Board for the appropriation of profits |
| ITEM 2 | Resolution on the appropriation of profit |
| ITEM 3 | Resolution on giving formal approval to the actions of the members of the Executive Board for the financial year 2014 |
| ITEM 4 | Resolution on giving formal approval to the actions of the members of the Supervisory Board for the financial year 2014 |
| ITEM 5 | Resolution on the creation of authorized capital of €27,800,000 with the authorization to exclude shareholders' subscription rights, as well as the corresponding amendment to the Company's Articles of Association (including precautionary separate vote of the holders of ordinary shares) |
| ITEM 6 | Separate vote of preference shareholders on the Annual General Meeting resolution under Item 5 (creation of authorized capital of €27,800,000 with the authorization to exclude shareholders' subscription rights, as well as the corresponding amendment to the Company's Articles of Association) |
| ITEM 7 | Resolution on the authorization to acquire and use own shares (including precautionary separate vote of the holders of ordinary shares) |
| ITEM 8 | Separate vote of preference shareholders on the Annual General Meeting resolution under Item 7 (authorization to acquire and use own shares) |
| ITEM 9 | Resolution on the adjustment of Supervisory Board compensation |
| ITEM 10 | Election of new members to the Supervisory Board |
| ITEM 11 | Resolution on the appointment of the auditor and the Group auditor for the financial year 2015 |
| ITEM 12 | Resolution on the approval of the compensation system for members of the Executive Board in accordance with Section 120 (4) of the German Stock Corporation Act (AktG) |

I. Agenda and proposals for resolutions at the Annual General Meeting of FUCHS PETROLUB SE, Mannheim

1. PRESENTATION OF THE FINANCIAL STATEMENTS OF FUCHS PETROLUB SE AND THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS, EACH AS AT DECEMBER 31, 2014, THE MANAGEMENT REPORTS OF FUCHS PETROLUB SE AND THE GROUP, THE REPORT BY THE SUPERVISORY BOARD AND THE REPORT OF THE EXECUTIVE BOARD ON THE INFORMATION PURSUANT TO SECTION 289 (4 AND 5), SECTION 315 (2) NO. 5 AND (4) OF THE GERMAN COMMERCIAL CODE (HGB) FOR THE FINANCIAL YEAR 2014, AS WELL AS THE PROPOSAL OF THE EXECUTIVE BOARD FOR THE APPROPRIATION OF PROFITS

The documents listed under Item 1 of the Agenda can be viewed on the Company's website at www.fuchs-oil.de under INVESTOR RELATIONS/Annual General Meeting 2015 and at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Straße 17, 68169 Mannheim, Germany. It is also sent to shareholders on request. Furthermore, the documents will be available at the Annual General Meeting, where they will also be explained in more detail. As per the legal provision, there is no resolution for Item 1 of the Agenda, as the Supervisory Board has already approved the annual and consolidated financial statements and the annual financial statement has thus been accepted.

2. RESOLUTION ON THE APPROPRIATION OF PROFIT

The Supervisory Board and Executive Board propose the following appropriation of profit of **€116,418,634.58** disclosed in the balance sheet as at December 31, 2014:

Distribution of a dividend of €0.76 on each of the currently 69,500,000 qualifying ordinary shares	€ 52,820,000.00
Distribution of a dividend of €0.77 on each of the currently 69,500,000 qualifying preference shares	€ 53,515,000.00
Subtotal	€ 106,335,000.00
Balance carried forward (retained earnings brought forward)	€ 10,083,634.58
Unappropriated profit	€ 116,418,634.58

The dividend will be paid out as of May 7, 2015.

3. RESOLUTION ON GIVING FORMAL APPROVAL TO THE ACTIONS OF THE MEMBERS OF THE EXECUTIVE BOARD FOR THE FINANCIAL YEAR 2014

The Supervisory Board and Executive Board propose that formal approval be given to the members of the Executive Board holding office in the financial year 2014 for this time period.

4. RESOLUTION ON GIVING FORMAL APPROVAL TO THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2014

The Executive Board and Supervisory Board propose that formal approval be given to the members of the Supervisory Board holding office in the financial year 2014 for this time period.

5. RESOLUTION ON THE CREATION OF AUTHORIZED CAPITAL OF €27,800,000 WITH THE AUTHORIZATION TO EXCLUDE SHAREHOLDERS' SUBSCRIPTION RIGHTS, AS WELL AS THE CORRESPONDING AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION (INCLUDING PRECAUTIONARY SEPARATE VOTE OF THE HOLDERS OF ORDINARY SHARES)

The unused authorized capital previously included in Section 5 (3) of the Company's Articles of Association has expired. The Executive Board and Supervisory Board therefore propose the following resolution:

- a) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to €27,800,000 by issuing up to 27,800,000 new ordinary bearer shares of no par value in exchange for cash or non-cash contributions on one or more occasions until May 5, 2020 (authorized capital).

Ordinary and/or preference shares can be issued. The preference shares are to carry the same rights under the Company's Articles of Association as previously issued preference shares. When issuing preference shares, Section 139 (2) of the German Stock Corporation Act (AktG)¹ must be observed.

The new shares can be taken up by one or more bank(s) or another enterprise fulfilling the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) specified by the Executive Board with the obligation to offer them to shareholders (indirect subscription right).

¹ The provisions of the German Stock Corporation Act (AktG) are applied to the Company in accordance with Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of EC Council Regulation No. 2157/2001 from October 8, 2001 regarding the statute of European Companies (SE) (referred to as "SE Regulation" in the following), unless specific provisions of the SE Regulation provide otherwise.

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions, insofar as the issue price is not substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) in the share capital does not exceed 10 % of total share capital, neither at the time at which this authorization comes into force, nor – insofar as this value is lower – the time at which it is exercised. The sale of own shares counts towards this limit of 10 % of share capital, if such a sale is made in accordance with Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right. In addition to this, those shares that are to be issued or can be issued in order to service debentures with conversion/option rights or conversion/option obligations also count towards this limit of 10 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

In addition to this, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in exchange for non-cash contributions at a level of up to 20 % of the share capital in place at the time this authorization comes into force – if this value is lower – nor at the time of exercising this authorization in order to issue shares in the context of (i) business combinations, (ii) acquisitions of companies, parts thereof, or shareholdings in companies (including increases of existing shareholdings) or other assets relating to such acquisition projects or (iii) acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company).

Furthermore, the Executive Board will be authorized, with the consent of the Supervisory Board, to exclude shareholders' statutory subscription rights:

- (1) to the extent to which this is necessary to eliminate fractional amounts resulting from the subscription ratio;
- (2) to the extent to which this is necessary to maintain the existing shareholding structures of the two share classes in the event of simultaneous issuing of ordinary and preference shares;
- (3) to the extent to which this is necessary to grant bearers or creditors of convertible or warrant-linked bonds issued by the Company or its affiliated companies a subscription right for new shares in the scope that they would be granted after exercising their respective conversion/option right or as a result of their conversion/option obligation.

The Executive Board may only exclude the subscription right with the restriction that the sum of new shares issued under exclusion of shareholders' subscription rights, together with other shares that the Company issues or sells during the term of this authorization using a different authorization and under exclusion of shareholders' subscription rights, does not exceed a notional interest in the share capital of 20 % either at the time when this authorization comes into effect or – if this value is lower – the time when it is exercised. Those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 20 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

The Executive Board is authorized, with the consent of the Supervisory Board, to specify the further details of the increase in capital and its execution, including the content of the share rights and the conditions under which shares are issued.

The Supervisory Board is authorized to amend the drafting of the Company's Articles of Association to incorporate the scope of the increase in capital stock from authorized capital and following expiry of the authorization period.

- b) The previous Section 5 (3) of the Company's Articles of Association, which had become obsolete due to expiration, has been replaced by a new, redrafted Section 5 (3) as follows:

"The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to €27,800,000 through the issuing of up to 27,800,000 new ordinary bearer shares of no par value in exchange for cash or non-cash contributions on one or more occasions until May 5, 2020 (authorized capital).

Ordinary and/or preference shares can be issued. The preference shares are to carry the same rights under the Company's Articles of Association as previously issued preference shares. When issuing preference shares, Section 139 (2) of the German Stock Corporation Act (AktG) must be observed.

