

Articles of Incorporation of FUCHS PETROLUB AG

as of May 5, 2010

In accordance with the resolutions passed at the Annual and Extraordinary Shareholders' Meetings and the resolutions of the Supervisory Board under Article 11, Paragraph 1 of these Articles of Incorporation:

1. General Provisions

Article 1 Company name and registered office

1. The stock corporation trades as
FUCHS PETROLUB AG
2. It has its registered office in Mannheim, Germany.

Article 2 Object of the Company

The object of the Company is the production and sale of mineral oil products and chemical products, and the conducting of all business related thereto, plus the acquisition, management and sale of shareholdings with any kind of legal status, as well as the taking on of holding or partial operative functions for affiliated and other companies in Germany and abroad, particularly in the general field of lubricants based on mineral oils and petrochemicals, of chemicals, and related technical fields.

The Company is entitled to perform all business transactions, measures and legal actions that are considered as necessary or expedient for achieving the Company's aims. It can establish branches in Germany and abroad, and found companies of an identical or similar nature.

Article 3 Financial year

The financial year is the calendar year.

Article 4 Public announcements

Announcements by the Company are made in the electronic version of the Federal Gazette (Bundesanzeiger), insofar as no other form of publication is required by law. Any duties to publish information that go beyond this remain unaffected.

2. Nominal Capital and Shares

Article 5 Nominal capital

1. The Company's nominal capital is € 70,980,000 (in words: seventy million, nine hundred and eighty thousand euros).

2. The nominal capital is divided into 11,830,000 ordinary shares and 11,830,000 preference shares.

Instead of share certificates for each individual share, the Company can issue share certificates for more than one share (multiple shares). A shareholder's entitlement to certification of his/her shares is excluded, unless certification is mandatory under the rules applying at a stock exchange where the shares are listed.

3. The Executive Board is empowered to increase the nominal capital once or several times until May 5, 2014, with the approval of the Supervisory Board, by an amount of up to € 35,490,000 by issuing up to 11,830,000 new bearer no-par-value shares through cash contributions or contributions in kind ("Authorised Capital").

The issue may comprise ordinary shares and/or preference shares without voting rights but with the same rights as specified in the Articles of Incorporation as the preference shares already issued. When issuing preference shares, Section 139, Subsection 2 of the German Stock Corporation Law (AktG) must be complied with.

The Executive Board is empowered, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription right up to an amount corresponding with 20 % of the share capital in the event of capital increases through contributions in kind.

The Executive Board shall further be empowered, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription right in the event of capital increases through cash contributions,

- a) insofar as this is necessary to balance out residual amounts resulting from the subscription ratio.
- b) insofar as this is necessary to preserve the existing ratio between the two categories of shares in the event of ordinary and preference shares being issued simultaneously.
- c) insofar as this is necessary in order to grant to the owners or creditors of convertible bonds and warrants issued by the company a right to subscribe new shares to the extent to which they would be entitled after exercising their conversion or option rights.

The Executive Board shall further be empowered, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription right up to an amount corresponding with 10 % of the share capital in the event of capital increases through cash contributions.

- d) provided the issuing amount does not significantly fall below the exchange price of shares of the same category.

The sale of treasury shares shall be credited towards this limitation of 10% of the share capital if it occurs on the basis of an authorisation in force at the time of this authorisation entering into effect or replacing this authorisation in analogous application of Section 186 (3) Sentence 4 of the German Stock Corporation Law (AktG) and excludes subscription rights. Furthermore, any shares that have been or are to be issued for the service of convertible bonds with conversion rights and/or option rights or a conversion obligation must be credited towards this limitation of 10% of the share capital, provided

the said convertible bonds were issued on the basis of an authorisation in force at the time of this authorisation entering into effect or replacing this authorisation in analogous application of Section 186 (3) Sentence 4 of the German Stock Corporation Law (AktG) and exclude subscription rights.

