

SGL CARBON SE
Wiesbaden, Germany

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

– German Securities Code Number (WKN) A1YC9C –
– ISIN DE000A1 YC9C9 –

Shareholders of the Company are hereby invited to the

Annual General Meeting

to be held on Wednesday, **April 30, 2014**, at **10.00 a.m.**
at the Kurhaus Wiesbaden, Kurhausplatz 1, 65189 Wiesbaden, Germany.

Agenda

- 1. Presentation of the adopted annual financial statements of SGL Carbon SE and the approved consolidated financial statements for the year ended December 31, 2013, the consolidated management report of SGL Carbon SE and the Group for fiscal year 2013, the report of the Supervisory Board, and the report of the Executive Committee pursuant to Sections 289 (4) and (5), 315 (4) of the German Commercial Code (*Handelsgesetzbuch – HGB*).**

There will be no resolution by the Annual General Meeting on item 1 of the Agenda. On March 7, 2014, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2013 presented by the Executive Committee. The annual financial statements were therefore adopted pursuant to section 172 of the German Stock Corporation Act (*Aktiengesetz – AktG*). The consolidated financial statements were also approved by the Supervisory Board at its meeting on March 7, 2014. The aforementioned documents must only be presented to the Annual General Meeting and serve as information.

- 2. Resolution approving the actions of the members of the Executive Committee during fiscal year 2013.**

The Executive Committee and the Supervisory Board propose that the acts of the Executive Committee members holding office in fiscal year 2013 be formally approved for this period.

- 3. Resolution approving the actions of the members of the Supervisory Board during fiscal year 2013.**

The Executive Committee and the Supervisory Board propose that the acts of the Supervisory Board members holding office in fiscal year 2013 be formally approved for this period.

- 4. Appointment of the auditor and group auditor for fiscal year 2014.**

The Supervisory Board proposes, upon the Audit Committee's recommendation, the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor and Group auditor for fiscal year 2014.

- 5. Resolution to approve the amended system of remuneration for Executive Committee members.**

The Executive Committee and the Supervisory Board want the shareholders to pass a resolution on the approval of the remuneration system for Executive Committee members. The Supervisory Board has revised the existing system of remuneration for the Executive Committee with effect as of

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January 1, 2014. The focus of the adjustment is to harmonize the remuneration system of the Executive Committee members, reduce complexity and focus on the sustained effectiveness of the remuneration system. The new system is explained in more detail in the Annual Report of the Company for fiscal year 2013 in the section "Corporate Governance and Compliance Report". Reference is made to this information for the resolution.

The Annual Report is made available online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014"), and is also available for perusal by shareholders in the offices of the Company, Söhnleinstrasse 8, 65201 Wiesbaden, Germany, and will also be available for inspection during the Annual General Meeting.

The Executive Committee and the Supervisory Board propose that the new system on the remuneration for Executive Committee members as of fiscal year 2014 be approved.

6. Resolution to cancel the Conditional Capital 2004/II in Article 3 (10) of the Articles of Association and corresponding amendments of the Articles of Association.

The Conditional Capital 2004/II pursuant to Article 3 (10) of the Articles of Association, which was approved for the amount of EUR 38,400,000.00 in the Annual General Meeting on April 30, 2004 and reduced to EUR 16,640,000.00 in the Annual General Meeting on April 29, 2009, served to grant conversion rights to creditors of the convertible bond issued by the Company in May of 2007 (ISIN DE000A0N30U8). The Conditional Capital 2004/II was exercised in the amount of EUR 3,820,352.00. Because the convertible bond was fully redeemed upon maturity on May 16, 2013, conversion rights can no longer be exercised. Accordingly, the remaining and now functionless Conditional Capital 2004/II in the amount of EUR 12,819,648.00 is to be fully cancelled.

The Executive Committee and the Supervisory Board thus propose that the following resolution be adopted:

The remaining Conditional Capital 2004/II pursuant to Article 3 (10) of the Articles of Association – adopted by the Annual General Meeting on April 30, 2004 - shall be fully cancelled. Article 3 (10) of the Articles of Association shall be deleted.

7. Resolution for the adjustment of the remuneration of the Supervisory Board and for an amendment of the Articles of Association.

At the request by shareholders in the Annual General Meeting 2013, the Supervisory Board has formed a new permanent committee of the Supervisory Board, the Governance and Ethics Committee to deal, amongst others, with potential conflicts of interests within the Supervisory Board. In order to adequately compensate the additional responsibilities for the members of this committee, remuneration for these members shall be proposed similar to the remuneration of the members of the Personnel Committee of the Supervisory Board, whose workload is comparable. The chair of the Governance and Ethics Committee shall therefore receive € 3,000.00, every other member of the committee € 2,000.00 per meeting. The regulation shall be effective as of January 1, 2014.

