

Ad hoc release

Wiesbaden, September 14 2022

Ad hoc notification according to Art. 17 MAR
(Market Abuse Regulation N° 596/2014)

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SGL Carbon SE to issue approx. €100 million convertible bonds due 2027 and simultaneously launch a tender offer for its 3.0% convertible bonds due 2023 (ISIN: DE000A2G8VX7)

Wiesbaden, September 14 2022. The Management Board of SGL Carbon SE (the "**Issuer**" or "**SGL Carbon**") resolved today, with the consent of the Supervisory Board, to issue unsubordinated, unsecured bonds convertible into no-par value ordinary shares of the Issuer (the "**Convertible Bonds**"). The Convertible Bonds will be offered only to institutional investors outside the United States of America by way of an accelerated bookbuilding (the "**Offering**"). The pre-emptive rights (*Bezugsrechte*) of existing shareholders of the Issuer to subscribe for the Convertible Bonds are excluded.

The Convertible Bonds shall be convertible into up to 12.2 million no-par value ordinary shares of SGL Carbon and are expected to have an aggregate principal amount of approx. €100 million. The Convertible Bonds will have a maturity of 5 years and will be issued and redeemed at 100% of their principal amount, with a coupon of between 5.25% and 6.00% p.a., payable semi-annually in arrears on March 21 and September 21, commencing on March 21 2023. The initial conversion price will be set at a premium of between 25% and 30% above the volume-weighted average price of SGL Carbon's shares on XETRA between launch and pricing of the Offering.

Pricing for the Offering is expected to be announced later today and settlement is expected to take place on or around September 21 2022.

SGL Carbon intends to list the Convertible Bonds on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange. However, settlement and closing of the Offering are not conditional upon obtaining such inclusion to trading.

SGL Carbon plans to use the proceeds from the Offering to repurchase its 3.0% convertible bonds due 2023 (ISIN: DE000A2G8VX7) (the "**2023 Bonds**"), whose outstanding principal amount not held by the Issuer is €126.3 million as of today, to extend the maturity profile and for general corporate purposes.

In addition to the proposed Offering, the Issuer invites the holders of the outstanding 2023 Bonds to tender for purchase for cash any and all of the outstanding 2023 Bonds (the "**Repurchase Invitation**"). The repurchase price per 2023 Bond tendered under the Repurchase Invitation is 100% of the principal amount per 2023 Bond (equal to €100,000 per 2023 Bond). The Issuer will also pay interest accrued on the purchased 2023 Bonds from and

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including the interest payment date for the 2023 Bonds immediately preceding the Invitation Settlement Date (as described below) to but excluding the Invitation Settlement Date.

The Repurchase Invitation will expire at 18:00 CEST on September 15 2022, unless amended, extended, re-opened or terminated. Settlement of the Repurchase Invitation is expected to take place on September 22 2022 (the "**Invitation Settlement Date**").

About SGL Carbon

SGL Carbon is a technology-based company and world leader in the development and production of carbon-based solutions. Its high-quality materials and products made from specialty graphite, carbon fibers and composites are used in industrial sectors that determine the future: automotive, aerospace, solar and wind energy, semiconductors, and LEDs as well as in the production of lithium-ion batteries, fuel cell and other energy storage systems. In addition, SGL Carbon develops solutions for chemical and industrial applications. Further developments in these areas demand more intelligent, more efficient, networked and sustainable solutions. This is where the entrepreneurial vision of SGL Carbon evolves around: contributing to a smarter world.

In 2021, SGL Carbon SE generated sales of approx. 1 billion euros. The company has approx. 4,700 employees at 31 locations in Europe, North America, and Asia.

Further information on SGL Carbon can be found at www.sglcarbon.com/press.

Additional Information:

ISIN: DE0007235301 / DE000A2G8VX7

Listing: Amtlicher Markt / Prime Standard / Frankfurter Wertpapierbörse
(Official Market / Prime Standard / Frankfurt Stock Exchange)

OTC in Germany: Berlin, Düsseldorf, Hamburg, Hanover, Munich, Stuttgart, Tradegate Exchange

Company's seat: Wiesbaden

Important notice:

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

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

In the United Kingdom, this announcement is directed only at Qualified Investors within the meaning of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(a) to (d) of the Order, and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area, by persons who are not Qualified Investors.

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

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

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

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

The Issuer and its affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, new events or circumstances, future developments or otherwise. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change. No liability whatsoever is accepted in respect of the achievement of such forward-looking statements and assumptions.

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

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