

# Invitation and Agenda

## Annual General Meeting 2024

**SGL CARBON SE**  
**Wiesbaden, Germany**

– German Securities Code Number (WKN) 723530 –  
– ISIN DE0007235301 –

– WKN A31C26 –  
– ISIN DE000A31C263 –

Shareholders of our Company are hereby invited to the

**Annual General Meeting**

to be held on Thursday, **May 23, 2024**, at **10.00 a.m. CEST**

**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 (after the Agenda).**

**Agenda**

- 1. Presentation of the adopted annual financial statements of SGL Carbon SE and the approved consolidated financial statements of SGL Group for the year ended December 31, 2023, the management reports of SGL Carbon SE and SGL Group for fiscal year 2023, the report of the Supervisory Board, the report pursuant to Sections 289a, 315a of the German Commercial Code (HGB).**

There will be no resolution by the Annual General Meeting on Item 1 of the Agenda. On March 21, 2024, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2023 presented by the Board of Management. The annual financial statements were thus adopted pursuant to Section 172 AktG. The consolidated financial statements were also approved by the Supervisory Board at its meeting on March 21, 2024. The aforementioned documents must only be presented to the Annual General Meeting and serve as information.

- 2. Resolution approving the actions of the Board of Management during fiscal year 2023.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Board of Management during fiscal year 2023 be approved.

**3. Resolution approving the actions of the Supervisory Board during fiscal year 2023.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Supervisory Board during fiscal year 2023 be approved.

**4. Appointment of the Auditor and Group Auditor for fiscal year 2024 and the Auditor for the possible review of interim financial information.**

The Supervisory Board – based on its Audit Committee’s recommendation – proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany,

- a) as auditor of the financial statements of SGL Carbon SE and of the consolidated financial statements of SGL Group for fiscal year 2024,
- b) in the event of a review (prüferische Durchsicht) of the condensed set of financial statements and the interim management report (Sections 115 (5) and 117 no. 2 German Securities Trading Act (Wertpapierhandelsgesetz – WpHG)) for the first six months of fiscal year 2024 as auditor for such review, and
- c) in the event of a review (prüferische Durchsicht) of additional interim financial information (Sections 115 (7) and 117 no. 2 WpHG) for fiscal year 2024 as well as for fiscal year 2025, if and to the extent such interim financial information are issued before the 2025 Annual General Meeting, as auditor for such review.

The Audit Committee has declared that its recommendation had not been improperly influenced by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of Audit Regulation (EU) No. 537/2014 has been imposed on it.

**5. Appointment of the Auditor for the Sustainability Reporting for fiscal year 2024.**

The Supervisory Board – based on its Audit Committee’s recommendation – proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor of the sustainability reporting for the 2024 financial year.

The election of the auditor for the sustainability reporting for the 2024 financial year is made as a precautionary measure in the event that the German legislator, in implementing Article 37 of the EU Statutory Audit Directive 2006/43/EC as amended by Directive (EU) 2022/2464 of December 14, 2022 regarding corporate sustainability reporting, should require an explicit election of the auditor of the sustainability reporting by the Annual General Meeting, i.e. if the audit of the sustainability reporting is not in any case the responsibility of the statutory auditor pursuant to the German implementation act.

**6. Approval of the Remuneration Report for fiscal year 2023.**

The Company’s Board of Management and its Supervisory Board annually issue a Remuneration Report in accordance with Section 162 AktG. The Remuneration Report must be presented to the Annual General Meeting for approval pursuant to Section 120a (4) AktG. The Remuneration Report has been reviewed by the Auditor to verify that the necessary information according to Section 162 (1), (2) AktG has been provided. The Auditor’s opinion on such review of the Remuneration Report is attached to it.

You will find the Remuneration Report including the Auditor’s opinion in this document in the section “Reports, Annexes to the Agenda” after the Agenda; it is also available on our website

at [www.sglcarbon.com/agm](http://www.sglcarbon.com/agm) starting with the convocation of the Annual General Meeting. The Remuneration Report will also be available there during the Annual General Meeting.

The Supervisory Board and the Board of Management propose that the following resolution is adopted:

The Remuneration Report for fiscal year 2023, which has been prepared and audited in accordance with Section 162 AktG, be approved.

**7. Resolution on the amendment of the Articles of Association with regard to the record date for shareholdings for participation in the Annual General Meeting.**

The requirements for participation in the Annual General Meeting and the exercise of voting rights contained in Section 123 (4) sentence 2 AktG have been slightly amended by the German Financing for the Future Act of December 11, 2023 (Future Financing Act - ZuFinG). According to the revised provision, proof of share ownership for bearer shares in listed companies pursuant to Section 67c (3) AktG must now refer to the close of business on the 22<sup>nd</sup> day prior to the Annual General Meeting and no longer - as previously - to the beginning of the 21<sup>st</sup> day prior to the Annual General Meeting.

The current version of Section 15 (2) of the Company's Articles of Association is still based on the previous wording of Section 123 (4) sentence 2 AktG and reads:

"2) Shareholders must prove their right to attend the Annual General Meeting or to exercise their voting rights. Proof of their shareholdings provided in text form by the last intermediary pursuant to Section 67c (3) of the German Stock Corporation Act (AktG) shall suffice for this purpose. This proof of shareholdings has to refer to the commencement of the 21<sup>st</sup> day prior to the meeting and must be received by the Company by no later than the last day of the registration deadline pursuant to Art. 15 (1) of the Articles of Association."

The Board of Management and the Supervisory Board therefore propose to resolve as follows:

Section 15 (2) of the company's Articles of Association is revised as follows:

"(2) Shareholders must prove their right to attend the Annual General Meeting or to exercise their voting rights. Proof of their shareholdings provided in text form by the last intermediary pursuant to Section 67c (3) of the German Stock Corporation Act (AktG) shall suffice for this purpose. This proof of share ownership must refer to the close of business on the 22<sup>nd</sup> day before the meeting and must be received by the Company by no later than the last day of the registration deadline pursuant to Art. 15 (1) of the Articles of Association."

**8. Resolution on the cancellation of the Conditional Capital 2017 in Section 3 (9) of the Articles of Association and corresponding amendment to the Articles of Association.**

The Conditional Capital 2017 pursuant to Section 3 (9) of the Articles of Association, which was adopted by the Annual General Meeting on May 17, 2017 in an amount of EUR 31,319,040.00, served to grant conversion rights to the creditors of the convertible bond issued by the company in September 2018 (ISIN DE000A2G8VX7). As this convertible bond was repaid in full, conversion rights can no longer be exercised. It is no longer possible to issue further bonds with warrants and/or convertible bonds based on the authorization of the Annual General Meeting

on 17 May 2017 due to the expiry of the term. Accordingly, the remaining and now inoperative Conditional Capital 2017 is to be canceled in full.

The Board of Management and the Supervisory Board therefore propose to resolve as follows:

The Conditional Capital 2017 pursuant to Section 3 (9) of the Articles of Association, which was adopted by the Annual General Meeting on May 17, 2017, is canceled. Section 3 (9) of the Articles of Association shall be deleted without replacement.

