UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from_____ to _____

Commission file number: 1-13888



GRAFTECH INTERNATIONAL LTD.
(Exact name of registrant as specified in its charter)

Delaware	**27-2496053**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
982 Keynote Circle Brooklyn Heights, OH	**44131**
(Address of principal executive offices)	**(Zip code)**

Registrant's telephone number, including area code: (216) 676-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.01 par value per share	EAF	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated Filer	☒	Emerging Growth Company	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 16, 2026, 26,897,473 shares of common stock were outstanding.

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Presentation of Financial, Market and Industry Data

We present our financial information on a consolidated basis. Unless otherwise noted, when we refer to dollars, we mean U.S. dollars.

Certain market and industry data included in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026 (this "Report") has been obtained from third-party sources that we believe to be reliable. Market estimates are calculated by using independent industry publications, government publications and third-party forecasts in conjunction with our assumptions about our market. We cannot guarantee the accuracy or completeness of this market and market share data and have not independently verified it. None of the sources have consented to the disclosure or use of data in this Report. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings "Cautionary Note Regarding Forward-Looking Statements" in this Report and "Risk Factors" in this Report and in our Annual Report on Form 10-K for the year ended December 31, 2025 ("Annual Report on Form 10-K") filed with the Securities and Exchange Commission ("SEC") on February 13, 2026.

Cautionary Note Regarding Forward-Looking Statements

This Report may contain forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect our current views with respect to, among other things, financial projections, plans and objectives of management for future operations, future economic performance and short-term and long-term liquidity. Examples of forward-looking statements include, among others, statements we make regarding future estimated volume, pricing and revenue, and anticipated levels of capital expenditures and cost of goods sold. You can identify these forward-looking statements by the use of forward-looking words such as "will," "may," "plan," "estimate," "project," "believe," "anticipate," "expect," "foresee," "intend," "should," "would," "could," "target," "goal," "continue to," "positioned to," "are confident," or the negative versions of those words or other comparable words. Any forward-looking statements contained in this Report are based upon our historical performance and on our current plans, estimates and expectations considering information currently available to us. The inclusion of this forward-looking information should not be regarded as a representation by us that the future plans, estimates, or expectations contemplated by us will be achieved. Our expectations and targets are not predictions of actual performance and historically our performance has deviated, often significantly, from our expectations and targets. These forward-looking statements are subject to various risks and uncertainties

and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to:

- our dependence on the global steel industry generally and the electric arc furnace ("EAF") steel industry in particular;
- the cyclical nature of our business and the selling prices of our products, which may remain at depressed levels or further decline in the future, and may continue to experience prolonged periods of reduced profitability and net losses or adversely impact liquidity;
- the sensitivity of our business and operating results to economic conditions, including any recession, and the possibility that others may not be able to fulfill their obligations to us in a timely fashion or at all;
- the possibility that we may be unable to implement our business strategies in an effective manner, including our ability to effectively increase or maintain existing prices and shift sales to regions with higher average selling prices;
- continued overcapacity of the global graphite electrode industry, which may further adversely affect graphite electrode prices;
- the competitiveness of the graphite electrode industry;
- our dependence on the cost and availability of manufacturing inputs, including raw materials, such as decant oil, petroleum needle coke, energy and freight, and disruptions in availability for such inputs;
- our ability to execute the closure of the Monterrey, Mexico facility (the "Mexico Facility Closure") as planned;
- our ability to produce connecting pins at our facility located in Pamplona, Spain and our primary reliance on one facility for the manufacturing of connecting pins after the Mexico Facility Closure;
- the cost of electric power and natural gas, particularly in Europe;
- our manufacturing operations are subject to hazards;
- the legal, compliance, economic, social and political risks associated with our substantial operations in multiple countries;
- the possibility that fluctuation of foreign currency exchange rates could materially harm our financial results;
- the possibility that our results of operations could further deteriorate if our manufacturing operations were substantially disrupted for an extended period, including as a result of equipment failure, climate change, regulatory issues, natural disasters, public health crises, such as a global pandemic, political crises or other catastrophic events;
- the risks and uncertainties associated with litigation, arbitration, and like disputes, including disputes related to contractual commitments;
- our dependence on third parties for certain construction, maintenance, engineering, transportation, warehousing and logistics services;
- the possibility that we are subject to information technology systems failures, cybersecurity incidents, network disruptions and breaches of data security, including with respect to our third-party suppliers and business partners;
- the possibility that we are unable to recruit or retain key management and plant operating personnel or successfully negotiate with the representatives of our employees, including labor unions;
- the sensitivity of long-lived assets on our balance sheet to changes in the market;
- our dependence on protecting our intellectual property and the possibility that third parties may claim that our products or processes infringe their intellectual property rights;
- the impact of inflation and our ability to mitigate the effect on our costs;
- the impact of macroeconomic and geopolitical events on our business, results of operations, financial condition and cash flows, and the disruptions and inefficiencies in our supply chain that may occur as a result of such events;

- uncertain shifts in domestic and foreign trade policies and the possibility that the imposition of current, new or increased custom duties and tariffs and trade barriers in the countries in which we, our customers and our suppliers operate could adversely affect our ability to compete, operations, results of operations and financial condition;
- risks associated with strategic transactions, including acquisitions, divestitures, joint ventures, equity investments, and debt issuances, that could adversely affect our business, operating results and financial condition;
- the possibility that our indebtedness could limit our financial and operating activities or that our cash flows may not be sufficient to service our indebtedness;
- any current or future borrowings may subject us to interest rate risk;
- risks and uncertainties associated with our ability to access the capital and credit markets could adversely affect our results of operations, cash flows and financial condition;
- the possibility that disruptions in the capital and credit markets could adversely affect our customers and suppliers;
- our ability to obtain the estimated cost savings, capital expenditure reductions, working-capital release, and other benefits from the Mexico Facility Closure on the expected timing, or at all;
- the possibility that restrictive covenants in our financing agreements could restrict or limit our operations; and
- changes in health, safety and environmental regulations applicable to our manufacturing operations and facilities.

These factors should not be construed as exhaustive and should be read in conjunction with the Risk Factors and other cautionary statements that are included in our Annual Report on Form 10-K and other filings with the SEC. The forward-looking statements made in this Report relate only to events as of the date on which the statements are made. Except as required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. You should specifically consider the factors identified in this Report and in our Annual Report on Form 10-K that could cause actual results to differ before making an investment decision to purchase our common stock. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except per share data)
(Unaudited)

	September 30, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 134,312	$ 138,427
Accounts receivable, net of allowance for doubtful accounts of $3,203 as of September 30, 2026 and $3,271 as of December 31, 2025	77,819	73,235
Inventories	247,597	224,692
Prepaid and other current assets	59,490	48,180
Total current assets	519,218	484,534
Property, plant and equipment	982,320	986,946
Less: accumulated depreciation	529,504	497,016
Net property, plant and equipment	452,816	489,930
Deferred income taxes	9,232	9,318
Other assets	41,154	45,007
Total assets	$ 1,022,420	$ 1,028,789
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 67,734	$ 67,017
Accrued income and other taxes	9,665	8,047
Other accrued liabilities	45,296	48,363
Interest payable	23,604	4,764
Total current liabilities	146,299	128,191
Long-term debt	1,200,550	1,094,706
Other long-term obligations	38,538	40,388
Deferred income taxes	25,204	25,132
Commitments and contingencies - Note 8		
Stockholders' deficit:		
Preferred stock, par value $0.01, 30,000,000 shares authorized, none issued	—	—
Common stock, par value $0.01, 300,000,000 shares authorized, 26,897,473 and 25,820,110 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	2,596	2,582
Additional paid-in capital	768,475	759,710
Accumulated other comprehensive loss	(15,571)	(8,972)
Accumulated deficit	(1,143,671)	(1,012,948)
Total stockholders' deficit	(388,171)	(259,628)
Total liabilities and stockholders' deficit	$ 1,022,420	$ 1,028,789

See accompanying Notes to the Condensed Consolidated Financial Statements

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Dollars in thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS				
Net sales	$ 140,163	$ 143,998	$ 392,626	$ 387,677
Cost of goods sold	132,526	132,041	392,622	372,691
Lower of cost or market inventory valuation adjustment	2,013	1,650	9,792	6,326
Gross profit (loss)	5,624	10,307	(9,788)	8,660
Research and development	1,458	1,639	4,440	4,866
Selling and administrative expenses	12,964	13,784	39,808	41,673
Restructuring and other exit charges	13,874	—	13,874	—
Operating loss	(22,672)	(5,116)	(67,910)	(37,879)
Other (income) expense, net	(774)	142	(12,288)	(1,837)
Interest expense	25,916	24,517	74,482	79,776
Interest income	(1,151)	(1,383)	(2,705)	(5,184)
Loss before income taxes	(46,663)	(28,392)	(127,399)	(110,634)
Income tax expense	105	90	3,117	44,085
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)
Basic loss per common share:				
Net loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)
Weighted average common shares outstanding	26,514,073	25,933,254	26,287,719	25,896,520
Diluted loss per common share:				
Net loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)
Weighted average common shares outstanding	26,514,073	25,933,254	26,287,719	25,896,520
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS				
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)
Other comprehensive (loss) income:				
Foreign currency translation adjustments, net of tax	(2,109)	1,601	(5,934)	36,178
Foreign currency derivatives, net of tax	—	(39)	(665)	(121)
Other comprehensive (loss) income, net of tax	(2,109)	1,562	(6,599)	36,057
Comprehensive loss	$ (48,877)	$ (26,920)	$ (137,115)	$ (118,662)

See accompanying Notes to the Condensed Consolidated Financial Statements

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flow from operating activities:		
Net loss	$ (130,516)	$ (154,719)
Adjustments to reconcile net loss to cash used in operations:		
Depreciation and amortization	45,238	45,844
Deferred income tax expense	62	40,782
Non-cash stock-based compensation expense	4,146	3,434
Non-cash interest expense	5,843	5,844
Lower of cost or market inventory valuation adjustment	9,792	6,326
Non-cash restructuring charges	12,317	—
Gain on sale of assets	(12,777)	—
Changes in assets and liabilities:		
Accounts receivable, net	(4,877)	9,142
Inventories	(31,294)	(15,034)
Prepaid and other current assets	(9,301)	(6,263)
Income taxes payable	(1,526)	(691)
Accounts payable and other accruals	8,855	(17,762)
Interest payable	18,840	16,816
Change in Tax Receivable Agreement	—	(5,824)
Other	(6,793)	11,383
Net cash used in operating activities	(91,991)	(60,722)
Cash flow from investing activities:		
Capital expenditures	(26,856)	(20,514)
Proceeds from the sale of fixed assets	9,882	298
Net cash used in investing activities	(16,974)	(20,216)
Cash flow from financing activities:		
Proceeds from Delayed Draw First Lien Term Loan due 2029	100,000	—
Proceeds from issuance of common stock, net of issuance costs	5,073	—
Payments for taxes related to net share settlement of equity awards	(350)	(230)
Principal payments under finance lease obligations	(106)	(80)
Net cash provided by (used in) financing activities	104,617	(310)
Net change in cash and cash equivalents	(4,348)	(81,248)
Effect of exchange rate changes on cash and cash equivalents	233	2,635
Cash and cash equivalents at beginning of period	138,427	256,248
Cash and cash equivalents at end of period	$ 134,312	$ 177,635
Net cash paid during the periods for:		
Interest	$ 49,798	$ 57,117
Income taxes	$ 5,857	$ 4,394
Non-cash investing activities:		
Change in capital expenditures in accounts payable	$ (4,406)	$ (5,506)

See accompanying Notes to the Condensed Consolidated Financial Statements

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Dollars in thousands, except per share data)
(Unaudited)

	Issued Shares of Common Stock	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Deficit
Balance as of December 31, 2025	25,820,110	$ 2,582	$ 759,710	$ (8,972)	$ (1,012,948)	$ (259,628)
Net loss	—	—	—	—	(43,277)	(43,277)
Other comprehensive loss	—	—	—	(3,028)	—	(3,028)
Stock-based compensation	276,359	2	1,837	—	—	1,839
Payments for taxes related to net share settlement of equity awards	(48,634)	—	(138)	—	(201)	(339)
Balance as of March 31, 2026	26,047,835	$ 2,584	$ 761,409	$ (12,000)	$ (1,056,426)	$ (304,433)
Net loss	—	—	—	—	(40,471)	(40,471)
Other comprehensive loss	—	—	—	(1,462)	—	(1,462)
Issuance of common stock	44,280	—	433	—	—	433
Common stock issuance costs	—	—	(703)	—	—	(703)
Stock-based compensation	49	—	1,078	—	—	1,078
Balance as of June 30, 2026	26,092,164	$ 2,584	$ 762,217	$ (13,462)	$ (1,096,897)	$ (345,558)
Net loss	—	—	—	—	(46,768)	(46,768)
Other comprehensive loss	—	—	—	(2,109)	—	(2,109)
Issuance of common stock	800,965	12	5,107	—	—	5,119
Common stock issuance costs	—	—	(73)	—	—	(73)
Stock-based compensation	6,171	—	1,229	—	—	1,229
Payments for taxes related to net share settlement of equity awards	(1,827)	—	(5)	—	(6)	(11)
Balance as of September 30, 2026	26,897,473	$ 2,596	$ 768,475	$ (15,571)	$ (1,143,671)	$ (388,171)
Balance as of December 31, 2024	25,726,420	$ 2,572	$ 755,338	$ (43,359)	$ (793,453)	$ (78,902)
Net loss	—	—	—	—	(39,351)	(39,351)
Other comprehensive income	—	—	—	12,546	—	12,546
Stock-based compensation	104,893	9	571	—	—	580
Payments for taxes related to net share settlement of equity awards	(19,955)	—	(565)	—	352	(213)
Balance as of March 31, 2025	25,811,358	$ 2,581	$ 755,344	$ (30,813)	$ (832,452)	$ (105,340)
Net loss	—	—	—	—	(86,886)	(86,886)
Other comprehensive income	—	—	—	21,949	—	21,949
Stock-based compensation	3,851	1	1,841	—	—	1,842
Balance as of June 30, 2025	25,815,209	$ 2,582	$ 757,185	$ (8,864)	$ (919,338)	$ (168,435)
Net loss	—	—	—	—	(28,482)	(28,482)
Other comprehensive income	—	—	—	1,562	—	1,562
Stock-based compensation	603	—	1,012	—	—	1,012
Payments for taxes related to net share settlement of equity awards	—	—	(5)	—	(12)	(17)
Balance as of September 30, 2025	25,815,812	$ 2,582	$ 758,192	$ (7,302)	$ (947,832)	$ (194,360)