The Executive Board may make use of this empowerment to increase the nominal capital only on the condition that an exclusion of the shareholders' statutory subscription right will not exceed a total of 20 % of the share capital, neither at the time when this authorisation comes into effect nor – if it should be lower at that time – when it is exercised.

The Executive Board is empowered to determine, with the approval of the Supervisory Board, the further content of the share rights and the conditions governing the share issue.

4. The right is reserved to issue further preference shares, equivalent to or taking precedence over the existing non-voting preference shares in terms of distributing profits or Company assets, in accordance with Section 141, Subsection 2, Sentence 2 of the German Stock Corporation Law (AktG); the same applies to the conversion of ordinary shares into preference shares equivalent to or taking precedence over the non-voting preference shares in terms of distributing profits or Company assets.

Article 6

Share types

1. Shares are issued as bearer shares.
2. If in the case of a capital increase the relevant resolution does not specify whether the new shares are to be bearer or registered shares, they shall also be issued bearer shares.
3. In a resolution on a capital increase, the dividend rights of new shares can be specified contrary to the provisions of Section 60, Subsection 2 of the German Stock Corporation Law (AktG).

3. The Executive Board

Article 7 Composition and resolutions

1. The Company's Executive Board shall consist of at least three members.
2. The Supervisory Board appoints the members of the Executive Board and determines their number. The Supervisory Board can appoint a member of the Executive Board to Chairman of the Executive Board, as well as a member of the Executive Board to Deputy Chairman of the Executive Board.
3. The Executive Board's resolutions shall be passed by a majority of the votes. In the event of a tie, the Executive Board Chairperson shall have the casting vote.
4. The Supervisory Board can draw up Rules of Procedure for the Executive Board. Any assignments of business responsibilities shall require the Supervisory Board's approval.

Article 8 Duties of the Executive Board, legal representation of the Company

1. The members of the Executive Board shall conduct the Company's business in conformity with applicable law, the Articles of Incorporation, the Rules of Procedure for the Executive Board, and the assignment plan of business responsibilities.
2. The Company shall be legally represented by two members of the Executive Board or by one member of the Executive Board in conjunction with an authorised signatory. The Supervisory Board can grant power of sole representation to individual members of the Executive Board. The Supervisory Board can exempt members of the Executive Board from the ban on concluding legal transactions on behalf of the Company with themselves as representatives of a third party.

4. The Supervisory Board

Article 9 Composition and election of the Supervisory Board

1. The Supervisory Board is composed of six members.
2. The members of the Supervisory Board are each elected for the period lasting until the end of the Annual Shareholders' Meeting which decides on the ratification of their actions for the fourth financial year after the beginning of their term in office. The financial year in which their term of office begins is not counted in this context. Re-election is permissible.
3. Members of the Supervisory Board who have been elected by the Annual Shareholders' Meeting can be removed from office before their scheduled period in office has elapsed. The resolution shall require a majority of no less than three-

quarters of the votes cast, and three-quarters of the nominal capital carrying voting rights represented at the time of the resolution.

4. Deputy members can be elected for all Supervisory Board members representing the shareholders, who shall take the place of prematurely departing Supervisory Board members in a sequence specified when they are elected.
5. If a member of the Supervisory Board is elected in the place of a departing member, the term of the new appointment will be the remaining period of the member stepping down. If a deputy member takes the place of a departing member, his/her appointment will come to an end if a new election for the departing member is held at the next or next-but-one Annual Shareholders' Meeting after the replacement procedure with the close of this Annual Shareholders' Meeting, otherwise with expiry of the remaining term in office of the member departing.
6. Each member of the Supervisory Board can resign his/her office without explanation at one month's notice and, if good cause applies, at any time. Resignations must be submitted in writing to the Executive Board, with notification to the Chairperson of the Supervisory Board. In the event of a resignation, the above Paragraph 5 shall apply accordingly.