\* \* \*

## **Reports, Annexes to the Agenda**

### **Remuneration Report 2023**

#### **Board of Management remuneration in the 2023 fiscal year**

This report describes the remuneration system and the remuneration for the members of the Board of Management and the Supervisory Board of SGL Carbon SE for the 2023 fiscal year. It also contains detailed and individualized information on the structure and amount of the individual components of the remuneration of the Board of Management and the Supervisory Board. The report contains the disclosures in accordance with the content requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) of December 12, 2019, and is subject to both a formal audit in accordance with Section 162 of the German Stock Corporation (AktG) and a substantive audit.

The remuneration report for the financial year 2022 was approved by a majority of 98.31% at the Annual General Meeting on May 9, 2023.

The system of remuneration for members of the Board of Management is determined by the Supervisory Board. The Personnel Committee of the Supervisory Board develops appropriate recommendations for this purpose and prepares the resolution of the full Supervisory Board in particular. The Supervisory Board may call/consult external consultants if necessary. The remuneration system adopted by the Supervisory Board will be submitted to the Annual General Meeting for approval.

The existing 2023 Board of Management remuneration system was presented to the Annual General Meeting on June 9, 2023, in accordance with section 120a of the German Stock Corporation (AktG) and approved by a majority of 98.34%. It can be viewed on the website and applies to all current board members.

The remuneration system consists in general of the components of basic salary (plus fringe benefits), short-term variable remuneration (SGL Carbon bonus plan, STI), long-term variable remuneration (SGL Carbon long-term incentive plan, LTI), retirement plan contributions and a shareholding provision. The financial and individual targets set in the performance-related compensation components are in line with the business strategy and the sustainable long-term development of the Company. As part of the short-term variable compensation, incentives are set for the sustainable development of the Company via individual targets for the members of the Board of Management, with the Supervisory Board selecting at least one of the objectives from the topic areas of environment, social affairs/employees or governance/compliance. The Supervisory Board also focuses on the long-term development of the Company and thus has given a correspondingly high weighting to the proportion of multi-year performance-related compensation components. In addition, the shareholding requirements for the Board of Management support a long-term and sustainable orientation of the activities of the Board of Management. The Supervisory Board has additionally defined the components of the individual remuneration of the target remuneration and introduced rules on retaining or reclaiming variable remuneration in the event of serious breaches of duty or compliance obligations and/or incorrect determination of the amount of the remuneration (referred to as a clawback).

#### **Board of Management in 2023**

The Articles of Association of SGL Carbon provide that the Board of Management should generally include at least two members.

In the 2023 fiscal year, Dr. Torsten Derr and Mr. Thomas Dippold were members of the Board of Management of SGL Carbon SE, each appointed by the Supervisory Board for a term of five years effective June 1, 2020, and October 15, 2020, respectively.

## Structure of Board of Management remuneration

The remuneration of the members of the Board of Management includes both non-performance-related salary and non-cash fringe benefits and retirement plan entitlements as well as performance-related (variable) components.

The non-performance-related components include a fixed annual salary (basic remuneration), fringe benefits and an annual retirement plan contribution. The basic remuneration (€650,000 for Dr. Derr and €450,000 for Mr. Dippold per year) is paid in twelve equal installments at the end of each month. The fringe benefits mainly include the use of a company car, including use of a shared driver and a housing allowance for the Chairman of the Board of Management. In addition, D&O insurance with a deductible is granted in accordance with the German Stock Corporation Act (AktG).

The performance-based components consist of one-year variable remuneration (SGL Carbon Bonus plan, STI) and multi-year variable remuneration (SGL Carbon Long-Term Incentive plan, LTI).

The appropriateness of the Board of Management remuneration is reviewed on a horizontal and vertical level at regular intervals by an independent external appraiser and is subject to approval by the Supervisory Board. Comparable companies listed in Germany (SDAX companies) are used as a horizontal baseline. The vertical intra-company remuneration comparison relates to the ratio of the remuneration of the Board of Management to the remuneration of the non-executive staff employed in Germany and to the remuneration of the senior management of the SGL Carbon Group.

### SGL Carbon Bonus plan (STI plan)

The one-year variable remuneration (Short-Term Incentive plan or STI plan) of the members of the Board of Management is measured based on a target bonus set individually for each member of the Board of Management and amounts to €450,000 for Dr. Derr and €310,000 for Mr. Dippold per year. The amount paid out depends on the achievement of financial and individual performance targets within a fiscal year.

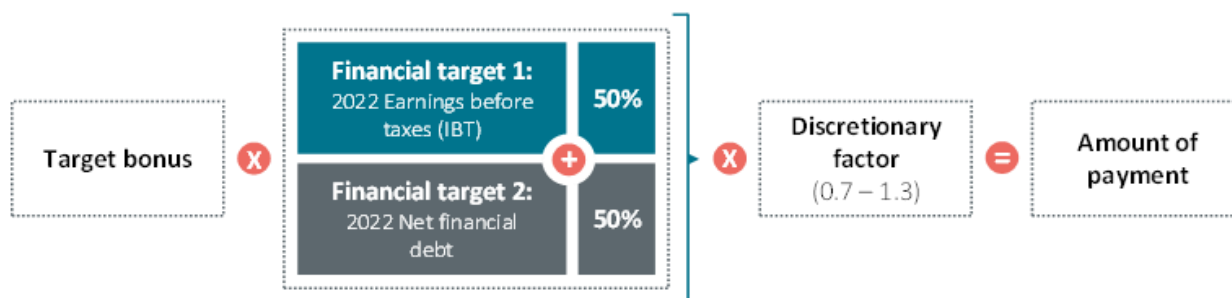
In determining the one-year variable remuneration, the Supervisory Board generally sets two financial performance targets, which may change from year to year. These are weighted equally at 50%. For each performance target, a lower and an upper limit are defined by the Supervisory Board. Achievement can range from 0% if the lower limit is reached and up to 200% if the upper limit is reached. To determine the one-year variable remuneration, the figure resulting from the financial performance targets is multiplied by a discretionary performance factor ranging from 0.7 to 1.3 (see chart). The payout amount is capped at 200% of the target bonus (cap).

With respect to the discretionary performance factor, the Supervisory Board sets at least three targets in advance for each member of the Board of Management. These targets play a role in determining the level of the discretionary performance factor after the one-year performance period has ended and should also include material sustainability targets in the areas of Environment, Social/Employees, Governance/Compliance in particular. In determining the discretionary performance factor after the end of the performance period, the Supervisory Board will take into account the level of achievement in relation to these objectives in the overall context. The Supervisory Board is otherwise free to determine the discretionary performance factor within this framework.

