

SGL CARBON SE
Wiesbaden, Germany

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

– German Securities Code Number (WKN) A1RFKR –
– ISIN DE000A1RFKR2 –

Shareholders are hereby invited to the

Annual General Meeting

to be held on Tuesday **April 30, 2013**, at **10.00 a.m.**
at the Kurhaus Wiesbaden, Kurhausplatz 1, 65189 Wiesbaden, Germany.

Agenda

- 1. Presentation of the adopted annual financial statements of SGL Carbon SE and the approved consolidated financial statements for the year ended December 31, 2012, the consolidated management report of SGL Carbon SE and the Group for fiscal year 2012, the report of the Supervisory Board, the report of the Executive Committee pursuant to sections 289 (4) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch – HGB*) as well as the proposal by the Executive Committee on the appropriation of net profit.**

At its meeting on March 12, 2013, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2012 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 12, 2013. 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 net profit for fiscal year 2012.**

The Executive Committee and the Supervisory Board propose that the net profit (*Bilanzgewinn*) for fiscal year 2012 amounting to Euro 25,766,439.00 shall be appropriated as follows:

Distribution of a dividend of Euro 0.20 per each no-par value share entitled to the dividend for fiscal year 2012:	Euro 14,185,485.00
Amount carried forward:	Euro 11,580,954.00

The amounts of both the dividend distribution and the carryforward reflect the 70,927,425 no-par value shares existing at the time of the invitation to the Annual General Meeting 2013 which are entitled to the dividend for fiscal year 2012. Should there be any change in the number of no-par value shares entitled to the dividend for fiscal year 2012 before the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution at the Annual General Meeting, with an unchanged dividend of Euro 0.20 per each no-par value share entitled to the dividend for fiscal year 2012 as well as a suitably amended carryforward.

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3. Resolution approving the actions of the Executive Committee during fiscal year 2012.

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Executive Committee during fiscal year 2012.

4. Resolution approving the actions of the Supervisory Board during fiscal year 2012.

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Supervisory Board during fiscal year 2012.

5. Appointment of the Auditors and Group Auditors for fiscal year 2013.

The Supervisory Board proposes, upon the Audit Committee's recommendation, the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart as auditors and Group auditors for fiscal year 2013.

6. Election to the Supervisory Board.

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), Part III of the Agreement on the Participation of Employees in the SGL Carbon SE of December 8, 2008 (Employee Participation Agreement), section 8 (1) of the Articles of Association of the Company, the Supervisory Board comprises twelve members who are appointed by the Annual General Meeting. Out of those twelve members, six members are to be appointed at the proposal of the employees (section 15 (2) of the Employee Participation Agreement, section 8 (1) sentence 2 of the Articles of Association) The General Meeting is bound by the employee proposals on the appointment of the employee representatives (section 8 (1) sentence 3 of the Articles of Association, section 36 (4) sentence 2 SEBG).

Except for the Supervisory Board members Edwin Eichler (term until the end of the General Meeting which resolves on the approval of actions in respect of fiscal year 2015) and Susanne Klatten (term until the end of the General Meeting which resolves on the approval of actions in respect of fiscal year 2014), the term of office of all members of the Supervisory Board terminates with the end of the Annual General Meeting taking place on April 30, 2013. Hence, a new appointment of four shareholder representatives and all employee representatives is required.

a) With respect to the shareholder representatives the Supervisory Board proposes upon the recommendation of its Nomination Committee that the following resolution be adopted:

The following persons under no. 1-3 are elected – with effect from the termination of the Annual General Meeting taking place on April 30, 2013 – for a term until the end of the General Meeting which resolves on the approval of actions in respect of the fourth fiscal year following the beginning of the term of office (not counting the fiscal year in which the term of office begins), but in no case longer than five years, as members of the Supervisory Board:

1. Dr. Christine Bortenlänger, Pullach, Managing Director Deutsches Aktieninstitut e.V., Frankfurt/Main,
2. Dr. Daniel Camus, Geneva, Switzerland, Chief Financial Officer The Global Fund, Geneva, Switzerland,
3. Dr.-Ing. Hubert Lienhard, Heidenheim, Chairman of the Board of Management Voith GmbH, Heidenheim.

