

# Corporate Governance Declaration, Corporate Governance and Compliance Report (unaudited)

## Declaration of conformity with the German Corporate Governance Code

The Board of Management and the Supervisory Board of a listed European corporation (Societas Europaea) with its registered office in Germany are required by Art. 9 (1) (c) (ii) SE Regulation in conjunction with Section 161 German Stock Corporation Act to declare at least once a year whether the German Corporate Governance Code (GCGC) has been and is being complied with. In addition, reasons must be specified as to which recommendations of the code have not been or are not being applied. Since 2002, the Board of Management and Supervisory Board of SGL Carbon SE have regularly issued and published declarations of conformity. Each declaration of conformity will be made available to the public on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Company/Corporate Governance") for a period of five years. The most recent declaration of conformity was issued and published in November 2025:

The Board of Management and Supervisory Board of SGL Carbon SE declare that

SGL Carbon SE has fully complied with the recommendations of the German Corporate Governance Code ("Code") of the "Government Commission on the German Corporate Governance Code" in the version of April 28, 2022 (published on June 27, 2022), which were also published by the Federal Ministry of Justice in the official section of the Federal Gazette, since issuance of the last declaration of conformity in December 2024, and that SGL Carbon SE will continue to fully comply with these recommendations in the future, with the exception of the following deviation:

- In regard to recommendation C. 10 (1) of the Code, according to which the Chairperson of the Supervisory Board and the Chairperson of the remuneration committee should be independent of the company and the Board of Management: Prof. Dr. Richter is Chairman of the Company's Supervisory Board and its Personnel Committee and is also Managing Director of SKion GmbH, a major shareholder of SGL Carbon SE. However, the company considers the current composition of the Chairperson of the Supervisory Board and of the Personnel Committee to be appropriate. Prof. Dr. Richter is considered particularly suited

for occupying both positions, and the company believes that the other shareholder representatives on the Supervisory Board, the majority of whom are independent, ensure that the board is sufficiently balanced.

In addition, SGL Carbon SE's Corporate Governance Principles largely comply with the non-mandatory suggestions of the German Corporate Governance Code.

Wiesbaden, November 26, 2025

Prof. Dr. Frank Richter (Chairperson of the Supervisory Board of SGL Carbon SE)  
signatory for the Supervisory Board of SGL Carbon SE

Andreas Klein (Chairperson of the Board of Management of SGL Carbon SE),  
signatory for the Board of Management of SGL Carbon SE

## Composition and procedures of the Board of Management

The governance of SGL Carbon SE as a listed European company (SE) with its registered office in Germany is largely determined by Council Regulation EC No. 2157/2001 of October 8, 2001, the Statute of a European Company (SE Regulation), Germany's SE Implementation Act, the Agreement on the Involvement of Employees in SGL Carbon SE as well as the German Stock Corporation Act (AktG), the suggestions and recommendations of the German Corporate Governance Code and the Articles of Association of SGL Carbon SE.

SGL Carbon SE is subject to the dualistic system as per Art. 38 of the SE Regulation in conjunction with Section 5 of SGL Carbon SE's Articles of Association. The dualistic system is characterized by a separation of personnel between the management body (Board of Management) as the executive and management body and the supervisory body (Supervisory Board) as the monitoring body. The Board of Management and Supervisory Board of SGL Carbon SE work closely together for the benefit of the enterprise. Their shared goal is the sustained growth of the value of the company.

The Articles of Association specify that the Board of Management of SGL Carbon SE consists of several members; this number is determined by the Supervisory Board. As of December 31, 2025, the Board of Management consisted of three members and no Board of Management committees were formed.

The Board of Management is responsible for managing SGL Carbon SE and the SGL Carbon Group in the interest of the company. The principle of overall responsibility applies, that is, the members of the Board of Management bear joint responsibility for management of the business; however, each member of the Board of Management is assigned responsibility for specific areas. More detailed information on the individual members of the Board of Management and their areas of responsibility can be found on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com) under "Company/About us/Board of Management"). Certain matters determined by the full Board of Management shall both be dealt with by the full Board of Management and require its approval. The Chairperson of the Board of Management coordinates the work of the members of the Board of Management.

The Board of Management develops the corporate and Group strategy and ensures its implementation in consultation with the Supervisory Board. In addition to long-term economic targets, corporate strategy and planning also take appropriate account of

environmental and social objectives. The duties of the Board of Management also include managing and monitoring the operating activities of the Company and establishment and supervision of an appropriate and effective control and risk management system. The Board of Management ensures compliance with legal provisions, official regulations and internal policies, and it works to ensure that these rules and regulations are also complied with by Group companies. The Board of Management prepares the company's interim financial reports, the financial statements of SGL Carbon SE, the consolidated financial statements, the management reports of SGL Carbon SE and the SGL Carbon Group and the separate non-financial report or the sustainability report for the SGL Carbon Group.

