

SGL CARBON SE
Wiesbaden

– WKN 723530 –
– ISIN DE0007235301

Due to the ongoing health risks related with the COVID-19 pandemic, the Board of Management – with approval of the Supervisory Board – has determined that this year's Annual General Meeting again will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. The legal basis for this decision is set forth in Article 2, Section 1 (2) sentence 1, (6) of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Bankruptcy and Criminal Procedure Laws (COVID-19 Act), as extended and amended by Article 11 of the Act for an Additional Limitation of the Discharging Residual Debt Proceeding and on the Amendment of Pandemic Related Regulations in Corporate, Cooperatives, Societies and Trusts Law as well as in Tenancy and Lease Law (COVID-19 Amendment Act).

This also has consequences for the rights of the shareholders; you will find further explanations below.

[Explanation of the Rights of Shareholders, among others according to Art. 56 of Council Regulation \(EC\) No 2157/2001 \(SE Regulation\), Sec. 50 \(2\) SE Implementation Act \(SEAG\) in conjunction with Sections 122 \(2\), 126 \(1\), 127 and 131 \(1\) German Stock Corporation Act](#)

1. Request for Additional Items on the Agenda under Art. 56 SE Regulation, Sec. 50 (2) SEAG and Sec. 122 (2) German Stock Corporation Act

Under Art. 56 SE Regulation, Sec. 50 (2) SEAG in conjunction with Sec. 122 (2) German Stock Corporation Act, shareholders whose shares make up at least 5 % of the registered share capital or a proportionate sum of € 500,000.00 may request that items are put on the agenda and publicized. Because in the case of SGL Carbon SE the proportionate sum of € 500,000.00 is less than 5 % of the registered share capital, it is sufficient when requesting an addition to the agenda that the proportionate sum of € 500,000.00 is reached. This amount is equivalent to 195,313 shares in the Company - rounded up to the next whole number of shares.

Each new item must be submitted with grounds or a draft resolution.

The request must be submitted to the Board of Management and be received by the Company in writing at least 30 days prior to the Annual General Meeting of shareholders (whereby neither the date of the Annual General Meeting of shareholders nor the date of the receipt of the request are to be included in this calculation), that is, by no later than April 20, 2021 (24.00 hours CEST = 22.00 hours UTC). Please send these requests to the following address:

SGL Carbon SE
Vorstand / Group Legal
Söhnleinstrasse 8
65201 Wiesbaden / Germany

To the extent they have not already been announced in the notice of the Annual General Meeting, supplements to the agenda which are to be announced will be announced without undue delay upon receipt of the request in the German Federal Gazette and transmitted to such media for publication of which it may be assumed that they disseminate information to all of the European

Union. In addition, they will be submitted according to the provisions of the Implementing Regulation (EU) 2018/1212 and also made available online under www.sgicarbon.com/agm.

2. Counterproposals and Nominations by Shareholders under Sections 126 (1), 127 German Stock Corporation Act

Shareholders may submit countermotions and proposals for elections pursuant to Sections 126 and 127 of the German Stock Corporation Act concerning the proposals of the Board of Management and/or the Supervisory Board. Such countermotions and proposals, provided that they have been received by the Company at least 14 days before the day of the Annual General Meeting, i.e. by no later than May 6, 2021 (24.00 hours CEST = 22.00 hours UTC) at the following address, fax number or E-mail address

SGL Carbon SE
Group Legal
Söhnleinstrasse 8
65201 Wiesbaden / Germany

Fax: +49-(0)611-6029-4234
E-mail: HV2021@sgicarbon.com

and that they satisfy the other requirements for making them accessible, will be made accessible at the internet address www.sgicarbon.com/agm, including with the name of the shareholder, the related explanatory statement (which is not required for proposals for elections), and a potential statement from the Company's administration. Countermotions and proposals for elections that are sent to another address as stated above will not be considered.

Countermotions and proposals for elections fulfilling the requirements to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act are deemed to have been duly proposed in the Annual General Meeting if the shareholder submitting the motion or the election proposal is properly legitimized and registered for the Annual General Meeting (Article 2 Section 1 (2) sentence 3 of the COVID-19 Act).

Counterproposals must not be made available if no grounds are enclosed. Furthermore, the duty to make counterproposals and their grounds available is not applicable under Sec.126 (2) German Stock Corporation Act

- if the Board of Management would make itself criminally liable by doing so (Sec. 126 (2) sentence 1 No. 1 German Stock Corporation Act),
- if the counterproposal would result in a resolution of the Annual General Meeting of shareholders in contravention of the laws or the Company Articles of Association (Sec. 126 (2) Sentence 1 No. 2 German Stock Corporation Act),
- if major aspects of the grounds are evidently false or contain misleading information or slanderous statements (Sec. 126 (2) sentence 1 No. 3 German Stock Corporation Act),
- if another counterproposal by the shareholder based on one and the same facts has already been made available to an annual general meeting of shareholders of the Company under Sec. 125 German Stock Corporation Act (Sec. 126 (2) sentence 1 No. 4 German Stock Corporation Act),

- if one and the same counterproposal by the shareholder with substantially identical grounds has already been made available in the last five years for at least two annual general meetings of shareholders under Sec. 125 German Stock Corporation Act and less than a twentieth of the registered share capital has voted in favor or it in the annual general meeting of shareholders (Sec. 126 (2) sentence 1 No. 5 German Stock Corporation Act),
- if the shareholder has indicated that he will not attend the Annual General Meeting of shareholders and will not be represented by a proxy (Sec. 126 (2) sentence 1 No. 6 German Stock Corporation Act), or
- if, in two annual general meetings of shareholders within the last two years, the shareholder has refrained from entering a counterproposal himself or through another party of which he had given notice (Sec. 126 (2) sentence 1 No. 7 German Stock Corporation Act).

