



Invitation and Agenda

Annual General Meeting 2025

SGL CARBON SE
Wiesbaden, Germany

Unique identifier: SGLoHV052025

– German Securities Code Number (WKN) 723530 –

– ISIN DE0007235301 –

– WKN A40ZTP –

– ISIN DE000A40ZTP6–

Shareholders of our Company are hereby invited to the

Annual General Meeting

to be held on Wednesday, **May 21, 2025**, at **10.00 a.m. CEST**

The Annual General Meeting will be held as a virtual general meeting in accordance with Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG). A physical presence of the shareholders and their proxies (except for the proxies nominated by the Company (*Stimmrechtsvertreter der Gesellschaft*)) at the location of the Annual General Meeting is excluded. Instead, the shareholders and their proxies can connect to the meeting electronically via the password-protected AGM internet service on the Company's website and exercise their rights by means of electronic communication in accordance with the provisions and explanations contained below (after the Agenda).

Agenda

- 1. Presentation of the adopted annual financial statements of SGL Carbon SE and the approved consolidated financial statements of SGL Group for the year ended December 31, 2024, the management reports of SGL Carbon SE and SGL Group for fiscal year 2024, the report of the Supervisory Board, the report pursuant to Sections 289a, 315a of the German Commercial Code (HGB).**

There will be no resolution by the Annual General Meeting on Item 1 of the Agenda. On March 18, 2025, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2024 presented by the Board of Management. The annual financial statements were thus adopted pursuant to Section 172 AktG. The consolidated financial statements were also approved by the Supervisory Board at its meeting on March 18, 2025. The aforementioned documents must only be presented to the Annual General Meeting and serve as information.

- 2. Resolution approving the actions of the Board of Management during fiscal year 2024.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Board of Management during fiscal year 2024 be approved.

- 3. Resolution approving the actions of the Supervisory Board during fiscal year 2024.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Supervisory Board during fiscal year 2024 be approved.

4. Appointment of the Auditor and Group Auditor for fiscal year 2025 and the Auditor for the possible review of interim financial information.

The Supervisory Board – based on its Audit Committee’s recommendation – proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany,

- a) as auditor of the financial statements of SGL Carbon SE and of the consolidated financial statements of SGL Group for fiscal year 2025,
- b) in the event of a review (prüferische Durchsicht) of the condensed set of financial statements and the interim management report (Sections 115 (5) and 117 no. 2 German Securities Trading Act (Wertpapierhandelsgesetz – WpHG)) for the first six months of fiscal year 2025 as auditor for such review; and
- c) in the event of a review (prüferische Durchsicht) of additional interim financial information (Sections 115 (7) and 117 no. 2 WpHG) for fiscal year 2025 as well as for fiscal year 2026, if and to the extent such interim financial information are issued before the 2026 Annual General Meeting, as auditor for such review.

The Audit Committee has declared that its recommendation had not been improperly influenced by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of Audit Regulation (EU) No. 537/2014 has been imposed on it.

5. Appointment of the Auditor for the Sustainability Reporting for fiscal year 2025.

The Supervisory Board – based on its Audit Committee’s recommendation – proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor of the sustainability reporting for the 2025 financial year.

The election of the auditor for the sustainability reporting for the 2025 financial year is made as a precautionary measure in the event that the German legislator, in implementing Article 37 of the EU Statutory Audit Directive 2006/43/EC as amended by Directive (EU) 2022/2464 of December 14, 2022 regarding corporate sustainability reporting, should require an explicit election of the auditor of the sustainability reporting by the Annual General Meeting, i.e. if the audit of the sustainability reporting is not in any case the responsibility of the statutory auditor pursuant to the German implementation act.

6. Election of Supervisory Board Members.

The mandates of Mr. Denoke and Mr. Eichler in the Supervisory Board expire at the end of the Annual General Meeting 2025 in accordance with the applicable term limits. Accordingly, two seats on the Supervisory Board are to be filled by this year’s Annual General Meeting. Mr. Denoke shall be proposed to the Annual General Meeting for reappointment, while Mr. Eichler has reached the maximum term of office stipulated by the Supervisory Board and will therefore leave at the end of his current term of office. Dr. Bästlein shall be appointed as his successor.

Pursuant to Art. 40 (2), (3) of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE-VO), Section 17 SE Implementation Act (SE-Ausführungsgesetz, SEAG), Section 21 (3) SE Participation Act (SE-Beteiligungsgesetz, SEBG), Section 15.2 of the Agreement on the Participation of Employees in SGL Carbon SE of February 1, 2018 (Employee Participation Agreement), and Section 8 (1) of the Articles of Association of the Company, the Supervisory Board comprises eight members. Of these eight members, four Supervisory Board members being representatives of the employees are to be appointed by the SE Works’ Council (Sections 16.1, 18.3 of the Employee Participation

Agreement). The four Supervisory Board members representing the shareholders´ are appointed by the Annual General Meeting (Art. 40 (2) SE-VO).