The new shares can be taken up by one or more bank(s) or another enterprise fulfilling the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) specified by the Executive Board with the obligation to offer them to shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions, insofar as the issue price is not substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) in the share capital does not exceed 10 % of total share capital, neither at the time at which this authorization comes into force, nor – insofar as this value is

lower – the time at which it is exercised. The sale of own shares counts towards this limit of 10 % of share capital, if such a sale is made in accordance with Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right. In addition to this, those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 10 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

In addition to this, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in exchange for non-cash contributions at a level of up to 20 % of the share capital in place at the time this authorization comes into force or – if this value is lower – at the time of exercising this authorization in order to issue shares in the context of (i) business combinations, (ii) acquisitions of companies, parts thereof, or shareholdings in companies (including increases of existing shareholdings) or other assets relating to such acquisition projects or (iii) acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company).

Furthermore, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' statutory subscription rights:

- (1) to the extent to which this is necessary to eliminate fractional amounts resulting from the subscription ratio;
- (2) to the extent to which this is necessary to maintain the existing shareholding structures of the two share classes in the event of simultaneous issuing of ordinary and preference shares;
- (3) to the extent to which this is necessary to grant bearers or creditors of convertible or warrant-linked bonds issued by the Company or its affiliated companies a subscription right for new shares in the scope that they would be granted after exercising their respective conversion/option right or as a result of their conversion/option obligation.

The Executive Board may only exclude the subscription right with the restriction that the sum of new shares issued under exclusion of shareholders' subscription rights, together with other shares that the Company issues or sells during the term of this authorization using a different authorization and under exclusion of shareholders' subscription rights, does not exceed a notional interest in the share capital of 20 % either at the time when this authorization comes into effect or – if this value is lower – the time when it is exercised. Those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 20 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

The Executive Board is authorized, with the consent of the Supervisory Board, to specify the further details of the increase in capital stock and its execution, including the content of the share rights and the conditions under which shares are issued.

The Supervisory Board is authorized to amend the drafting of the Company's Articles of Association to incorporate the scope of the increase in capital stock from authorized capital and following expiry of the authorization period."

The resolution on Item 5 is also a separate vote of holders of ordinary shares held as a precautionary measure in accordance with Art. 60 of EC Council Regulation No. 2157/2001 from October 8, 2001 on the statute of European Companies (SE) (referred to as "SE Regulation" in the following).

The Executive Board report on this item of the agenda is provided at the end of the agenda.

6. SEPARATE VOTE OF PREFERENCE SHAREHOLDERS ON THE ANNUAL GENERAL MEETING RESOLUTION UNDER ITEM 5 (CREATION OF AUTHORIZED CAPITAL OF € 27,800,000 WITH THE AUTHORIZATION TO EXCLUDE SHAREHOLDERS' SUBSCRIPTION RIGHTS, AS WELL AS THE CORRESPONDING AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION)

As a precautionary measure, a separate vote of holders of preference shares is to be held in accordance with Art. 60 of the SE Regulation regarding the creation of authorized capital to be approved by the Annual General Meeting under Item 5 with the authorization for exclusion of the subscription right, as well as the amendment of Section 5 (3) of the Company's Articles of Association.

The Executive Board and Supervisory Board therefore propose drafting a resolution with the exact wording used under Item 5 and approving the identical resolution of the Annual General Meeting under Item 5.

The Executive Board report on this item of the agenda is provided at the end of the agenda.

7. RESOLUTION ON THE AUTHORIZATION TO ACQUIRE AND USE OWN SHARES (INCLUDING PRECAUTIONARY SEPARATE VOTE OF THE HOLDERS OF ORDINARY SHARES)

Unless expressly permitted by law, the Company requires special authorization from the Annual General Meeting pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) to acquire and use own shares. Within this scope, the Annual General Meeting can also specify certain options for use of acquired shares. Since the authorization to acquire own shares which was issued by the Annual General Meeting of FUCHS PETROLUB AG on May 5, 2010 and then confirmed for FUCHS PETROLUB SE with the resolution regarding the change in corporate form from May 8, 2013 will expire on May 4, 2015 and renewal for the permissible period of five years from the date of the Annual General Meeting is deemed appropriate, a new authorization for the acquisition of own shares is to be approved.

The Executive Board and Supervisory Board therefore propose the following resolution:

- a) In accordance with Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), the Executive Board is authorized, subject to approval of the Supervisory Board, to acquire own ordinary and/or preference shares until May 5, 2020 up to a value of 10 % of the share capital in place at the time when the resolution on this authorization is approved by the Annual General Meeting or – if this value is lower – the time at which this authorization is exercised. Shares purchased on the basis of this authorization together with other own shares in the Company's possession or which are to be attributed to the Company pursuant to Section 71d and Section 71e of the German Stock Corporation Act (AktG), must at no time represent more than 10 % of the respective share capital. The authorization may not be exploited for the purpose of trading in own shares.
- b) At the discretion of the Executive Board, own ordinary and/or preference shares may be purchased through the stock exchange, a public purchase offer, a public invitation directed at all shareholders to submit offers for sale, or any other means in compliance with Section 53a of the German Stock Corporation Act (AktG). The purchase price (excluding ancillary acquisition costs) must not exceed the mean price for shares in the same share category prior to the deadline by more than 10 % and must not fall below the mean price for shares in the same share category by more than 20 %. The mean price for shares is the non-volume-weighted average of the closing prices for Company shares in the same share category in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten days of trading prior to the deadline.

The deadline is deemed to be

- (1) the day of acquisition when acquiring shares through the stock exchange or – if earlier – the day of entering into a commitment to purchase;
- (2) the day on which the Executive Board reaches a decision regarding the public purchase offer or the public invitation directed at all shareholders to submit offers for sale when acquiring via a public purchase offer or a public invitation directed at all shareholders to submit offers for sale;

- (3) the day on which the Executive Board reaches a decision regarding the acquisition of shares when acquiring shares in another way in accordance with Section 53a of the German Stock Corporation Act (AktG).

If the acquisition price is fixed or revised after publication of the purchase offer or invitation to submit offers for sale, the deadline is the day on which the price was fixed or revised. If the total amount paid for the shares for which shareholders accept a public purchase offer or for which shareholders issue an offer to sell is less than the total amount of the Company's acquisition offer, the acquisition is performed at a ratio of the total amount of the acquisition offer relative to the total shares offered by the shareholders. In the case of a public invitation to submit offers for sale, quota-based acquisition is only performed for equivalent offers. In the case of equivalent offers it may be provided that low numbers of up to 100 shares offered per shareholder are given priority.

- c) The Executive Board is authorized with the Supervisory Board's consent to use own ordinary and/or preference shares acquired in a way other than through sale on the stock exchange or through offers made to all shareholders under exclusion of shareholders' subscription rights for any legally permitted purposes. This also applies in particular
 - (1) insofar as the shares acquired are sold for cash at a price that is not significantly lower than the stock market price of the equivalent shares of the Company at the time of such disposal; when including other shares and subscription rights to shares that were issued, sold or justified since the resolution on this authorization under exclusion of shareholders' subscription rights was approved in accordance with or through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), this authorization is limited to no more than 10 % of share capital at the time when the resolution was passed or – if this value is lower – at the time when this authorization was exercised; those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 10 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights; and/or

- (2) insofar as these are used in return for a contribution in kind within the scope of a business combination or for the acquisition of companies, investments in companies, assets of companies, other assets used in the context of the intended acquisition or other assets (including third party receivables from the Company or companies affiliated with the Company); and/or
- (3) insofar as own shares are sold through an offer issued to all shareholders and the bearers or creditors of any convertible bonds or warrants issued by the Company or its affiliated companies are to be granted a subscription right for the own shares in the scope that they would be granted after exercising their respective conversion/option right as shareholders and can be offered after meeting the basic conditions for the purposes of protection against dilution; and/or
- (4) insofar as they are to be transferred within the scope of share participation or other share-based programs to members of the Company's Executive Board, to members of the representative body of a company affiliated with the Company, to employees of the Company, or to employees of a company affiliated with the Company, whereby the relationship with the representative body or the employment relationship with the Company or one of its affiliated companies must be in place at the time of committing to the respective share transfer. Insofar as members of the Executive Board are to be granted shares, the decision in this regard lies with the Supervisory Board.

