

# 2020 Invitation and Agenda

to the Virtual  
Annual General Meeting

of FUCHS PETROLUB SE on May 5, 2020  
at the business premises of the company, Mannheim

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TECHNOLOGY.  
PEOPLE.



# Invitation to the Virtual Annual General Meeting

on May 5, 2020  
at 10:00 a.m.

(at the business premises of the company,  
Friesenheimer Straße 17, 68169 Mannheim)

**FUCHS PETROLUB SE**  
Mannheim

– WKN 579040 and 579043 –  
ISIN DE 0005790406 and DE 0005790430

## Note

Under Art. 3 Para. 2 Sentence 1 of the State of Baden-Württemberg's Ordinance on Infection Prevention Measures against the Spread of the SARS-Cov-2 Virus (Corona Ordinance – CoronaVO) dated March 17, 2020 (as amended on March 28, 2020), the state of Baden-Württemberg currently prohibits events and other gatherings of more than five people outside of the public space. Under Art. 11 Para. 1 Sentence 1 CoronaVO, the ordinance will be in effect until at least June 15, 2020. Under Art. 11 Para. 2 CoronaVO in conjunction with Section 32 Sentence 2 Infektionsschutzgesetz (Infection Protection Act), Baden-Württemberg's Ministry of Social Affairs and Integration is permitted to change the date of expiration. Therefore, pursuant to Art. 2 Section 1 Para. 8 (2) in conjunction with Para. 2 and Para. 6 of the Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht (Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law) dated March 27, 2020, **the Annual General Meeting on May 5, 2020 will be held without the physical presence of the shareholders or their proxies, as a virtual Annual General Meeting** (see also the remarks in Section III. under "Further information and notes on the Annual General Meeting").

## Agenda

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| Item 1 | Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the Combined Management Report, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289a Para. 1 and Section 315a Para. 1 of the Commercial Code (HGB), each of which is for the 2019 financial year |
| Item 2 | Adoption of a resolution regarding the appropriation of profits  |
| Item 3 | Adoption of a resolution regarding the approval of the Executive Board members for the 2019 financial year   |
| Item 4 | Adoption of a resolution regarding the approval of the Supervisory Board members for the 2019 financial year   |
| Item 5 | Election of Supervisory Board members  |
| Item 6 | Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2020 financial year as well as the auditor for reviewing any financial information during the fiscal year   |
| Item 7 | Resolution on the cancellation of the current authorization to acquire and use treasury shares, and authorization to acquire and use treasury shares under Section 71 Para. 1 No. 8 AktG – Stock Corporation Act (and precautionary special vote of the common shareholders)   |
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Item 8	Special vote of the preferred shareholders on the resolution of the Annual General Meeting under Item 7 (Cancellation of the current authorization to acquire and use treasury shares, and authorization to acquire and use treasury shares under Section 71 Para. 1 No. 8 AktG)
Item 9	Resolution on the approval of the remuneration system presented by the Supervisory Board for the Executive Board members
Item 10	Resolution on the remuneration of the Supervisory Board members (remuneration system and amendment of Art. 16 Para. 1 and Paras. 5–8 of the Articles of Association)
Item 11	Resolution on the amendment of Art. 2 of the Articles of Association (Purpose of the company)
Item 12	Resolution on the amendment of Art. 19 of the Articles of Association (Right of participation)
Item 13	Resolution on the amendments of Art. 4, Art. 10 Section 1, Section 2 and Section 6, Art. 17 Sentence 1, Art. 21 Section 3, of the header for Section 4 and Art. 23 of the Articles of Association

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# I. Agenda and resolutions proposed for adoption by the Annual General Meeting of FUCHS PETROLUB SE, Mannheim

1. **Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the Combined Management Report, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289a Para. 1 and Section 315a Para. 1 of the Commercial Code (HGB), each of which is for the 2019 financial year**

The documents can be accessed via the company's website at [www.fuchs.com/group/](http://www.fuchs.com/group/) under INVESTOR RELATIONS/Annual General Meeting 2020 and they are also mailed to shareholders upon request. The documents will also be provided and discussed further during the Annual General Meeting. Pursuant to legal requirements, there are no plans to adopt a resolution regarding Item 1 since the Supervisory Board has already adopted the annual financial statements and the consolidated annual financial statements and since the annual financial statements are thus approved.

2. **Adoption of a resolution regarding the appropriation of profits**

The Supervisory Board and the Executive Board propose that the profits reported in the amount of EUR 134,135,000 on the balance sheet as at December 31, 2019, be appropriated as follows:

Distribution of a dividend in the amount of EUR 0.96 for each of the 69,500,000 common shares entitled to dividends	<b>EUR 66,720,000</b>
Distribution of a dividend in the amount of EUR 0.97 for each of the 69,500,000 preference shares entitled to dividends	<b>EUR 67,415,000</b>
Unappropriated profit	<b>EUR 134,135,000</b>

### **3. Adoption of a resolution regarding the approval of the Executive Board members for the 2019 financial year**

The Supervisory Board and the Executive Board propose that the approval of the Executive Board members who served in the 2019 financial year be granted for this period.

### **4. Adoption of a resolution regarding the approval of the Supervisory Board members for the 2019 financial year**

The Supervisory Board and the Executive Board propose that the approval of the Supervisory Board members who served in the 2019 financial year be granted for this period.

### **5. Election of Supervisory Board members**

The term of office for all members of the Supervisory Board of FUCHS PETROLUB SE will end after the Annual General Meeting that resolves the approval of its actions for the financial year ending December 31, 2019, i. e., after the adjournment of the Annual General Meeting convened on May 5, 2020. Therefore, there will be new elections for the members of the Supervisory Board of FUCHS PETROLUB SE.

Pursuant to Art. 40 Para. 2 and Para. 3 of the SE Regulation (SE-VO), Section 17 Para. 1 and Para. 2 of the SE Implementation Act (SEAG), Section 10 Para. 1 of the Articles of Association of FUCHS PETROLUB SE, and Section 21 Para. 3 of the SE Participation Act (SEBG) in conjunction with Section II (2) of the agreement on staff involvement in FUCHS PETROLUB SE, the Supervisory Board is composed of six members, of which four are shareholder representatives and two are staff representatives. The shareholder representatives will be elected by the Annual General Meeting. According to Article 10 Para. 2 of the Articles of Association of FUCHS PETROLUB SE, the Supervisory Board members will be appointed until the adjournment of the Annual General Meeting that resolves the approval of its actions for the fourth financial year after the start of the term of office, not counting the financial year in which the term of office begins, but for no longer than six years. Reappointments are permitted. The employee representatives will not be elected by the Annual

General Meeting, but in accordance with the appointment procedure set forth in Article 10 Section 1 Subsection 2 of the Articles of Association of FUCHS PETROLUB SE and Section 21 Para. 3 SEBG in conjunction with Section II Nos. 2 and 3 of the Agreement on Staff Involvement in FUCHS PETROLUB SE.

Based on the recommendation of the Nomination Committee and in consideration of the objectives set by the Supervisory Board for its composition, the Supervisory Board proposes that the following shareholder representative be elected to the Supervisory Board:

**(1) Dr. Kurt Bock, Heidelberg**

Former CEO of BASF SE, retired

Dr. Kurt Bock is a member of the following German Supervisory Boards to be formed according to law:

- Bayerische Motorenwerke AG, Munich
- Fresenius Management SE, Bad Homburg
- Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft, Munich

There are no memberships in comparable German or non-German supervisory bodies of commercial enterprises.

Dr. Bock has informed the company that his role as Supervisory Board member of Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft, Munich and of Fresenius Management SE, Bad Homburg, will end upon adjournment of each Annual General Meeting that approves the actions of the Supervisory Board for the 2019 financial year. Moreover, Dr. Bock has informed the company that during the Annual General Meeting of BASF SE which decides on the approval of the Supervisory Board's



actions for the 2019 financial year, he will be a candidate for the Supervisory Board of BASF SE, Ludwigshafen and, in the event of his election, it is intended to elect him as Chairman of the Supervisory Board of BASF SE.

### **(2) Dr. Christoph Loos, Schaan (Liechtenstein)**

CEO of Hilti AG, Schaan, Liechtenstein

Dr. Loos is not a member of any other Supervisory Board that must be formed according to law, nor is he a member of a similar German or non-German supervisory body for commercial enterprises.

### **(3) Dr. Susanne Fuchs, Mannheim**

Entrepreneur in Mannheim

Dr. Susanne Fuchs is not a member of any other Supervisory Board that must be formed according to law, nor is she a member of a similar German or non-German supervisory body for commercial enterprises.

### **(4) Ms. Ingeborg Neumann, Berlin**

Managing Partner, Peppermint Holding GmbH

Ms. Ingeborg Neumann is a member of the following German Supervisory Boards to be formed according to law:

- Scienion AG
- SGL Carbon SE

Ms. Ingeborg Neumann is a member of the following comparable German and non-German supervisory bodies for commercial enterprises:

- Berliner Wasserbetriebe – public law institution

In accordance with Article 10 Section 2, the election shall be for the time until the adjournment of the Annual General Meeting that resolves the approval of the actions of the Supervisory Board for the 2024 financial year, but not to exceed six years.

Ms. Neumann meets the requirements of Section 100 Para. 5 of the Stock Corporation Act (AktG) as an independent member with subject matter expertise in the areas of accounting and/or annual financial statements. With regard to recommendation D.4 of the German Corporate Governance Code (GCGC) as amended on December 16, 2019 and published on March 20, 2020, it is stated that Ms. Neumann has special knowledge and experience in the application of accounting principles and internal control systems, and is familiar with and impartial with regard to annual financial statements.

