

2025 Invitation and Agenda

for the Annual General Meeting
of FUCHS SE on May, 7, 2025

MOVING YOUR WORLD



Invitation to the Annual General Meeting

We cordially invite our shareholders¹ to the

Annual General Meeting

on May 7, 2025

at 10:00 (CEST)

(Admission from 08:30 (CEST)).

The Annual General Meeting will be held as a face-to-face event in the

Congress Center Rosengarten, Mozartsaal,
Rosengartenplatz 2, 68161 Mannheim.

FUCHS SE
Mannheim

– WKN A3E5D6 and A3E5D5 –
ISIN DE 000A3E5D64 and DE 000A3E5D56

¹ Solely for the purpose of ease of reading, no gender-specific spelling is used in this invitation. All designations and terms referring to persons are to be understood as gender-neutral in the interest of ensuring equal treatment.

Agenda

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| Item 1 | Presentation of the approved annual financial statements of FUCHS SE and the approved consolidated financial statements, the combined management report for FUCHS SE and the Group, as well as the report of the Supervisory Board, each for the financial year 2024. |
| 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 financial year 2024 |
| Item 4 | Adoption of a resolution regarding the approval of the Supervisory Board members for the financial year 2024 |
| Item 5 | Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the consolidated financial statements for the financial year 2025 as well as the auditor for reviewing any financial information during the financial year |
| Item 6 | Resolution on the election of the auditor for sustainability reporting for the financial year 2025. |
| Item 7 | Adoption of a resolution regarding the approval of the compensation report prepared and audited for the financial year 2024 pursuant to Section 162 of the German Stock Corporation Act (AktG) |
| Item 8 | Election of Supervisory Board members |
| Item 9 | Resolution on the amendment of the compensation and the compensation system for Supervisory Board members, as well as on the amendment of Section 16 Para. 1 to 4 and Para. 7 of the Articles of Association. |
| Item 10 | Resolution on the authorization to acquire and use treasury shares pursuant to Section 71 Para. 1 No. 8 AktG, with the possibility of excluding the right to tender and subscription rights, as well as the cancellation of acquired treasury shares (including a separate precautionary vote of the ordinary shareholders). |
| Item 11 | Separate vote of the preference shareholders on the resolution of the Annual General Meeting under agenda item 10 (authorization to acquire and use treasury shares pursuant to Section 71 Para. 1 No. 8 AktG, with the possibility of excluding the right to tender and subscription rights, as well as the cancellation of acquired treasury shares). |
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I. Agenda and proposed resolutions for the Annual General Meeting of FUCHS SE, Mannheim

1. Presentation of the approved annual financial statements of FUCHS SE and the approved consolidated financial statements, the combined management report for FUCHS SE and the Group, as well as the report of the Supervisory Board, each for the financial year 2024.

The documents, which also include the explanatory report on disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) for the financial year 2024, are available on the company's website at www.fuchs.com/group/investor-relations/annual-general-meeting. 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 Executive Board and the Supervisory Board propose that the unappropriated profits reported in the amount of EUR 152,615,000.00 shown in the balance sheet as of December 31, 2024, be appropriated as follows:

Distribution of a dividend in the amount €1.16 per dividend-entitled ordinary share	€	75,980,000.00
Distribution of a dividend in the amount €1.17 per dividend-entitled preference share	€	<u>76,635,000.00</u>
Retained profit	€	<u><u>152,615,000.00</u></u>

Pursuant to Section 58 Para. 4 (2) of the German Stock Corporation Act (AktG)¹, the dividend entitlement becomes due on the third business day following the Annual General Meeting resolution, i. e., on May 12, 2025.

3. Adoption of a resolution regarding the approval of the actions of the Executive Board members for the financial year 2024

The Executive Board and the Supervisory Board propose that the approval of the Executive Board members who served in the financial year 2024 be granted for this period.

4. Adoption of a resolution regarding the approval of the actions of the Supervisory Board members for the financial year 2024

The Executive Board and the Supervisory Board propose that the approval of the Supervisory Board members who served in the financial year 2024 be granted for this period.

¹ The provisions of the German Stock Corporation Act (AktG) apply to the company pursuant to Article 5, Article 9 Para. 1 (c)(ii), and Article 10 of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company (SE) ("SE Regulation"), unless otherwise provided by specific provisions of the SE Regulation.

5. Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the consolidated financial statements for the financial year 2025 as well as the auditor for reviewing any financial information during the financial year

Upon the recommendation by its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, be elected as auditor of the annual and consolidated financial statements for the financial year 2025 and also as auditor for reviewing any audit interim reports for the financial year 2025 and for the first quarter of 2026.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause which could serve to limit its options as defined under Art. 16 Para. 6 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on the Audit Committee.

6. Resolution on the election of the auditor for sustainability reporting for the financial year 2025.

The Supervisory Board, based on the recommendation of its Audit Committee, proposes electing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, as the auditor for Sustainability Report for the financial year 2025. The selection of the auditor of the Sustainability Report is subject to a law implementing Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, entering into force under German law, and the premise that the Annual General Meeting is responsible for selecting the auditor of the Sustainability Report for the financial year 2025.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause which could serve to limit its options as defined under Art. 16 Para. 6 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on the Audit Committee.

7. Resolution on the approval of the remuneration report for the financial year 2024 prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)

Pursuant to Section 120a Para. 4 (1) of the German Stock Corporation Act (AktG), the Annual General Meeting shall decide on the approval of the compensation report for the previous financial year, as prepared and audited pursuant to Section 162 of the German Stock Corporation Act (AktG). The compensation report was prepared by the Executive and Supervisory Boards. The compensation report was audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, in accordance with Section 162 Para. 3 of the German Stock Corporation Act (AktG), and the auditor's report in accordance with Section 162 Para. 3 (3) of the AktG was issued.

The compensation report for the financial year 2024 and the auditor's report on its audit are available at www.fuchs.com/group/investor-relations/annual-general-meeting.

The Executive Board and Supervisory Board propose that the compensation report for the financial year 2024 be approved.

8. Election of Supervisory Board members

The term of office of all members of the Supervisory Board of FUCHS SE ends with the conclusion of the Annual General Meeting that resolves on the formal approval of actions for the financial year ending on December 31, 2024, i. e., upon the adjournment of the Annual General Meeting convened for May 7, 2025. Accordingly, new elections for the members of the Supervisory Board of FUCHS SE are required.