See accompanying Notes to the Condensed Consolidated Financial Statements

(1) Organization and Summary of Significant Accounting Policies

A. Organization

GrafTech International Ltd. (the "Company" or "GrafTech") is a leading global manufacturer of high-quality graphite electrode products essential to the production of electric arc furnace ("EAF") steel and other ferrous and non-ferrous metals. Building on its core graphite electrode and needle coke capabilities, GrafTech also has deep experience in research and development, engineering and processing of specialized carbon and graphite materials supporting selected applications in industrial manufacturing, energy storage, anode materials, defense, and other emerging technologies. References herein to "we," "our," or "us" refer collectively to the Company and its subsidiaries. The Company's common stock is listed on the New York Stock Exchange "NYSE" under the symbol "EAF."

The Company's only reportable segment, Industrial Materials, is comprised of its two major product categories: graphite electrodes and petroleum needle coke products. Petroleum needle coke is our key raw material used in the production of graphite electrodes. The Company's vision is to provide highly engineered graphite electrode products, services and solutions to EAF operators.

B. Basis of Presentation

The interim condensed consolidated financial statements are unaudited; however, in the opinion of management, they have been prepared in accordance with Rule 10-01 of Regulation S-X and in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The December 31, 2025 Consolidated Balance Sheet data included herein was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K, but does not include all disclosures required by GAAP in audited financial statements. These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including the accompanying notes, contained in the Company's Annual Report on Form 10-K.

The unaudited condensed consolidated financial statements reflect all adjustments (all of which are of a normal, recurring nature) which management considers necessary for a fair presentation of our financial statements for the interim periods presented. The results for the interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year.

C. New Accounting Standards

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. Under this ASU, a public entity would be required to disclose information about purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depletion for each income statement line item that contains those expenses. This ASU is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. This ASU allows for early adoption and requires either prospective adoption to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all prior periods presented in the financial statements. The Company is currently assessing the impact of this ASU on its financial statements and disclosures, but does not expect it to be material.

In May 2026, the FASB issued ASU 2026-02, *Environmental Credits and Environmental Credit Obligations (Topic 818)*. The standard establishes a comprehensive framework for the recognition, measurement, presentation, and disclosure of environmental credits and environmental credit obligations. The guidance is intended to reduce diversity in practice by providing specific accounting requirements for environmental credits acquired, generated, or received by an entity, as well as obligations that may be settled using such credits. For public business entities, the standard is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact that adoption of ASU 2026-02 will have on its consolidated financial statements and related disclosures. The Company has not yet determined the effects, if any, that the new guidance will have on its financial position, results of operations, cash flows, or financial statement disclosures.

(2) Revenue from Contracts with Customers

Disaggregation of Revenue

The following table provides information about disaggregated revenue by type of product:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Graphite Electrodes	$ 120,409	$ 132,909	$ 347,546	$ 353,611
By-products and other	19,754	11,089	45,080	34,066
Total Revenues	$ 140,163	$ 143,998	$ 392,626	$ 387,677

(3) Segment Reporting

Our Industrial Materials segment, our only operating and reportable segment, manufactures high-quality graphite electrodes essential to the production of EAF steel and other ferrous and non-ferrous metals. Petroleum needle coke, a crystalline form of carbon derived from decant oil, is a key raw material used in the production of graphite electrodes. We utilize the substantial majority of the needle coke that we produce internally to manufacture our graphite electrodes, and, as a result, approximately 89% of our revenues from external customers for the nine months ended September 30, 2026 are derived from the sale of graphite electrodes.

Our chief operating decision maker is our Chief Executive Officer. The chief operating decision maker assesses performance for our Industrial Materials segment and decides how to allocate resources based on net income or losses, which are reported on the Condensed Consolidated Statements of Operations and Comprehensive Loss.

The chief operating decision maker uses net loss to evaluate growth trends, establish budgets, assess operational efficiencies and evaluate our overall financial performance.

The following table presents selected financial information with respect to the Company's single operating segment for the three and nine months ended September 30, 2026 and 2025:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Net sales	$ 140,163	$ 143,998	$ 392,626	$ 387,677
Cash cost of goods sold[(1)]	105,220	109,296	321,660	306,856
Other segment expenses	27,306	22,745	70,962	65,835
Lower of cost or market inventory valuation adjustment	2,013	1,650	9,792	6,326
Research and development	1,458	1,639	4,440	4,866
Selling and administrative expenses	12,964	13,784	39,808	41,673
Restructuring and other exit charges	13,874	—	13,874	—
Other (income) expense, net	(774)	142	(12,288)	(1,837)
Interest expense	25,916	24,517	74,482	79,776
Interest income	(1,151)	(1,383)	(2,705)	(5,184)
Income tax expense	105	90	3,117	44,085
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)

(1) Cash cost of goods sold is defined as cost of goods sold less depreciation and amortization and less cost of goods sold associated with the portion of our sales that consists of deliveries of by-products of the manufacturing processes, and is the significant expense the chief operating decision maker uses to evaluate segment expenses.

(4) Intangible Assets

The following table summarizes intangible assets with determinable useful lives by major category, which are included in "Other assets" on our Condensed Consolidated Balance Sheets:

	September 30, 2026			December 31, 2025		
(Dollars in thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade names	$ 22,500	$ (19,491)	$ 3,009	$ 22,500	$ (18,986)	$ 3,514
Technology	55,300	(52,434)	2,866	55,300	(50,969)	4,331
Customer relationships	64,500	(48,452)	16,048	64,500	(45,295)	19,205
Total	$ 142,300	$ (120,377)	$ 21,923	$ 142,300	$ (115,250)	$ 27,050

Amortization expense for intangible assets was $1.7 million and $1.8 million for the three months ended September 30, 2026 and 2025, respectively, and $5.1 million and $5.6 million for the nine months ended September 30, 2026 and 2025, respectively. Amortization expense is expected to be approximately $1.6 million for the remainder of 2026, $6.1 million in 2027, $5.5 million in 2028, $4.9 million in 2029, $2.9 million in 2030 and $0.3 million in 2031.

(5) Debt and Liquidity

The following table presents our long-term debt:

(Dollars in thousands)	September 30, 2026	December 31, 2025
Initial First Lien Term Loans due 2029	$ 175,000	$ 175,000
Delayed Draw First Lien Term Loans due 2029	100,000	—
Existing 4.625% Senior Notes due 2028	1,755	1,755
New 4.625% Second Lien Notes due 2029	498,245	498,245
Existing 9.875% Senior Notes due 2028	3,833	3,833
New 9.875% Second Lien Notes due 2029	446,167	446,167
Unamortized debt discount and issuance costs	(24,450)	(30,294)
Total long-term debt	$ 1,200,550	$ 1,094,706

The fair value of our debt was approximately $983.0 million and $946.6 million as of September 30, 2026 and December 31, 2025, respectively. The fair values were determined using Level 1 quoted market prices for the same or similar debt instruments.

Initial First Lien Term Loan Facility; Delayed Draw First Lien Term Loan Facility

In the second quarter of 2026, the Company drew the remaining $100.0 million available under its Delayed Draw First Lien Term Loan Facility. Following this draw, the delayed draw commitment was fully utilized and no additional amounts remain available for borrowing under the delayed draw portion of the Delayed Draw First Lien Term Loan Facility.

The proceeds from the borrowing were used for general corporate purposes, including working capital requirements. The borrowing bears interest and is subject to the same terms, covenants, maturity date, and repayment provisions as the Initial First Lien Term Loans, as set forth in the Initial First Lien Term Loan Facility.

2018 Revolving Credit Facility

As of September 30, 2026 and December 31, 2025, the availability under our 2018 Revolving Credit Facility (after giving effect to the financial covenant and letters of credit described below) was $107.6 million and $101.6 million, respectively. As any borrowings under the 2018 Revolving Credit Facility remain subject to compliance with the financial covenant thereunder, our operating performance as of September 30, 2026 and December 31, 2025 resulted in our inability to access the full amount of commitments under the facility. As of September 30, 2026 and December 31, 2025, there were no borrowings outstanding on

the 2018 Revolving Credit Facility, and there was $7.9 million and $13.8 million, respectively, of letters of credit drawn against the 2018 Revolving Credit Facility.

We were in compliance with all of our debt covenants as of September 30, 2026 and December 31, 2025.

(6) Inventories

Inventories are comprised of the following:

(Dollars in thousands)	September 30, 2026	December 31, 2025
Inventories:		
Raw materials and supplies	$ 87,554	$ 76,115
Work in process	120,388	116,933
Finished goods	39,655	31,644
Total	$ 247,597	$ 224,692

In the third quarter and first nine months of 2026, we recorded lower of cost or market inventory valuation adjustments of $2.0 million and $9.8 million, respectively, compared to $1.7 million and $6.3 million, in the third quarter and first nine months of 2025, respectively, in order to state our inventories at net realizable value.

(7) Interest Expense

The following table presents the components of interest expense:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	2026	2025	2026	2025
Interest incurred on debt	$ 23,968	$ 22,569	$ 68,638	$ 67,640
Accretion of original issue discount	1,263	1,263	3,790	3,790
Amortization of debt issuance costs	685	685	2,054	2,054
Debt modification costs	—	—	—	6,292
Total interest expense	$ 25,916	$ 24,517	$ 74,482	$ 79,776

The Existing 9.875% Notes and the New 9.875% Notes carry fixed interest rates of 9.875%. The Existing 4.625% Notes and the New 4.625% Notes carry fixed interest rates of 4.625%. The Initial First Lien Term Loan had an effective interest rate of 9.81% as of September 30, 2026. The Delayed Draw First Lien Term Loan had an interest rate of 9.73% as of September 30, 2026. The Company paid a ticking fee associated with the undrawn Delayed Draw Commitments in an amount equal to 3.75% per annum.

See Note 5, “Debt and Liquidity” for details of our debt.

(8) Commitments and Contingencies

Legal Proceedings

We are involved in various investigations, lawsuits, claims, demands, labor disputes and other legal proceedings, including with respect to environmental and human exposure or other personal injury matters, arising out of or incidental to the conduct of our business. While it is not possible to determine the ultimate disposition of each of these matters and proceedings, we do not believe that their ultimate disposition will have a material adverse effect on our financial position, results of operations or cash flows. Additionally, we are involved in the following legal proceedings:

Brazil Clause IV

Pending litigation in Brazil has been brought by employees seeking to recover additional amounts and interest thereon under certain wage increase provisions applicable in 1989 and 1990 under collective bargaining agreements to which employers in the Bahia region of Brazil were a party (including our subsidiary in Brazil). Companies in Brazil have settled claims arising out of these provisions and, in May 2015, the litigation was remanded by the Brazilian Supreme Court in favor of the employees union. After denying an interim appeal by the Bahia region employers on June 26, 2019, the Brazilian Supreme Court finally ruled in favor of the employees union on September 26, 2019. The employers union has determined not to seek annulment of such decision. Separately, on October 1, 2015, a related action was filed by current and former employees against our subsidiary in Brazil to recover amounts under such provisions, plus interest thereon, and such amounts together with interest could be material to us. If the Brazilian Supreme Court proceeding above had been determined in favor of the employers union, it would also have resolved this proceeding in our favor. In the first quarter of 2017, the lower state court initially ruled in favor of the employees. Our subsidiary in Brazil appealed, and the appeal was rejected by the labor court of appeal. Our subsidiary in Brazil filed a further appeal to the Superior Labor Court ("TST"). The 5th Panel of the TST reversed the prior decisions, holding that the Labor Union's claim was fully time barred. The employees filed a further appeal, and, on September 12, 2022, we filed our response in opposition. On March 19, 2026, the SDI-1 at the TST granted the appeal filed by the employees to reject one of the statute of limitations defenses argued by our subsidiary in Brazil and remanded the case to the 5th Panel for further adjudication on secondary defenses. On May 8, 2026, our subsidiary in Brazil filed a motion for clarification at the SDI-1 of the TST, which was denied in September 2026. In May 2026, the Labor Union applied for provisional enforcement to quantify the compensation to be paid to employees. The proceeding is still in the early stages and no quantification has been made as of September 30, 2026. We intend to vigorously defend our position. As of September 30, 2026, we were unable to assess the potential loss associated with these proceedings as the claims do not currently specify the number of employees seeking damages or the amount of damages being sought.

