

2026

Invitation and Agenda
Annual General Meeting 2026

SGL CARBON SE
Wiesbaden, Germany

Unique identifier: SGLoHV052026

– German Securities Code Number (WKN) 723530 –

– ISIN DE0007235301 –

– WKN A41YCN –

– ISIN DE000A41YCN8–

Shareholders of our Company are hereby invited to the

Annual General Meeting

to be held on Wednesday, **May 20, 2026**, 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, 2025, the management reports of SGL Carbon SE and SGL Group for fiscal year 2025, 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, 2026, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2025 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, 2026. 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 2025.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Board of Management during fiscal year 2025 be approved.

- 3. Resolution approving the actions of the Supervisory Board during fiscal year 2025.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Supervisory Board during fiscal year 2025 be approved.

4. Appointment of the Auditor and Group Auditor for fiscal year 2026 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 2026,
- 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 2026 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 2026 as well as for fiscal year 2027, if and to the extent such interim financial information are issued before the 2027 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 2026.

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 2026 financial year.

The election of the auditor for the sustainability reporting for the 2026 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. Approval of the Remuneration Report for fiscal year 2025.

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.sglicarbon.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 2025, which has been prepared and audited in accordance with Section 162 AktG, be approved.

7. Resolution on the revocation of the existing Authorized Capital 2023, the creation of a new Authorized Capital 2026 with the possibility of excluding subscription rights and amendment of the Articles of Association.

The Authorized Capital 2023, which was created in the Annual General Meeting on May 9, 2023, in an amount of Euro 125.276.160,00 and still exists on the date the Annual General Meeting was called should be revoked and replaced by a new Authorized Capital 2026 with the same nominal volume. Due to reciprocal set-off clauses, the Authorized Capital 2023 does no longer allow for a cash capital increase with the exclusion of subscriptions rights in a meaningful volume following the issue of convertible bonds by the Company in June of 2023.

With the new Authorized Capital 2026, the Company shall again be able to cover any equity requirements in the future quickly and flexibly. When the Authorized Capital 2026 is utilized, shareholders are generally meant to be granted a subscription right, but the Board of Management is to be authorized to exclude the subscription right of shareholders for certain purposes with the approval of the Supervisory Board. The Authorized Capital 2026 shall again have a volume of approximately 40% of the registered share capital of the Company. Regarding the authorization to exclude subscription rights, however, the usual market limit of 10% of the share capital is to be provided for – taking also into account other exclusions of subscription rights during the term of the Authorized Capital 2026.

Together with the Conditional Capital 2026, which is proposed under the following Agenda item 8 lit c) the aggregated volumes of the Authorized and Conditional Capitals 2026 amount to around 50% of the Company's share capital. Such volume complies with the guidelines of various proxy advisors and institutional investors. Furthermore, the Articles of Association continue to incorporate the Conditional Capitals 2009, 2019 and 2023. These capitals, however, are not considered in the aggregation of the above-mentioned total volume of authorized and conditional capitals, because at the time of the convocation of the Annual General Meeting 2026 already conversion or option or subscription rights for the corresponding shares (i) have been issued, or (ii) had been issued and a reutilization of the underlying authorizations is no longer possible, with the consequence that these conditional capitals do not give the Management Board any further freedom of action.

The Board of Management and Supervisory Board therefore propose the following resolutions:

- a) The authorization contained in Art. 3 (6) of the Articles of Association to increase the registered share capital of the Company until May 8, 2028 with the approval of the Supervisory Board against cash contributions and/or contributions in kind (Authorized Capital 2023) is revoked with effect as of the date of entry of the new Art. 3 (6) of the Articles of Association (hereinafter under lit. c) in the commercial register.
- b) The Board of Management is authorized to increase the share capital of the Company, with the approval of the Supervisory Board, by up to a total of Euro 125,276,160.00 by issuing new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2026) on one or several occasions in the period up to May 19, 2031. Shareholders must generally be granted a subscription right. The new shares can be subscribed to by one or more banks, securities institutions or by undertakings licensed under Sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) German Banking Act designated by the Board of Management with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights:

- (i) for fractions arising from the subscription ratio in the case of capital increases against cash and/or non-cash contributions,
- (ii) to the extent necessary to grant the bearers or creditors of registered securities, bonds with warrants or conversion rights or obligations issued or to be issued by the Company or its Group Affiliates a right to subscribe to new shares to the extent to which they would be entitled after the exercise of their warrants or conversion rights, or the performance of their exercise or conversion obligations,
- (iii) if the new shares are issued as part of a capital increase for non-cash contributions for the acquisition of companies, parts of companies or equity interests in companies or other assets, and/or
- (iv) if, in the case of a capital increase for cash contributions, the pro-rated amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at either the time the resolution is taken or at the time this authorization is exercised, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares of the same kind already listed on a stock exchange at the time of the final determination of the issue price. If during the term of this Authorized Capital 2026 and until utilization is made of Authorized Capital 2026, other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised, and in doing so the subscription right under or in corresponding application of Section 186 (3) sentence 4 AktG is excluded, this must be counted toward the aforementioned 10% limit.

The above authorizations to exclude subscription rights may only be used to such an extent that the proportionate amount of the total shares issued with an exclusion of subscription rights does not exceed 10% of the share capital at either the time the resolution is taken or at the time this authorization is exercised. If, during the term of this Authorized Capital 2026 until it is exercised, other authorizations to issue shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised, and in doing so the subscription right is excluded, this must be counted toward the aforementioned 10% limit.

The Board of Management shall be authorized to determine further details of the capital increase and its implementation, including, but not limited to, the material content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board shall be authorized to adjust the wording of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2026 and, if the Authorized Capital 2026 has not been used or not been fully used by May 19, 2031, to do so after the expiration of the term of the authorization.

- c) Article 3 (6) of the Articles of Association shall be restated as follows:

"(6) The Board of Management is authorized to increase the share capital, with the approval of the Supervisory Board, by up to a total of Euro 125,276,160.00 by issuing new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2026) on one or several occasions in the period up to May 19, 2031. Shareholders are regularly granted a subscription right. The new shares can be subscribed to by one or more banks, securities institutions or by undertakings licensed under Sections 53 (1)

sentence 1 or 53b (1) sentence 1 or (7) German Banking Act designated by the Board of Management with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights:

- (i) for fractions arising from the subscription ratio in the case of capital increases against cash and/or non-cash contributions,
- (ii) to the extent necessary to grant the holders, or creditors in the case of registered securities, of bonds with warrants or conversion rights or obligations issued or to be issued by the Company or its Group companies a right to subscribe to new shares to the extent to which they would be entitled after the exercise of their warrants or conversion rights, or the performance of their exercise or conversion obligations,
- (iii) if the new shares are issued as part of a capital increase for non-cash contributions for the acquisition of companies, parts of companies or equity interests in companies or other assets, and/or
- (iv) if, in a capital increase for cash contributions, the pro-rated amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at either the time the resolution is taken or at the time this authorization is exercised, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares of the same kind already listed on a stock exchange at the time of the final determination of the issue price. If during the term of this Authorized Capital 2026 and until utilization is made of the Authorized Capital 2026, other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised, and in doing so the subscription right under and in corresponding application of Section 186 (3) sentence 4 AktG is excluded, this must be counted toward the aforementioned 10% limit.

The above authorizations to exclude subscription rights may only be used to such an extent that the proportionate amount of the total shares issued with an exclusion of subscription rights does not exceed 10% of the share capital at either the time the resolution is taken or at the time this authorization is exercised. If, during the term of this Authorized Capital 2026 until it is exercised, other authorizations to issue shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised, and in doing so the subscription right is excluded, this must be counted toward the aforementioned 10% limit.

