

SGL CARBON SE
Wiesbaden, Germany

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

Shareholders of our Company are hereby invited to the

Annual General Meeting

to be held on Tuesday, **June 16, 2020**, at **10.00 a.m. CEST**

The Annual General Meeting will be held as a virtual general meeting without the physical presence of shareholders or their proxies (except for the proxies designated by the Company (*Stimmrechtsvertreter der Gesellschaft*)). The participation of the shareholders or their proxies (except for the proxies designated by the Company) shall take place by means of electronic communication in accordance with the regulations and further details set forth below in the section "Additional Information and Details" following the Agenda.

Agenda

- 1. Presentation of the adopted annual financial statements of SGL Carbon SE and the approved consolidated financial statements of SGL Group for the year ended December 31, 2019, the management reports of SGL Carbon SE and SGL Group for fiscal year 2019, the report of the Supervisory Board, the report pursuant to Sections 289a, 315a 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 10, 2020, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2019 presented by the Board of Management. The annual financial statements were thus adopted pursuant to Section 172 of the German Stock Corporation Act (*Aktengesetz – German Stock Corporation Act (AktG)*). The consolidated financial statements were also approved by the Supervisory Board at its meeting on March 10, 2020. The aforementioned documents must only be presented to the Annual General Meeting and serve as information.

- 2. Resolution approving the actions of the Board of Management during fiscal year 2019.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Board of Management during fiscal year 2019 be approved.

- 3. Resolution approving the actions of the Supervisory Board during fiscal year 2019.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Supervisory Board during fiscal year 2019 be approved.

- 4. Appointment of the Auditor and Group Auditor for fiscal year 2020 and the Auditor for the possible review of interim financial information.**

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

- a) as auditor of the financial statements of SGL Carbon SE and of the consolidated financial statements of SGL Group for fiscal year 2020,
- b) in the event of a review (*prüferische Durchsicht*) of the condensed set of financial statements and the interim management report (Sections 115 (5) and 117 no. 2 German Securities Trading Act

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(*Wertpapierhandelsgesetz – WpHG*) for the first six months of fiscal year 2020 as auditor for such review; and

- c) in the event of a review (*prüferische Durchsicht*) of additional interim financial information (Sections 115 (7) and 117 no. 2 WpHG) for fiscal year 2020 as well as for fiscal year 2021, if and to the extent such interim financial information are issued before the 2021 Annual General Meeting, as auditor for such review.

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

5. Election of Supervisory Board Members.

The term of office of the Supervisory Board members Susanne Klatten, Georg Denoke and Edwin Eichler expired on April 30, 2020 in accordance with the applicable term limits. Due to the spread of the new SARS-CoV-2 virus (COVID-19 pandemic), elections by a general meeting - contrary to the original planning - could not be held before this date.

With the expiry of the term of office of the Supervisory Board members Susanne Klatten, Georg Denoke and Edwin Eichler as of April 30, 2020, the Company's Board of Management consequently submitted an application to the Wiesbaden court of first instance to reappoint them to the Supervisory Board, with immediate effect, but limited until the end of the next general meeting of the Company, i.e. limited until the end of the (virtual) Annual General Meeting on June 16, 2020. The application is pending. However, the Board of Management assumes that a decision by the court on the appointment will be rendered shortly.

In any case, the (virtual) Annual General Meeting will have to elect three Supervisory Board members to represent the shareholders.

Pursuant to Art. 40 (2), (3) of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE-VO), Section 17 SE Implementation Act (SE-Ausführungsgesetz, SEAG), Section 21 (3) SE Participation Act (SE-Beteiligungsgesetz, SEBG), Section 15.2 of the Agreement on the Participation of Employees in SGL Carbon SE of February 1, 2018 (Employee Participation Agreement), and Section 8 (1) of the Articles of Association of the Company, the Supervisory Board comprises eight (8) members. Of these eight members, four (4) Supervisory Board members being representatives of the employees are to be appointed by the SE Works' Council (Sections 16.1, 18.3 of the Employee Participation Agreement). The four (4) Supervisory Board members representing the shareholders' are appointed by the Annual General Meeting (Art. 40 (2) SE-VO).

In the Supervisory Board of SGL Carbon SE, each gender must also have at least 30% of the seats (Section 17 (2) SEAG). This gender quota must be fulfilled separately by the bench of the shareholder representatives and by the bench of the employee representatives, unless, as an exception, the shareholder and employee sides in the Supervisory Board agree for a joint fulfilment within the whole plenum before an election (Section 16.3 Employee Participation Agreement). In the present case, no joint fulfilment has been agreed so that at least one member of each gender must be represented among each of the four (4) Supervisory Board seats of both the shareholders' and the employee representatives' side. For the present election of three shareholder representatives, this means that at least one male Supervisory Board member must be elected to meet the gender quota.

The Supervisory Board proposes – based on the recommendation of its Nomination Committee and taking into account its competences profile and its objectives for the composition of the Supervisory Board — that the following individuals be elected as members of the Supervisory Board representing the shareholders:

- 5.1. Susanne Klatten, Munich, Germany, Independent Entrepreneur,
- 5.2. Georg Denoke, Munich, Germany, Managing Director and CEO of ATON GmbH, Munich, Germany, and

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5.3. Edwin Eichler, Weggis, Switzerland, Independent Consultant,

in each case for a term until the end of the Annual General Meeting which resolves the approval of actions in respect of fiscal year 2024, but for no longer than five years since the beginning of their term.

It is intended that the Annual General Meeting will vote on the election of Supervisory Board members on an individual basis (*Einzelwahl*).

It is planned that Ms. Susanne Klatten will be put forward as a candidate for the Chair of the new Supervisory Board at its first meeting if she is re-elected to the Supervisory Board. In addition, it is planned that if Mr. Denoke is elected, he will be proposed to the Supervisory Board as a candidate for chairing the Audit Committee. He meets the requirements for an independent financial expert within the meaning of the recommendations C.10 and D.4 of the German Corporate Governance Code (as adopted by the Government Commission (*Regierungskommission*) on December 16, 2019) (GCGC).

The Supervisory Board has assured with the candidates that they will continue to be able to spend the time expected for the office.

Further details regarding the candidates for election to the Supervisory Board proposed above under items 5.1 – 5.3 can be found in this document below following the Agenda.

6. Resolution approving the system for the remuneration of the members of the Board of Management.

On April 30, 2014, the Annual General Meeting of SGL Carbon SE approved the existing system for the remuneration of Board of Management members with a majority of 99.64%. With the law that went into force on January 1, 2020 on the implementation of the Second Shareholders Rights Directive (ARUG II) a new Section 120a AktG was introduced. This clause provides that the Annual General Meeting of a publicly listed company must adopt a resolution approving the remuneration system for Board of Management members presented by the Supervisory Board at least once every four years and for every significant change of the system of remuneration.

The Supervisory Board and its Personnel Committee have taken this opportunity to review and modify the existing system of remuneration in January 2020 (Board of Management Remuneration System 2020). Basically, the Supervisory Board continues to consider the existing system with its components, namely base salary (plus fringe benefits), short-term variable remuneration, long-term variable remuneration, contributions to retirement benefits and a shareholding requirement as appropriate and proportionate. However, the Supervisory Board now has taken sustainability issues (in particular, environmental, social/personnel matters and corporate governance/compliance) more pronounced into view within the short-term variable remuneration component, has specified the shares of the various individual remuneration components in the total target remuneration, and implemented withholding or clawback clauses for the variable remuneration in the event of serious breaches of duty or compliance violations and/or in the event of an erroneous determination of remuneration. The maximum total remuneration for the Chairman of the Board of Management and the members of the Board of Management has not been changed compared to the previous system.