In addition, Andrew H. Simon OBE MBA, Bougy-Villars, Switzerland, Consultant and Supervisory Board Member of various companies is elected to the Supervisory Board – with effect from the termination of the Annual General Meeting taking place on April 30, 2013 – for a term until the end of the General Meeting which resolves on the approval of actions in respect of the fiscal year 2014.

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Further details regarding the candidates for election to the Supervisory Board proposed herein can be found in this document below following the agenda.

The General Meeting is not bound by the election proposals contained in this lit a).

It is planned to propose Mrs Susanne Klatten as a candidate for the Chair of the new Supervisory Board at its establishing meeting.

b) Out of the six employee representatives' seats, four seats are allocated to Germany and one seat to Poland and Portugal, respectively (section 18.1 of the Employee Participation Agreement, section 36 (1) SEBG). The following proposals are submitted by the employees for the employee representatives and their substitute members to be appointed by the General Meeting:

The following persons are elected – with effect from the termination of the Annual General Meeting taking place on April 30, 2013 – for a term until the end of the General Meeting which resolves on the approval of actions in respect of the fourth fiscal year following the beginning of the term of office (not counting the fiscal year in which the term of office begins), but in no case longer than five years, as members of the Supervisory Board:

1. Ana Cristina Ferreira Cruz, Cruz Quebrada-Dafundo, Portugal, quality manager Fisipec – Fibras Sintéticas de Portugal S.A., Lavrado, Portugal, as representative for Portugal,
2. Michael Leppek, Augsburg, Germany, district secretary of trade union IG Metall District Bavaria, Munich, Germany, as representative for Germany,
3. Helmut Jodl, Meitingen, Germany, full-time member of the Works Council of SGL Carbon GmbH, Meitingen, Germany, as representative for Germany,
4. Marcin Rzeminski, Nowy Sacz, Poland, quality manager SGL Carbon Polska S.A., Nowy Sacz, Poland, as representative for Poland,
5. Markus Stettberger, Allmshofen, Germany, full-time member of the Works Council of SGL Carbon GmbH, Meitingen, Germany, as representative for Germany,
6. Hans-Werner Zorn, Bonn, Germany, full-time member of the Works Council of SGL Carbon GmbH, Bonn, Germany, as representative for Germany.

The following persons are elected as substitute members for the employee representatives of the Supervisory Board of SGL Carbon SE for the above mentioned term of office:

1. Amilcar Raimundo, Alhos Vedros, Portugal, electrician Fisipec – Fibras Sintéticas de Portugal S.A., Lavrado, Portugal, as substitute member for Ana Cristina Ferreira Cruz,
2. Jürgen Glaser, Bingen, Germany, secretary of trade union and district director IG BCE – district Darmstadt, Darmstadt, Germany, as substitute member for Michael Leppek,
3. Birgit Burkert, Westendorf, Germany, chemical technician SGL Carbon GmbH, Meitingen, Germany, as substitute member for Helmut Jodl,
4. Izabela Urbas-Mokrzycka, Raciborz, Poland, assistant of management SGL Carbon Polska S.A., Raciborz, Poland, as substitute member for Marcin Rzeminski,
5. Josef Jung, Nordendorf, Germany, full-time member of the Works Council of SGL Carbon GmbH, Meitingen, Germany, as substitute member for Markus Stettberger,
6. Dieter Züllighofen, Remagen, Germany, full-time member of the Works Council of SGL Carbon GmbH, Bonn, Germany, as substitute member for Hans-Werner Zorn.

The substitute members shall become members of the Supervisory Board as stated, if the employee member of the Supervisory Board, for whom they were appointed substitute member, leaves prior to the expiration of the regular term.

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Further details regarding the candidates for election to the Supervisory Board and their substitute members proposed herein can be found in this document below following the agenda.

Pursuant to section 8 (1) sentence 3 of the Articles of Association the General Meeting is bound by the employees' proposals for the appointment of the employee representatives.

It is intended to have the General Meeting vote on the elections for the Supervisory Board on an individual basis (*Einzelwahl*).

7. Resolution for the Adjustment of the Compensation of the Supervisory Board and for an Amendment of the Articles of Association.