In addition, each gender must also have at least 30% of the seats in the Supervisory Board of SGL Carbon SE (Section 17 (2) SEAG). This gender quota must be fulfilled separately by the bench of the shareholder representatives and by the bench of the employee representatives, unless, as an exception, the shareholder and employee sides in the Supervisory Board agree for a joint fulfilment within the whole plenum before an election (Section 16.3 Employee Participation Agreement). In the present case, no joint fulfilment has been agreed so that – with a corresponding application of the rounding rule of Section 96 (2) sentence 4 AktG – at least one man and one woman must be represented on both the shareholder and the employee representatives´ side. On the shareholder representative´s side, both genders are represented regardless of the appointment of new Supervisory Board members at the Annual General Meeting 2025, meaning that there are no restrictions with regard to the upcoming election at the Annual General Meeting 2025 based on the gender quota.

The Supervisory Board proposes – based on the recommendation of its Nomination Committee and taking into account its competences profile and its diversity concept as well as its objectives for the composition of the Supervisory Board – that the following individuals be elected as members of the Supervisory Board representing the shareholders:

- 6.1. **Mr. Georg Denoke**; Munich, Germany; Managing Director and CEO ATON GmbH, Munich, Germany, and
- 6.2. **Dr. Sönke Bästlein**; Frankfurt/Main, Germany; Managing Director and CFO Vivlion GmbH, Frankfurt/Main, Germany.

each for a term starting with the end of the Annual General Meeting on May 21, 2025 until the end of the Annual General Meeting which resolves the approval of actions of the Supervisory Board members in respect of fiscal year 2029, but for no longer than five years since the beginning of his or her term.

The Annual General Meeting shall vote on the election of Supervisory Board members on an individual basis (*Einzelwahl*).

In the event of his election, Mr. Denoke will be proposed as a candidate for the chair of the audit committee of the Supervisory Board as well as candidate for the deputy chair of the Supervisory Board during the constitution of the new Supervisory Board.

The Supervisory Board has assured with the candidates that they will be able to spend the time expected for the office.

Further details regarding the candidates for election to the Supervisory Board can be found in this document below following the Agenda.

7. Approval of the Remuneration Report for fiscal year 2024.

The Company´s Board of Management and its Supervisory Board annually issue a Remuneration Report in accordance with Section 162 AktG. The Remuneration Report must be presented to the Annual General Meeting for approval pursuant to Section 120a (4) AktG. The Remuneration Report has been reviewed by the Auditor to verify that the necessary information according to Section 162 (1), (2) AktG has been provided. The Auditor´s opinion on such review of the Remuneration Report is attached to it.

You will find the Remuneration Report including the Auditor's opinion on our website at www.sglcarbon.com/agm starting with the convocation of the Annual General Meeting. The Remuneration Report will also be available there during the Annual General Meeting.

The Supervisory Board and the Board of Management propose that the following resolution is adopted:

The Remuneration Report for fiscal year 2024, which has been prepared and audited in accordance with Section 162 AktG, be approved.

8. Resolution on the amendment of the Articles of Association to renew the authorization of the Board of Management to hold virtual Annual General Meetings.

According to Section 13 (2) of the Articles of Association of the Company, the Management Board is authorized to provide for the Annual General Meeting to be held as a virtual Annual General Meeting without the physical presence of the shareholders or their agents (virtual Annual General Meeting). This authorization was adopted by the ordinary Annual General Meeting 2023 with a majority of 98.11%. It has a duration of around two years until the end of the June 30, 2025. Given its imminent expiration it is therefore to be renewed. The new authorization is to be granted for a period of approximately two years, in compliance with legal requirements and the current expectations of various investors, shareholder associations and proxy advisers.

The Board of Management and the Supervisory Board are of the opinion that the virtual Annual General Meeting adequately safeguards the rights of shareholders and can be a practicable and, at the same time, shareholder-friendly alternative to the classic attendance Annual General Meeting. Similar to an attendance Annual General Meeting, the virtual format enables a direct interaction between shareholders and administration during the meeting, by way of video communication or electronic communication. Shareholders in a virtual Annual General Meeting have the rights to speak, ask questions and make motions as they do at an in-person meeting. In the opinion of the Management Board and the Supervisory Board, these technical possibilities of a virtual Annual General Meeting were also well received by our shareholders at the last two shareholder meetings of SGL Carbon SE and have proven their worth.

Against this background, the Articles of Association shall continue to authorize the Board of Management to decide on the format of future Annual General Meetings on a case-by-case basis. In this way, a flexible decision is possible in the interest of the Company. The Board of Management will make its decision taking into account the interests of the Company and its shareholders and will in particular consider the protection of shareholder rights, the agenda of the meeting, effort and costs, aspects of health protection as well as sustainability factors.

Should the decision be in favor of the virtual format, the Board of Management will also decide on the exact form, in particular the shareholders' right to ask questions, within the permissible legal framework. From today's perspective, the intention is that shareholders should ask their questions during the virtual Annual General Meeting - as is also planned for this year's ordinary Annual General Meeting 2025. This means that the possibility of shifting the primary right to ask questions to the run-up to the Annual General Meeting - while granting (only) a right to ask follow-up questions or to ask questions back during the Annual General Meeting - tends not to be used. However, it is pointed out that the Board of Management is entitled and obliged to critically review its current assessment when convening any future virtual Annual General Meeting and to revise it if necessary.

The Board of Management will closely align its decision on the format of the respective Annual General Meeting with the Supervisory Board, as it has been the case so far.