You will find the Board of Management Remuneration System 2020 in this document after the Agenda of the Annual General Meeting in the section entitled "Remuneration System for the Board of Management (Board of Management Remuneration System 2020)". This description is also accessible on the internet under www.sgllcarbon.com/agm. This Board of Management Remuneration System 2020 is to be submitted to the Annual General Meeting now for approval.

The Supervisory Board – based on the recommendation of its Personnel Committee – therefore proposes as follows:

The Annual General Meeting approves the Board of Management Remuneration System 2020.

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7. Resolution approving the remuneration of the members of the Supervisory Board.

The Annual General Meeting of SGL Carbon SE last adjusted the currently applicable remuneration of the Supervisory Board members on May 29, 2018 with a majority of 99.93%.

This remuneration is set forth in Article 12 of the Articles of Association of the Company and is described in detail in this document together with the underlying system of remuneration (Supervisory Board Remuneration System) in the section entitled "Remuneration of the Supervisory Board members". This description is also accessible on the internet under www.sglcarbon.com/agm. The Company considers this Supervisory Board remuneration system to be still appropriate and proportionate. Therefore, it is to be submitted to the Annual General Meeting for confirmation.

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

The remuneration of the members of the Supervisory Board of the Company pursuant to Art. 12 of the Articles of Association, including the underlying Supervisory Board remuneration system, as described in the section entitled "Remuneration of the Supervisory Board members" is confirmed.

8. Amendment of Article 15 (2) of the Articles of Association.

The prerequisites for the verification to be provided for the right to attend the Annual General Meeting and to exercise voting rights will be changed by the law implementing the Second Shareholder Rights Directive (ARUG II).

According to the amended and prospective version of Section 123 (4) first sentence of the German Stock Corporation Act (AktG), verification of shareholding *by the last intermediary according to the new inserted Section 67c (3) of the German Stock Corporation Act* shall suffice for the attendance to the Annual General Meeting and the exercise of voting rights. In accordance with Article 15 (2) of the Company's current Articles of Association and the currently applicable version of Section 123 (4) first sentence of the German Stock Corporation Act, verification of shareholding *prepared in text form by the depositary institution* shall suffice.

Even if ARUG II already went into effect as of January 1, 2020, the envisaged modification of Section 123 (4) first sentence of the German Stock Corporation Act (AktG) and the new Section 67c AktG will only apply to Annual General Meetings convened for the first time after September 3, 2020. In order to ensure that the Articles of Association are adapted to the new procedure and/or new terminology for the Annual General Meeting next year, a corresponding amendment of Article 15 (2) of the Articles of Association shall already now be adopted. The Board of Management shall ensure, by means of a corresponding filing to the Commercial Register, that this amendment of the Articles of Association will only go into effect after September 3, 2020.

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

a) Article 15 (2) of the Articles of Association shall be revised as follows:

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

b) The Board of Management is instructed to only report the amendment of the Articles of Association for entry into the Commercial Register after September 3, 2020.

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Curricula Vitae and additional information on the Supervisory Board candidates proposed for election under Agenda Item 5 (including information according to Section 125 (1) sentence 5 AktG)

Susanne Klatten

(previous) Chair of the Supervisory Board of SGL Carbon SE
Supervisory Board member since 2009, last time elected on April 30, 2015
Independent Entrepreneur, Munich, Germany

Membership in other domestic supervisory boards whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises

- ALTANA Aktiengesellschaft, Wesel, Germany (*not publicly listed*)
- Bayerische Motoren Werke Aktiengesellschaft, Munich, Germany
- UnternehmerTUM GmbH, Garching, Germany (Chair Supervisory Board) (*not publicly listed*)

Curriculum Vitae

Year and Place of Birth: 1962 in Bad Homburg, Germany

Nationality: German

Education / Professional Career:

- since 1991: Independent Entrepreneur
- 1988: Master of Business Administration, International Institute for Management Development (IMD), Lausanne, Switzerland
- 1985: Bachelor of Science, University of Buckingham, United Kingdom

Key expertise in competences profile of Supervisory Board

Expertise SGL Carbon Group's business areas and its relevant customer industries; corporate management / corporate strategy; leadership development

Georg Denoke

(previous) Deputy Chair of the Supervisory Board of SGL Carbon SE
Supervisory Board member since 2015, last time elected on April 30, 2015
Managing Director and Chief Executive Officer of ATON GmbH, Munich, Germany (*not publicly listed*)

Membership in other domestic supervisory boards whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises

- EDAG Engineering Group AG, Arbon, Switzerland (Chair of the Board (*Verwaltungsratsvorsitzender*))

Curriculum Vitae

Year and Place of Birth: 1965 in Northeim, Germany

Nationality: German

Education: Degree in Business Administration (BA), Cooperative State University Baden-Wuerttemberg, Germany (1989)
Degree in Information Science, University of Konstanz, Germany (1992)

Professional Career:

- since 2018: Managing Director and Chief Executive Officer of ATON GmbH, Munich, Germany
- 2006–2016: Member Board of Management, CFO, Employment Director, Linde AG, Munich, Germany
- 2004–2006: Member Divisional Board, Division Gases & Engineering, Linde AG, Munich, Germany
- 2001–2004: Chief Executive Officer, CEO APOLLIS AG, Munich, Germany
- 1993–2001: Mannesmann AG, Düsseldorf, Germany / Vodafone Group plc, Newbury, UK
 - o since 2000: Managing Director TeleCommerce & IT, Member of the European Board of Vodafone Group plc
 - o since 1999: Head of Corporate Communications & Investor Relations, Mannesmann AG
 - o since 1997: Head of Corporate Controlling, Mannesmann AG
- 1986–1990: Mannesmann Kienzle GmbH, Villingen, Germany, in parallel study of business administration

Key expertise in competences profile of Supervisory Board

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Accounting and audit; corporate management / corporate strategy; compliance and risk management / corporate governance; digitalization; HR and leadership development

Georg Denoke meets the requirements of Section 100 (5) German Stock Corporation Act and of the German Corporate Governance Code in terms of independence and expertise in the areas of accounting, internal control procedures and auditing of financial statements.