Brazil Income Tax Audit

On October 23, 2024, GrafTech Brasil Participações Ltda. received an income tax assessment notice from the Brazilian Internal Revenue Service ("IRS") totaling approximately $31.2 million, including approximately $18.8 million of interest and penalties, resulting from an audit carried out between 2023 and 2024, related to the period from 2019 to 2020. In this assessment, two issues were raised by the tax auditor. The first item disallowed the investment tax incentive (75% reduction of income tax), under the allegation that the Company did not have a negative tax debt certificate. The second disallowed the use of the Value-Added Tax benefit (called Desenvolve) to increase the investment tax incentive. On October 3, 2025, our subsidiary in Brazil received a summons to acknowledge the decision issued by the Regional Judgment Office, which fully upheld the assessment issued against our subsidiary in Brazil, without any reductions.The Company believes that the IRS assessment and the decision by the Regional Judgment Office is incorrect and does not believe that it is probable that it will incur a loss related to these matters. The Company intends to vigorously defend its position regarding both items and filed an appeal on the Regional Judgment Office's decision in November 2025, which has been assigned to the 2nd Ordinary Panel of the 3rd Chamber of the 1st Section of Conselho Administrativo de Recursos Fiscais (Administrative Council of Tax Appeals).

(9) Income Taxes

We compute and apply to ordinary income or loss an estimated annual effective tax rate on a quarterly basis based on current and forecasted business levels and activities, including the mix of domestic and foreign results and enacted tax laws. The estimated annual effective tax rate is updated quarterly based on actual results and updated operating forecasts. Ordinary income or loss refers to income or loss before income taxes excluding significant, unusual or infrequently occurring items. The tax effect of an unusual or infrequently occurring item is recorded in the interim period in which it occurs as a discrete item of tax.

The following table summarizes the income tax expense:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**	**2026**	**2025**
Income tax expense	$ 105	$ 90	$ 3,117	$ 44,085
Loss before income taxes	(46,663)	(28,392)	(127,399)	(110,634)
Effective tax rate	0.2 %	0.3 %	2.4 %	39.8 %

The effective tax rate for the third quarter and first nine months of 2026 was different than the U.S. statutory tax rate of 21% primarily due to no tax benefit being recorded on U.S. and Switzerland losses with a valuation allowance and the mix of foreign earnings.

The effective tax rate for the third quarter and first nine months of 2025 was different from the U.S. statutory rate of 21% primarily due to the recording of a valuation allowance against the Company's previously realizable U.S. and Switzerland deferred tax assets of $34.2 million and $8.4 million, respectively. No benefit continues to be recognized on these losses through September 30, 2026.

We file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. All U.S. federal tax years prior to 2022 are generally closed by statute or have been audited and settled with the applicable domestic tax authorities. Other jurisdictions are generally closed for years prior to 2020.

There were no material changes to our valuation allowances in the first nine months of 2026.

(10) Fair Value Measurements and Derivative Instruments

In the normal course of business, we are exposed to certain risks related to fluctuations in currency exchange rates. We use various derivative financial instruments, primarily foreign currency derivatives as part of our overall strategy to manage risks from these market fluctuations.

Since the counterparties to these financial instruments are large commercial banks and similar financial institutions, we do not believe that we are exposed to material counterparty credit risk. We do not anticipate nonperformance by any of the counterparties to our instruments.

Foreign currency derivatives

We enter into foreign currency derivatives from time to time to attempt to manage exposure to changes in currency exchange rates. These foreign currency instruments, which include, but are not limited to, forward exchange contracts and purchased currency options, are used to hedge global currency exposures such as foreign currency denominated debt, receivables, payables, sales and purchases.

Foreign currency forward and swap contracts are used to mitigate the foreign exchange risk of balance sheet items. These derivatives are fair value hedges. Gains and losses from these derivatives are recorded in cost of goods sold and they are largely offset by the financial impact of translating foreign currency-denominated payables and receivables.

In the third quarter and first nine months of 2026, we entered into foreign currency derivatives with maturities of one month to 12 months in order to protect against the risk that cash flows associated with certain sales and purchases denominated in a currency other than the U.S. dollar will be adversely affected by future changes in foreign exchange rates. These derivatives are designated as cash flow hedges. The resulting unrealized gains or losses from these derivatives are recorded in Accumulated Other Comprehensive Loss ("AOCL") and subsequently, when realized, are reclassified to net sales or cost of goods sold in the Condensed Consolidated Statements of Operations when the hedged exposures affect earnings.

All derivatives are recorded on the balance sheet at fair value. If the derivative is designated and effective as a cash flow hedge, changes in the fair value of the derivative are recognized in AOCL until the hedged item is recognized in earnings. The ineffective portion of a derivative's fair value, if any, is recognized in earnings immediately. If a derivative is not a hedge, changes in the fair value are adjusted through earnings. The fair values of the outstanding derivatives are recorded on the balance sheet as assets (if the derivatives are in a gain position) or liabilities (if the derivatives are in a loss position). The fair

values will also be classified as short-term or long-term depending upon their maturity dates. The fair value of all of our derivatives was determined using Level 2 inputs.

The notional amounts of our outstanding derivative instruments as of September 30, 2026 and December 31, 2025 were as follows:

(Dollars in thousands)	September 30, 2026 Notional Amount	December 31, 2025 Notional Amount
Derivative instruments designated as hedges:		
Foreign currency derivatives	$ 10,473	$ —
Derivative instruments not designated as hedges:		
Foreign currency derivatives	$ 29,222	$ 35,498

The fair value of our outstanding derivatives designated as hedges was a pre-tax unrealized loss of $0.3 million as of September 30, 2026, which was recorded in other accrued liabilities on the Condensed Consolidated Balance Sheets.

As of September 30, 2026, net unrealized pre-tax losses of $0.6 million related to our foreign currency derivatives were reported in AOCL and will be released to earnings within the next 12 months. No ineffectiveness expense was recorded in the third quarter or first nine months of 2026 or 2025.

The pre-tax realized gains on designated cash flow hedges are recognized in the Statements of Operations when the hedged item impacts earnings and were as follows for the periods ended September 30, 2026 and 2025:

		Amount of Loss Recognized	
		Three Months Ended September 30,	
(Dollars in thousands)	Location of Realized Loss Recognized in the Condensed Consolidated Statement of Operations	2026	2025
Derivatives designated as cash flow hedges:			
Foreign currency derivatives	Cost of goods sold	$ 103	$ 2

		Amount of Loss (Gain) Recognized	
		Nine Months Ended September 30,	
(Dollars in thousands)	Location of Realized Loss (Gain) Recognized in the Condensed Consolidated Statement of Operations	2026	2025
Derivatives designated as cash flow hedges:			
Foreign currency derivatives	Cost of goods sold	$ 88	$ (243)

Pretax gains on non-designated derivatives recognized in earnings were as follows:

		Amount of Gain Recognized	
		Three Months Ended September 30,	
(Dollars in thousands)	Location of Gain Recognized in the Condensed Consolidated Statement of Operations	2026	2025
Derivatives not designated as hedges:			
Foreign currency derivatives	Cost of goods sold	$ (108)	$ (337)

		Amount of Loss (Gain) Recognized	
		Nine Months Ended September 30,	
(Dollars in thousands)	Location of Loss (Gain) Recognized in the Condensed Consolidated Statement of Operations	2026	2025
Derivatives not designated as hedges:			
Foreign currency derivatives	Cost of goods sold	$ 188	$ (865)

The following table summarizes the fair value of our outstanding derivatives not designated as hedges (on a gross basis) and balance sheet classification as of September 30, 2026 and December 31, 2025:

	September 30, 2026	December 31, 2025
(Dollars in thousands)	Fair Value	Fair Value
Prepaid and other current assets		
Foreign currency derivatives	$ 16	$ 217
Other accrued liabilities		
Foreign currency derivatives	(398)	(26)
Net (liability) asset	$ (382)	$ 191

(11) Accumulated Other Comprehensive Loss

Changes in the components of accumulated other comprehensive loss, including the amounts reclassified, for the third quarter and first nine months of 2026 and 2025 were as follows:

(Dollars in thousands)	Gains and Losses on Foreign Currency Cash Flow Hedges	Foreign Currency Translation	Total
Balance at June 30, 2026	$ (641)	$ (12,821)	$ (13,462)
Other comprehensive loss before reclassifications	241	(2,109)	(1,868)
Amounts reclassified from accumulated other comprehensive loss	(241)	—	(241)
Net current period other comprehensive loss before tax	—	(2,109)	(2,109)
Deferred taxes	—	—	—
Net current period other comprehensive loss after tax	—	(2,109)	(2,109)
Balance at September 30, 2026	$ (641)	$ (14,930)	$ (15,571)

Balance at June 30, 2025	$ 132	$ (8,996)	$ (8,864)
Other comprehensive income before reclassifications	—	1,601	1,601
Amounts reclassified from accumulated other comprehensive income	(46)	—	(46)
Net current period other comprehensive (loss) income before tax	(46)	1,601	1,555
Deferred taxes	(7)	—	(7)
Net current period other comprehensive (loss) income after tax	(39)	1,601	1,562
Balance at September 30, 2025	$ 93	$ (7,395)	$ (7,302)

(Dollars in thousands)	Gains and Losses on Foreign Currency Cash Flow Hedges	Foreign Currency Translation	Total
Balance at December 31, 2025	$ 24	$ (8,996)	$ (8,972)
Other comprehensive loss before reclassifications	(258)	(5,934)	(6,192)
Amounts reclassified from accumulated other comprehensive loss	(407)	—	(407)
Net current period other comprehensive loss before tax	(665)	(5,934)	(6,599)
Deferred taxes	—	—	—
Net current period other comprehensive loss after tax	(665)	(5,934)	(6,599)
Balance at September 30, 2026	$ (641)	$ (14,930)	$ (15,571)

Balance at December 31, 2024	$ 214	$ (43,573)	$ (43,359)
Other comprehensive income before reclassifications	151	36,178	36,329
Amounts reclassified from accumulated other comprehensive income	(291)	—	(291)
Net current period other comprehensive (loss) income before tax	(140)	36,178	36,038
Deferred taxes	(19)	—	(19)
Net current period other comprehensive (loss) income after tax	(121)	36,178	36,057
Balance at September 30, 2025	$ 93	$ (7,395)	$ (7,302)

(12) Loss per Share

The following table presents a reconciliation of the numerator and denominator of basic and diluted loss per share for the three and nine months ended September 30, 2026 and 2025, respectively:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands, except per share amounts)	**2026**	**2025**	**2026**	**2025**
Numerator for basic and diluted loss per share:				
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)
Denominator:				
Weighted average common shares outstanding for basic calculation	26,514,073	25,933,254	26,287,719	25,896,520
Weighted average common shares outstanding for diluted calculation	26,514,073	25,933,254	26,287,719	25,896,520
Basic loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)
Diluted loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding. Diluted loss per share is calculated by dividing net loss by the sum of the weighted average number of common shares outstanding plus the additional common shares that would have been outstanding if potentially dilutive securities had been issued.

The weighted average common shares outstanding for the diluted loss per share calculation for the three and nine months ended September 30, 2026 excludes the dilutive effect of approximately 5,847 shares and 7,416 shares, respectively, and 71,431 shares and 38,435 shares for the three and nine months ended September 30, 2025, respectively, primarily related to restricted stock units ("RSUs"), as their inclusion would have been anti-dilutive due to the Company's net loss.

Additionally, the weighted average common shares outstanding for the diluted loss per share calculation excludes consideration of 419,731 and 477,646 equivalent shares for the three and nine months ended September 30, 2026, respectively, and 344,189 and 379,827 equivalent shares for the three and nine months ended September 30, 2025, respectively, as their effect would have been anti-dilutive.

(13) Stock-Based Compensation

The Human Resources and Compensation Committee of our Board of Directors granted 38,291 deferred share units ("DSUs") and 55,866 deferred RSUs ("DRSUs") to our non-employee directors in the first nine months of 2026 under our Omnibus Equity Incentive Plan. No equity grants were made to our employees in the first nine months of 2026 under our Omnibus Equity Incentive Plan.

We measure the fair value of grants of DSUs and DRSUs based on the closing market price of a share of our common stock on the date of the grant (or if the market is not open for trading on such date, the immediately preceding day on which the market is open for trading). The weighted average fair value per share was $6.86 for DSUs and $8.95 for DRSUs granted to non-employee directors during the nine months ended September 30, 2026.

During the first nine months of 2026, the Company issued an aggregate of 250,000 common stock purchase warrants to a consultant pursuant to an agreement with respect to consulting services. The warrants were measured at their fair value on the grant date, resulting in stock-based compensation expense of $0.7 million, which was recorded in selling and administrative expense in the Condensed Consolidated Statements of Operations.

