

**Explanations of the rights of shareholders
pursuant to Article 56 sentence 2 und sentence 3 of SE Regulation (SE-VO),
Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with
Section 122 (2) of the German Stock Corporation Act (AktG), Article 2,
Section 1 (3), sentence 4, paragraph 8, sentence 2 of the German Act on
Mitigating the Effects of the COVID-19 Pandemic in the German Civil,
Insolvency and Criminal Proceedings Law (hereinafter shortened to the
“COVID-19 Act”) as well as pursuant to Sections 126 (1) and 127 of the German
Stock Corporation Act (AktG), Article 2, Section 1 (2) sentence 1 no. 3 in
conjunction with paragraph 8, sentence 2 of the COVID-19 Act**

The invitation to the Annual General Meeting already contains details on the rights of shareholders pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act in conjunction with Section 122 (2) of the German Stock Corporation Act (AktG), Article 2, Section 1 (3), sentence 4, paragraph 8, sentence 2 of the COVID-19 Act as well as pursuant to Section 126 (1), Section 127 of the German Stock Corporation Act (AktG), Article 2, Section 1 (2), sentence 1 no. 3 in conjunction with paragraph 8, sentence 2 of the COVID-19 Act. The following statements serve to aid a better understanding of these provisions.

The wording of the COVID-19 Act can be found by using the following link:

https://www.bmjv.de/SharedDocs/Gesetzgebungsverfahren/Dokumente/Bgbl_Corona-Pandemie.pdf

- 1. Motions for additions to the agenda pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) of the SE Implementation Act in conjunction with Section 122 (2) of the German Stock Corporation Act (AktG) and in conjunction with Article 2, Section 1 (3), sentence 4 of the COVID-19 Act**

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

Any additional requests must be made in writing and directed to the Company's Executive Board. These requests must arrive at the Company at least 14 days prior to the Annual General Meeting. The day on which requests are received and the day of the actual Annual General Meeting do not count toward these 14 days. The last possible time of receipt is therefore 12:00

midnight on 20 April 2020. Any additional requests received after this cut-off point will not be considered.

The Company is asking you to send any additional requests to the following address:

FUCHS PETROLUB SE
Executive Board
Friesenheimer Strasse 17
68169 Mannheim
Germany

Those making the request must prove that they have been shareholders for at least 90 day prior to the receipt of the request and that they will keep the shares until the Executive Board has made a decision concerning the request. Section 121 (7) of the German Stock Corporation Act (AktG) must be applied as far as the calculation of the deadline is concerned.

Unless made public at the time of convening the Annual General Meeting, requests for additions to the agenda that are required to be published will be published immediately upon receipt in the Federal Gazette (Bundesanzeiger) and sent for publication to those media that are presumed to distribute the information throughout the entire European Union. In addition, such requests are published on the Internet at www.fuchs.com/group and under INVESTOR RELATIONS/Annual General Meeting 2020. Shareholders are notified accordingly.

2. Counter-motions and nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

Counter-motions submitted by shareholders (Section 126 (1) AktG)

Counter-motions submitted by shareholders against the proposals made by the Executive Board and/or the Supervisory Board concerning a specific item on the agenda that have reached 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 20 April 2020, will be published promptly, including the name of the shareholder, the justification for the counter-motion and any statement by the Company's management under INVESTOR RELATIONS/Annual General Meeting 2020 on the website at www.fuchs.com/group (see Section 126 (1) sentence 3 of the German Stock Corporation Act (AktG)); this does not apply to item 9 since, pursuant to Section 120a (1) sentence 1 of the German Stock Corporation Act (AktG), the approval of the remuneration system for the members of the Executive Board submitted by the Supervisory Board must be decided upon.

Section 126 (2) of the German Stock Corporation Act (AktG) lists reasons which, when applicable, do not require the publication of a counter-motion and its justification on the Internet.

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 number: +49 621 3802-7274
E-mail: ir@fuchs.com**

Counter-motions sent to any other address will not be considered.

Shareholders are requested to prove their shareholding at the time of sending the counter-motion.

Insofar as shareholders or their proxies have registered for the virtual Annual General Meeting in due form and time, in particular with correct evidence of their shareholdings, countermotions and election proposals to be made available are deemed to have been made verbally by them during the Annual General Meeting.

Under certain conditions, the Company is not obliged to make a counter-motion and its justification accessible. This is the case pursuant to Section 126 (2) of the German Stock Corporation Act (AktG):

- if the Executive Board would render itself liable to prosecution by making said information available;
- if the counter-motion would result in an Annual General Meeting resolution that is contrary to law or contrary to the Company's articles of association;
- if key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments;
- if a counter-motion of the shareholder based on the same matter has already been made available to an Annual General Meeting of the Company pursuant to Section 125 of the German Stock Corporation Act (AktG);
- if the same counter-motion of the shareholder with a justification that is essentially the same has already been made available in the past five years to at least two Annual General Meetings of the Company pursuant to Section 125 of the German Stock Corporation Act (AktG) and less than 5% of the represented share capital voted in favour of it at the Annual General Meeting;

- if the shareholder makes it clear that he/she will not take part in the Annual General Meeting and will not nominate a proxy; or
- if the shareholder did not submit nor had someone else submit a counter-motion that he/she communicated in two Annual General Meetings in the last two years.

Furthermore, the justification of a permitted counter-motion does not need to be made accessible if its total length exceeds 5,000 characters.

If more than one shareholder submits a counter-motion concerning the same item, the Executive Board reserves the right to combine the counter-motions and their justifications.

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

Nominations by shareholders concerning the election of members of the Supervisory Board and the election of the auditor and group auditor that 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 20 April 2020, will be published promptly, including any statement by the management under INVESTOR RELATIONS/Annual General Meeting 2020 on the website at **www.fuchs.com/group**. Nominations by shareholders are only made available if they include the name, the profession and the residence of the person being nominated (see also Section 127 sentence 3 in conjunction with 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 elections do not need to be justified.

Pursuant to Section 127 sentence 1 in conjunction 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 public on the website.

Nominations must exclusively be sent to the following address:

**Fuchs Petrolub SE
Investor Relations
Friesenheimer Strasse 17
68169 Mannheim
Germany**

Fax number: +49 621 3802-7274
E-mail: ir@fuchs.com

Nominations sent to any other address will not be considered.

Shareholders are requested to prove their shareholdership at the time of sending the nomination.

Questions

Shareholders who have questions concerning the ordinary Annual General Meeting are requested to direct them to the aforementioned address.

4. Shareholders' option of submitting questions using electronic communication

The shareholders eligible to take part in the Annual General Meeting and their proxies are given the option of submitting questions pursuant to Article 2, Section 1 (2) sentence 1 no. 3 in conjunction with paragraph 8, sentence 2 of the COVID-19 Act. There is no right to information pursuant to Section 131 of the German Stock Corporation Act (AktG).

Questions may, at the latest, be submitted by 12:00 midnight on 3 May 2020. To do so, the "Receipt of questions" function (*Fragenaufnahme*) on the InvestorPortal must be used. The InvestorPortal can be accessed at

www.fuchs.com/hauptversammlung

using the access code that the shareholders have received together with their invitation to the virtual Annual General Meeting.

Together with the question or questions, a proof of shareholdership must be transmitted by indicating either

- the name, date of birth and address of the shareholder or
- the shareholder number.

Pursuant to Article 2, Section 1 (2), sentence 2 in conjunction with paragraph 8, sentence 2 of the COVID-19 Act, the Executive Board will, at its discretion and according to its duties, decide which questions are answered and how they are answered.

Mannheim, April 2020

The Executive Board