Edwin Eichler

Supervisory Board member since 2010, last time elected on April 30, 2015
Independent Consultant, Weggis, Switzerland

Membership in other domestic supervisory boards whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises

- SMS group GmbH, Düsseldorf, Germany (Chair Supervisory Board) (*not publicly listed*)
- Amatheon Agri Holding N.V., Schiphol, The Netherlands (Chair Supervisory Board)

Other material activities besides Supervisory Board mandate

- Technical University Dortmund, member of the university council (*Hochschulrat*)
- Fr. Lürssen Werft GmbH & Co. KG, Bremen, Germany (Advisory Board) (*not publicly listed*)

Curriculum Vitae

Year and Place of Birth: 1958 in Passau, Germany

Nationality: German

Education: Information Technologies, University of Bundeswehr Neubiberg, Germany

Professional Career:

- 2002–2012: Member Board of Management of ThyssenKrupp AG, Duisburg and Essen, Germany
 - o Chair of the Board of Management of TK Steel Europe AG, CEO Steel Americas and Chair of the Supervisory Board of TK Stainless AG and Material Services
 - o Chair of the Board of Management of TK Elevator AG
 - o Chair of the Board of Management of TK Materials AG, later Material Services AG
- 1990–2002: Positions in Bertelsmann AG, Gütersloh, Germany
 - o Member of the Board of Management of Bertelsmann Industrie AG / ARVATO AG
 - o Managing Director of Mohndruck-Media Group
 - o 1990 joining Bertelsmann AG. Positions 1990-1995: Assistance CIO, Managing Director Application Development, Managing Director Mohndruck GmbH
- 1978–1990: Officer Career German Armed Forces
- 1978–1990: Management support family business Glockengießerei Perner GmbH, Passau, Germany

Key expertise in competences profile of Supervisory Board

Expertise SGL Carbon Group's business areas and its relevant customer industries; corporate management / corporate strategy; compliance and risk management / corporate governance; innovation competence

With regard to the recommendation C.13 of the German Corporate Governance Code (as adopted by the Government Commission (*Regierungskommission*) on December 16, 2019) (GCGC), the following is declared:

Apart from the fact that Ms. Susanne Klatten has and shall again chair the Supervisory Board of SGL Carbon SE, she is also controlling stakeholder of SKion GmbH, Bad Homburg, Germany, and member of the Supervisory Board and significant shareholder of Bayerische Motoren Werke Aktiengesellschaft, Munich, Germany (BMW AG). Both SKion GmbH and BMW AG hold more than 10% of the voting rights in SGL Carbon SE and are therefore considered to be significant shareholders of the Company pursuant to the Code. In addition, there are business relations between SGL Carbon Group and BMW Group, in particular the delivery of carbon fiber and composites products with a sales volume in a just above three-digit Euro million range in fiscal year 2019. Apart from that, SKion GmbH holds interests in the convertible bond and the corporate bond of the Company in a principal amount of 25 million Euro in the corporate bond (ISIN XS1945271952) and 30 million Euro in the convertible bond (ISIN DE000A2G8VX7).

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Apart from the above and in the assessment of the Supervisory Board, none of the candidates proposed by the Supervisory Board has further personal or business relations with SGL Carbon SE or its Group companies, the governing bodies of SGL Carbon SE, or with a shareholder holding a material interest in SGL Carbon SE subject to disclosure requirements under this provisions of the GCGC.

The curricula vitae of Ms. Klatten and Messrs. Denoke and Eichler are also available on the website of the Company at www.sglcarbon.com/agm.

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**Remuneration System for the Board of Management
(Board of Management Remuneration System 2020)**

I. Overview

The remuneration of the members of the Board of Management of SGL Carbon SE is set according to the German Stock Corporation Act [AktG] and is geared to the long-term and sustained development of the Company. In addition to the tasks and performance of the individual Board of Management member, the total remuneration of the members of the Board of Management is oriented to the Company's size, complexity, and situation. It comprises a non-performance-related salary and non-cash benefits as well as pension commitments and performance-related (variable) components.

The non-performance-related components include a fixed annual salary (basic salary) and fringe benefits as well as an annual contribution towards a retirement benefit. The performance-related components comprise a one-year variable remuneration (SGL Carbon Bonus Plan - STI) and a multi-year variable remuneration (SGL Carbon Long-term Incentive Plan - LTI). The system is supplemented by mandatory shareholding requirements for the members of the Board of Management.

The financial and individual targets anchored in the performance-related remuneration components are consistent with the business strategy and the long-term and sustained development of the Company. In the context of short-term variable remuneration, incentives for the sustained development of Company are set for the Board of Management members. The Supervisory Board focuses on the long-term development of the business and therefore has weighted the share of the multi-year performance related remuneration components high accordingly. In addition, the shareholding requirements for the Board of Management serve as an ongoing long-term and sustained incentive for Board activity.

The horizontal and vertical appropriateness of the Board of Management remuneration is reviewed at regular intervals by an independent external expert and is recognized by the Supervisory Board. As a horizontal reference, a group of comparable publicly-listed companies in Germany is used. The vertical comparison of internal remuneration within the Company focuses on the ratio of the Board of Management remuneration to the remuneration of non-management employees working in Germany as well as the remuneration of the upper management level of the SGL Carbon Group, also over a period of time. The remuneration system of the upper management level of the company is also oriented to the incentives that the Board of Management has. Thus the members of the upper management level are offered an LTI program that corresponds structurally to the program for the Board of Management.

The remuneration system also places a cap on the amount of the remuneration in accordance with the statutory requirements.

As may be seen in the following chart, the share of the variable remuneration components (STI and LTI) lies between 48% and 64% of the target total remuneration, whereby the share of the long-term variable remuneration exceeds the share of the short-term variable remuneration. The proportion of non-performance-related remuneration (basic salary, fringe benefits and retirement benefits) is between 39% and 53%. Looking at just the target direct remuneration (i.e. the target total remuneration not including contributions to a retirement benefit or fringe benefits) alone, the share of the basic salary lies at 36.4% and that of the variable remuneration amounts to 63.6%, with a mean basic salary, STI, and LTI within the possible proportionate bandwidth.

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The individual building blocks of the remuneration are depicted below:

1. Basic Salary	Share of total remuneration	28-36%
	Payout	Monthly in equal installments
2. One-year variable remuneration (STI)	Share of the annual target bonus in the target total remuneration	18-26%
	Assessment basis	Financial targets; Discretionary Factor (including individual targets)
	Bandwidth for the payout amount	0% - 200% of the target bonus (target bonus completely reached = 100 % target achievement)
	Payout	After adoption of the annual financial statements for the respective fiscal year
	Cap	200% of the target bonus
3. Multi-year variable remuneration (LTI)	Share of the annual allocation amount of the target total remuneration	30-38%
	Assessment basis	ROCE target corridor; share price
	Bandwidth for the payout amount	0%-200% of the allocation amount
	Payout	After adoption of the annual financial statements for the last year of the four-year performance period
	Cap	200% of the allocation amount
4. Fringe benefits	Share of the target total remuneration	under 4%
	Payout	According to occurrence of expenses
5. Retirement benefit (Contribution-oriented pension commitment)	Share of the target total remuneration*	7-13%
	Grant	Annual fixed direct commitment
	Payout	Capital payment or 10-year pension at the reference date

* The annual contribution to the company retirement benefit is used

The remuneration system is also supplemented by appropriate regulations in connection with the start and end of work on the Board of Management.

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II. Basic Components of the Remuneration System in Detail

Non-performance-related components

A) Basic salary and fringe benefits

The members of the Board of Management of SGL Carbon SE receive emoluments in the form of a fixed annual salary (basic salary) and fringe benefits. The basic salary is paid in twelve equal installments at the end of a month. It is reviewed and adjusted, if necessary, by the Supervisory Board at regular intervals. In addition, each member of the Board of Management can be granted fringe benefits up to the maximum share of this remuneration component in the total target remuneration. These benefits include benefits in kind granted by the Company, the use of a company car, grants for insurance and other customary assumption of costs, including the conclusion of D&O insurance by the Company with a deductible for the member of the Board of Management in accordance with the German Stock Corporation Act (AktG).