### STI plan payout in 2023

The short-term variable remuneration for members of the Board of Management paid in the 2023 fiscal year was based on the target achievement of the relevant SGL Carbon Bonus plans for the 2022 fiscal year. For the 2022 fiscal year, the targets for 100% achievement of earnings before tax (IBT) were €49 million and net financial debt €202 million. The upper limit of the target achievement corridor for the financial performance targets, resulting in a target achievement of 200%, were only achieved for one of the target figures, earnings before taxes (IBT) of €86 million (at an IBT upper limit of €80 million). For the other target, net financial debt, a target achievement of 151.94% was achieved between the target (€202 million) and the upper limit (under €140 million) at €169.8 million. In addition, in the opinion of the Supervisory Board, both Board of Management members exceeded the agreed personal targets, which are the same for both and which is why the discretionary factor was set at 1.1. The personal goals resulted from ESG

(occupational safety, EU taxonomy), the strategic area and corporate culture. The Lost Time Injury Rate fell significantly in the relevant reporting year due to various measures taken by the company. In the opinion of the Supervisory Board, the additional objective of implementing the EU taxonomy and establishing and stabilizing ESG targets within the company with regular reporting to the Supervisory Board was also met. The strategic objective, which focused on strategic analyses, was also fully achieved. The discretionary factor of 1.1 under the STI plan system increased target achievement from 175.97% to 193.57% and was below the upper limit (cap) of 200%. Accordingly, the STI compensation granted to Dr. Derr amounted to € 871,052 (previous year: € 900,000) and to Mr. Dippold € 600,058 (previous year: € 620,000).



## SGL Carbon Long-Term Incentive plan

Members of the Board of Management are entitled to multi-year variable remuneration in the form of the long-term incentive (LTI) plan. The purpose of the LTI plan is to reward sustainable and long-term corporate development. This is reflected in the multi-year development of the return on capital employed (ROCE<sub>EBIT</sub>) and the share price. One tranche of the plan is granted each year. The Supervisory Board sets the target ROCE<sub>EBIT</sub> – including a lower and upper threshold relevant for remuneration – for a term of four years.

With the granting of a tranche, an annual allocation amount per tranche in euros is fixed for each member of the Board of Management, which is set at €700,000 for Dr. Derr and €490,000 for Mr. Dippold. A preliminary number of virtual shares (performance share units, PSUs) is calculated from this each year. The number of preliminary PSUs is determined at the beginning of the relevant performance period by dividing the allocation amounts by the average share price prior to the start of the performance period. The four-year performance period of an LTI plan starts at the beginning of January of the first year (grant date) and runs until the end of December of the fourth year (vesting date), that is, from January 1, 2023, to December 31, 2026, for the 2023-2026 LTI plan.

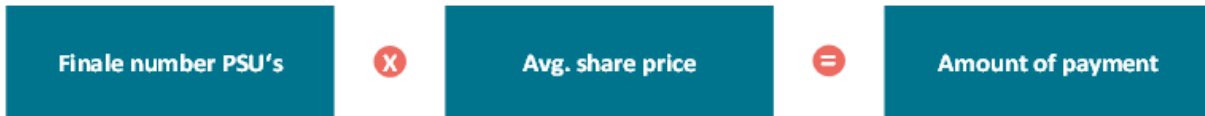
The extent to which the specified ROCE<sub>EBIT</sub> has been achieved is determined after four years. It is only paid out if at least the minimum ROCE<sub>EBIT</sub> target is achieved. The final number of PSUs is limited and can range from 0% to 150% of the preliminary number of PSUs. The payout amount is calculated by multiplying the final number of PSUs by the average share price at the end of the performance period and is capped at 200% of the allocation value on the grant date. Payments are made in cash.

### LTI plan payout in 2023

In the 2023 fiscal year, only former members of the Board of Management were granted LTI remuneration resulting from target achievement for the 2019-2022 performance period. The payout amount is based on the multi-year development of the ROCE<sub>EBIT</sub> performance target and the development of the share price over the performance period. The two (former) members of the Board of Management with entitlements under the 2019–2022 LTI plan, Dr. Köhler and Dr. Majerus, had the same performance target here. For the 2019-2022 LTI plan, Dr. Köhler and Dr. Majerus were each originally granted an allocation value of €700,000 or 97,629 PSUs respectively. After the close of the 2022 fiscal year, the Supervisory Board calculated that there was a relevant ROCE<sub>EBIT</sub> performance target achievement of around 5.7%, which was below the minimum threshold of 6.2%. Resulting in a final number of PSUs of zero in each case. The share price development (relevant share price before the start of the performance period: €7.17; relevant share price at the end of the performance period: €7.15) therefore had no impact on the overall target



achievement of 0%. Accordingly, there was no payout for the 2019-2022 LTI plan. No other LTI plans were due for payout in the 2023 fiscal year, so no further payments were made to members of the Board of Management in this respect.



## Shareholding requirements

The members of the Board of Management are generally required to permanently hold a fixed number of shares in SGL Carbon SE during their term on the Board of Management. For the Chairperson of the Board of Management, the number of shares to be held is based on their fixed annual salary. For the other members of the Board of Management, the number of shares to be held is based on 85% of their fixed annual salary. The number of shares to be held is determined by dividing the fixed annual salary (or 85% of the annual salary) by the arithmetic mean of the Xetra closing price of SGL shares over the last 60 trading days prior to the start of the term of the Board of Management employment contract and is to be built up successively within four years if the Board of Management member does not yet fulfill the shareholding requirement.

The Supervisory Board is entitled to redefine the number of shares to be held upon reappointment of the Board of Management in accordance with the procedure described.

## Maximum total remuneration / clawback

The remuneration system also places a cap on the amount of annual gross remuneration that could theoretically be paid to the members of the Board of Management (including expenses for the company retirement plan), factoring in all remuneration components. The maximum permissible annual total remuneration for members of the Board of Management, taking into account all remuneration components (including contributions to company retirement plans and fringe benefits), is capped at €3,600,000 for Dr. Derr and €2,280,000 for Mr. Dippold. Within this absolute limit, the one-year variable remuneration is capped at a maximum of 200% of the target bonus, while that of the multi-year variable remuneration is capped at 200% of the allocation value.

Under the currently valid 2023 Board of Management remuneration system, members of the Board of Management may be required to return all or part of their variable remuneration for a fiscal year or – in the event of a violation of the Compliance Clawback Provision – also have it withheld during a current performance period: (i) if the member of the Board of Management in question has seriously violated their statutory duties or internal codes of conduct in the relevant assessment period (Compliance Clawback) or (ii) if variable remuneration components were wrongly paid out on the basis of incorrect data (in the amount of the difference between the correct amount and the actual payout). This was not the case in the 2023 fiscal year.

## Benefits after leaving the Board of Management

If a member's appointment to the Board of Management ends prematurely, whether by mutual agreement, revocation, resignation or termination as a result of procedures under corporate law in accordance with the German Transformation Act (UmwG), the member of the Board of Management will receive a maximum severance payment equal to two years' annual remuneration. This does not apply if the Board of Management member is at fault for their removal from the Board of Management or if they resign without good cause. If the remaining term of the Board of Management member's employment contract is less than two years, the severance amount is reduced on a pro-rata basis. The amount of the annual remuneration to be used as a basis is determined from the total amount of the fixed salary and the variable remuneration

components based on 100% target achievement, excluding non-cash benefits and other fringe benefits for the last full fiscal year prior to the end of the Board of Management member's employment contract. There

is no commitment to pay benefits if a Board of Management member's appointment to the Board of Management is terminated prematurely due to a change of control.

As a rule, the members of the Board of Management are subject to a non-competition clause for one year after the end of their contract. As compensation, the company pays the members of the Board of Management a non-compete bonus equal to 50% of their annual remuneration for the duration of the non-compete period. The amount of the annual remuneration to be used as a basis is determined from the total amount of the fixed salary and the short-term variable remuneration components based on 100% target achievement, excluding non-cash benefits and other fringe benefits for the last full fiscal year prior to the end of the Board of Management member's employment contract. Any other income received by the Board of Management member is offset against the non-compete bonus. In addition, any severance payments will be offset against the non-compete bonus. The non-compete bonus paid for the subsequent non-competition clause for departing members of the Board of Management and any remuneration for unused vacation are reported as extraordinary remuneration.