The Board of Management and the Supervisory Board therefore propose to resolve as follows:

Section 13 (2) of the Articles of Association shall be amended and restated as follows:

The Board of Management is authorized for Annual General Meetings to be held up to the end of June 30, 2027 to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting)."

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Reports, Annexes to the Agenda

[Curricula Vitae and additional information on the Supervisory Board candidates proposed for election under Agenda Item 6 \(including information according to Section 125 \(1\) sentence 5 AktG\)](#)

Mr. Georg Denoke

(current) Deputy Chairman of the Supervisory Board

Supervisory Board member since 2015, last time elected on June 16, 2020

Managing Director and Chief Executive Officer of ATON GmbH, Munich, Germany (*not publicly listed*)

Membership in other domestic supervisory boards whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises

- EDAG Engineering Group AG, Arbon, Switzerland (Chair of the Administrative Board (*Verwaltungsratsvorsitzender*)) (*publicly listed*) (ATON GmbH group board membership)
- EDAG Engineering Holding GmbH, Munich, Germany (Chair) (ATON GmbH group board membership)
- EDAG Engineering GmbH, Wiesbaden, Germany (Chair) (ATON GmbH group board membership)
- Ziehm Imaging GmbH, Nürnberg, Germany (Chair) (ATON GmbH group board membership)

Other material activities besides Supervisory Board mandate

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Curriculum Vitae

Year and Place of Birth: 1965, Northeim, Germany

Nationality: German

Eduction: Degree in Business Administration (BA), Cooperative State University
Baden-Wuerttemberg, Germany (1989)

Degree in Information Science, University of Konstanz, Germany (1992)

Professional Career

- since 2018: Managing Director and Chief Executive Officer of ATON GmbH, Munich, Germany
- 2006–2016: Member Board of Management, CFO, Employment Director, Linde AG, Munich, Germany
- 2004–2006: Member Divisional Board, Division Gases & Engineering, Linde AG, Munich, Germany
- 2001–2004: Chief Executive Officer, CEO APOLLIS AG, Munich, Germany
- 1993–2001: Mannesmann AG, Duesseldorf, Germany / Vodafone Group plc, Newbury, UK
 - since 2000: Managing Director TeleCommerce & IT, Member of the European Board of Vodafone Group plc
 - since 1999: Head of Corporate Communications & Investor Relations, Mannesmann AG
 - since 1997: Head of Corporate Controlling, Mannesmann AG
- 1986–1990: Mannesmann Kienzle GmbH, Villingen, Germany, in parallel study of business administration

Key expertise in competences profile of Supervisory Board

Accounting and Audit; SGL business units / customer industries; Strategy / Corporate Governance / M&A; Compliance / Internal Control and Risk Management; innovation / digitalization; HR and leadership development; international business experience

Mr. Denoke meets the requirements of Section 100 (5) German Stock Corporation Act and of the recommendations C.6 para 2, C.10 and D.3 of the German Corporate Governance Code in terms of independence and expertise in the areas of accounting and audit.

Mr. Denoke has been a member of the Supervisory Board since 2015, i.e. at the time of the convocation of the Annual General Meeting for about ten years. During these ten years, Mr Denoke was a member and chairman of the Audit Committee of the Supervisory Board. He not only has expertise in the areas of accounting and audit, but also considerable experience in its specific role in the Audit Committee, which is in the best interest of the Company to be made use of during a further term of office. During his next term of office, as proposed under item 6 of the agenda, Mr Denoke would belong to the Supervisory Board for more than twelve years. According to the shareholder representative's side of the Supervisory Board, this situation does neither currently nor prospectively question Mr. Denoke's independence vis-à-vis the Company as well as vis-à-vis the Management Board. Mr Denoke's previous actions in office demonstrate that he has employed the necessary critical distance to the Management Board at any time, as well as used the necessary clear, watchful and critical view in its supervision – also and particularly in his role as a member and chairman of the Audit Committee. According to the opinion of the shareholder representative's side of the Supervisory Board, this can also be expected for a future full term of office.

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Dr. Sönke Bästlein

currently no member of the Supervisory Board of SGL Carbon SE
Managing Director and CFO of Vivlion GmbH, Frankfurt/Main, Germany (*not publicly listed*)

Membership in other domestic supervisory boards whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises

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Other material activities besides Supervisory Board mandate

- Chairman Advisory Board Exxeta AG, Karlsruhe, Germany (*not publicly listed*)

Curriculum Vitae

Year and Place of Birth: 1960, Leverkusen, Germany

Nationality: German

Education: Diploma (Dipl.-Ing.) in Mechanical (Process) Engineering at RWTH Aachen, Germany
PhD (Dr. rer. pol.) in Business Administration at Goethe University Frankfurt/Main, Germany