B) Pension commitments

Board of Management members receive a company retirement benefit in the form of a commitment to pay a contribution comprising old-age, invalidity and survivor benefits. This commitment is designed as a capital account plan, where the Company pays a fixed benefit amount into the retirement account for every year of service during the service relationship (prorated if begun or ended during the year). This retirement account bears interest up to the time when the benefit comes due with the respective applicable statutory guaranteed interest for the life insurance industry. If when investing the retirement account higher interest is credited than the respective applicable statutory guaranteed interest, such interest will also be credited to the retirement account when the benefit comes due (profit participation).

If a member of the Board of Management leaves the employ of the Company at or after attaining the regular age limit applicable for statutory pension insurance, the said member will receive the retirement capital (i.e. the sum of all of the retirement contributions credited to the retirement account including any amounts credited as interest), insofar as no application is made for a payout of the retirement capital in ten annual installments. When leaving the Company as of having attained the age of 62 years; or if the lower age limit recognized for tax purposes is changed for new commitments, there will be a claim for early disbursement as of the date on which the lower age limit is applicable.

In the event of an occupational disability or death prior to the retirement benefit coming due, the contributions calculated for the age of 60 years will be added to the retirement account, whereby this increase is limited to a maximum of ten contributions. In these cases, the benefit credit balance saved plus any attributions upon the onset of the disability or death will be disbursed.

If a member of the Board of Management leaves the employ of SGL Carbon SE without the onset of a benefit, this member shall receive a vested claim from the retirement account, if the statutory vesting requirements pursuant to Section 1 b (1) of the German Act to Improve Company Old-Age Pensions (BetrAVG) have been met. Any previous terms of office in the service of SGL Carbon SE will be credited.

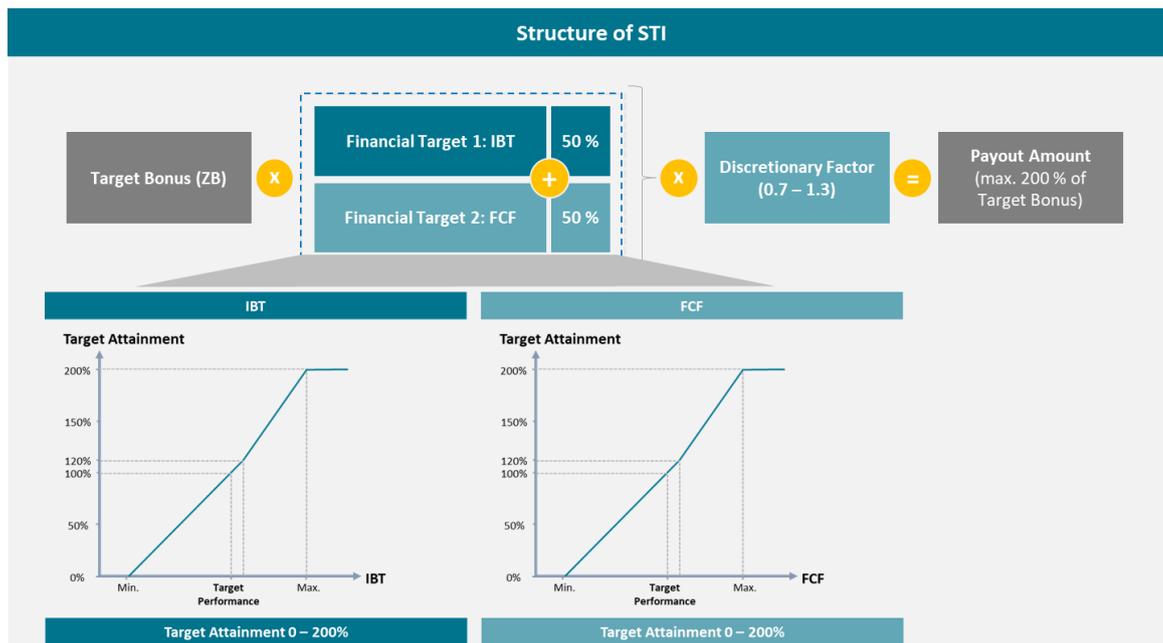
Performance-related components

A) SGL Carbon Bonus Plan (Short-term Incentive Plan - STI)

The one-year variable remuneration of the members of the Board of Management for the financial year in question is measured within the framework of the SGL Carbon Bonus Plan (STI) based on a target bonus set individually for each member of the Board of Management, the attainment of predefined financial targets and the assessment of the general performance of the Board of Management member by the Supervisory Board by a Discretionary Factor (in the context of which pre-defined individual targets play a significant role for the board members). Schematically, the STI structure looks essentially like this (for illustration purposes, IBT and FCF have been adopted as the financial assessment bases):

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With respect to the financial performance targets under STI, the Supervisory Board selects two of the assessment bases listed below and then sets specific targets. The assessment bases that can be selected are important measures for the Company's growth, profitability, asset or financial profile. As part of the current business strategy, the Supervisory Board decides which of these assessment bases will have priority the respective fiscal year and will serve as the basis for providing an incentive to the Board of Management. The Supervisory Board can select the same or different assessment bases for the individual members of the Board of Management. The specific target values for these assessment bases are derived from the budget for the respective fiscal year for the SGL Group and are set by way of target agreements between the Supervisory Board and the members of the Board of Management.

Possible financial assessment bases under STI are:

Assessment basis *	Description
Sales Revenue	Sales revenue of SGL Group in the relevant reference year
IBT (Income Before Taxes)	Result from continuing operations before income taxes of the SGL Group in the relevant reference year, adjusted for any depreciation or appreciation on the level of the Company's cash-generating unit
Free Cash Flow	Cash flow from operating activities (continued operations) minus cash flow from investing activities (continued operations) in the relevant reference year
Working Capital	Inventories <i>plus</i> trade receivables and contract asset values <i>minus</i> trade payables
Net financial debt	Sum of financial debt <i>less</i> sum of liquid funds

*in exchange rate adjusted terms

The two selected assessment bases for a fiscal year will be equally weighted – i.e. at 50%. Depending on the performance target, target attainment may amount to between 0% and 200%, whereby the upper and the lower targets, derived from the budget for the respective year, are fixed by the Supervisory Board. Within this target corridor, the target attainment value between the lower end of the target corridor and a 120% target attainment is determined by linear interpolation between the

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lower end and the 120% target attainment, above this value by linear interpolation between the value of the 120% target attainment and the upper end of the target corridor (cf STI graphic above). The determination of the attainment of the financial targets will be established from the figures of the consolidated financial statements or from data from internal accounting for the respective year.

To determine the one-year variable remuneration, the value arising from the two financial performance targets will be multiplied by a discretionary performance factor, which lies between 0.7 and 1.3 (Discretionary Factor). As part of the Discretionary Factor, the Supervisory Board sets at least three targets in advance for each member of the Board of Management, which play an important role in determining the level of the Discretionary Factor attainment after the performance period has ended and which should also include material sustainability targets. These targets can be assigned to individual members of the Board of Management or to all board members. With respect to determining the Discretionary Factor in the overall view, attaining the targets with these criteria will be predominantly but not solely taken into account, and in other respects, the Supervisory Board is free to determine the Discretionary Factor.