In accordance with Article 40 Para. 2 and 3 of the SE Regulation, Section 17 Para. 1 and 3 of the SE Implementation Act (SEAG), Section 10 Para. 1 of the Articles of Association of FUCHS SE, and Section 21 Para. 3 of the SE Employee Participation Act (SEBG) in conjunction with Section II No. 2 of the Agreement on Employee Participation in FUCHS SE, the Supervisory Board of FUCHS SE consists of six members, namely four shareholder representatives and two employee representatives. The shareholder representatives are elected by the Annual General Meeting. The employee representatives are not elected by the Annual General Meeting but are appointed by the SE Works Council in accordance with Section 10 Para. 1 (3) of the Articles of Association of FUCHS SE and Section 21 Para. 3) SEBG in conjunction with Section II Nos. 2 and 3 of the Agreement on Employee Participation in FUCHS SE.

In accordance with Section 10 Para. 2 of the Articles of Association of FUCHS SE, the shareholder representatives on the Supervisory Board are appointed for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins, but for no longer than six years, unless the Annual General Meeting resolves otherwise. Re-appointments are permitted.

The Supervisory Board's election proposals are based on the recommendation of the Nomination Committee, take into account legal requirements, and align with the objectives set by the Supervisory Board regarding its composition. They also aim to fulfill the competency profile developed by the Supervisory Board for the entire body. The objectives and competency profile, including the implementation status as of December 31, 2024, are published in the Corporate Governance Statement pursuant to Sections 289f and 315d of the German Commercial Code (HGB) for the financial year 2024, which forms part of the documents presented or made accessible under agenda item 1.

For the election, the option provided in Section 10 Para. 2 of the Articles of Association of FUCHS SE to appoint Supervisory Board members for a shorter term than the standard term of office shall be utilized. This is intended to strengthen shareholder voting rights and align with the requirements of modern corporate governance.

The Supervisory Board therefore proposes electing the following shareholder representatives to the Supervisory Board:

(1) Dr. Christoph Loos, Schaan (Liechtenstein)

Chairman of the Executive Board of Hilti AG, Schaan, Liechtenstein,
for a term of office until the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board members for the financial year 2028.

Dr. Loos is not a member of any other legally mandated Supervisory Board.

Dr. Loos is a member of the following comparable supervisory bodies of domestic or foreign commercial enterprises:

- Hilti AG, Schaan, Liechtenstein

(2) Dr. Susanne Fuchs, Mannheim

Managing Director of Fuchs Verwaltungsgesellschaft mbH, Mannheim, and Rudolf Fuchs Kapitalanlagegesellschaft mbH, Mannheim,
for a term of office until the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board members for the financial year 2028.

Dr. Fuchs is not a member of any other legally mandated Supervisory Board.

Dr. Fuchs is a member of the following comparable supervisory bodies of domestic or foreign commercial enterprises:

- Blitz 24-894 SE (in future: Rudolf Fuchs Verwaltungs SE), Munich (future: Mannheim)

(3) Mrs. Ingeborg Neumann, Berlin

Managing Partner Peppermint Holding GmbH
for a term of office until the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board members for the financial year 2026.

Mrs. Neumann is a member of the following legally mandated supervisory boards:

- SGL Carbon SE (publicly listed)

Mrs. Neumann is a member of the following comparable supervisory bodies of domestic or foreign commercial enterprises:

- Berliner Wasserbetriebe Anstalt des öffentlichen Rechts

(4) Dr. Markus Steilemann, Cologne

Chairman of the Executive Board of Covestro AG
for a term of office until the conclusion of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board members for the financial year 2028.

Dr. Steilemann is neither a member of any other legally mandated supervisory board nor a member of any comparable supervisory body of domestic or foreign commercial enterprises.

The intention is to conduct the Supervisory Board elections as individual votes.

In the event of his re-election by the Annual General Meeting, Dr. Christoph Loos is to be proposed again as a candidate for the Chair of the Supervisory Board.

In reference to recommendation C.13 of the German Corporate Governance Code (DCGK), it is stated that, apart from Dr. Susanne Fuchs – who, together with her brother, CEO Stefan Fuchs, and other family members, is a principal shareholder of the company through directly and indirectly held ordinary shares – there are, in the Supervisory Board's assessment, no personal or business relationships requiring disclosure between the candidates for the Supervisory Board election and the company, its executive bodies, or any significant shareholder in the company.

The resumes of the candidates standing for election are attached in Section II under Item 1 and are also available on the company's website at www.fuchs.com/group/investor-relations/annual-general-meeting.

9. Resolution on the amendment of the compensation and the compensation system for Supervisory Board members, as well as on the amendment of Section 16 Para. 1 to 4 and Para. 7 of the Articles of Association.

In publicly listed companies, the Annual General Meeting must, pursuant to Section 113 Para. 3 of the German Stock Corporation Act (AktG), pass a resolution on the remuneration of Supervisory Board members at least once every four years. This resolution concerns both the remuneration system for Supervisory Board members submitted to the Annual General Meeting and the specific determination of their compensation. The current regulation regarding the compensation of Supervisory Board members is set out in Section 16 of the Articles of Association and was approved by the Annual General Meeting

on May 4, 2021, for financial years starting from 2021. In accordance with the required cycle, a new resolution is now necessary.

The Executive Board and the Supervisory Board, which are required under Section 124 Para. 3 (1) AktG to submit a resolution proposal to the Annual General Meeting, have reviewed the current remuneration system for Supervisory Board members based on a market comparison. They also engaged the support of an external compensation consultant for this review.

The review has shown that an adjustment in the level of Supervisory Board compensation is necessary. The compensation of the company's Supervisory Board members has remained largely unchanged over the past ten years. In order to account for the continuously expanding scope of responsibilities associated with Supervisory Board duties, as well as the increasing time commitment required – particularly for the Chairperson of the Supervisory Board and the committee chairs – and to ensure a competitive compensation structure that attracts qualified and experienced leadership personalities, it is proposed to increase the compensation effective January 1, 2025.

The compensation of the Supervisory Board will continue to be structured as a fixed compensation without variable components. The standard compensation for Supervisory Board members will be increased from €85,000 to €95,000. The additional compensation for the increased time commitment of the Chairperson, their deputy, and the members and chairpersons of the Audit and Personnel Committees will be retained. The compensation for the Chairperson of the Supervisory Board will be increased from twice the standard compensation to 2.5 times the standard compensation. The additional fixed compensation for members of the Audit Committee will be raised from €20,000 to €30,000, while the additional fixed compensation for members of the Personnel Committee will be increased from €10,000 to €20,000. The additional compensation for the chairpersons of the Audit and Personnel Committees will be raised from twice to 2.5 times the amounts mentioned in the previous article.

The compensation system for the Supervisory Board and the compensation regulations in Section 16 of the Articles of Association of FUCHS SE shall be adjusted as outlined above. Apart from these changes, the existing compensation regulations will remain unchanged. The revised compensation system will continue to comply with the recommendations and suggestions of the German Corporate Governance Code regarding Supervisory Board compensation.