The Board of Management is authorized to determine further details of the capital increase, its implementation, including, but not limited to, the material content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board is authorized to adjust the wording of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2026 and, if the Authorized Capital 2026 has not been used or not been fully used by May 19, 2031, after the expiration of the term of the authorization.”

8. Resolution on the revocation of an existing authorization and grant of a new authorization to issue Convertible Bonds/Bonds with Warrants with the ability to exclude subscription rights and the creation of a new Contingent Capital 2026, as well as the relevant amendment of the Articles of Association.

The authorization granted by the Annual General Meeting on May 9, 2023 to issue convertible bonds and/or bonds with warrants with a total par value of up to Euro 250,000,000.00 was partially utilized by the Company in June of 2023 with the issue of a new convertible bond (ISIN DE000A351SD3) with a total par value of Euro 118,700,000.00. The volume of the authorization of the Company to issue convertible bonds and/or bonds with warrants has been reduced accordingly. Furthermore, the Company no longer has any significant contingent capital at its disposal to be able to service the resulting option and/or conversion rights in the event that a new convertible bond and/or bond with warrants was issued.

In order to reinstate the financing flexibility of the Company, the remaining authorization of the Annual General Meeting of May 9, 2023, to the extent not already utilized, shall be revoked and replaced by a new authorization for the Board of Management to issue convertible bonds and/or bonds with warrants with a total par value of up to Euro 200,000,000.00 and with a term of five years. To service the option and conversion rights or the conversion duties under these possible bonds, a Contingent Capital 2026 in the amount of approximately 10 % of the registered share capital of the Company shall be adopted along with the new authorization.

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

- a) Revocation of the remaining authorization by the Annual General Meeting granted on May 9, 2023 to issue Convertible Bonds and/or Bonds with Warrants

The authorization granted by the Annual General Meeting on May 9, 2023 under Item 7 of the Agenda to issue convertible bonds and/or bonds with warrants, to the extent not already utilized, shall be revoked with effect of the entry of the new Article 3 (8) of the Articles of Association (hereinafter under lit. d) below) in the commercial register.

- b) Authorization to issue Convertible Bonds and/or Bonds with Warrants with the ability to exclude subscription rights

(i) General

With effect of the entry of the new Article 3 (8) of the Articles of Association (hereinafter under lit. d) below) in the commercial register, the Board of Management shall be authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds and/or bearer or registered bonds with warrants or a combination of these instruments (collectively the "Bonds") with limited or unlimited maturities up to an aggregate nominal amount of Euro 200,000,000.00 on one or more occasions until May 19, 2031 for cash and/or non-cash consideration, and to grant the bearers or creditors of the bonds conversion or option rights, as the case may be, for no-par value bearer shares in the Company with a pro-rated amount in the registered share capital of up to a total of Euro 31,319,040.00 in accordance with the more detailed provisions of the terms and conditions of the convertible bonds and bonds with warrants ("Terms and Conditions of the Bonds").

The Bonds may be issued in euros or – upon limitation to the equivalent amount in euros – in a foreign currency such as that of an OECD country. They may also be issued by affiliated companies controlled by the Company (“Group Affiliate”). In this case, the Board of Management, with the approval of the Supervisory Board, shall be authorized to assume the guarantee for the Bonds on behalf of the Company and to grant or impose conversion or option rights or duties, as the case may be, on the bondholders for the no-par value bearer shares in the Company.

The individual bond issues shall be divided into partial bonds (*Teilschuldverschreibungen*).

(ii) Bonds with warrants and convertible bonds

Where bonds with warrants are issued, one or more warrants shall be attached to each partial bond granting to the holder the right to subscribe to no-par value bearer shares in the Company subject to the option terms and conditions to be determined by the Board of Management. The option terms and conditions may also provide that the option price can be satisfied by transfer of partial bonds and, if applicable, against additional payment in cash. The term of the option right may not exceed the term of the bond with warrants. A consolidation of, and/or a cash compensation for, any fractions may also be stipulated.

Where convertible bonds are issued, in the case of bearer convertible bonds, the bearers, and in all other cases, the holders, are granted the right to convert their partial bonds into new no-par value bearer shares in the Company pursuant to the terms and conditions of the convertible bonds to be determined in detail by the Board of Management. The conversion ratio is the result of dividing the nominal amount of a partial bond by the conversion price determined for one no-par value bearer share in the Company. Where the issue price of a partial bond is below the nominal amount, the conversion ratio is determined by dividing the issue price of the partial bond by the conversion price determined for one new no-par value bearer share in the Company. It is also possible to provide that the conversion ratio is variable and the conversion price will remain unchanged or be fixed within a range which is yet to be determined in dependence on share performance during the term. The conversion ratio may be rounded up to a whole number; furthermore, an additional payment in cash may be determined. Otherwise, a consolidation of, and/or a cash compensation for, any fractions may be stipulated. The pro-rated amount of the registered share capital of the shares to be issued upon conversion may not exceed the nominal amount of the partial bond.

Sections 9 (1) and 199 AktG shall remain unaffected by this provision.

(iii) Conversion obligation

The convertible bond terms and conditions may also provide for a conversion obligation upon maturity (or at an earlier date or upon the occurrence of a certain event). The pro-rated amount of the registered share capital represented by the shares to be issued upon conversion must not exceed the nominal amount of the partial bond. In this event, the Company may be authorized to satisfy in whole or in part in cash a possible difference between the nominal amount of the convertible bond and the product of the conversion price and the conversion ratio.

Sections 9 (1) and 199 AktG shall remain unaffected by this provision.

(iv) Authorization to make substitution

The terms and conditions for convertible bonds and/or bonds with warrants may provide that the Company is entitled to issue shares in the Company to the bondholders in full or in part in lieu of payment of the amount of cash due. The shares shall be credited in each case at a value which is equal to the arithmetic mean, rounded up to full cents, of the closing auction prices quoted for shares in the Company of the same kind in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during a period to be defined in the Terms and Conditions of the Bonds.

The terms and conditions for convertible bonds and/or bonds with warrants may provide that, upon conversion or the exercise of option rights, the Company may also issue treasury shares to bondholders. In addition, the terms and conditions may provide that, instead of issuing shares to bondholders of convertible bonds or bonds with warrants, the Company shall pay the equivalent value in cash. In accordance with the more detailed provisions of the Bond Terms and Conditions, the consideration per share is equal to the arithmetic mean (rounded up to full cents) of the closing auction prices quoted for shares in the Company of the same kind in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during a period to be defined in the Terms and Conditions of the Bonds.

Finally, the Terms and Conditions of the Bonds may provide that, instead of new shares from contingent or authorized capital, bonds are to be converted into existing shares in the Company or in another company or the warrant may be satisfied by delivery of such shares. The Terms and Conditions of the Bonds may also provide for a combination of these forms of performance.

(v) Conversion or option price

Save for cases where a conversion obligation or the right of substitution is provided for, the option or conversion price to be determined for a no-par value share must be equivalent to at least 80 % of the arithmetic mean of the closing auction prices of shares of the same kind in the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days prior to the date of the resolution on the issue of the bonds by the Board of Management, or – if a subscription right is granted – at least 80% of the arithmetic mean of the closing auction prices of shares of the same kind in the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the subscription period, excluding the days of the subscription period which are required so that the option or conversion price can be published within the period prescribed by Section 186 (2) sentence 2 AktG.