The Supervisory Board will define insofar targets, which are intended to promote the long-term sustained success of the Company, the interests of the shareholders and employees, ecological and social responsibility, or the compliance culture of the Company. Derived from this, targets should be selected from the following subject areas, at least one of the targets from the area of environment, social responsibility / personnel or from the area of governance / compliance:

- Environment (such as development of a sustainability roadmap for the Company, optimization of the use of resources, reduction of emissions)
- Social responsibility / personnel (such as measures to increase employer attractiveness and employee satisfaction, measures to strengthen the corporate culture and leadership development, promoting diversity and equal opportunity)
- Governance / Compliance (such as measures to ensure and maintain a compliance management system)
- Specific operational and/or strategic targets, which are of importance for the long-term and sustainable development of the Company (e.g. targets for growth, digitization, investment and R&D strategy, M&A or financing projects)

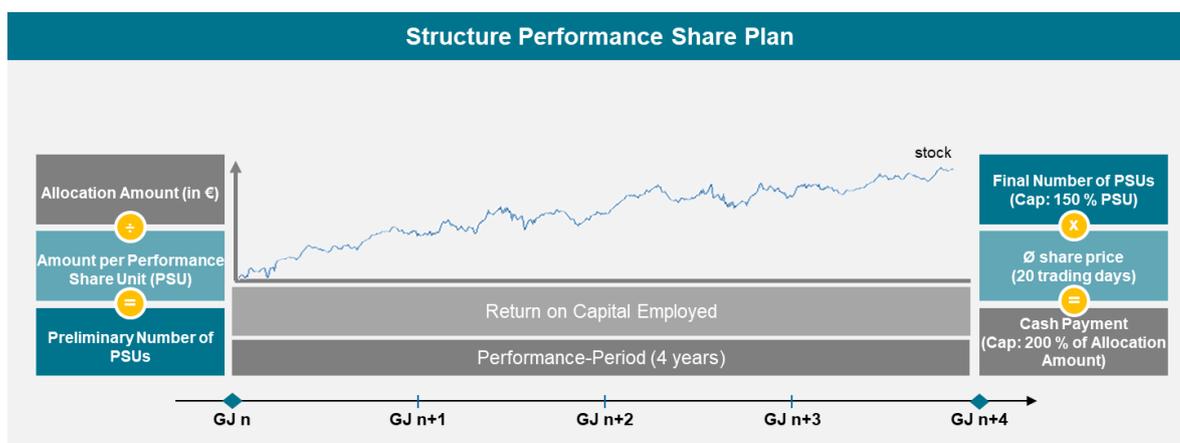
The payout amount of the STI is limited to 200% of the target bonus (cap) and will be disbursed after the annual financial statements for the respective fiscal year have been adopted. In the event that the Board of Management member is not entitled to remuneration for the whole fiscal year forming the basis for the statement of account, there will be a prorated reduction.

Negative and positive effects from later extraordinary events or developments which were not taken into account in the business strategy or the target corridor derived herefrom (e.g., acquisitions and divestitures of companies) may be taken into account by the Supervisory Board when calculating the payout amount, in order to ensure the fair and appropriate comparability of the data of the assessment basis within the performance period. Such an adjustment should not, however, lead to the originally intended incentive effect of the performance targets being subsequently impaired; therefore, any generally unfavorable market developments, for example, are irrelevant here.

B) SGL Carbon Long-term Incentive Plan (LTI)

The members of the Board of Management are entitled to multi-year variable remuneration in the form of the SGL Carbon Long-term Incentive Plans (LTI). This LTI is intended to honor the sustained and long-term growth of the Company, which is mapped using the multi-year ROCE (Return on Capital Employed) of the SGL Carbon Group and the development of the share price. A schematic view of the LTI structure is provided below:

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Every year, a tranche of the plan is granted with a four-year performance period. With this grant, an allocation amount in euros is set for each Board of Management member. This amount is used to calculate a preliminary number of virtual shares (Performance Share Units - PSUs). The number of preliminary PSUs is calculated at the start of the relevant performance period by dividing the allocation amounts by the share price of the SGL share calculated to reflect a fixed moving-average period before the start of the performance period (arithmetic mean of the XETRA closing prices of the last 20 trading days prior to the beginning of the performance period).

Furthermore, the Supervisory Board sets a target corridor for the performance period of four years for the ROCE assessment factor for this period. The target corridor is derived from the planning values during this period. The ROCE is calculated on the basis of the EBIT (before non-recurring charges) and the average fixed capital – defined as the sum of the goodwill, other intangible assets, property, plant, and equipment, shareholdings valued at equity, and net working capital. This method reflects the strategic objective of achieving a return on capital employed from the operations annually which coincides with the capital cost rate set in the business strategy. The target corridor is described by a minimum (0% target attainment) and a maximum (150% target attainment) for the ROCE assessment basis, which lie below or above the target set for the performance period respectively.

After the expiration of every four years the degree of ROCE target attainment is identified based on the data from internal accounting. The final number of PSUs at the end of the performance period will be determined in relation to the attainment of the ROCE target. There will only be a payout if at least the lower value of the ROCE target was attained. The final number of PSUs is limited and can amount to between 0% and 150% of the preliminary number of PSUs. The potential payout amount is indicated by the final number of PSUs multiplied by the share price calculated to reflect a fixed moving average period at the end of the performance period (arithmetic mean of the XETRA closing prices of the last 20 trading days prior to the end of the performance period). By linking the long-term variable remuneration to the development of the share price by means of performance share units, the remuneration is also aimed at the long-term positive growth of the Company to this extent as well.

The total amount to be paid out is capped at 200% of the allocation amount on the date granted. Payouts are made in cash and come due after the adoption of the consolidated financial statements of the Company for the last year of the performance period. In the event that the Board of Management member is not entitled to remuneration for the whole period on which the settlement is based, the Board member will receive a prorated payout amount calculated on the basis of this plan at the end of the performance period.

Negative and positive effects from later extraordinary events or developments which were not taken into account in the business strategy or the target corridor derived herefrom (for example, acquisitions and divestitures of companies) may be taken into account by the Supervisory Board when calculating the ROCE with effect for the future, in order to ensure the fair and appropriate comparability of the assessment basis which was assumed when the tranche was issued.

Such an adjustment may, however, not lead to the originally intended incentive effect of the performance targets being subsequently impaired, therefore any generally unfavorable market developments, for example, are irrelevant here. If capital measures lead to a decrease or increase in

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the value of the Company's shares (e.g. share split or a merger of shares) the target number of PSUs or the final number of PSUs will be adjusted accordingly, depending on the date on which this measure takes effect.

III. Other key components of the Remuneration System

Shareholding requirements

Members of the Board of Management are also required to permanently hold a fixed quantity of shares in SGL Carbon SE for the duration of their term on the Board. For the CEO, the number of shares to be held corresponds to his fixed basic salary for one year. For the other members of the Board of Management, the number of shares to be held corresponds to 85% of their basic salary for one year. The number of shares is calculated on the basis of the average share price (arithmetic mean of the XETRA closing prices of the last 60 trading days prior to the start of the mandate in the Board of Management) calculated at the beginning of the appointment to the Board of Management. The number of shares to be held is to be built up successively over four years, unless the Board of Management member already fulfills this shareholding requirement. The Supervisory Board is entitled to redefine the number of shares to be held when the Board of Management member is reappointed in line with the procedure described.

Maximum total remuneration

The remuneration of the members of the Board of Management provides for maximum amounts overall, but also with regard to its variable components.

The annual gross remuneration allowed for the members of the Board of Management when taking into account all of the components of the remuneration (including the contributions to the company pension plan and fringe benefits) is capped at Euro 3,600,000 for the CEO and at Euro 3,100,000 for the other members of the Board of Management.