### **Total remuneration for the Board of Management 2023 (according to ARUG II)**

Total remuneration granted and owed to the Board of Management in accordance with Section 162 of the German Stock Corporation Act (AktG) occurs when it was actually paid to the member of the Board of Management, and thus becomes part of their assets. For the 2023 fiscal year, the compensation amounted to €2,633,970 (previous year: €2,727,430). Of this total remuneration, €1,100,000 (previous year: €1,000,000) related to fixed compensation, €62,860 to fringe benefits (previous year: €62,856), €1,471,110 to one-year variable compensation (previous year: €1,520,000), €0 to multi-year variable compensation (previous year: €44,574). The share of fixed remuneration including fringe benefits of the total remuneration in the 2023 fiscal year was 44% for both Board of Management members compared to 43% in the previous year. The maximum remuneration for both Board of Management members was not reached in the past fiscal year. No use was made of the option to reclaim variable remuneration components from the members of the Board of Management. There were no deviations from the remuneration system of the Board of Management in the reporting year.

According to the alternative interpretation of the IDW (Alternative 2), for which the compensation is based on activities performed in full in the 2023 fiscal year, the remuneration for the active members of the Board of Management amounts to a total of €3,195,061 of which €2,076,715 for Dr. Derr and €1,118,346 for Mr. Dippold. For Dr. Derr, this comprises a fixed remuneration of €650,000, fringe benefits of €50,872, an STI bonus of €709,290 and an LTI bonus of €666,553, and for Mr. Dippold a fixed remuneration of €450,000, fringe benefits of €11,988, an STI bonus of €488,622 and an LTI bonus of €167,736. At the time of preparation, the Supervisory Board had not yet passed a final resolution on the annual performance-related payout amounts for 2023.

Members of the Board of Management were granted PSUs from the LTI plan as their multi-year variable remuneration. The LTI tranches granted in the 2023 fiscal year were granted to the members of the Board of Management on the basis of a four-year performance period in each case.

Dr. Majerus left his position by mutually agreed termination of his employment relationship on November 30, 2020. The variable remuneration granted on a pro-rata basis up to the termination date (STI and LTI benefits) will be paid out for the outstanding tranches at maturity.

The following remuneration was granted and owed to the members of the Board of Management active in the 2023 reporting year (individualized presentation, IDW alternative 1):

Active Board of Management: Compensation granted and owed	Dr. Torsten Derr Chief Executive Officer		Thomas Dippold Chief Financial Officer	
	2022	2023	2022	2023
Fixed remuneration	650,000	650,000	450,000	450,000
Fringe benefits	50,868	50,872	11,988	11,988
<b>Total fixed remuneration</b>	<b>700,868</b>	<b>700,872</b>	<b>461,988</b>	<b>461,988</b>
One-year variable remuneration <sup>1)</sup>	900,000	871,052	620,000	600,058
Multi-year variable remuneration <sup>2)</sup>	0	0	0	0
LTI 2018-2021	0		0	
LTI 2019-2022		0		0
<b>Total variable remuneration</b>	<b>900,000</b>	<b>871,052</b>	<b>620,000</b>	<b>600,058</b>
<b>Total remuneration</b>	<b>1,600,868</b>	<b>1,571,924</b>	<b>1,081,988</b>	<b>1,062,046</b>

For former Board of Management members, the amounts granted and owed for 2022 and 2023 were as follows (allocations):

Former Member of Board of Management: Compensation granted and owed	Dr. Michael Majerus Spokesman of the Board of Management (till November 30, 2020)		Dr. Jürgen Köhler (former CEO)	
	2022	2023	2022	2023
Fixed remuneration	0	0	0	0
Fringe benefits	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
One-year variable remuneration <sup>1)</sup>	0	0	0	0
Multi-year variable remuneration <sup>2)</sup>	26,442	0	18,132	0
LTI 2018-2021	26,442		18,132	
LTI 2019-2022		0		0
<b>Total variable remuneration</b>	<b>26,442</b>	<b>0</b>	<b>18,132</b>	<b>0</b>
<b>Total remuneration</b>	<b>26,442</b>	<b>0</b>	<b>18,132</b>	<b>0</b>

- 1) The amounts of the one-year variable remuneration paid in 2023 represent the payout amounts for the target achievement of the 2022 financial year, and the amounts of the one-year variable remuneration paid in 2022 represent the payout amounts for the target achievement of the 2021 financial year.
- 2) The amounts for fiscal year 2023 and 2022 for multi-year variable remuneration represent the amounts paid of the respective LTI tranches.

### Additional disclosures regarding share-based and similar remuneration instruments in the 2022 fiscal year

The following table shows the SAR (Stock Appreciation Rights) plans which were granted in the years up to 2014 and which are in the process of being phased out, having been replaced by the LTI plan:

SAR	As of Dec. 31 2022			As of Dec. 31, 2023	
	Number	Weighted base price	Forfeited / Usage	Number	Weighted base price
Dr. Jürgen Köhler	15,000	29.90	15,000	0	---
Dr. Stephan Bühler	15,000	27.84	15,000	0	---

All remuneration instruments granted under the old SARs expired, and could not be exercised in fiscal year 2023. This is because SGL share prices were significantly below the base prices (for details, see Notes to the Consolidated Financial Statements, no. 29).

In previous years, the following performance share units (PSUs) were granted from the LTI plan. Based on SGL Carbon's results and ROCE performance, the LTI plans granted for the 2019 to 2022 tranche did not achieve their targets at the end of the four-year performance period. For the current LTI plans the average ROCE targets to be achieved are 7.0% (minimum 4.0%) for the 2020–2023 LTI plan, 7.8% (minimum 5.0%) for the 2021–2024 LTI plan and 11.3% (minimum 10.0%) for the 2022–2025 LTI plan and 13.9% (minimum 12.0%) for the 2023–2026 LTI Plan. To ensure comparability, the final LTI target achievement is adjusted by the Supervisory Board for extraordinary events such as impairments and can therefore not be derived directly from the published ROCE figures.