In cases of a conversion obligation or a right to substitute, the option price or conversion price, in accordance with the more detailed conditions of the option terms and conditions, may be equivalent to at least either the aforementioned minimum price or to the arithmetic mean of the closing auction prices of the shares in the Company of the same kind in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days prior to the final maturity day or the other defined point in time, even if such arithmetic mean is below the aforementioned minimum price (80%).

Sections 9 (1) and 199 AktG shall remain unaffected by this provision.

(vi) Dilution protection

If the Company increases its share capital during the period for exercising conversion or option rights by granting its shareholders subscription rights, sells treasury shares granting subscription rights to its shareholders, or should the Company sell additional convertible bonds or bonds with warrants by granting subscription rights to its shareholders, or grants or guarantees option and/or conversion rights without granting subscription rights to the holders of existing option and/or conversion rights to which they would be entitled as shareholders upon exercise of their option and/or conversion rights or upon fulfillment of their conversion obligations, or if the share capital is increased from Company funds, the terms and conditions for convertible bonds or bonds with warrants must ensure that the economic value of existing option or conversion rights remains unaffected by making adjustments to the value of option or conversion rights in a manner that preserves their value wherever such adjustment is not already prescribed by mandatory law. Adjustments may also be provided for in the context of dividend payments, a reduction of capital or other capital measure, restructuring, a change in control to third parties or other unusual measures or events, which may result in a dilution of the value of the shares.

Sections 9 (1) and 199 AktG shall remain unaffected by this provision.

(vii) Subscription right and exclusion of subscription right

Shareholders shall generally have subscription rights to the Bonds. The Bonds may also be subscribed to by one or several banks, securities institutions or an undertaking licensed under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act designated by the Board of Management with the obligation to offer them for purchase to the shareholders (indirect subscription right). If Bonds are issued by a Group Affiliate, the Company shall ensure that shareholders of the Company are granted their statutory subscription rights.

The Board of Management is authorized, however, with the approval of the Supervisory Board, to exclude the subscription rights of the shareholders for Bonds issued against cash payment if the Board of Management, upon review, duly determines that the issue price of the Bonds is not materially below their theoretical market value as computed in accordance with generally accepted finance-mathematical methods. This authorization shall only apply, however, to Bonds with conversion rights and/or option rights or with a conversion obligation for shares representing an aggregate pro-rated share in up to 10% of the Company's registered share capital on the effective date of this authorization or – if this amount is lower – 10% of the Company's registered share capital on the date this authorization is exercised. To be deducted when calculating the aforementioned limit is the pro-rated amount of the registered share capital that is attributable to the shares or to which the conversion and/or option rights or obligations under the Bonds which have been issued since the grant of this authorization upon exclusion of subscription rights of issued or treasury shares issued or sold upon direct or analogous application of Section 186 (3) sentence 4 AktG.

The Board of Management is furthermore authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights regarding fractional amounts which result from subscription ratios. In addition, the Board of Management is authorized to exclude the subscription rights with the approval of the Supervisory Board to the extent required to grant to bondholders or creditors of previously issued bonds with conversion

or option rights or obligations a subscription right in respect of no-par value bearer shares in the Company in the amount to which they would be entitled upon exercise of their conversion or option rights or upon fulfillment of their conversion obligations.

Finally, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights if the Bonds are issued in exchange for non-cash contributions by contributing Bonds issued on the basis of the relevant authorizations of the Annual General Meeting on May 10, 2019 and/or on May 9, 2023.

The above authorizations to exclude subscription rights may only be used to such an extent that the proportionate amount of the total shares to which the Bonds issued under exclusion of the subscription right entitle or oblige to subscribe, does not exceed 10% of the share capital at either the time the resolution is taken or at the time this authorization is exercised. If, during the term of this authorization until it is exercised, other authorizations to issue shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised, and in doing so the subscription right is excluded, this must be counted toward the aforementioned 10% limit.

(viii) Further structuring possibilities

The Board of Management is authorized, with the approval of the Supervisory Board, to set down all other details regarding the issue and the features of the Bonds, including, but not limited to, the interest rate and type of interest, the issue price, the term to maturity, the denomination, the dilution protection provisions, the applicable conversion and option periods, as well as to set down in the aforesaid framework the conversion and option prices or to set down such details in agreement with the relevant bodies of the Group affiliates issuing the bonds.

- c) The registered share capital of the Company shall be contingently increased by up to Euro 31,319,040.00 through the issue of up to 12,234,000 new no-par value bearer shares (Contingent Capital 2026). The contingent increase in capital serves to grant shares to bearers or holders of convertible bonds and/or bonds with warrants issued in accordance with the above authorization. The contingent increase in capital shall be implemented only to the extent that conversion and/or option rights arising from such convertible bonds and/or bonds with warrants are exercised or conversion obligations arising therefrom are fulfilled and that other forms of performance are not used to service such rights. The new shares are issued at the option or conversion price, as the case may be, to be determined in accordance with the above authorization. If convertible bonds and/or bonds with warrants are issued in accordance with the above authorization by the Company or by Group Affiliates controlled by the Company for the purpose of acquiring convertible bonds issued on the basis of the resolution of the Annual General Meeting of the Company on May 10, 2019 under Agenda Item 6 and/or the resolution of the Annual General Meeting of the Company on May 9, 2023 under Agenda Item 7, the new shares from the contingent capital are issued to the holders of these (partial) convertible bonds in exchange for contributing such (partial) convertible bonds as a non-cash contribution. The number of new shares to be issued in exchange for the (partial) convertible bonds being contributed is determined by the conversion ratio as set forth in the authorization of the Annual General Meeting on May 20, 2026. New shares shall be entitled to participate in the profit as of the beginning of the fiscal year in which they are created through the exercise of conversion or option rights or through the performance of conversion obligations. The Board of Management is authorized to set down all further details

regarding the implementation of the contingent increase in capital with the approval of the Supervisory Board.

d) Article 3 (8) of the Articles of Association shall be newly added and adopted as follows:

“(8) The share capital is contingently increased by up to Euro 31,319,040.00 through the issue of up to 12,234,000 new no-par value bearer shares (Contingent Capital 2026). The contingent increase in capital shall be implemented only to the extent that

- (i) the bearers or creditors of conversion or option rights which exist or are attached to convertible bonds or bonds with warrants issued by the Company or by Group Affiliates controlled by the Company exercise until May 19, 2031 their conversion and/or option rights under the authorizing resolution of the Annual General Meeting of May 20, 2026, or
- (ii) the bearers or creditors obliged to the conversion of convertible bonds issued by the Company or by Group Affiliates controlled by the Company based on the authorizing resolution of the Annual General Meeting of May 20, 2026 fulfill their conversion obligation by May 19, 2031,

in each instance of cases (i) and (ii), provided that no other forms of performance are used to service such rights. The new shares are issued at the option or conversion price, as the case may be, to be determined in accordance with the authorizing resolution of the Annual General Meeting on May 20, 2026. If convertible bonds and/or bonds with warrants are issued in accordance with the aforementioned authorization by the Company or by Group Affiliates controlled by the Company for the purpose of acquiring convertible bonds issued on the basis of the resolution of the Annual General Meeting of the Company on May 10, 2019 under Agenda Item 6 and/or the resolution of the Annual General Meeting of the Company on May 9, 2023 under Agenda Item 7, the new shares from the contingent capital are issued to the holders of these (partial) convertible bonds in exchange for contributing such (partial) convertible bonds as a non-cash contribution. The number of new shares to be issued in exchange for the (partial) convertible bonds being contributed is determined by the conversion ratio as set forth in the authorization of the Annual General Meeting on May 20, 2026. The new shares shall be entitled to participate in the profit as of the beginning of the fiscal year in which they are issued through the exercise of conversion or option rights or through performance of conversion obligations. The Board of Management is authorized, with the approval of the Supervisory Board, to set down all further details regarding the implementation of the contingent increase in capital.”

e) The Supervisory Board is authorized to adapt the wording of Article 3 (8) of the Articles of Association in accordance with each issue of the subscription shares and to make all other changes to the Articles of Association in this context which only relate to the wording

9. Resolution on the authorization of the Board of Management to acquire and use treasury shares pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act, with possible exclusion of the shareholders' subscription rights and potential rights to offer shares and the possibility to redeem treasury shares.