Within the framework of this absolute threshold, the one-year variable remuneration is capped at 200% of the target bonus (i.e. the annual amount agreed for a 100% attainment of the target for STI), that of the multi-year variable remuneration is capped at 200% of the allocation value (i.e. the annual valued allocated for the LTI).

Benefits after leaving the Board

The term of the appointment to the board and the service contract of the board member are synchronized. If the appointment to the Board of Management ends prematurely, the Company can - without prejudice to the right to extraordinary termination with immediate effect - terminate the service contract in accordance with the period specified in § 622 German Civil Code (BGB). If a member's appointment to the Board of Management is terminated prematurely by an ordinary termination on the part of the Company, the Board member shall receive a maximum compensation of two years' remuneration. This does not apply in the event of an extraordinary termination of the service agreement with the Board of Management member for an important reason, for which the Board of Management member is responsible, or in the event the Board of Management member resigns without having good cause. Insofar as the remaining term of the Board of Management member's service agreement is less than two years, the compensation will be reduced on a pro rata basis. The amount of the annual remuneration to be taken as a basis for severance pay is determined by the total amount of the fixed salary and the variable remuneration components based on a target attainment of 100% and excluding non-cash compensation and other fringe benefits for the last full fiscal year prior to the end of the Board member's service agreement. No agreements have been made regarding any pay benefits if a Board member's contract is terminated prematurely due to a change of control.

Board of Management members are generally subject to a one-year ban on competition after their contracts end. As compensation, the Company pays the members of the Board of Management a non-competition bonus of 50% of their annual remuneration for the duration of the non-competition clause. The amount of the annual remuneration to be taken as a basis is determined by the total amount of the fixed salary and the short-term variable remuneration component based on a target attainment of 100% and excluding non-cash compensation and other fringe benefits. Any severance

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pay will be offset against the non-competition bonus. Moreover, any other income received by the Board member will also be taken into account.

If a Board of Management member dies while in the employ of the Company, his dependents will have a claim to the fixed remuneration for the month in which the service agreement ends, as well as for the six following months, but not longer than until the end date of the Board of Management member's service agreement.

Limits in the event of extraordinary developments; clawback

The total remuneration of every Board of Management member is limited to a maximum amount as described above. Moreover, the STI and the LTI also provide for caps of the payout amounts within the remuneration building block. In addition, the Supervisory Board has the possibility of adjusting the target attainment upwardly or downwardly through the Discretionary Factor for the STI, in the event of any extraordinary circumstances.

Moreover, the variable remuneration for a fiscal year may be clawed back from the members of the Board of Management either in whole or in part, or withheld in the event of any breach of the Compliance Clawback Clause during the ongoing performance period, (i) if the respective Board of Management member has seriously breached his statutory duties or internal company codes of conduct (Compliance Clawback), or (ii) if variable remuneration components were unjustly paid out on the basis of false data (in the amount of the difference between the correct amount and the actual disbursement).

Offsetting the remuneration of other occupations

The assumption of other work in the professional field by a member of the Board of Management requires the approval of the Supervisory Board. When taking on non-Group supervisory board mandates, the Supervisory Board can determine whether and to what extent the remuneration of these mandates is offset against the remuneration for the Board of Management of the Company. Insofar as members of the Board of Management hold supervisory board mandates within the Group and receive separate remuneration for this, this remuneration is offset against the remuneration for membership in the Board of Management.

IV. Commitments in connection with the appointment of a new board member

When appointing a member of the Board of Management of SGL Carbon SE for the first time, the Supervisory Board decides, on a proposal from the Personnel Committee, whether and to what extent additional remuneration benefits are to be granted to compensate for the forfeiture of benefits from the previous employer. Any compensation granted to this extent is considered when calculating the maximum allowable total remuneration (maximum remuneration limit).

V. Processes

The structure and the appropriateness of the Board of Management remuneration system will be determined and reviewed regularly by the Supervisory Board. The Personnel Committee, which comprises three members, including the Chairman of the Supervisory Board and his Deputy on the employee side, will prepare the decisions of the Supervisory Board and provide recommendations. In doing so, both the Personnel Committee and the Supervisory Board may use independent external experts. The remuneration system approved by the Supervisory Board is submitted to the Annual General Meeting for approval in accordance with the statutory requirements.

At the recommendation of the Personnel Committee, the Supervisory Board may temporarily deviate from the components of the remuneration system in particular exceptional cases (such as a severe economic or corporate crisis) in accordance with Section 87a (2) sentence 2 AktG (regarding the structure and amount of the individual remuneration components and the procedure) if this is necessary in the interest of the long-term well-being of Company.

Based on the remuneration system, the Supervisory Board will specify the components of the target and maximum total remuneration for the individual Board of Management members, i.e. the Supervisory Board will set in particular the amount of the basic salary, the STI target bonus, the LTI allocation amount and the contribution to the pension plan for the individual members of the Board of

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Management. The size and complexity of the SGL Carbon Group, its economic and financial situation, its results, and future prospects, as well as the usual amount and structure of the management board remuneration of comparable companies that are publicly listed in Germany are important. In a horizontal comparison with a group of comparable companies publicly listed in Germany, both the structure of the remuneration and the amount will be taken into account. Moreover, the Supervisory Board will also consider the ratio of the Board of Management remuneration to the remuneration of the upper management level of the Group and to the workforce of the SGL Group in Germany, i.e. the non-managing employees working here, also over a period of time. The restriction to non-managing employees of the Group arose from the consideration that the key Group functions are based in Germany, the workforce in Germany comprises a decisive share of the total workforce, and the comparability of the data are readily ensured by a uniform legal system. The upper management level comprises Group managers on the management levels 1-3, as in the Group this distinction is also used for describing the upper management level in other respects. Other criteria for setting the remuneration are market conditions, the experience of the Board of Management member, the respective tasks and responsibilities and the personal performance of the individual Board of Management member; accordingly, for example, the CEO of the Company will receive a higher target total remuneration than the other Board of Management members. The differentiation that may result from these various factors for the setting of the individual total target remuneration, which shall also allow for a later adjustment of individual instead of all remuneration components of the remuneration of a member of the Board of Management, make it necessary that the potential shares of the individual components in the target total remuneration is described in percentage ranges as specified in the table under lit. I above.

When the Supervisory Board sets the target total remuneration, then the maximum total remuneration will also be determined by means of the structure of the STI and the LTI (assuming maximum target attainment), taking into account the respective caps.

For the purposes of the STI and the annual tranche of the LTI, the Supervisory Board will further determine as described the relevant performance targets for the respective fiscal year. When calculating the STI, target attainment will be measured or assessed after the expiration of the fiscal year, when calculating the LTI, target attainment will be measured or assessed after the expiration of the four-year performance period. To this extent, the Personnel Committee will prepare the draft of the resolution to be adopted by the Supervisory Board.

All members of the Supervisory Board and thus also of the Personnel Committee are obligated by the Rules of Procedure for the Supervisory Board to disclose any conflicts of interest in the Supervisory Board. In its report to the Annual General Meeting, the Supervisory Board will provide information on any conflicts of interest that occurred and how they were dealt with. Significant and not only temporary conflicts of interest in the person of a member of the Supervisory Board should lead to the termination of this person's mandate.

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Remuneration of the Supervisory Board members

The remuneration of the Supervisory Board members is set forth in Article 12 of the Articles of Association of SGL Carbon SE. In summary, the following is stated there:

Supervisory Board members shall receive, in addition to the reimbursement of their expenditures, a fixed annual remuneration in the amount of Euro 50,000.