The own shares can also be transferred to a bank or another enterprise that meets the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) if it accepts the shares with the obligation to sell them through the stock exchange, to offer them to the shareholders for acquisition, or to use them either to fulfill a purchase offer targeted at all shareholders or for the aforementioned purposes. The Company can also acquire the own shares for the aforementioned purposes by means of a securities loan from a bank or another enterprise that fulfills the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG); in this case, the Company must ensure that the shares are acquired to repay the securities loan in compliance with Section 71 (1) No. 8 Sentences 3 and 4 of the German Stock Corporation Act (AktG).

Based on this authorization, the subscription right may only be excluded if the sum of own shares used under exclusion of shareholders' subscription rights, together with other shares that the Company issues or sells during the term of this authorization on the basis of a different authorization and subject to the exclusion of shareholders' subscription rights, does not exceed a notional interest in the share capital of 20 % either at the time when the resolution on this authorization is approved by the Annual General Meeting or – if this value is lower – the time when it is exercised. Those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 20 % of share capital, if the debentures are issued during the term of authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

- d) The Executive Board is also authorized, with the consent of the Supervisory Board, to redeem own ordinary and/or preference shares without the need for any further resolution by the Annual General Meeting. These shares may also be redeemed in the simplified process without capital reduction by adjusting the computed portion of the Company's share capital represented by the remaining shares. The Executive Board is authorized to perform the redemption either completely or in parts under the conditions of Section 139 (2) of the German Stock Corporation Act (AktG). In this case, the Executive Board is authorized to adjust the number of shares stated in the Company's Articles of Association.
- e) All aforementioned authorizations to acquire and then use own shares that have been acquired can be exercised once or on multiple occasions in full or in part. The own shares can also be acquired via one of the Company's affiliated companies or a third party acting on their behalf or on behalf of the Company. Use can be made of the aforementioned options for shares acquired in this way. This also applies if the Company acquired the shares in accordance with Section 71d Sentence 5 of the German Stock Corporation Act (AktG). All aforementioned authorizations can be employed to acquire and use both ordinary shares and preference shares or to acquire and use only ordinary shares or only preference shares.

The resolution on this Item 7 of the Agenda also includes a precautionary separate vote for holders of ordinary shares pursuant to Art. 60 of the SE Regulation.

The Executive Board report on this item of the agenda is provided at the end of the agenda.

8. SEPARATE VOTE OF PREFERENCE SHAREHOLDERS ON THE ANNUAL GENERAL MEETING RESOLUTION UNDER ITEM 7 (AUTHORIZATION TO ACQUIRE AND USE OWN SHARES)

As a precautionary measure, a separate vote of holders of preference shares is to be held in accordance with Art. 60 of the SE Regulation regarding the authorization to acquire and use own shares that is stated under Item 7 and is to be passed by the Annual General Meeting.

The Executive Board and Supervisory Board therefore propose drafting a resolution with the exact wording used under Item 7 and approving the identical resolution of the Annual General Meeting under Item 7.

The Executive Board report on this item of the agenda is provided at the end of the agenda.

9. RESOLUTION ON THE ADJUSTMENT OF SUPERVISORY BOARD COMPENSATION

The system of Supervisory Board compensation is to be further developed. Particular emphasis is on eliminating attendance allowances as a compensation component, as well as revising the fixed and variable compensation components. Variable compensation is to be granted on the condition that the members of the Supervisory Board invest 50 % of the amount of variable compensation in preference shares in the Company.

The Executive Board and Supervisory Board propose the following resolutions:

Section 16 of the Company's Articles of Association is amended and reworded as follows:

"Section 16 Supervisory Board compensation

1. Beside reimbursement of their expenses, each member of the Supervisory Board receives
 - a) a fixed annual compensation of €60,000
 - b) a variable annual compensation based on the Company's success, which pays €200 for each full €0.01 that earnings per share or "EPS" (= the average value of ordinary and preference shares) exceeds the minimum EPS, based on the consolidated financial statements of the financial year for which the compensation is paid out. The minimum EPS for the financial year 2015 is €0.50. This will increase by €0.03 in each subsequent financial year, starting on January 1, 2016. Variable compensation must not exceed two thirds of the fixed annual compensation.
2. The Chairman of the Supervisory Board receives double this level of compensation and the Deputy Chairman receives one and a half times this level of compensation in accordance with (1) lit. a) and b). Members of the Supervisory Board who have not been a member of the body for a full financial year receive compensation in accordance with the amount of time they have belonged to the Supervisory Board.
3. Members of the Supervisory Board that are on the Audit Committee receive an additional fixed compensation of €20,000. Members of the Supervisory Board that are on the Personnel Committee receive an additional fixed compensation of €10,000. (2) Sentence 2 applies accordingly to members of the Supervisory Board that did not sit on the Audit Committee or the Personnel Committee for a full financial year.
4. The Chairmen of the Audit Committee and Personnel Committee each receive double the amounts stated in (3).

5. Compensation as per (1) lit. a) and (3) is payable after the end of the financial year, while the compensation as per (1) lit. b) is payable after the resolution has been passed by the Annual General Meeting.
6. The entitlement to annual variable compensation as per (1) lit. b) is granted on the resolute condition of failure to meet one of the requirements stipulated in Sentence 2. Each member of the Supervisory Board is obliged to acquire preference shares in the Company at an acquisition price excluding ancillary costs of at least 50 % of said annual variable compensation within a period of 14 days after receipt of the annual variable compensation payment as per (1) lit. b) in conjunction with (5), to retain the preference shares acquired in the Company for at least five years from the time of respective acquisition, and to present the Company with evidence of compliance with the aforementioned rules and requirements on request. The acquisition deadline stated in Sentence 2 is extended by the time period during which the respective member of the Supervisory Board is subject to a legal acquisition ban, in particular resulting from Section 14 (1) of the German Securities Trading Act (WpHG). If any member of the Supervisory Board leaves the Supervisory Board before five years have elapsed, the minimum holding period stipulated in Sentence 2 is terminated at the time of leaving the position. Assuming corresponding evidence can be provided, the Company will reimburse the member of the Supervisory Board up to €600 of the annual costs for holding preference shares in the Company as per Sentence 2.
7. In addition to this, members of the Supervisory Board can also be included in a directors and officers liability insurance (D&O policy) set up by and maintained in the interests of the Company at an appropriate level for members of the Executive Bodies and certain managers, insofar as such a policy is in place. The Company pays the premiums for this insurance.
8. Based on the aforementioned paragraphs (1) to (7), the changes to Supervisory Board compensation are applied retroactively from the financial year beginning on January 1, 2015."

10. ELECTION OF NEW MEMBERS TO THE SUPERVISORY BOARD

In accordance with Section 10 (3) of FUCHS PETROLUB SE's Articles of Association, the term in office of all members of the first Supervisory Board at FUCHS PETROLUB SE ends with completion of the Annual General Meeting responsible for approving the figures for the financial year ending on December 31, 2014, in other words once the Annual General Meeting convened for May 6, 2015 has been concluded. Accordingly, the members of the Supervisory Board at FUCHS PETROLUB SE are to be re-elected.

Pursuant to Art. 40 (2) and (3) of the SE Regulation, Section 17 (1) and (2) of the SE Implementation Act (SEAG), Section 10 (1) of FUCHS PETROLUB SE's Articles of Association, as well as Section 21 (3) of the law governing participation of employees at a European Company (SEBG) in conjunction with Section II (2) of the agreement on the participation of employees in FUCHS PETROLUB SE from January 30, 2013, the Supervisory Board comprises six members: four shareholder representatives and two employee representatives.

The four shareholder representatives are elected by the Annual General Meeting without any binding nominations.