The current base compensation for the Supervisory Board members of SGL Carbon SE was last adjusted in the Annual General Meeting in 2007.

In light of the significantly increased expectations regarding the controlling and advisory activities of the Supervisory Board in the interest of good corporate governance, both the substantive duties and the time requirements for supervisory board members have increased. In addition, since the last adjustment of the compensation, the size and the international engagement of the Company have further increased resulting in additional responsibility and workload for the Supervisory Board. Not least of all, it is in the Company's best interest to be able to offer a competitive compensation in order to attract outstanding individuals to serve on its Supervisory Board. The compensation of Supervisory Board members of SGL Carbon SE should therefore be comparable to that of supervisory board members of companies similar in size and complexity, whereas it is currently below the average of MDAX-companies.

Overall, the management of SGL Carbon SE thus considers a reasonable increase in supervisory board compensation to be advisable. Experience also has shown that the significantly larger workload of the Chairman of the Supervisory Board should also be taken into account and that his or her compensation should be increased further relative to that of the other members. Finally, the responsibilities and the importance of the Audit Committee have expanded considerably. This should be recognized by a reasonable increase of the compensation for the membership in this committee, both for ordinary members and for its chairman.

The amendments to be proposed to the Annual General Meeting thus comprise:

- an adjustment of the base compensation of an ordinary Supervisory Board member from Euro 30,000.00 to Euro 50,000.00 per year and an agreement on the attendance fee (*Sitzungsgeld*) for participation in a meeting of the Supervisory Board at Euro 400.00 per meeting
- the adjustment of the compensation of the chairman of the Supervisory Board from 2 times to 2.5 times the (then increased) base compensation of an ordinary Supervisory Board member, that is, from currently Euro 60,000.00 to Euro 125,000.00 per year in the future (while the compensation of the deputy chairmen is to stay at 1.5 times the (then increased) base compensation of an ordinary Supervisory Board member, i.e. a compensation of Euro 75,000.00 per year in the future)
- the increase of the additional compensation for members of the Audit Committee from Euro 2,000.00 to Euro 3,000.00 and of that of the Chairman of the Audit Committee from Euro 5,000.00 to Euro 6,000.00 per meeting

For the avoidance of doubt, it is furthermore clarified that the performance of their duties by Supervisory Board members is included in the D&O insurance taken out by the Company. The new compensation is to come into effect at the beginning of January 1, 2014.

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

a) Section 12 of the Articles of Association shall be restated as follows:

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“Section 12

Remuneration of the Supervisory Board

- (1) In addition to reimbursement of expenses, every Supervisory Board member shall receive a fixed remuneration of € 50,000.00 to be payable at the end of the fiscal year. If a member of the Supervisory Board resigns from office in the course of a fiscal year or if a member of the Supervisory Board is elected in the course of a fiscal year, he shall receive the aforementioned remuneration pro rata temporis.
 - (2) The Chairman of the Supervisory Board shall receive two and a half times, each of his or her deputies one and a half times the fixed remuneration specified in para. 1 sentence 1 above.
 - (3) Every member of the Personnel and of the Strategy/Technology Committee shall receive € 2,000.00, every member of the Audit Committee shall receive € 3,000.00 for each committee meeting when in attendance. The chairmen of the Personnel and of the Strategy/Technology Committees shall each receive € 3,000.00 per meeting, while the chairman of the Audit Committee shall receive € 6,000.00 per meeting.
 - (4) The Company also grants each Supervisory Board member an attendance fee of € 400.00 for participation in a meeting of the Supervisory Board. The performance of duties by the Supervisory Board members is covered by a D&O insurance policy taken out by the Company.“
- b) The adjusted remuneration of the Supervisory board and hence the amendment of the Articles of Association set forth in a) of this item of the agenda shall apply for the first time as of January 1, 2014. The Executive Committee is instructed to ensure that the amendment of the Articles of Association is not registered prior to January 1, 2014.

