

**SGL CARBON SE**  
Wiesbaden, Germany

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

Shareholders are hereby invited to the

**Annual General Meeting**

to be held on Tuesday **May 3, 2011**, at **10.00 a.m.**  
at the Kurhaus Wiesbaden, Kurhausplatz 1, 65189 Wiesbaden, Germany.

**Agenda**

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the year ended December 31, 2010, as well as the management reports of SGL CARBON SE and the Group for the fiscal year 2010, together with the report of the Supervisory Board and the report of the Executive Committee pursuant to sections 289 (4) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch – HGB*).**

At its meeting on March 16, 2011, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2010 presented by the Executive Committee. The annual financial statements were therefore adopted pursuant to section 172 of the German Stock Corporation Act (*Aktiengesetz – AktG*). As a result, no resolution of the Annual General Meeting on the annual financial statements is required. Likewise, the consolidated financial statements were also approved by the Supervisory Board at its meeting on March 16, 2011. Pursuant to section 173 (1) sentence 2 AktG, a resolution by the Annual General Meeting is neither required in this respect. Rather, the aforementioned documents must only be presented to the Annual General Meeting.

- 2. Resolution on the appropriation of the net income for fiscal year 2010.**

The Executive Committee and the Supervisory Board propose to fully carry forward the net income for fiscal year 2010 amounting to EUR 7,600,000.00 to new account.

- 3. Resolution approving the actions of the Executive Committee during fiscal year 2010.**

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Executive Committee during fiscal year 2010.

- 4. Resolution approving the actions of the Supervisory Board during fiscal year 2010.**

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Supervisory Board during fiscal year 2010.

- 5. Appointment of the Auditors and Group Auditors for fiscal year 2011.**

The Supervisory Board proposes, upon the Audit Committee's recommendation, the appointment of Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt am Main as auditors and Group auditors for fiscal year 2011.

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### **6. Elections to the Supervisory Board.**

By decision dated July 29, 2010, the Local Court (*Amtsgericht*) of Wiesbaden appointed Mr Edwin Eichler as a member of the Supervisory Board of the Company. In compliance with section 5.4.3 of the German Corporate Governance Code, the application for court appointment shall be limited in time until the end of the next Annual General Meeting.

Therefore, upon recommendation of its Nomination Committee, the Supervisory Board proposes to elect Mr Edwin Eichler, Düsseldorf, member of the Executive Board of ThyssenKrupp AG, Duisburg and Essen, and Chairman of the Executive Board of ThyssenKrupp Steel AG, Duisburg, as a member of the Supervisory Board of the Company, to act in the capacity of a shareholder representative, for the period until the end of the Annual General Meeting that will adopt a resolution approving the actions of the Supervisory Board during fiscal year 2015.

In accordance with Article 8 (1) of the Company's Articles of Association, and with Part III Clause 15 et seqq. of the Agreement on the Participation of Employees in SGL CARBON SE of December 8, 2008, section 21 (3) of the German SE Participation Act (*SE-Beteiligungsgesetz – SEBG*), section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz – SEAG*) and Art. 40 (2) and (3) of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the European Company Statute, the Supervisory Board of SGL CARBON SE is composed as follows: The Supervisory Board consists of twelve (12) members, six (6) of whom are shareholder representatives and six (6) of whom are employee representatives. All members are appointed by the Annual General Meeting. Appointments of employee representatives are made on the recommendation of employees. The Annual General Meeting is bound by these recommendations. As regards appointments of shareholder representatives, however, the Annual General Meeting is not bound by any recommendations.

Mr Edwin Eichler is a member of the supervisory boards to be established under applicable law and comparable domestic and foreign control bodies of commercial enterprises specified below:

- Heidelberger Druckmaschinen AG, Heidelberg
- Hüttenwerke Krupp Mannesmann GmbH, Duisburg
- ThyssenKrupp Nirosta GmbH, Krefeld
- ThyssenKrupp Materials International GmbH, Düsseldorf

### **7. Resolution on the creation of a new Authorized Capital II/2011 excluding any subscription rights for purposes of issuing shares to employees and on the amendment of the Articles of Association.**

The authorization of the Executive Committee to increase the share capital with the approval of the Supervisory Board by issuing up to 429,004 new no-par value shares against contribution in cash and/or in kind by up to EUR 1,098,250.24 (Authorized Capital II), which was set forth in Article 3 (8) of the Company's Articles of Association, expired on April 27, 2011.