Professional Career

- since 9/2022 CFO & Managing Partner of Vivlion GmbH, Frankfurt/Main, Germany
- since 2/2024 Chairman of the Advisory Board of Exxeta AG, Karlsruhe, Germany
- since 4/2017 Lecturer for 'Equity Governance' at the Faculty for Economics and Business Administration of Goethe University Frankfurt/Main, Germany
- 2008 – 2024 Member of the Advisory Council (incl. the Economic & Financial Committee) of Goethe University Frankfurt/Main, Germany
- 2013 – 2015 Head of Corporate Advisory at MainFirst Bank AG, Frankfurt/Main, Germany
- 2008 – 2013 Partner at Nordic Capital, Stockholm / MD of NC Advisory GmbH Frankfurt/Main, Germany
- 1991 – 2008 Senior Partner at McKinsey & Company, Inc., Frankfurt/Main, Germany
- 1986 – 1991 Process Engineer at Uhde GmbH (Hoechst AG), Bad Soden, Germany

Key expertise in competences profile of Supervisory Board

SGL business units / customer industries; Strategy / Corporate Governance / M&A; innovation / digitalization; sustainability; international business experience

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With regard to the recommendation C.13 of the German Corporate Governance Code, the following is declared:

According to the assessment of the Supervisory Board, none of the candidates proposed by the Supervisory Board have any personal or business relationships with SGL Carbon SE or its group companies, the Board of Management of SGL Carbon SE or any material shareholder of SGL Carbon SE that must be disclosed in accordance with recommendation C.13 of the German Corporate Governance Code.

The curricula vitae of Mr. Denoke and Dr. Bästlein are also available on the website of the Company at www.sglcarbon.com/agm.

Additional Information and Details

Documents and information pursuant to Section 124a German Stock Corporation Act

The following documents are available online at www.sglcarbon.com/agm from the day on which the Annual General Meeting is convened:

- Annual financial statements of SGL Carbon SE, consolidated financial statements of SGL Carbon Group, management reports of SGL Carbon SE and SGL Carbon Group, report of the Supervisory Board, report pursuant to Sections 289a and 315a HGB, in each case for the 2024 fiscal year
- Supplementary information (including curricula vitae) on the Supervisory Board candidates proposed under agenda item 6
- Remuneration Report 2024
- Auditor's Report on the Remuneration Report 2024

The other information pursuant to Section 124a German Stock Corporation Act is also available at the above Internet address.

Shares and voting rights

On the date of the invitation convening the Annual General Meeting, the Company's share capital is composed of 122,341,478 no-par value bearer shares, each of which will generally convey one vote. Of the total number of shares, the Company holds 70,501 treasury shares without rights.

Virtual Annual General Meeting

On the basis of the authorization in Section 13 (2) of the Company's Articles of Association, the Board of Management has decided to hold the Annual General Meeting as a virtual Annual General Meeting pursuant to Section 118a (1) sentence 1 AktG. All members of the Management Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration. A physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting is excluded.

Attendance at the Annual General Meeting

Shareholders intending to participate in the virtual Annual General Meeting or to exercise their voting rights in accordance with the regulations and further details set forth below, must register themselves – personally or through a proxy – prior to the meeting. The registration must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is May 14, 2025 (24:00 hours CEST).

Furthermore, shareholders must provide evidence of their entitlement to participate in the Annual General Meeting. For this purpose, a proof of their shareholding issued in text form by the ultimate intermediary pursuant to Section 67c (3) AktG shall be sufficient. The verification must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the verification is received), which is May 14, 2025 (24:00 hours CEST).

According to Section 15 (2) of the Articles of Association of the Company, the verification of the shareholding must relate to the close of business on the 22nd day before the meeting (Verification Date), i.e. to the close of business on April 29, 2025; based on the legislation materials of the Future Finance Act of December 11, 2023 (ZuFinG), close of business means 24:00 hours (CEST).

The registration and verification of shareholding must be sent to:

SGL Carbon SE
c/o Computershare Operations Center
80249 München
Germany

E-mail: anmeldestelle@computershare.de

Upon due receipt of the registration and the verification of shareholding, the Company will send registration confirmations for the Annual General Meeting to the shareholders.

For the registration and verification of shareholdings on the alternative possible communication path via intermediaries pursuant to Section 67c AktG, see below under "Communication via intermediaries".

Significance of the verification date

Pursuant to Section 123 (4) sentence 5 AktG, persons shall only be deemed to be shareholders for purposes of participating in the (virtual) Annual General Meeting and exercising voting rights if they have provided proper verification as to their shareholding within due time. For this reason, the Company may prevent a person from participating in the (virtual) Annual General Meeting and from exercising voting rights if such verification is not produced at all or not in due time. Shares will not be blocked upon registration for the Annual General Meeting but will remain freely transferable. Participation rights as well as the amount of voting rights will be governed exclusively by the shareholder's shareholdings on the Verification Date; even in the event of a full or partial disposal of shareholdings after the Verification Date. This means that share disposals after the Verification Date have no effect on the entitlement to participate or on the amount of voting rights. The same applies for initial or additional acquisitions of shares after the Verification Date. A person who does not hold shares as of the Verification Date and only becomes a shareholder thereafter will not be entitled to participate in the Annual General Meeting or exercise voting rights.