The company's Articles of Association and the proposed revised compensation system for the Supervisory Board will be available on the company's website at www.fuchs.com/group/investor-relations/annual-general-meeting from the time of the convening of the Annual General Meeting and throughout the meeting.

The Executive Board and Supervisory Board propose the following resolution:

- a) The revised compensation system for the members of the Supervisory Board of FUCHS SE shall be approved with effect from January 1, 2025.
- b) Section 16 Para. 1 to 4 of the Articles of Association of FUCHS SE shall be amended and reworded as follows:

“(1) Each member of the Supervisory Board shall receive an annual fixed compensation of €95,000 in addition to reimbursement of their expenses.

(2) The Chairman of the Supervisory Board shall receive two and a half times and the Deputy Chairman one and a half times the compensation pursuant to Para. 1. Supervisory Board members who do not serve for a full financial year shall receive compensation proportional to their term of service.

(3) Members of the Supervisory Board who serve on the Audit Committee shall receive an additional fixed compensation of €30,000. Members of the Supervisory Board who serve on the Personnel Committee shall receive an additional fixed compensation of €20,000. Para. 2 (2) applies accordingly to Supervisory Board members who do not serve on the Audit or Personnel Committee for a full financial year.

(4) The chairpersons of the Audit Committee and Personnel Committee shall each receive two and a half times the amounts specified in Para. 3.”

- c) Section 16 Para. 7 of the Articles of Association of FUCHS SE shall be amended and reworded as follows:

“(7) The Supervisory Board remuneration pursuant to this Section 16 Para. 1 to 6 shall apply retroactively from the financial year beginning on January 1, 2025.”

10. Resolution on the authorization to acquire and use treasury shares pursuant to Section 71 Para. 1 No. 8 AktG, with the possibility of excluding the right to tender and subscription rights, as well as the cancellation of acquired treasury shares (including a separate precautionary vote of the ordinary shareholders).

The acquisition and use of treasury shares by the company require a special authorization from the Annual General Meeting in accordance with Section 71 Para. 1 No. 8 of the German Stock Corporation Act (AktG), unless expressly permitted by law. Within this framework, the Annual General Meeting may also determine specific ways in which the acquired shares may be used. Since the authorization granted by the Annual General Meeting of FUCHS SE on May 5, 2020, to acquire treasury shares will expire on May 4, 2025, and its renewal for the permissible period of five years from the Annual General Meeting is deemed appropriate, a new authorization to acquire and use treasury shares, with the possibility to exclude the tender and subscription rights under certain conditions, shall be resolved.

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

- a) The Executive Board shall be authorized pursuant to Section 71 Para. 1 No. 8 AktG, with the consent of the Supervisory Board, to acquire treasury ordinary and/or preference shares of up to 10% of the company's share capital existing at the time of the resolution of this authorization by the Annual General Meeting or – if lower – at the time of exercising this authorization, for any legally permissible purpose until May 7, 2030. At no time may the shares acquired under this authorization, together with other treasury shares held by the company or attributed to it under Sections 71d and 71e AktG, exceed 10% of the respective share capital. The authorization may not be used by the company for the purpose of trading in its own shares.
- b) The acquisition of treasury ordinary and/or preference shares may be carried out at the discretion of the Executive Board via the stock exchange, by means of a public purchase offer, by means of a public invitation to shareholders to submit sales offers, or in another manner in accordance with Section 53a AktG. The purchase price (excluding incidental acquisition costs) may not exceed the average share price of the same class of company shares before the relevant reference date by more than 10% or fall below it by more than 20%. The average share price shall be the non-volume-weighted average of the closing prices of the same class of company shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last ten trading days before the reference date.

The reference date is:

- (1) in the case of acquisition via the stock exchange, the date of acquisition or, if earlier, the date of entering into an obligation to acquire;
- (2) in the case of acquisition through a public purchase offer or a public invitation to shareholders of the company to submit sales offers, the date of the Executive Board's decision on the public purchase offer or the public invitation to submit sales offers;
- (3) in the case of acquisition in another manner in accordance with Section 53a AktG, the date of the Executive Board's decision on the acquisition of the shares.

The Executive Board shall determine the specific details of each acquisition method. If the acquisition price is determined or modified after the publication of the purchase offer or the invitation to submit sales offers, the reference date shall be the date of such determination or modification. If the total number of shares for which shareholders accept a public purchase offer from the company or for which shareholders submit sales offers exceeds the total number of shares the company intends to acquire, the shareholders' tender rights may be excluded to the extent that acceptance is proportionate to the total acquisition offer in relation to the total shares offered by shareholders. In the case of a public invitation to submit sales offers, acceptance on a pro rata basis shall only apply to equivalent offers. It may be stipulated that in the case of equivalent offers, small holdings of up to 100 shares per shareholder are given preferential acceptance and that rounding is carried out according to commercial principles.

- c) The Executive Board is authorized, with the approval of the Supervisory Board, to use the treasury ordinary and/or preference shares acquired under this authorization for any legally permissible purpose other than by selling them via the stock exchange or offering them to all shareholders, thereby excluding shareholders' subscription rights. This applies in particular,
 - (1) when the acquired treasury shares are sold for cash at a price that does not significantly undercut the stock exchange price of shares of the same class at the time of sale. The proportionate share of the company's share capital attributable to such shares used in this manner must not exceed 10% of the share capital. The relevant share capital is that at the time of the resolution or – if lower – at the time this authorization is utilized. In addition, the limit of 20% of the share capital set out in Section 186 Para. 3 (4) AktG applies, which includes all shares that are issued or sold during the term of this authorization until the time it is exercised in direct or analogous application of Section 186 Para. 3 (4) AktG or that were issued or granted or are to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with the exclusion of subscription rights in accordance with Section 186 Para. 3 (4) AktG; and/or
 - (2) when the acquired shares are used as consideration in connection with a business combination or for the (including indirect) acquisition of companies, business units, or interests in companies, or other economic assets related to an acquisition transaction, or for the acquisition of other assets (including third-party claims against the company or its affiliated companies); and/or

- (3) when treasury shares are used to fulfill conversion or option rights or conversion obligations arising from bonds (including profit participation rights) issued or to be issued by the company or an affiliated company. Furthermore, holders of bonds (including profit participation rights) issued by the company or an affiliated company may be granted subscription rights for shares in the amount to which they would be entitled as shareholders upon exercising their conversion or option rights or fulfilling conversion obligations under such bonds; and/or
- (4) when shares are transferred within employee share ownership programs or other share-based programs to members of the Executive Board of the company, members of the management body of an affiliated company, or employees of the company or an affiliated company, provided that the corporate or employment relationship with the company or an affiliated company exists at the time the commitment to transfer shares is made. If shares are to be granted to members of the Executive Board, this decision shall be made by the Supervisory Board of the company. In the case of an offer to acquire treasury shares addressed to all shareholders, subscription rights may also be excluded for fractional amounts.