In the three months ended September 30, 2026 and 2025, we recognized $1.6 million and $1.0 million, respectively, of stock-based compensation expense. The majority of the expense, $1.3 million and $0.7 million, respectively, was recorded in selling and administrative expense in the Condensed Consolidated Statements of Operations, with the remaining expense recorded in cost of goods sold.

In the nine months ended September 30, 2026 and 2025, we recognized $4.9 million and $3.4 million, respectively, of stock-based compensation expense. The majority of the expense, $4.2 million and $2.6 million, respectively, was recorded in selling and administrative expense in the Condensed Consolidated Statements of Operations, with the remaining expense recorded in cost of goods sold.

As of September 30, 2026, the unrecognized compensation cost related to the unvested portion of all stock-based awards was approximately $2.9 million and is expected to be recognized over the remaining vesting period of the respective grants.

(14) Supplementary Balance Sheet Detail

Supplier Finance Program ("SFP") Obligations

GrafTech Mexico S.A. de C.V. ("GrafTech Mexico") participates in an electronic vendor voucher payment program supported by the Mexican Government through one of its national banks, whereby suppliers can factor their invoices through a financial intermediary. This program gives GrafTech Mexico's suppliers the option to settle trade receivables by obtaining payment from the financial intermediary prior to the invoice due date for a discounted amount. GrafTech Mexico's responsibility is limited to making payment on the terms originally negotiated with its supplier, regardless of whether the supplier elects to receive early payment. The range of payment terms GrafTech Mexico negotiates with its suppliers is consistent, irrespective of whether a supplier participates in the program.

As of September 30, 2026 and December 31, 2025, $7.7 million and $3.9 million, respectively, of SFP obligations were included in accounts payable on the Condensed Consolidated Balance Sheets and, upon settlement, are reflected as cash flow from operating activities in the Condensed Consolidated Statements of Cash Flows.

(15) Other (Income) Expense, net

The following table presents the details of other (income) expense, net:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Gain on sale of assets	$ (500)	$ —	$ (12,777)	$ —
Bank charges	189	261	737	596
Tax Receivable Agreement adjustment	—	—	—	(3,791)
Other	(463)	(119)	(248)	1,358
Total other (income) expense, net	$ (774)	$ 142	$ (12,288)	$ (1,837)

In the first nine months of 2026, the Company completed the sale of certain landfill assets located at sites that were previously divested as part of prior business disposals. These landfill assets primarily consisted of land and other related fixed assets retained by the Company following the earlier divestitures.

The carrying value of the disposed assets consisted primarily of land and other fixed assets with a net book value of less than $0.1 million. In connection with the sale, the Company also settled associated obligations related to closure and post-closure activities at the landfill sites.

Total consideration received in the transactions was $9.7 million in cash. The Company recognized a pre-tax gain on sale of $12.8 million, which was comprised of (i) cash proceeds in excess of the carrying value of the land assets, net of fees and (ii) the derecognition of $3.1 million of liabilities associated with the sites.

Cash proceeds from the sale are presented within investing activities in the Condensed Consolidated Statements of Cash Flows.

The Company had no significant continuing involvement with the disposed landfill assets following the sale.

(16) Restructuring

On August 6, 2026, the Company's Board of Directors approved a plan to permanently cease manufacturing operations at its graphite electrode and pin manufacturing facility in Monterrey, Mexico. The Company expects this action to better align its manufacturing capacity with market conditions. The Company expects the planned closure to improve manufacturing utilization, reduce the Company's cost structure and capital requirements, and concentrate production at the Company's larger and more efficient manufacturing facilities, while preserving the product capabilities required to serve its customers. The Company expects to wind down operations at its Monterrey facility in phases, with production expected to conclude early in the second quarter of 2027, although the timing remains subject to operational requirements and compliance with applicable labor, regulatory and other legal obligations in Mexico.

In connection with this restructuring plan, the Company recognized restructuring and other exit charges of $13.9 million during the three and nine months ended September 30, 2026, consisting primarily of write-offs of fixed assets and severance and related costs.

The following table summarizes our restructuring and other exit charges for the third quarter and first nine months of 2026:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Severance and related costs	$ 1,557	$ —	$ 1,557	$ —
Fixed asset write-offs	12,317	—	12,317	—
Total	$ 13,874	$ —	$ 13,874	$ —

The following table presents a roll-forward of the liability incurred for restructuring and other exit charges, which are recorded in other accrued liabilities on the Condensed Consolidated Balance Sheets:

(in thousands)	
Balance as of December 31, 2025	$ —
Charges incurred	1,557
Payments and settlements	(188)
Balance as of September 30, 2026	$ 1,369

The above amount is expected to be substantially paid by the end of the second quarter of 2027.

The Company expects to incur approximately $20 million to $25 million of costs associated with the Mexico Facility Closure, primarily consisting of employee termination benefits, facility closure and other environmental costs. These amounts are expected to be recognized through the end of 2027.

The Company intends to sell the Monterrey property following the wind-down and permanent removal of graphite electrode production capabilities at the site and has begun preliminary activities in preparation for a potential sale. Any potential proceeds from a future sale would be used to provide additional liquidity and reduce the Company’s existing debt as permitted under our credit agreements and indentures.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The Company

We are a leading global manufacturer of high-quality graphite electrode products essential to the production of EAF steel and other ferrous and non-ferrous metals. With 140 years of experience in carbon science and manufacturing, we believe that we have a competitive portfolio of large-scale, low-cost, ultra-high power graphite electrode manufacturing facilities, and we are the only major graphite electrode producer vertically integrated into petroleum needle coke, our key raw material for graphite electrode manufacturing.

The environmental and economic advantages of EAF steel production position both that industry and the graphite electrode industry for long-term growth.

We believe GrafTech's leadership position and vertical integration provide important advantages in product quality, supply reliability and cost competitiveness. We believe the services and solutions we provide will position our customers and us for a better future.

Operational and Commercial Update

Sales volume for the third quarter of 2026 was 28.8 thousand metric tons ("MT"), which was consistent with the third quarter of 2025.

For the third quarter of 2026, our weighted-average realized price was approximately $3,900 per MT. This represented a decrease of 7% compared to the third quarter of 2025. The year-over-year pricing decline reflected persistent competitive pressures across most of our principal commercial regions.

Production volume was 27.0 thousand MT for the third quarter of 2026, resulting in a capacity utilization rate of 64%, up from 63% for the third quarter of 2025. While production volume has exceeded sales volume for the first nine months of 2026, our expectation remains to balance our production and sales volume levels on a full-year basis.

Outlook

Global steel demand, outside of China, is projected to grow modestly in 2026, with anticipated growth in many of our key commercial regions. In the United States, modest demand growth, coupled with favorable trade policies, has driven a 6% increase in steel production year-to-date through August. In Europe, while steel production is flat over this period, the steel market outlook is improving, reflecting recently approved increases in trade protections.

Based on current steel market conditions, we continue to expect modest growth in graphite electrode demand for the full year of 2026. For GrafTech, we are maintaining our expectation for a 5–10% year-over-year increase in graphite electrode sales volume as we continue to gain market share.

We are encouraged by improving pricing trends across our key commercial regions and believe we have reached an inflection point in our realized pricing. During the third quarter and early in the fourth quarter, we have secured customer commitments at higher price levels than comparable commitments secured in earlier periods. We expect these higher-priced commitments to contribute to improved realized graphite electrode pricing as they begin to flow through our results. For the fourth quarter, we anticipate a mid-single-digit percentage increase in our weighted-average realized pricing compared to the third quarter. We believe this momentum, together with our disciplined commercial approach and ongoing efforts to optimize our product and customer mix, positions us for meaningfully higher realized pricing in 2027. We remain focused on supporting sustainable pricing improvement through our previously announced price increases, trade enforcement efforts in key jurisdictions and strategic actions to better align industry supply with market demand, including our recently announced Mexico Facility Closure.

Despite continued cost pressures from oil-based raw materials, energy and logistics, our ongoing cost reduction and operational efficiency initiatives are expected to offset these headwinds. Accordingly, we continue to expect a low-single-digit percentage decline in our cash cost of goods sold per MT for 2026 compared to 2025.

We remain focused on disciplined capital spending and working capital management. For 2026, we continue to expect a modest increase in working capital to support higher sales volume. We also continue to anticipate full-year capital expenditures of approximately $35 million.

Longer term, we remain confident in the structural drivers of demand growth for graphite electrodes, including the ongoing transition toward electric arc furnace steelmaking, as well as opportunities for petroleum needle coke in battery applications. We believe our strategic initiatives to improve our cost structure, optimize our manufacturing footprint and strengthen our commercial position, combined with our vertical integration and differentiated capabilities, position GrafTech to deliver stronger financial performance as market conditions improve.

Capital Structure and Liquidity

As of September 30, 2026, we had liquidity of $241.9 million, consisting of cash and cash equivalents of $134.3 million and $107.6 million of availability under our 2018 Revolving Credit Facility (after giving effect to the financial covenant and letters of credit described herein). As of September 30, 2026, we had total debt of approximately $1.2 billion.

Key metrics used by management to measure performance

In addition to measures of financial performance presented in our Condensed Consolidated Financial Statements in accordance with generally accepted accounting principles in the United States ("GAAP"), we use certain other financial measures and operating metrics to analyze the performance of our Company. Our "non-GAAP" financial measures consist of EBITDA, adjusted EBITDA, adjusted net loss, adjusted loss per share, free cash flow, adjusted free cash flow and cash cost of goods sold per MT which help us evaluate growth trends, establish budgets, assess operational efficiencies and evaluate our overall financial performance. Our key operating metrics consist of sales volume, production volume, production capacity and capacity utilization.

Key financial measures

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	**2026**	**2025**	**2026**	**2025**
Net sales	$ 140,163	$ 143,998	$ 392,626	$ 387,677
Net loss	(46,768)	(28,482)	(130,516)	(154,719)
Loss per share[1]	(1.76)	(1.10)	(4.96)	(5.97)
EBITDA[2]	(6,621)	11,241	(10,384)	9,802
Adjusted net loss[2]	(32,109)	(26,788)	(124,218)	(103,190)
Adjusted loss per share[1][2]	(1.21)	(1.03)	(4.73)	(3.98)
Adjusted EBITDA[2]	8,626	13,013	(3,026)	12,812

[1] Loss per share represents diluted loss per share. Adjusted loss per share represents adjusted diluted loss per share.
[2] Non-GAAP financial measure; see below for information and reconciliations of EBITDA, adjusted EBITDA and adjusted net loss to net loss and adjusted loss per share to loss per share, the most directly comparable financial measures calculated and presented in accordance with GAAP.

Key operating measures

In addition to measures of financial performance presented in accordance with GAAP, we use certain operating metrics to analyze the performance of our Company. These metrics align with management's assessment of our revenue performance and profit margin and will help investors understand the factors that drive our profitability.

Sales volume reflects the total volume of graphite electrodes sold for which revenue has been recognized during the period. For a discussion of our revenue recognition policy, see "—Critical accounting policies—Revenue recognition" in our Annual Report on Form 10-K. Sales volume helps management and investors understand the factors that drive our net sales.

Production volume, production capacity and capacity utilization help us understand the efficiency of our production, evaluate cost of goods sold and consider how to approach our sales contract initiative.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except utilization)	**2026**	**2025**	**2026**	**2025**
Sales volume (MT)	28.8	28.8	87.7	82.1
Production volume (MT)	27.0	26.6	89.8	84.5
Production capacity (MT)[1][2]	42.0	42.0	132.0	132.0
Capacity utilization[3]	64 %	63 %	68 %	64 %

[1] Production capacity reflects expected maximum production volume during the period depending on product mix and expected maintenance outage. Actual production may vary.
[2] Includes graphite electrode facilities in Calais, France; Monterrey, Mexico; and Pamplona, Spain.
[3] Capacity utilization reflects production volume as a percentage of production capacity.

Results of Operations

The Three Months Ended September 30, 2026 Compared to the Three Months Ended September 30, 2025

The table presented in our period-over-period comparisons summarizes our Condensed Consolidated Statements of Operations and illustrates key financial indicators used to assess the consolidated financial results. Throughout this "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Report, insignificant changes may be deemed not meaningful and are generally excluded from the discussion.

	Three Months Ended September 30,		Increase/	
(Dollars in thousands)	**2026**	**2025**	**(Decrease)**	**% Change**
Net sales	$ 140,163	$ 143,998	$ (3,835)	(3)%
Cost of goods sold	132,526	132,041	485	— %
Lower of cost or market inventory valuation adjustment	2,013	1,650	363	22 %
Gross profit	5,624	10,307	(4,683)	(45)%
Research and development	1,458	1,639	(181)	(11)%
Selling and administrative expenses	12,964	13,784	(820)	(6)%
Restructuring and other exit charges	13,874	—	13,874	NM
Operating loss	(22,672)	(5,116)	(17,556)	343 %
Other (income) expense, net	(774)	142	(916)	(645)%
Interest expense	25,916	24,517	1,399	6 %
Interest income	(1,151)	(1,383)	232	(17)%
Loss before income taxes	(46,663)	(28,392)	(18,271)	64 %
Income tax expense	105	90	15	17 %
Net loss	$ (46,768)	$ (28,482)	$ (18,286)	64 %

NM = Not Meaningful.