With regard to recommendation C.13 of the GCGC, it is stated that – apart from Dr. Susanne Fuchs, who along with her brother, CEO Stefan Fuchs, and other members of her family are the main shareholders of the company with indirectly and directly held shares – the Supervisory Board believes that there are no candidates for election to the Supervisory Board with personal or business ties to the company, to the company's executive bodies, or to a shareholder with a substantial holding in the company.

Bios for the candidates can be found on the company's website **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020.

## **6. Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2020 financial year as well as the auditor for reviewing any financial information during the fiscal year**

The Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, be selected as auditor of the annual financial statements and auditor of the consolidated annual financial statements for the 2020 financial year as well as being selected as the auditor for reviewing any interim financial reports for the 2020 financial year and for the first quarter of 2021.

The nomination is based on the recommendation of the Audit Committee under Art. 16 Para. 2 of Regulation (EU) No. 537/2014 of the European Parliament and Council dated April 16, 2014 about specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Audit Regulation). The Audit Committee explained in its recommendation that this recommendation is free from undue influence by third parties and that no clause of the type specified in Art. 16 (6) of the EU Audit Regulation was imposed on the Audit Committee.

## **7. Resolution on the cancellation of the current authorization to acquire and use treasury shares, and authorization to acquire and use treasury shares under Section 71 Para. 1 No. 8 AktG – Stock Corporation Act (and precautionary special vote of the common shareholders)**

Unless otherwise expressly stipulated by law, the company requires special approval from the Annual General Meeting to acquire and use treasury shares pursuant to Section 71 Para. 1 No. 8 AktG<sup>1</sup>. In this context, the Annual General Meeting can also define specific options for using the shares acquired. In light of the fact that the authorization granted by the Annual General

<sup>1</sup> The provisions of AktG apply to the company under Art. 5, Art. 9 Para. 1 c) ii) and Art. 10 of Council Regulation (EC) No. 2157/2001 dated October 8, 2001 on the Statute for a European Company (SE) (hereinafter "SE-Reg") unless otherwise stipulated by special provisions of the SE-Reg.

Meeting of FUCHS PETROLUB SE on May 6, 2015 to acquire treasury shares will expire on May 5, 2020 and a renewal for the allowable term of five years from the Annual General Meeting is considered appropriate, a new authorization to acquire treasury shares, with the option to exclude subscription rights in certain cases, shall be resolved.

Therefore, the Executive Board and Supervisory Board propose the following resolution:

- a) The authorization for the Executive Board to acquire treasury shares (ordinary and/or preferred) representing up to 10 % of the share capital (at the time the authorization is resolved by the Annual General Meeting or – if this figure is lower – at the time the authorization is exercised) with the permission of the Supervisory Board by May 5, 2020 is canceled.
- b) Under Section 71 Para. 1 No. 8 AktG, the Executive Board is authorized until May 4, 2025 to acquire treasury shares (ordinary and/or preferred) representing up to 10 % of the share capital (at the time the authorization is resolved by the Annual General Meeting or – if this figure is lower – at the time the authorization is exercised) with the permission of the Supervisory Board. The shares acquired pursuant to this authorization, together with the other treasury shares that are in the company's possession or are allocated to it under Sections 71d and 71e AktG, cannot exceed 10 % of the share capital at any time. The company cannot use the authorization for the purpose of trading its treasury shares.
- c) The Executive Board can choose to buy back its own shares (ordinary and/or preferred) on the stock exchange, by way of a public tender offer, a public request to the company's shareholders to offer their shares, or in another manner under Section 53a AktG. The purchase price (without incidental

costs) cannot exceed the average price of company shares in the same class by more than 10 % before the effective date, and cannot be set more than 20 % below this amount. The average share price is the non-volume-weighted average of the closing prices of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days before the effective date.

The effective date is

- (1) the date of purchase, if purchased on the Stock Exchange or – if earlier – the date of entry into a purchase obligation;
- (2) in the event that the company purchases the shares by way of public purchase offer or it submits a public request for tender to the company's shareholders for their shares: the date of the Executive Board's decision regarding the public offer to purchase shares, or the date it makes the public request to the company's shareholders to tender shares;
- (3) if the company purchases the shares in another manner under Section 53a AktG: the date the Executive Board decides to purchase the shares.

If the purchase price is defined or modified after the purchase offer is published, or after the request for tender is issued, the effective date shall be the date of definition or date modified. If the total amount of shares for which the shareholders have accepted the company's public purchase offer, or for which the shareholders have submitted a tender, exceeds the total amount of the company's purchase offer, the company shall accept shares in a ratio corresponding to the total amount of

the purchase offer vs. the total number of shares tendered by shareholders. In the event of a public request to tender shares, acceptance shall be based on quotas only for bids that are equal. It can be stipulated that in the amount of equal bids, small amounts of up to 100 tendered shares per shareholder can be accepted pre-emptively.

- d) With the consent of the Supervisory Board, the Executive Board is authorized to use the treasury shares (ordinary or preferred) it acquires for all purposes permitted by law, with the exception of sale on the stock exchange and/or submitting an offer to all shareholders with the exclusion of subscription rights. This applies in particular, if
  - (1) the treasury shares purchased are sold for cash at a price that is not substantially lower than shares of the same class at the time of sale. This authorization is limited, including other shares and subscription rights to shares that were issued, sold or created since the resolution on this authorization – with the exclusion of shareholder subscription rights in accordance with or in application of Section 186 Para. 3 Sentence 4 AktG – to a maximum total of 10 % of the share capital at the time of the resolution or – if this number is lower – at the time this authorization is exercised. This limit of 10 % of share capital also includes shares that are intended to cover any bonds issued by the company (or one of its affiliates) with conversion or option rights, or that shall/can be issued with conversion or option obligations, if the bonds are issued after the resolution on this authorization to buy back its own shares in application of Section 186 Para. 3 Sentence 4 AktG, with the exclusion of shareholder subscription rights; and/or

- (2) these are used for contributions in kind in the context of a company merger or in order to acquire companies, parts of companies, or shareholdings in companies or other fixed assets relating to a planned acquisition, or for the purchase of other assets (including third-party claims for payment against the company or an affiliate of the company); and/or
- (3) the treasury shares are sold via an offer to all shareholders and the holders or creditors of any option or convertible bonds issued by the company or its affiliated companies are to be granted subscription rights to treasury shares in the amount that they would be entitled to as shareholders after exercising the option or conversion rights granted to them and can be offered in accordance with the underlying conditions for the purposes of anti-dilution; and/or
- (4) they are to be transferred by way of equity participation or other equity-based programs to members of the company's Executive Board or to the representative body of an affiliated company or to employees of the company or to employees of one of its affiliated companies; the executive body relationship or employment relationship to the company or to the affiliated company must exist at the time the share transfer is approved. If Executive Board members are to be granted shares, the company's Supervisory Board will make the decision.

The treasury shares can also be transferred to a credit institution or to another company that meets the requirements of Section 186 Para. 5 Sentence 1 AktG if it accepts the shares with the obligation to sell them on the stock exchange, to offer them for sale to the shareholders, to fulfill an offer for

sale that was made to all shareholders or to meet the aforementioned purposes. The company can also acquire treasury shares to meet the aforementioned purposes by way of securities lending from a financial institution or another company that meets the requirements of Section 186 Para. 5 Sentence 1 AktG; in this case, the company must ensure that the shares are being purchased to repay the securities loan in accordance with Section 71 Para. 1 No. 8 Sentences 3 and 4 AktG.

Subscription rights can be excluded under this authorization only if the total number of treasury shares that are used with the exclusion of subscription rights, together with other shares that are issued during the term of this authorization but under a different authorization with the exclusion of shareholder subscription rights, do not account for more than 20 % of the share capital – neither at the time the Annual General Meeting resolves this authorization nor – if this figure is lower – at the time this authorization is exercised. This limit of 20 % of share capital also includes those shares that are used to cover any bonds with conversion or option rights that were issued by the company or one of its affiliated companies, or that shall/can be issued with conversion or option obligations, if the bonds are issued during the term of this authorization in accordance with Section 186 Para. 3 Sentence 4 AktG and with the exclusion of shareholder subscription rights.

- e) The Executive Board is further authorized to redeem treasury shares (ordinary and/or preferred) with the consent of the Supervisory Board and without further resolution by the Annual General Meeting. The redemption can also use the simplified method without reducing capital by adjusting the percentage of the remaining shares in the company's share capital. The Executive Board is authorized to redeem some or all of the shares in accordance with Section 139 Para. 2 AktG.



In this case, the Executive Board is authorized to amend the information about the number of shares in the Articles of Association.

- f) All of the above authorizations to purchase and use treasury shares that were acquired can be exercised in whole or in part, one time or multiple times. The treasury shares can also be acquired via an affiliated company of the company, or a third party acting for the account of the affiliated company or the company. The shares purchased in this manner can be used as described by the options above. This applies even if the company acquires the shares under Section 71d Sentence 5 AktG. All of the above authorizations can be exercised to acquire and use both ordinary shares and preferred shares, or to acquire and use ordinary shares only, or preferred shares only.

The resolution on this Item 7 is also a precautionary special vote of the common shareholders under Art. 60 SE-Reg.

The Executive Board's report on this Item can be found in Section II of this Invitation to the Annual General Meeting.