Therefore, the Executive Committee and the Supervisory Board propose to adopt a resolution as follows:

a) Article 12 (3) of the Articles of Association shall be restated as follows:

“(3) Every member of the Personnel, of the Governance and Ethics, and of the Strategy/Technology Committee shall receive € 2,000.00, every member of the Audit Committee shall receive € 3,000.00 for each committee meeting when in attendance. The chairmen of the Personnel, the Governance and Ethics and of the Strategy/Technology Committees shall each receive € 3,000.00 per meeting, while the chairman of the Audit Committee shall receive € 6,000.00 per meeting.”

b) The adjusted remuneration of the Supervisory Board set forth in lit. a) of this item of the agenda above shall apply as of January 1, 2014.

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8. Resolution on the deletion of Article 8 (3) and amendment of Article 10 (6) of the Articles of Association.

- a) Upon the Annual General Meeting on April 30, 2013, the appointment of various members of the Supervisory Board pursuant to Article 8 (3) of the Articles of Association expired. None of the current members of the Supervisory Board is appointed pursuant to Article 8 (3) of the Articles of Association any more. Rather, the appointment of the Supervisory Board members is now governed solely by Article 8 (1) of the Articles of Association. Article 8 (3) of the Articles of Association can thus be deleted.

The Executive Committee and the Supervisory Board thus propose that the following be adopted:

Article 8 (3) of the Articles of Association shall be deleted. The previous Articles 8 (4), 8 (5) and 8 (6) of the Articles of Association shall become, in the same order, Articles 8 (3), 8 (4) and 8 (5) of the Articles of Association.

- b) Voting by Supervisory Board members should be designed in a more flexible manner. In light of the opportunities provided by modern telecommunications, attendance and voting at Supervisory Board meetings by Supervisory Board members should be possible by video or telephone conference, provided no Supervisory Board member present at a meeting objects.

The Executive Committee and the Supervisory Board thus propose that Article 10 (6) of the Articles of Association be amended as follows:

“(6) Members of the Supervisory Board taking part in a meeting of the Supervisory Board or of its committees by video or telephone conference shall be deemed to be present if none of the Supervisory Board members present at the meeting objects without undue delay.

Supervisory Board members who are not present may take part in resolutions of the Supervisory Board or of its committees by having their written votes submitted by other Supervisory Board members.”

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

The following documents are available online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014") from the day on which the Annual General Meeting is convened. These documents are also available for inspection by the shareholders at the Company's premises at Söhnleinstraße 8, 65201 Wiesbaden, Germany. They will also be available for inspection during the Annual General Meeting:

- Annual financial statements of SGL Carbon SE, consolidated financial statements of SGL Group, consolidated management report of SGL Carbon SE and SGL Group for fiscal year 2013, report of the Supervisory Board, report of the Executive Committee pursuant to sections 289 (4), (5) and 315 (4) HGB, in each case for the 2013 fiscal year

As an additional service, copies of the above-mentioned documents will be sent free of charge to each shareholder on request. Please note that by posting the above-mentioned documents on the website of the Company we have fulfilled all legal obligations in this regard. The Company will therefore only undertake one attempt at postal delivery by regular letter.

The other information pursuant to section 124a German Stock Corporation Act is also available at the above internet address.

Shares and Voting Rights

At the time when the Annual General Meeting is convened, the total number of shares amounts to 71,240,039. As a rule, each share grants one vote. Of the total number of shares, the Company holds 24,401 own shares without rights.

Attendance at the Annual General Meeting

Shareholders intending to attend the Annual General Meeting or to exercise their voting rights must register in person or through a proxy prior to the meeting. The registration form must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is April 23, 2014 (24.00 hours CEST).

Furthermore, shareholders must provide evidence of their entitlement to attend the Annual General Meeting. For this purpose, evidence of their shareholding provided in text form by the custodian bank or financial services institution is sufficient. The evidence must be drawn up in German or English and be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the evidence is received), which is April 23, 2014 (24.00 hours CEST). The evidence of the shareholding must relate to the start of the 21st day before the meeting (evidence date), i.e. April 9, 2014 (0.00 hours CEST).