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Additional information on the Supervisory Board candidates and their substitutes proposed for election under Agenda Item 6

Candidates Shareholder Representatives

Dr. Christine Bortenlänger, Pullach, Managing Director Deutsches Aktieninstitut e.V., Frankfurt/Main

Membership in domestic supervisory boards whose establishment is required by law:

- ERGO Versicherungsgruppe Aktiengesellschaft, Düsseldorf
- TÜV Süd Aktiengesellschaft, Munich

Membership in comparable domestic and foreign controlling bodies of business enterprises:

- Münchener Hypothekenbank e.G., Munich (Member of the representatives' meeting)

Dr. Daniel Camus, Geneva, Switzerland, Chief Financial Officer The Global Fund, Geneva, Switzerland

Membership in domestic supervisory boards whose establishment is required by law:

- MorphoSys AG, Martinsried

Membership in comparable domestic and foreign controlling bodies of business enterprises:

- Cameco Corp., Saskatoon, Canada
- Valéo SA, Paris, France
- Vivendi SA, Paris, France

Dr.-Ing. Hubert Lienhard, Heidenheim, Chairman of the Board of Management Voith GmbH, Heidenheim,

Voith - Group: Internal supervisory and advisory committee positions:

- Voith Hydro Holding GmbH & Co. KG, Heidenheim (Chairman of advisory committee)
- Voith Industrial Services Holding GmbH & Co. KG, Stuttgart (Chairman of advisory committee)
- Voith Paper Holding Verwaltungs GmbH & Co. KG, Heidenheim (Chairman of advisory committee)
- Voith Turbo GmbH & Co. KG, Heidenheim (Chairman of advisory committee)
- Voith Turbo Beteiligungs GmbH, Heidenheim (Chairman of Supervisory Board)

Membership in other domestic supervisory boards whose establishment is required by law:

- EnBW AG, Karlsruhe
- Heraeus Holding GmbH, Hanau

Andrew H. Simon OBE MBA, Bougy-Villars, Switzerland, Consultant and Supervisory Board Member of various companies

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Membership in comparable domestic and foreign controlling bodies of business enterprises:

- BCA Osprey 1 Ltd, London, United Kingdom
- Exova Group plc, London, United Kingdom
- Icon Infrastructure Management Ltd, Guernsey, United Kingdom
- Icon 1A GP Ltd, Guernsey, United Kingdom
- Management Consulting Group plc, London, United Kingdom
- Travis Perkins plc, Northampton, United Kingdom
- Finning International Inc., Vancouver, Canada

Mr. Simon meets the requirements of Section 100 (5) AktG in terms of independence and expertise in the areas of accounting and auditing of financial statements.

Candidates Employee Representatives

Ana Cristina Ferreira Cruz, Cruz Quebrada-Dafundo, Portugal

Quality manager Fisipe – Fibras Sintéticas de Portugal S.A., Lavradio, Portugal

Ana Christina Cruz does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Michael Leppek, Augsburg, Deutschland

District secretary of trade union IG Metall District Bavaria, Munich

Membership in domestic supervisory boards whose establishment is required by law:

- MTU Aero Engines Holding AG, Munich
- MTU Aero Engines GmbH, Munich
- Nokia Siemens Networks Management GmbH, Munich

Membership in comparable domestic and foreign controlling bodies of business enterprises:

- AOK Bayern - Die Gesundheitskasse, Directorate Munich, Munich (Directorate advisory board member)

Helmut Jodl, Meitingen, Germany

Member of the Works Council of SGL Carbon GmbH, Meitingen, Germany

Helmut Jodl does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Marcin Rzeziński, Nowy Sacz, Poland

Quality manager SGL Carbon Polska S.A., Nowy Sacz, Poland

Marcin Rzeziński does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

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Markus Stettberger, Allmanshofen, Germany

Member of the Works Council of SGL Carbon GmbH, Meitingen, Germany

Markus Stettberger does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Hans-Werner Zorn, Bonn, Germany

Member of the Works Council of SGL Carbon GmbH, Bonn, Germany

Hans-Werner Zorn does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Candidates Substitutes Employee Representatives

Amilcar Raimundo, Alhos Vedros, Portugal

Electrician Fisipe – Fibras Sintéticas de Portugal S.A., Lavradio, Portugal (substitute member for Ana Cristina Ferreira Cruz)

Amilcar Raimundo does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Jürgen Glaser, Bingen, Germany

Secretary of trade union and district director IG BCE – district Darmstadt, Darmstadt, Germany (substitute member for Michael Leppek)

