

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

**Ordinary Annual General Meeting of FUCHS SE on May 7, 2025**

The convocation of the Annual General Meeting itself contains information on the rights of shareholders in accordance with Art. 56 Sentence 2 and Sentence 3 of the SE-Reg, Section 50 (2) of the SEAG in conjunction with Section 122 (2) German Stock Corporation Act (AktG), Sections 126 (1), 127, 131 (1) AktG. The following explanations serve to further clarify these provisions.

**1. Demands to supplement the agenda under Art. 56 Sentence 2 and Sentence 3 SE-Reg and Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG**

Shareholders whose shares collectively amount to at least 5% of the share capital – i.e. 6,550,000 no-par-value shares – or an amount proportionate to EUR 500,000 of the share capital – i.e. 500,000 no-par-value shares – may demand that items be placed on the agenda and announced. A reason or a proposed resolution must be included with each new item.

Any demand to supplement the agenda must be addressed in writing to the Executive Board of the company and must be received by the company at least 30 days prior to the Annual General Meeting; the date of receipt and the date of the Annual General Meeting are not to be included in this calculation. The final deadline for receipt is thus the end (12:00 p.m. CEST) of April 6, 2025. Demands to supplement the agenda received thereafter will not be considered.

Any demands to supplement the agenda must be sent to the following address:

**FUCHS SE  
Executive Board  
Einsteinstraße 11  
68169 Mannheim, Germany**

To the extent that they were not previously announced together with the convocation, supplements to the agenda that are to be announced will be announced in the German Federal Gazette immediately after the demand is received and forwarded for publication to media outlets that can be presumed to distribute the information throughout the entire European Union. They will also be disclosed to shareholders and published at [www.fuchs.com/group/investor-relations/annual-general-meeting](http://www.fuchs.com/group/investor-relations/annual-general-meeting).

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

Each shareholder has the right to make a counter-motion against the proposals of the Executive Board and/or the Supervisory Board on a particular item on the agenda. Counter-motions received by the company at the address listed below at least 14 days

before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting)—i.e., no later than April 22, 2025, 12:00 p.m. (CEST)—will be published immediately including the name of the shareholder, the reasons and any response by the management online at [www.fuchs.com/group/investor-relations/annual-general-meeting](http://www.fuchs.com/group/investor-relations/annual-general-meeting) (cf. Section 126 (1) Sentence 3 AktG).

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

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

**FUCHS SE**  
**Investor Relations**  
**Einsteinstrasse 11**  
**68169 Mannheim, Germany**  
**Email: [ir@fuchs.com](mailto:ir@fuchs.com)**

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

### **3. Election proposals by shareholders (Section 127 AktG)**

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

Nominations by shareholders that are sent to the company at the address listed below at least 14 days before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting)—i.e., no later than April 22, 2025, 12:00 p.m. (CEST)—will be published immediately including any response by the management online at [www.fuchs.com/group/investor-relations/annual-general-meeting](http://www.fuchs.com/group/investor-relations/annual-general-meeting). Nominations by shareholders are only made available if they contain the name, the profession and the place of residence of the nominated person as well as the information pursuant to Section 125 (1) Sentence 5 AktG (in conjunction with Section 127 Sentence 3 AktG). In contrast to counter-motions as defined in Section 126 (1) AktG, reasons do not need to be provided for nominations.

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

Nominations must be sent to the following address:

**FUCHS SE**  
**Investor Relations**  
**Einsteinstrasse 11**  
**68169 Mannheim, Germany**  
**Email: [ir@fuchs.com](mailto:ir@fuchs.com)**

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

#### **4. Inquiries**

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

#### **5. Right of the shareholder to information (Section 131 (1) AktG)**

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

The Executive Board may refuse to provide information under certain conditions, which are set out in more detail in Section 131 (3) AktG. Pursuant to Article 21 (2) Sentence 2 of the company's Articles of Association, the person chairing the meeting is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak.

These rights of the shareholders are based, in particular, on the following provisions of the SE-Reg, SEAG and AktG:

#### **Art. 56 SE-Reg**

"<sup>1</sup> One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup> The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's Articles of Association. <sup>3</sup> The above proportion may be reduced by the Articles of Association or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies."