**8. Special vote of the preferred shareholders on the resolution of the Annual General Meeting under Item 7 (Cancellation of the current authorization to acquire and use treasury shares, and authorization to acquire and use treasury shares under Section 71 Para. 1 No. 8 AktG)**

Under Art. 60 SE-Reg., by way of precaution, a special vote shall be held among the holders of preferred shares regarding the authorization to be resolved by the Annual General Meeting under Item 7 regarding the purchase and utilization of treasury shares with the option to exclude subscription rights in certain circumstances.

Therefore, the Executive Board and Supervisory Board propose adopting a resolution with the wording under Item 7 and approving the identical resolution by the Annual General Meeting under Item 7.

The Executive Board's report on this Item can be found in Section II of this Invitation to the Annual General Meeting.

#### **9. Resolution on the approval of the remuneration system presented by the Supervisory Board for the Executive Board members**

In accordance with Section 120a Para. 1 Sentence 1 AktG as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) dated December 12, 2019, for each significant change to the remuneration system and at least every four years, the Annual General Meeting must adopt a resolution approving the Executive Board's remuneration system as proposed by the Supervisory Board. Under Section 26j Para. 1 Introductory Act to the Stock Corporation Act (EGAktG), a resolution to approve the remuneration system for the Executive Board members must be adopted for the first time by the adjournment of the first Annual General Meeting following December 31, 2020. Therefore, such resolution does not yet need to be adopted by FUCHS PETROLUB SE in this Annual General Meeting. The remuneration system for the company's Executive Board members was last approved by the Annual General Meeting on May 6, 2015 with a great majority of the votes cast. However, because parts of the current remuneration system have been revised with effect from January 1, 2020, in the interest of sufficient transparency the Executive Board and Supervisory Board feel that they should ask the shareholders to approve the existing system for the Executive Board. The resolution does not establish any rights or obligations. In particular, it does not affect the Supervisory Board's obligation to define the Executive Board's remuneration by itself.

The resolution under this Item pertains to the remuneration system in effect for the Executive Board members of FUCHS PETROLUB SE as of January 1, 2020; details are described in the 2019 annual report, Chapter 2.12, Corporate Governance, page 80. The resolution makes reference to this description. The annual report can be reviewed on the company premises of FUCHS PETROLUB SE, Friesenheimer Str. 17, 68169 Mannheim, or reviewed and downloaded from the company's website at **www.fuchs.com** under INVESTOR RELATIONS/Annual General Meeting 2020. The revised remuneration system will also be explained during the Annual General Meeting.

The Supervisory Board proposes the approval of the following remuneration system for the Executive Board of FUCHS PETROLUB SE, as resolved by the Supervisory Board in its December 15, 2019 meeting:

### **Criteria for total remuneration**

The following criteria are relevant for defining the total remuneration for members of the Executive Board:

- the activities of each Executive Board member,
- the performance of the entire Executive Board,
- the company's financial situation,
- the success and future prospects of the company,
- the system's conformance to market standards, based on comparable external and internal data

### **Composition of total remuneration**

The Executive Board's total remuneration includes a fixed annual salary that is not tied to earnings, a variable remuneration component based on a short-term incentive (STI) and long-term incentive (LTI), along with fringe benefits and pension awards.

### **Fixed remuneration**

The annual remuneration is a fixed amount for the entire year and is paid in monthly installments. It is reviewed on a regular basis by the Supervisory Board and adjusted if needed. The fringe benefits are non-cash incentives that primarily include company car usage and insurance premiums.

### **Variable remuneration / performance evaluation**

The earnings-based components of the remuneration are defined by FUCHS Value Added (FVA) which is the basis for the variable remuneration throughout the entire Group. They are complemented by the performance factor for the entire Executive Board as defined below. FVA is used to measure value-oriented company management. It combines earnings with capital invested and is based on long-term decisions, such as with regard to capex, R&D, and HR development. The long-term financial success of the company as a parameter for remuneration has always been at the core of FUCHS's management philosophy.

The variable remuneration is comprised of the one-year component (STI) and a multi-year component (LTI), each accounting for 50 %. 55 % of the LTI must be invested by the Executive Board members in preferred stock of PETROLUB SE. This lockup period is four years. During this period, the stock is subject to all the opportunities and risks of capital market developments.

The Executive Board's performance is evaluated by the Supervisory Board based on the level of target achievement, pursuant to the long-term goals for sustainable company earnings. These goals are based on the strategic guidelines of FUCHS and refer to the entire Executive Board. Therefore, the variable remuneration based on the FVA is complemented by a performance factor that focuses on the requirement of a multi-year assessment basis and ranges from 0.75 to 1.25 (variable remuneration = FVA x performance factor). The performance factor accounts not

only for profitable growth and efficient cash management but also the expansion of technical expertise and, therefore, increased market share with special lubricants. Further aspects include complying with good corporate governance, as well as establishing and further developing a sustainability concept.

For each Executive Board member, the Supervisory Board defines the specific target and maximum total remuneration. This is proportional to the activities and performance of the Executive Board member and to the company's situation. It does not exceed the standard remuneration paid by other companies or by FUCHS unless there are special reasons for doing so. The Supervisory Board uses MDAX-listed companies as a suitable comparison group to determine whether the specific total remuneration is standard in relation to other companies. As a suitable comparison group to determine what is standard in its own company, the Supervisory Board has reviewed the Executive Board's remuneration relative to the remuneration for upper management and the company's workforce overall. It will review this comparison for five consecutive calendar years.

The CEO receives fixed remuneration of EUR 880,000 and the other members of the Executive Board receive EUR 550,000 each.

The pension awards for the Executive Board members that were appointed prior to January 1, 2016 correspond to a percentage of the average fixed remuneration for the last three years before the end of their employment contract. This is a maximum of 40% and is earned consecutively over the Executive Board member's term of office. Since January 1, 2016, the pension awards for new members of the Executive Board have come from Allianz Unterstützungskasse. For the new members who have joined the Executive Board since January 1, 2016, the annual payment to Allianz Unterstützungskasse is EUR 220,000. The regular pension will be paid out once the Executive Board contract ends, i. e. on or after the age of 65.

In the event that the Executive Board membership ends before that time without due cause, a severance payment will be made under recommendation G.13 of the German Corporate Governance Code. The amount is limited to a maximum of two annual remunerations and does not cover more than the remainder of the employment contract (cap).

The description of the remuneration system for the members of the Executive Board can also be found on the company's website at [www.fuchs.com/group/](http://www.fuchs.com/group/) under INVESTOR RELATIONS/ Annual General Meeting 2020.

#### **10. Resolution on the remuneration of the Supervisory Board members (remuneration system and amendment of Art. 16 Para. 1 and Paras. 5-8 of the Articles of Association)**

The Supervisory Board's remuneration is based on Article 16 of FUCHS PETROLUB SE's Articles of Association. Under Section 113 Para. 3 AktG in the version of ARUG II, a resolution must be adopted on the remuneration for the Supervisory Board. The resolution pertains to the system presented to the Annual General Meeting for remuneration of the Supervisory Board members and to the definition of remuneration for the Supervisory Board members. Under Section 26j Para. 1 Introductory Act to the Stock Corporation EG AktG, a resolution to approve the remuneration system for the Supervisory Board members under Section 113 Para. 3 AktG must be adopted for the first time before adjournment of the first Annual General Meeting following December 31, 2020.

Therefore, even though such a resolution does not yet have to be adopted in this Annual General Meeting for FUCHS PETROLAB SE, it will be adopted at this time. The Annual General Meeting has not recently reviewed the remuneration system for the Supervisory Board members. Moreover, the time of disbursement for the variable remuneration is to be changed in the proposed amendment of Article 16 Para. 5 of the Articles of Association, because the factual relationship to the date of the Annual General Meeting is to be removed. Moreover, the lockup period for the preferred shares to be acquired by the Supervisory Board members as part

of the variable remuneration is to be amended; in future it shall be four years instead of the previous five. In future, this lockup period shall not be reduced even if a Supervisory Board member leaves office prematurely. Moreover, the wording of the former Article 16 Para. 7 shall be updated.

In light of this fact and with regard to the Supervisory Board's special status, the increased amount and greater complexity of its tasks and responsibility, the remuneration intended for the Supervisory Board members as set forth in Article 16 of FUCHS PETROLUB SE's Articles of Association shall be amended.

The Executive Board and Supervisory Board propose the following resolution:

- a) The following remuneration system for the members of the Supervisory Board of FUCHS PETROLUB SE shall be defined:

#### **Fixed remuneration**

Alongside reimbursement of their expenses, the members of the Supervisory Board shall receive fixed remuneration of EUR 60,000 after the end of the financial year.

#### **Variable remuneration**

In addition, the Supervisory Board members will receive variable remuneration based on the company's earnings in the amount of EUR 200 for each EUR 0.01 by which the average earnings per ordinary and preferred share exceed the minimum earnings per share. For the 2020 financial year, the minimum earnings per share are EUR 0.65. It will increase by EUR 0.03 each subsequent financial year starting on January 1, 2021. Payment of the variable remuneration will be made after the Supervisory Board meeting that resolves the approval of the annual financial statements from the respective financial year that has just ended.

Variable remuneration is limited to 2/3 of the fixed annual remuneration (cap). Half of the variable remuneration must be invested in preferred shares of the company with a four-year

lockup period; this lockup period shall apply even if the member leaves the Supervisory Board. The Supervisory Board chair shall receive double the remuneration and their vice-chair shall receive 1.5 times this remuneration.