In the case of an offer to acquire own shares to all shareholders, the subscription right may also be excluded for fractional amounts. The company's own shares may also be transferred to a credit institution or another company that meets the requirements of Section 186 Para. 5 (1) AktG if the recipient undertakes to sell the shares via the stock exchange, offer them to shareholders for purchase, or use them to fulfill a purchase offer addressed to all shareholders or for the implementation of the aforementioned purposes. The company may also acquire its own shares to implement these purposes through a securities loan from a credit institution or another company that meets the requirements of Section 186 Para. 5 (1) AktG. In this case, the company must ensure that the shares are acquired for the repayment of the securities loan in compliance with Section 71 Para. 1 No. 8 (3) (4) AktG.

The exclusion of subscription rights under this authorization may only occur if the total number of own shares used under exclusion of shareholder subscription rights, together with other shares issued by the company during the term of this authorization under another authorization with exclusion of subscription rights, does not exceed 20% of the company's share capital, neither at the time of this authorization's resolution by the general meeting nor – if lower – at the time of its exercise. This 20% capital limit also includes shares that may be or are to be issued to service any convertible or option bonds issued by the company or an affiliated company if such bonds are issued during the term of this authorization under exclusion of shareholder subscription rights in accordance with Section 186 Para. 3 (4) AktG.

- d) The Executive Board is further authorized to retire ordinary and/or preference shares with the approval of the Supervisory Board without requiring an additional resolution by the Annual General Meeting. The retirement shall be carried out in a simplified procedure and lead to a reduction in capital. Alternatively, the Executive Board may decide, in accordance with Section 237 Para. 3 No. 3 AktG, to retire shares without reducing capital by adjusting the proportional nominal amount of the remaining shares in the company's share capital. In this case, the Executive Board is authorized to amend the number of shares stated in the Articles of Association accordingly. The Executive Board is authorized to execute the retirement in full or in part, in compliance with Section 139 Para. 2 AktG.

- e) All of the aforementioned authorizations regarding the acquisition and utilization of acquired own shares may be exercised in whole or in part, once or multiple times. The company's own shares may also be acquired via an affiliated company of the company or by a third party acting on behalf of or for the account of the company. The shares acquired in this way may be used in accordance with the aforementioned utilization options. This also applies if the company acquires the shares in accordance with Para. 71d (5) AktG. All of the aforementioned authorizations may be exercised for the acquisition and utilization of both ordinary and preference shares or for the acquisition and utilization of only ordinary shares or only preference shares.

The resolution on this agenda item 10 also constitutes a separate precautionary vote of the ordinary shareholders pursuant to Art. 60 SE Regulation.

The Executive Board's report on this agenda item is included in Section II of this invitation to the Annual General Meeting.

11. Separate vote of the preference shareholders on the resolution of the Annual General Meeting under agenda item 10 (authorization to acquire and use treasury shares pursuant to Section 71 Para. 1 No. 8 AktG, with the possibility of excluding the right to tender and subscription rights, as well as the cancellation of acquired treasury shares).

As a precautionary measure, a separate vote of the holders of preference shares pursuant to Art. 60 SE Regulation shall be held regarding the authorization to acquire and utilize own shares, including the possibility of excluding the right to tender and subscription rights and retiring acquired shares, as proposed for resolution under agenda item 10 by the Annual General Meeting.

The Executive Board and Supervisory Board therefore propose that a resolution be passed in accordance with the wording of the resolution under agenda item 10 and that the preference shareholders approve the resolution of the Annual General Meeting under agenda item 10.

The Executive Board's report on this agenda item is included in Section II of this invitation to the Annual General Meeting.

II. Annexes to agenda items

1. Information on Supervisory Board elections for agenda item 8



Source: Alexander Grüber

a. Dr. Christoph Loos

Born: 1968

Residence: Schaan, Liechtenstein

Nationality: German

Member of the Supervisory Board of FUCHS SE since 2020

Current position and/ or main professional activity: Chairman of the Executive Board of Hilti AG, Schaan, Liechtenstein,

Member of other statutory supervisory boards:

- None

Member of comparable German or supervisory bodies of business enterprises:

- Chairman of the Executive Board of Hilti AG, Schaan, Liechtenstein,

Dr. Christoph Loos was born in Mannheim in 1968. Following training at Deutsche Bank in Mannheim, he pursued a degree in business administration, followed by a doctorate at the University of St. Gallen, Switzerland.

He was a member of the Executive Board of HILTI AG from 2007 until the end of 2022, serving as its Chairman since 2014. He joined the company in 2001. After working in Corporate Development and Strategic Marketing, he took over the management of a sales region in Germany in 2003 and became its General Manager in 2005. Prior to that, he worked for 6 years at the Boston Consulting Group in Germany and China.

Christoph Loos is also a member of the board of foundation of the St. Gallen Foundation for International Studies.



Source: Thomas Troester

b. Dr. Susanne Fuchs**Born:** 1964**Residence:** Mannheim**Nationality:** German

Member of the Supervisory Board of FUCHS SE since 2017

Current position and/or main professional activity: Managing Director of Fuchs Verwaltungsgesellschaft mbH, Mannheim Rudolf Fuchs Kapitalanlagegesellschaft mbH, Mannheim,

Member of other statutory supervisory boards:

- None

Member of comparable German or supervisory bodies of business enterprises:

- Blitz 24-894 SE (in future: Rudolf Fuchs Verwaltungs SE), Munich (future: Mannheim)

Dr. Susanne Fuchs was born in Mannheim in 1964. From 1983 to 1988, she studied veterinary medicine at the Justus Liebig University in Giessen and earned her doctorate there in 1992. From 2013 to 2016, she completed a business administration program at the Open University in England, graduating with an MBA. She gained international experience during an extended stay in England.

As a member of the 3rd generation of the Fuchs family, which holds the majority of FUCHS SE's ordinary shares through an asset management company, she is a key family entrepreneur. Since early 2024, she has been leading the Fuchs Family Office.

In addition to serving on advisory boards, Dr. Susanne Fuchs has been actively engaged in volunteer work for several decades, taking on various roles in both Germany and England.



Source: Peppermint Holding AG

c. Ingeborg Neumann

Born: 1957

Residence: Berlin

Nationality: German

Member of the Supervisory Board of FUCHS SE since 2015

Current position and/or main professional activity: Managing Partner of Peppermint Holding GmbH, Berlin

Member of other statutory supervisory boards:

- SGL Carbon SE (publicly listed)

Member of comparable German or supervisory bodies of business enterprises:

- Berliner Wasserbetriebe AöR, Berlin

Ingeborg Neumann was born in Krefeld in 1957. After studying business administration at the Universities of Münster and Munich, she worked for several years as an auditor at an international accounting firm. Since 1997, she has been the founder, majority shareholder, and CEO of Peppermint Holding GmbH.