If the average ROCE over the four-year performance period is below the minimum values, no payout is made. The LTI plans outstanding at the end of 2023 relate not only to the two active members of the Board of Management but also to the former Board of Management members Dr. Majerus and Dr. Bühler. Dr. Bühler received a full annual tranche of the LTI 2020–2023 for his one-year term on the Board of Management from October 2019 to October 2020. The LTI plans that have been granted in the 2023 fiscal year and existing at the end of the fiscal year are shown in the following table:

LTI active & former Board of Management		Tranche	Allocation value €	Price € <sup>1)</sup>	PSU Grant	Performance 0% - 150% <sup>2)</sup>	Fair value € <sup>3)</sup>
Dr. Torsten Derr	LTI	2020-2023	416,111	4.62	90,067	118.60%	666,553
Dr. Torsten Derr	LTI	2021-2024	700,000	3.78	185,185	150.00%	1,050,000
Dr. Torsten Derr	LTI	2022-2025	700,000	7.73	90,556	104.03%	293,921
Dr. Torsten Derr	LTI	2023-2026	700,000	7.15	97,902	9.37%	14,311
Thomas Dippold	LTI	2020-2023	104,712	4.62	22,665	118.60%	167,736
Thomas Dippold	LTI	2021-2024	490,000	3.78	129,630	150.00%	735,000
Thomas Dippold	LTI	2022-2025	490,000	7.73	63,389	104.03%	205,744
Thomas Dippold	LTI	2023-2026	490,000	7.15	68,531	9.37%	10,017
Dr. Michael Majerus	LTI	2020-2023	700,000	4.62	151,515	118.60%	256,966
Dr. Stephan Bühler	LTI	2020-2023	545,000	4.62	117,965	118.60%	873,016
<b>Total</b>			<b>5,335,823</b>		<b>1,017,405</b>		<b>4,273,265</b>

1) Fair value on grant date before dilution

2) Estimated attainment

3) Number of PSU weighted with the pro rata performance and the average share price of € 6.24 over the last 20 days in fiscal year 2023, cap at 200% for the LTI 2021-2024

## Company retirement benefit plans

Members of the Board of Management receive company retirement benefits since 2014 in the form of a defined contribution direct commitment. This covers retirement benefits upon reaching the statutory retirement age, disability and death. There is an entitlement to early payout beginning at the age of 62.

For each member of the Board of Management, SGL Carbon SE pays a contribution into a benefits account for the past year of service during the term of employment. The benefits account bears interest until retirement benefits begin. Any extra interest generated due to a rate of interest higher than the statutory guaranteed interest rate for the life insurance industry applicable at the time is additionally credited to the benefits account when benefits begin (surplus share). In the event of disability or death prior to retirement benefits coming due based on age, contributions are added to the benefits account up to the age of 60, with the top-up benefit being limited to a maximum of ten contributions. Payout in the event of retirement is made as a lump-sum payment or, upon request, in ten annual installments.

The currently valid retirement benefits system was applied to Dr. Derr and Mr. Dippold. The present values of the defined benefit obligations shown in the following table are covered by a reinsurance policy in the

amount of €490,921 (previous year €298,774) (for Dr. Derr) and €291,482 (previous year: €158,260) (for Mr. Dippold).

As of Dec. 31, 2023 active members of Board of Management € thousand	Present value of defined benefit obligation		Service costs	
	2023	2022	2023	2022
Dr. Torsten Derr	767	537	233	210
Thomas Dippold	487	326	163	149
<b>Total</b>	<b>1,254</b>	<b>863</b>	<b>396</b>	<b>359</b>

The total remuneration of the former Board of Management, executive management and their surviving dependents as part of the company retirement benefit plan amounted to €7.2 million in the 2023 fiscal year (previous year: €2.5 million). For Dr. Michael Majerus and Dr. Jürgen Köhler, the amounts earned from the reinsurance policies were paid out as lump sums in the 2023 fiscal year. This means that the two former members of the Board of Management will not have to make any ongoing pension payments in future. At the end of 2023, there were retirement plan obligations to former members of the Board of Management and their surviving dependents totaling €49.6 million (previous year: €52.2 million), of which €24.2 million (previous year: €25.6 million) is covered by reinsurance policies.

The retirement benefit income of the members of the Board of Management of SGL Carbon SE that were active in the last ten years amount to:

Former Members of Board of Management € thousand	Pension benefit payments	
	2023	2022
Dr. Michael Majerus	1,031	0
Dr. Jürgen Köhler	3,393	0
Dr. Gerd Wingefeld	382	361
Armin Bruch	369	349
Jürgen Muth	265	250
Theodore H. Breyer	514	559
<b>Gesamt</b>	<b>5,954</b>	<b>1,519</b>

## Remuneration of the Supervisory Board in the 2023 Fiscal Year

The Annual General Meeting of SGL Carbon SE approved the Supervisory Board remuneration system as set out in Section 12 of the Articles of Association on May 9, 2023, with a majority of 99.90% of the votes cast. In addition to reimbursement of out-of-pocket expenses, each ordinary member of the Supervisory Board receives a fixed remuneration of €55,000 per year, payable at the end of the fiscal year. Assumption of a position on the Supervisory Board involving additional responsibility and workload, such as Chairpersonship and Vice-Chairpersonship and/or participation in or Chairpersonship of a Supervisory Board committee, is compensated at a higher fixed remuneration. The Chairman of the Supervisory Board therefore receives fixed remuneration of €125,000 and his deputies €82,500 per year. Each ordinary member of the Personnel and Nomination Committee also receives €8,000 per year, and each ordinary member of the Audit Committee receives €12,000 per year. The Chairman of the Personnel Committee receives €12,000 and the Chairman of the Audit Committee receives €24,000 per year. The company also grants the members of the Supervisory Board an attendance allowance of €1,250 for their participation in a Supervisory Board meeting.

In the present system of Supervisory Board remuneration, the fixed component accounts for 100% of the remuneration, while the variable component accounts for 0%. Not least due to the consideration that the workload and the risk profile of the Supervisory Board's activities increase in difficult business situations, in such situations misguided incentives arising from decreasing remuneration are avoided and the Supervisory Board is able to act independently in the fulfillment of its monitoring task. This might not be the case if the performance-related remuneration structures for the Board of Management and Supervisory

Board were identical, and this arrangement is also intended to foster the long-term development of the company.

Annual remuneration is due and paid at the end of each fiscal year, and attendance fees are due and paid following the respective events. In the event of resignation from the Supervisory Board during the year, the pro-rata annual remuneration for this period together with the remuneration and attendance fees for Supervisory Board and committee meetings are due and payable upon resignation. There are no further severance or remuneration arrangements subsequent to the term of office.

The full Supervisory Board and the Board of Management review the remuneration system for the Supervisory Board regularly as required, but at least every four years. This review includes a comparison of the current remuneration with the development of Supervisory Board remuneration at comparable companies, such as SDAX companies.

The company includes the members of the Supervisory Board in the coverage of a pecuniary loss liability insurance policy taken out by the company. This insurance provides for a deductible for the Supervisory Board of Management member of 10% of the loss up to at least the amount of one and a half times the fixed annual remuneration.