### **Remuneration for committee roles**

For their role in the Audit Committee, the members will receive fixed remuneration of EUR 20,000, payable after the end of the financial year; for their role in the HR Committee they shall receive EUR 10,000. The chair of the Audit and HR Committees shall receive double the aforementioned payments. Supervisory Board and committee members that do not belong to the Supervisory Board or a committee for the entire financial year will receive prorated remuneration.

- b) aa) Article 16 Section 1 Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:

“1. In addition to reimbursement of their expenses, each member of the Supervisory Board shall receive:

a) Annual fixed remuneration of EUR 60,000;

b) Annual variable remuneration based on the company's earnings. EUR 200 will be paid out for each EUR 0.01 by which the documented earnings per share (“EPS” = the average value of ordinary and preferred shares) exceeds the minimum EPS as documented in the consolidated financial statements for the financial year relevant for remuneration. For the 2020 financial year, the minimum EPS is EUR 0.65. It will increase by EUR 0.03 each subsequent financial year, starting on January 1, 2021. Variable remuneration is limited to 2/3 of the fixed annual remuneration.”

- bb) Article 16 Sections 5 to 8 of the Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:



- “5. Remuneration under Section 1 a) and Section 3 is payable after the end of the financial year, remuneration under Section 1 b) is payable after the Supervisory Board meeting that resolves the approval of the annual financial statements for the financial year just ended.
6. Entitlement to annual variable remuneration under Section 1 b) will be granted with the condition subsequent of non-compliance with the requirements in Sentence 2. All members of the Supervisory Board are required within 14 days of receiving payment of the annual variable remuneration under Section 1 b) in conjunction with Section 5 to acquire preferred shares of the company at a purchase price, not including additional fees, in the amount of at least 50 % of this annual variable remuneration. They must retain the preferred shares acquired for at least four years after the respective purchase and, upon request, present documentation to the company that they have complied with the above conditions. Following proof of purchase, the company shall reimburse the Supervisory Board members up to EUR 600 for the annual costs of holding the company’s preferred shares under Sentence 2.
7. The company shall provide insurance coverage to the members of the Supervisory Board in a sufficient amount for performing their Supervisory Board duties. The company shall pay the insurance premiums.
8. Supervisory Board remuneration under this Article 16 Sections 1–8 applies retroactively from the financial year beginning January 1, 2020.”

The description of the remuneration system for the members of the Supervisory Board can also be found on the company’s website at [www.fuchs.com/group/](http://www.fuchs.com/group/) under INVESTOR RELATIONS/ Annual General Meeting 2020.

## **11. Resolution on the amendment of Art. 2 of the Articles of Association (Purpose of the company)**

The purpose of the company shall be restated in part in Article 2 of the Articles of Association. This is solely for further specification. This does not entail a fundamental change to the company purpose.

The Executive Board and Supervisory Board propose the following resolution:

a) Article 2 of the Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:

- “1. The purpose of the company is to develop, manufacture, distribute and trade in lubricants, functional liquids including the corresponding related raw materials and supplies and related products, as well as to manage all related transactions, and to acquire, manage and sell shareholdings in any legal form and to acquire holding functions or parts of company functions for shareholdings and other domestic and foreign companies, particularly in the general segment of mineral oil and petrochemical-based lubricants, chemicals and related technical fields, including performance of services of all kinds relating to the aforementioned activities.
2. The company is entitled to conduct all transactions, measures and legal actions that it deems necessary or suitable for achieving the company purpose. It can establish domestic and foreign representative offices, branches and operating facilities; it can also found and/or invest in companies with the same or a similar purpose as that listed in Article 2 Section 1. The company can group multiple companies under its central management and take over additional activities for them, or limit itself to administration of the shareholdings. It can also realize some or all of its business purpose and spin off some or part of its operations to shareholdings.”

## **12. Resolution on the amendment of Art. 19 of the Articles of Association (Right of participation)**

The requirements for taking part in the Annual General Meeting and for providing the documentation required to exercise voting rights are being amended by ARUG II. For bearer shares in publicly listed companies, under the amended Article 123 Section 4 Sentence 1 AktG, in future the proof of the final intermediary in accordance with the newly added Section 67c Para. 3 AktG shall suffice to take part in the Annual General Meeting or to exercise voting rights. Under the current Article 19 Section 3 Sentence 2 of the Articles of Association for FUCHS PETROLUB SE, the custodian bank must provide proof of entitlement to take part in the Annual General Meeting by submitting special written documentation in German or English (Section 126b BGB – German Civil Code) showing the share ownership. The new version of the provision contained to date in Article 19 Section 3 of the Articles of Association, which will be included in a new Article 19 Section 6, complies with the legal amendment.

The legal amendments to Section 123 Para. 4 Sentence 1 AktG and the new Section 67c AktG shall first apply from September 3, 2020 and for the first time at Annual General Meetings that are convened after September 3, 2020. To avoid non-compliance with the regulations on this proof required to take part in the company's Annual General Meetings, or to exercise voting rights in the Articles of Association and the law, a resolution should be passed to amend the Articles of Association now. The Executive Board shall submit the proper report to the Commercial Register to ensure that the amendment to the Articles of Association as proposed in Item 12 does not take effect until September 3, 2020.

In addition, the methods for taking part in the Annual General Meeting shall be updated and therefore simplified. For this purpose, three new Sections 3–5 shall be added after the existing Sections 1 and 2 of the current version of Article 19 of the Articles of Association. The content of the prior Article 19 Section 4 will not change but this Section will become Section 7.

The Executive Board and Supervisory Board propose the following resolution:

Article 19 Section 3 of the Articles of Association will be amended and restated as a new Section 6. Article 19 Section 4 will become Article 19 Section 7 but its content will not change, and new provisions will be added as Article 19 Section 3, Section 4, and Section 5. Article 19 Sections 3 to 6 of the Articles of Association for FUCHS PETROLUB SE shall be re-worded as follows:

- “3. The Executive Board is authorized to stipulate that shareholders can take part in the Annual General Meeting even without being physically present, and without a proxy, and that they can exercise all or some of their rights in whole or in part by way of electronic communications (online). The Executive Board is also authorized to make provisions regarding the scope and procedure for online participation.
4. The Executive Board is authorized to stipulate that shareholders can submit their votes, even without taking part in the Annual General Meeting, in writing or by way of electronic communications (absentee ballot). The Executive Board is also authorized to make provisions regarding the scope and procedure for online participation.
5. Any use of the procedures in Sections 3 and 4 above, and the underlying provisions, must be announced in the notice of Annual General Meeting.
6. The shareholders must submit proof of their right to take part in the Annual General Meeting and to exercise voting rights. The proof must be provided by submitting

documentation of their shareholdings in writing via the final intermediary under Section 67c Para. 3 AktG. Proof of shareholding must pertain to the start of the 21st day before the Annual General Meeting (“Record Date”) and must be sent to the company at least six days before the Annual General Meeting in care of the address listed for this purpose in the notice of the Annual General Meeting. This does not include the day of the Annual General Meeting or the date of receipt. The notice can also stipulate a shorter deadline measured in days.”

The Executive Board is instructed not to report the amended Articles of Association pursuant to Item 12 until after September 3, 2020 for entry in the Commercial Register.

### **13. Resolution on the amendments of Art. 4, Art. 10 Section 1, Section 2 and Section 6, Art. 17 Sentence 1, Art. 21 Section 3, of the header for Section 4 and Art. 23 of the Articles of Association**

A resolution shall be adopted on the amendments of Art. 4, Art. 10 Section 1, Section 2, and Section 6, Art. 17 Sentence 1, Art. 21 Section 3, of the header for Section 4 and Art. 23 of the Articles of Association.

- a) Article 4 (Announcements) of the Articles of Association shall be amended and restated as follows: The newly added Section 2 will provide the option to send information to holders of registered securities of the company also via remote data transmission, but will still allow communication by other methods, especially with regard to notices of Annual General Meeting if needed; the current provisions of Article 4 will become Article 4 Section 1. This amendment to the Articles of Association also complies with Section 49 Para. 3 Sentence 1 No. 1 a) of the Securities Trading Act (WpHG).

The Executive Board and Supervisory Board propose the following resolution:

Article 4 of the Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:

**“Article 4 Announcements, Information**

1. Company announcements shall be published in the German Federal Gazette, unless a different method of publication is stipulated by law. This is without prejudice to additional publication obligations.
  2. Information to the holders of registered securities of the company can also be sent via remote data transmission. This also applies to the transmission of information and notices under Sections 67a and 125 AktG, which is limited to means of electronic communication. However, the Executive Board is entitled but not obligated to send this information and these notices in another manner as well.”
- b) Article 10, Section 1 of the Articles of Association (Composition, appointment and term of office of the Supervisory Board) shall be reworded. This is meant to clarify Article 10 Section 1 Subsection 2 of the current Articles of Association regarding the SE Works Council’s authority to appoint the employee representatives to the Supervisory Board, and to simplify the provision in general. Furthermore, Article 10 Sections 2 and 6 is to be updated and worded more clearly.