Ingeborg Neumann is a respected figure in German business and advocates for sustainability, women in leadership positions, and her passion, the promotion of the arts. As the first woman to lead the German Textile + Fashion Association (Gesamtverband textil+mode) and as Vice President of the Federation of German Industries (BDI), she actively promotes a sustainable economic system. As the founder of Peppermint, she is an experienced investor and fund manager in the field of venture capital.

Mrs. Ingeborg Neumann is a financial expert, with expertise in the field of accounting and auditing as defined in Section 100 (5) of the German Stock Corporation Act (AktG) and recommendation D.3 sentences 1 and 2 of the German Corporate Governance Code (DCGK) in its version dated April 28, 2022, published on June 27, 2022. Following her election as a Supervisory Board member, Mrs. Neumann is to be appointed chair of the Audit Committee by the Supervisory Board. Due to her expertise, she also meets the requirements of Recommendation D.3, sentence 3, DCGK.



Source: Covestro AG

d. Dr. Markus Steilemann**Born:** 1970**Residence:** Cologne**Nationality:** German

Member of the Supervisory Board of FUCHS SE since 2022

Current position and/or main professional activity: Chairman of the Executive Board of Covestro AG**Member of other statutory supervisory boards:**

- None

Member of comparable German or supervisory bodies of business enterprises:

- None

Dr. Markus Steilemann was born in 1970 in Geilenkirchen. He completed his studies in chemistry at RWTH Aachen University and ETH Zurich, earning a doctorate at RWTH Aachen, where he also obtained a degree in business administration. He began his career at the Bayer Group in 1999.

Starting in 2008, Dr. Markus Steilemann held senior management positions in the Polycarbonates division of Bayer MaterialScience, from which Covestro AG emerged. From 2013 to 2015 he headed the whole Polycarbonates division, headquartered in China, where he lived for several years.

In 2015, Dr Markus Steilemann became a member of the Executive Board of Covestro AG and was responsible for innovation. In 2016 he then also became head of the Polyurethanes business segment. In 2017 he was appointed Chief Commercial Officer (CCO), assuming responsibility for all three company segments including innovation, marketing and sales and distribution.

Since June 1, 2018, Dr Markus Steilemann has been Chief Executive Officer of Covestro AG. His area of responsibility includes the central functions Strategy, Sustainability & Public Affairs and Group Innovation as well as Corporate Audit, Human Resources and Communications. Since September 2022, Dr. Markus Steilemann has been President of the German Chemical Industry Association (VCI).

Dr. Markus Steilemann, as a financial expert, has expertise in the field of accounting as defined in Section 100 (5) of the German Stock Corporation Act (AktG) and recommendation D.3 sentences 1 and 2 of the German Corporate Governance Code (GCGC). Following his election as a Supervisory Board member, Dr. Steilemann is to be appointed as a member of the Audit Committee by the Supervisory Board.

2. Report of the Executive Board on agenda items 10 and 11 pursuant to Sections 71 Para. 1 No. 8, 186 Para. 3 (4), Para. 4 (2) AktG

Report to the Annual General Meeting

The current authorization to acquire treasury shares expires on May 4, 2025. With the proposed new authorization, the Executive Board, with the approval of the Supervisory Board, is to be enabled to acquire, in the interest of the company, its own ordinary and/or preference shares up to 10% of the share capital existing at the time of the resolution on this authorization by the Annual General Meeting or – if lower – at the time of exercising this authorization, until May 7, 2030. The company is exercising the option provided by Section 71 Para. 1 No. 8 AktG, which allows a European company (SE) – as well as stock corporations – to acquire its own shares up to a total of 10% of the share capital based on an authorization from the Annual General Meeting. As a precautionary measure, the resolution is also being adopted as a separate resolution of the ordinary shareholders (Agenda Item 10) and a separate resolution of the preference shareholders (Agenda Item 11) in consideration of Article 60 SE Regulation.

Section 71 Para. 1 No. 8 AktG permits not only the typical case of acquisition and disposal via the stock exchange but also other forms of acquisition and disposal. These options are to be utilized in this case.

In addition to acquiring shares via the stock exchange, the company should also have the option of acquiring its own shares through a public purchase offer (tender process), by means of a public invitation to the company's shareholders to submit sales offers, or in other ways that comply with the principle of equal treatment (Section 53a AktG). The purchase price (excluding incidental acquisition costs) may not exceed the average share price of the same class of company shares before the relevant reference date by more than 10% or fall below it by more than 20%. The average share price is defined as the non-volume-weighted average of the closing prices of shares of the same class of the company in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last ten trading days before the reference date defined in the proposed authorization. In the tender process and in a public invitation to shareholders of the company to submit sales offers, each shareholder willing to sell can decide how many shares and – if a price range is set – at what price they wish to offer them. If the quantity of shares offered at the specified price exceeds the number of shares sought by the company, an allocation of the acceptance of sales offers must be made. It should be possible to exclude shareholders' tender rights, to allow preferential acceptance of small offers or small portions of offers, and/or to round allocations according to commercial principles. These measures are intended to avoid fractional amounts when determining acquisition quotas and small remaining holdings, thereby facilitating technical processing.

Pursuant to Section 71 Para. 1 No. 8 of the German Stock Corporation Act (AktG), the Annual General Meeting may authorize the company to dispose of shares in a manner other than via the stock exchange.

The disposal of the company's acquired ordinary and/or preference shares should, in particular, be possible in the cases listed under item (c) of the resolution proposal – subject to supervisory board approval – even while excluding shareholders' subscription rights.

The resolution proposal includes authorization to sell the acquired shares outside the stock exchange while excluding subscription rights, for example, to one or more institutional investors or to attract new investor groups. A prerequisite for such a sale is that the sale price does not significantly undercut the stock market price of shares of the same class in the company. The possibility of selling repurchased shares for cash consideration while excluding shareholders' subscription rights serves the company's interest in achieving the best possible price for its shares. By excluding subscription rights, a placement close to the market price is enabled, eliminating the customary discount applied in rights issues. Compared to a prolonged sale of shares via the stock exchange, this approach results in an immediate inflow of funds and avoids the uncertainties of future stock market developments regarding the total purchase price received. This authorization enables the company to take advantage of opportunities that arise within the respective stock market environment quickly, flexibly, and cost-effectively. The proportion of share capital attributable to shares sold under such a simplified exclusion of subscription rights may not exceed 10% of the share capital at the time of the Annual General Meeting resolution or – if lower – at the time the authorization is utilized. By aligning the sale price with the stock market price, the principle of dilution protection is taken into account, and the shareholders' financial and voting interests are appropriately safeguarded. When determining the final sale price, management will strive – while considering current market conditions – to keep any discount from the market price as low as possible. In principle, shareholders have the opportunity to maintain their participation ratio by purchasing shares on the stock exchange under comparable conditions, while the company is granted additional flexibility in the interest of shareholders.

