

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 as of March 27, 2020, as amended by 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 as of December 22, 2020 (COVID-19 Act), whose term was extended until August 31, 2022 by the Act on the establishment of a special fund "Aufbauhilfe 2021" and on the temporary suspension of the obligation to file for insolvency due to heavy rainfall and flooding in July 2021 and on the amendment of other acts as of September 10, 2021.

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 16, 2022(24.00 hours CEST). 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.sglcarbon.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 2, 2022 (24.00 hours CEST) at the following address or E-mail address

SGL Carbon SE
Group Legal
Söhnleinstrasse 8
65201 Wiesbaden / Germany
E-mail: HV2022@sglcarbon.com

and that they satisfy the other requirements for making them accessible, will be made accessible at the internet address www.sglcarbon.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.

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 15, 2022 (24.00 hours CEST), 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). 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. Shareholders' Rights: Opportunity to submit Statements

The Board of Management has decided, with the approval of the Supervisory Board, to grant shareholders or their authorized representatives the possibility – above and beyond the requirements specified in the COVID-19 Act – to submit statements with their view on Agenda topics either in writing or by means of video messages. The prerequisite for this is that the shareholders have duly registered for the Annual General Meeting and provided the Company with proof of their shareholding.

Written statements and video messages can only be submitted in the German language and by not later than May 11, 2022 (24:00 hours CEST), by using the password-protected AGM Internet-Service-Portal at www.sglcarbon.com/AGM. The shareholders can find the necessary login details for the AGM Internet-Service-Portal on the voting card sent by post.

A written statement should not exceed 10,000 characters, and a video message should not exceed three minutes and also not exceed 2 GB data volume. In addition, only video messages in which the shareholder or his or her authorized representative appears himself / herself are permitted. By submitting a submission, the shareholder or his/her authorized representative agrees that the written statement or video message may be published on the AGM Internet-Service-Portal, stating his or her name. Details on the technical and legal requirements for

submitting written statements or video messages are available on the AGM Internet-Service-Portal.

It is intended to publish properly submitted written statements and video messages in the password-protected AGM Internet-Service-Portal, which is only accessible to registered shareholders or their authorized representatives, before the Annual General Meeting. The Company also reserves the right to show submitted video messages at the Annual General Meeting. However, it is expressly pointed out that there is no legal entitlement to the publication of statements or video messages on the AGM Internet-Service-Portal or to the broadcasting of video messages at the Annual General Meeting.

The Company reserves the right not to publish statements and video messages with insulting, discriminatory or criminally relevant or obviously false or misleading content as well as those without any reference to the Agenda or in a language other than German. The same applies to statements longer than 10,000 characters, video messages lasting more than three minutes or more than 2 GB data volume and submissions that do not meet the technical requirements. Only one statement or video message will be considered per shareholder.

Please note that counter motions, proposals for elections, questions and objections to resolutions of the Annual General Meeting that are included in a written statement or in a video message will not be considered. They are to be submitted exclusively in the ways described in the AGM invitation and in compliance with the requirements and deadlines described therein in each case.

5. 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.

6. Transmission of the Annual General Meeting in the Internet

The entire Annual General Meeting on May 17, 2022 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 17, 2022 outside of the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/AGM.

7. 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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