The Executive Board and Supervisory Board propose the following resolution:

- aa) Article 10 Section 1 of the Articles of Association will be amended and restated as follows:

- "1. The Supervisory Board has six members. Four members will be appointed as shareholder representatives by the Annual General Meeting, without being bound to the nominations. Two members will be appointed as employee representatives by the SE Works Council in accordance with the agreement on employee involvement that was concluded under the SEBG (SE Participation Act).
- bb) Article 10 Section 2 of the Articles of Association will be amended and restated as follows:
- "2. Unless otherwise resolved, the Supervisory Board members will be appointed before the adjournment of the Annual General Meeting that resolves the approval of its actions for the fourth financial year after the start of the term of office, not counting the financial year in which the term of office begins, but for no longer than six years. Reappointments are permitted."
- cc) Article 10 Section 6 of the Articles of Association will be amended and restated as follows:
- "6. If a member elected by the Annual General Meeting leaves the Supervisory Board before their term of office ends, new elections shall be held for this member at the next Annual General Meeting. The newly elected member's term of office shall correspond to the remaining term of office of the former member."
- c) The options to hold the Annual General Meeting as stipulated in Article 17 Sentence 1 (Annual General Meeting) shall be designed more flexibly, particularly to allow for the Annual General Meeting to be held in special circumstances.

The Executive Board and Supervisory Board propose the following resolution:

Article 17 Section 1 of the Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:

“At the choice of the executive body that convenes the Annual General Meeting, the Meeting will be held within the first six months after the end of a financial year, either at the company’s headquarters or in another German city with more than 100,000 residents.”

- d) In Article 21 of the Articles of Association (Management of the Annual General Meeting, livestream) Section 3 has stipulated to date that the Executive Board is entitled to permit a livestream of some or all of the Annual General Meeting. This decision shall also be up to the chair (head of the meeting) in future.

The Executive Board and Supervisory Board propose the following resolution:

Article 21 Section 3 of the Articles of Association of FUCHS PETROLUB SE is amended to change the words “Executive Board” to the word “Chair.” Otherwise, the provisions of Article 21 Section 3 of the Articles of Association for FUCHS PETROLUB SE will remain as is.

- e) The provisions of the Articles of Amendment in Article 23 (Accounting) are to be updated. A flexible reference to the legal deadlines for preparing the annual financial statements and the management report along with the consolidated financial statements and the group management report shall be included in Article 23 Section 1. The new provision proposed for Section 2 is based on the legal provisions of Section 172 AktG. Therefore, the header for Section 4 (immediately before Art. 23) should be amended.



The Executive Board and Supervisory Board propose the following resolution:

- aa) In the Articles of Association for FUCHS PETROLUB SE, the header for Section 4 immediately before Article 23 shall be amended and reworded as follows:

“4. Accounting, annual financial statements, and appropriation of net profits”

- bb) Article 23 of the Articles of Association for FUCHS PETROLUB SE shall be amended and re-worded as follows:

**“Article 23 Accounting, annual financial statement**

1. Before the deadline prescribed by law, the Executive Board must prepare the annual financial statements (balance sheet, P&L statement, Notes) and the management report as well as the consolidated financial statements and the group management report, and then submit these to the Supervisory Board.
2. If the Supervisory Board approves the annual financial statements, they are considered adopted unless the Executive Board and Supervisory Board decide to have the Annual General Meeting adopt the annual financial statements. The resolutions of the Executive Board and Supervisory Board shall be included in the Supervisory Board’s report to the Annual General Meeting.”

## II. Report to the Annual General Meeting

### **Report of the Executive Board on Items 7 and 8 pursuant to Sections 71 Para. 1 No. 8, 186 Para. 3 Sentence 4, Para. 4 Sentence 2 AktG**

Pursuant to Sections 71 Para. 1 No. 8, 186 Para. 3 Sentence 4, Para. 4 Sentence 2 AktG, the Executive Board states the reason for excluding subscription rights in the following

### **Report to the Annual General Meeting**

The current authorization to acquire treasury shares expires on May 5, 2020. Under the proposed authorization and in the company's interest, the Executive Board would be able until May 4, 2025 to acquire treasury shares (ordinary and/or preferred) representing up to 10 % of the share capital (at the time the authorization is resolved by the Annual General Meeting or – if this figure is lower – at the time the authorization is exercised) with the permission of the Supervisory Board.

The company hereby makes use of Section 71 Para. 1 No. 8 AktG which permits an SE – as it permits stock corporations – to acquire treasury shares amounting to a total of 10 % of the share capital following authorization from the Annual General Meeting. By way of precaution and in consideration of Art. 60 SE-Reg., this will be resolved by way of a special resolution from the common shareholders (Item 7) and a special resolution from the preferred shareholders (Item 8).

Section 71 Para. 1 No. 8 AktG permits other forms of acquisition and sale apart from the typical method of acquiring and selling shares on the stock exchange. In the case at hand, the company will make use of this permission.

Alongside acquisition on the stock exchange, the company shall also be permitted to buy back its own shares by public tender, by a public request for the company's shareholders to submit offers for the sale of shares, or some other manner while complying with the principle of equal treatment (Section 53a AktG). The purchase price (without incidental costs) cannot exceed the average price of company shares in the same class by more than 10 % before the effective date, and cannot be set more than 20 % below this amount. The average share price is the non-volume-weighted average of the closing prices of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days before the effective date in the proposed authorization. In the tender process and a public request to submit offers, any company shareholder interested in selling shares can decide how many shares and – if a price range has been defined – at what price they want to offer them. If the volume of shares offered at the defined price exceeds the number of shares requested by the company, the sales offers will be accepted by allotment. It should be possible to stipulate preferential acceptance of small offers or smaller parts of offers. This option is used to avoid fractional amounts when defining the quotas to be purchased and small remainders, thereby simplifying the process in technical terms. The same applies to a public request for shareholders to submit an offer.

Under the provisions of Section 71 Para. 1 No. 8 AktG, the Annual General Meeting can also authorize the company to use another form of sale than via the stock exchange.

In the cases listed in d) of the proposed resolution – subject to approval by the Supervisory Board – the subsequent sale of the (ordinary and/or preferred) treasury shares purchased by the company should also be able to exclude shareholder subscription rights.

The proposed resolution includes the authorization to sell the treasury shares acquired OTC, with the exclusion of subscription rights. This requires that the shares be sold for cash at a price that is not significantly lower than the stock market price for the same class of the company's shares at the time of sale. However, this authorization applies only under the condition that the shares sold with the exclusion of subscription rights under Section 186 Para. 3 Sentence 4 AktG do not account for more than 10 % of share capital – neither at the time the resolution on this authorization is adopted by the Annual General Meeting nor – if this figure is lower – at the time it is exercised. This limit of 10 % of share capital includes those shares that (i) are issued pursuant to an authorization to issue new shares from authorized capital under Section 186 Para. 3 Sentence 4 AktG with the exclusion of shareholder subscription rights during the term of this authorization and/or (ii) are to be issued or can be issued to cover bonds with conversion or option rights, or conversion or option obligations, if the bonds are issued in accordance with the resolution to authorize the acquisition of own shares as defined by Section 186 Para. 3 Sentence 4 AktG, with the exclusion of shareholder subscription rights. Such bonds (or authorization to issue them) do not currently exist. This provision is precautionary in the event of bond issues.

This authorization will provide the company with greater flexibility. In particular, it allows the company to issue shares specifically to cooperation partners or financial investors – even in the absence of company mergers, the acquisition of companies, parts of companies, or shareholdings in companies. The shareholders' interests are protected by the fact that the issue price must be aligned to the stock market price for shares in the same class. The shareholders are permitted in general to maintain their relative stake by purchasing shares on the stock exchange. At present, there are no specific plans to make use of this authorization. The Executive Board will report to the Annual General Meeting about any use of this authorization.

Furthermore, shareholder subscription rights can be excluded so that the company's treasury shares can be sold for contributions in kind for company mergers, the acquisition of companies or parts of companies, stakes in companies, or other fixed assets associated with acquisition plans. In transactions such as these, this form of consideration is sometimes required. The authorization proposed here is therefore meant to give the company the required flexibility to take advantage of any opportunities for company mergers, to acquire companies or parts of companies, or stakes in companies or other fixed assets in relation to acquisition plans in a fast and efficient manner. The same applies to the acquisition of other assets (including financial obligations of the company or its affiliates to a third party). At present, there are no specific plans to make use of this authorization. The Executive Board will report to the Annual General Meeting about any use of this authorization.

Moreover, there is the ability to exclude shareholder subscription rights upon the transfer of treasury shares to the holders or creditors of any bonds issued by the company or its affiliates that have conversion or option rights, or conversion and or option obligations. At present, there are no such bonds and there is no authorization to issue any. However, the authorization is intended to give the company flexibility in the event that such bonds are issued under any future resolution by the Annual General Meeting. The transfer of treasury shares to fulfill subscription rights under such bonds instead of using conditional capital can, in particular, counteract any dilution that would otherwise occur. Shareholders generally have subscription rights to bonds that could be issued under a future authorization from the Annual General Meeting if this is not excluded by the Annual General Meeting in accordance with Section 221 Para. 4 in conjunction with Section 186 Para. 3 Sentence 4 AktG. When deciding whether to deliver treasury shares, the Executive Board will carefully consider the interests of the company and the shareholders at all times.

The own shares bought back under this or any other authorization, with the exclusion of subscription rights, should also be eligible for transfer to executive bodies of the company or of an affiliated company, or to employees of the company or to employees of an affiliated company. The executive body relationship or employment relationship with the company or one of its affiliates must exist at the time the stock transfer is approved. If the treasury shares are to be issued to members of the company's Executive Board, the authorization issued by the Annual General Meeting will not be exercised by the Executive Board but by the company's Supervisory Board which is responsible under stock corporation laws. Granting shares to people from the aforementioned group is not provided for under the current remuneration system. However, the company should be given the flexibility to use such forms of remuneration. In order to grant treasury shares as remuneration, the shareholder subscription rights to these shares must be excluded. Issuing shares to executive bodies of the company or one of its affiliated companies, or to employees of the company, is in the interest of the company and its shareholders because this promotes these groups' identification with the company and their spirit of shared company responsibility. Moreover, the company has an additional tool for aligning remuneration for the aforementioned group to long-term company performance.

