

Remuneration of the Supervisory Board members (Remuneration System for the Supervisory Board members 2023)

The remuneration of the members of the Supervisory Board is set out in Section 12 of the Articles of Association of SGL Carbon SE. Subject to the approval of the Annual General Meeting of SGL Carbon SE on May 9, 2023, the remuneration system shall be amended as explained below and shall be structured as follows:

Each ordinary member of the Supervisory Board shall receive a fixed annual remuneration of Euro 55,000.00 in addition to the reimbursement of his/her expenses. So far, a remuneration of Euro 50,000.00 has been provided for.

The assumption of a position on the Supervisory Board associated with additional responsibility and workload, namely the chairmanship, the deputy chairmanship as well as a membership or the chairmanship of the Personnel Committee or the Audit Committee of the Supervisory Board, shall be compensated by a higher or additional fixed remuneration:

- The fixed remuneration for the Chairperson of the Supervisory Board shall amount to Euro 125,000.00 per year and for the Deputies to Euro 82,500.00 per year.
- In addition, a membership in the Personnel Committee shall be remunerated with Euro 8,000.00 per year, a membership in the Audit Committee with Euro 12,000.00 per year. Notwithstanding the above, the additional remuneration for the Chairperson of the Personnel Committee shall be Euro 12,000.00 and for the Chairperson of the Audit Committee Euro 24,000.00 per year.

In addition, the Company shall grant the members of the Supervisory Board an attendance fee of Euro 1,250.00 for their participation in a meeting of the Supervisory Board. Finally, the Company shall include the members of the Supervisory Board in the coverage of a liability insurance policy for pecuniary losses taken out by the Company; this insurance provides for a deductible of 10% of the damage up to at least the amount of one and a half times the fixed annual remuneration for the member of the Supervisory Board.

The Supervisory Board remuneration determined in accordance with the Articles of Association is based on the following Supervisory Board Remuneration System:

The share of the fixed remuneration components in the remuneration amounts to 100% in the existing system of Supervisory Board remuneration, the variable share is 0%. The Company considers this fixed remuneration without a variable, success-related remuneration component to be appropriate, not least due to the consideration that the workload and the risk profile of the Supervisory Board activity increases in difficult Company circumstances; and in such a situation, misdirected incentives should not be set by a decrease in remuneration. Moreover, the appearance is to be avoided that the Supervisory Board is not acting independently when performing its controlling function, which could be the case, if there are parallel structures of target-oriented remuneration for the Board of Management and the Supervisory Board. The same consideration also applies with regard to the shareholding requirements for Supervisory Board members, which do not exist for this reason. This stability in the remuneration of the Supervisory Board, which is not affected by fluctuations in business development therefore with regard to their consulting and monitoring function, appears to the Company to be particularly suitable for promoting the long-term development of the Company. It thus serves as a structural balance to the Board of Management remuneration, which to a large degree has a variable nature related to the business strategy. The Board of Management and the Supervisory Board also believe that the specific design of the remuneration system for the Supervisory Board in detail is appropriate in view of the tasks of the Supervisory Board members and the Company's situation.

The Supervisory Board remuneration, including the fixed remuneration for the membership or the chair in the Personnel or Audit Committee shall be granted to the members of the Supervisory Board during their term of office on the basis of this corporate legal relationship and shall be due and paid out at the end of the fiscal year with respect to the fixed annual remuneration, with regard to the attendance fees in each case after the respective meetings. Supervisory Board members may be dismissed subject to the pertinent statutory requirements, and they may resign prematurely. In the event of a departure from the Supervisory Board during a year, the pro rata annual compensation for this time period shall be due and payable with the departure. There is no further compensation for dismissals or provisions for remuneration following their term of office.

The remuneration system for the Supervisory Board will be reviewed regularly as needed, but at least every four years by the Supervisory Board and by the Board of Management. In doing so, the existing remuneration will be compared with the development of the Supervisory Board remuneration of comparable companies, for example, the development of the remuneration of SDAX companies. With planned changes, and otherwise no later than every four years, the Board of Management and the Supervisory Board will submit the remuneration for the Supervisory Board to the Annual General Meeting for a resolution on the remuneration of the Supervisory Board, be it by way of a proposal to amend the Articles of Association, to approve the remuneration by a resolution adopted by the Annual General Meeting, or by way of a confirmation of the existing remuneration of Supervisory Board. All members of the Board of Management and the Supervisory Board are obligated to disclose any conflicts of interest in accordance with the pertinent rules of internal procedure.

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