The Board of Management informs the Supervisory Board regularly, promptly and comprehensively in regard to all issues relevant to the company and the Group, particularly including strategy, planning, business development, the risk situation, risk management and compliance. In this context, the Board of Management addresses instances in which the business situation deviates from the established plans and targets. When important events of material significance for the company occur, the Board of Management shall inform the Chairperson of the Supervisory Board without delay, and the Chairperson of the Supervisory Board shall subsequently inform the Supervisory Board and convene a Supervisory Board meeting if required.

## The composition and procedures of the Supervisory Board and its committees

### Supervisory Board

According to Section 8 (1) of the Articles of Association, the Supervisory Board of SGL Carbon SE consists of eight members, with half of them being shareholder representatives and the other half employee representatives. The shareholder members are appointed by the Annual General Meeting of SGL Carbon SE, and the employee representatives are appointed by the SE Works Council in accordance with the agreement of the company with the employees on co-determination in the company. The Supervisory Board elects a Chairperson of the Supervisory Board from among its members and a Vice-Chairperson from among the shareholder representatives and employee representatives. If resolutions are to be adopted by a simple majority, the Chairperson of the Supervisory Board will cast the tie-breaking vote in the event of a tie, and if the Chairperson does not participate in the adoption of the resolution, the Vice-Chairperson who has been appointed to the

Supervisory Board as a shareholder representative will cast the tie-breaking vote. In addition, the Chairperson of the Supervisory Board coordinates the work of the Supervisory Board and represents the interests of the Supervisory Board to the outside world.

The Supervisory Board advises and monitors the Management Board in managing the company; this also includes advising and monitoring on sustainability issues. The Supervisory Board appoints and dismisses the members of the company's Board of Management, makes decisions regarding the remuneration system for Board of Management members and sets the individual remuneration for each member of the Board of Management. The remuneration system for the Board of Management and its approval by the Annual General Meeting is available on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), and available there under "Company/Corporate Governance"). At regular intervals, the Supervisory Board obtains reports from the Board of Management on the strategy, corporate planning, sales performance, profitability, business development, sustainability issues and the situation of the company, as well as on the internal control system, the risk management system and the compliance management system. It is directly involved in decisions that are of fundamental importance to SGL Carbon SE and the Group; these include the launch of new sectors or the discontinuation of existing ones and the issuance of bonds. Section 11 of the Articles of Association of SGL Carbon SE contains a catalog of transactions for which the Board of Management requires the approval of the Supervisory Board (the Articles of Association of SGL Carbon SE are available on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Company/Corporate Governance")). Furthermore, under certain circumstances it is required under law that the Supervisory Board or the Audit Committee approve transactions with related parties in advance. The Supervisory Board is ultimately responsible for auditing the annual financial statements and management report of SGL Carbon SE, the consolidated financial statements and management report and the proposal for appropriation of unappropriated profits. The activities of the Supervisory Board in the 2025 fiscal year are explained in the Report of the Supervisory Board.

The Supervisory Board has adopted rules of procedure which govern in particular the convening and preparation of the Supervisory Board's meetings and the passing of resolutions in addition to its duties and responsibilities. The Rules of Procedure are available on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Company/Corporate Governance").

### **Targets of the Supervisory Board regarding its composition**

In accordance with the requirements of the German Corporate Governance Code, the Supervisory Board adopted targets for its composition and drafted a skill set profile for the body as a whole. In accordance with the targets it has set for itself, the Supervisory Board is to have a composition that ensures that its membership as a whole possesses the knowledge, skills and professional experience required to properly perform the duties of the Supervisory Board. The age limit for members of the Supervisory Board is 72. As a rule, a member of the Supervisory Board shall also no longer be proposed as a candidate for the Supervisory Board once they have completed their third term of office on the Supervisory Board. This rule does not apply to terms of office based on a court appointment to the Supervisory Board. If a Supervisory Board member holds a material stake in the company within the meaning of the German Corporate Governance Code, controls a material shareholder of the company or acts as a representative of a material shareholder, there is a fundamental exception to the above-mentioned rule and no time restriction applies in this case. Each member of the Supervisory Board also ensures that they have sufficient time to perform their duties.