Additionally, it is ensured that the number of shares issued under a simplified exclusion of subscription rights in accordance with the corresponding application of Section 186 Para. 3 (4) AktG, together with other shares issued or sold under the direct or corresponding application of this provision during the term of the authorization up to the time of its utilization, does not exceed the statutory limit of 20% of the share capital set out in Section 186 Para. 3 (4) AktG. Shares issued or granted due to a convertible or warrant bond issued during the term of the authorization under exclusion of subscription rights in accordance with Section 186 Para. 3 (4) AktG must also be counted toward this limit.

Furthermore, shareholders' subscription rights may be excluded to enable the disposal of treasury shares in exchange for non-cash contributions in the context of mergers or acquisitions of companies, business units, equity interests, or other economic assets related to an acquisition project. In such transactions, this type of consideration is frequently required. The proposed authorization is intended to provide the company with the necessary flexibility to quickly and effectively seize opportunities for mergers, acquisitions of companies or business units, equity interests, or other economic assets related to an acquisition project. The same applies to the acquisition of other assets (including third-party claims against the company or affiliated companies). There are currently no specific plans to utilize this authorization. The Executive Board will report to the Annual General Meeting on any use of this authorization.

Furthermore, the possibility of excluding shareholders' subscription rights is provided for in the transfer of treasury shares to holders or creditors of any convertible or option bonds issued by the company or its affiliated companies. Currently, no such bonds exist, nor is there any authorization to issue them. Nevertheless, the authorization is intended to provide the company with flexibility in the event that such bonds are issued based on a potential future resolution by the Annual General Meeting. By transferring treasury shares to fulfill subscription rights from such bonds instead of utilizing conditional capital, a potential dilution effect can be counteracted. For bonds that may be issued under a future authorization by the Annual General Meeting, shareholders generally have a subscription right unless it is excluded by the Annual General Meeting in accordance with Section 221 Para. 4 in conjunction with Section 186 Para. 3 (4) AktG. When deciding whether to deliver treasury shares, the Executive Board will carefully weigh the interests of the company and its shareholders.

Additionally, treasury shares repurchased under this or another authorization may be used, while excluding shareholders' subscription rights, to transfer them to members of the governing bodies of the company or its affiliated companies or to employees of the company or its affiliated companies. The governing body position or employment relationship with the company or an affiliated company must exist at the time the share transfer commitment is made. If the treasury shares are to be issued to members of the company's Executive Board, the decision will not be made by the Executive Board itself under the authorization granted by the Annual General Meeting but rather by the company's Supervisory Board in accordance with corporate law responsibilities. Currently, the granting of shares to individuals in this category is not part of the existing compensation structure. However, the company should have the flexibility to use such compensation instruments. To grant treasury shares as compensation, shareholders' subscription rights to these shares must be excluded. The issuance of shares to members of the company's governing bodies or affiliated companies, as well as to employees of the company or its affiliated companies, is in the interest of the company and its shareholders, as it fosters the identification of this group with the company and promotes entrepreneurial co-responsibility. Additionally, this provides the company with an additional tool to align the compensation of the designated group with the sustainable development of the company.

Finally, in the event of an offer to acquire treasury shares made to all shareholders, subscription rights may also be excluded for fractional amounts to facilitate processing.

The company's own shares may also be transferred to a credit institution or another company that meets the requirements of Section 186 Para. 5 (1) AktG if the recipient undertakes to sell the shares via the stock exchange, offer them to shareholders for purchase, or use them to fulfill a purchase offer addressed to all shareholders or for the implementation of the aforementioned purposes. The company may also acquire its own shares to implement these purposes through a securities loan from a credit institution or another company that meets the requirements of Section 186 Para. 5 (1) AktG. In this case, the company must ensure that the shares are acquired for the repayment of the securities loan in compliance with Section 71 Para.1 No. 8 (3) (4) AktG. In all cases, the Executive Board will ensure that the new shares are issued exclusively within the framework of the granted authorization to members of the Executive Board of the company, the representative body of an affiliated company, or employees of the company or an affiliated company.

The use of treasury shares while excluding subscription rights is restricted to the extent that the total number of treasury shares used under the exclusion of shareholders' subscription rights, together with other shares issued by the company during the term of this authorization under a different authorization while excluding shareholders' subscription rights, may not exceed a total pro-rata share of the capital stock of more than 20% of the capital stock – neither at the time of the resolution of this authorization by the Annual General Meeting nor, if lower, at the time this authorization is exercised. This 20% capital stock limit also includes shares that must or may be issued to service convertible or option bonds, provided that these bonds are issued during the term of this authorization in accordance with Section 186 Para. 3 (4) AktG under the exclusion of shareholders' subscription rights.

The company should also be able to retire treasury shares without requiring a new resolution from the Annual General Meeting. This authorization is intended to provide the Executive Board with flexibility to appropriately manage the company's and its shareholders' long-term distribution interests. Pursuant to Section 71 Para. 1 No. 8 (6) AktG, the Executive Board may be authorized by the Annual General Meeting not only to acquire treasury shares but also to retire them. If the Executive Board makes use of the authorization to retire shares, this will result in a corresponding capital reduction through a simplified procedure. Section 139 Para. 2 shall be applied accordingly: Under this provision, preference shares may not exceed half of the capital stock. Alternatively, the Executive Board may also be authorized to retire shares in accordance with Section 237 Para. 3 No. 3 AktG without changing the capital stock. In this case, the retirement increases the proportion of the remaining shares in the capital stock pursuant to Section 8 Para. 3 AktG. In this case, the Executive Board shall also be authorized to adjust the number of no-par value shares, which is reduced by the redemption, in the Articles of Association. Experience has shown that the redemption of treasury shares can lead to a stabilization or optimization of the share price and to a strengthening of the company's position on the capital market and is therefore in the interests of the company and its shareholders. The Executive Board will decide, at its due discretion, whether to make use of the authorization to retire shares at the appropriate time.

All of the aforementioned authorizations for the acquisition and use of treasury shares may be exercised in whole or in part, once or multiple times. Treasury shares may also be acquired through an affiliated company or a third party acting on behalf of the company or an affiliated company. The shares acquired in this way may be used in accordance with the aforementioned utilization options. This also applies if the company acquires the shares in accordance with Para. 71d (5) AktG. All of the aforementioned authorizations may be exercised for the acquisition and utilization of both ordinary and preference shares or for the acquisition and utilization of only ordinary shares or only preference shares.

