

## Press Release

Wiesbaden, June 21, 2023

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### **SGL Carbon SE – successful placement of €118.7 million convertible bonds due 2028**

SGL Carbon SE (the "**Issuer**" or "**SGL Carbon**") today successfully completed the placement of unsubordinated, unsecured convertible bonds due 2028 (the "**Convertible Bonds**") in the aggregate principal amount of €118.7 million. The Convertible Bonds were offered only to institutional investors outside the United States of America by way of an accelerated bookbuilding (the "**Offering**"). The pre-emptive right (*Bezugsrecht*) of existing shareholders of the Issuer to subscribe for the Convertible Bonds is excluded.

The Convertible Bonds will be convertible into up to 12.2 million no-par value ordinary shares of SGL Carbon. They will mature on June 28, 2028 and will be issued and redeemed at 100% of their principal amount. The coupon has been set at 5.75% p.a., payable semi-annually in arrear on June 28 and December 28, commencing on December 28, 2023. The initial conversion price has been fixed at €9.7051, representing a premium of 25% above the reference price of €7.7641.

The Issuer will be entitled to call the Convertible Bonds for redemption at their principal amount plus accrued but unpaid interest at any time from the date falling three years and 21 business days after the Settlement Date, but only if the share price of SGL Carbon (over a specified period) is equal to or exceeds 130% of the then prevailing conversion price.

SGL Carbon plans to use the net proceeds from the Offering, together with its financing headroom and cash on hand, to refinance its 4.625% bonds due 2024 (ISIN: XS1945271952; as at the date hereof, €237 million are in circulation). The Issuer hereby intends to reduce its overall gross debt.

SKion GmbH, shareholder of the Issuer, has participated in the Offering.

Settlement of the transaction is expected to take place on or around June 28, 2023 (the "**Settlement Date**").

SGL Carbon intends to arrange for the Convertible Bonds to be included in trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange. However, settlement of the Offering is not conditional upon obtaining such inclusion to trading.

#### **SGL Carbon SE**

##### **Corporate Communications**

Phone +49 611 6029-100 | Fax +49 611 6029-101

press@sglcarbon.com | www.sglcarbon.com

## About SGL Carbon

SGL Carbon is a technology-based company and a world leader in the development and production of carbon-based solutions. Its high-quality materials and products made from specialty graphite, carbon fibers and composites serve many industries that are shaping the trends of the future: climate friendly mobility, aerospace, solar and wind energy, semiconductors, and LEDs as well as the production of lithium-ion batteries, fuel cell and other energy storage systems. In addition, SGL Carbon develops solutions for chemical and industrial applications.

**In 2022, SGL Carbon SE generated sales of approx. 1.1 billion euros. The company has approx. 4,700 employees at 29 locations in Europe, North America, and Asia.**

Further information on SGL Carbon can be found at [www.sglcarbon.com/press](http://www.sglcarbon.com/press).

### Additional Information:

ISIN: DE0007235301 / DE000A30VKB5

Listing: Amtlicher Markt / Prime Standard / Frankfurter Wertpapierbörse

(Official Market / Prime Standard / Frankfurt Stock Exchange)

(Unregulated) Open Market (Freiverkehr): Berlin, Düsseldorf, Hamburg, Hannover, München, Stuttgart, Tradegate Exchange

Company's seat: Wiesbaden

### Important notice:

This announcement is an advertisement and not a prospectus and not an offer of securities for sale in any jurisdiction, including in or into the United States, Australia, Canada, Japan or South Africa or any jurisdiction in which offers or sales of the securities would be prohibited by applicable law. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. No prospectus will be prepared in connection with the offering of the securities referred to herein. The securities referred to herein may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the securities referred to herein in such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions), Australia, Canada, Japan or South Africa or any other jurisdiction where such announcement could be unlawful. The distribution of this announcement and the offer and sale of the securities referred to herein may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute or form part of, and should not be construed as, an offer or invitation to sell, or the solicitation of an offer to buy or subscribe for, any securities to any person in the United States, Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the laws of any state within the United States or under the applicable securities laws of Australia, Canada, Japan or South Africa, and may not be offered or sold in the United States, unless registered under the Securities Act or offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada, Japan or South Africa or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan or South Africa. There will be no public offer of the securities referred to herein in the United States, Australia, Canada, Japan or South Africa.

The offer referred to herein when made in member states of the European Economic Area ("EEA" and each member state, a "relevant member state"), is only addressed to and directed at persons who are qualified investors (the "Qualified Investors") as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "Prospectus Regulation").

In the United Kingdom, this announcement is directed only at Qualified Investors within the meaning of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(a) to (d) of the Order, and (iii) to whom it

may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area, by persons who are not Qualified Investors.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Convertible Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Convertible Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Convertible Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Convertible Bonds (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Convertible Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Convertible Bonds and/or the underlying shares. For the avoidance of doubt, the target market assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any action whatsoever with respect to the Convertible Bonds.

The Convertible Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom (the "UK"). For these purposes, a "Retail Investor" means (a) in the EEA, a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MiFID II; or (iii) not a Qualified Investor as defined in the Prospectus Regulation and (b) in the UK, a person who is one (or more) of (i) a retail client within the meaning of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the EUWA or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 of the UK (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (the "EU PRIIPs Regulation") or the EU PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Convertible Bonds or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Convertible Bonds or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the EU PRIIPs Regulation and/or the UK PRIIPs Regulation.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Issuer's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to SGL Carbon's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

The Issuer and its affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, new events or circumstances, future developments or otherwise.


No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change. No liability whatsoever is accepted in respect of the achievement of such forward-looking statements and assumptions.

The date of admission of the Convertible Bonds and the shares issued upon conversion to trading may be influenced by things such as market conditions. There is no guarantee that admission will occur, and you should not base your financial decisions on the Issuer's intentions in relation to admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Convertible Bonds offering. Potential investors should consult a professional advisor as to the suitability of the Convertible Bonds offering for the person concerned.

**SGL Carbon SE**  
**Claudia Kellert – Head of Capital Markets & Communications**  
Soehnleinstrasse 8  
65201 Wiesbaden/Germany

Telephone +49 611 6029-100  
Fax +49 611 6029-101  
press@sglcarbon.com  
www.sglcarbon.com

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