All members of the Supervisory Board must be able to properly perform their duties. To perform its duties properly, at least two Supervisory Board members should have expert knowledge in the field of accounting or auditing, including sustainability reporting (Financial Expert); currently, as proven by their education and career, this is the case for Ms. Neumann and Mr. Denoke. As a trained auditor and former partner of an auditing company, Ms. Neumann has the necessary knowledge and experience in the field of auditing as well as in the area of accounting. Mr. Denoke, as a long-standing CFO of a large listed company, also has the necessary knowledge and experience in the application of accounting principles and internal control and risk management systems, along with knowledge and experience in the field of auditing. In addition, at least one member of the Supervisory Board must have considerable professional experience and industrial expertise in the SGL Carbon Group's sectors or key customer industries. Furthermore, each of the following areas should have at least one member who has extensive professional experience in the specified area: corporate management and corporate strategy, compliance and risk management, innovation expertise (including digitization), executive development and human resources. In addition, members of the Supervisory Board should have knowledge of sustainability issues important to the company. The composition of the Supervisory Board should also reflect the international activities of the company; at least one member

of the Supervisory Board should have special international knowledge and experience due to their national origin, education or professional activity.

The Supervisory Board shall always include a sufficient number of independent members. That is why at least half of the members of the Supervisory Board on the shareholder side should be independent; this is currently the case, as the Supervisory Board considers Ms. Neumann, Mr. Denoke and Dr. Bästlein to be independent representatives, meaning that more than half of the shareholder representatives are independent.

With regard to the appropriate participation of women on the Supervisory Board of the company, the legislation relevant for SGL Carbon SE pursuant to Sections 17 (2) SEAG and 96 (2) AktG also requires that the Supervisory Board of the company be composed of at least 30% women and at least 30% men in accordance with the regulation provided therein.

The aforementioned targets of the Supervisory Board with regard to its composition and the skill set profile for the entire body are taken into account in proposals for the appointment of new Supervisory Board members, and efforts are made to fill gaps in the skill set profile. In its current composition, the positions on the Supervisory Board are fully filled in terms of the members' expertise, diversity and independence according to the targets and skill set profile of the Supervisory Board.

	Prof. Dr. Richter	Denoke	Neumann	Dr. Bästlein	Stett- berger	Bam- berger	Hem- leb	Züllig- hofen
Accounting / Audit		X	X					
SGL businesses / customer industries		X	X	X	X	X	X	X
Strategy / Corporate Governance / M&A	X	X	X	X				
Compliance / Internal Audit and Risk Management		X	X					
Innovation / Digitization	X	X		X				
Human Resources / Management Development	X	X	X		X	X	X	X
Sustainability themes	X	X	X	X				
International business experience	X	X	X	X				

More detailed information on the individual members of the Supervisory Board, including the length of their membership on the board, can be found on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Company/About us/Supervisory Board").

#### Rules in the event of possible conflicts of interest

It is necessary for Supervisory Board members to disclose conflicts of interest to the Chairperson of the Supervisory Board. This includes both specific conflicts of interest that arise as well as potential conflicts of interest that are sufficiently probable. If a Supervisory Board member has conflicts of interest that are material and not merely temporary, this will lead to termination of the mandate. The Supervisory Board or the Audit Committee approves transactions with related parties in accordance with the statutory requirements. In addition, the Audit Committee examines whether there were any indications of improper influence in transactions between SGL Carbon Group companies and Supervisory Board members, persons or companies related to them or shareholders with a stake in SGL Carbon SE of more than 5% of the voting rights. In the reporting period, no conflicts of interest were reported by members of the Supervisory Board or Board of Management that would be necessary to disclose to the Supervisory Board without delay. In the reporting period, there were also no consultancy or other service agreements between the members

of the Supervisory Board and the company. Relationships to related parties are presented in [Note 28](#) to the consolidated financial statements.

### **Committees of the Supervisory Board**

The Supervisory Board has a total of three standing committees, which operate in accordance with the requirements of the German Corporate Governance Code, the German Stock Corporation Act, the company's Articles of Association and the Rules of Procedure for the Supervisory Board. These committees are

#### **Personnel Committee**

The Personnel Committee, chaired by Prof. Dr. Richter, advises the Supervisory Board primarily on the arrangements that regulate the legal relationship between the company and its current and former Board of Management members. It reviews the remuneration of the Board of Management members and submits proposals to the full Supervisory Board for a final decision. The committee also prepares personnel decisions by the Supervisory Board by drafting proposals for the appointment of new and the dismissal of incumbent members of the Board of Management. Other members of the committee are Ms. Neumann and Mr. Stettberger.