In accordance with Section 10 (1) of FUCHS PETROLUB SE's Articles of Association in conjunction with Section II points 3.2 and 3.3 of the agreement on the participation of employees in FUCHS PETROLUB SE from January 30, 2013, the two employee representatives on the Supervisory Board are nominated directly by the SE works council and appointed by the Annual General Meeting of FUCHS PETROLUB SE. The Annual General Meeting is bound to the proposals of the SE works council for appointment of the employee representatives.

a) Election of new shareholder representatives

The Supervisory Board proposes electing the following persons to the Supervisory Board as shareholder representatives:

(1) **Dr. Jürgen Hambrecht, Neustadt an der Weinstraße**

Former Chairman of the Executive Board of BASF SE, Chairman of the Supervisory Board of BASF SE, Chairman of the Supervisory Board of FUCHS PETROLUB SE, Chairman of the Supervisory Board of Berthold Leibinger GmbH, member of the Supervisory Board of Daimler AG

Membership in other statutory Supervisory Boards in Germany:

- (a) BASF SE
- (b) Daimler AG
- (c) Berthold Leibinger GmbH (general partner of TRUMPF GmbH + Co. KG)

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

None

(2) Dr. Dr. h.c. Manfred Fuchs, Mannheim

Former Chairman of the Executive Board of FUCHS PETROLUB SE, Vice Chairman of the Supervisory Board of FUCHS PETROLUB SE

Membership in other statutory Supervisory Boards in Germany:

None

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

None

(3) Ms. Ingeborg Neumann, Berlin

Managing partner at Peppermint Holding GmbH

Membership in other statutory Supervisory Boards in Germany:

None

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

Berliner Wasserbetriebe, Public Law Institution

(4) Dr. Erhard Schipporeit, Hanover

Freelance corporate consultant, former member of the Executive Board at E.ON SE, member of the Supervisory Board at FUCHS PETROLUB SE and other companies

Membership in other statutory Supervisory Boards in Germany:

- (a) BDO AG Wirtschaftsprüfungsgesellschaft
- (b) Deutsche Börse Aktiengesellschaft
- (c) Hannover Rückversicherung SE
- (d) Rocket Internet AG (until June 23, 2015)
- (e) SAP SE
- (f) Talanx Aktiengesellschaft

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

- (a) Fidelity Funds SICAV (Luxembourg)

The aforementioned nominations follow the recommendation of the Nomination Committee and take into account the objectives defined by the Supervisory Board with regard to its composition.

The Annual General Meeting is not bound by the nominations stated in this lit. a).

The election takes place in line with Section 10 (2) of the Company's Articles of Association for the period up to the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2019, however for no longer than six years.

Following his election, the Supervisory Board intends to re-appoint Dr. Jürgen Hambrecht as Chairman of the Supervisory Board.

Dr. Schipporeit and Ms. Neumann are independent financial experts, who have acquired special knowledge in the application of financial accounting principles, internal control procedures and audits in the light of their professional experience. Following his election, the Supervisory Board intends to re-appoint Dr. Erhard Schipporeit as Chairman of the Audit Committee.

Besides Dr. h.c. Manfred Fuchs, who is the Company's main shareholder in terms of ordinary shares held both directly and indirectly together with his son and Chairman of the Executive Board, Stefan Fuchs, as well as other members of his family, the Supervisory Board is of the conviction that none of the candidates for election to the Supervisory Board have any personal or business relationships with the Company, the corporate boards, or major shareholders in the Company that would need to be disclosed as per Section 5.4.1 (4) to (6) of the German Corporate Governance Code.

b) Election of new employee representatives

The Supervisory Board proposes re-electing the following persons to the Supervisory Board at FUCHS PETROLUB SE as employee representatives:

(1) Mr. Horst Münkkel, Mannheim

Industrial chemicals technician, Chairman of the Group works council at the Company, Deputy Chairman of the SE works council at the Company, Chairman of the joint works council at FUCHS Europe Schmierstoffe GmbH

Membership in other statutory Supervisory Boards in Germany:

None

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

None

(2) Mr. Lars-Eric Reinert, Chicago, USA

Industrial metalworking technician, Grease Plant Manager of FUCHS Lubricants Co. in Harvey, USA

Membership in other statutory Supervisory Boards in Germany:

None

Membership in comparable supervisory bodies at commercial enterprises in Germany and abroad:

None

The aforementioned nominations follow the proposal of the employees in accordance with Section 21 (3) of the SEBG legislation, Section II point 3.3 of the agreement on the participation of employees in FUCHS PETROLUB SE from January 30, 2013.

The Annual General Meeting is bound to the election proposals of the employees.

The appointment of the employee representatives, performed in line with Section 10 (2) of the Company's Articles of Association, also runs until the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2019, however for no longer than six years.

The intention is for elections to the Supervisory Board to be made on an individual basis in compliance with the German Corporate Governance Code.

You can find further information on the Supervisory Board candidates under INVESTOR RELATIONS/ Annual General Meeting 2015 on the Company website at www.fuchs-oil.com.

11. RESOLUTION ON THE APPOINTMENT OF THE AUDITOR AND THE GROUP AUDITOR FOR THE FINANCIAL YEAR 2015

The Supervisory Board proposes the following resolution, supported by the recommendation of the Audit Committee:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as auditor and Group auditor of the consolidated financial statements for the financial year 2015.

12. RESOLUTION ON THE APPROVAL OF THE COMPENSATION SYSTEM FOR MEMBERS OF THE EXECUTIVE BOARD IN ACCORDANCE WITH SECTION 120 (4) OF THE GERMAN STOCK CORPORATION ACT (AKTG)

In accordance with Section 120 (4) Sentence 1 of the German Stock Corporation Act (AktG), the Annual General Meeting can pass a resolution regarding the system of Executive Board compensation. This resolution does not confer any rights or obligations. In particular, it does not affect the obligation of the Supervisory Board to set the level of compensation for members of the Executive Board at its own responsibility. In the interests of broadening the basis for acceptance of Executive Board compensation, however, the Executive Board and Supervisory Board consider it prudent to ask the shareholders for their approval of the existing system of Executive Board compensation.

The system for compensation of members of the Executive Board at the Company was last approved by a large majority at the Annual General Meeting held on May 5, 2010. Since the former compensation system was fundamentally revised with effect from January 1, 2015, the Executive Board and Supervisory Board want to once again make use of the option to allow the shareholders to decide whether to approve the system of Executive Board compensation.

The proposed resolution under this item on the agenda refers to the compensation system currently in place for members of the Executive Board at FUCHS PETROLUB SE. You can find information on this in the annual report 2014 in the chapter entitled "Main features of the compensation system" on page 48 f. Reference is made to this presentation for the proposed resolution. The annual report is available for viewing at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Str. 17, 68169 Mannheim, Germany. It can also be viewed and downloaded via the Company website at www.fuchs-oil.com under INVESTOR RELATIONS/Annual General Meeting 2015. The revised compensation system will also be explained at the Annual General Meeting. The documents are also sent to shareholders on request. Furthermore, they will be available at the Annual General Meeting, where they will also be explained in more detail.

The Executive Board and Supervisory Board are to propose to the Annual General Meeting that the system for compensation of the members of the Executive Board at FUCHS PETROLUB SE be approved.

Report of the Executive Board on Items 5 and 6 of the Agenda pursuant to Section 203 (2) and Section 186 (4) Sentence 2 of the German Stock Corporation Act (AktG)²

Pursuant to Section 203 (2) and Section 186 (4) Sentence 2 of the German Stock Corporation Act (AktG), the Executive Board submits the following

report to the Annual General Meeting regarding the reason for the exemption of the subscription right

The Executive Board and Supervisory Board will propose establishment of authorized capital at a nominal level of €27,800,000 to the Annual General Meeting. As a precautionary measure and in accordance with Art. 60 of the SE Regulation, the proposed resolution takes the form of a special resolution of the holders of ordinary shares (Item 5 on the agenda) and a special resolution of the preference shareholders (Item 6 of the Agenda).

The authorized capital of €35,490,000, which is included in Section 5 (3) of the Company's Articles of Association expired on May 5, 2014. Under Items 5 and 6 on the Agenda, a proposal is made to create new authorized capital of €27,800,000 by amending the Company's Articles of Association. The term of this authorized capital is to end on May 5, 2020. This amount corresponds to 20 % of the €139,000,000 share capital currently in place. With the new authorized capital, the Executive Board is to be authorized to increase the share capital by one or more issuances of new bearer ordinary shares or preference shares in return for cash or non-cash contributions for the legally permitted maximum period of five years. The preference shares are to carry the same rights under the Company's Articles of Association as previously issued preference shares. Insofar as new preference shares are to be issued, Section 139 (2) of the German Stock Corporation Act (AktG) is to be observed when exercising the authorization: Based on this, preference shares may only be issued up to half the level of share capital.