III. Additional information and comments on the Annual General Meeting

This year's Annual General Meeting will once again be held as an in-person event, allowing shareholders and shareholder representatives to attend physically on-site. We are pleased to once again welcome our shareholders and their representatives in person to this year's Annual General Meeting. As a voluntary service, we are once again offering our shareholders additional digital options, as we did last year. In particular, shareholders can exercise their voting rights in advance of the Annual General Meeting via electronic absentee voting. Details on this can be found in the following sections.

1. Total number of shares and voting rights at the time of convocation

Upon convening the Annual General Meeting, the company's share capital in the amount of EUR 131,000,000 is divided among 131,000,000 no-par-value shares with a nominal value of EUR 1.00 per no-par-value share. Of these, 65,500,000 are ordinary shares and 65,500,000 are preference shares. Each of the 65,500,000 ordinary shares carries one vote at the Annual General Meeting for announced Agenda Items 2–10. The total number of voting rights for agenda items 2 to 10 amounts to 65,500,000. For the resolution announced under agenda item 11, only the preference shares are entitled to vote (a separate vote by the preference shareholders), meaning that each of the 65,500,000 preference shares carries one vote. The total number of voting rights for agenda item 11 is therefore 65,500,000. The company itself does not own any shares.

2. Additional information on the convocation

All times specified in this invitation are in Central European Summer Time (CEST), which is authoritative in Germany. In reference to coordinated universal time (UTC), UTC = CEST minus two hours.

3. Requirements for participation in the Annual General Meeting and exercising the right to vote

Only those ordinary and preference shareholders who are registered in the company's share register and have registered in due time for the Annual General Meeting are entitled to participate and exercise their voting rights.

Registration must be submitted in text form and in German or English and received by the company by the end of **April 30, 2025, 24:00 (CEST)** at the following address

FUCHS SE
c/o Computershare Operations Center
80249 Munich, Germany
Email: anmeldestelle@computershare.de

or by using the password-protected **InvestorPortal** on the company's website

www.fuchs.com/group/investor-relations/annual-general-meeting.

Shareholders wishing to use the option of registering through the InvestorPortal will need personal login details. The login details for the InvestorPortal will be provided to shareholders who receive the invitation by mail along with the personal registration documents. Shareholders registered for electronic submission will not receive any further login details. If the login details are no longer available, a new login can be created via the password-protected InvestorPortal.

Furthermore, registration can also be submitted within the specified deadline (compliance with the deadline is determined by the receipt of registration by the company) by intermediaries to the following SWIFT address in accordance with Section 67c Para. 1 and Para. 2 (3) of the German Stock Corporation Act in conjunction with Article 2 Para. 1 and Para. 3 and Article 9 Para. 4 of Implementing Regulation (EU) 2018/1212:

**SWIFT: CMDHDEMXXX; Instructions according to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required.**

More details on the registration procedure are contained in the registration documents forwarded to the shareholders.

4. Publication and broadcast of the Chairman's speech

It is planned that the anticipated text of the Chairman's speech will be made available in advance of the Annual General Meeting on our website at www.fuchs.com/group/investor-relations/annual-general-meeting. Changes remain reserved.

The opening remarks by the Chairman of the Annual General Meeting and the speech by the Chairman of the Executive Board will be broadcast live online in full on our website at www.fuchs.com/group/investor-relations/annual-general-meeting on the day of the Annual General Meeting starting at roughly 10:00 a.m. (CEST).

5. Free disposal of shares / Entry in the share register

Following the announcement of an Annual General Meeting, shareholders can still continue to freely dispose of their shares. The right to participate and vote is determined by the number of shares entered in the share register on the day of the Annual General Meeting. Applications to amend the share register received by the company after the expiry of the registration deadline in the period from May 01, 2025 at 0:00 (CEST) up to and including May 7, 2025 at 24:00 will only be processed and taken into account with effect after the Annual General Meeting. The technical record date is therefore the end of April 30, 2025 (12:00 p.m.) (CEST).

6. Process for voting by absentee ballot and electronic absentee ballot

Shareholders registered in the share register may cast their vote by absentee vote, even without attending the Annual General Meeting. In order to exercise voting rights by absentee vote, shareholders entered in the share register of the company must have submitted their registration on time (see Section 3). Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, voting rights consultants pursuant to Section 134a of the German Stock Corporation Act (AktG), and persons offering themselves in a business capacity to shareholders for the exercising of voting rights at the Annual General Meeting pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) may also use the absentee voting option.

Votes cast by absentee vote must be in writing or by electronic communication and, without prejudice to timely registration under the foregoing provisions, must be received by the company no later than **6:00 p.m. (CEST)** on May 6, 2025.

The submission of absentee votes, as well as their revocation or amendment, can be made via the InvestorPortal (see Section 3), by mail or email to the address or email address specified in Section 3, or by intermediaries to the SWIFT address specified in Section 3. If using mail or email communication, please use the sample form available on our website at www.fuchs.com/group/investor-relations/annual-general-meeting whenever possible. In all cases, the above mentioned deadline for receipt shall apply.

The absentee vote does not preclude participation in the Annual General Meeting. If a shareholder who has already cast their vote by absentee ballot wishes to attend the Annual General Meeting in person or be represented by a proxy and exercise their shareholder rights, personal attendance at the Annual General Meeting by the shareholder or their authorized representative on May 7, 2025, will be considered a revocation of the previously submitted absentee vote.

7. Procedure for voting by a proxy

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised at the meeting by an authorized representative, such as an intermediary, a shareholder association, or another person of their choice. In this case, too, the shareholder must be registered in the share register and duly register for the Annual General Meeting in accordance with the foregoing provisions.

The granting of a proxy, its revocation, and proof of authorization, as well as proof of revocation, must be in text form and may be submitted electronically via the InvestorPortal (see Section 3), by mail or email to the address or email address specified in Section 3, or by intermediaries to the SWIFT address specified in Section 3. By using the InvestorPortal, proof of authorization is automatically provided to the company. If using mail or email communication, please use the sample form available on our website at www.fuchs.com/group/investor-relations/annual-general-meeting whenever possible.

Proof of a power of attorney given to the proxy may also be provided to the company by the proxy showing the power of attorney at the entrance check on the day of the Annual General Meeting.

Proxy authorization granted to an intermediary, a shareholders' association, a voting rights consultant pursuant to Section 134a of the German Stock Corporation Act (AktG) or another person offering shareholders professional services regarding exercising voting rights in the Annual General Meeting pursuant to Section 135 (8) of the German Stock Corporation Act (AktG), generally require special conditions to be met, in particular the stipulations contained in Section 135 of the German Stock Corporation Act (AktG). In such a case, shareholders are requested to agree in good time with the person or institution to be empowered on any form of power of attorney that may be required by them and on the process of delegating powers of attorney.