Article 10 The Chairperson of the Supervisory Board

1. The Supervisory Board shall, at the first meeting after its election, elect from its members a Chairperson plus one or more deputies for its term in office or for a shorter defined period. Deputies shall have the rights and duties of the Chairperson of the Supervisory Board if the latter is prevented from attending a meeting. If more than one deputy has been appointed, the order specified at their election shall apply. If the Chairperson or a deputy steps down from the Supervisory Board or from his/her office, the Supervisory Board shall immediately carry out new elections for this office.
2. Declarations of intention by the Supervisory Board shall be issued on its behalf by the Chairperson of the Supervisory Board, and if he/she is prevented from doing so, by the deputy appointed to represent the Supervisory Board Chairperson in the order specified in accordance with Paragraph 1, Sentence 3.

Article 11 Duties and prerogatives of the Supervisory Board

1. The Supervisory Board possesses all the duties and prerogatives conferred upon it by applicable law, these Articles of Incorporation or otherwise. The Supervisory Board shall be entitled to make alterations to these Articles of Incorporation which affect only the wording.
2. The Supervisory Board decides, within the framework of the Rules of Procedure concerning the Executive Board it has issued in accordance with Article 7, Paragraph 4, that the Executive Board requires the approval of the Supervisory Board for certain measures and legal transactions by the Company and/or its affiliates.
3. The Supervisory Board has the right at any time to monitor the Executive Board's entire conduct of business, and accordingly to inspect and check all books and documents, plus the Company's assets.
4. The Executive Board must make regular reports to the Supervisory Board in an appropriate manner, to the extent required under applicable law. In addition, the Supervisory Board may demand a report on matters pertaining to the Company,

to its legal and business relationships with related companies, and to business transactions being conducted within these companies, which may be of considerable importance to the Company's situation.

Article 12 Meetings and resolutions of the Supervisory Board

1. The Supervisory Board's resolutions shall in principle be passed in meetings. If the Chairperson of the Supervisory Board or his/her authorised deputy so directs, resolutions may also be passed by votes cast in writing, by telephone, by fax, by email or by other electronic means, in particular also by video-conferencing. For votes taken outside meetings, the provisions of the paragraphs below shall apply *mutatis mutandis*.
2. Meetings of the Supervisory Board shall be convened by the Chairperson, or if he/she is prevented from so doing, by his/her authorised deputy, with notification of the agenda and at two weeks' notice in writing, by fax, by telegram, by telephone or orally. In urgent cases, the Chairperson or his/her authorised deputy can shorten this period of notice respectively.
3. The Supervisory Board shall possess a quorum if at least two-thirds of its members are present for voting; these members must include the Chairperson or his authorised deputy. Supervisory Board members may vote *in absentia* if they use other Supervisory Board members to submit their written proxy.
4. Meetings shall be chaired by the Chairperson of the Supervisory Board or if he/she is prevented from attending by his/her authorised deputy. The Chairperson or his/her authorised deputy shall specify the order in which the items of the agenda are discussed, plus the nature and sequence of the voting procedure.
5. The resolutions of the Supervisory Board shall, unless otherwise required under applicable law, be passed by a simple majority of votes cast. Abstentions shall not be construed as votes cast. In the event of a tie, the Chairperson of the Supervisory Board or his/her authorised deputy shall have the casting vote; this also applies to elections.
6. Minutes shall be kept of the Supervisory Board's discussions and resolutions, to be signed by the person chairing the meeting or, in the case of votes taken outside meetings, by the person in charge of the vote. The minutes shall record the time and place of the meeting, the persons attending, the items of the agenda, and the main content of the Supervisory Board's discussions and resolutions.

Article 13 Rules of Procedure

The Supervisory Board shall specify its own Rules of Procedure in accordance with the law and these Articles of Incorporation.