The assumption of a position on the Supervisory Board associated with additional responsibility and a bigger workload, such as chairman and deputy chairman, as well as work in or chairmanship of a committee of the Supervisory Board shall be compensated for by a higher fixed remuneration:

- The chairman of the Supervisory Board shall receive two and a half times and the deputy chairman of the Supervisory Board shall receive one and a half times the annual remuneration.
- Every member of the Audit Committee shall receive Euro 3,000 per committee meeting attended; every member of any other permanent, i.e. not only project-related, Supervisory Board committee, shall receive Euro 2,000 for every committee meeting attended.
- The chairman of the Audit Committee shall receive Euro 6,000 per meeting attended, the chairman of any other permanent committee of the Supervisory Board shall receive Euro 3,000 per committee meeting attended.

In addition, the Company shall grant the members of the Supervisory Board a meeting fee of Euro 400 for their attendance at a meeting of the Supervisory Board. Finally, the Company shall include the members of the Supervisory Board in the coverage obtained under a financial loss liability insurance (D&O insurance); this insurance provides a deductible of 10% of the damages up to at least the amount of one and a half times of the annual remuneration for the Supervisory Board member.

The Supervisory Board remuneration determined in accordance with the Articles of Association is based on the following Supervisory Board Remuneration System:

The share of the fixed remuneration components in the remuneration amounts to 100% in the existing system of Supervisory Board remuneration, the variable share is 0%. The Company considers this fixed remuneration without a variable, success-related remuneration component to be appropriate, not least due to the consideration that the workload and the risk profile of the Supervisory Board activity increases in difficult Company circumstances; and in such a situation, misdirected incentives should not be set by a decrease in remuneration. Moreover, the appearance is to be avoided that the Supervisory Board is not acting independently when performing its controlling function, which could be the case, if there are parallel structures of target-oriented remuneration for the Board of Management and the Supervisory Board. The same consideration also applies with regard to the shareholding requirements for Supervisory Board members, which do not exist for this reason. This stability in the remuneration of the Supervisory Board, which is not affected by fluctuations in business development therefore with regard to their consulting and monitoring function, appears to the Company to be particularly suitable for promoting the long-term development of the Company. It thus serves as a structural balance to the Board of Management remuneration, which to a large degree has a variable nature related to the business strategy. The Board of Management and the Supervisory Board also believe that the specific design of the remuneration system for the Supervisory Board in detail is appropriate in view of the tasks of the Supervisory Board members and the Company's situation.

The Supervisory Board remuneration shall be granted to the members of the Supervisory Board during their term of office on the basis of this corporate legal relationship and shall be due and paid out at the end of the fiscal year with respect to the fixed annual remuneration and after the relevant meetings with respect to the committee meeting and meeting fees. Supervisory Board members may be dismissed subject to the pertinent statutory requirements, and they may resign prematurely. In the event of a departure from the Supervisory Board during a year, the pro rata annual compensation for this time period together with the remunerations and meeting fees for attended Supervisory Board and committee meetings shall be due and payable with the departure. There is no further compensation for dismissals or provisions for remuneration following their term of office.

The remuneration system for the Supervisory Board will be reviewed regularly as needed, but at least every four (4) years by the Supervisory Board and by the Board of Management. In doing so, the existing

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remuneration will be compared with the development of the Supervisory Board remuneration of comparable companies, for example, the development of the remuneration of SDAX companies. With planned changes, and otherwise no later than every four (4) years, the Board of Management and the Supervisory Board will submit the remuneration for the Supervisory Board to the Annual General Meeting for a resolution on the remuneration of the Supervisory Board, be it by way of a proposal to amend the Articles of Association, to approve the remuneration by a resolution adopted by the Annual General Meeting, or by way of a confirmation of the existing remuneration of Supervisory Board. All members of the Board of Management and the Supervisory Board are obligated to disclose any conflicts of interest in accordance with the pertinent rules of internal procedure.

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Additional Information and Details

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

The following documents are available online at www.sglcarbon.com/agm from the day on which the Annual General Meeting is convened:

- Annual financial statements of SGL Carbon SE, consolidated financial statements of SGL Carbon Group, management reports of SGL Carbon SE and SGL Carbon Group, report of the Supervisory Board, report pursuant to Sections 289a and 315a HGB, in each case for the 2019 fiscal year
- Additional information (including curricula vitae) on the Supervisory Board candidates proposed for election under Agenda Item 5
- Description of the Board of Management Remuneration System 2020 as well as the remuneration of the Supervisory Board and the underlying remuneration system for the Supervisory Board with respect to the Agenda Items 6 and 7

As an additional service, copies of the above-mentioned documents will be sent free of charge to each shareholder upon 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

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

Attendance at the Annual General Meeting

Shareholders intending to participate in the virtual Annual General Meeting or to exercise their voting rights in accordance with the regulations and further details set forth below, must register themselves – personally or through a proxy – prior to the meeting. The registration must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is June 9, 2020 (24.00 hours CEST).

Furthermore, shareholders must provide evidence of their entitlement to participate in the Annual General Meeting. For this purpose, evidence of their shareholding provided in text form by the custodian bank or financial services institute is sufficient. The verification 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 verification is received), which is June 9, 2020 (24.00 hours CEST). The verification of the shareholding must relate to the start of the 21st day before the meeting (Verification Date), i.e. May 26, 2020 (0.00 hours CEST).

The registration and verification of shareholding must be sent to:

SGL Carbon SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 - (0)89 - 88 96 906 33
E-mail: anmeldung@better-orange.de

Upon due receipt of the registration and the verification of shareholding, the Company will send voting cards (*Stimmrechtskarten*) for the Annual General Meeting to the shareholders.

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Significance of the verification date

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

Virtual Annual General Meeting without the physical presence of the shareholders or their proxies

Due to the spread of the new SARS-CoV-2 virus (COVID-19 pandemic), the Board of Management – with approval of the Supervisory Board – has determined that this year's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. The legal basis for this decision is set forth in Article 2, Section 1 (2) sentence 1, (6) of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Bankruptcy and Criminal Procedure Laws (COVID-19 Act). For this purpose:

1. the video and audio transmission of the entire Annual General Meeting shall take place in the Internet (see the section "Public transmission of the Annual General Meeting"),
2. shareholders can exercise their voting rights electronically (by postal vote) and/or by granting power of attorney. Apart from this, as in previous years, voting rights can be exercised and/or powers of attorney can be granted by other, non-electronic means of transfer, for example, by sending it through the post or by fax (see also below section "Process of voting by postal vote" and "Process of voting by proxy"),
3. the shareholders will be given the opportunity to submit questions via electronic communication (see also the section entitled " Shareholders' Rights: Right to ask questions"), and
4. the shareholders who exercise their voting rights in accordance with no. 2 above are offered – in deviation from Section 245 no. 1 German Stock Corporation Act by waiving the requirement to appear in the Annual General Meeting in person – the opportunity to declare their objection to resolutions of the Annual General Meeting.