The authorized capital is used in particular for the acquisition of companies and shareholdings, as well as to strengthen the Company's equity capital. It is of key importance for companies to be able to perform capital increases both flexibly and quickly, as this helps guarantee strategic flexibility at all times. Opportunities to raise capital often arise quite suddenly and are short-lived

² The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of the SE Regulation, unless more specific provisions of the SE Regulation provide otherwise.

in many cases. This applies both to capital increases which serve to strengthen the balance sheet and to capital increases made in the context of strategic acquisitions. The Company intends to continue improving its competitiveness through acquisitions of companies, parts thereof or shareholdings in companies and thereby facilitate continuous, long-term growth in income. This also targets increases to the value of the FUCHS PETROLUB shares. To also be able to deploy shareholders' equity for financing purposes, it is necessary to establish the proposed authorized capital and thereby ensure that company acquisitions can be financed, whether by cash or shares. Since a capital increase has to be made quickly in the event of an acquisition, this can generally not be authorized by the Annual General Meeting, as it is only held once a year. This is why authorized capital is set up, so the Executive Board can access it quickly when needed and with the Supervisory Board's consent.

The shareholders generally have a legal subscription right when authorized capital is utilized. This can also be granted in that the new shares can be taken up by one or more bank(s) or another enterprise fulfilling the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) specified by the Executive Board with the obligation to offer them to shareholders (indirect subscription right).

In cases governed by the authorization, the Executive Board should have the option to exclude the subscription right of shareholders.

Pursuant to Section 203 (2) and Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), the Executive Board is also to be authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the case of increases in capital stock in return for cash contributions. This authorization allows the Company to use market opportunities in its various business segments both quickly and flexibly and to cover any capital requirements associated with these at very short notice if and when necessary. The exclusion of the subscription right not only allows management to act fast, but also makes it possible to place the shares at a price close to the stock market price, i.e. without the reduction typically associated with issuances of subscription rights. This leads to higher share issue proceeds, which would benefit the Company. Placements of this kind also allow new groups of shareholders to be won over to the Company. The authorization to exclude subscription rights is limited to the

extent that the issue price must not be substantially lower than the market price of shares in the same share category and the notional value of the shares issued under exclusion of the subscription right as per Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must not exceed 10 % of total share capital, either at the time at which this authorization comes into force or – if this value is lower – the time at which it is exercised. The sale of own shares counts towards this limit of 10 % of share capital, if it is effected through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights. In addition to this, those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 10 % of share capital, if the debentures are issued after the effective date of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights. No debentures of this kind (or issue authorization) currently exist. The provisions are merely precautions that were put in place in case of an issuance.

When utilizing the authorization to exclude subscription rights within the scope of increases in capital stock in return for cash contributions, the Executive Board will keep any reduction to the stock market price at the time of placement as low as possible based on prevailing market conditions. No reduction to the stock exchange price at the time of utilizing the authorized capital may ever exceed 5 % of the current stock exchange price for shares in the same share category. These requirements ensure compliance with the legal provisions governing the protection of shareholders against dilution of their shareholding. Since the issue price for the new shares is close to the stock market price and due to the limitation of the increase in capital subject to the exclusion of subscription rights, all shareholders generally have the option to acquire the shares necessary to maintain their shareholding via the stock exchange at virtually the same conditions. It is therefore ensured, in compliance with the legal assessment of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) that the pecuniary rights and, in equal measure, the voting rights of shareholders are preserved, while granting the Company flexibility in the interest of all shareholders.

In the event of a capital increase in exchange for non-cash contributions, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right up to a level of 20% of the share capital in place at the time that the authorization comes into force or – if this value is lower – the time at which the authorization is exercised. This enables the Executive Board to use own shares in the Company for the purpose of business combinations, acquisition of companies, divisions of companies or shareholdings (including increasing existing shareholdings), or other assets relating to such acquisition projects or the acquisition of other assets (including receivables from third parties against the Company or companies affiliated with the Company) without having to use the stock exchange. It is therefore vital for the Company to be capable of acting quickly and flexibly at any time in the interests of its shareholders in the ever changing markets. This also involves acquiring companies, divisions of companies or shareholdings as a way of improving the Company's competitive position. It became evident that the acquisition of companies, parts thereof or shareholdings in companies involves ever larger units. These funds can or should – in particular taking into account the aspect of financing – often no longer be made in or made exclusively in cash. The seller frequently also insists on receiving shares in the company making the acquisition, as this can be more favorable for the seller. Being able to offer own shares as currency for an acquisition thereby creates an advantage when competing for interesting acquisition objects. The proposed authorization therefore provides the Company with the necessary leeway to utilize opportunities for the acquisition of companies, parts thereof or shareholdings in companies both quickly and flexibly, and also puts it in a position to acquire larger companies, divisions of companies or shareholdings utilizing the authorized capital in appropriate cases by relinquishing own shares. The same applies to the acquisition of other assets (including third party receivables from the Company or companies affiliated with the Company).

The intended exclusion of the subscription right in order to eliminate fractional amounts simplifies the processing of increases in capital in return for cash contributions by using full amounts.

When issuing ordinary and preference shares at the same time, the Executive Board can, with the consent of the Supervisory Board and maintaining the participation relationship in place between the two share classes, also restrict the shareholders' statutory subscription right subject to the condition that the holders of ordinary shares receive a subscription right to new ordinary shares and preference shareholders receive a subscription right to new preference shares. This form of subscription right restriction makes it possible to maintain the same proportion of acquired rights of the shareholder classes within the scope of a capital increase.

An exclusion of subscription rights is also possible when issuing shares to the bearers or creditors of any debentures with conversion/option rights or conversion/option obligations that are issued by the Company or an affiliated company. At present no such debentures exist and there is no authorization in place to issue any. Nevertheless, the authorized capital represents a provision in case such debentures need to be issued and offers the possibility to exclude subscription rights as a way of granting creditors of debentures a subscription right to shares from authorized capital in the scope which they would be granted after exercising their respective conversion/option rights or obligations as shareholders and which can be offered subject to the specific conditions of the debentures for the purposes of protection against dilution. This precautionary approach gives the Executive Board the necessary flexibility to be able to include protection against dilution in the debenture conditions for the benefit of the creditors of option or conversion rights/obligations, even without equalization payments in cash or reducing the conversion/option price.

The proposed resolution contains a restriction – which applies to all cases of subscription right exclusion – that the subscription right may only be excluded insofar as the sum of new shares issued under exclusion of shareholders' subscription rights, together with other shares that the Company issues or sells during the term of this authorization using a different authorization and under exclusion of shareholders' subscription rights, does not exceed 20 % of the share capital in place either at the time when this authorization comes into effect or – if this value is lower – the time when it is exercised. Those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations by the Company or an affiliated company also count towards this limit of 20 % of share capital, if the debentures are issued after the effective date of this authorization through *mutatis mutandis* application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

There are currently no concrete plans to use the authorized capital. Corresponding advance resolutions with the option to exclude subscription rights are common both in Germany and in the international arena. The Executive Board will check all such cases individually and carefully to determine whether to make use of the authorization to increase capital for the purpose of issuing new shares. The authorization will only be used when this is deemed to be in the interests of the Company, and thereby also its shareholders, based on the assessment of the Executive Board and the Supervisory Board.

The Executive Board will report any such utilization of authorized capital in the next Annual General Meeting following this utilization.