Access to the AGM Internet Service

After timely receipt of their registration and proof of shareholding in the Company at the above address or e-mail address, or in case the communication via intermediaries is utilized by using the SWIFT-address set forth below, shareholders will be sent registration confirmations for the virtual Annual General Meeting, which will contain, among other things, the personalized access data for the password-protected AGM Internet Service of the Company. The AGM Internet Service will be available from April 29, 2025 at the following internet address:

www.sglcarbon.com/agm

Shareholders and shareholder representatives can follow the video and audio transmission of the Annual General Meeting via the AGM Internet Service and exercise various shareholder rights, including the right to vote (either by electronic postal vote or by authorization and instruction of the Company's proxies), the right to ask questions, the right to speak and the right to object. Details on this can be found in the following sections. If the password-protected AGM Internet Service is used during the virtual Annual General Meeting on May 21, 2025, i.e. between the opening of the Annual General Meeting and its closing by the Chairperson of the meeting, the shareholders or shareholder representatives are electronically connected to the virtual Annual General Meeting for the duration of the use within the meaning of Section 121 (4b) sentence 1 AktG.

In order to ensure timely receipt of the registration confirmations, we ask shareholders to ensure early registration and transmission of the proof of their shareholding to the Company.

Process of voting by postal vote

Shareholders or shareholder representatives can vote without attending the virtual Annual General Meeting (postal vote). The prerequisite for exercising voting rights by postal vote is compliance with the formalities and deadlines stipulated for registering for the Annual General Meeting (see above under "Attendance at the Annual General Meeting").

- a) For the transmission of postal votes and/or their revocation or modification, the Company – on the one hand – offers the password-protected AGM Internet Service at www.sglcarbon.com/agm, which is also available on the day of the virtual Annual General Meeting until the point of time during the meeting, when the Chairperson of the meeting concludes the voting process. Shareholders can find the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.
- b) On the other hand, postal votes can be exercised, as well as revoked or modified, by their transmission to the Company in writing or by e-mail until May 20, 2025 (24:00 hours CEST) at the address or email address

SGL Carbon SE
c/o Computershare Operations Center
80249 München
Germany
E-Mail: anmeldestelle@computershare.de

In this case, we kindly ask our shareholders to use the form for voting which is sent to the shareholders together with their registration confirmation after due registration. The registration confirmation also contains further details and information on postal voting.

For the exercise of postal votes under this lit b) on the alternative possible communication path via intermediaries pursuant to Section 67c AktG, see below under “Communication via intermediaries”.

Process of voting by Proxy

Shareholders may have their voting rights exercised by an authorized representative, in particular through the proxies designated by the Company, but also, e.g. by an intermediary, a shareholders' association, proxy advisors, or other third parties (who, for this year's virtual Annual General Meeting, however, must then utilize the proxies designated by the Company (see below under lit. d) and/or exercise the voting rights by postal vote). The prerequisite for exercising voting rights by an authorized representative is also compliance with the formalities and deadlines stipulated for registering for the Annual General Meeting (see above under “Attendance at the Annual General Meeting”).

Shareholders who would like to avail themselves of the possibility of voting through an authorized representative are particularly advised of the following:

- a) A power of attorney that is not issued to an intermediary (e.g., a credit institute), a proxy advisor, a shareholders' association, or any other person equivalent to them pursuant to Section 135 AktG must be issued in text form. The same applies to the revocation of the power of attorney and the evidence of the authorization to the Company.

If a shareholder intends to authorize an intermediary (e.g. a credit institute), proxy advisors, a shareholders' association, or any other person equivalent to them pursuant to Section 135 AktG, we advise that the required form of the power of attorney is agreed in good time with the person or institution to be authorized as they may require a special form of power of attorney for their services. In this case, the representative's evidence of the authorization will be subject to Section 135 (5) sentence 4 AktG.

Please note that your authorized representatives (including intermediaries, proxy advisors, shareholders' associations, or other persons equivalent to them pursuant to Section 135 AktG) must use the proxies designated by the Company or postal votes to vote for this year's virtual Annual General Meeting.

- b) For granting or revoking powers of attorney, the Company also provides its password-protected AGM Internet Service at www.sglcarbon.com/agm, which will also be available on the day of the virtual Annual General Meeting until the termination of the Annual General Meeting. The shareholders can find the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.
- c) In addition, the power of attorney and its revocation may either be declared in text form toward the Company at the following address or E-mail address

SGL Carbon SE
c/o Computershare Operations Center
80249 München
Germany

E-Mail: anmeldestelle@computershare.de

or in text form to the authorized representative. If the power of attorney is granted to the authorized representative, evidence of the authorization in text form must be furnished to the Company. Such evidence may be submitted to the Company at the above address (also by way of E-mail), as mentioned above. To facilitate voting by an authorized representative, shareholders will receive a proxy form together with the registration confirmation for the virtual Annual General Meeting, which may be used for the authorization.

For granting a power of attorney and its revocation under this lit c) on the alternative possible communication path via intermediaries pursuant to Section 67c AktG, see below under "Communication via intermediaries".

- d) We also offer our shareholders the opportunity to authorize **proxies designated by the Company** (*Stimmrechtsvertreter der Gesellschaft*) for exercising their voting rights. If authorized by a shareholder, the proxies designated by the Company will exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given.
- Shareholders intending to make use of this alternative may – on the one hand – use the password-protected AGM Internet Service at www.sglcarbon.com/agm, which will also be available on the day of the virtual Annual General Meeting until the voting begins. Shareholders can find the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.
 - On the other hand, shareholders can also use the proxy form, which they receive together with the registration confirmation for the virtual Annual General Meeting, to issue a power of attorney and instructions to the proxies designated by the Company. In this case, the completed form must be received by the Company by May 20, 2025 (24:00 hours CEST) at the address or email address set forth above under lit. c). Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies designated by the Company together with their registration confirmation.