#### **Nominating Committee**

The task of the Nomination Committee is to prepare proposals for the Annual General Meeting election of shareholder representatives to the Supervisory Board. The committee chaired by Prof. Dr. Richter includes all shareholder representatives of the Supervisory Board, that is, in addition to Prof. Dr. Richter, Ms. Neumann, Dr. Bästlein and Mr. Denoke.

#### **Audit Committee**

The Audit Committee consists of four members. The Chairperson of the Audit Committee is Mr. Denoke. The other members are Ms. Neumann, Mr. Hemleb and Mr. Züllighofen. The committee deals with matters that include audit of the accounting, monitoring of the accounting process, risk management, compliance and the internal control and audit system, as well as audit of the Group's transactions with related parties. In particular, it is responsible for the preliminary audit of the annual financial statements of SGL Carbon SE

and SGL Carbon, the management report and Group management report (including the separate non-financial report or sustainability report) and the proposal for appropriation of earnings.

Another of the committee's areas of responsibility is the company's relationship with the auditor. In this context, the committee primarily prepares the Supervisory Board's proposal to the Annual General Meeting on the election of the auditor. It is of key importance here to ensure that the auditor is both qualified and independent. The committee also determines audit priorities with the auditor, discusses the audit strategy and audit planning with the auditor, agrees the audit fee, prepares the issuance of the audit engagement and reviews in advance the commissioning of non-audit services to be performed by the auditor.

In addition to these three permanent committees, the Supervisory Board may form temporary project-related committees as needed.

### **Efficiency review of the Supervisory Board**

The Supervisory Board regularly assesses the effectiveness and efficiency of its work and the work of its committees. In the last self-assessment, the members of the Supervisory Board were able to provide their assessment of current practice and suggestions for optimization in regard to a variety of topics, such as cooperation on the Supervisory Board and with the Board of Management, as well as on the work in the committees. The results were evaluated by a notary, processed anonymously and then discussed by the Supervisory Board in November 2025. The members of the Supervisory Board rated the cooperation within the Supervisory Board and with the Board of Management as positive overall.

### **Governance practices**

#### **SGL Carbon Code of Conduct**

The SGL Carbon Code of Conduct underscores the commitment of SGL Carbon and all employees to responsible, lawful conduct and reflects the Group's shared values, its corporate culture and the type of behavior it aspires to in its business. A key factor in SGL Carbon's lasting success as a company is its responsible and appropriate treatment of all parties with whom the company has business relationships, including employees, customers, shareholders, governmental authorities and the public. The Code of Conduct is

intended to play a key role in building and maintaining trust among all stakeholders. It underscores the commitment of the company and its employees to comply with applicable laws and provide employees with guidelines for responsible conduct. The SGL Carbon Code of Conduct is also accessible to external parties on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Company/Compliance/Code of Conduct").

### **SGL Carbon Corporate Governance Principles**

The SGL Carbon Corporate Governance Principles summarize the relevant statutory provisions and the company's Articles of Association, as well as supplementary practices of SGL Carbon SE and the Group that were drafted and developed over the years. This statement of principles is intended to ensure responsible and transparent governance and control as well as to foster the trust of stakeholders, business partners and employees, as well as that of the public over the long term. The principles are reviewed at least once a year and updated to take changes in the law, recommendations and market opportunities into account. In addition to the Rules of Procedure for the Board of Management and Supervisory Board and the organizational principles of the SGL Carbon Group, the SGL Carbon Corporate Governance Principles also include the essential corporate guidelines relating to Group-wide corporate governance and compliance.

The above-mentioned SGL Carbon Code of Conduct, which underscores the commitment of the Group and its employees to compliance with the law and internal guidelines and which sets standards for lawful and ethical behavior, is fundamental to all of these documents. Using the Code of Conduct as a starting point, the company has also developed detailed corporate guidelines which apply in equal measure to SGL Carbon SE and the Group and which also form part of the SGL Carbon Corporate Governance Principles. These guidelines include

- a guideline on compliance with antitrust regulations
- a guideline on compliance with capital market regulations
- a whistleblower guideline
- an anti-corruption guideline
- a guideline on the security of information and the underlying infrastructure of the company

- a guideline for defining the process structures for identifying and monitoring the core risks of the company and its business units and functions

### **Compliance as part of the management and corporate culture**

At SGL Carbon, compliance is a key management task of the Board of Management. Management does not tolerate any violation of the Code of Conduct. The senior executives also foster a corporate culture in which issues relating to integrity can be openly addressed with one's supervisor, the compliance representatives and the Group Compliance department. Each employee bears personal responsibility for ensuring that their actions comply with SGL Carbon's Code of Conduct and the rules applicable in their area of work. Compliance must be present in the minds of managers and employees and form an integral part of daily business. Then compliance will also sustainably support the success of the company.