Article 14 Committees

The Supervisory Board can appoint one or more committees from its midst and may transfer duties and powers to them. Insofar as permitted by law, the committees may also be given decision-making prerogatives of the Supervisory Board.

Article 15 Remuneration of the Supervisory Board

1. Apart from a refund of his/her expenses, each member of the Supervisory Board shall receive
 - a) a fixed remuneration of € 15,000 per annum;
 - b) a variable annual remuneration based on the company performance and amounting to € 100 for each full € 0.01 earnings per share (= average value of ordinary and preference shares, hereinafter referred to as "earnings per share" or "EPS") shown on the consolidated financial accounts of the financial year for which the remuneration is paid, that exceeds the minimum EPS. The minimum EPS for the business year 2006 is € 1.00 and will be increased by € 0.03 for each subsequent financial year from January 1, 2007. The variable remuneration must not be higher than twice the fixed annual remuneration.
2. The Chairperson of the Supervisory Board shall receive twice the remuneration, and the Deputy Chairperson one and a half times the remuneration as set forth in the above paragraph 1 letters a) and b). The remuneration of Supervisory Board members who have not been on the Supervisory Board for one full financial year shall be in proportion to the length of time they have served on the Supervisory Board.
3. Each member of the Supervisory Board shall also receive an attendance allowance of € 600 per Supervisory Board meeting. Each member of the committees set up by the Supervisory Board shall receive an attendance allowance of € 600, unless the respective committee meeting takes place on the same day as a meeting of the Supervisory Board in plenary session. Members of the Supervisory Board, who belong to the Audit Committee, shall receive an additional fixed remuneration of € 10,000. The Chairperson of a Committee shall receive twice and the Deputy Chairperson one and half times the amounts mentioned in Sentences 2 and 3.
4. The remuneration pursuant to the above paragraph 1 letter a) shall be payable at the end of each financial year, the attendance allowance after the respective Supervisory Board or committee meeting, the remuneration pursuant to the above paragraph 1 letter b) after the relevant resolution has been passed by the Annual Shareholders' Meeting.
5. In addition, the members of the Supervisory Board can be included in a liability insurance taken out by the Company in its own interest and maintained at appropriate levels for board members and certain senior executives. The premiums involved shall be paid by the Company.

5 The Annual Shareholders' Meeting

Article 16 Annual Shareholders' Meeting

The Annual Shareholders' Meeting shall be held at the Company's registered office or at a German stock-exchange location within the first 8 months of the financial year. It shall pass resolutions on:

- a) the appropriation of net income,
- b) ratification of the actions of the Executive and Supervisory Boards,
- c) elections to the Supervisory Board, insofar as these are scheduled,
- d) appointment of the external auditors,

- e) other items of the agenda, particularly in the legally specified cases relating to approval of the annual financial statements.

Article 17 Convening

1. Annual Shareholders' Meetings shall be called by the Executive Board or the Supervisory Board.
2. The Annual General Meeting shall be convened at least 36 days prior to the day of the Annual General Meeting itself. The day of the Annual General Meeting itself and the day on which it is convened do not count toward these days.

Article 18 Right to attend

1. Shareholders whose registration reaches the Company in text form (Section 126b of the German Civil Code (BGB)) at the address specified in the invitation in German or English at least six days prior to the Annual General Meeting are entitled to participate in the Annual General Meeting and exercise voting rights. The day on which registrations are received and the day of the actual Annual General Meeting do not count toward these six days. A shorter period, to be specified in days, can also be defined when inviting shareholders to the Annual General Meeting.
2. Details regarding the registration and the issue of the voting slips must be included in the invitation.
3. The shareholders will need to provide evidence that proves that they have a right to attend the Annual Shareholders' Meeting and to exercise their voting rights. This proof must be delivered in the form of a written German or English certificate (§ 126 b German Civil Code / BGB) which is issued by the institute that maintains the securities account and which confirms the ownership of shares. The special proof of ownership of shares must refer to the start of the 21st day prior to the Annual General Meeting and be received by the Company at the address specified in the invitation at least six days prior to the Annual General Meeting (record date). The day of the Annual General Meeting itself and the day on which said proof of ownership of shares is received do not count toward these days here." A shorter period, to be specified in days, can also be defined when inviting shareholders to the Annual General Meeting.
4. Voting rights can be exercised by a voting representative (proxy). The granting of power of attorney, its revocation and the provision of evidence of the authorization to the Company must be made in writing. The details on granting of proxy, its revocation and provision of evidence of the authorization to the Company are announced when convening the Annual General Meeting, in which a simplification can also be set out. Section 135 of the German Stock Corporation Act (AktG) remains unaffected.