#### **Section 50 SEAG Convocation and Amendment of the Agenda at the Request of a Minority (excerpt)**

"(2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 % of the share capital or represent an amount of the share capital corresponding to 500,000 euros."

#### **Section 122 AktG Convening the general meeting upon a corresponding demand being made by a minority (excerpts)**

"(1) <sup>1</sup> The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the capital

stock, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. <sup>2</sup>The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the capital stock. <sup>3</sup>The petitioners are to submit proof that they have been holders of the shares of stock since a minimum of 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) is to be applied accordingly.

- (2) <sup>1</sup>In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the capital stock or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. <sup>2</sup>Each item of business to be newly added to the agenda must include the reasons on which it is based or a proposal for a resolution. <sup>3</sup>The demand within the meaning of Sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.”

### **Section 121 AktG General provisions (excerpts)**

- “(7) <sup>1</sup>In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. <sup>2</sup>Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. <sup>3</sup>Sections 187 to 193 of the Civil Code are not to be applied accordingly. <sup>4</sup>In the case of unlisted companies, the by-laws may provide for a different calculation of the time limit.”

### **Section 126 AktG Motions by stockholders**

- “(1) <sup>1</sup>Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons on which the motions are based, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. <sup>2</sup>The date on which the counter-motion is received is not to be included in calculating the period. <sup>3</sup>In the case of listed companies, the counter-motion is to be made accessible via the company’s website. <sup>4</sup>Section 125 (3) applies accordingly.
- (2) <sup>1</sup>A counter-motion and the reasons on which it is based need not be made accessible:
1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
  2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
  3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;

4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the capital stock represented voted for this counter-motion at the general meeting;
6. if the stockholder indicates that they will not participate in the general meeting and will not have a proxy represent them;
7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.

<sup>2</sup>The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons provided for them.”

### **Section 127 AktG Nominations by stockholders**

“<sup>1</sup> Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. <sup>2</sup> No reasons need be provided for the nomination. <sup>3</sup> The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 (3) Sentence 4 and Section 125 (1) Sentence 5. <sup>4</sup> The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:

1. indication of the requirements stipulated by Section 96 (2),2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to Section 96 (2) Sentence 3 and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96 (2) Sentence 1.”

### **Section 124 AktG Notice by publication of demands for supplementation; guidance regarding resolutions (excerpts)**

- (1) <sup>1</sup> Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. <sup>2</sup> Section 121 (4) applies accordingly; moreover, in the case of listed companies, Section 121 (4a) applies accordingly. <sup>3</sup> The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

[...]

- (3) [...] <sup>4</sup> The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence.[...]”

## **Section 125 AktG Notifications for the stockholders and to members of the supervisory board (excerpts)**

“(1) [...] <sup>5</sup> In the case of listed companies, information on the candidates’ membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.”

## **Section 131 AktG Stockholder’s right to seek information**

“(1) <sup>1</sup> The management board is to inform each stockholder at the general meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup> The duty to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. <sup>3</sup> Where a company avails itself of the eased requirements pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. <sup>4</sup> The duty of the management board of a parent undertaking to provide information (Section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

[...]

(2) <sup>1</sup> The information provided is to comply with the principles of conscientious and faithful accounting. <sup>2</sup> The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder’s right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.

(3) <sup>1</sup> The management board may refuse to provide information:

1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company’s assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of Section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;

5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;
7. inasmuch as such information is continuously accessible on the company's website for a minimum of seven days prior to commencement of the general meeting, and also in its course.

<sup>2</sup> Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) <sup>1</sup> Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding demand at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup> In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the general meeting by electronic means is able to transmit their demand under Sentence 1 by way of electronic communication. <sup>3</sup> The management board may not refuse to provide the information in accordance with Subsection (3) Sentence 1 nos. 1 to 4. <sup>4</sup> Sentences 1 to 3 do not apply if a subsidiary undertaking (Section 290 (1) and (2) of the Commercial Code), a joint venture (Section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (Section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.
- (5) <sup>1</sup> Where a stockholder is denied the information sought, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. <sup>2</sup> In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the meeting by electronic means is able to transmit their demand under Sentence 1 by way of electronic communication.”