The treasury shares can also be transferred to a credit institution or to another company that meets the requirements of Section 186 Para. 5 Sentence 1 AktG if it accepts the shares with the obligation to sell them on the stock exchange, to offer them for sale to the

shareholders, to fulfill an offer for sale that was made to all shareholders or to meet the aforementioned purposes. The company can also acquire treasury shares to meet the aforementioned purposes by way of securities lending from a financial institution or another company that meets the requirements of Section 186 Para. 5 Sentence 1 AktG; in this case, the company must ensure that the shares are being purchased to repay the securities loan in accordance with Section 71 Para. 1 No. 8 Sentences 3 and 4 AktG. At all times, the Executive Board will ensure that the new shares are issued only under the authorization granted to members of the company's Executive Board or to the executive body of one of its affiliated companies, or to employees of the company or employees of an affiliated company.

The use of treasury shares while excluding subscription rights is limited to the extent that the total number of treasury shares that are used with the exclusion of subscription rights, together with other shares that are issued during the term of this authorization but under a different authorization with the exclusion of shareholder subscription rights, do not account for more than 20 % of the share capital – neither at the time the Annual General Meeting resolves this authorization nor – if this figure is lower – at the time this authorization is exercised. This limit of 20 % of share capital also includes those shares that are used to cover any bonds with conversion or option rights, or that shall/can be issued with conversion or option obligations, if the bonds are issued during the term of this authorization in accordance with Section 186 Para. 3 Sentence 4 AktG and with the exclusion of shareholder subscription rights.

The company should be able to buy back its own shares even without a new resolution from the Annual General Meeting. This authorization is meant to give the Executive Board the flexibility to adequately cover the longer-term dividend interests of the company and its shareholders. Under Section 71 Para. 1 No. 8 Sentence 6 AktG, the Executive Board can be authorized not only to acquire the company's own shares but also to redeem them. If the Executive Board makes use of this redemption authorization, this will reduce the capital accordingly. Section 139 Para. 2 AktG is to be applied: Only a maximum of 50 % of the preferred shares can consist of share capital. In the alternative, the Executive Board shall also be authorized to redeem the shares under Section 237 Para. 3 No. 3 AktG without changes to the share capital. In this case, the redemption of shares will increase the percentage of other shares in the share capital under Section 8 Para. 3 AktG. Therefore, the Executive Board shall also be authorized to amend the Articles of Association with regard to the number of no-par shares that are reduced upon redemption. Experience shows that the redemption of own shares can result in stabilization or optimization of the share price and while reinforcing the company's position on the capital market. Therefore it is in the interest of the company and its shareholders. At the appropriate time, the Executive Board shall decide at its own discretion whether to use the redemption authorization.



All of the above authorizations to purchase and use treasury shares that were acquired can be exercised in whole or in part, one time or multiple times. The treasury shares can also be acquired via an affiliated company, or a third party acting for the account of the company. The shares purchased in this manner can be used as described by the options above. This applies even if the company acquires the shares under Section 71d Sentence 5 AktG. All of the above authorizations can be exercised to acquire and use both ordinary shares and preferred shares, or to acquire and use ordinary shares only, or preferred shares only.

### III. Additional information and comments regarding the Annual General Meeting

#### 1. Total number of shares and voting rights when the meeting is convened; Free disposal of shares

Upon convening the Annual General Meeting, the company's share capital in the amount of EUR 139,000,000 is divided among 139,000,000 no-par-value shares with a nominal value of EUR 1.00 per no-par-value share. Of these, 69,500,000 are common shares and 69,500,000 are preference shares. Each of the 69,500,000 common shares carries one vote at the Annual General Meeting for announced Agenda Items 2–7 and 9–13. For the resolution under Item 8, only the holders of preferred shares have voting rights (special vote by the preferred shareholders). Each of the 69,500,000 no-par shares equals one vote. For all other votes, the preferred shares do not grant a voting right. The company itself does not own any shares.

The announcement of an Annual General Meeting does not block the shares; shareholders can thus continue to freely dispose of their shares even after an announcement has been made.

#### 2. Requirements for attendance at the virtual Annual General Meeting and for exercising voting rights

In order to take part in the Annual General Meeting and exercise their voting rights, ordinary and preferred shareholders absolutely must have registered with the company by no later than 24:00 on **April 28, 2020** and must have provided the company by no later than the end (24:00) of **May 1, 2020** (receipt by the company) with special proof of their shareholdings. Under Article 2 Section 1 Para. 8 in conjunction with Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law dated March 27, 2020, the special proof of shareholding must pertain to the 12th day before the day of the Annual General Meeting, i. e., **April 23, 2020 (Record Date)**, 00:00. It must be provided in writing

through the confirmation of an institution authorized to keep securities safe (Section 126b German Civil Code (BGB)). The confirmation must be written in German or English. The registration for the Annual General Meeting and the special proof of shareholding must be sent to the company at the address listed below:

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

**Fax: +49 69 12012-86045**

**Email: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)**

For attendance at the meeting and exercising voting rights, only people who prove shareholdings are considered shareholders. Aside from the required registration, the entitlement to attend the meeting and the extent of voting rights are determined based on the shares held on the record date. No blocking of the sale of shares is associated with the record date. Even in the event that all or some of the shares held are sold after the record date, attendance and the extent of voting rights are only determined by the shares held on the record date. The sale of shares after the record date has no impact on the entitlement to participate and on the extent of voting rights. The same applies for the purchase and additional purchase of shares after the record date. People who do not hold any shares on the record date and do not become shareholders until afterwards are only entitled to attend and vote for the shares held by them to the extent that they are designated proxies or are authorized to exercise legal rights.

The record date has no implications for the calculation of dividends.

The shareholders are requested to complete the registration forms for the Annual General Meeting sent to them through the credit institution that manages their custodial account and to send them back to the credit institution that manages their custodial account on time according to the requirements of said credit institution. The credit institution that manages their custodial account will then carry out the registration when it sends the special proof of shareholdings to the central registration office for FUCHS PETROLUB SE specified above, which will forward the registration and the special proof of shareholdings to the company. In order to ensure that the **“admission ticket”** that confirms registration for the virtual Annual General Meeting is received on time, we ask that the shareholders make sure the proof of their shareholdings is sent to the company at the address mentioned above in good time.

After the registration and proof of shareholdings have been received by the central registration office of FUCHS PETROLUB SE as described above, the shareholders will receive the confirmation of registration along with an access code for the **“InvestorPortal”** virtual meeting room and a form to issue proxy rights for voting at the Annual General Meeting.

### **3. Organization of the Annual General Meeting as a virtual AGM without physical presence of the shareholders and their proxies**

Under Art. 3 Para. 2 Sentence 1 of the State of Baden-Württemberg’s Ordinance on Infection Prevention Measures against the Spread of the SARS-Cov-2 Virus (Corona Ordinance – CoronaVO) dated March 17, 2020 (as amended on March 28, 2020), the state of Baden-Württemberg currently prohibits events and other gatherings of more than five people outside of the public space. Under Art. 11 Para. 1 Sentence 1 CoronaVO, the ordi-

nance will be in effect until at least June 15, 2020. Under Art. 11 Para. 2 CoronaVO in conjunction with Section 32 Sentence 2 Infektionsschutzgesetz (Infection Protection Act), Baden-Württemberg's Ministry of Social Affairs and Integration is permitted to change the date of expiration. Therefore, with the consent of the Supervisory Board, the Executive Board has decided that the Annual General Meeting on May 5, 2020 will be held without the physical presence of the shareholders or their proxies as a virtual AGM, pursuant to Article 2 Section 1 Para. 8 Sentence 2 in conjunction with Para. 4 and Para. 6 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law.

Therefore, the shareholders and their proxies cannot take part in the Annual General Meeting physically. Rather, they have the options shown in a) to d) for taking part in the virtual Annual General Meeting on the InvestorPortal. You can access the InvestorPortal at

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

using the access code, you received with your admission ticket for the virtual Annual General Meeting.

#### **a) Livestream**

The shareholders and their proxies who are entitled to take part can watch a livestream of the entire Annual General Meeting. To do so, please go to the InvestorPortal (see 3. above) and click on "Livestream."

#### **b) Exercise of voting rights**

The participating shareholders and their proxies can exercise their voting rights only by way of electronic absentee ballot or by giving power of attorney and instructions to the company proxies. For information on the exercise of voting rights and changes in the exercise of voting rights, please refer to No. 4 to 7.

### c) Opportunity for questions

The shareholders and their proxies who are permitted to take part can submit questions until 24:00, May 3, 2020. To do so, please go to the InvestorPortal (see 3. above) and click on "Fragenaufnahme" (Questions).

### d) Objections to resolutions by the Annual General Meeting

The shareholders and their proxies authorized to take part and who have exercised their voting right under b) can submit an objection to one or more resolutions of the Annual General Meeting during the Annual General Meeting, i. e., until the time that the AGM is adjourned. To do so, please go to the InvestorPortal (see 3. above) and click on "Widerspruch" (Objections).

### e) Note

The company cannot guarantee that the internet broadcast will be free of technical difficulties and that all eligible shareholders will be able to access it. Therefore, we suggest that you make use of the above options for participation, particularly to exercise your voting rights, as soon as possible.