The Board of Management shall be authorized to acquire treasury shares. The authorization shall have a term of five years and shall, in addition to the acquisition, also govern the use of treasury shares – including the exclusion of subscription rights and any potential tender rights,

as well as the possibility of cancelling treasury shares. At present, there are no specific plans to acquire and/or use treasury shares.

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

- a) The Board of Management is authorized, until the end of May 19, 2031, to acquire treasury shares of the Company in an amount of up to 10% of the Company's registered share capital for any purpose permissible under Section 71 (1) no. 8 AktG. Together with treasury shares acquired for other reasons that are held by the Company or are attributable to it pursuant to Sections 71d et seq. AktG, the shares acquired on the basis of this authorization may at no time exceed 10% of the Company's share capital. Treasury shares may be acquired only to the extent that the Company would be able to create a reserve in the amount of the acquisition costs without reducing the share capital or a reserve required by law or by the Articles of Association that may not be used for distributions to shareholders. The authorization may not be used for the purpose of trading in treasury shares.

The shares shall be acquired, in compliance with the principle of equal treatment pursuant to Section 53a AktG, at the discretion of the Board of Management either (i) on the stock exchange, or (ii) by way of a public purchase offer to all shareholders of the Company or a public invitation to submit purchase offers:

- (i) If the shares are acquired via the stock exchange, the purchase price paid by the Company per share (excluding incidental acquisition costs) may not be more than 10% higher or more than 20% lower than the closing price determined for shares of the Company of the same class on the stock exchange trading day preceding the acquisition date in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange.
- (ii) If the shares are acquired by way of a public purchase offer or a public invitation to submit purchase offers addressed to all shareholders of the Company, the offered purchase price or the lower and upper limits of the offered purchase price range per share (excluding incidental acquisition costs) may not exceed or fall short of the arithmetic mean (non-volume-weighted average) of the closing prices determined for shares of the Company of the same class in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the period from the third to the fifth (each inclusive) stock exchange trading day prior to the date of publication of the purchase offer or the public invitation to submit a purchase offer by more than 10%. If, following the publication of a purchase offer or a public invitation to submit a purchase offer, there are significant price movements in Xetra trading, the offer or the invitation to submit such an offer may be adjusted. In this case, the arithmetic mean of the closing prices from the third to the fifth (each inclusive) stock exchange trading day prior to the publication of any such adjustment shall be decisive. The purchase offer or the invitation to submit such an offer may provide for further conditions, in particular a limitation on the volume. If the total subscriptions under the purchase offer exceed this volume, or, in the case of an invitation to submit offers, if not all offers submitted on equivalent terms can be accepted, acceptance must be effected on a pro rata basis, i.e. in proportion to the shares subscribed or offered in each case. Preferential acceptance of small offers or small portions of offers of up to

a maximum of 100 shares of the Company offered for acquisition may be provided for.

The authorization may be exercised in whole or in partial amounts, once or several times, in pursuit of one or more purposes within the scope of the aforementioned limitation, by the Company itself, as well as by subordinated affiliated companies commissioned by the Company to exercise the authorization, or by third parties acting for the account of the Company or such affiliated companies.

- b) The Management Board is authorized to use the acquired shares for all purposes permitted by law and, in particular, while observing the principle of equal treatment pursuant to Section 53a AktG, to dispose of them, in whole or in part, via the stock exchange or by way of an offer to all shareholders. In addition, the Management Board is authorized to use the acquired shares
- (i) against cash consideration, provided that the price at which the Company's shares are disposed of does not materially undercut the stock exchange price of the Company's shares traded on the stock exchange on the day on which a binding agreement with the acquirer is concluded (excluding incidental costs). In this context, the pro rata portion of the share capital attributable to the shares to be disposed of may not, in aggregate, exceed 10% of the share capital. The share capital amount existing at the time this authorization is resolved upon shall be decisive for calculating the 10% limit. If, at the time the authorization is exercised, the share capital amount is lower, such lower amount shall be decisive. To the extent that, during the term of this authorization and until it is utilized, other authorizations to issue or dispose of shares of the Company or to issue rights that entitle or obligate the holder to subscribe for shares of the Company are exercised and the subscription rights are excluded pursuant to or by corresponding application of Section 186 (3) sentence 4 AktG, this must be counted towards the aforementioned 10% limit,
 - (ii) to be used to satisfy conversion or option rights or conversion or option obligations arising from convertible or bonds with warrants, profit participation rights and/or income bonds (or combinations of the aforementioned instruments) issued by the Company or its subordinated affiliated companies on the basis of an authorization granted by the Annual General Meeting,
 - (iii) to be offered for acquisition to employees of the Company and of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG as employee shares, or to be used to satisfy obligations arising from securities lending transactions entered into for the purpose of offering such employee shares for acquisition; however, this shall be limited to an amount of up to 5% of the share capital at the time this authorization becomes effective or – if lower – at the time this authorization is exercised. Shares that are issued or disposed of to the same group of persons during the term of this authorization under another authorization with the exclusion of shareholders' subscription rights shall be counted towards this limit,
 - (iv) to be used as consideration for the acquisition of companies, parts of companies or equity interests in companies, or in the context of business combinations, or for the acquisition of other assets, and

- (v) to be cancelled without the cancellation or the implementation of the cancellation requiring a further resolution of the Annual General Meeting, whereby the cancellation may be effected either by a reduction of the share capital or by increasing the proportionate interest of the remaining shares in the share capital. In the latter case, the Board of Management is also authorized to adjust the statement of the number of shares in the Articles of Association.

The authorizations under (i) to (v) may be exercised in whole or in partial amounts, once or several times, individually or jointly. The authorizations under (i) to (iv) may also be exercised by dependent companies or companies majority-owned by the Company that have been commissioned by the Company to exercise the authorization, or by third parties acting for its or such companies' account. The shareholders' subscription rights to the Company's treasury shares are excluded to the extent that such shares are used pursuant to the above authorizations under (i) to (iv).

- c) The Supervisory Board may decide that the use of this authorization, either generally or in specific cases determined by the Supervisory Board, shall require its consent.

10. Resolution on the relocation of the registered seat of the Company and amendment of the Articles of Association.

The lease agreement for the Company's head office premises in Wiesbaden, Germany, expires in March 2027. For this reason, the future location of the head office and, in connection with this, the location of the registered seat has been analyzed. The analysis concluded that various factors support the relocation of the head office and, consequently, (also) of the registered seat to one of SGL Group's production sites. Due to the restructuring of the Group in recent years, today's space requirements for the head office are significantly lower. At one of the largest sites of SGL Group in Meitingen (Bavaria, Germany), there is also sufficient space available, providing a cost-efficient alternative. At the Meitingen site, certain group functions are located already today. Furthermore, the relocation would strengthen the desired proximity between the corporate administration and SGL's operational core activities.