Report of the Executive Board on Items 7 and 8 of the Agenda pursuant to Section 71 (1) no. 8 and Section 186 (3) Sentence 4, (4) Sentence 2 of the German Stock Corporation Act (AktG)

Pursuant to Section 71 (1) No. 8 and Section 186 (3), Sentence 4 (4) and Sentence 2 of the German Stock Corporation Act (AktG), the Executive Board submits the following

**report to the Annual General Meeting
regarding the reason for the exemption of the subscription right**

The authorization for acquiring own shares currently in place expires on May 4, 2015. Under the proposed authorization, the Executive Board is to be authorized, with the consent of the Supervisory Board, to acquire own ordinary and/or preference shares in the interests of the Company until May 5, 2020 up to a value of 10% of the share capital in place at the time when the resolution on this authorization is approved by the Annual General Meeting or – if this value is lower – the time at which this share capital authorization is exercised. The Company hereby makes use of Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), which allows an SE – just like a German AG stock corporation – to acquire own shares with a total value of up to 10% of share capital based on an authorization issued by the Annual General Meeting. As a precautionary measure and in accordance with Art. 60 of the SE Regulation, the proposed resolution takes the form of a special resolution of the holders of ordinary shares (Item 7 on the Agenda) and a special resolution of the preference shareholders (Item 8 of the Agenda).

Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) provides for alternative forms of purchase and sale other than the typical form of purchase and sale via the stock exchange. These alternative forms are to be used in this case.

Beside acquisition through the stock exchange, the Company should also have the option to acquire own shares through a public purchase offer (tender process), by way of a public invitation directed at all shareholders to submit offers for sale, or using another approach, while complying with the principle of equal treatment (Section 53a of the German Stock Corporation Act (AktG)). The purchase price (excluding ancillary acquisition costs) must not exceed the mean price for shares in the same share category prior to the deadline by more than 10% and must not fall below the mean price for shares in the same share category by more than 20%. The mean price for shares is the non-volume-weighted average of the closing prices for Company shares in the same share category in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten days of trading prior to the deadline defined in the proposed authorization. When using the tender process or a public invitation to submit offers for sale, all shareholders in the Company who are willing to sell can decide how many shares they wish to sell and – when specifying a price range – at what price they wish to sell them. Should the number of shares offered at the stipulated price exceed the number of shares requested by the Company, acceptance of the offers to sell must be duly apportioned. In such cases, it should be possible to provide for the preferential acceptance of small offers or small parts of offers. This option is intended to avoid fractional amounts in the determination of proportions to be acquired as well as small residual quantities, thereby facilitating technical processing. The same applies to a public invitation directed at all shareholders to submit offers for sale.

In accordance with the provisions of Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), the Annual General Meeting may also authorize the Company to sell such shares through a different channel than the stock exchange.

Subject to approval of the Supervisory Board, it should also be possible to sell own ordinary and/or preference shares bought back by the Company in the cases stated under lit. c of the resolution proposal under exclusion of shareholders' subscription rights.

The proposed resolution contains the authorization that the own shares acquired may also be sold through a different channel than the stock exchange under exclusion of the subscription right. The prerequisite for sales of this kind is that such shares must be sold in return for cash contributions at a price which does not fall significantly short of the stock market price of the Company's shares in the same category at the time the shares are sold. However, the authorization is subject to the condition that shares sold under exclusion of subscription rights pursuant to Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must not exceed 10 % of the share capital, either at the time when the proposed resolution for authorization is passed by the Annual General Meeting or – if this value is lower – at the time it is exercised. This limitation to 10 % of the share capital includes those shares which (i) are issued using a valid authorization to issue new shares from authorized capital during the term of this authorization in accordance with Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights and/or (ii) are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations if the debentures are issued in line with the proposed resolution of the respective authorization for acquiring own shares through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights. No debentures of this kind (or issue authorization) currently exist. The provisions are merely precautions that were put in place in case of an issuance.

This authorization provides the Company with greater flexibility. In particular, it facilitates the specific issue of shares to cooperation partners or financial investors in contexts other than business combinations, the acquisition of companies, parts thereof or shareholdings in companies. The interests of the shareholders are safeguarded in this respect by the fact that the issuing price has to be based on the stock market price for shares in the same category. Shareholders have the option to maintain their relative shareholding by acquiring shares through the stock exchange. There are currently no specific plans to make use of this authorization. The Executive Board will report to the Annual General Meeting on any utilization of this authorization.

The subscription right of shareholders can also be excluded to allow own shares to be sold in return for contributions in kind within the scope of business combinations, as well as acquisitions of companies, parts thereof or shareholdings in companies. Contributions of this kind are occasionally required for such transactions. The authorization proposed in this particular case is intended to provide the Company with the necessary flexibility to quickly and flexibly utilize any opportunities which may arise in connection with business combinations or the acquisition

of companies, parts thereof or shareholdings in companies. The same applies to the acquisition of other assets (including third party receivables from the Company or companies affiliated with the Company). There are currently no specific plans to make use of this authorization. The Executive Board will report to the Annual General Meeting on any utilization of this authorization.

There is also an option to exclude shareholder subscription rights when transferring shares to the bearers or creditors of any debentures with conversion/option rights or conversion/option obligations that were issued by the Company or an affiliated company. At present no such debentures exist and there is no authorization in place to issue any. Nevertheless, the authorization should provide the Company with flexibility in case debentures of this kind are issued due to any future resolution passed by the Annual General Meeting. The transfer of own shares to satisfy subscription rights on debentures of this kind instead of drawing on conditional capital can, in particular, help prevent any dilution effects which might otherwise occur. Unless the shareholders' subscription right has been excluded by the Annual General Meeting in accordance with Section 221 (4) in connection with Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), the shareholders have a subscription right to debentures with conversion or option rights which could be issued in future on the basis of an authorization by the Annual General Meeting. The Executive Board will weigh up the interests of the Company and the shareholders with due care when reaching a decision as to whether own shares are to be used.

Ultimately, it should also be possible to use the own shares acquired based on this or a different authorization under exclusion of subscription rights, to transfer them to members of the Executive Bodies at the Company or an affiliated company, or to transfer them to employees of the Company or an affiliated company. The relationship with the representative body or the employment relationship with the Company or its affiliated company must be in place at the time of committing to the respective share transfer. Insofar as the own shares are to be issued to members of the Company's Executive Board, the decision shall not be made by the Executive Board but rather by the Company's Supervisory Board in line with the division of duties as specified by the provisions of the Stock Corporation Act and within the scope of the authorization issued by the Annual General Meeting. Under the current compensation system there are currently no intentions to grant shares to persons from the aforementioned group. However, the Company should retain the flexibility to use compensation instruments of this kind. To be able to grant own shares as compensation, the subscription right of the shareholders must be excluded for these shares. The issuing of shares to members of Executive Bodies at the Company or an affiliated company, as well as to employees of the Company or of an affiliated company is in the interests of the

Company and its shareholders, since this promotes identification with the Company and assumption of joint entrepreneurial responsibility among this group of people. The Company therefore also has access to an additional instrument for aligning compensation of the aforementioned group of people with sustainable business development.

The own shares can also be transferred to a bank or another enterprise that meets the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) if it accepts the shares with the obligation to sell them through the stock exchange, to offer them to the shareholders for acquisition, or to use them either to fulfill a purchase offer targeted at all shareholders or for the aforementioned purposes. The Company can also acquire the own shares for the aforementioned purposes by means of a securities loan from a bank or another enterprise that fulfills the requirements of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG); in this case, the Company must ensure that the shares are acquired to repay the securities loan in compliance with Section 71 (1) No. 8 Sentences 3 and 4 of the German Stock Corporation Act (AktG). In all cases, the Executive Board will ensure that the new shares are issued exclusively to members of the Company's Executive Board, the representative body of an affiliated company, employees of the Company, or employees of an affiliated company within the scope of the authorization granted.

The use of own shares under exclusion of subscription rights is restricted to the extent that the sum of own shares used under exclusion of shareholders' subscription rights, together with other shares that the Company issues or sells during the term of this authorization using a different authorization and under exclusion of shareholders' subscription rights, must not exceed 20 % of share capital either at the time when the resolution on this authorization is approved by the Annual General Meeting or – if this value is lower – the time when it is exercised. Those shares that are to be or can be issued in order to service debentures with conversion/option rights or conversion/option obligations also count towards this limit of 20 % of share capital, if the debentures are issued during the term of this authorization through mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of shareholders' subscription rights.