The Executive Committee and the Supervisory Board regard it as reasonable to create a new Authorized Capital II/2011 to be able to issue new shares to the employees of the Company or of any of its affiliated enterprises similar to the situation under the expired Authorized Capital II.

The Executive Committee and the Supervisory Board therefore propose to resolve as follows:

- a) The Executive Committee shall be authorized to increase the Company's share capital with the approval of the Supervisory Board in the period up to May 2, 2016 by a total of up to EUR 5,120,000.00 against contribution in cash and/or in kind by issuing on one or several occasions up to 2,000,000 new no-par value bearer shares (Authorized Capital II/2011). The shareholders' subscription rights are excluded. The new shares may only be issued for transfer to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG. The new shares may also be issued to a bank or to a company providing services in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or para. 7

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of the German Banking Act (*Kreditwesengesetz – KWG*) (financial institution) or a syndicate of such banks and/or financial institutions, subject to the obligation to transfer them to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG .

The Executive Committee shall be authorized to determine the further details of the capital increases out of the Authorized Capital II/2011 and their implementation, in particular the content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board shall be authorized to adjust the wording of the Articles of Association according to the respective utilization of the Authorized Capital II/2011 and, if the Authorized Capital II/2011 has not been used at all by May 2, 2016 or has not been fully used by this date, after the expiration of the term of the authorization.

- b) Article 3 (8) of the Articles of Association shall be restated as follows:

“The Executive Committee shall be authorized to increase the Company’s share capital with the approval of the Supervisory Board in the period up to May 2, 2016 by a total of up to EUR 5,120,000.00 against contribution in cash and/or in kind by issuing on one or several occasions up to 2,000,000 new no-par value bearer shares (Authorized Capital II/2011). The shareholders’ subscription rights are excluded. The new shares may only be issued for transfer to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG. The new shares may also be issued to a bank or to a company providing services in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or para. 7 of the German Banking Act (*Kreditwesengesetz – KWG*) (financial institution) or a syndicate of such banks and/or financial institutions, subject to the obligation to transfer them to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG.

The Executive Committee is authorized to determine the further details of the capital increases out of the Authorized Capital II/2011 and their implementation, in particular the content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board is authorized to adjust the wording of the Articles of Association according to the respective utilization of the Authorized Capital II/2011 and, if the Authorized Capital II/2011 has not been used at all by May 2, 2016 or has not been fully used by this date, after the expiration of the term of the authorization.”

## **8. Resolution on amendments of the Articles of Association**

### **a) Cancellation of Article 15 (3) of the Articles of Association.**

In November 2010, the individual share certificates for the Company’s shares that had been issued by the Company in the past were declared null and void. As a result, Article 15 (3) of the Articles of Association, which governs the right of participation relating to certificated shares not held in custody by a custodian bank, has therefore become redundant.

The Executive Committee and the Supervisory Board therefore propose to cancel Article 15 (3) of the Articles of Association without replacement.

### **(b) Adjustment of Article 12 (2) sentence 4 of the Articles of Association.**

At its meeting in December 2010, the Supervisory Board resolved to merge the Strategy and the Technology Committees. For clarification purposes, the merger to form a single Strategy/Technology Committee shall also be reflected by adjusting the provision in the Articles of Association that governs the remuneration of the committees’ chairmen.

The Executive Committee and the Supervisory Board therefore propose to amend Article 12 (2) sentence 4 of the Articles of Association as follows:

“The chairmen of the Staff and of the Strategy/Technology Committees shall each receive EUR 3,000.00 per meeting, while the chairman of the Audit Committee shall receive EUR 5,000.00 per meeting.”