Since the departure from the premises in Wiesbaden will take place before the next Annual General Meeting in 2027, the intended relocation of the registered seat is to be resolved already now by way of an amendment to Article 1 (2) of the Articles of Association. However, the Board of Management shall only file the amendment of the Articles of Association with the commercial register after January 1, 2027, so that it becomes effective when the relocation of the seat has taken place.

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

- a) The registered seat of the Company shall be relocated from Wiesbaden to Meitingen.
- b) Article 1 (2) of the Articles of Association shall amended and restated as follows:
“(2) The registered seat of the Company is Meitingen.”
- c) The Board of Management is instructed to file this amendment to the Articles of Association for registration with the commercial register only after January 1, 2027.

* * *

Reports, Annexes to the Agenda

Report by the Board of Management on Item 7 of the Agenda regarding the creation of a new Authorized Capital 2026 with the right to exclude subscription rights

The Board of Management renders the following report to the Annual General Meeting in accordance with Section 203 (1) and (2) in conjunction with Section 186 (4) sentence 2 AktG and Art. 9 (1) SE-VO on the reasons for the authorization of the Board of Management to exclude the subscription right of shareholders when availing itself of the authorization to effect a capital increase:

The new Authorized Capital 2026 in Section 3 (6) of the Articles of Association, which is proposed under Agenda Item 7, should be available for cash and/or non-cash capital increases and, at a total volume of Euro 125,276,160.00, corresponds to approximately 40% of the current registered share capital of the Company. The maximum amount of 50% of the share capital specified in Section 202 (3) AktG will not be exhausted. Regarding the authorization to exclude subscription rights, the usual market limit of 10% of the share capital shall be provided for— taking also into account other exclusions of subscription rights during the term of the Authorized Capital 2026.

Together with the Conditional Capital 2026, which is proposed under Agenda Item 8 lit c), the aggregated volumes of the Authorized and Conditional Capitals 2026 amount to around 50% of the Company's registered share capital. Such volume follows the guidelines of various proxy advisors and institutional investors. Furthermore, the Articles of Association continue to incorporate the Conditional Capitals 2009, 2019 and 2023. These capitals, however, are not considered in the aggregation of the above-mentioned total volume of authorized and conditional capitals, because at the time of the convocation of the Annual General Meeting 2026 already conversion or option or subscription rights for the corresponding shares (i) have been issued, or (ii) had been issued and a reutilization of the underlying authorizations is no longer possible, with the consequence that these conditional capitals do not give the Management Board any further freedom of action.

The Authorized Capital 2026 is intended to enable the Company to cover its capital requirements quickly and flexibly in the interest of its shareholders without having to wait for the annual or an extraordinary general meeting. In this respect, the flexible availability of financing instruments is of particular importance, since the point in time at which these funds must be available cannot always be predicted. The legislator has taken this situation into account and grants the option of authorized capital, with which the management can be authorized for a limited period and limited in amount to increase the company's share capital without a further resolution of the general meeting. The Company would like to take advantage of this opportunity and therefore proposes to the Annual General Meeting to create a new Authorized Capital 2026. The most important reasons for using the authorized capital are to strengthen the equity base and to finance acquisitions and other assets.

The Authorized Capital 2026 is meant to replace the Authorized Capital 2023 created by the Annual General Meeting on May 9, 2023 in the amount of Euro 125.276.160,00 that still exists on the date of the convocation of the Annual General Meeting. De facto, however, a capital increase in cash under the Authorized Capital 2023 upon exclusion of the subscription right is effectively no longer available to the Company after the issue of the new convertible bond in June of 2023 because the exclusion of the subscription right in connection with the issuance of the new convertible bond is counted toward the Authorized Capital 2023. The new Authorized Capital 2026 is meant to put the Company again into a position to be able to cover its financial requirements quickly and flexibly in the future, including a capital increase against cash contributions upon exclusion of the subscription rights under Sections 203 (1) and (2) sentence 1 and 186 (3) sentence 4 AktG. This alternative allows a fast execution and, due to its market-

oriented pricing a maximization of the issue price and thus the greatest possible reinforcement of equity capital.

In principle, the shareholders are to be entitled to subscription rights if the Authorized Capital 2026 is utilized. Apart from a direct issue of new shares to the shareholders it should also be possible that one or more banks, securities institutions or undertakings licensed under Sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) German Banking Act, as designated by the Board of Management, can subscribe to the new shares with the obligation that they will offer them for subscription to shareholders. The involvement of such intermediaries merely serves to simplify the technical processing of share issues.

Under certain conditions, however, the Board of Management is to be authorized to exclude subscription rights with the approval of the Supervisory Board.

Subscription rights are to be excludable for fractions. In this case the exclusion of subscription rights serves the need to establish a workable subscription ratio with regard to the amount of the respective increase in capital. If subscription rights relating to fractions were not excluded, the technical feasibility of capital increases and the exercise of subscription rights would become extremely complicated, especially if the capital was increased by round sums. The new shares excluded from subscription rights as free fractions will either be realized via a sale on the stock exchange or in another manner which is most beneficial for the Company.

The authorization to exclude subscription rights for the benefit of holders of bonds with warrants or conversion rights or obligations issued or to be issued by the Company or its Group Affiliates is designed to ensure that, in the event that this authorization is utilized, the option or conversion price does not have to be reduced in line with the so-called dilution protection clauses of the option or conversion terms and conditions. Rather, the holders of the bonds with warrants or conversion rights or obligations may also be granted subscription rights to the extent to which they would be entitled after the exercise of their warrants or exercise of conversion rights, or the performance of their conversion obligations. The authorization gives the Board of Management the opportunity to choose after careful consideration of the interests, between these two alternatives when utilizing the Authorized Capital 2026.

Furthermore, the Board of Management is to be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against non-cash contributions in order to grant new shares as consideration in the context of mergers or the acquisition of companies, parts of companies, or equity interests in companies or other assets. This will allow the Company to use its own shares as an acquisition currency. This may improve the negotiating position of the Company in acquiring such assets, e.g., if the seller prefers shares as consideration over cash or if the Company deems it to be preferential in the interest of the Company to offer shares as consideration. Through the Authorized Capital 2026, the Company can react quickly and flexibly in the case of favorable opportunities to acquire companies, parts of companies or stakes in companies or to acquire other assets if the issuance of shares is required. Since decisions on the acquisition of such assets generally have to be taken on short notice, it is important that the Company is not dependent on the cycle of Annual General Meetings. The law takes this into account with the instrument of authorized capital. The proposed authorization ensures in these situations an optimal financing of the acquisition against the issue of new shares and the associated enhancement of the Company's equity basis. The shareholders' financial interests are protected by the commitment of the Board of Management to exercise the authorization to only issue new shares at an issue price that is in an appropriate ratio to the value of the contribution in kind.