Article 19 Voting rights

Each ordinary share shall grant one vote in the Annual Shareholders' Meeting. If non-voting preference shares have been issued, such shares shall grant voting rights only in circumstances specified under the law, in which case each preference share shall likewise grant one vote.

Article 20 Conducting the Annual General Meeting, video and audio broadcast

1. Annual Shareholders' Meetings will be chaired by the Chairperson of the Supervisory Board. If he/she is unable to attend, his/her authorized deputy or a member of the Supervisory Board nominated by the Chairperson of the Supervisory Board will take the chair.
2. The Chairperson will be in charge of the meeting and will decide the sequence of the agenda items and the mode and form of the voting. He shall be entitled to reduce the shareholders' right to speak and ask questions to a reasonable level.
3. The Executive Board is authorized to have a video or audio broadcast made of the Annual General Meeting, in its entirety or in part.

Article 21 Resolutions

1. The Annual Shareholders' Meeting will pass resolutions by a simple majority of votes cast and – insofar as a capital majority is required – by a simple majority of the vote-bearing capital stock represented when the resolution is taken, unless the law or the Company's Articles of Incorporation lay down another compulsory procedure. In the event of a tie, the respective motion shall be construed as rejected. Abstentions shall not be regarded as votes cast.
2. If in an election the first round of voting does not produce a simple majority, a second round of voting shall be held between the two candidates receiving the highest numbers of votes. This second round shall be decided by the highest number of votes.

6 Accounting, Appropriation of Profits

Article 22 Accounting

The Executive Board must in the first three months of the financial year prepare the annual financial statements for the past financial year (balance sheet, income statement and notes), plus the management report.

Article 23 Appropriation of profits

1. The Company's profits will, in the event that non-voting preference shares have been issued, be appropriated in the following sequence:
 - a) to pay any overdue dividend amounts due to non-voting preference shares from previous years,
 - b) to pay a preferred dividend of € 0.14 per no-par-value preference share,
 - c) to pay an initial dividend of € 0.08 per no-par-value ordinary share,
 - d) to pay equal dividends on ordinary and non-voting preference shares insofar as the Annual Shareholders' Meeting does not decide upon a different appropriation scheme.
2. If new shares are issued, different profit appropriation rights may be specified.

3. Insofar as the Company has issued profit-sharing certificates and bearers of these profit-sharing certificates are entitled to a pay-out from the net profit as laid

down in the relevant profit-sharing certificate terms and conditions, shareholders shall not be entitled to this portion of the net profit (Section 58, Subsection 4 of the German Stock Corporation Law).

7. Contributions in Kind, Incorporation Expenditure

(Although the incorporation expenditure provisions of Articles 24 and 25 are now of purely historical interest, they have to be formally retained as part of these Articles of Incorporation pursuant to Section 26 of the German Stock Corporation Law (AktG); they are not printed here, however. Interested persons can inspect these provisions at FUCHS PETROLUB AG, Public Relations Department, Friesenheimer Str. 17, 68169 Mannheim, Germany, or in the Mannheim Commercial Register, Mannheim District Court – Commercial Register – A 2, 8, 68149 Mannheim, Germany.)