The grounds of a counterproposal must not be made available if they are of more than 5,000 characters (including spacing) in length.

The above comments apply accordingly for nominations, whereby no grounds are required for nominations. Save for the cases referred to in Sec. 126 (2) German Stock Corporation Act, the nominations will not be made available even if there is no disclosure, in the case of individuals, of the name, exercised profession and place of residence, and in the case of legal entities, where they have been proposed to become auditors, of the company name and registered office (Sec. 124 (3) Sentence 4 German Stock Corporation Act). Finally, nominations for the election of supervisory board members must not be made available if the nomination is not accompanied by information on the membership of a candidate in other domestic supervisory boards whose establishment is required by law.

3. Shareholders' Rights: Right to ask questions

After due registration for this year's (virtual) Annual General Meeting, shareholders are entitled to submit questions by electronic means (Article 2 Section 1 (2) sentence 1 no. 3 COVID-19 Act and Art. 11 no. 1 of the COVID-19 Amendment Act).

Under Sec. 131 (1) German Stock Corporation Act each shareholder and each representative of a shareholder in the Annual General Meeting of shareholders may request information from the Board of Management on matters concerning the Company, the legal and business relations of the Company to an affiliated Company and the situation of the group of companies and the companies included in the consolidated financial statements, provided the information is required for correctly evaluating one or several items on the agenda.

The Board of Management, with approval of the Supervisory Board, has stipulated that any questions must be submitted by electronic means by no later than May 20, 2021 (10.00 hours CEST = 08.00 hours UTC), by using the password-protected AGM Internet-Service-Portal at www.sglcarbon.com/agm. Another form for transmitting questions is not available. Shareholders can find the necessary login details for the AGM Internet-Service-Portal on the voting card sent by post. In your own interest, please contact your custodian bank as early as possible to ensure early registration and timely receipt of the voting card.

The Board of Management shall decide at its discretion, after due consideration, how it answers questions (Article 2 Section 1 (2) sentence 2 subclause 1 COVID-19 Act and Art. 11 no. 1(b) of the COVID-19 Amendment Act). Please note that only questions in German will be answered.

Under Sec. 131 (3) German Stock Corporation Act the Board of Management may refuse to provide information

- if the disclosure of information, following reasonable commercial evaluation, is capable of causing not insignificant harm to the Company or an affiliated Company (Sec. 131 (3) sentence 1 No.1 German Stock Corporation Act),
- if it relates to tax valuations or the amount of individual taxes (Sec. 131 (3) sentence 1 No. 2 German Stock Corporation Act),
- on the difference between the value at which items were estimated in the balance sheet and the higher value of these items unless the annual general meeting of shareholders shall approve the annual financial statements (Sec. 131 (3) sentence 1 No. 3 German Stock Corporation Act),
- on the accounting and valuation methods, provided the disclosure of these methods in the notes is sufficient to convey a reasonable view of the actual situation of the net assets, financial position and results of operations of the Company within the meaning of Sec. 264 (2) German Commercial Act; this does not apply if the annual general meeting shall approve the annual financial statements (Sec. 131 (3) sentence 1 No. 4 German Stock Corporation Act),
- if the Board of Management would make itself criminally liable through the disclosure (Sec. 131 (3) sentence 1 No. 5 German Stock Corporation Act), und
- if the information is continually available on the homepage of the Company for at least seven days prior to the commencement of and in the Annual General Meeting of shareholders (Sec. 131 (3) sentence 1 No. 7 German Stock Corporation Act).

4. Opportunity to declare Objections to a resolution of the Annual General Meeting according to Article 2, Section 1 (2) sentence 1 no. 4 COVID-19 Act

Shareholders who exercise their voting rights in person or by proxies have the opportunity to electronically declare their objection to resolutions of the Annual General Meeting.

Such objections can be declared via the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/AGM. The objection can be declared starting with the beginning of the Annual General Meeting until the end of the Annual General Meeting as declared by the chairmen of such meeting.

5. Transmission of the Annual General Meeting in the Internet

The entire Annual General Meeting on May 21, 2021 will be webcasted in audio and video for the duly registered shareholders and/or their authorized representatives via the password-protected AGM Internet-Service-Portal at www.sgllcarbon.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. Physical participation of shareholders and their proxies is excluded.

In addition, shareholders and other interested persons may follow the speech by the Board of Management at the Annual General Meeting on May 21, 2021 outside of the password-protected AGM Internet-Service-Portal at www.sglcarbon.com/agm.

Suspension of Rights pursuant to Sec. 44 German Securities Trading Act and/or Sec. 59 German Securities Acquisition and Takeover Act

Please be advised that the foregoing rights do not exist under Sec. 44 German Securities Trading Act and/or Sec. 59 German Securities Acquisition and Takeover Act for as long as a shareholder has not complied with possible disclosure duties under Sec. 33 (1), (2), 38 (1), 39 (1) German Securities Trading Act or his duties under Sec. 35 (1) and (2) German Securities Acquisition and Takeover Act.

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