Finally, the Board of Management is to be authorized to exclude subscription rights pursuant to Sections 203 (1) and (2) sentence 1, 186 (3) sentence 4 AktG in a cash capital increase if the pro-rated amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at either the time the resolution is taken or at the time this authorization is made use of, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares already listed on a stock exchange at the time of the final determination of the issue price by the Board of Management. This possibility of excluding subscription rights enables the Board of Management and the Supervisory Board to make use of opportunities that present themselves in a given stock market situation quickly, flexibly and cost-effectively. This ensures an optimal strengthening of the Company's own funds in the interests of the Company and all shareholders. If the aforementioned preconditions are fulfilled, the exclusion of subscription rights is readily admissible because within this framework, shareholders are able and can reasonably be expected by virtue of statutory judgment to acquire a number of shares that is required to maintain their shareholding quota at almost the same conditions via the stock market. Although the maximum threshold up to which the subscription right may be excluded under the aforementioned conditions was increased from the previous 10% to 20% through the Act on the Financing of Future-Proof Investments of 11 December 2023 (Future Financing Act – ZuFinG), this additional flexibility shall not be used in the interest of the shareholders. The issue price of the new shares must be orientated toward the current stock exchange price of the shares already listed and must not fall below this price by more than 5%. If other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised during the term of the Authorized Capital 2026 and until utilization is made of the Authorized Capital 2026, and in doing so, the subscription rights pursuant to and in corresponding application of Section 186 (3) sentence 4 AktG are excluded, this must be counted toward the aforementioned 10% limit. On balance, this ensures that, in compliance with the statutory evaluation of Section 186 (3) sentence 4 AktG, the shareholders' pecuniary and voting interests are adequately protected during the utilization of the Authorized Capital 2026 under exclusion of subscription rights. Taking into account all of the aspects involved, the authorization of the Board of Management to exclude subscription rights within the limits described is reasonable and required in the interests of the Company.

Furthermore, the authorizations to exclude subscription rights may only be used by the Company to such an extent that the proportionate amount of the total shares issued with an exclusion of subscription rights does not exceed 10% of the share capital at either the time the resolution is taken or at the time this authorization is exercised. In addition, the aforementioned 10% limit is offset if, during the term of the Authorized Capital until it is exercised, other authorizations to issue shares in the Company or to issue rights that enable the subscription of shares in the Company or commit to it, are exercised and, in doing so the subscription right is excluded. In this way, the shareholders are additionally protected against a dilution of their existing participation.

There are currently no plans to utilize the new Authorized Capital 2026. The Board of Management will exercise due care in examining in each individual case whether or not it should make use of the authorization to increase the capital upon the exclusion of subscription rights. It will only make use of this authorization if the Board of Management and the Supervisory Board are of the opinion that this is in the interests of the Company and its shareholders. The Board of Management will report on each use of this Authorized Capital 2026 to the respective subsequent Annual General Meeting.

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Report by the Board of Management to the Annual General Meeting on Item 8 of the Agenda regarding the exclusion of subscription rights upon issue of convertible bonds and/or bonds with warrants

The Board of Management renders the following report to the Annual General Meeting pursuant to Section 221 (4) sentence 2, Section 186 (4) sentence 2 AktG in conjunction with Art. 9 (1) SE-VO on the grounds for the authorization of the Board of Management to be able to exclude the subscription right of shareholders upon invoking the authorization for the issue of convertible bonds and/or bonds with warrants:

We propose to the Annual General Meeting a new authorization and a new contingent capital for the issue of convertible bonds and/or bonds with warrants (collectively the "Bonds"). Depending on the market situation, the issue of convertible bonds and/or bonds with warrants (or a combination of these instruments, as the case may be) may provide a further opportunity, in addition to the conventional possibilities of raising debt and equity capital, to make use of attractive financing alternatives in the capital market. The issue is to be limited to a total nominal value of bonds of up to Euro 200,000,000.00 and an entitlement to subscribe to up to 12,234,000 no-par value bearer shares in the Company. There are currently no plans to utilize this authorization.

The issue of convertible bonds and/or bonds with warrants shall facilitate the raising of debt capital on favorable terms. The procured conversion or option premiums benefit the capital basis of the Company and thus allow it to use more favorable financing opportunities. The further envisaged opportunity to create conversion obligations in addition to granting conversion and/or option rights expands the leeway for structuring the financing instrument. The authorization will provide the Company with the necessary flexibility to place the Bonds itself or via affiliates controlled by the Company ("Group Affiliates"). The Bonds may also be denominated in currencies other than the euro, such as the currency of an OECD country, and may be issued with a limited or unlimited duration. The authorization contains details for determining the conversion and/or option price.

Shareholders should generally be granted a subscription right. In the case of a placement via Group Affiliates, the Company must also ensure that the shareholders are granted the statutory subscription right. In order to facilitate settlement, the possibility is provided that the Bonds be issued to one or several banks or comparable institutions with the obligation to offer the Bonds to the shareholders for subscription in accordance with their subscription right.

However, the Board of Management should also be authorized, with the approval of the Supervisory Board, to exclude the subscription right of the shareholders for debt securities if they are issued against cash payment and if, after due examination, the Board of Management concludes that the issue price does not significantly fall short of the theoretical market value of the debt securities as determined in accordance with recognized financial-mathematical methods. However, this applies only to debt securities with conversion and/or option rights or a conversion obligations relating to shares with a proportionate amount of the share capital of up to 10% of the share capital existing at the time this authorization becomes effective or – if lower – at the time this authorization is exercised. Any other issue of shares against cash consideration, sale of treasury shares and issue of option and/or conversion rights is to be taken into account in this maximum limit of 10% of the share capital, provided that such issue or sale is made upon exercise (or indirect application) of the authorization to exclude the subscription right pursuant to Section 186 (3) sentence 4 AktG during the term of this authorization. This deduction ensures that no convertible bonds and/or bonds with warrants will be issued if this would result in the exclusion of the subscription right of the shareholders for a total of more than 10% of the share capital in direct or indirect application of Section 186 (3) sentence 4 AktG. This further restriction is in the interest of the shareholders who would like to maintain their shareholding interests wherever possible in the event of these corporate actions. Although the maximum threshold up to which the subscription right may be excluded under the

aforementioned conditions was increased from the previous 10% to 20% through the Act on the Financing of Future-Proof Investments of 11 December 2023 (Future Financing Act – ZuFinG), this additional flexibility shall not be used in the interest of the shareholders.

The possibility to exclude the subscription right provides the Company with the flexibility to exploit favorable capital market situations on a short-term basis and, by determining the conditions in accordance with prevailing market terms, to achieve better terms regarding the interest rate and issue price of the Bond. The decisive factor is that, as opposed to an issue of Bonds with subscription right, the issue price can be determined immediately before the placement, thereby avoiding an increased risk of price change for the duration of the subscription period. In contrast, where a subscription right is granted, the subscription price would have to be disclosed by the third to the last day prior to the end of the subscription period. In view of the frequently observed volatility on the stock markets, there would be a market risk for a number of days, which would result in having safety margins deducted when stipulating the terms and conditions of the bond and thus conditions which are not in accordance with prevailing market terms. Also, the granting of a subscription right could jeopardize any successful placement with third parties, or result in additional expenses, due to the uncertainty of the exercise thereof.

By setting an issue price for the Bonds which is not materially below the notional market value computed in accordance with generally accepted financial mathematical methods, shareholders' need for protection with regard to a dilution of their shareholding is to be accounted for. If the issue price were equivalent to the market value, the value of the subscription right would virtually be decreased to zero. The protection of the shareholders against the dilution of their shareholding is thus ensured, and shareholders will not suffer any significant economic disadvantage due to the exclusion of the subscription rights. Shareholders who would like to maintain their share in the Company's registered share capital or to acquire Bonds in accordance with the proportion of their shareholding can achieve this through additional purchases via the market on roughly the same terms and conditions.

The Board of Management shall also be authorized, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right. By applying the authorization, this serves to create subscription ratios that are free of fractions to the greatest possible extent. The fractional new shares, which are excluded from the subscription right of the shareholders, will either be sold on the stock exchange or otherwise realized in the best possible manner to the benefit of the Company. The restriction of the exclusion to fractional amounts does not result in any significant dilution for the shareholders. The financial interests of the shareholders are protected by the duty to realize the fractional amounts in the best possible manner.