SGL Carbon has been rolling out and implementing a Compliance program throughout the Group for many years. The Board of Management has commissioned the Group Compliance department with managing this program worldwide. The department's task is to manage the necessary overarching organizational, communication and control structures across all locations, to review them on a regular basis and to adjust them as required. The aim is for compliance to go beyond adherence to legal requirements and structures and for it to be enshrined in the organization as part of value-based corporate management in the sense of an integrity management system in the organization.

Over the past fiscal year, the external certification of SGL Carbon SE's compliance management system was subjected to a second regular surveillance audit pursuant to the standard ISO 37301:2021 (see the separate non-financial Group report/CSR report).

As part of their responsibilities for personnel and leadership, the management and senior executives of SGL Carbon assume an important role model function for compliance. Accordingly, compliance is a regular topic on the agenda of management meetings of business units and corporate functions and of site committee meetings. In the past fiscal year, the role of managers in compliance was particularly emphasized through a Compliance Leadership Campaign. To this end, Group Compliance has created "Compliance Bites" as communication tools on specific compliance topics, such as anti-corruption, business ethics, data protection and more. Managers are encouraged to regularly use these

Compliance Bites in their team meetings to discuss compliance with their employees. The Compliance Bites are available in various formats on the Compliance intranet site. During the surveillance audits of our CMS, the implementation of this voluntary campaign was randomly checked and received a positive assessment, being highlighted by the auditors as a particular strength. During the past fiscal year, compliance refresher training was again on the agenda of various Global Leadership Meetings.

In addition to the compliance representatives of the business units and corporate functions (see separate non-financial Group report/CSR report), the SGL Carbon compliance organization includes a network of regional and local compliance representatives (LCRs). All members of the network receive appropriate introductory training when they first assume their role. In addition, the Compliance Manual, which is available as a controlled document in the Guidelines directory of SharePoint, describes the essential elements of the Compliance program and the role and responsibility of the Compliance Network. All relevant documents are also available to members on a dedicated SharePoint page. The compliance representatives of the business units and the corporate functions are members of the Compliance Committee, which meets twice a year. The Compliance Committee discusses and approves strategic compliance issues as well as changes to the existing Compliance program. To ensure knowledge sharing between the Compliance Network and Group Compliance, an average of two to three conference calls are held annually to facilitate ongoing dialogue about the compliance program and discuss current issues. The survey conducted within the Compliance Network during the past fiscal year, focusing on role understanding, resource availability and compliance culture, confirmed a high level of satisfaction with the compliance program among this group.

The local compliance representatives are the contact persons for employees at the locations for all matters relating to compliance and support for the Group Compliance department in the local implementation of the Compliance program. In the past fiscal year, they provided particular support for the training campaigns for production employees on the topics of the Code of Conduct and Human Rights (see separate non-financial Group report/CSR report).

The overriding goal in Compliance is to ensure that all employees are aware of and follow the applicable policies in order to reduce the risk of legal violations and prevent any resulting damage to SGL Carbon. For this reason, the Compliance guidelines are an integral part of the documents that are provided to each new employee and have been sent to new

employees electronically via the SGL PEOPLE portal. The process also includes a read and acceptance confirmation. A corresponding reporting function automatically sends supervisors a status report on the employee confirmations. If the due date is exceeded, the respective supervisor will send a reminder, thus taking responsibility for the compliance of their employees. This process is also part of an internal check within the framework of the Internal Control System. The Code of Conduct, the Anti-Corruption Policy, the Policy on Compliance with Antitrust Regulations and the Whistleblower Policy are available in a total of nine local languages. The policies are also available for employees to download on SharePoint and the SGL intranet. The intranet also provides employees with crucial information and modules of the SGL Compliance program, accessible with just a few clicks.

Employees also take part in mandatory compliance training, which is conducted as classroom or e-learning training. Initial training is usually provided as online training. In the past fiscal year, the online training on the Code of Conduct for Office Workers was fundamentally revised and rolled out to the target group (see separate non-financial group report/CSR report).

SGL Carbon has been using a comprehensive global antitrust compliance program since 2001. A fundamental component of this program is mandatory training courses held on a regular basis, with the courses offered in the form of classroom- training as well as e-learning. The target group for this mandatory training is all senior executives at the top three management levels in the Group, along with all employees in the areas of Purchasing, Sales and Marketing, Human Resources and the Legal and Compliance department as well as all members of the Compliance Network. All new employees in this target group receive the SGL Carbon Guideline on Compliance with Antitrust Regulations with their hiring documents or when they change functions, and they then need to participate in the mandatory online basic training. Refresher training is regularly provided to all employees in the target group in both classroom and online formats. The Guideline on Compliance with Antitrust Regulations was updated during the past fiscal year and will be redistributed to the target group in the first quarter of 2026.