The Company should also be able to redeem own shares without the need for a renewed resolution by the Annual General Meeting. This authorization should provide the Executive Board with sufficient freedom to properly address the long-term dividend interests of the Company and its shareholders. Pursuant to Section 71 (1) No. 8 Sentence 6 of the German Stock Corporation Act (AktG), the Executive Board may be authorized by the Annual General Meeting not only to acquire own shares, but also to redeem them. If the Executive Board makes use of the right to redeem shares, this will result in a corresponding capital reduction. Section 139 (2) of the German Stock Corporation Act (AktG) is to be applied accordingly: Based on this, preference shares may only be issued up to half the level of share capital. Alternatively, the Executive Board is also to be authorized to redeem shares in accordance with Section 237 (3) No. 3 of the German Stock Corporation Act (AktG) without changing the share capital. In this case, the redemption causes the proportion of remaining shares in the share capital to increase as per Section 8 (3) of the German Stock Corporation Act (AktG). The Executive Board should therefore also be authorized to adjust the number of no-par-value shares in the Company's Articles of Association due to this redemption. Experience has shown that redeeming own shares can lead to a stabilized and optimized stock market price and strengthen the Company's position on the capital market. As such, it is in the interest of both the Company and its shareholders. At the appropriate time, the Executive Board will decide after due consideration whether the right to redeem shares is to be exercised.

All aforementioned authorizations to acquire and then use own shares that have been acquired can be exercised once or on multiple occasions in full or in part. The own shares can also be acquired via one of the Company's affiliated companies or a third party acting on their behalf or on behalf of the Company. Use can be made of the aforementioned options for shares acquired in this way. This also applies if the Company acquired the shares in accordance with Section 71d Sentence 5 of the German Stock Corporation Act (AktG). All aforementioned authorizations can be employed to acquire and use both ordinary shares and preference shares or to acquire and use only ordinary shares or only preference shares.

II. Further disclosures and Notes on the Annual General Meeting

1. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE ANNUAL GENERAL MEETING; FREE AVAILABILITY OF SHARES

The Company's share capital of €139,000,000 is divided into 139,000,000 no-par-value shares with a nominal value of €1.00 per no-par-value share at the time of convening the Annual General Meeting. 69,500,000 of these shares are ordinary shares and 69,500,000 are preference shares. Each of the 69,500,000 ordinary shares entitles the holder to one vote on the proposed resolutions announced for items 2 to 5, 7 and 9 to 12 on the agenda in the Annual General Meeting. Only the holders of preference shares are entitled to vote on the proposed resolutions announced under items 6 and 8 on the Agenda (separate vote of preference shareholders). Each of the 69,500,000 preference shares is granted one vote here. The preference shares do not grant their holders any voting rights for any of the other votes. The Company does not currently hold any own shares.

The shares are not blocked by registration for the Annual General Meeting. Shareholders remain free to dispose of their shares even after having registered for attendance.

2. PREREQUISITES FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

Only those shareholders that hold ordinary or preference shares and that have provided the Company with special proof of ownership of shares and registered in line with Section 19 of the Company's Articles of Association by the end (12:00 midnight) of **April 29, 2015** at the address stated below are entitled to participate in the Annual General Meeting and are entitled to exercise voting rights:

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

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

The special proof of ownership of shares must refer to the start of the 21st day prior to the day of the Annual General Meeting itself, i.e. be issued for 12:00 midnight CET, **April 15, 2015 (record date)**. This proof is to be provided in text form with confirmation of an institute authorized as a custodian of securities (Section 126b of the German Civil Code (BGB)). The confirmation must be prepared in German or English.

Only those people who have provided proof of ownership of shares are classed as shareholders and therefore eligible to participate in the meeting and exercise voting rights. Alongside the need to register, the entitlement to participate in the meeting and the scope of voting rights are based on the shares held on the record date. The record date does not involve any lock-up period for the sale of shares. Even in the event of sale of some or all of the shares after the record date, only the shares held at the record date are authoritative for participation and for the scope of voting rights. This means that the sale of shares after the record date does not have any effect on the right to participate nor on the scope of voting rights. The same applies for new shares or additional shares acquired after the record date. Persons who do not hold any shares on the record date and only become shareholders afterwards are only entitled to participate and vote for the shares they hold if they have been granted proxy rights or have been authorized to exercise voting rights.

The record date has no significance for entitlement to dividends.

To register, shareholders are requested to fill out the forms for ordering entry tickets sent to them via their custodian bank and return these to said custodian bank within the specified time limit. The custodian bank will then make the registration and send in the special proof of ownership of shares to the aforementioned, central registration point at FUCHS PETROLUB SE, which will in turn forward the registration and the special proof of ownership of shares to the Company. To ensure that the entry tickets are received in time, we ask shareholders to make sure that their proof of ownership of shares is sent to the Company at the aforementioned address in good time.

Once the registration and the proof of shareholding have been received on time at FUCHS PETROLUB SE's central registration office stated above, the shareholders will be sent their entry tickets to the Annual General Meeting. We ask for your understanding that we can only send each shareholder two entry tickets. This is due to the large number of registrations we always receive for our Annual General Meeting. We also ask you, without intending to limit your right to participate in the Annual General Meeting, to register only if you definitely intend to participate in the Annual General Meeting, as this simplifies organization of the Annual General Meeting.

The entry ticket also contains a form for granting proxy authorization at the Annual General Meeting.

3. EXERCISING VOTING RIGHTS AND PROXY VOTING RIGHTS AT THE ANNUAL GENERAL MEETING

Eligible holders of ordinary shares are entitled to vote on items 2 to 5, 7 and 9 to 12 of the Agenda, while eligible preference shareholders are entitled to vote on items 6 and 8 of the Agenda (separate vote of preference shareholders).

We would like to point out that only those shareholders who have provided proof of their entitlement to participate in the Annual General Meeting and to exercise voting rights may participate in the Company's Annual General Meeting and exercise voting rights as shareholders. Should there be any doubt concerning the validity or authenticity of the proof provided, the Company is entitled to demand further, suitable proof.

Following correct registration, shareholders can appear at the Annual General Meeting in person and exercise in person their voting rights as holders of ordinary or preference shares.

Shareholders who do not wish or are unable to attend the Annual General Meeting in person can have their voting right exercised by a voting representative (proxy), such as a bank, a shareholders' association or a voting representative appointed by the Company, by granting proxy authorization. The following is to be observed here:

In-time registration and proof of shareholding must also be provided if shareholders choose to vote by proxy.

The granting of proxy authorization, its revocation and the provision of evidence of the authorization to the Company must be made in writing. The authorization of banks, shareholders' associations or any equivalent institutes, companies or persons pursuant to Section 135 (8) or (10) of the German Stock Corporation Act (AktG)³ generally involves meeting special conditions. Any such special requirements should be discussed and information should be obtained in advance from the representative to be authorized. We therefore ask that shareholders wishing to grant a proxy to a bank, a shareholders' association or any equivalent institutes, companies or persons for exercising voting rights pursuant to Section 135 (8) and (10) of the German Stock Corporation Act (AktG) agree the nature and form of proxy with the representative to be authorized.

Proof on the appointment of a proxy can be sent to FUCHS PETROLUB SE using the following e-mail address: fuchspetrolub-hv2015@computershare.de.

In addition to this, proof on the appointment of a proxy can also be sent to FUCHS PETROLUB SE using the following fax number: +49 89 30903-74675.

If the shareholder authorizes more than one person, the Company may reject one or more of said people.

³ The regulations of the German Stock Corporation Act (AktG) are applied to the Company pursuant to Art. 5, Art. 9 (1) lit. c) ii) and Art. 10 of the SE Regulation, unless more specific provisions of the SE Regulation provide otherwise.

4. PROXY VOTING USING THE COMPANY'S VOTING REPRESENTATIVES

As in the previous years, the Company is offering its shareholders the opportunity to authorize a Company-appointed proxy to vote according to their instructions before the Annual General Meeting. Should the proxies appointed by the Company be granted proxy authorization, the shareholder must instruct the proxies as to how they should exercise the voting rights. Should the shareholder fail to instruct the proxies, the proxy authorization becomes null and void, and the voting right is not exercised. The proxies are obliged to vote in the way instructed. They cannot exercise any voting rights based on their own judgment. Please be aware that proxies do not have any rights to request to speak, ask questions, or put forward motions. The proxies may only execute instructions on the proposed resolutions that have been announced and are required to abstain from any other votes. Those shareholders who wish to grant proxy authorization to the proxies appointed by the Company may do this in text form. The form sent out to all shareholders together with the entry tickets can be used for this. Further details on registration and granting proxy authorization can be viewed at the Company website under INVESTOR RELATIONS/Annual General Meeting 2015 at www.fuchs-oil.de. To enable in-time dispatch of the entry ticket, the appointment should be sent to the respective custodian bank as early as possible.