Furthermore, the Board of Management is to be given the opportunity to exclude, with the approval of the Supervisory Board, the subscription right of the shareholders in order to grant to the bearers or creditors of previously issued conversion or option rights or convertible bonds with conversion obligation a subscription right in the same scope to which they would be entitled upon exercise of their conversion or option rights or upon compliance with their conversion obligations. This provides an opportunity to avoid that, in the event of the use of the authorization, the option or conversion price for the holder of existing conversion or option rights will have to be discounted under those option and conversion terms and conditions or may have to be granted other dilution protection by the Company. The only burden on existing shareholders will be that the holders/creditors of conversion and/or option rights are granted a subscription right to which they would in any event be entitled if they had already exercised their conversion and/or option rights or complied with their conversion obligation. Upon consideration of the advantages and disadvantages, the exclusion subscription rights would appear to be appropriate in this case.

Finally, it is to be allowed that the subscription right is excluded in order to issue convertible bonds and/or bonds with warrants in exchange for the convertible bonds being contributed which were issued on the basis of the resolution of the Annual General Meeting of the Company on May 10, 2019 under Agenda Item 6 and/or on the basis of the resolution of the Annual General Meeting of the Company on May 9, 2023 under Agenda Item 7 and still outstanding today. This possibility can make a major contribution to the optimization of the financing structure of the Company. There will presumably be no further dilution for shareholders through this approach.

The Company may only make use of all the above-mentioned authorizations to exclude subscription rights to such an extent that the proportionate amount of the shares to which the Bonds issued with the exclusion of subscription rights entitle or oblige, does not exceed 10% of the share capital at either the time the resolution is taken or at the time this authorization is exercised. If, during the term of this authorization until it is exercised, other authorizations to issue shares in the Company or to issue rights that enable or oblige the subscription of shares in the Company are used and subscription rights are excluded, this is to be offset against the 10% limit mentioned above. In this way, the shareholders are additionally protected against a dilution of their existing participation.

To increase flexibility, the terms and conditions of the Bonds may provide that the Company will not grant shares in the Company to a party entitled to a conversion or option but will pay the equivalent value in cash. The proposed Contingent Capital 2026 serves to service the conversion and/or option rights connected to the convertible bonds and/or bonds with warrants or to satisfy conversion obligations in respect of shares in the Company, provided that other forms of performance are not used for this purpose.

There are currently no concrete plans to make use of the proposed authorization to issue Bonds. In each individual case, the Board of Management will carefully examine whether it will make use of the authorization while excluding subscription rights. This authorization will only be exercised if, in the opinion of the Board of Management and the Supervisory Board, it is in the interests of the Company and its shareholders. The Board of Management will report to the Annual General Meeting on every use of the authorization.

* * *

Report of the Management Board on Agenda Item 9 concerning the authorization to acquire and use treasury shares pursuant to Section 71 (1) no. 8 AktG, including the possible exclusion of subscription and tender rights and the cancellation of treasury shares

The Board of Management submits the following report to the Annual General Meeting pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 AktG and Article 9 (1) of the SE Regulation on the reasons why the authorization under Agenda Item 9 excludes the shareholders' right to tender shares for certain cases of acquisition and the shareholders' subscription rights for certain cases of the use of treasury shares:

The authorization proposed under Agenda Item 9 enables the Company, pursuant to Section 71 (1) no. 8 AktG, to acquire treasury shares of up to 10% of the share capital until May 19, 2031. This avoids the need for the Annual General Meeting to deal with the acquisition of treasury shares on a recurring annual basis, in particular where the authorization has not been used or has been used only to a limited extent and thus grants the Board of Management greater flexibility. In accordance with the principle of equal treatment of all shareholders as provided for in the German Stock Corporation Act, treasury shares may only be acquired via the stock exchange or by means of a public purchase offer or a public invitation to submit purchase offers addressed to all shareholders.

In the case of an acquisition by way of a public purchase offer or a public invitation to submit purchase offers (tender offer), each shareholder willing to sell may decide how many shares and, in the event that a price range is specified, at what price to offer such shares to the Company. If, in the case of a public purchase offer, more shares are tendered, or, in the case of a public invitation to submit purchase offers, more shares are offered on equivalent terms than the Company intends to acquire, acceptance must be made on a pro rata basis, i.e. in proportion to the number of shares tendered or offered by each shareholder, whereby preferential acceptance of small offers or small portions of offers of up to a maximum of 100 shares may be provided for. This serves to avoid fractional amounts when determining the acquisition ratios and to eliminate small residual holdings, thereby facilitating the technical processing of the transaction.

The treasury shares acquired may be resold via the stock exchange or by way of an offer to all shareholders, thereby complying with the principle of equal treatment. In accordance with Section 71 (1) no. 8 sentence 6 AktG, the authorization further provides that the acquired shares may be cancelled without a further resolution of the Annual General Meeting. The cancellation may be effected in conjunction with a reduction of the share capital. Alternatively, the Board of Management is authorized to effect the cancellation in accordance with Section 237 (3) no. 3 AktG without a reduction of the share capital; in this case, the share capital remains unchanged, and, pursuant to Section 8(3) AktG, the notional pro rata share of the (unchanged) share capital attributable to each of the remaining shares increases proportionately as a result of the cancellation.

The proposed authorization further provides, in accordance with Section 71 (1) no. 8 sentence 5 AktG, that the Board of Management may, in the cases described below, dispose of or use the acquired treasury shares, in whole or in part, also for means other than via the stock exchange or by way of an offer to all shareholders, in which case the shareholders' subscription rights are excluded by corresponding application of Section 186 (3) sentence 1 AktG:

- (i) Pursuant to the authorization, the Company may, with a restriction of the shareholders' subscription rights, also dispose of treasury shares outside the stock exchange against cash consideration, by corresponding application of Section 186 (3) sentence 4 AktG, at a price that does not materially undercut the stock exchange price of the shares at the time of disposal. This is in the interest of the

Company and enables it to cover any potential capital requirements even at very short notice in order to take advantage of market opportunities in various business areas. Furthermore, by disposing of treasury shares, for example to institutional or strategic investors, the Company is able to attract additional domestic and foreign investors and to respond quickly and flexibly to favorable stock market conditions.

The interests of the shareholders are safeguarded in this form of disposal of treasury shares with the exclusion of subscription rights: the shares to be disposed of with the exclusion of subscription rights may not, in aggregate, exceed 10% of the share capital (at the time the authorization to acquire treasury shares is resolved upon and at the time the acquired treasury shares are disposed of). To the extent that, during the term of this authorization and until it is utilized, other authorizations to issue or dispose of shares of the Company or to issue rights that entitle or obligate the holder to subscribe for shares of the Company are exercised and the subscription rights are excluded pursuant to or by corresponding application of Section 186 (3) sentence 4 AktG, this must be counted towards the aforementioned 10% limit.

Furthermore, the sale price of the treasury shares must not materially undercut the stock exchange price of the Company's shares already traded on the stock exchange at the time the binding agreement with the acquirer is concluded. When determining the disposal price, the Board of Management will, taking into account the market situation prevailing at the relevant time, endeavor to keep any discount on the stock exchange price as low as possible; in any event, the discount will not exceed 5% of the stock exchange price. Shareholders therefore have the opportunity to acquire shares on the stock exchange on terms approximately equivalent to those applicable to the acquirer of the shares disposed of by the Company, in order to maintain their participation ratio and their relative voting rights. In this way, the principle of protection against dilution is taken into account.