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### **Report of the Executive Committee on agenda item 7 regarding the creation of a new Authorized Capital II/2011 excluding any subscription rights for purposes of issuing shares to employees**

The Authorized Capital II/2011 shall replace the Authorized Capital II which expired on April 27, 2011 and enable the Company to continue to issue shares to the employees of the Company or of any of its affiliated enterprises. Therefore, the proposal is submitted to the Annual General Meeting to create a new authorized capital in the aggregate amount of EUR 5,120,000.00 (Authorized Capital II/2011).

Employee shares have been a proven additional incentive system at SGL Group for many years. The Authorized Capital II/2011 of EUR 5,120,000.00 will be used to issue shares to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG. The new shares may also be issued to a bank or to a company providing services in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or para. 7 of the German Banking Act (*Kreditwesengesetz – KWG*) (financial institution) or a syndicate of such banks and/or financial institutions, subject to the obligation to transfer them to employees of the Company or of any of its affiliated enterprises within the meaning of section 15 AktG.

This shall enable the Executive Board to continue using the Company's shares as an additional incentive system and offering employees of the Company or of any of its affiliated enterprises a limited number of new shares, *i.e.* at the most 2,000,000 new no-par value bearer shares, with the aim of strengthening not only their allegiance to the Company but also their sense of shared responsibility for the well-being of the Company. The legislator encourages the issue of employee shares. It helps to integrate employees in the company and encourages them to assume responsibility. Accordingly, the issue of employee shares is in the interests of the Company and its shareholders. For this reason, it is necessary to exclude the subscription rights of the shareholders.

The Executive Committee will exercise due care in examining in each individual case whether or not it should make use of the authorization to increase the capital under exclusion of subscription rights. It will make use of this authorization only if the Executive Board and the Supervisory Board are of the opinion that this lies in the interests of the Company and its shareholders. The Executive Committee acting with the approval of the Supervisory Board will determine the structure and vesting conditions with respect to the shares offered to employees. The Executive Committee will report to the respective subsequent Annual General Meeting as well as in the Company's annual report on each use of this authorization and on the number of shares issued thereunder.

### **Documents and information pursuant to section 124a AktG**

The following documents are available for inspection by the shareholders at the Company's premises at Rheingaustraße 182, 65203 Wiesbaden from the day on which the Annual General Meeting is convened. They will also be available for inspection during the Annual General Meeting. Copies will be sent free of charge to each shareholder immediately on request. The documents are also available on the internet at [www.sglgroup.de](http://www.sglgroup.de) (under "Investor Relations / Annual General Meeting / 2011"):

- Annual financial statements and management report of SGL Carbon SE for the 2010 fiscal year
- Annual report for the 2010 fiscal year, including the consolidated financial statements and the consolidated management report of the SGL Carbon Group and the report of the Supervisory Board of SGL Carbon SE for the 2010 fiscal year
- Report of the Executive Committee on agenda item 7

The other information pursuant to section 124a AktG 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 66,015,247. As a rule, each share grants one vote. Of the total number of shares, the Company holds 86,551 own shares without voting rights.

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

Shareholders intending to attend the Annual General Meeting or to exercise their voting rights must give prior notice of their intention to attend the meeting. The registration form must be received by the Company 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 26, 2011 (24.00 hours CEST) at the latest.

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 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 26, 2011 (24.00 hours CEST) at the latest. The evidence of the shareholding must relate to the start of the 21<sup>st</sup> day before the meeting (evidence date), i.e. April 12, 2011 (0.00 hours CEST).

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

SGL CARBON SE  
c/o Computershare HV-Service AG  
Prannerstr. 8  
80333 München

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

### **Significance of the evidence date**

Pursuant to section 123 (3) sentence 6 AktG, 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. Therefore, 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 exercised by an authorized representative, for instance a bank or shareholders' association, at the Annual General Meeting. Any power of attorney that is not granted to a bank or shareholders' association or any other person or institution specified in section 135 (8) and (10) AktG in conjunction with section 125 (5) AktG, needs to be granted 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 address

SGL CARBON SE  
Group Legal  
Rheingaustraße 182  
65203 Wiesbaden

Fax: +49-(0)611 -6029-231  
E-mail: [SGL-HV2011@computershare.de](mailto:SGL-HV2011@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, 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. Any power of attorney granted shall

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automatically be deemed revoked if the shareholder granting the power of attorney attends the Annual General Meeting in person.