The registration form and evidence of shareholding must be sent to:

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

Fax: +49-(0)89-30903-74675
E-mail: anmeldestelle@computershare.de

Upon due receipt of the registration form and proof of shareholdings, the shareholders will be issued an admission ticket to attend the Annual General Meeting. These admission tickets are issued for organizational purposes and are no additional requirements for attendance.

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Significance of the evidence date

Pursuant to section 123 (3) sentence 6 German Stock Corporation Act, persons shall only be deemed shareholders for the purpose of attending the Annual General Meeting and exercising the voting right if they have provided evidence as to their shareholding within due time. For this reason, the Company may prevent a person from attending the Annual General Meeting and exercising voting rights if such evidence is not produced at all or not in due time. The shares will not be blocked upon notification of the intention to attend the Annual General Meeting but will remain freely available. Any disposal after the evidence date will not have any effect on the authority to attend the Annual General Meeting and to exercise voting rights. Any persons not yet holding shares as at the evidence date who become shareholders only after the evidence date will, in turn, not be entitled to attend the Annual General Meeting and to exercise voting rights.

Process of voting by proxy

Shareholders may have their voting rights at the Annual General Meeting exercised by an authorized representative, e.g. a bank or shareholders' association or by a proxy designated by the Company. Timely registration is also required in such cases (see above under "Attendance at the Annual General Meeting"). A previously granted proxy is deemed to be automatically revoked in the event of the personal attendance of the shareholder at the Annual General Meeting. Please also be advised that the Company is entitled in the event of the authorization of several persons or institutions to reject one or several of them.

Shareholders who would like to avail themselves of the possibility of voting through a proxy are particularly advised of the following:

- a) A power of attorney that is not issued to a bank or shareholders' association or any other person or institution specified in section 135 (8) and section 135 (10) German Stock Corporation Act in conjunction with section 125 (5) German Stock Corporation Act must be issued in text form. The same applies to the revocation of the power of attorney and the evidence of the authorization to the Company. The power of attorney and its revocation may either be declared in text form towards the Company at the following address, fax number or E-mail address

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

Fax: +49-(0)89-30903-74675
E-Mail: SGL-HV2014@computershare.de

or in text form towards the authorized representative. If the power of attorney is granted to the authorized representative, evidence of the authorization in text form must be furnished to the Company. Such evidence may be submitted to the Company at the above address (also by way of electronic communication or to the fax number, as mentioned above). In addition, such evidence in text form can also be furnished at the entrance and exit desks on the day on which the Annual General Meeting is held. To facilitate voting by a proxy, shareholders will receive a proxy form together with the admission ticket for the Annual General Meeting, which may be used by the proxy.

If a shareholder intends to authorize a bank, a shareholders' association or a person or institution equivalent to them pursuant to section 135 (8) and section 135 (10) German Stock Corporation Act in conjunction with section 125 (5) German Stock Corporation Act, we request that the required form of the power of attorney be timely agreed with the person or institution to be authorized, since they might require a special form of power of attorney for their services. The representative's evidence of the authorization will in this case be subject to section 135 (5) sentence 4 German Stock Corporation Act.

- b) We also offer our shareholders the opportunity to authorize proxies designated by the Company. If authorized, the proxies designated by the Company will exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given. Shareholders intending to make use of this opportunity may also use the proxy form to this end which they received together with their admission ticket to the Annual General Meeting. The

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power of attorney and the instructions to the proxies designated by the Company must be provided in text form. We request shareholders to deliver these documents to the address, fax number or E-mail address under lit. a) above by no later than April 28, 2014 (24.00 hours CEST) (date of receipt). Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies appointed by the Company together with their admission ticket. At the Annual General Meeting, the granting of powers of attorney to the proxies designated by the Company will also be possible until shortly before the agenda items are up for vote, for shareholders which intend to leave the Annual General Meeting before its end.

- c) The Company is also again this year offering a web-based system for granting powers of attorney to proxies and/or for revoking such power of attorney or amending instructions given to them online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014"). In order to be able to use the web-based system, a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they gave notice of their intention to attend the Annual General Meeting. By using this web-based system, proxies can be granted a power of attorney and/or such power of attorney can be revoked or instructions to them can be amended by no later than April 29, 2014 (18.00 hours CEST), as opposed to all other means of transmission. Proxies granted by other means of transmission than the web-based system cannot be amended or revoked via the web-based system. Shareholders will find further details at the above-mentioned internet address.

Process of voting by postal vote

As in the last year, shareholders or shareholder representatives can again vote without attending the Annual General Meeting (postal vote). Voting by postal vote is subject to the same participation requirements as those that apply to personal attendance at the Annual General Meeting.

