

**SGL CARBON SE**  
**Wiesbaden**

– WKN 723530 –  
– ISIN DE0007235301

– WKN A31C26 –  
– ISIN DE000A31C263–

The Annual General Meeting will be held as a virtual general meeting in accordance with Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG). A physical presence of the shareholders and their proxies (except for the proxies nominated by the Company (Stimmrechtsvertreter der Gesellschaft)) at the location of the Annual General Meeting is excluded. Instead, the shareholders and their proxies can connect to the meeting electronically via the password-protected AGM internet service on the Company's website and exercise their rights by means of electronic communication in accordance with the provisions and explanations contained 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) AktG**

**1. Complementary Motions regarding the Agenda according to Art. 56 SE Regulation, Sec. 50 (2) SEAG and Sec. 122 (2) AktG**

Pursuant to 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.

Each new motion must be submitted together with a statement of 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 22, 2024 (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, complementary items to the agenda 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 is to 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.sgllcarbon.com/agm](http://www.sgllcarbon.com/agm).

## 2. **Countermotions or election proposals by Shareholders according to Sections 126 (1), 127 AktG**

Shareholders may submit countermotions and election proposals within the meaning of Sections 126, 127 AktG to resolutions proposed by the Board of Management and/or the Supervisory Board. Countermotions and election proposals submitted at least 14 days prior to the Annual General Meeting, i.e., no later than May 8, 2024 (24:00 hours CEST) exclusively at the following address or e-mail address

SGL Carbon SE  
Group Legal  
Söhnleinstraße 8  
65201 Wiesbaden  
E-mail: [HV2024@sgllcarbon.com](mailto:HV2024@sgllcarbon.com)

that meet the other requirements for making them available, will be published at the internet address [www.sgllcarbon.com/agm](http://www.sgllcarbon.com/agm) including the name of the shareholder, the statement of grounds, which, however, is not required for election proposals, and a response by the administration, if any. Countermotions and election proposals addressed otherwise will not be considered.

Motions or election proposals by shareholders that are to be made available pursuant to Section 126 (1) to (3) or Section 127 AktG shall be deemed to have been made at the time they are made available pursuant to Section 126 (4) sentence 1 AktG. The Company enables to exercise the voting right on these motions or election proposals in the password-protected AGM Internet Service (by way of electronic postal vote or by authorization and instruction of the proxy designated by the Company) as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right, i.e. as of the record date at the beginning of May 1, 2024 (24:00 hours CEST). However, this only concerns such motions that are not limited to the mere rejection of an administrative proposal but aim at amending it.

Countermotions must not be made available if no statements of grounds are enclosed. Furthermore, the duty to make countermotions and their statements of grounds available is – according to Sec.126 (2) AktG – not required,

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

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

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

The above comments apply accordingly for election proposals, whereby no statement of ground is required for election proposals. In addition to the reasons set forth in Sec. 126 (2) AktG, the election proposals must also not be made available, if, in the case of individuals, they do not include the name, actual profession and place of residence, and/or if, in the case of legal entities being proposed to become auditors, they do not include the company name and its registered office (Sec. 124 (3) Sentence 4 AktG). Finally, election proposals 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. Right to propose motions at the Annual General Meeting**

In addition, shareholders who are electronically connected to the Annual General Meeting may submit motions and election proposals during the Annual General Meeting by way of video communication within the permissible scope (without the prior transmission of the motion or election proposal pursuant to Sections 126, 127 AktG). For this purpose, it is necessary that the shareholder registers for a speech via the password-protected AGM Internet Service from the beginning of the meeting, in the context of which he/she can then submit his/her motion or election proposal. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the Chairperson of the meeting to appropriately restrict the right to ask questions and to speak can be found in the following section "Right to speak at the Annual General Meeting".

### **4. Right to speak at the Annual General Meeting**

Shareholders who are electronically connected to the Annual General Meeting have the right to speak in German at the meeting by means of video communication. Speeches can be registered from the beginning of the meeting via the password-protected AGM Internet Service at [www.sgcarbon.com/agm](http://www.sgcarbon.com/agm).

They may also include motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3 AktG as well as requests for information pursuant to Section 131 (1) AktG. The Chairperson of the meeting shall explain in more detail the procedure for requesting to speak, for giving the floor and for the actual conduct of the speech at the beginning of the Annual General Meeting.

The minimum technical requirements for a live video feed are an end device with a camera and microphone that can be accessed from the internet browser and a stable internet connection. An installation of additional software components or apps on the end device is not required.

The Company reserves the right to check the functionality of the video communication between shareholder and Company in the meeting prior to the speech and to reject it if the functionality is not ensured. Pursuant to Section 16 (4) of the Articles of Association, the Chairperson of the meeting is entitled to impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he/she is authorized, at the beginning of the Annual General Meeting or during its course, to set an appropriate time limit for the entire course of the Annual General Meeting, for the individual agenda item or for the individual speaker.

## 5. Right to information

Subject to being properly registered for the Annual General Meeting, shareholders will have the right to ask questions by way of electronic communication in this year's Annual General Meeting.