Preventive measures in the area of anti-corruption are also an essential part of the Compliance program. Mandatory training for all office workers is part of a training curriculum and is distributed to the target group every two years via the SGL People Portal. The Anti-Corruption Policy was revised during the past fiscal year and aligned with the SGL Hospitality Spending Policy, which, among other things, sets internal limits for hospitality.

(See the separate non-financial group report/CSR report “Anti-Corruption and Bribery” for more details).

For many years, SGL Carbon has had a Business Partner Code of Conduct (previously Supplier Code of Conduct), requiring business partners to commit themselves equally to lawful, ethical and sustainable behavior. The Code is aimed at suppliers and subcontractors, as well as sales agents, distributors and consultants (see the separate non-financial report/CSR report “Responsibility in the supply chain”).

SGL Carbon promotes a company culture in which integrity issues can be addressed openly. For questions on appropriate ethical behavior or doubts regarding the adherence to rules and codes of conduct, SGL employees are explicitly encouraged to seek out advice. Furthermore, SGL employees are encouraged and have been asked to share possible compliance violations. For this reason, SGL Carbon has already been implementing a whistleblower system for many years. Additional guidance for the complaints procedure regarding the handling of submitted reports can be found on the SGL website. In addition to the central reporting office at Group Compliance, a local reporting office has been set up at the largest German subsidiary of SGL Carbon GmbH as well as regional reporting offices in the US and China (see separate non-financial group report/CSR report “Compliance Management”).

Additional compliance measures relate to capital market law and adherence to the corresponding Group guideline, which provides guidance on matters such as trading in securities of SGL Carbon SE for board members and employees as well as proper handling of potential insider information. The Ad-Hoc Committee has been in place for years, with members who represent various functions in the evaluation of relevant matters for their ad-hoc relevance. The objective of the committee is to ensure that potential insider information is handled in compliance with the law. Regular training sessions on capital markets law are also held, most recently in February 2025.

The existing Compliance- program on export controls and customs ensures that goods and technologies are exchanged and that services are used according to the relevant internal and external requirements (see separate non-financial Group report/CSR report “Responsibility in the Supply Chain”).

Within the scope of its regular audits, the Group Internal Audit department reviews the implementation of anti-corruption and anti-fraud management at individual subsidiaries. The focus here is on obtaining audit certainty as to whether the defined Compliance rules are being adhered to locally at the companies. The task also involves recognizing and uncovering individual rule violations. If the audits find that work processes need to be optimized or control measures need to be intensified, the relevant processes are updated.

Part of an effective ISO-certified compliance management system is also the regular review of the compliance program itself. In 2025, an internal system review was performed by quality management in compliance with the requirements of ISO 37301. The resulting recommendations will be implemented within the timeframe agreed upon with Group Internal Audit. The annual CMS system audit is part of the annual plan of Group Internal Audit.

An effective compliance management system includes regular risk assessments. In the past fiscal year, the focus was on the anti-corruption risk category, including business ethics. To this end, a top-down and bottom-up risk assessment was conducted within the compliance network. The results were presented during the LCR meetings and were also included in the Annual Report to the Board of Management (see separate non-financial group report/CSR report “Governance”).

At its March meeting, the Audit Committee of the Supervisory Board dealt in detail with the Compliance Annual Report 2024.

### **Systematic risk management system**

The SGL Carbon Group developed a risk management system at an early stage to address risks and opportunities in a responsible manner as part of good corporate governance. For further explanations in regard to the internal audit system and to the risk management system, please refer to the opportunities and risks report.

## Disclosures in accordance with the Act on Equal Participation of Men and Women in Executive Positions and disclosures on minimum percentages on the Supervisory Board

In accordance with the legislation on Equal Participation of Men and Women in Executive Positions in the Public and Private Sectors, the company has set targets for the percentage of women on the Board of Management and subsequent management levels and their implementation period. In December 2022, the Supervisory Board set a target of 0% for the percentage of women on the Board of Management of SGL Carbon SE by December 31, 2025 (i.e., a target number of 0 female Board of Management members), particularly in view of the size of the Board of Management at the time, with only two members. The percentage of female members on the company's Board of Management as of December 31, 2025, was 0%, which was in line with the target figure. The Board of Management has in turn resolved a target for the percentage of women at the management level of SGL Carbon SE below the Board of Management of at least 30.77% by December 31, 2025. On December 31, 2025, the percentage of women was at 40.00% (six women). The target set was met here as well. It was not possible to set a quota for women for a second management level below the Board of Management at the company. This is due to the fact that there is only one relevant management level (with relevant personnel and management expertise) below the Board of Management at SGL Carbon SE, which is purely a Group parent company with a flat hierarchical structure.