For issuing a power of attorney and instructions to the proxies designated by the Company under this lit d) second indent on the alternative possible communication path via intermediaries pursuant to Section 67c AktG, see below under "Communication via intermediaries".

Please note that the proxies designated by the Company do not accept any requests to speak or ask questions, to submit motions or to object to resolutions of the Annual General Meeting.

Communication via intermediaries

In addition to the other communication ways described above, the registration to the Annual General Meeting, the verification of the shareholding, the postal vote and issuing a power of attorney and instructions to the proxies designated by the Company may – pursuant to Section 67c AktG in conjunction with Commission Implementing Regulation (EU) 2018/1212 – also be transmitted to the Company via intermediaries in ISO format 20022 (SWIFT: CMDHDEMXXX). The use of the SWIFT communication requires an authorization via the SWIFT Relationship Management Application (RMA).

If this communication way is used, the registration to the Annual General Meeting and the verification of the shareholding must also be received by the Company within the period specified above for the receipt of the registration or verification, i.e. until May 14, 2025 (24:00 CEST).

If this communication way is used, a postal vote or issuing a power of attorney and instructions to the proxies designated by the Company must also, for organizational reasons, be received within the abovementioned timelines until May 20, 2025 (24:00 CEST).

Shareholders can ask their (last) intermediary, i.e. usually at their deposit bank, about the details of this communication way.

Public transmission of the Annual General Meeting

The entire Annual General Meeting on May 21, 2025 will be webcasted in audio and video for the duly registered shareholders and/or their authorized representatives via the password-protected AGM Internet Service at www.sglcarbon.com/agm.

The Annual General Meeting is hereby webcasted from the Company's headquarter, Söhnleinstrasse 8, 65201 Wiesbaden, Germany. The notary commissioned to certify the Annual General Meeting will also be present there.

In addition, shareholders and other interested persons may follow the speech by the Chairman of the Board of Management at the Annual General Meeting on May 21, 2025 outside of the password-protected AGM Internet Service at www.sglcarbon.com/agm.

Shareholders' Rights:

On the occasion of this year's virtual Annual General Meeting, shareholders or shareholder representatives have, among others, the following rights:

Complementary motions regarding the agenda

Pursuant to Article 56 SE-VO, Section 50 (2) SEAG and Section 122 (2) German Stock Corporation Act, shareholders whose shares, taken together, reach the twentieth share of the registered share capital of the Company or the proportionate share in the Company's registered share capital of at least Euro 500,000 (which is equal to 195,313 no-par value shares of the Company) may request that items be put on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution.

Such a request for inclusion on the agenda is to be addressed to the Board of Management and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting, i.e., by no later than April 20, 2025 (24:00 hours CEST). We kindly ask that such requests are sent to the following address:

SGL Carbon SE
Board of Management
Group Legal
Soehnleinstrasse 8
65201 Wiesbaden / Germany

Counter motions or election proposals

Shareholders may submit counter motions and election proposals within the meaning of Sections 126, 127 AktG to resolutions proposed by the Board of Management and/or the Supervisory Board. Counter motions and election proposals submitted at least 14 days prior to the Annual General Meeting, i.e., no later than May 6, 2025 (24:00 hours CEST) exclusively at the following address or e-mail address

SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden / Germany

E-mail: HV2025@sglcarbon.com

that meet the other requirements for making them available, will be published at the internet address www.sglcarbon.com/agm including the name of the shareholder, the statement of grounds, which, however, is not required for election proposals, and a response by the administration, if any. Counter motions and election proposals addressed otherwise will not be considered.

Motions or election proposals by shareholders that are to be made available pursuant to Section 126 (1) to (3) or Section 127 AktG shall be deemed to have been made at the time they are made available pursuant to Section 126 (4) sentence 1 AktG. The Company enables to exercise the voting right on these motions or election proposals in the password-protected AGM Internet Service (by way of electronic postal vote or by authorization and instruction of the proxy designated by the Company) as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right, i.e. as of the record date at the close of business on April 29, 2025 (24:00 hours CEST). However, this only concerns such motions that are not limited to the mere rejection of an administrative proposal but aim at amending it.

The Chairperson of the meeting may decide not to deal with a countermotion or election proposal to be made available by the Company at the Annual General Meeting if the shareholder making the proposal is not duly authorized and has not duly registered for the Annual General Meeting.

Submission of statements

Shareholders have the right to submit statements on the items on the agenda by electronic communication prior to the Annual General Meeting in accordance with the more detailed provisions of Section 130a (1), (2) and (4) AktG. The Company restricts this right to shareholders duly registered for the meeting.

Statements must be submitted at the latest by May 15, 2025 (24:00 hours CEST) exclusively via the password-protected AGM Internet Service, which is available at the following internet address:

www.sglcarbon.com/agm

The necessary access data for the AGM Internet Service can be found in the registration confirmation sent to shareholders by mail after they have registered for the AGM in due form and time and provided proof of shareholding. In order to ensure timely receipt of the registration confirmation, registration and transmission of proof should take place as early as possible.