Pursuant to Section 131 (1) sentence 1 AktG, the Board of Management must provide information on the Company's affairs to any shareholder upon request at the Annual General Meeting, to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company (Section 131 (1) sentence 2 AktG). The duty of the Board of Management of a parent company to provide information at the Annual General Meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements (Section 131 (1) sentence 4 AktG).

For this year's virtual Annual General Meeting, it is planned that the shareholders will submit their requests for information, i.e., their questions to the Company including any queries or follow-up questions, pursuant to Section 118a (1) sentence 2 no. 4 AktG by way of electronic communication via the password-protected AGM Internet Service at [www.sgcarbon.com/agm](http://www.sgcarbon.com/agm) during the virtual Annual General Meeting. The Chairperson of the meeting will probably order that only video communication may be used for this purpose (Section 131 (1f) AktG). In this case, it is necessary that the shareholder is electronically connected to the Annual General Meeting via the password-protected AGM Internet Service and registers for a speech starting with the beginning of the meeting, during which he/she can then ask his/her questions. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the Chairperson of the meeting to appropriately restrict the right to ask questions and to speak can be found above in the section "Right to speak at the Annual General Meeting".

The submission of questions in advance of this year's Annual General Meeting in accordance with the more detailed provisions of Section 131 (1a) to (1e) AktG is not planned.

Under Sec. 131 (3) AktG 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 AktG),

- if it relates to tax valuations or the amount of individual taxes (Sec. 131 (3) sentence 1 No. 2 AktG),
- 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 AktG),
- 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 AktG),
- if the Board of Management would make itself criminally liable through the disclosure (Sec. 131 (3) sentence 1 No. 5 AktG), 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 AktG).

If a shareholder is refused information, he/she may request that his/her question and the reason for which the information was refused be recorded in the minutes of the Annual General Meeting (Section 131 (5) sentence 1 AktG). It shall be ensured that every shareholder who is electronically connected to the virtual Annual General Meeting may submit such a request to the Company by way of electronic communication, namely via the password-protected AGM Internet Service.

## 6. Submission of statements

Shareholders have the right to submit statements on the items on the agenda by electronic communication prior to the Annual General Meeting in accordance with the more detailed provisions of Section 130a (1), (2) and (4) AktG. The Company restricts this right to shareholders duly registered for the meeting.

Statements must be submitted at the latest by May 17, 2024 (24:00 hours CEST) exclusively via the password-protected AGM Internet Service, which is available at the following internet address:

[www.sglcarbon.com/agm](http://www.sglcarbon.com/agm)

The necessary access data for the AGM Internet Service can be found in the registration confirmation sent to shareholders by mail after they have registered for the AGM in due form and time and provided proof of shareholding. In order to ensure timely receipt of the registration confirmation, registration and transmission of proof should take place as early as possible.

Statements can only be submitted in the form of a text (but not in the form of a video contribution). A statement may not exceed 10,000 characters (including spaces).

The Company will make due and proper as well as formally and punctually submitted statements available in the language of submission (together with statements of the administration, if any) at the latest by May 18, 2024 (24:00 hours CEST) on the password-protected AGM Internet Service at

[www.sglcarbon.com/agm](http://www.sglcarbon.com/agm)

Access shall be restricted to shareholders duly registered for the Annual General Meeting. Statements shall not be made available if they do not originate from a shareholder duly registered for the virtual Annual General Meeting, if they exceed 10,000 characters (including spaces) or if a case of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 no. 1, 3 or 6 AktG applies.

It is pointed out that any motions, election proposals, questions as well as objections against resolutions of the Annual General Meeting contained in a statement shall not be considered in the Annual General Meeting. They are to be submitted or made exclusively by the means described for this purpose in this convening document and, if applicable, in compliance with the respective requirements and deadlines described.

**7. Right to objection at the Annual General Meeting**

Shareholders who are electronically connected to the Annual General Meeting have the right to object to a resolution of the Annual General Meeting by way of electronic communication (Section 118a (1) sentence 2 no. 8 AktG). The objection may be declared via the password-protected AGM Internet Service at the internet address

[www.sgicarbon.com/agm](http://www.sgicarbon.com/agm)

in accordance with the procedure laid down therein by the Company. It shall be transmitted in this way to the notary public who is charged with the recording of the minutes of the Annual General Meeting. The transmission of an objection is possible from the opening of the Annual General Meeting until its closing by the Chairperson of the meeting.

**8. Transmission of the Annual General Meeting in the Internet**

The entire Annual General Meeting on May 23, 2024 will be webcasted in audio and video for the duly registered shareholders and/or their authorized representatives via the password-protected AGM Internet Service at [www.sgicarbon.com/agm](http://www.sgicarbon.com/agm).

In addition, shareholders and other interested persons may follow the speech by the Chairman of the Board of Management at the Annual General Meeting on May 23, 2024 outside of the password-protected AGM Internet Service at [www.sgicarbon.com/agm](http://www.sgicarbon.com/agm).

**9. 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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