## 4. Exercising voting rights

The common shareholders who are entitled to participate may cast their votes on Agenda Items 2–7 and 9–13; the preferred shareholders who are entitled to participate may cast their votes on Agenda Item 8 (special vote of the preferred shareholders).

Please note that, in order to attend the Annual General Meeting and exercise voting rights, only someone who has provided proof of their entitlement to attend the Annual General Meeting and/or to exercise voting rights is considered a shareholder as pertains to the company.

If it is unclear whether the proof is accurate or authentic, the company is entitled to request suitable additional proof.

After proper registration, you can cast your vote as a common or preferred shareholder.

#### **5. Process for voting by electronic absentee ballot**

Shareholders with voting rights and their proxies can vote by way of electronic absentee ballot. To do so, please go to the InvestorPortal (see 3. above) and click on "Briefwahl abstimmen" (Cast absentee vote). The option to vote by way of absentee ballot will apply until voting begins at the Annual General Meeting.

#### **6. Representation at the virtual Annual General Meeting**

Shareholders with voting rights can cast their votes by granting power of attorney to a proxy, such as an intermediary, a shareholders' association, or another equivalent person or institution as defined in Section 135 Para. 8 AktG. The following must also be considered for this:

Timely registration and timely proof of shareholdings are still required if a proxy is designated.

The designation of a proxy, the rescission thereof, and proof that the proxy was designated vis-à-vis the company must be in writing. Authorization for an intermediary, a shareholders' association or another equivalent person or institution as defined in Section 135 Para. 8 AktG generally requires special conditions; the proxy must be asked about these conditions. Therefore, we ask that shareholders who wish to use an intermediary, a shareholders' association or another equivalent person or institution under Section 135 Para. 8 AktG as a proxy that they coordinate with the proxy about the type of power of attorney.

Proof that a proxy designation has been requested can be sent to FUCHS PETROLUB SE at the following email address: **fuchspetrolub-hv2020@computershare.de**.

Additionally, proof that a proxy designation has been requested can be sent to FUCHS PETROLUB SE at the following fax number: **+49 89 30903-74675**.

If the shareholder designates more than one person as a proxy, the company can reject one or more of them.

Proxies cannot take part physically in the Annual General Meeting either. Rather, they are limited to the attendance options listed under 3. They must cast their votes either by electronic absentee ballot or proxy and instructions to the company's proxy (see 5 and 7 below).

## **7. Voting by way of the company proxy**

The company is offering its shareholders the option to use proxies bound by instructions and appointed by the company before the Annual General Meeting. If the company-appointed proxy is to be designated as a proxy, the shareholder must give instructions on how his/her voting rights should be exercised. Without instructions, the proxy is void and the voting right is not exercised. Proxies are obligated to cast their vote according to the instructions given to them; they cannot exercise voting rights at their own discretion. Please note that proxies are unable to accept instructions to request to speak, to ask questions, or to file a motion. Proxies accept only instructions regarding the announced resolution proposals; otherwise, they will abstain from voting. Those shareholders who wish to use the company-appointed proxy may do so in writing. The form that is sent to the common shareholders along with the admission ticket to the virtual Annual General Meeting can be used for this. More details on registration and designating a proxy can be found on the company's website at **www.fuchs.com/group/** under



INVESTOR RELATIONS/Annual General Meeting 2020. If a company-appointed proxy bound by instructions is designated prior to the Annual General Meeting, the power of attorney and instructions must be sent to the address specified below by the end (24:00) of May 4, 2020 (receipt):

**FUCHS PETROLUB SE**  
**c/o Computershare Operations Center**  
**80249 Munich**

**Fax: +49 89 30903-74675**

**Email: fuchspetrolub-hv2020@computershare.de**

Registered shareholders may also attend the Annual General Meeting virtually even after designating the company-appointed proxy (see 3 a)).

Shareholders with voting rights or their proxies can also issue, change, or revoke voting rights and instructions to the company's proxies even during the Annual General Meeting until the voting begins. To do so during the Annual General Meeting, click on "Stimmrechtsvollmacht und Weisung an die Stimmrechtsvertreter der Gesellschaft" (Authorization and instructions to the company's proxies) in the InvestorPortal (see 3.).

## **8. Online transmission of the Annual General Meeting**

Starting at about 10:00 a.m. without access restrictions on the day of the Annual General Meeting, the opening remarks by the chair of the meeting as well as the speech by the Chairman of the Executive Board will be transmitted live on our website, at **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020. Only the shareholders and their proxies authorized to attend the meeting can watch the entire virtual Annual General Meeting in real time by going to the InvestorPortal and using the "Livestream" function (see 3.).

9. **Motions, nominations, inquiries and the opportunity to pose questions (information about shareholder rights under Art. 56 Sentence 2 and Sentence 3 SE-Reg., Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG, Art. 2 Section 1 Para. 3 Sentence 4, Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law, and under Sections 126 Para. 1, Section 127 AktG, Art. 2 Section 1 Para. 2 Sentence 1 No. 3 in conjunction with Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law)**

**Motions to supplement the agenda under Art. 56, Sentence 2 and Sentence 3 SE-Reg., Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG and in conjunction with Art. 2 Section 1 Para. 3 Sentence 4 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law**

Shareholders whose shares collectively amount to at least 5% of the share capital, which corresponds to 6,950,000 no-par-value shares, or an amount proportionate to EUR 500,000 of the share capital, which corresponds to 500,000 no-par-value shares, may request that items be placed on the agenda and announced. A reason or a pro-posed resolution must be included with each new item.

Any applications for additions must be addressed in writing to the Executive Board of the company and must be received by the company at least 14 days prior to the meeting; the date of receipt and the date of the Annual General Meeting are not to be included in this calculation. The final deadline for receipt is thus the end (24:00) of April 20, 2020. Applications for additions received thereafter will not be considered.

The company asks that any applications for additions be sent to the following address:

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

The applicants have to prove that they have owned the shares since at least 90 days before the date on which the request is received, and that they hold the shares until the Executive Board's decision on the request. Section 121 Para. 7 AktG applies for calculation of the time period.

To the extent that they were not previously announced upon convening – immediately after the request is received – additions to the agenda that are to be announced will be announced in the German Federal Gazette and forwarded for publication to media outlets that can be presumed to distribute the information throughout the entire European Union. They will also be disclosed to the shareholders and published on the website **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020.

### **Counter-motions and nominations by shareholders pursuant to Section 126 Para. 1 and Section 127 AktG**

#### **Counter-motions by shareholders (Section 126 Para. 1 AktG)**

Shareholder counter-motions against the proposals of the Executive Board and/or Supervisory Board regarding a particular agenda item that are sent to the address below at least 14 days before the meeting – not including the date of receipt and the date of the Annual General Meeting, i. e. no later than April 20, 2020, 24:00 – will be published immediately along with the

shareholder's name, the reason, and any response from the administration on the website **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020 (see Section 126 Para. 1 Sentence 3 AktG); this does not apply to Item 9, because the remuneration system for the Executive Board as submitted by the Supervisory Board must be resolved under Section 120a Para. 1 Sentence 1 AktG.

In Section 126 Para. 2 AktG, the law specifies grounds for which a counter-motion and its reasons do not have to be made available via the website.

Counter-motions (including reasons) must be sent to the following address:

**FUCHS PETROLUB SE**  
**Investor Relations**  
**Friesenheimer Strasse 17**  
**68169 Mannheim, Germany**

**Fax: +49 621 3802-7274**

**Email: [ir@fuchs.com](mailto:ir@fuchs.com)**

Counter-motions addressed otherwise will not be considered.

Shareholders are asked to prove their current shareholder status at the time that the counter-motion is sent.

### **Nominations by shareholders (Section 127 AktG)**

Nominations by shareholders for the election of Supervisory Board members and to select the auditor of the annual financial statements as well as the auditor of the consolidated annual financial statements that are sent to the company at the address listed below at least 14 days before the Annual General Meeting (not

including the date of receipt and date of the AGM) – i. e., no later than April 20, 2020, 24:00 – will be published immediately including any response by administration at **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020. Nominations by shareholders are only made available if they contain the name, the profession and the place of residence of the nominated person (cf. Section 127 (3) in conjunction with Section 124 Para. 3 AktG). In contrast to counter-motions as defined in Section 126 Para. 1 AktG, reasons do not need to be provided for nominations.

Pursuant to Section 127 (1) in conjunction with Section 126 Para. 2 AktG, there are additional grounds for which nominations do not have to be made available via the website.

Nominations must be sent to the following address:

**FUCHS PETROLUB SE**  
**Investor Relations**  
**Friesenheimer Strasse 17**  
**68169 Mannheim, Germany**

**Fax: +49 621 3802-7274**

**Email: [ir@fuchs.com](mailto:ir@fuchs.com)**

Nominations addressed otherwise will not be considered.

Shareholders are asked to prove their current shareholder status at the time that the nomination is sent.

### **Inquiries**

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

### **Shareholder opportunity to pose questions**

The shareholders and their proxies shall be granted the opportunity to ask questions electronically under Art. 2 Section 1 Para. 2 Sentence 1 No. 3 in conjunction with Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law (see 3. c)). Under Art. 2 Section 1 Para. 2 Sentence 2 in conjunction with Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law, the Executive Board is free to choose which questions it will answer.

### **Additional notes**

Further information about shareholder rights under Art. 56 Sentence 2 and Sentence 3 SE-Reg., Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG, Art. 2 Section 1 Para. 3 Sentence 4, Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law, and under Sections 126 Para. 1, Section 127 AktG and Art. 2 Section 1 Para. 2 Sentence 1 No. 3 in conjunction with Para. 8 Sentence 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law can be found online at **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020.