€ thousand	Board member since	Age as of the date of the release of the 2023 Annual Report	Period of service (appointed up to)	Remuneration		Total
				Basic remuneration	Additional remuneration	
Dr. h.c. Susanne Klatten (Chairwoman) <sup>1)</sup> (until May 9, 2023)	2009	--	2023	43.8	5.5	49.3
Prof. Dr. Frank Richter (Chairman) <sup>2)</sup> (since May 9, 2023)	2023	61	2028	81.2	12.8	94.0
Georg Denoke (Deputy Chairman) <sup>3)</sup>	2015	59	2025	82.5	30.3	112.8
Helmut Jodl (Deputy Chairman until May 9, 2023)	2008	--	2023	28.9	4.1	33.0
Markus Stettberger (Deputy Chairman since May 9, 2023)	2013	52	2028	72.9	15.6	88.5
Kathrin Bamberger (since May 9, 2023)	2023	39	2028	35.7	5.0	40.7
Ana Cristina Ferreira Cruz (until May 9, 2023)	2013	--	2023	19.3	1.2	20.5
Edwin Eichler	2010	65	2025	55.0	6.2	61.2
Axel Hemleb (since May 9, 2023)	2023	57	2028	35.7	12.8	48.5
Ingeborg Neumann	2018	66	2028	55.0	26.3	81.3
Dieter Züllighofen	2016	57	2028	55.0	18.2	73.2
<b>Total</b>				<b>565.0</b>	<b>138.0</b>	<b>703.0</b>

- 1) Chairwoman of the Personnel and Nomination Committee until May 9, 2023  
 2) Chairman of the Personnel and Nomination Committee since May 9, 2023  
 3) Chairman of the Audit Committee

## Comparative information of Board of Management remuneration

The “Annual Development of Board of Management Remuneration” table contains a comparative presentation of the annual change in remuneration with the development of sales and earnings performance of the SGL Group as well as the remuneration development of the entire SGL Carbon SE workforce and of the German subsidiaries. The annual development of Board of Management remuneration is only comparable to a limited extent for new board members and for board members who leave the company. In the case of Dr. Derr and Mr. Dippold, disproportionate percentages arise in the 2022/2021/2020 annual comparison because they began their service on the Board of Management in June 2020 and October 2020, respectively. For Supervisory Board members newly appointed in the 2023

fiscal year, an N/A (= not applicable) is shown in the table because there are no comparative figures from the previous year.

**Annual Development of Remuneration**

<b>Remuneration of Board Members</b>	<b>2023 zu 2022</b>	<b>2022 zu 2021</b>	<b>2021 zu 2020</b>	<b>2020 zu 2019</b>	<b>2019 zu 2018</b>
Dr. Torsten Derr, CEO	-2%	39%	186%	N/A	N/A
Thomas Dippold, CFO	-2%	120%	408%	N/A	N/A
Dr. Michael Majerus, former CFO	N/A	-94%	-48%	-34%	1%
Dr. Stephan Bühler, former Board Member for Legal and Compliance	N/A	N/A	-100%	325%	N/A
Dr. Jürgen Köhler, former CEO	N/A	-71%	-79%	-78%	-12%
Dr. h.c. Susanne Klatten (Chairwoman of the supervisory board; until May 9, 2023)	-65%	0%	-13%	14%	5%
Prof. Dr. Frank Richter (Chairman of the supervisory board; since May 9, 2023)	N/A	N/A	N/A	N/A	N/A
Georg Denoke (Deputy Chairman)	18%	0%	-2%	2%	13%
Helmut Jodl (Deputy Chairman of the supervisory board; until May 9, 2023)	-61%	0%	-14%	16%	6%
Markus Stettberger (Deputy Chairman of the supervisory board; since May 9, 2023)	44%	1%	-3%	3%	-2%
Kathrin Bamberger (Supervisory board member since May 9, 2023)	N/A	N/A	N/A	N/A	N/A
Ana Cristina Ferreira Cruz (Supervisory board member until May 9, 2023)	-61%	1%	-4%	3%	2%
Edwin Eichler	17%	1%	-4%	3%	-4%
Axel Hemleb (Supervisory board member since May 9, 2023)	N/A	N/A	N/A	N/A	N/A
Ingeborg Neumann	17%	1%	-17%	20%	78%
Dieter Züllighofen	19%	1%	-3%	3%	3%
<b>Development of financial performance of the Group / SGL Carbon SE</b>					
Sales development	-4%	13%	10%	-15%	4%
Net result	-67%	68%	157%	47%	-318%
Net result of SGL Carbon SE	-72%	23%	400%	-41%	157%
<b>Development of remuneration of employees</b>					
Remuneration of employees of SGL Carbon in Germany	-1%	-1%	21%	-5%	-9%
Remuneration of employees of SGL Carbon Group	1%	2%	15%	-6%	-3%

## **Auditor's opinion on the Remuneration Report 2023**

To SGL Carbon SE, Wiesbaden

### **Report on the audit of the remuneration report**

We have audited the attached remuneration report of SGL Carbon SE, Wiesbaden, for the financial year from 1 January to 31 December 2023, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

### **Responsibilities of Management and the Supervisory Board**

The management and the Supervisory Board of SGL Carbon SE are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

### **Auditor's responsibilities**

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2023, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

### **Other matter – formal examination of the remuneration report**

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.



**Limitation of liability**

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to SGL Carbon SE, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

München, 21 March 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Pritzer

Wirtschaftsprüfer

[German Public Auditor]

Becker

Wirtschaftsprüfer

[German Public Auditor]]

## **Additional Information and Details**

### **Documents and information pursuant to Section 124a German Stock Corporation Act**

The following documents are available online at [www.sgllcarbon.com/agm](http://www.sgllcarbon.com/agm) from the day on which the Annual General Meeting is convened:

- Annual financial statements of SGL Carbon SE, consolidated financial statements of SGL Carbon Group, management reports of SGL Carbon SE and SGL Carbon Group, report of the Supervisory Board, report pursuant to Sections 289a and 315a HGB, in each case for the 2023 fiscal year
- Remuneration Report 2023
- Auditor's Report on the Remuneration Report 2023

The other information pursuant to Section 124a German Stock Corporation Act (AktG) is also available at the above Internet address.

### **Shares and voting rights**

On the date of the invitation convening the Annual General Meeting, the Company's share capital is composed of 122,341,478 no-par value bearer shares, each of which will generally convey one vote. Of the total number of shares, the Company holds 70,501 treasury shares without rights.

### **Virtual Annual General Meeting**

On the basis of the authorization in Section 13 (2) of the Company's Articles of Association, the Board of Management has decided to hold the Annual General Meeting as a virtual Annual General Meeting pursuant to Section 118a (1) sentence 1 AktG. All members of the Board of Management and of the Supervisory Board intend to attend the Annual General Meeting for its entire duration. A physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting is ruled out.

### **Attendance at the Annual General Meeting**

Shareholders intending to participate in the virtual Annual General Meeting or to exercise their voting rights in accordance with the regulations and further details set forth below, must register themselves – personally or through a proxy – prior to the meeting. The registration must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is May 16, 2024 (24:00 hours CEST).

Furthermore, shareholders must provide evidence of their entitlement to participate in the Annual General Meeting. For this purpose, a proof of their shareholding issued in text form by the ultimate intermediary pursuant to Section 67c (3) AktG shall be sufficient. The verification must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the verification is received), which is May 16, 2024 (24:00 hours CEST).

The verification of the shareholding must relate to the close of business on the 22<sup>nd</sup> day before the meeting (Verification Date), i.e. close of business on May 1, 2024. This results from the new statutory version of Section 123 (4) sentence 2 German Stock Corporation Act in its form according to the German Financing for the Future Act of December 11, 2023 (Future Financing Act - ZuFinG), which takes precedence over the provision in the current Articles of Association under Section 15 (2). To restore consistency between the new statutory provision and the Company's Articles of Association following the aforementioned amendment to the law, a corresponding amendment to the Articles of Association is provided for under agenda item 7 of this Annual General Meeting. According to the legislative materials on the Future Financing Act, the close of business shall be 24:00 hours (here: CEST).