Statements can only be submitted in the form of a text (but not in the form of a video contribution). A statement may not exceed 10,000 characters (including spaces).

The Company will make due and proper as well as formally and punctually submitted statements available in the language of submission (together with statements of the administration, if any) at the latest by May 16, 2025 (24:00 hours CEST) on the password-protected AGM Internet Service at

www.sglcarbon.com/agm

Access shall be restricted to shareholders duly registered for the Annual General Meeting. Statements shall not be made available if they do not originate from a shareholder duly registered for the virtual Annual General Meeting, if they exceed 10,000 characters (including spaces) or if a case of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 no. 1, 3 or 6 AktG applies.

It is pointed out that any motions, election proposals, questions as well as objections against resolutions of the Annual General Meeting contained in a statement shall not be considered in the Annual General Meeting. They are to be submitted or made exclusively by the means described for this purpose in this convening document and, if applicable, in compliance with the respective requirements and deadlines described.

Right to speak at the Annual General Meeting

Shareholders who are electronically connected to the Annual General Meeting have the right to speak in German at the meeting by means of video communication. Speeches can be registered from the beginning of the meeting via the password-protected AGM Internet Service at

www.sglcarbon.com/agm

They may also include motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3 AktG as well as requests for information pursuant to Section 131 (1) AktG. The Chairperson of the

meeting shall explain in more detail the procedure for requesting to speak, for giving the floor and for the actual conduct of the speech at the beginning of the Annual General Meeting.

The minimum technical requirements for a live video feed are an end device with a camera and microphone that can be accessed from the internet browser and a stable internet connection. An installation of additional software components or apps on the end device is not required.

The Company reserves the right to check the functionality of the video communication between shareholder and Company in the meeting prior to the speech and to reject it if the functionality is not ensured.

Pursuant to Section 16 (4) of the Articles of Association, the Chairperson of the meeting is entitled to impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he/she is authorized, at the beginning of the Annual General Meeting or during its course, to set an appropriate time limit for the entire course of the Annual General Meeting, for the individual agenda item or for the individual speaker.

Right to propose motions at the Annual General Meeting

In addition, shareholders who are electronically connected to the Annual General Meeting may submit motions and election proposals during the Annual General Meeting by way of video communication within the permissible scope (without the prior transmission of the motion or election proposal pursuant to Sections 126, 127 AktG). For this purpose, it is necessary that the shareholder registers for a speech via the password-protected AGM Internet Service from the beginning of the meeting, in the context of which he/she can then submit his/her motion or election proposal. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the Chairperson of the meeting to appropriately restrict the right to ask questions and to speak can be found above in the section "Right to speak at the Annual General Meeting".

Right to information at the Annual General Meeting

Pursuant to Section 131 (1) sentence 1 AktG, the Board of Management must provide information on the Company's affairs to any shareholder upon request at the Annual General Meeting, to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company (Section 131 (1) sentence 2 AktG). The duty of the Board of Management of a parent company to provide information at the Annual General Meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements (Section 131 (1) sentence 4 AktG).

For this year's virtual Annual General Meeting, it is planned that the shareholders will submit their requests for information, i.e., their questions to the Company including any queries or follow-up questions, pursuant to Section 118a (1) sentence 2 no. 4 AktG by way of electronic communication during the virtual Annual General Meeting. The Chairperson of the meeting will probably order that only video communication may be used for this purpose (Section 131 (1f) AktG). In this case, it is necessary that the shareholder is electronically connected to the Annual General Meeting via the password-protected AGM Internet Service and registers for a speech starting with the beginning of the meeting, during which he/she can then ask his/her questions. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the Chairperson of the meeting to appropriately restrict the right to ask questions and to speak can be found above in the section "Right to speak at the Annual General Meeting".

The submission of questions in advance of this year's Annual General Meeting in accordance with the more detailed provisions of Section 131 (1a) to (1e) AktG is not planned.

The Board of Management may refuse to provide the information for the reasons listed in Section 131 (3) AktG, e.g. insofar as the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the Company or an affiliated company, insofar as the Board of Management would render itself liable to prosecution by providing the information or insofar as the information is continuously available on the Company's website for at least seven days prior to the beginning and during the Annual General Meeting.

If a shareholder is refused information, he/she may request that his/her question and the reason for which the information was refused be recorded in the minutes of the Annual General Meeting (Section 131 (5) sentence 1 AktG). It shall be ensured that every shareholder who is electronically connected to the virtual Annual General Meeting may submit such a request to the Company by way of electronic communication, namely via the password-protected AGM Internet Service.

Right to objection at the Annual General Meeting

Shareholders who are electronically connected to the Annual General Meeting have the right to object to a resolution of the Annual General Meeting by way of electronic communication (Section 118a (1) sentence 2 no. 8 AktG). The objection may be declared via the password-protected AGM Internet Service at the internet address

www.sglcarbon.com/agm

in accordance with the procedure laid down therein by the Company. It shall be transmitted in this way to the notary public who is charged with the recording of the minutes of the Annual General Meeting. The transmission of an objection is possible from the opening of the Annual General Meeting until its closing by the Chairperson of the meeting.