- (ii) The authorization further provides that treasury shares may be used, with the exclusion of shareholders' subscription rights, to satisfy conversion and option rights or conversion obligations of creditors under any convertible bonds or bonds with warrants, profit participation rights and/or income bonds (or combinations of the aforementioned instruments) issued by the Company or its subordinated affiliated companies on the basis of an authorization granted by the Annual General Meeting. In this way, it may be expedient and more advantageous for the Company to use treasury shares, in whole or in part, instead of shares from a capital increase out of conditional capital to satisfy conversion or option rights or conversion obligations. In this context, it should be noted that convertible or bonds with warrants may, as a general rule, themselves only be issued in compliance with the shareholders' subscription rights, so that the shareholders' subscription rights are indirectly safeguarded in this respect. The decision as to the manner in which the shares to be issued to the creditors of convertible or bonds with warrants are procured – by utilizing conditional capital and/or by using acquired treasury shares – shall be taken by the competent corporate bodies of the Company.
- (iii) In addition, the Company is to be enabled to sell employee shares to employees of the Company and its subordinated affiliated companies; however, this shall be limited to an amount of up to 5% of the share capital, with any such shares being counted against shares that are issued or disposed of to the same group of persons during the term of this authorization under another authorization with the exclusion of shareholders' subscription rights.

The sale of treasury shares to employees is in the interest of the Company and its shareholders, as it promotes employees' identification with their company and thus contributes to an increase in the Company's value. For this purpose, the shareholders' subscription rights must be excluded. The Board of Management will determine the sale price in such a way that it undercuts – considering an

appropriate incentive oriented toward the Company's success – the respective stock exchange price of the Company's shares at the relevant time only to the extent customary for employee share programs.

In order to facilitate the settlement of the sale of treasury shares as employee shares, the Company is to be enabled to procure the shares required for this purpose also by way of acquiring treasury shares through securities lending transactions and to use treasury shares to satisfy the lenders' claims for restitution.

- (iv) Finally, the authorization grants the Company the possibility, in the event of a potential acquisition of companies, equity interests in companies or parts of companies, or in the context of business combinations (collectively hereinafter referred to as "Companies"), as well as in the event of a potential acquisition of other assets, to offer treasury shares as consideration.

The acquisition of Companies and other assets against the transfer of treasury shares is in the interest of the Company where such acquisition is capable of strengthening the Company's market position. The proposed authorization to exclude subscription rights grants the Board of Management the flexibility to respond quickly and flexibly, and in a liquidity-preserving manner, to opportunities that may arise for the acquisition of Companies or other assets also by using treasury shares acquired by the Company. This serves the strategy of achieving growth of the Company and the group managed by it through acquisitions, in particular of Companies, but also of other assets. The Company is thus enabled to take advantage of opportunities to strengthen its competitive position and its earning power also by transferring treasury shares as consideration, in particular where, as is not uncommon in such transactions, the payment of a cash purchase price is not feasible in whole or in part because the relevant negotiating counterparty expects the granting of shares as consideration in order to (continue to) hold an equity interest, or would agree to a cash payment only at a significantly higher price, or where the Company's liquidity is to be preserved for other purposes.

The valuation of Companies and other assets to be acquired will be carried out on a market-oriented basis, if necessary on the basis of a valuation report. As a rule, the Board of Management will, when determining the value of the shares of the company to be transferred, take the stock exchange price of such shares as a reference. However, a schematic linkage to the stock exchange price is not intended, in order not to call into question negotiation results already achieved. Overall, the Board of Management will ensure, when determining the valuation ratio, that the interests of the shareholders are appropriately safeguarded.

On the basis of these considerations, it may be in the interest of the Company and justified in individual cases to exclude shareholders' subscription rights when using treasury shares for the purpose of acquiring Companies or other assets. In each individual acquisition case, the Board of Management will examine and weigh whether the acquisition against the transfer of shares with the exclusion of subscription rights, taking into account the interests of the shareholders, is in the well-understood interest of the Company.

At present, there are no specific plans to acquire treasury shares and/or to use them with the exclusion of shareholders' subscription rights. The decision as to whether the authorization will be utilized will be taken by the Board of Management on a case-by-case basis, taking into account the interests of the Company and its shareholders with respect to the measure planned in each case and the respective valuation. Within the scope of its dutiful discretion, the Supervisory Board may determine that measures of the Board of Management based on the proposed authorization to acquire and use treasury shares may generally, or in cases determined by the Supervisory Board, be carried out only with its consent. The Board of Management

will report to the next Annual General Meeting, in each case, on any utilization of the authorization to acquire treasury shares and on the use thereof.

* * *

Additional Information and Details

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

The following documents are available online at www.sgllcarbon.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 2025 fiscal year
- Reports by the Board of Management to the Annual General Meeting on Items 7, 8 and 9 of the Agenda
- Remuneration Report 2025, including the Auditor's Report on the Remuneration Report 2025

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 13, 2026 (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 13, 2026 (24:00 hours CEST).

According to Section 15 (2) sentence 3 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 28, 2026; 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 HCE Consult AG
Postfach 820335
81803 Munich / Germany

E-mail: anmeldestelle@hce-consult.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 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, 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 28, 2026 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 20, 2026, 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.

- 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 19, 2026 (24:00 hours CEST) at the address or email address

SGL Carbon SE
c/o HCE Consult AG
Postfach 820335
81803 Munich / Germany

E-mail: anmeldestelle@hce-consult.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.

- c) For the exercise of postal votes 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.
- 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 HCE Consult AG
Postfach 820335
81803 Munich / Germany

E-mail: anmeldestelle@hce-consult.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.

- 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.
 - 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 19, 2026 (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.

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.

- e) For the transmission of proxy-related declarations via intermediaries pursuant to Section 67c AktG, see below under “Communication via intermediaries”.

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 via intermediaries in ISO format 20022, e.g. in the form of a ISO20022-XML-file, to the Company via the contact details of the registration office: SGL Carbon SE, c/o HCE Consult AG, Postfach 820335, 81803 Munich, Germany, and/or E-mail: anmeldestelle@hce-consult.de.

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 13, 2026 (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 as well as their modification or revocation must also, for organizational reasons, be received within the abovementioned timelines until May 19, 2026 (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 20, 2026 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 20, 2026 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 19, 2026 (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

Countermotions or election proposals

Shareholders may submit countermotions and election proposals within the meaning of Sections 126, 127 AktG to resolutions proposed by the Board of Management and/or the Supervisory Board. Countermotions and election proposals submitted at least 14 days prior to the Annual General Meeting, i.e., no later than May 5, 2026 (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: HV2026@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. Countermotions 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 28, 2026 (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 14, 2026 (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 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 15, 2026 (24:00 hours CEST) on the password-protected AGM Internet Service at

www.sglcarbon.com

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 5 as well as 7 to 10, the votes on the announced resolution or election proposals are binding. Under Item 6 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, April 2026

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: HV2026@sglcarbon.com

You can reach our data protection officer at:

SGL Carbon SE
Datenschutzbeauftragter
Söhnleinstrasse 8
65201 Wiesbaden / Germany

E-mail: dataprotection-de@sglcarbon.com

SGL Carbon SE
Wiesbaden

Virtual Annual General Shareholder Meeting of SGL Carbon SE
on Wednesday, May 20, 2026, 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 2026 Formal indication acc. to EU-IR: SGLoHV052026</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 / DE000A41YCN8</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 20, 2026 Formal indication acc. to EU-IR: 20260520</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 28, 2026 Formal indication acc. to EU-IR: 20260428</p>
6.	<p>Uniform Resource Locator (URL)</p> <p>www.sglcarbon.com/agm</p>