Net sales decreased $3.8 million, or 3%, compared to the third quarter of 2025, reflecting a year-over-year decrease in our weighted-average realized price. For the third quarter of 2026 and 2025, net sales included the recognition of $8.5 million and $11.2 million, respectively, of revenue following resolutions of long-standing commercial matters.

Cost of goods sold increased $0.5 million compared to the third quarter of 2025, primarily due to $1.7 million of accelerated depreciation associated with the Mexico Facility Closure. This increase was substantially offset by $1.1 million of fixed manufacturing costs, including depreciation, recognized in the prior-year period due to lower production levels.

Selling and administrative expenses decreased $0.8 million, or 6%, compared to the third quarter of 2025. The decrease is primarily due to reduced variable compensation expenses, a reduction in bad debt expense and lower legal spend.

Restructuring and other exit charges includes $12.3 million of fixed asset write-offs and $1.6 million of severance related to the Mexico Facility Closure.

Other (income) expense, net represented income of $0.8 million in the third quarter of 2026, compared to expense of $0.1 million in the third quarter of 2025. The third quarter of 2026 included a gain of $0.5 million related to the sale of assets associated with previously divested operations.

Interest expense increased $1.4 million, or 6%, compared to the third quarter of 2025, reflecting incremental interest expense incurred on the $100 million drawn on our Delayed Draw Term Loan during the second quarter of 2026. See Note 7, "Interest Expense" in the Notes to the Condensed Consolidated Financial Statements for further discussion.

The following table summarizes income tax expense:

	Three Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**
Income tax expense	$ 105	$ 90
Loss before income taxes	(46,663)	(28,392)
Effective tax rate	0.2 %	0.3 %

The effective tax rate for the third quarter of 2026 and 2025 was different than the U.S. statutory tax rate of 21% primarily due to no tax benefit being recorded on U.S. and Switzerland losses with a valuation allowance. In the second quarter of 2025, the Company recognized a valuation allowance on the net tax assets carried in the United States and Switzerland of $34.2 million and $8.4 million, respectively. Tax benefits associated with losses realized after June 30, 2025 in the United States and Switzerland are not reflected in the effective tax rate, resulting in a tax expense recognized in the current period, despite the loss incurred on a consolidated basis. Therefore, the effective tax rate for the third quarter of 2026 and 2025 was different than the U.S. statutory rate of 21% primarily due to our valuation allowance position and, to a lesser extent, the mix of U.S. and foreign earnings, tax incentives and provisions of the Tax Cuts and Jobs Act. See Note 9, "Income Taxes" in the Notes to the Condensed Consolidated Financial Statements for further discussion.

The Nine Months Ended September 30, 2026 Compared to the Nine Months Ended September 30, 2025

The table presented in our period-over-period comparisons summarizes our Consolidated Statements of Operations and illustrates key financial indicators used to assess the consolidated financial results. Throughout this "Management's Discussion and Analysis of Financial Condition and Results of Operations", insignificant changes may be deemed not meaningful and are generally excluded from the discussion.

	Nine Months Ended September 30,		Increase/	
(Dollars in thousands)	**2026**	**2025**	**(Decrease)**	**% Change**
Net sales	$ 392,626	$ 387,677	$ 4,949	1 %
Cost of goods sold	392,622	372,691	19,931	5 %
Lower of cost or market inventory valuation adjustment	9,792	6,326	3,466	55 %
Gross (loss) profit	(9,788)	8,660	(18,448)	(213)%
Research and development	4,440	4,866	(426)	(9)%
Selling and administrative expenses	39,808	41,673	(1,865)	(4)%
Restructuring and other exit charges	13,874	—	13,874	NM
Operating loss	(67,910)	(37,879)	(30,031)	79 %
Other income, net	(12,288)	(1,837)	(10,451)	569 %
Interest expense	74,482	79,776	(5,294)	(7)%
Interest income	(2,705)	(5,184)	(2,479)	48 %
Loss before income taxes	(127,399)	(110,634)	(16,765)	15 %
Income tax expense	3,117	44,085	(40,968)	(93)%
Net loss	$ (130,516)	$ (154,719)	$ 24,203	(16)%

NM = Not Meaningful.

Net sales increased $4.9 million, or 1%, compared to the first nine months of 2025, reflecting higher sales volume partially offset by a year-over-year decrease in our weighted-average realized price.

Cost of goods sold increased $19.9 million, or 5%, compared to the first nine months of 2025, reflecting increased sales volume. In addition, we recorded $1.7 million of accelerated depreciation associated with the Mexico Facility Closure in the current year period.

Selling and administrative expenses decreased $1.9 million, or 4%, compared to the first nine months of 2025. The decrease is primarily due to lower legal spend and reduced variable compensation-related expenses, partially offset by an increase in stock-based compensation expense due to forfeitures recorded in the prior year period.

Restructuring and other exit charges includes $12.3 million of fixed asset write-offs and $1.6 million of severance related to the Mexico Facility Closure.

Other income, net represented income of $12.3 million in the first nine months of 2026, compared to $1.8 million in the first nine months of 2025. In the first nine months of 2026, we recognized a $12.8 million gain related to the sale of assets associated with previously divested operations, consisting of $9.7 million of cash proceeds in excess of the carrying value of the assets, net of fees and the derecognition of $3.1 million of liabilities associated with the sites.

Interest expense decreased $5.3 million, or 7%, compared to the first nine months of 2025. Interest expense for the first nine months of 2025 included $6.3 million of debt modification costs due to post-closure costs related to our debt transaction consummated in the fourth quarter of 2024 and were primarily legal, advisory and other administrative costs. See Note 7, "Interest Expense" in the Notes to the Condensed Consolidated Financial Statements for further discussion.

The following table summarizes income tax expense:

	Nine Months Ended September 30,	
(Dollars in thousands)	**2026**	**2025**
Income tax expense	$ 3,117	$ 44,085
Loss before income taxes	(127,399)	(110,634)
Effective tax rate	2.4 %	39.8 %

The effective tax rate for the first nine months of 2026 was different than the U.S. statutory tax rate of 21% primarily due to no tax benefit being recorded on U.S. and Switzerland losses with a valuation allowance. In the second quarter of 2025, the Company recognized a valuation allowance on the net tax assets carried in the United States and Switzerland of $34.2 million and $8.4 million, respectively. Tax benefits associated with losses realized after June 30, 2025 in the United States and Switzerland are not reflected in the effective tax rate, resulting in a tax expense recognized in the current period, despite the loss incurred on a consolidated basis. Therefore, the effective tax rate for each of the first nine months of 2026 and 2025 was different than the U.S. statutory rate of 21% primarily due to our valuation allowance position. See Note 9, "Income Taxes" in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Effects of Changes in Currency Exchange Rates

When the currencies of non-U.S. countries in which we have a manufacturing facility decline (or increase) in value relative to the U.S. dollar, this has the effect of reducing (or increasing) the U.S. dollar equivalent cost of goods sold and other expenses with respect to those facilities. In certain countries in which we have manufacturing facilities, and in certain export markets, we sell in currencies other than the U.S. dollar. Accordingly, when these currencies increase (or decline) in value relative to the U.S. dollar, this has the effect of increasing (or reducing) net sales. The result of these effects is to increase (or decrease) operating and net loss.

Many of the countries in which we have a manufacturing facility or commercial activities have been subject to significant economic and political changes, which have significantly impacted currency exchange rates. We cannot predict changes in currency exchange rates in the future or whether those changes will have net positive or negative impacts on our net sales, cost of goods sold or net loss.

The impact of these changes in the average exchange rates of other currencies against the U.S. dollar on our net sales was a decrease of $0.9 million for the third quarter and an increase of $2.5 million for the first nine months of 2026 compared to the same periods of 2025. The impact of these changes on our cost of goods sold was a decrease of $0.9 million and $9.1 million for the third quarter and first nine months of 2026, respectively, compared to the same periods of 2025.

We have in the past and may in the future use various financial instruments to manage certain exposures to risks caused by currency exchange rate changes, as described under Part I, Item 3., Quantitative and Qualitative Disclosures About Market Risk.

Liquidity and Capital Resources

Our sources of funds have consisted principally of cash flow from operations and debt, including our credit facilities (subject to continued compliance with the financial covenants and representations), as well as sales of equity and assets from time to time. Our uses of those funds (other than for operations) have consisted principally of capital expenditures, debt repayment and other general purposes. On an ongoing basis, we expect to evaluate and consider strategic transactions, including acquisitions, divestitures, joint ventures, equity investments, equity and debt issuances, refinancing our existing debt or repurchases of our outstanding debt obligations in open market or privately negotiated transactions, as well as other strategic transactions. These transactions may require cash expenditures, which may be funded through a combination of cash on hand, proceeds from the issuance of debt or from equity offerings. Disruptions in the U.S. and international financial markets could adversely affect our liquidity and the cost and availability of financing to us in the future.

We believe that we have adequate liquidity to meet our needs for at least the next twelve months. As of September 30, 2026, we had liquidity of $241.9 million, consisting of cash and cash equivalents of $134.3 million and $107.6 million of availability under our 2018 Revolving Credit Facility (after giving effect to the financial covenant described herein and $7.9 million of letters of credit). As any borrowings under the 2018 Revolving Credit Facility remain subject to compliance with the financial covenants thereunder (see below and Note 5, "Debt and Liquidity"), our operating performance as of September 30, 2026 and December 31, 2025 resulted in a restriction of the availability under the 2018 Revolving Credit Facility. We had long-term debt of $1.2 billion and $1.1 billion as of September 30, 2026 and December 31, 2025, respectively. As of December 31, 2025, we had liquidity of $340.0 million, consisting of cash and cash equivalents of $138.4 million, $101.6 million of availability under our 2018 Revolving Credit Facility (after giving effect to the financial covenant described herein and $13.8 million of letters of credit) and $100.0 million of availability under our Initial First Lien Term Loan Facility (with respect to the Delayed Draw Commitments thereunder).

As of September 30, 2026 and December 31, 2025, $57.5 million and $45.6 million, respectively, of our cash and cash equivalents were located outside of the U.S. We repatriate funds from our foreign subsidiaries through dividends or repayment of intercompany obligations. All of our subsidiaries face the customary statutory limitation that distributed dividends cannot exceed the amount of retained and current earnings. Upon repatriation to the U.S., the foreign source portion of dividends we receive from our foreign subsidiaries is not subject to U.S. federal income tax because the amounts were either previously taxed or are exempted from tax by Section 245A of the Internal Revenue Code of 1986, as amended.

Cash flow. Our cash flow typically fluctuates significantly between quarters due to various factors. These factors include customer order patterns, production cadence, seasonal fluctuations in working capital requirements, timing of tax and interest payments and other factors.

Debt Structure

New Notes due 2029

On December 23, 2024 (the "Settlement Date"), GrafTech Finance Inc. ("GrafTech Finance") issued new 4.625% second lien notes due 2029 (the "New 4.625% Notes") in an aggregate principal amount of $498.2 million and GrafTech Global Enterprises Inc. ("GrafTech Global") issued new 9.875% second lien notes (the "New 9.875% Notes" and, together with the New 4.625% Notes, the "New Notes") in an aggregate principal amount of $446.2 million in exchange for $498.2 million of GrafTech Finance's 4.625% senior secured notes due 2028 (the "Existing 4.625% Notes") and $446.2 million of GrafTech Global's 9.875% senior secured notes due 2028 (the "Existing 9.875% Notes"), respectively, validly tendered and accepted in connection with exchange offers.

The New 4.625% Notes were issued pursuant to an indenture, dated as of the Settlement Date (the "New 4.625% Notes Indenture"), by and among GrafTech Finance, the Company, each subsidiary guarantor from time to time party thereto (collectively, the "Subsidiary Guarantors," and, together with the Company, the "Guarantors"), and U.S. Bank Trust Company, National Association, as trustee (the "New Trustee") and collateral agent (the "New Notes Collateral Agent"). The New 4.625% Notes pay interest of 4.625% semiannually per annum.

The New 9.875% Notes were issued pursuant to an indenture, dated as of the Settlement Date (the "New 9.875% Notes Indenture" and, together with the New 4.625% Notes Indenture, the "New Notes Indentures"), by and among GrafTech Global, the Guarantors, GrafTech Finance, the New Trustee and the New Notes Collateral Agent. The New 9.875% Notes pay interest of 9.875% semiannually per annum.

GrafTech Finance may redeem some or all of the New 4.625% Notes at the redemption prices and on the terms specified in the New 4.625% Notes Indenture. If, at any time prior to December 23, 2026, all or a portion of the outstanding principal amount of the New 4.625% Notes are prepaid, repaid, redeemed or accelerated (or deemed accelerated), including as a result of GrafTech Finance filing for bankruptcy or becoming subject to any other insolvency proceeding, GrafTech Finance will be required to pay the applicable New 4.625% Notes Prepayment Premium (as defined in the New 4.625% Notes Indenture). If the Company or GrafTech Finance experiences specific kinds of changes in control or the Company or any of the restricted subsidiaries sells certain of its assets, then GrafTech Finance must offer to repurchase the New 4.625% Notes on the terms set forth in the New 4.625% Notes Indenture.