Shareholders who have duly registered and provided verification of their share ownership to the Company have access to the password-protected AGM Internet-Service-Portal at the internet address

www.sg1carbon.com/agm

and this portal will also be available on the day of the Annual General Meeting. There, shareholders can exercise their voting rights, also on the day of the Annual General Meeting (until the point of time during the meeting, at which the Board of Management completes its answers to the questions raised by the shareholders), via electronic communication (by postal vote) and issue powers of attorney and instructions on how to exercise voting rights to the proxies designated by the Company, in each case as described in more detail below (see below section "Process of voting by postal vote" and "Process of voting by proxy"). In addition, an objection to a resolution of the Annual General Meeting can be declared on the day of the Annual General Meeting in such portal. Shareholders can find the necessary login details for the AGM Internet-Service-Portal on the voting card sent by post.

With respect to the right to ask questions, the Board of Management – with approval of the Supervisory Board – has determined that questions must be submitted electronically at least two days before the Annual General Meeting. Further information on the submission of questions can be found below in the section " Shareholders' Rights: Right to ask questions".

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Process of voting by postal vote

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

- a) For the transmission of postal votes and/or their revocation or modification, the Company – on the one hand – offers the password-protected AGM Internet-Service-Portal at www.sglcarbon.com/agm, which is also available on the day of the virtual Annual General Meeting until the point of time during the meeting, at which the Board of Management completes its answers to the questions raised by the shareholders. Shareholders can find the necessary login details for the AGM Internet-Service-Portal and further details on the voting card sent by post.
- b) On the other hand, postal votes can be exercised, as well as revoked or modified, by their transmission to the Company in writing, by fax or by e-mail until June 15, 2020 (18:00 hours CEST) at the address, fax no. or email address

SGL Carbon SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 - (0)89 - 88 96 906 55
E-mail: sglgroup-hv2020@better-orange.de

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

Process of voting by proxy

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

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

- a) A power of attorney that is not issued to an intermediary (e.g. a credit institute), a proxy advisor, a shareholders' association, or any other person equivalent to them pursuant to Section 135 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.

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

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

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- b) For granting or revoking powers of attorney, the Company also provides its password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/agm, which will also be available on the day of the virtual Annual General Meeting until the point of time during the meeting, at which the Board of Management completes its answers to the questions raised by the shareholders. The shareholders can find the necessary login details for the AGM Internet-Service-Portal and further details on the voting card sent by post.
- c) In addition, the power of attorney and its revocation may either be declared in text form toward the Company at the following address, fax number or E-mail address

SGL Carbon SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 - (0)89 - 88 96 906 55
E-Mail: sglgroup-hv2020@better-orange.de

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

- d) We also offer our shareholders the opportunity to authorize **proxies designated by the Company** (*Stimmrechtsvertreter der Gesellschaft*) for exercising their voting rights. If authorized by a shareholder, the proxies designated by the Company will exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given.
- Shareholders intending to make use of this alternative may – on the one hand – use the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/agm, which will also be available on the day of the virtual Annual General Meeting until the point of time during the meeting, at which the Board of Management completes its answers to the questions raised by the shareholders. Shareholders can find the necessary login details for the AGM Internet-Service-Portal and further details on the voting card sent by post.
 - On the other hand, shareholders can also use the proxy form, which they receive together with the voting card for the virtual Annual General Meeting, to issue a power of attorney and instructions to the proxies designated by the Company. In this case, the completed form must be received by the Company by June 15, 2020 (18:00 hours CEST) at the address, fax no. or email address set forth above under lit. c). Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies designated by the Company together with their voting card.

Public transmission of the Annual General Meeting

The entire Annual General Meeting on June 16, 2020 will be webcasted in audio and video for the duly registered shareholders and/or their authorized representatives via the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/agm.

The Annual General Meeting is hereby webcasted from the Company's headquarter, Söhnleinstrasse 8, 65201 Wiesbaden, Germany. The notary commissioned to certify the Annual General Meeting will also be present there. Physical participation of shareholders and their proxies is excluded.

In addition, shareholders and other interested persons may follow the speech by the Board of Management at the Annual General Meeting on June 16, 2020 outside of the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/agm.

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Shareholders´ Rights: Shareholder motions

The rights of shareholders to submit motions and proposals for elections relating to agenda items or to the rules of procedure are excluded according to the legal concept underlying the COVID-19 Act. Shareholders are nevertheless offered the opportunity, in analogous application of Sections 126 and 127 of the German Stock Corporation Act, to submit countermotions and proposals for election ahead of the virtual Annual General Meeting as provided in the following:

The Company will make available any such countermotions and proposals for election including the name of the shareholder, its reasons (although this is not required for proposals for election), and any statement by the management of the Company at www.sgllcarbon.com/agm, provided that such countermotions and proposals have been received by the Company at least 14 days before the day of the Annual General Meeting, i.e. by no later than June 1, 2020 (24.00 hours CEST) at the following address, fax number or E-mail address

SGL Carbon SE
Group Legal
Soehnleinstrasse 8
65201 Wiesbaden
Germany

Fax: +49 - (0)611 - 6029 4234
E-mail: HV2020@sgllcarbon.com

and that they satisfy the other requirements for making them available according to Sections 126 and 127 of the German Stock Corporation Act.

In line with the concept of the COVID-19 Act, however, such countermotions and proposals for election will not be put to a vote or otherwise dealt with during the Annual General Meeting.

Shareholders´ Rights: Complementary motions regarding the agenda

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

Such a request for inclusion on the agenda is to be addressed to the Board of Management and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting, i.e. by no later than May 16, 2020 (24.00 hours CEST). We kindly ask that such requests are sent to the following address:

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

Shareholders´ Rights: Right to ask questions

After due registration for this year's (virtual) Annual General Meeting, shareholders are offered the opportunity to submit questions by electronic means (Article 2 § 1 (2) sentence 1 no. 3 COVID-19 Act).

The Board of Management, with approval of the Supervisory Board, has stipulated that any questions must be submitted by electronic means two days prior to the Annual General Meeting at the latest (Article 2 § 1 (2) sentence 2 subclause 2 COVID-19 Act, see also section "Virtual Annual General Meeting without the physical presence of the shareholders or their proxies"). This means that the questions must be received no later than June 13, 2020 (24.00 Hours CEST), by using the password-protected AGM Internet-Service-Portal at www.sgllcarbon.com/agm. Shareholders can find the necessary login details for the AGM Internet-Service-

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Portal on the voting card sent by post. In your own interest, please contact your custodian bank as early as possible to ensure early registration and timely receipt of the voting card.

The Board of Management shall decide at its discretion, after due consideration, which questions it answers and how it answers them (Article 2 § 1 (2) sentence 2 subclause 1 COVID-19 Act).

More information on the shareholders' rights is available online at www.sglcarbon.com/agm.

Wiesbaden, April 2020

SGL Carbon SE

The Board of Management

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- INFORMATION ON DATA PROTECTION

The Company processes personal data of its shareholders and any shareholder representatives in preparation for and for conducting its virtual Annual General Meeting. This data includes, in particular, the name, place of residence or address, an e-mail address, the respective number of shares, the voting card number, the exercise of votes and the issuance of any voting proxies. Depending on the circumstances of the case, other personal data may also become relevant (for example, in connection with the submission of questions by communication via electronic means).

Responsible person, purpose and legal basis

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

Recipient

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

Storage time

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

Rights

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

Contacts

The contact details of the Company are:

SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden
Germany
Telefax: +49 - (0)611 - 6029 4234
E-mail: HV2020@sglcarbon.com

You can reach our data protection officer at:

SGL Carbon SE
Datenschutzbeauftragter
Werner-von-Siemens-Straße 18
86405 Meitingen
Germany
Telephone: +49 - (0)8271 - 83 1243