If a shareholder intends to authorize a credit institution, a shareholders' association or a person or institution equivalent to them pursuant to section 135 (8) and (10) AktG in conjunction with section 125 (5) AktG, 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. The representative's evidence of the authorization will in this case be subject to section 135 (5) sentence 4 AktG.

Shareholders will receive a form of a power of attorney together with the admission ticket to the Annual General Meeting. Please note that in the case of one or several persons or institutions being authorized, the Company will be entitled to reject one or several of them.

We offer our shareholders the opportunity to authorize proxies appointed by the Company. The proxies appointed by the Company will, if they are authorized, 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 use the form of the power of attorney to this end which they received together with their admission ticket to the Annual General Meeting. The power of attorney and the instructions to the proxies appointed by the Company must be provided in text form and be delivered to the above address by April 29, 2011 (24.00 hours CEST) (date of receipt) at the latest. 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.

For the first time, the Company offers an internet-based system for granting powers of attorney to proxies and/or for revoking such power of attorney or amending instructions given to them via the internet at [www.sglgroup.de](http://www.sglgroup.de) (under "Investor Relations / Annual General Meeting / 2011"). In order to be able to use the internet-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 internet-based system proxies appointed by the Company can be granted a power of attorney and/or such power of attorney revoked or instructions to them amended by May 2, 2011 (18.00 hours CEST) at the latest in contrast to all other different means of transmission. Proxies granted by other means of transmission than the internet-based system cannot be amended or revoked via the internet-based system. The shareholders will find further details at the abovementioned internet address.

### **Process of voting by postal vote**

For the first time, shareholders or shareholder representatives can also 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 29, 2011 (24.00 hours CEST) at the address

SGL CARBON SE  
Group Legal  
Rheingaustraße 182  
65203 Wiesbaden

Fax: +49-(0)611 -6029-231  
E-mail: [SGL-HV2011@computershare.de](mailto:SGL-HV2011@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 votes submitted in any other ways will not be counted.

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.

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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 up to 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 an internet-based system for transmitting postal votes and/or for their revocation or amendment via the internet at [www.sglgroup.de](http://www.sglgroup.de) (under "Investor Relations / Annual General Meeting / 2011"). In order to be able to use the internet-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 internet-based system postal votes can be transmitted and/or revoked or amended by May 2, 2011 (18.00 hours CEST) at the latest in contrast to all other different means of transmission. Postal votes transmitted by other means of transmission than the internet-based system cannot be amended or revoked via the internet-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 vis-à-vis powers of attorney for proxies appointed by the Company.

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

### **Shareholder motions**

Counter-motions and voting proposals within the meaning of sections 126, 127 AktG shall be sent 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 April 18, 2011 (24.00 hours CEST) at the latest to the following address only:

SGL CARBON SE  
Group Legal  
Rheingaustraße 182  
65203 Wiesbaden

Fax: +49-(0)611 -6029-231  
E-mail: [HV2011@sglcarbon.de](mailto:HV2011@sglcarbon.de)

Any counter-motions and voting proposals to be made available will be published on the internet at [www.sglgroup.de](http://www.sglgroup.de) (under "Investor Relations / Annual General Meeting / 2011"). 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-VO, section 50 (2) SEAG and section 122 (2) AktG**

Pursuant to Article 56 SE-VO, section 50 (2) SEAG and section 122 (2) AktG, shareholders whose shares, taken together, represent a proportional share in the Company's share capital of at least EUR 500,000.00 (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 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 April 2, 2011 (24.00 hours CEST) at the latest, at the following address:

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SGL CARBON SE  
Executive Committee  
Group Legal  
Rheingaustraße 182  
65203 Wiesbaden

**Shareholders' right to obtain information pursuant to section 131 (1) AktG**

Pursuant to section 131 (1) AktG, 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-VO, section 50 (2) SEAG, sections 122 (2), 126, 127 and 131 (1) AktG is available on the internet at [www.sglgroup.de](http://www.sglgroup.de) (under "Investor Relations / Annual General Meeting / 2011").

Wiesbaden, March 2011

**SGL CARBON SE**

The Executive Committee