On and after December 23, 2026, GrafTech Global may redeem some or all of the New 9.875% Notes at the redemption prices and on the terms specified in the New 9.875% Notes Indenture. At any time prior to December 23, 2026, GrafTech Global may also at its option and on one or more occasions redeem up to 40% of the aggregate principal amount of the notes issued with the proceeds from certain equity offerings, at a redemption price of 109.875% of the aggregate principal amount of the notes, together with accrued and unpaid interest, if any, to, but not including, the date of redemption. In addition, at any time prior to December 23, 2026, GrafTech Global may at its option on one or more occasions redeem all or a part of the notes, at a redemption price equal to 100% of the principal amount of the notes redeemed, plus a "make-whole" premium, together with accrued and unpaid interest, if any, to, but not including, the date of redemption. If, at any time prior to December 23, 2028, all or a portion of the outstanding principal amount of the New 9.875% Notes are prepaid, repaid, redeemed or accelerated (or deemed accelerated), including as a result of GrafTech Global filing for bankruptcy or becoming subject to any other insolvency proceeding, GrafTech Global will be required to pay the applicable New 9.875% Notes Prepayment Premium or the Applicable Premium (each, as defined in the New 9.875% Notes Indenture), as applicable. If the Company or GrafTech Global experiences specific kinds of changes in control or the Company or any of the restricted subsidiaries sells certain of its assets, then GrafTech Global must offer to repurchase the New 9.875% Notes on the terms set forth in the New 9.875% Notes Indenture.

The New Notes Indentures contain certain covenants that, among other things, limit the Company's ability, and the ability of certain of its subsidiaries, to incur or guarantee additional indebtedness or issue preferred stock, pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt, incur or suffer to exist liens securing indebtedness, make certain investments, engage in certain transactions with affiliates, consummate certain asset sales and effect a consolidation or merger, or sell, transfer, lease or otherwise dispose of all or substantially all assets. Pursuant to the New Notes Indentures, if our pro forma consolidated total net leverage ratio is no greater than 2.50 to 1.00, we can make restricted payments so long as no default or event of default has occurred and is continuing. If our pro forma consolidated total net leverage ratio is greater than 2.50 to 1.00, we can make restricted payments pursuant to certain baskets. We were in compliance with all of our debt covenants in the New Notes Indentures as of September 30, 2026 and December 31, 2025.

The New 4.625% Notes are guaranteed, jointly and severally, on a senior secured second-priority basis by the domestic Guarantors (the "U.S. Guarantors") that guarantee the Existing 4.625% Notes and certain other foreign subsidiary Guarantors of the Company (the "Foreign Guarantors"). The New 9.875% Notes are guaranteed, jointly and severally, on a senior secured second-priority basis by the U.S. Guarantors that guarantee the Existing 9.875% Notes and the Foreign Guarantors. In accordance with the terms of the New Notes Indentures, the New Trustee is obligated to first enforce the guarantees of the U.S. Guarantors prior to any guarantees of the Foreign Guarantors, subject to certain terms described therein. The New Notes are secured by a perfected second-priority security interest in all of the assets and property of the Issuers and the Guarantors that secured the Existing Notes, and certain other assets and property of the Foreign Guarantors as set forth in the New Notes Indentures (the "Collateral").

The New Notes and each guarantee constitute: senior obligations that rank pari passu in right of payment with all of our and the Guarantors' existing and future senior indebtedness, including the First Lien Term Loans (as defined below) and the 2018 Revolving Credit Facility; provided, that the First Lien Term Loans and the 2018 Revolving Credit Facility are senior in right of payment to the New Notes with respect to proceeds of the Foreign Guarantor facility located in Calais, France (the "Calais Facility") solely to the extent that such facility does not constitute Collateral; secured on a second-priority basis, subject to certain exceptions and permitted liens, on the Collateral that secures the First Lien Term Loans and the 2018 Revolving Credit Facility on a first-priority basis; effectively junior to all of our and the Guarantors' obligations under the First Lien Term Loans and the 2018 Revolving Credit Facility (and other indebtedness secured on a first-priority basis on the Collateral pari passu with the liens securing the First Lien Term Loans and the 2018 Revolving Credit Facility) to the extent of the value of the Collateral securing the First Lien Term Loans and the 2018 Revolving Credit Facility (and such other indebtedness secured on a first-priority basis on the Collateral); effectively senior to all of our and the Guarantors' future debt that is secured by liens on the Collateral securing the New Notes that are junior to those securing the New Notes and to any of our and the Guarantors'

unsecured indebtedness, in each case, to the extent of the value of the Collateral securing the New Notes and the guarantees; and structurally subordinated to all of our existing and future indebtedness and other liabilities, including trade payables, of each of our subsidiaries that do not issue or guarantee the New Notes.

Existing 4.625% Notes due 2028

In December 2020, GrafTech Finance issued $500.0 million aggregate principal amount of Existing 4.625% Notes in a private offering. All of the net proceeds from the Existing 4.625% Notes were used to partially repay borrowings under our 2018 Term Loan Facility (as defined below).

GrafTech Finance may redeem some or all of the Existing 4.625% Notes at the redemption prices and on the terms specified in the Existing 4.625% Notes Indenture. Prior to the Settlement Date, if the Company or GrafTech Finance experienced specific kinds of changes in control or the Company or any of its restricted subsidiaries sold certain of its assets, then GrafTech Finance was required to offer to repurchase the Existing 4.625% Notes on the terms set forth in the Existing 4.625% Notes Indenture.

In connection with the consummation of the solicitation of consents, substantially all of the restrictive covenants and related provisions and definitions in the Existing 4.625% Notes Indenture were removed, effective as of the Settlement Date.

The Existing 4.625% Notes Indenture contains certain events of default customary for agreements of its type (with customary grace periods, as applicable) and provides that, upon the occurrence of an event of default arising from certain events of bankruptcy or insolvency with respect to the Company or GrafTech Finance, all outstanding Existing 4.625% Notes will become due and payable immediately without further action or notice. If any other type of event of default occurs and is continuing, then the trustee or the holders of at least 30% in principal amount of the then outstanding Existing 4.625% Notes may declare all of the Existing 4.625% Notes to be due and payable immediately. We were in compliance with all of our debt covenants as of September 30, 2026 and December 31, 2025.

Immediately following the Settlement Date, approximately $1.8 million aggregate principal amount of Existing 4.625% Notes remained outstanding.

Existing 9.875% Notes due 2028

In June 2023, GrafTech Global issued $450 million aggregate principal amount of Existing 9.875% Notes, including $11.4 million of original issue discount. The Existing 9.875% Notes were issued at an issue price of 97.456% of the principal amount thereof in a private offering. The net proceeds from the Existing 9.875% Notes were used to repay borrowings under our 2018 Term Loan Facility (as defined below).

GrafTech Global may redeem some or all of the Existing 9.875% Notes at the redemption prices and on the terms specified in the Existing 9.875% Notes Indenture. Prior to the Settlement Date, if the Company or GrafTech Global experienced specific kinds of changes in control or the Company or any of its restricted subsidiaries sold certain of its assets, then GrafTech Global was required to offer to repurchase the Existing 9.875% Notes on the terms set forth in the Existing 9.875% Notes Indenture.

In connection with the consummation of the solicitation of consents, substantially all of the restrictive covenants and related provisions and definitions in the Existing 9.875% Notes Indenture were removed, effective as of the Settlement Date.

The Existing 9.875% Notes Indenture contains certain events of default customary for agreements of its type (with customary grace periods, as applicable) and provides that, upon the occurrence of an event of default arising from certain events of bankruptcy or insolvency with respect to the Company or GrafTech Global, all outstanding Existing 9.875% Notes will become due and payable immediately without further action or notice. If any other type of event of default occurs and is continuing, then the trustee or the holders of at least 30% in principal amount of the then outstanding Existing 9.875% Notes may declare all of the Existing 9.875% Notes to be due and payable immediately. We were in compliance with all of our debt covenants as of September 30, 2026 and December 31, 2025.

Immediately following the Settlement Date, approximately $3.8 million aggregate principal amount of Existing 9.875% Notes remained outstanding.

Initial First Lien Term Loan Facility; Delayed Draw First Lien Term Loan Facility

On the Settlement Date, Barclays Bank plc agreed to provide GrafTech Global $175 million of new senior secured first lien term loans (the "Initial First Lien Term Loans") and provided commitments (the "Delayed Draw Commitments") with respect to $100 million of new senior secured first lien delayed draw term loans (together with the Initial First Lien Term Loans, the

"First Lien Term Loans"). The First Lien Term Loans are governed by a new credit agreement, dated as of the Settlement Date, by and among GrafTech, as holdings, GrafTech Global, as borrower, GLAS USA LLC, as administrative agent, GLAS Americas LLC, as collateral agent, and the lenders from time to time party thereto (the "First Lien Term Loan Credit Agreement"). The Initial First Lien Term Loans were drawn in a single drawing on the Settlement Date. In June 2026, the Company drew the $100 million of available Delayed Draw Commitments.

The First Lien Term Loans will mature on December 23, 2029, and are guaranteed by the Guarantors. The First Lien Term Loans are pari passu in right of payment with the 2018 Revolving Credit Facility and the New Notes, but the First Lien Term Loans and the 2018 Revolving Credit Facility are senior in right of payment to the New Notes with respect to the proceeds of the Calais Facility. The First Lien Term Loans and the 2018 Revolving Credit Facility are secured on a pari passu basis by perfected first-priority security interests in the Collateral.

The First Lien Term Loans bear interest at the option of GrafTech Global, at a rate equal to (i) Term SOFR (as defined in the First Lien Term Loan Credit Agreement) (subject to a 2.00% floor) plus 6.00% per annum or (ii) the ABR (as defined in the First Lien Term Loan Credit Agreement) plus 5.00% per annum.

The Company paid a ticking fee with respect to undrawn Delayed Draw Commitments in an amount equal to 3.75% per annum of the amount of such undrawn and outstanding commitments. The First Lien Term Loans are prepayable in whole or in part at the option of the Company (i) prior to the 24-month anniversary of the Settlement Date, subject to payment of a customary "make-whole" premium (which includes a 2.00% prepayment premium), (ii) on or after the 24-month anniversary of the Settlement Date through, but excluding, the 36-month anniversary of the Settlement Date, subject to a 2.00% prepayment premium, and (iii) on or after the 36-month anniversary of the Settlement Date, without a prepayment premium. If the Company sells certain of its assets, then GrafTech Global may be required to offer to prepay the First Lien Term Loans and/or other indebtedness of GrafTech Global and/or its subsidiaries.

The First Lien Term Loan Credit Agreement contains certain covenants that, among other things, limit the Company's ability to incur or guarantee additional indebtedness or issue preferred stock, pay distributions on, redeem or repurchase capital stock or redeem or repurchase certain debt, incur or suffer to exist certain liens, make certain investments, engage in certain transactions with affiliates, consummate certain asset sales and effect certain fundamental changes. The First Lien Term Loan Credit Agreement also contains certain events of default (with grace periods, as applicable) that permit the agent to accelerate the First Lien Term Loans, and provides that, upon the occurrence of certain events of default arising from bankruptcy or insolvency, all First Lien Term Loans will become due and payable immediately without further action or notice.

2018 Term Loan and 2018 Revolving Credit Facility

In February 2018, the Company entered into a credit agreement (as amended, the "2018 Credit Agreement"), which provided for (i) a $2,250 million senior secured term facility (the "2018 Term Loan Facility") after giving effect to the June 2018 amendment that increased the aggregate principal amount of the 2018 Term Loan Facility from $1,500 million to $2,250 million and (ii) a $330 million senior secured revolving credit facility after giving effect to the May 2022 amendment that increased the revolving commitments under the 2018 Credit Agreement by $80 million from $250 million (the "2018 Revolving Credit Facility"). GrafTech Finance Inc. ("GrafTech Finance") was the sole borrower under the 2018 Term Loan Facility while GrafTech Finance, GrafTech Switzerland SA ("Swissco") and GrafTech Luxembourg II S.à.r.l. ("Luxembourg Holdco" and, together with GrafTech Finance and Swissco, the "Co-Borrowers") were co-borrowers under the 2018 Revolving Credit Facility. In December 2024, the 2018 Credit Agreement was further amended to provide for a $225 million senior secured first lien revolving credit facility, reducing the revolving commitments under the 2018 Credit Agreement by $105 million. On June 26, 2023, GrafTech repaid the term loans under the 2018 Term Loan Facility with proceeds from the Existing 9.875% Notes issuance. As of September 30, 2026 and December 31, 2025, there were no outstanding term loans under the 2018 Term Loan Facility.

Until at least $275 million of First Lien Term Loans have been borrowed by the Company, the Company is not permitted to have more than $15 million in aggregate principal amount of revolving loans outstanding at any time under the 2018 Revolving Credit Facility. The Company's ability to borrow under the 2018 Revolving Credit Facility is subject to certain customary conditions precedent, including that the Company must not have more than $100 million of unrestricted cash and cash equivalents after giving effect to the applicable borrowing.