The registration and verification of shareholding must be sent to:

SGL Carbon SE  
c/o Computershare Operations Center  
80249 München  
Germany

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Upon due receipt of the registration and the verification of shareholding, the Company will send registration confirmations for the Annual General Meeting to the shareholders.

### Significance of the verification date

Pursuant to Section 123 (4) sentence 5 AktG, persons shall only be deemed to be shareholders for purposes of participating in the (virtual) Annual General Meeting and exercising voting rights if they have provided proper verification as to their shareholding within due time. For this reason, the Company may prevent a person from participating in the (virtual) Annual General Meeting and from exercising voting rights if such verification is not produced at all or not in due time. Shares will not be blocked upon registration for the Annual General Meeting but will remain freely transferable. Participation rights as well as the amount of voting rights will be governed exclusively by the shareholder's shareholdings on the Verification Date; even in the event of a full or partial disposal of shareholdings after the Verification Date. This means that share disposals after the Verification Date have no effect on the entitlement to participate or on the amount of voting rights. The same applies for initial or additional acquisitions of shares after the Verification Date. A person who does not hold shares as of the Verification Date and only becomes a shareholder thereafter will not be entitled to participate in the Annual General Meeting or exercise voting rights.

### Access to the AGM Internet Service

After timely receipt of their registration and proof of shareholding in the Company at the above address or e-mail address, shareholders will be sent registration confirmations for the virtual Annual General Meeting, which will contain, among other things, the personalized access data for the password-protected AGM Internet Service of the Company. The AGM Internet Service will be available from May 1, 2024 at the following internet address:

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

Shareholders and shareholder representatives can follow the video and audio transmission of the Annual General Meeting via the AGM Internet Service and exercise various shareholder rights, including the right to vote (either by electronic postal vote or by authorization and instruction of the Company's proxies), the right to ask questions, the right to speak and the right to object. Details on this can be found in the following sections. If the password-protected AGM Internet Service is used during the virtual Annual General Meeting on May 23, 2024, i.e. between the opening of the Annual General Meeting and its closing by the Chairperson of the meeting, the shareholders or shareholder representatives are electronically connected to the virtual Annual General Meeting for the duration of the use within the meaning of Section 121 (4b) sentence 1 AktG.

In order to ensure timely receipt of the registration confirmations, we ask shareholders to ensure early registration and transmission of the proof of their shareholding to the Company.

### Process of voting by postal vote

Shareholders or shareholder representatives can vote without attending the virtual Annual General Meeting (postal vote). The prerequisite for exercising voting rights by postal vote is compliance with the formalities and deadlines stipulated for registering for the Annual General Meeting (see above under "Attendance at the Annual General Meeting").

- a) For the transmission of postal votes and/or their revocation or modification, the Company – on the one hand – offers the password-protected AGM Internet Service at [www.sgllcarbon.com/agm](http://www.sgllcarbon.com/agm), which is also available on the day of the virtual Annual General Meeting until the point of time during the meeting, when the Chairperson of the meeting concludes the voting process. Shareholders can find

the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.

- b) On the other hand, postal votes can be exercised, as well as revoked or modified, by their transmission to the Company in writing or by e-mail until May 22, 2024 (24:00 hours CEST) at the address or email address

SGL Carbon SE  
c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In this case, we kindly ask our shareholders to use the form for voting which is sent to the shareholders together with their registration confirmation after due registration. The registration confirmation also contains further details and information on postal voting.

### Process of voting by Proxy

Shareholders may have their voting rights exercised by an authorized representative, in particular through the proxies designated by the Company, but also, e.g. by an intermediary, a shareholders' association, proxy advisors, or other third parties (who, for this year's virtual Annual General Meeting, however, must then utilize the proxies designated by the Company (see below under lit. d) and/or exercise the voting rights by postal vote). The prerequisite for exercising voting rights by an authorized representative is also compliance with the formalities and deadlines stipulated for registering for the Annual General Meeting (see above under "Attendance at the Annual General Meeting").

Shareholders who would like to avail themselves of the possibility of voting through an authorized representative are particularly advised of the following:

- a) A power of attorney that is not issued to an intermediary (e.g., a credit institute), a proxy advisor, a shareholders' association, or any other person equivalent to them pursuant to Section 135 AktG must be issued in text form. The same applies to the revocation of the power of attorney and the evidence of the authorization to the Company.

If a shareholder intends to authorize an intermediary (e.g. a credit institute), proxy advisors, a shareholders' association, or any other person equivalent to them pursuant to Section 135 AktG, we advise that the required form of the power of attorney is agreed in good time with the person or institution to be authorized as they may require a special form of power of attorney for their services. In this case, the representative's evidence of the authorization will be subject to Section 135 (5) sentence 4 AktG.

Please note that your authorized representatives (including intermediaries, proxy advisors, shareholders' associations, or other persons equivalent to them pursuant to Section 135 AktG) must use the proxies designated by the Company or postal votes to vote for this year's virtual Annual General Meeting.

- b) For granting or revoking powers of attorney, the Company also provides its password-protected AGM Internet Service at [www.sglcarbon.com/agm](http://www.sglcarbon.com/agm), which will also be available on the day of the virtual Annual General Meeting until the termination of the Annual General Meeting. The shareholders can find the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.
- c) In addition, the power of attorney and its revocation may either be declared in text form toward the Company at the following address or E-mail address

SGL Carbon SE  
c/o Computershare Operations Center  
80249 München  
Germany

E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or in text form to the authorized representative. If the power of attorney is granted to the authorized representative, evidence of the authorization in text form must be furnished to the Company. Such evidence may be submitted to the Company at the above address (also by way of E-mail), as mentioned above. To facilitate voting by an authorized representative, shareholders will receive a proxy form together with the registration confirmation for the virtual Annual General Meeting, which may be used for the authorization.

- d) We also offer our shareholders the opportunity to authorize **proxies designated by the Company** (*Stimmrechtsvertreter der Gesellschaft*) for exercising their voting rights. If authorized by a shareholder, the proxies designated by the Company will exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given.
- Shareholders intending to make use of this alternative may – on the one hand – use the password-protected AGM Internet Service at [www.sglcarbon.com/agm](http://www.sglcarbon.com/agm), which will also be available on the day of the virtual Annual General Meeting until the voting begins. Shareholders can find the necessary login details for the AGM Internet Service and further details on the registration confirmation sent by post.
  - On the other hand, shareholders can also use the proxy form, which they receive together with the registration confirmation for the virtual Annual General Meeting, to issue a power of attorney and instructions to the proxies designated by the Company. In this case, the completed form must be received by the Company by May 22, 2024 (24:00 hours CEST) at the address or email address set forth above under lit. c). Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies designated by the Company together with their registration confirmation.

Please note that the proxies designated by the Company do not accept any requests to speak or ask questions, to submit motions or to object to resolutions of the Annual General Meeting.

### Public transmission of the Annual General Meeting

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

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

### Shareholders' Rights:

On the occasion of this year's virtual Annual General Meeting, shareholders or shareholder representatives have, among others, the following rights:

#### **Complementary motions regarding the agenda**

Pursuant to Article 56 SE-VO, Section 50 (2) SEAG and Section 122 (2) German Stock Corporation Act, shareholders whose shares, taken together, reach the twentieth share of the registered share capital of the Company or the proportionate share in the Company's registered share capital of at least Euro 500,000 (which is equal to 195,313 no-par value shares of the Company) may request that items be put on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution.