With the completion of the reference period ending on December 31, 2025, target figures for the following period were ratified. The Supervisory Board has once again set the percentage of women for the SGL Carbon SE Management Board to a share of 0%, that is, a target figure of 0 female Board of Management members until December 31, 2029 (percentage of women at the time of ratifying the resolution: 0%). The Supervisory Board continues to consider this quota appropriate since the Management Board is small. Given the size of the Board of Management of three members, a percentage of women of more than 0% would have the result that gender would overly predetermine the choice between two possible candidates for new appointments. When selecting suitable members of the Board of Management, the Supervisory Board will in principle take into account not only the professional and personal qualifications, which are the essential basic prerequisites for appointment, but also the professional diversity, international experience and gender diversity of the Board in the interest of a diverse composition of the body in the particular individual case. However, it is not intended on the part of the Supervisory Board to already

determine this consideration to be made for a field of applicants today in an abstract manner. To this end, it should also be pointed out that in the case of listed stock corporations subject to co-determination, the law only stipulates a mandatory minimum quota for management boards of a certain size, i.e., for a Supervisory Board with more than three members (Section 76 (3a) AktG). In addition, setting a higher percentage of women would force the Supervisory Board to either increase the size of the Management Board or indirectly force a decision today to end the mandate of one of the current Supervisory Board members or no longer continue it. Both are far-reaching decisions for which the Supervisory Board does not consider a premature determination to be in the interest of the company. The percentage of female members on the company's Board of Management as of December 31, 2025, was 0%, which was in line with the target figure.

In addition, the Board of Management of the company has also ratified the target figure for the percentage of women at the executive level of SGL Carbon SE below the Board of Management with a quota of at least 33.34%, that is, five female managers, by December 31, 2029 (percentage of females at the time of ratification: 40.00%, that is, six female executives). It was not possible to set a quota for women for a second management level below the Board of Management at the company. This is due to the fact that there is only one relevant management level (with relevant personnel and management expertise) below the Board of Management at SGL Carbon SE, which is purely a Group parent company with a flat hierarchical structure.

In addition, the legislation on Equal Participation of Men and Women in Executive Positions requires that the Supervisory Board of SGL Carbon SE include at least two women and at least two men with a Supervisory Board size of eight members. The company fulfills these requirements with regard to the composition of the Supervisory Board in the reporting year.

## Diversity concepts for company management

According to the company's Corporate Governance Principles, diversity must be taken into account in the composition of the Board of Management. This first refers to professional diversity, which is manifested in the existing structure of the company in that at least one of the members of the Board of Management has extensive experience in the operating business of the enterprise, in strategic governance and in the financial, controlling and reporting processes. Another crucial factor is that SGL Carbon's international nature is also reflected in its extensive professional experience in and with foreign countries. With regard

to gender distribution, in view of the size of the company's Board of Management, which regularly consists of just two or three members, a far-reaching quota was neither deemed appropriate nor defined (see "Determinations in accordance with the Act on Equal Participation of Women and Men in Executive Positions and Disclosures on minimum percentages on the Supervisory Board" above). With regard to the age structure, we intend for the age limit for Board of Management members to be 65 years. When appointing new members, the Supervisory Board takes its bearings from this requirements profile, ensuring that the best candidate for a vacant position can be appointed in each case in the interest of the company. The current composition of the Board of Management meets the company's targets for appropriate appointments.

The company is looking to develop suitable candidates from within the ranks of the enterprise in order to fill any Board of Management vacancies that arise. This does not preclude the Supervisory Board from drawing on external candidates exclusively or additionally in the selection process, depending on the specific situation. To identify and develop employees with appropriate leadership potential in order to fill top management roles, the company has a systematic approach to management development that includes the following key elements: (i) early identification of suitable candidates from a variety of different disciplines, nationalities and genders; (ii) systematic development of senior executives through the assignment of tasks with increasing responsibility, preferably in a variety of different businesses and functions; (iii) regular and systematic review of individual suitability requirements for the target levels under consideration (relevant skill sets, professional experience and role model function in terms of corporate culture). Using the skill set profile developed by the Supervisory Board as a benchmark, the company will identify candidates who may be included in the Supervisory Board's selection process. This is intended to make it possible for the Supervisory Board to ensure sufficient diversity in terms of professional training and experience, cultural background and diversity in the appointment of members to the Board of Management. Regardless of these criteria, the company believes that in the final analysis, only a holistic assessment of each individual can be the decisive factor for appointment to the Board of Management. When external candidates are involved, the company will regularly make an appropriate selection on the basis of the skill sets required for the Board of Management position by drawing on the assistance of qualified personnel consulting firms.