## **10. Documents and information on the virtual Annual General Meeting**

Before convening the Annual General Meeting, this invitation to the virtual Annual General Meeting, the shareholder documents and motions that are to be provided, and other information – particularly regarding attendance at the virtual Annual General

Meeting, absentee ballots, issuing proxy and instructions, as well as the information under Section 124a AktG – are available at the company's website **[www.fuchs.com/group/](http://www.fuchs.com/group/)** under INVESTOR RELATIONS/Annual General Meeting 2020. After the Annual General Meeting, the results of the votes will also be available there. The aforementioned documents and information are also available during the virtual Annual General Meeting at the company's website as listed above.

This notice of the Annual General Meeting was published in the German Federal Gazette on April 9, 2020. On the same day, the convening was forwarded to media outlets to be published in the European Union as stipulated in Section 121 Para. 4a AktG.

In accordance with our sustainability efforts, we are not publishing the annual report as a hard copy and will publish it this year in electronic form only.

Mannheim, April 2020

FUCHS PETROLUB SE

The Executive Board

# Information on data protection regarding the Annual General Meeting

## 1. General information

### a) Introduction

FUCHS PETROLUB SE (“FUCHS,” “We,” “Us,” “Our”) is firmly committed to protecting your data. The following remarks will provide you with information about the collection and processing of your personal data and your rights in this regard under Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR), the German Federal Data Protection Act (“BDSG”), Regulation (EC) No. 2157/2001 on the Statute for a European Company (“SE-Reg”), the SE Implementation Act (“SEAG”), the Stock Corporation Act (“AktG”) and the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law in relation to the preparation for, performance of and follow-up on the Annual General Meeting of FUCHS as a virtual Annual General Meeting without the physical presence of the shareholders and proxies.

The entire Annual General Meeting will be broadcast in real time in the InvestorPortal online (“Livestream”). The InvestorPortal is accessible only to shareholders and their proxies who have the required access code, as well as to FUCHS and any service providers of FUCHS that are used to hold the virtual Annual General Meeting; for further information see Section III. 3. above. The InvestorPortal is available online at **[www.fuchs.com/annualmeeting](http://www.fuchs.com/annualmeeting)**; please also note the data privacy information that is available on this website in addition to the information in this document.



b) Data processing controller as defined in Art. 4 No. 7 GDPR

**FUCHS PETROLUB SE**  
**Friesenheimer Str. 17**  
**68169 Mannheim, Germany**

**Tel.:** +49 (0)621 3802-0  
**Fax:** +49 (0)621 3802-7190  
**Email:** kontakt@fuchs.com  
**Web site:** <https://www.fuchs.com/group>

c) Contact information for the data protection officer

**Dr. Karsten Kinast, LL.M.**  
**KINAST Rechtsanwalts-gesellschaft mbH**  
**Hohenzollernring 54**  
**50672 Cologne, Germany**  
**Email:** mail@kinast-partner.de

## 2. Personal data affected

We process the following personal data of participating shareholders and proxies; not all of the personal data listed is processed for all of the data subjects listed.

- Full name
- Address
- Phone number
- Email address
- Number of shares, share class, and type of shareholding
- Access code for entry to the InvestorPortal
- Any voting rights issued to a proxy

If shareholders or their proxies get in touch with us (“query”), we will also process the personal data that is given to us in the context of the query and that is needed in order to answer the query (e.g. the contact details such as email address or telephone number given by the shareholder or proxy). Where necessary we will also process information about motions, questions, objections, nominations, and requests from shareholders or their proxies in the Annual General Meeting.

If we do not receive the above data directly from the respective shareholder, it will be provided by the financial or credit institutions.

### **3. Purpose and legal basis of data processing**

We process the personal data for the following purposes:

- For participation in, preparation for, and performance of the Annual General Meeting (such as review of the applications for registration for the AGM, sending the access code for the InvestorPortal).
- To fulfill the requirements under stock corporation law (such as for creating the list of participants, for meeting documentation requirements)
- To allow the exercise of shareholder rights (e.g. ability to ask questions electronically, voting via electronic absentee ballot)
- To communicate with the authorized shareholders and proxies of the Annual General Meeting
- To prevent and identify illegal activities

The legal basis for processing personal data includes the provisions of SE-Reg. (Art. 52 et seq.) and the stock corporation laws (Sections 118 et seq. AktG), including the relevant requirements of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law (Art. 2 Section 1), always in conjunction with Art. 6 Para. 1 Sentence 1 c) GDPR.

In addition, we will process personal data to comply with legal requirements under supervisory, tax, and commercial law. Art. 6 Para. 1 Sentence 1 c) GDPR is also the legal basis here.

We will also process personal data to safeguard legitimate interests, such as preparing the Annual General Meeting and ensuring that the AGM runs smoothly, or complying with securities trading regulations of non-European countries. The legal basis for data processing in these cases is Art. 6 Para. 1 Sentence 1 f) GDPR. If you provide us with personal data in connection with a query, the legal basis for processing this data for the purposes of replying is Art. 6 Para. 1 Sentence 1 a) GDPR.

#### **4. Other recipients of the personal data**

Access to the InvestorPortal and therefore the livestream is granted only to FUCHS, any service providers used by FUCHS to hold the virtual Annual General Meeting, and any shareholders and proxies that have been granted permission to take part by FUCHS and have an access code.

We sometimes use external service providers in the EU (e.g. Annual General Meeting services, IT services, banks, notaries, attorneys) for organizing and conducting the Annual General Meeting, who, where necessary, are obliged under data processing agreements to abide by data protection laws according to Art. 28 GDPR. FUCHS will only transmit the personal data to these service providers that is required in order to deliver the contracted service and will only process the data on our behalf and according to our instructions. In these cases, FUCHS remains responsible for protecting your personal data.

We may be obliged to transmit personal data to other recipients who process the personal data under their own responsibility (Art. 4 No. 7 GDPR), in particular to public authorities such as the competent supervisory authority.

If we forward personal data to providers outside the European Economic Area (EEA), this will require the third country to have a suitable level of data protection verified by the EU Commission or to provide other suitable data protection guarantees (e.g. binding internal corporate data protection guidelines or an agreement with the standard contractual clauses of the EU Commission).

## **5. Storage period**

The storage period for the personal data processed in connection with the Annual General Meeting is usually up to three years. We anonymize or delete this personal data as long as it is no longer required for the above purposes. This does not apply

if and when we are bound by legal proof and storage obligations (e. g. in the AktG, the German Commercial Code (HGB), or in the German Tax Code (Abgabenordnung)) to store the data for longer or if the data is pertinent to judicial or extra-judicial proceedings, such as in the case of actions for annulment and rescission; in these cases we will store the data for as long as the proof and storage obligations apply or until the legally effective or otherwise final conclusion of the relevant proceedings, including any enforcement proceedings.

## **6. Your rights according to the GDPR**

You can contact our data protection officer or us directly with an informal message at any time and free of charge to exercise your rights according to the GDPR if the relevant conditions are met. According to this, you have the right:

- pursuant to Art. 15 GDPR, to request information about your personal data processed by us. In particular, you can request information about the processing purposes, the category of the personal data, the categories of recipients to whom your data was or will be disclosed, the planned storage period, the existence of a right of correction, deletion, restriction of processing or objection, the existence of a right to complain, the origin of your data if it was not collected by us, and about the existence of automated decision-making, including profiling and possibly meaningful information about the details thereof;
- pursuant to Art. 16 GDPR, to demand the correction of inaccurate or completion of your personal data stored with us;

- pursuant to Art. 17 GDPR, to demand the deletion of your personal data stored with us, provided that processing is not required in order to exercise the right to freedom of expression and information, to fulfill a legal obligation, for reasons of public interest, or to assert, exercise, or defend legal claims;
- pursuant to Art. 18 GDPR, to demand that the processing of your personal data be restricted, if you contest the accuracy of the data (the restriction then applies for the duration of the review), if processing takes place unlawfully and you refuse deletion, if we no longer require the personal data, but you still need it to assert, exercise, or defend legal claims, or if pursuant to Art. 21 Para. 1 GDPR you filed an objection to the processing (while the legitimacy of the objection is being reviewed);
- pursuant to Art. 20 GDPR, to be given your personal data that you provided to us, in a structured, standard and machine-readable format, or to demand that it be sent to another person responsible;
- pursuant to Art. 7 Para. 3 GDPR, at any time to revoke the consent that you have given us. As a result, in future we will not be able to continue the data processing that relied on this consent and
- pursuant to Art. 77 GDPR, to complain to a supervisory authority. See No. 7 for further information on this.

## 7. Right of complaint

If you have any questions or complaints, you can contact our data protection officer (see No. 1 c)) or a data protection supervisory authority (Art. 77 GDPR).

The data protection supervisory authority responsible for FUCHS is:

State Commissioner for Data Protection and Freedom of Information Baden-Württemberg

PO Box 10 29 32, 70025 Stuttgart

Königstraße 10a, 70173 Stuttgart

Tel.: 0711/61 55 41 – 0

Fax: 0711/61 55 41 – 15

Email: [poststelle@lfdi.bwl.de](mailto:poststelle@lfdi.bwl.de)

Internet: <https://www.baden-wuerttemberg.datenschutz.de>

FUCHS PETROLUB SE  
Investor Relations  
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68169 Mannheim, Germany

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