The 2018 Revolving Credit Facility matures on November 30, 2028, subject to a springing maturity date 91 days prior to the maturity date of certain other reference indebtedness. As of September 30, 2026 and December 31, 2025, the availability under our 2018 Revolving Credit Facility (after giving effect to the financial covenant and letters of credit described below), was

$107.6 million and $101.6 million, respectively. As of September 30, 2026 and December 31, 2025, there were no borrowings outstanding on the 2018 Revolving Credit Facility and there was $7.9 million and $13.8 million, respectively, of letters of credit drawn against the 2018 Revolving Credit Facility as of each date. As any borrowings under the 2018 Revolving Credit Facility remain subject to compliance with the financial covenants thereunder, our operating performance as of September 30, 2026 and December 31, 2025 resulted in our inability to access the full amount of commitments under the facility.

Borrowings under the 2018 Revolving Credit Facility bear interest (i) with respect to new revolving loans denominated in U.S. dollars, at the option of GrafTech Finance, Adjusted Term SOFR (as defined in the 2018 Credit Agreement) plus 3.50% per annum or ABR (as defined in the 2018 Credit Agreement) plus 2.50% per annum and (ii) with respect to new revolving loans denominated in euros, the Adjusted EURIBOR Rate (as defined in the 2018 Credit Agreement) plus 3.50% per annum. Undrawn commitments under the 2018 Revolving Credit Facility bear a commitment fee of 0.25% per annum. Lenders holding all of the Company's existing revolving commitments who agreed to provide commitments under the 2018 Revolving Credit Facility were paid a customary extension fee, in connection with the December 2024 amendment.

The 2018 Revolving Credit Facility has customary negative covenants and events of default and is required to be prepaid in the case of certain mandatory prepayments of the First Lien Term Loans. The 2018 Revolving Credit Facility also includes a financial covenant requiring that the Company have a Senior Secured First Lien Net Leverage Ratio of no more than 4.00 to 1.00, tested quarterly, to the extent outstanding revolving loans and letters of credit (subject to certain exclusions) exceed 51.3% of the amount of commitments then-existing under the 2018 Revolving Credit Facility. We were in compliance with all of our debt covenants as of September 30, 2026 and December 31, 2025.

Common Stock Issuances

On May 29, 2026, the Company entered into an Equity Distribution Agreement (the "Equity Distribution Agreement") with Evercore Group L.L.C. ("Evercore"), as sales agent. Pursuant to the terms of the Equity Distribution Agreement, the Company may offer and sell through Evercore, from time to time and at its sole discretion, shares of the Company's common stock, par value $0.01 per share, having an aggregate offering price of up to $50,000,000 (the "ATM Program"). The sales, if any, may be made by any method permitted that is deemed an "at the market offering" as defined under Rule 415 under the Securities Act of 1933, as amended.

During the third quarter and first nine months of 2026, the Company issued 800,965 shares and 845,245 shares, respectively, of common stock under the Equity Distribution Agreement. The Company incurred offering costs of approximately $0.1 million and $0.8 million, in the third quarter and first nine months of 2026, respectively, which were recorded as a reduction of the gross proceeds and are reflected as a reduction of additional paid-in capital. Net proceeds received by the Company were approximately $5.1 million and $5.5 million for the third quarter and first nine months of 2026, respectively. The Company utilized the net proceeds from the ATM Program for general corporate purposes.

As of September 30, 2026, we had approximately $44.3 million remaining under this program.

Uses of Liquidity

In July 2019, our Board of Directors authorized a program to repurchase up to $100.0 million of our outstanding common stock. In November 2021, our Board of Directors authorized the repurchase of an additional $150.0 million of stock repurchases under this program. We may purchase shares from time to time on the open market, including under Rule 10b5-1 and/or Rule 10b-18 plans. The amount and timing of repurchases are subject to a variety of factors including liquidity, stock price, applicable legal requirements, other business objectives and market conditions. In the first nine months of 2026, we did not repurchase any shares of our common stock. As of September 30, 2026, we had $99.0 million remaining under our stock repurchase authorization.

Potential uses of our liquidity (other than operations) include capital expenditures, debt repayments, dividends, share repurchases, and other general purposes. Any such potential uses of our liquidity may, subject to certain restrictions, be funded by existing available liquidity, the incurrence of new secured or unsecured loans, capital market issuances, including under our ATM Program, divestitures, joint ventures or equity investments. An improving economy, while resulting in improved results of operations, could increase our cash requirements to purchase inventories, make capital expenditures and fund payables and other obligations until increased accounts receivable are converted into cash. A downturn, including any recession, could significantly and negatively impact our results of operations and cash flows, which, coupled with increased borrowings, could negatively impact our credit ratings, our ability to comply with debt covenants, our ability to secure additional financing and the cost and availability of such financing.

In order to seek to minimize our credit risks, we may reduce our sales of, or refuse to sell (except for prepayment, cash on delivery or under letters of credit or parent guarantees), our products to some customers and potential customers. Our unrecovered trade receivables worldwide have not been material during the last two years individually or in the aggregate.

We manage our capital expenditures by taking into account quality, plant reliability, safety, environmental and regulatory requirements, prudent or essential maintenance requirements, global economic conditions, available capital resources, liquidity, long-term business strategy and return on invested capital for the relevant expenditures, cost of capital and return on invested capital of the Company as a whole and other factors. Capital expenditures totaled $26.9 million in the nine months ended September 30, 2026. We continue to expect full-year capital expenditures to be approximately $35.0 million for 2026.

In the event that operating cash flows fail to provide sufficient liquidity to meet our business needs, including capital expenditures, any such shortfall would need to be made up by borrowings under the 2018 Revolving Credit Facility, to the extent available, or other liquidity options described above. The Company also maintains access to credit and capital markets and may incur additional debt or issue equity securities from time to time, including under our ATM Program, which may provide an additional source of liquidity. However, there can be no guarantee that we would be able to access the credit or capital markets on commercially satisfactory terms or at all.

Cash Flow

The following table summarizes our cash flow activities:

	Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**
Net cash (used in) provided by:		
Operating activities	$ (91,991)	$ (60,722)
Investing activities	(16,974)	(20,216)
Financing activities	104,617	(310)
Net change in cash and cash equivalents	$ (4,348)	$ (81,248)

Net cash used in operating activities increased $31.3 million in the first nine months of 2026 compared to the first nine months of 2025. The increase in cash used in operating activities primarily reflected higher cash used for inventories of $16.3 million due to a planned inventory build, a $14.0 million increase in cash used for accounts receivable driven by increased sales volume, and an unfavorable change in other operating assets and liabilities. These factors were partially offset by a $24.2 million reduction in our net loss and a $26.6 million favorable change in cash used for accounts payable and other accruals.

Net cash used in investing activities was $17.0 million in the nine months ended September 30, 2026 compared to $20.2 million in the nine months ended September 30, 2025. In the first nine months of 2026, we received $9.7 million of cash from the sale of assets associated with previously divested locations.

Net cash provided by (used in) financing activities was $104.6 million in the first nine months of 2026 compared to a $0.3 million cash use in the first nine months of 2025, primarily due to drawing the remaining $100.0 million available under our Delayed Draw First Lien Term Loan.

Non-GAAP financial measures

In addition to providing results that are determined in accordance with GAAP, we have provided certain financial measures that are not in accordance with GAAP. EBITDA, adjusted EBITDA, adjusted net loss, adjusted loss per share, free cash flow, adjusted free cash flow and cash cost of goods sold per MT are non-GAAP financial measures.

We define EBITDA, a non-GAAP financial measure, as net loss plus interest expense, minus interest income, plus income taxes and depreciation and amortization. We define adjusted EBITDA, a non-GAAP financial measure, as EBITDA adjusted by any pension and other post-employment benefit ("OPEB") expenses, non-cash gains or losses from foreign currency remeasurement of non-operating assets and liabilities in our foreign subsidiaries where the functional currency is the U.S. dollar, stock-based compensation expense, gains on asset sales, restructuring and other exit charges and Tax Receivable Agreement adjustments. Adjusted EBITDA is the primary metric used by our management and our Board of Directors to establish budgets and operational goals for managing our business and evaluating our performance.

We monitor adjusted EBITDA as a supplement to our GAAP measures, and believe it is useful to present to investors, because we believe that it facilitates evaluation of our period-to-period operating performance by eliminating items that are not operational in nature, allowing comparison of our recurring core business operating results over multiple periods unaffected by differences in capital structure, capital investment cycles and fixed asset base. In addition, we believe adjusted EBITDA and similar measures are widely used by investors, securities analysts, ratings agencies, and other parties in evaluating companies in our industry as a measure of financial performance and debt-service capabilities.

We define adjusted net loss, a non-GAAP financial measure, as net loss, excluding the items used to calculate adjusted EBITDA and further excluding debt modification costs, less the tax effect of those adjustments and non-cash income tax expense related to the establishment of a deferred tax valuation allowance. We define adjusted loss per share, a non-GAAP financial measure, as adjusted net loss divided by the weighted average diluted common shares outstanding during the period. We believe adjusted net loss and adjusted loss per share are useful to present to investors because we believe that they assist investors' understanding of the underlying operational profitability of the Company.

We define free cash flow, a non-GAAP financial measure, as net cash provided by or used in operating activities less capital expenditures. We define adjusted free cash flow, a non-GAAP financial measure, as free cash flow adjusted by payments made for restructuring and debt modification costs. We use free cash flow and adjusted free cash flow as critical measures in the evaluation of liquidity in conjunction with related GAAP amounts. We also use these measures when considering available cash, including for decision-making purposes related to dividends and discretionary investments. Further, these measures help management, the Board of Directors, and investors evaluate the Company's ability to generate liquidity from operating activities.

We define cash cost of goods sold per MT, a non-GAAP financial measure, as cost of goods sold less depreciation and amortization and less cost of goods sold associated with the portion of our sales that consists of deliveries of by-products of the manufacturing processes, with this total divided by our sales volume measured in MT. We believe this is an important measure as it is used by our management and Board of Directors to evaluate our costs on a per MT basis.

In evaluating these non-GAAP financial measures, you should be aware that in the future, we may incur expenses similar to the adjustments in the reconciliations presented below. Our presentations of these non-GAAP financial measures should not be construed as suggesting that our future results will be unaffected by these expenses or any unusual or non-recurring items. When evaluating our performance, you should consider these non-GAAP financial measures alongside other measures of financial performance and liquidity, including our net loss, loss per share, cash flow from operating activities, cost of goods sold, and other GAAP measures.

The following tables reconcile our non-GAAP financial measures to the most directly comparable GAAP measures:

Reconciliation of Net Loss to Adjusted Net Loss

	Three Months Ended September 30,		Nine Months Ended September 30,	
(dollars in thousands; except per share data)	**2026**	**2025**	**2026**	**2025**
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)
Diluted loss per common share:				
Net loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)
Weighted average shares outstanding	26,514,073	25,933,254	26,287,719	25,896,520
Adjustments, pre-tax:				
Pension and OPEB plan expenses[1]	531	719	1,594	1,980
Foreign currency remeasurement[2]	113	41	521	1,387
Stock-based compensation expense	1,229	1,012	4,146	3,434
Gain on sale of assets[3]	(500)	—	(12,777)	—
Restructuring and other exit charges[4]	13,874	—	13,874	—
Tax Receivable Agreement adjustment[5]	—	—	—	(3,791)
Debt modification costs[6]	—	—	—	6,293
Total non-GAAP adjustments pre-tax	15,247	1,772	7,358	9,303
Valuation allowance adjustments[7]	—	—	—	(42,624)
Income tax impact on non-GAAP adjustments	588	78	1,060	398
Adjusted net loss	$ (32,109)	$ (26,788)	$ (124,218)	$ (103,190)

(1) Net periodic benefit cost for our pension and OPEB plans.
(2) Non-cash losses from foreign currency remeasurement of non-operating assets and liabilities of our non-U.S. subsidiaries where the functional currency is the U.S. dollar.
(3) Gain recognized related to the sale of assets associated with previously divested operations.
(4) Severance and non-cash costs, primarily fixed asset write-offs associated with the Mexico Facility Closure.
(5) Prior to the second quarter of 2025, when the Company established a full valuation allowance, represents expense adjustment for future payment to our sole pre-IPO stockholder for tax assets that have been utilized.
(6) Debt modification costs related to the December 2024 debt transactions, which are recognized in interest expense on the Condensed Consolidated Statements of Operations.
(7) Represents non-cash income tax expense recorded in the second quarter of 2025 related to the establishment of a full valuation allowance against the Company's U.S. and Switzerland deferred tax assets.