Such a request for inclusion on the agenda is to be addressed to the Board of Management and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting, i.e., by no later than April 22, 2024 (24:00 hours CEST). We kindly ask that such requests are sent to the following address:

SGL Carbon SE  
Board of Management  
Group Legal  
Soehnleinstrasse 8  
65201 Wiesbaden  
Germany

### ***Counter motions or election proposals***

Shareholders may submit counter motions and election proposals within the meaning of Sections 126, 127 AktG to resolutions proposed by the Board of Management and/or the Supervisory Board. Counter motions 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  
Germany

E-mail: [HV2024@sglcarbon.com](mailto:HV2024@sglcarbon.com)

that meet the other requirements for making them available, will be published at the internet address [www.sglcarbon.com/agm](http://www.sglcarbon.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. Counter motions 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 close of business on 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.

The Chairperson of the meeting may decide not to deal with a counter motion or election proposal to be made available by the Company at the Annual General Meeting if the shareholder making the proposal is not duly authorized and has not duly registered for the Annual General Meeting.

### ***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.sgcarbon.com/agm](http://www.sgcarbon.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.

#### ***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.

#### ***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 above in the section "Right to speak at the Annual General Meeting".

### ***Right to information at the 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 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.

The Board of Management may refuse to provide the information for the reasons listed in Section 131 (3) AktG, e.g. insofar as the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the Company or an affiliated company, insofar as the Board of Management would render itself liable to prosecution by providing the information or insofar as the information is continuously available on the Company's website for at least seven days prior to the beginning and during the Annual General Meeting.

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.

### ***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.sglcarbon.com/agm](http://www.sglcarbon.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.



***Further explanations***

Further explanations of shareholders' rights are available on the internet at

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

**List of Participants / Voting Results:**

The list of participants will be available during the Annual General Meeting via the password-protected AGM Internet Service on our homepage at [www.sglcarbon.com/agm](http://www.sglcarbon.com/agm).

In addition to being announced at the Annual General Meeting itself, the voting results will also be announced on the internet at [www.sglcarbon.com/agm](http://www.sglcarbon.com/agm) after the event.

**Further information on the voting process according to table 3 of the Implementation Regulation (EU) 2018/1212**

Under Agenda Item 1, no proposal for a resolution is submitted and therefore no vote is envisaged (for an explanation see there). Under the Agenda Items 2 to 5 as well as 7 and 8, the votes on the announced resolution or election proposals are binding. Under item 6 on the Agenda, the votes on the published resolution proposal are of a recommendatory nature. The shareholders can vote in each case “yes” (approval) or “no” (rejection) or abstain from voting (abstention), i.e. not participating in the vote.

Wiesbaden, April 2024

**SGL Carbon SE**

The Board of Management

## **INFORMATION ON DATA PROTECTION**

The Company processes personal data of its shareholders and any shareholder representatives in preparation for and for conducting its virtual Annual General Meeting. This data includes, in particular, the name, place of residence or address, an e-mail address, the respective number of shares, the registration confirmation number, the access code, the exercise of votes and the issuance of any voting proxies. Depending on the circumstances of the case, other personal data may also become relevant (for example in the case of the transmission of motions or statements in the run-up to the virtual general meeting or in the event of a request to speak during the virtual general meeting).

### **Responsible person, purpose and legal basis**

For data processing, the Company is the responsible body. The purpose of the data processing is to enable the shareholders and shareholder representatives to attend the virtual Annual General Meeting and to exercise their rights before and during the virtual Annual General Meeting. The legal basis for data processing is Art. 6 (1) sentence 1 lit. c General Data Protection Regulation (Datenschutzgrundverordnung - DSGVO).

### **Recipient**

The Company mandates several service providers and consultants for its virtual Annual General Meeting. These will receive personal data from the Company only to the extent necessary for the execution of their respective service. The service providers and consultants process this data exclusively in accordance with the instructions of the Company. Besides, personal data will be made available to shareholders and shareholder representatives only as permitted under statutory law, in particular in the attendance register.

### **Storage time**

Personal data is stored as long as this is legally required, or the Company has a legitimate interest in such storage, for example in the case of judicial or extra-judicial disputes in the context of the Annual General Meeting. Subsequently, the personal data will be deleted.

### **Rights**

Under the legal requirements you have a right to information, rectification, restriction, opposition and cancellation with regard to your personal data or the processing thereof as well as a right to data portability according to Chapter III DSGVO. In addition, you are entitled to a right to file a complaint with the Data Protection Regulatory Authorities under Art. 77 DSGVO.

### **Contacts**

The contact details of the Company are:

SGL Carbon SE  
Group Legal  
Söhnleinstraße 8  
65201 Wiesbaden / Germany

E-mail: [HV2024@sglcarbon.com](mailto:HV2024@sglcarbon.com)

You can reach our data protection officer at:

SGL Carbon SE  
Datenschutzbeauftragter  
Werner-von-Siemens-Straße 18  
86405 Meitingen / Germany

Telephone: +49 - (0)8271 - 83 1243

**SGL Carbon SE**  
**Wiesbaden**

**Virtual Annual General Shareholder Meeting of SGL Carbon SE**  
**on Thursday, May 23, 2024, at 10.00 a.m. Central European Summer Time – CEST**  
**(= 8.00 a.m. Coordinated Universal Time – UTC)**

**Information pursuant to Section 125 (1) sentence 1 German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 of the Annex to the Implementing Regulation (EU) 2018/1212 (“EU-IR”)**

<b>A. Specification of the message</b>	
1.	Unique identifier of the event  Virtual Annual General Meeting of SGL Carbon SE 2024 <b>Formal indication acc. to EU-IR:</b> <b>SGLoHV052024</b>
2.	Type of message  Invitation to Annual General Meeting <b>Formal indication acc. to EU-IR:</b> <b>NEWM</b>
<b>B. Specification of the issuer</b>	
1.	ISIN  DE0007235301 / DE000A31C263
2.	Name of issuer  SGL Carbon SE
<b>C. Specification of the meeting</b>	
1.	Date of the General Meeting  May 23, 2024 <b>Formal indication acc. to EU-IR:</b> <b>20240523</b>
2.	Time of the General Meeting  10:00 hours CEST <b>Formal indication acc. to EU-IR:</b> <b>8:00 hours UTC</b>
3.	Type of General Meeting  Ordinary Annual General Meeting as virtual Annual General Meeting without physical presence of shareholders or their proxies <b>Formal indication acc. to EU-IR:</b> <b>GMET</b>
4.	Location of the General Meeting  URL to the Company's shareholder portal to follow the video and audio broadcast of the entire Annual General Meeting electronically and to exercise shareholders' rights: <a href="http://www.sglcarbon.com/agm">www.sglcarbon.com/agm</a>  Location of the Annual General Meeting acc. to German Stock Corporation Act: SGL Carbon SE Söhnleinstraße 8 65201 Wiesbaden Germany
5.	Record Date  May 1, 2024 <b>Formal indication acc. to EU-IR:</b> <b>20240501</b>
6.	Uniform Resource Locator (URL)  <a href="http://www.sglcarbon.com/agm">www.sglcarbon.com/agm</a>