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

8. Procedure for voting by proxies appointed by the company

The company offers its ordinary shareholders the possibility to authorize proxies appointed by the company and acting on their instructions prior to the Annual General Meeting. Shareholders wishing to give powers of attorney to the proxies appointed by the company must be registered in the share register in accordance with the foregoing provisions and register for the Annual General Meeting in a timely manner.

Company proxies will only exercise voting rights on the basis of express and unambiguous instructions. For this reason, shareholders must issue express and unambiguous instructions for the agenda items for which they would like to exercise voting rights. The company proxies are obligated to vote in accordance with these instructions. In the absence of an explicit and unambiguous instruction, they shall not exercise the right to vote. Company proxies are unable to accept instructions to request to speak, to raise objections to Annual General Meeting resolutions, to ask questions or to file motions.

The granting of a proxy to the company-appointed proxy representatives, its revocation, and proof of authorization, as well as proof of revocation, must be in text form and may be submitted electronically via the InvestorPortal (see Section 3), by mail or email to the address or email address specified in Section 3, or by intermediaries to the SWIFT address specified in Section 3. By using the InvestorPortal, proof of authorization is automatically provided to the company. If using mail or email communication, please use the sample form available on our website at www.fuchs.com/group/investor-relations/annual-general-meeting whenever possible.

Proxies and voting instructions to the company-appointed proxy representatives must be received by the company no later than **May 6, 2025, 18:00 (CEST)**, regardless of the method of transmission.

Even after granting a proxy to the company-appointed proxy representatives, registered shareholders may still attend the Annual General Meeting in person. Personal attendance at the Annual General Meeting by the shareholder or an authorized third party on May 7, 2025, will be considered a revocation of the proxy and voting instructions previously issued to the company-appointed proxy representatives.

In addition, we offer ordinary shareholders who are registered in the share register in accordance with the foregoing provisions and who have registered for the Annual General Meeting in a timely manner and have appeared at the Annual General Meeting the possibility to authorize the company proxies to also exercise the voting rights at the Annual General Meeting. The use of the InvestorPortal during the Annual General Meeting is not possible for this purpose.

9. Further information on exercising voting rights via absentee vote and powers of attorney and instructions to the company proxies

If, in the run-up to the Annual General Meeting, divergent declarations are received in due time both via the InvestorPortal and via other means of transmission, only the declarations submitted via the InvestorPortal shall be deemed binding, irrespective of the time of receipt.

If conflicting voting instructions are received via different transmission channels before the Annual General Meeting, without a submission via the InvestorPortal, the following prioritization applies – regardless of the time of receipt: statements submitted via SWIFT take precedence, followed by those submitted via email, and lastly, those submitted in other text forms. Absentee votes submitted in text form take precedence over proxies and instructions issued in text form to the company-appointed proxy representatives. The most recent revocation of a declaration received in due time shall always be decisive.

If an individual vote is held on agenda item 3 and/or on agenda item 4 (approval of the actions of the Executive Board or Supervisory Board), a vote on these agenda items shall apply accordingly to the individual votes.

10. Motions, election proposals, inquiries, and requests for information (details on shareholder rights under Article 56 (2) and (3) SE Regulation, Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG, as well as Sections 126 Para. 1, 127, and 131 Para. 1 AktG)

Motions 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 stakes 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 request that items be placed on the agenda and announced. A reason or a proposed 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 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 **(24:00 CEST) of April 6, 2025**. Applications for additions received thereafter will not be considered.

Any additional requests must be addressed 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, additions to the agenda that are to be announced will be announced in the German Federal Gazette immediately after the request 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**.

Counter-motions by shareholders (Section 126 (1) of the German Stock Corporation Act (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 below at least 14 days before the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. no later than **April 22, 2025, 24:00 hours (CEST)**, will be made available immediately on the website **www.fuchs.com/group/investor-relations/annual-general-meeting** including the name of the shareholder, the reasons and any statement by the management (see Section 126 Para. 1 (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

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.

Election proposals by shareholders (Section 127 of the German Stock Corporation Act (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, 24:00 (CEST) – will be published immediately

including any response by the management online at 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 Para. 1 (5) of the German Stock Corporation Act (AktG) (in conjunction with Section 127 (3) of the German Stock Corporation Act (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 of the German Stock Corporation Act (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

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.

Inquiries

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

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

Pursuant to Section 131 (1) of the German Stock Corporation Act (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 Para. 1 (2) and (4) of the German Stock Corporation Act (AktG)). In general, requests for information shall be made orally at the Annual General Meeting as part of the debate.

Under certain conditions, in Section 131 (3) of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. Pursuant to Section 21 Para. 2 (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.

Additional notes

Further explanations regarding shareholder rights under Article 56 Sentences 2 and 3 SE Regulation, Section 50 Para. 2 SEAG in conjunction with Section 122 Para. 2 AktG, and Sections 126 Para. 1, 127, and 131 Para. 1 AktG are available online at www.fuchs.com/group/investor-relations/annual-general-meeting.

11. Documents and information on the Annual General Meeting

From the time notice is given of the convocation of the Annual General Meeting onwards, this invitation to the Annual General Meeting, the shareholder documents and motions that are to be provided, and other information – particularly regarding attendance at the Annual General Meeting,

absentee votes, the issuance of powers of attorney and instructions, and the information under Section 124a of the German Stock Corporation Act (AktG) – are available on the company's website at **www.fuchs.com/group/investor-relations/annual-general-meeting**; the information pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with the Implementing Regulation (EU) 2018/1212, as well as the currently valid version of the company's Articles of Association, can also be found there. The results of the votes will also be available there after the Annual General Meeting. The documents to be made available will also be available for shareholders to view at the Annual General Meeting. A confirmation of the counting of votes in accordance with Section 129 (5) of the German Stock Corporation Act (AktG) can be accessed through the InvestorPortal within one month of the date of the Annual General Meeting.

This notice of the Annual General Meeting was published in the German Federal Gazette on March 26, 2025. On the same day, the meeting notice was submitted to media outlets for publication within the European Union in accordance with Section 121 Para. 4a AktG.

Privacy notice

For information on the processing of your personal data in connection with the Annual General Meeting and the share register, please visit **www.fuchs.com/group/investor-relations/annual-general-meeting**. We would also be happy to send it to you by post.

Mannheim, March 2025**FUCHS SE****The Executive Board**

FUCHS SE
Investor Relations
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+49 621 3802-1105
www.fuchs.com/group
Email: ir@fuchs.com