Reconciliation of Loss per share to Adjusted Loss per Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Loss per share	$ (1.76)	$ (1.10)	$ (4.96)	$ (5.97)
Adjustments per share:				
Pension and OPEB plan expenses[1]	0.02	0.03	0.06	0.08
Foreign currency remeasurement[2]	—	—	0.02	0.05
Stock-based compensation expense	0.05	0.04	0.16	0.13
Gain on sale of assets[3]	(0.02)	—	(0.49)	—
Restructuring and other exit charges[4]	0.52	—	0.53	—
Tax Receivable Agreement adjustment[5]	—	—	—	(0.14)
Debt modification costs[6]	—	—	—	0.24
Total non-GAAP adjustments pre-tax per share	0.57	0.07	0.28	0.36
Valuation allowance adjustments[7]	—	—	—	(1.65)
Income tax impact on non-GAAP adjustments per share	0.02	—	0.05	0.02
Adjusted loss per share	$ (1.21)	$ (1.03)	$ (4.73)	$ (3.98)

(1) Net periodic benefit cost for our pension and OPEB plans.
(2) Non-cash losses from foreign currency remeasurement of non-operating assets and liabilities of our non-U.S. subsidiaries where the functional currency is the U.S. dollar.
(3) Gain recognized related to the sale of assets associated with previously divested operations.
(4) Severance and non-cash costs, primarily fixed asset write-offs associated with the Mexico Facility Closure.
(5) Prior to the second quarter of 2025, when the Company established a full valuation allowance, represents expense adjustment for future payment to our sole pre-IPO stockholder for tax assets that have been utilized.
(6) Debt modification costs related to the December 2024 debt transactions, which are recognized in interest expense on the Condensed Consolidated Statements of Operations.
(7) Represents non-cash income tax expense recorded in the second quarter of 2025 related to the establishment of a full valuation allowance against the Company's U.S. and Switzerland deferred tax assets.

Reconciliation of Net Loss to Adjusted EBITDA	Three Months Ended September 30,		Nine Months Ended September 30,	
(dollars in thousands)	2026	2025	2026	2025
Net loss	$ (46,768)	$ (28,482)	$ (130,516)	$ (154,719)
Add:				
Depreciation and amortization	15,277	16,499	45,238	45,844
Interest expense	25,916	24,517	74,482	79,776
Interest income	(1,151)	(1,383)	(2,705)	(5,184)
Income taxes	105	90	3,117	44,085
EBITDA	(6,621)	11,241	(10,384)	9,802
Adjustments:				
Pension and OPEB plan expenses[1]	531	719	1,594	1,980
Foreign currency remeasurement[2]	113	41	521	1,387
Stock-based compensation expense	1,229	1,012	4,146	3,434
Gain on sale of assets[3]	(500)	—	(12,777)	—
Restructuring and other exit charges[4]	13,874	—	13,874	—
Tax Receivable Agreement adjustment[5]	—	—	—	(3,791)
Adjusted EBITDA	$ 8,626	$ 13,013	$ (3,026)	$ 12,812

(1) Net periodic benefit cost for our pension and OPEB plans.

(2) Non-cash losses from foreign currency remeasurement of non-operating assets and liabilities of our non-U.S. subsidiaries where the functional currency is the U.S. dollar.
(3) Gain recognized related to the sale of assets associated with previously divested operations.
(4) Severance and non-cash costs, primarily fixed asset write-offs associated with the Mexico Facility Closure.
(5) Prior to the second quarter of 2025, when the Company established a full valuation allowance, represents expense adjustment for future payment to our sole pre-IPO stockholder for tax assets that have been utilized.

onciliation of Net Cash Used in Operating Activities to Free Cash Flow and Adjusted Free Cash Flow

		Three Months Ended September 30,		Nine Months Ended September 30,	
lars in thousands)		**2026**	**2025**	**2026**	**2025**
cash used in operating activities	$	(8,445)	24,700	(91,991)	(60,722)
ital expenditures		(7,847)	(6,324)	(26,856)	(20,514)
e cash flow		(16,292)	18,376	(118,847)	(81,236)
tructuring and other exit charges[1]		188	—	188	—
t modification costs[2]		—	—	—	6,001
usted free cash flow	$	(16,104)	18,376	(118,659)	(75,235)

(1) Severance payments associated with the planned shutdown of our Monterrey, Mexico facility.
(2) Cash payments of debt modification costs related to the December 2024 debt transactions, which are recognized in interest expense on the Condensed Consolidated Statements of Operations and recognized in net cash used in operating activities on the Condensed Consolidated Statements of Cash Flows.

conciliation of Cost of Goods Sold to Cash Cost of Goods Sold per MT

		Three Months Ended September 30,		Nine Months Ended September 30,	
lars in thousands; except per MT)		**2026**	**2025**	**2026**	**2025**
t of goods sold	$	132,526	132,641	392,622	372,691
s:					
reciation and amortization[1]		13,739	14,905	40,572	40,995
t of goods sold - by-products and other[2]		13,567	7,840	30,390	24,840
h cost of goods sold		105,220	109,296	321,660	306,856
s volume (in thousands of MT)		28.8	28.8	87.7	82.1
h cost of goods sold per MT	$	3,653	3,795	3,668	3,738

(1) Reflects the portion of depreciation and amortization that is recognized in cost of goods sold.
(2) Primarily reflects cost of goods sold associated with the portion of our sales that consists of deliveries of by-products of the manufacturing processes.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks, primarily from changes in interest rates and currency exchange rates. From time to time, we enter into transactions that have been authorized according to documented policies and procedures in order to manage these risks. These transactions primarily relate to the financial instruments described below. Since the counterparties to these financial instruments are large commercial banks and similar financial institutions, we do not believe that we are exposed to material counterparty credit risk. We do not use financial instruments for trading purposes.

With respect to the First Lien Term Loans and any amounts that may be drawn under our 2018 Revolving Credit Facility, we are exposed to changes in interest rates. Borrowings under the 2018 Revolving Credit Facility bear interest (i) with respect to the new revolving loans denominated in U.S. dollars, at the option of GrafTech Finance, Adjusted Term SOFR plus 3.50% per annum or ABR plus 2.50% per annum and (ii) with respect to new revolving loans denominated in euros, the Adjusted EURIBOR Rate plus 3.50% per annum. The First Lien Term Loans bear interest at the option of GrafTech Global, at a rate

equal to (i) Term SOFR (as defined in the First Lien Term Loan Credit Agreement) (subject to a 2.00% floor) plus 6.00% per annum or (ii) the ABR (as defined in the First Lien Term Loan Credit Agreement) plus 5.00% per annum.

Our exposure to changes in currency exchange rates results primarily from:

- sales made by our subsidiaries in currencies other than local currencies;
- raw material purchases made by our foreign subsidiaries in currencies other than local currencies; and
- investments in and intercompany loans to our foreign subsidiaries and our share of the earnings of those subsidiaries, to the extent denominated in currencies other than the U.S. dollar.

Currency rate management. We enter into foreign currency derivatives from time to time to attempt to manage exposure to changes in currency exchange rates. These foreign currency derivatives, which include, but are not limited to, forward exchange contracts and purchased currency options, attempt to hedge global currency exposures. Forward exchange contracts are agreements to exchange different currencies at a specified future date and at a specified rate. Purchased currency options are instruments which give the holder the right, but not the obligation, to exchange different currencies at a specified rate at a specified date or over a range of specified dates. Forward exchange contracts and purchased currency options are carried at fair value.

The outstanding foreign currency derivatives were in a pre-tax net unrealized loss position of $0.6 million as of September 30, 2026 and a pre-tax net unrealized gain position of $0.2 million as of December 31, 2025.

Sensitivity analysis. We use sensitivity analysis to quantify potential impacts that market rate changes may have on the underlying exposures as well as on the fair values of our derivatives. The sensitivity analysis for the derivatives represents the hypothetical changes in value of the hedge position and does not reflect the related gain or loss on the forecasted underlying transaction.

As of September 30, 2026, a 10% appreciation or depreciation in the value of the U.S. dollar against foreign currencies from the prevailing market rates would have impacted the fair value of our foreign currency hedge portfolio by $1.6 million.

A hypothetical increase or decrease in interest rates of 100 basis points would have impacted our interest expense by $0.7 million in the third quarter of 2026.

For further information related to the financial instruments described above, see Note 10, "Fair Value Measurements and Derivative Instruments" in the Notes to the Condensed Consolidated Financial Statements.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Management is responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a reporting company in the reports that it files or submits under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by it in the reports that it files under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2026. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of September 30, 2026.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting that occurred during the three months ended September 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 1. Legal Proceedings

We are involved in various investigations, lawsuits, claims, demands, labor disputes and other legal proceedings, including with respect to environmental and human exposure or other personal injury matters, arising out of or incidental to the conduct of our business. While it is not possible to determine the ultimate disposition of each of these matters and proceedings, we do not believe that their ultimate disposition will have a material adverse effect on our financial position, results of operations or cash flows. Additionally, we are involved in the following legal proceeding:

Brazil Clause IV

Pending litigation in Brazil has been brought by employees seeking to recover additional amounts and interest thereon under certain wage increase provisions applicable in 1989 and 1990 under collective bargaining agreements to which employers in the Bahia region of Brazil were a party (including our subsidiary in Brazil). Companies in Brazil have settled claims arising out of these provisions and, in May 2015, the litigation was remanded by the Brazilian Supreme Court in favor of the employees union. After denying an interim appeal by the Bahia region employers on June 26, 2019, the Brazilian Supreme Court finally ruled in favor of the employees union on September 26, 2019. The employers union has determined not to seek annulment of such decision. Separately, on October 1, 2015, a related action was filed by current and former employees against our subsidiary in Brazil to recover amounts under such provisions, plus interest thereon, and such amounts together with interest could be material to us. If the Brazilian Supreme Court proceeding above had been determined in favor of the employers union, it would also have resolved this proceeding in our favor. In the first quarter of 2017, the lower state court initially ruled in favor of the employees. Our subsidiary in Brazil appealed, and the appeal was rejected by the labor court of appeal. Our subsidiary in Brazil filed a further appeal to the Superior Labor Court ("TST"). The 5th Panel of the TST reversed the prior decisions, holding that the Labor Union's claim was fully time barred. The employees filed a further appeal, and, on September 12, 2022, we filed our response in opposition. On March 19, 2026, the SDI-1 at the TST granted the appeal filed by the employees to reject one of the statute of limitations defenses argued by our subsidiary in Brazil and remanded the case to the 5th Panel for further adjudication on secondary defenses. On May 8, 2026, our subsidiary in Brazil filed a motion for clarification at the SDI-1 of the TST, which was denied in September 2026. In May 2026, the Labor Union applied for provisional enforcement to quantify the compensation to be paid to employees. The proceeding is still in the early stages and no quantification has been made as of September 30, 2026. We intend to vigorously defend our position. As of September 30, 2026, we were unable to assess the potential loss associated with these proceedings as the claims do not currently specify the number of employees seeking damages or the amount of damages being sought.

Item 1A. Risk Factors

The information set forth in this Report, including, without limitation, the risk factor presented below, updates and should be read in conjunction with, the risk factors and information disclosed in Part I, Item 1A., "Risk Factors," in our Annual Report on Form 10-K filed on February 13, 2026.

Following the Mexico Facility Closure, we expect to rely primarily on one facility in Pamplona, Spain for the manufacturing of connecting pins, a necessary component of our graphite electrodes. Our results of operations could deteriorate if this facility would become unable to provide us with the required volume of connecting pins.

We manufacture graphite connecting pins, which are used by customers to connect and fasten graphite electrodes together in a column for use in an EAF. Historically, all of our connecting pin production was performed at our Monterrey, Mexico facility, which is now undergoing a planned permanent closure. As a result, we expect to primarily rely on our Pamplona, Spain facility for this critical component. If our Pamplona, Spain facility were to become unable to provide us with connecting pins in required volumes, at suitable quality levels, or in a cost-effective manner, including during the transition of production from Monterrey, we would be required to identify and obtain replacement manufacturing sources, including third-party purchases. There is no assurance that we would be able to obtain acceptable alternative sources on a cost-effective or timely basis, or at all. An extended interruption in the supply of connecting pins would result in the loss of sales, which could have a material adverse effect on our business, financial condition or operating results. Furthermore, our ability to obtain the estimated cost savings, capital expenditure reductions, working-capital release, and other benefits from the Mexico Facility Closure may not occur on our expected timing or at all.

Item 5. Other Information

None of the Company's directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted, modified, or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as each term is defined in Item 408 of Regulation S-K) during the Company's fiscal quarter ended September 30, 2026.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of GrafTech International Ltd. (incorporated by reference to Exhibit 3.1 to GrafTech International Ltd.'s Quarterly Report on Form 10-Q filed May 1, 2019).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of GrafTech International Ltd. (incorporated by reference to Exhibit 3.1 to GrafTech International Ltd.'s Current Report on Form 8-K filed August 28, 2025).
3.3	Amended and Restated By-Laws of GrafTech International Ltd. (incorporated by reference to Exhibit 3.1 to GrafTech International Ltd.'s Current Report on Form 8-K filed November 14, 2023).
31.1*	Certification pursuant to Rule 13a-14(a) under the Exchange Act by Timothy K. Flanagan, Chief Executive Officer and President (Principal Executive Officer).
31.2*	Certification pursuant to Rule 13a-14(a) under the Exchange Act by Rory O'Donnell, Chief Financial Officer and Senior Vice President (Principal Financial Officer).
32.1**	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Timothy K. Flanagan, Chief Executive Officer and President (Principal Executive Officer).
32.2**	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Rory O'Donnell, Chief Financial Officer and Senior Vice President (Principal Financial Officer).
101	The following financial information from GrafTech International Ltd.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Loss, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statements of Stockholders' Deficit, and (v) Notes to the Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data file (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith
** Furnished herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

GRAFTECH INTERNATIONAL LTD.

Date: October 23, 2026

By: /s/ Rory O'Donnell

Rory O'Donnell

Chief Financial Officer and Senior Vice President
(Principal Financial Officer and Principal Accounting Officer)