

SGL CARBON SE

Wiesbaden

– ISIN DE00723501 –

**Disclosure of material transactions with related parties in
accordance with section 111c German Stock Corporation Act
(*Aktiengesetz*)**

By resolution dated 14 September 2022, the Management Board (*Vorstand*) of SGL Carbon SE (the "**Company**") resolved, with approval by the Supervisory Board (*Aufsichtsrat*) dated 14 September 2022, the invitation to submit offers to repurchase the convertible bond (ISIN DE000A2G8VX7) issued in September 2018 with a nominal amount of EUR 159,300,000.00 due on 20 September 2023 ("**Convertible 2018**"). According to the repurchase invitation made on 14 September 2022, the Convertible 2018 will be repurchased against payment of 100 % of the nominal amount per convertible bond (equivalent to EUR 100,000.00 per convertible bond) (the "**Repurchase Price**") plus interest accrued on the convertible bonds purchased from the last interest payment date prior to 22 September 2022 (the "**Settlement Date**") (inclusive) up to the Settlement Date (exclusive) (the "**Accrued Interest**").

Part of the Convertible 2018 is held by SKion GmbH, a person close to the Company within the meaning of Section 111a of the German Stock Corporation Act (*Aktiengesetz*). SKion GmbH holds a significant minority in the Company. The co-managing director and sole shareholder of SKion GmbH, Susanne Klatten, is also a member of the Company's Supervisory Board (*Aufsichtsrat*).

The audit committee of the Company, which was appointed by the Supervisory Board (*Aufsichtsrat*) of the Company pursuant to Section 107 (3) sentences 4 to 6 of the German Stock Corporation Act (*Aktiengesetz*) to grant any approvals required under Section 111b (1) of the German Stock Corporation Act (*Aktiengesetz*) for transactions with related parties, unanimously granted its consent in accordance with Section 111b (1) Stock Corporation Act (*Aktiengesetz*) on 14 September 2022, in the event that there is a repurchase of the Convertible 2018 from SKion GmbH.

On 15 September 2022 SKion GmbH has made an offer to repurchase the Convertible 2018, which was accepted by the Company on 15 September 2022. The transaction comprises 300 convertible bonds, which the Company repurchases at the Repurchase Price plus Accrued Interest in the total amount of EUR 4,972.38. This corresponds to the above-mentioned conditions, under which a repurchase from other owners of the Convertible 2018 also occurs.

Wiesbaden, September 2022

The Management Board (*Vorstand*)