Further explanations

Further explanations of shareholders' rights are available on the internet at

www.sglcarbon.com/agm

List of Participants / Voting Results:

The list of participants will be available during the Annual General Meeting via the password-protected AGM Internet Service on our homepage at www.sglcarbon.com/agm.

In addition to being announced at the Annual General Meeting itself, the voting results will also be announced on the internet at www.sglcarbon.com/agm after the event.

Further information on the voting process according to table 3 of the Implementation Regulation (EU) 2018/1212

Under Agenda Item 1, no proposal for a resolution is submitted and therefore no vote is envisaged (for an explanation see there). Under the Agenda Items 2 to 6 as well as 8, the votes on the announced resolution or election proposals are binding. Under Item 7 on the Agenda, the votes on the published resolution proposal are of a recommendatory nature. The shareholders can vote in each case "yes" (approval) or "no" (rejection) or abstain from voting (abstention), i.e. not participating in the vote.

Wiesbaden, March 2025

SGL Carbon SE

The Board of Management

INFORMATION ON DATA PROTECTION

The Company processes personal data of its shareholders and any shareholder representatives in preparation for and for conducting its virtual Annual General Meeting. This data includes, in particular, the name, place of residence or address, an e-mail address, the respective number of shares, the registration confirmation number, the access code, the exercise of votes and the issuance of any voting proxies. Depending on the circumstances of the case, other personal data may also become relevant (for example in the case of the transmission of motions or statements in the run-up to the virtual general meeting or in the event of a request to speak during the virtual general meeting).

Responsible person, purpose and legal basis

For data processing, the Company is the responsible body. The purpose of the data processing is to enable the shareholders and shareholder representatives to attend the virtual Annual General Meeting and to exercise their rights before and during the virtual Annual General Meeting. The legal basis for data processing is Art. 6 (1) sentence 1 lit. c General Data Protection Regulation (Datenschutzgrundverordnung - DSGVO).

Recipient

The Company mandates several service providers and consultants for its virtual Annual General Meeting. These will receive personal data from the Company only to the extent necessary for the execution of their respective service. The service providers and consultants process this data exclusively in accordance with the instructions of the Company. Besides, personal data will be made available to shareholders and shareholder representatives only as permitted under statutory law, in particular in the attendance register.

Storage time

Personal data is stored as long as this is legally required, or the Company has a legitimate interest in such storage, for example in the case of judicial or extra-judicial disputes in the context of the Annual General Meeting. Subsequently, the personal data will be deleted.

Rights

Under the legal requirements you have a right to information, rectification, restriction, opposition and cancellation with regard to your personal data or the processing thereof as well as a right to data portability according to Chapter III DSGVO. In addition, you are entitled to a right to file a complaint with the Data Protection Regulatory Authorities under Art. 77 DSGVO.

Contacts

The contact details of the Company are:

SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden / Germany

E-mail: HV2025@sglcarbon.com

You can reach our data protection officer at:

SGL Carbon SE
Datenschutzbeauftragter
Werner-von-Siemens-Straße 18
86405 Meitingen / Germany

Telephone: +49 - (0)8271 - 83 1243

SGL Carbon SE
Wiesbaden

Virtual Annual General Shareholder Meeting of SGL Carbon SE
on Wednesday, May 21, 2025, at 10.00 a.m. Central European Summer Time – CEST
(= 8.00 a.m. Coordinated Universal Time – UTC)

Information pursuant to Section 125 (1) sentence 1 German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 of the Annex to the Implementing Regulation (EU) 2018/1212 (“EU-IR”)

A. Specification of the message	
1.	<p>Unique identifier of the event</p> <p>Virtual Annual General Meeting of SGL Carbon SE 2025 Formal indication acc. to EU-IR: SGLoHV052025</p>
2.	<p>Type of message</p> <p>Invitation to Annual General Meeting Formal indication acc. to EU-IR: NEWM</p>
B. Specification of the issuer	
1.	<p>ISIN</p> <p>DE0007235301 / DE000A40ZTP6</p>
2.	<p>Name of issuer</p> <p>SGL Carbon SE</p>
C. Specification of the meeting	
1.	<p>Date of the General Meeting</p> <p>May 21, 2025 Formal indication acc. to EU-IR: 20250521</p>
2.	<p>Time of the General Meeting</p> <p>10:00 hours CEST Formal indication acc. to EU-IR: 8:00 hours UTC</p>
3.	<p>Type of General Meeting</p> <p>Ordinary Annual General Meeting as virtual Annual General Meeting without physical presence of shareholders or their proxies Formal indication acc. to EU-IR: GMET</p>
4.	<p>Location of the General Meeting</p> <p>URL to the Company's shareholder portal to follow the video and audio broadcast of the entire Annual General Meeting electronically and to exercise shareholders' rights: www.sglcarbon.com/agm</p> <p>Location of the Annual General Meeting acc. to German Stock Corporation Act: SGL Carbon SE Söhnleinstraße 8 65201 Wiesbaden Germany</p>
5.	<p>Record Date</p> <p>April 29, 2025 Formal indication acc. to EU-IR: 20250429</p>
6.	<p>Uniform Resource Locator (URL)</p> <p>www.sglcarbon.com/agm</p>