Postal votes can be transmitted to the Company in writing by letter, by fax or by E-mail by April 28, 2014 (24.00 hours CEST) at the address

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

Fax: +49-(0)89-30903-74675
E-Mail: SGL-HV2014@computershare.de

We kindly ask our shareholders to use the form which is sent to the shareholders together with their admission ticket after they gave notice of their intention to attend the Annual General Meeting for voting by postal vote.

Postal voters cannot exercise any other rights of participation above and beyond the voting rights such as the right to file applications, to ask questions or to make declarations. Postal voters can support counter-motions exclusively geared to reject a proposed resolution by voting against the proposal of the Executive Committee and the Supervisory Board. Due to a lack of express voting instructions, postal voters cannot vote on any further applications such as content-related counter-motions or procedural motions. Shareholders who desire to exercise their rights of participation above and beyond the scope described must either attend the meeting in person or authorize a third party to do so.

Postal votes may still be revoked or amended up to the point in time at which votes can be cast at the aforementioned address. Personal attendance at the Annual General Meeting or attendance by an authorized representative other than the proxies appointed by the Company will also be deemed a revocation of any postal votes already cast.

The Company also offers a web-based system for transmitting postal votes and/or for their revocation or amendment online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014"). In order to be able to use the web-based system a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they gave notice of their intention to attend the Annual General Meeting. By using this web-based system, postal votes can be transmitted and/or revoked or amended by no later than on April 29, 2014 (18.00 hours CEST), as opposed to all other different means

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of transmission. Postal votes transmitted by other means of transmission than the web-based system cannot be amended or revoked via the web-based system. The shareholders will find further details at the abovementioned internet address.

Should postal votes and powers of attorney for proxies appointed by the Company be received, postal votes will always be regarded as taking preference over powers of attorney for proxies designated by the Company.

The form provided together with the admission ticket contains further details for shareholders on this matter.

Shareholder motions

Shareholders may send counter-motions and voting proposals within the meaning of sections 126, 127 German Stock Corporation Act to the Company against voting proposals by the Executive Committee and/or the Supervisory Board. Counter-motions and voting proposals, which are received at least 14 days before the day of the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day of receipt), i.e. by no later than on April 15, 2014 (24.00 hours CEST) at the following address, fax number or E-mail address only

SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden
Germany

Fax: +49-(0)611-6029-231
E-mail: HV2014@sglgroup.com

and meet all other requirements on their publication will be made available on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014"). Counter-motions and voting proposals addressed otherwise will not be considered for publication. Any comments by the Executive Committee or the Supervisory Board will also be published at the same internet address.

Complementary motions regarding the agenda on request of a minority pursuant to Article 56 SE-Regulation (EC) No. 2157/2001 (SE-Reg), Section 50 (2) SE Implementation Act (SEAG) and Section 122 (2) German Stock Corporation Act

Pursuant to Article 56 SE-Reg, section 50 (2) SEAG and section 122 (2) German Stock Corporation Act, shareholders whose shares, taken together, reach the twentieth share of the registered share capital of the Company or a proportionate share in the Company's registered share capital of at least Euro 500,000.00 (which is equal – rounded to the next whole number – to 195,313 no-par value shares of the Company) may request that items be put on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution.

Such a request for inclusion on the agenda shall be addressed to the Executive Committee and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which such a request is received), i.e. by March 30, 2014 (24.00 hours CEST) at the latest. We kindly ask that such requests are sent to the following address:

SGL Carbon SE
Executive Committee
Group Legal
Söhnleinstraße 8
65201 Wiesbaden
Germany

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Shareholders' right to obtain information pursuant to Section 131 (1) German Stock Corporation Act

Pursuant to section 131 (1) German Stock Corporation Act, each shareholder and each shareholder representative may request from the Executive Committee in the Annual General Meeting information on matters of the Company, the Company's legal and business relationships with an affiliate and on the situation of the Group and of the companies included in the consolidated financial statements, if and to the extent such information is required to properly assess one or several agenda items. We point out that the Executive Committee may refuse to provide information under the conditions set out in section 131 (3) AktG.

More information on the shareholders' rights pursuant to Article 56 SE-Reg, section 50 (2) SEAG, sections 122 (2), 126, 127 and 131 (1) German Stock Corporation Act is available online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014").

Partial transmission of the Annual General Meeting

The shareholders of the Company and other interested persons may watch, subject to technical availability, the address of the Chairman of the Executive Committee to the Annual General Meeting on April 30, 2014 on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2014").

Wiesbaden, March 2014

SGL Carbon SE

The Executive Committee