In the event of authorizing proxies appointed by the Company and bound by instructions prior to the Annual General Meeting, the authorization and the instructions are to be sent in text form to the following address no later than 12:00 midnight on May 4, 2015 (time of receipt):

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

Fax: +49 89 30903-74675

E-mail: fuchspetrolub-hv2015@computershare.de

Registered shareholders can still take part in the Annual General Meeting in person, even after granting proxy authorization to the voting representatives appointed by the Company. Should any shareholders or third parties authorized by said shareholders register in person on May 6, 2015 at the entry check for the Annual General Meeting, this annuls the authorization and instructions granted to the proxy appointed by the Company.

Reference is made to the option to authorize proxies appointed by the Company during the Annual General Meeting.

5. BROADCAST OF THE ANNUAL GENERAL MEETING ON THE INTERNET

The greeting by the chair of the meeting, as well as the speech by the Chairman of the Executive Board, can be followed live and in full on our website at www.fuchs-oil.de under INVESTOR RELATIONS/Annual General Meeting on the day of the Annual General Meeting from approximately 10:00 am.

6. MOTIONS, NOMINATIONS, INQUIRIES AND REQUESTS FOR INFORMATION (INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH ART. 56 SENTENCE 2 AND SENTENCE 3 OF THE SE REGULATION, SECTION 50 (2) OF THE SE IMPLEMENTATION ACT (SEAG) IN CONJUNCTION WITH SECTION 122 (2), SECTION 126 (1), SECTION 127, AND SECTION 131 (1) OF THE GERMAN STOCK CORPORATION ACT (AKTG))

Motions to add items to the agenda in accordance with Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shareholdings when taken together amount to at least 5% of the share capital (corresponding to 6,950,000 no-par-value shares) or a pro rata amount of €500,000 (corresponding to 500,000 no-par-value shares) can request items to be added to the agenda and made public. Each new item must be accompanied by a justification or a proposed resolution.

Any supplementary requests must be addressed in writing to the Company's Executive Board and be received by the Company at least 30 days prior to the Annual General Meeting; the day on which it is received and the day of the actual Annual General Meeting do not count toward these 30 days. The last possible time of receipt is therefore 24:00 midnight CET on April 5, 2015. Any requests received after this cut-off point will not be considered.

The Company requests that all supplementary motions be sent to the following address:

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

Unless made public at the time of convening the Annual General Meeting, additions to the agenda that are required to be disclosed are published immediately upon receipt in the Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union. Additions to the agenda are also published under INVESTOR RELATIONS/Annual General Meeting 2015 on the website at www.fuchs-oil.de and communicated to the shareholders.

Counter-motions and nominations of shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)

Counter-motions

All shareholders have the right to submit a counter-motion against the proposals put forward by the Executive Board and/or Supervisory Board in the Annual General Meeting with regard to a specific item on the agenda. Counter-motions which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting do not count toward these days, meaning that they must be received no later than 12:00 midnight on Tuesday April 21, 2015, will be published immediately, including the name of the shareholder, the justification for the counter-motion and any statement by the Company's management on the Company's website at www.fuchs-oil.de under INVESTOR RELATIONS/Annual General Meeting 2015 (see also Art. 56

Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 126 (1) Sentence 3 of the German Stock Corporation Act (AktG)).

Section 126 (2) of the German Stock Corporation Act (AktG) states reasons when a counter-motion or the justification for said motion does not have to be made available via the website.

The following address is to be used for all counter-motions (including justifications):

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 621 3802-7274
E-mail: ir@fuchs-oil.de

Counter-motions sent to any other address will not be considered. Counter-motions are only deemed to have been made when submitted during the Annual General Meeting. The right of all shareholders to make counter-motions to the various items on the agenda during the Annual General Meeting without prior or in-time submission to the Company remains unaffected.

Shareholders are requested to demonstrate the nature of their existing shareholding at the time of sending the respective counter-motion.

Election nominations by shareholders (Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 127 of the German Stock Corporation Act (AktG))

During the Annual General Meeting, every shareholder has the right to make proposals for the election of a member of the Supervisory Board, as well as for the selection of the auditor of the annual financial statements and auditor of the consolidated financial statements.

Nominations of shareholders which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting do not count toward these days, meaning that they must be received no later than 12:00 midnight on Tuesday April 21, 2015, will be published immediately, including any statement by the Company's management, on the Company's website at www.fuchs-oil.de under INVESTOR RELATIONS/Annual General Meeting 2015. Nominations by shareholders are only made available when they include the name, the profession and the residence of the person being nominated (see also Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 127 Sentence 3 and Section 124 (3) of the German Stock Corporation Act (AktG)). Unlike counter-motions in the sense of Section 126 (1) of the German Stock Corporation Act (AktG), nominations for election do not need to be justified.

Pursuant to Section 127 Sentence 1 in connection with Section 126 (2) of the German Stock Corporation Act (AktG), there are further reasons which, when applicable, do not require nominations to be made available via the website.

Any and all nominations must be sent to the following address:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 621 3802-7274

E-mail: ir@fuchs-oil.de

Any and all nominations sent to any other address will not be considered. The right of all shareholders to make nominations for the items on the agenda during the Annual General Meeting without prior or in-time submission to the Company remains unaffected.

Shareholders are requested to demonstrate the nature of their existing shareholding at the time of sending the respective nomination.

Inquiries

Shareholders who have inquiries regarding the Annual General Meeting are also requested to submit these to the aforementioned address.

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

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), every shareholder is entitled to information from the Executive Board on the Company affairs upon request in the Annual General Meeting to the extent that this is required to make an informed judgment on any given agenda item. The duty of the Executive Board to provide information also includes the Company's legal and business relations with an affiliated company, as well as the position of the Group and the companies included in the consolidated financial statements (see also Section 131 (1) Sentence 2 and Sentence 4 of the German Stock Corporation Act (AktG)). Requests for information must be made verbally at the Annual General Meeting.

Under certain conditions, described in greater detail in Section 131 (3) of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. Pursuant to Article 21, paragraph 2 of the Company's Articles of Association, the chair of the Annual General Meeting is authorized to limit the right of shareholders to speak and ask questions to an appropriate time.

Further notes

Reference is made to the duty to provide information pursuant to Section 21 et seq. of the German Securities Trading Act (WpHG) and the legal consequence of waiving all rights granted due to the shares in the event of violations against a duty to provide information as stated in Section 28 of the German Securities Trading Act (WpHG).

More detailed explanations of the rights held by shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG) are available on the Internet at www.fuchs-oil.com under INVESTOR RELATIONS/Annual General Meeting 2015.

7. ANNUAL GENERAL MEETING DOCUMENTATION

This invitation to attend the Annual General Meeting, the documentation and motions of shareholders which are to be made available, as well as further information, in particular on participation in the Annual General Meeting and on granting proxy authorization and issuing instructions, will be available for viewing by shareholders at the business premises of the registered office of FUCHS PETROLUB SE, Friesenheimer Str. 17, 68169 Mannheim, Germany as soon as the Annual General Meeting has been convened. The aforementioned documents can also be viewed under INVESTOR RELATIONS/Annual General Meeting 2015 on the Company website at www.fuchs-oil.de from the time at which the Annual General Meeting is convened. The voting results will also be published here following the Annual General Meeting. In addition to this, the documents are available for viewing by shareholders at the Annual General Meeting itself. On request, each shareholder will be sent a printed version of the aforementioned documents immediately and at no charge. Please send all requests for printed copies to:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim
Germany

Fax: +49 621 3802-7274
E-mail: ir@fuchs-oil.de

This invitation was published in the Federal Gazette (Bundesanzeiger) on March 25, 2015. The invitation was also made available to the media for publication throughout the European Union in the sense of Section 121 (4a) of the German Stock Corporation Act (AktG) on the same day.

Mannheim, March 2015

FUCHS PETROLUB SE

The Executive Board

FUCHS PETROLUB SE
Investor Relations
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68169 Mannheim, Germany

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