With regard to its own composition, the Supervisory Board of the company has defined a skill set profile and set detailed targets for itself in order to reflect various perspectives and

backgrounds of experience on the Supervisory Board. The details of this diversity concept are described in this report above under "The composition and procedures of the Supervisory Board and its committees/Targets of the Supervisory Board regarding its composition." These targets are taken into account when new Supervisory Board members are proposed for appointment. In the current composition of the Supervisory Board, a Supervisory Board composition that is appropriate according to the above-mentioned targets is achieved.

## Additional disclosures

### Shareholders and the Annual General Meeting

The shareholders of SGL Carbon SE exercise their rights at the company's Annual General Meeting. At the Annual General Meeting, the shareholder representatives elect the Supervisory Board in particular, while also electing the auditor and passing the resolution on discharge of the Board of Management and the Supervisory Board. They also decide on appropriation of unappropriated profits, on capital measures and on the approval of intercompany agreements, as well as on the remuneration of the Supervisory Board and on amendments to the company's Articles of Association. The Annual General Meeting is convened once per year. Each share is granted one vote. Shareholders may regularly exercise their voting rights at the Annual General Meeting either in person or through a proxy of their choice or through a company-nominated proxy acting on their behalf. In accordance with the rules, voting instructions may be issued to the company's proxy both before and during the Annual General Meeting until the end of general debate. Shareholders also have the opportunity to cast their votes in writing by postal vote without authorizing a proxy.

### Active and transparent communication for the shareholders of SGL Carbon SE

The primary objective of the Board of Management is to comprehensively report to all target groups and in particular to the shareholders while providing the same information at the same time to all of these parties. Regularly recurring events (such as the Annual General Meeting, [telephone] conferences with analysts and investors) and reports or announcements (such as the Annual Report, interim reports, presentations at the Annual General Meeting, press releases and ad hoc announcements) are published on the company's website.

### **Remuneration system and remuneration report as per Section 162 of the German Stock Corporation Act (AktG)**

The remuneration report on the most recent fiscal year as well as the auditor's report as per Section 162 AktG, the applicable remuneration system as per Section 87a (1 and 2) (1) AktG, and the most recent remuneration resolution as per Section 113 AktG are made publicly available on the company's website at [www.sglcarbon.com](http://www.sglcarbon.com) (available there under "Company/Corporate Governance"; [www.sglcarbon.com/unternehmen/corporate-governance](http://www.sglcarbon.com/unternehmen/corporate-governance)).

### **Disclosures on the auditor**

The Frankfurt branch of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, has been the auditor for SGL Carbon SE and the SGL Carbon SE Group since the 2017 fiscal year (January 1, 2017, to December 31, 2017). Mr. Daniel Hermanns has been signing as the responsible auditor since the 2024 fiscal year. The appointment of KPMG AG Wirtschaftsprüfungsgesellschaft was preceded by a tender and selection process for the audit as per Art. 16 (3) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 (Audit Regulation).

Information on auditor's fees can be found in the Notes to the Consolidated Financial Statements of the Annual Report.

Based on the recommendation of its Audit Committee, the Supervisory Board will propose to the Annual General Meeting 2026 to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as auditors of the company and the Group for the 2026 fiscal year (and also for audit services required for any review of financial information during the year).

### **Deductible for D&O- insurance**

The company has taken out a directors' and officers' liability insurance (D&O insurance) policy for members of the Board of Management and Supervisory Board with a deductible of 10% of the loss up to the amount of one and a half times the fixed annual remuneration of the member concerned.

### **Share transactions by the Board of Management and Supervisory Board**

The members of the Board of Management and the Supervisory Board, as well as persons closely related to them, are required by the relevant capital market regulations to disclose proprietary transactions involving shares, debt instruments or certain other related financial instruments of SGL Carbon SE if the total value of these transactions exceeds a threshold value within a calendar year. Notifications are published on the company's website ([www.sglcarbon.com](http://www.sglcarbon.com), under "Investor Relations/Share/Managers' Transactions").

Wiesbaden, March 18, 2026

[SGL Carbon SE](#)

[The Board of Management of SGL Carbon SE](#)

**Andreas Klein**

**Dr. Stephan Bühler**

**Thomas Dippold**