Membership in domestic supervisory boards whose establishment is required by law:

- Merck KGaA, Darmstadt

Birgit Burkert, Westendorf, Germany

Chemical technician SGL Carbon GmbH, Meitingen, Germany (substitute member for Helmut Jodl)

Birgit Burkert does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Izabela Urbas-Mokrzycka, Raciborz, Poland

Assistant management SGL Carbon Polska S.A., Raciborz, Poland (substitute member for Marcin Rzeminiński)

Izabela Urbas-Mokrzycka does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Josef Jung, Nordendorf, Germany

Member of the Works Council of SGL Carbon GmbH, Meitingen, Germany (substitute member for Markus Stettberger)

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Josef Jung does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

Dieter Züllighofen, Remagen, Germany

Member of the Works Council of SGL Carbon GmbH, Bonn, Germany (substitute member for Hans-Werner Zorn)

Dieter Züllighofen does not hold office in any other domestic supervisory board whose establishment is required by law or in comparable domestic and foreign controlling bodies of business enterprises.

With regard to Section 5.4.1 (4) – (6) of the German Corporate Governance Code, it is hereby declared that, in the appraisal of the Supervisory Board, none of the candidates proposed by the Supervisory Board has personal or business relations subject to disclosure requirements under this provision 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.

Report on the use of Authorized Capital:

Since the last Annual General Meeting, the issuance of a total of 313,527 shares from the Authorized Capital I and Authorized Capital II of the Company with the exclusion of subscription rights in connection with the Bonus Program for Employees and the Matching Share Plan, both of which are described in detail in the financial statements of the Company, was adopted. From this 313,527 shares, 250,000 new shares were issued under the Authorized Capital II, for which the Annual General Meeting already excluded the subscription rights of shareholders, in order to transfer them in accordance with the terms of the agreed bonus arrangements to the employees at a price equivalent to the opening price in XETRA trading on March 18 of the respective transfer year – on March 18, 2013, this opening price was Euro 30.00. In addition, 63,527 new shares were issued under the Authorized Capital I to employees of the Company and its affiliated companies under the Matching Share Plan since the last Annual General Meeting. The employees contributed as a contribution in kind their claims for a bonus under the Matching Share Plan, which is granted at the end of the vesting period and is equivalent for each new share to the final quotation price in XETRA trading on such bonus date. The requirements for the exclusion of subscription rights are met in the Executive Committee's and Supervisory Board's opinion as the issuance of shares under employee participation programs enhances the motivation of the employees of SGL Group and are consequently also in the interest of the shareholders. By issuing these new shares after careful consideration the Company made use of the authorizations that were granted to it by the Annual General Meeting specifically to advance the participation of employees in the Company's share capital in order to carry out the employee participation programs of the Company in a liquidity-friendly way in accordance with their terms. These employee participation programs with their purpose of strengthening the allegiance of employees to the Company are in the Company's interest.

Documents and information pursuant to section 124a AktG

The following documents are available on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2013") from the day on which the Annual General Meeting is convened. These documents are also available for inspection by the shareholders at the Company's premises at Söhnleinstraße 8, 65201 Wiesbaden, Germany. They will also be available for inspection during the Annual General Meeting:

- Annual financial statements SGL Carbon SE, consolidated financial statements SGL Group, consolidated management report, report of the Supervisory Board, report of the Executive Committee pursuant to sections 289 (4) and 315 (4) HGB, proposal by the Executive Committee on the appropriation of net profit, in each case for the 2012 fiscal year
- Additional information on the Supervisory Board candidates and their substitutes proposed for election under Agenda Item 6

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

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 70,956,698. As a rule, each share grants one vote. Of the total number of shares, the Company holds 22,640 own shares without rights.

Attendance at the Annual General Meeting

Shareholders intending to attend the Annual General Meeting or to exercise their voting rights must 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 23, 2013 (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 23, 2013 (24.00 hours CEST) at the latest. The evidence of the shareholding must relate to the start of the 21st day before the meeting (evidence date), i.e. April 9, 2013 (0.00 hours CEST).

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

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

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

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 section 135 (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

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SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden
Germany

Fax: +49-(0)611-6029-231

E-mail: SGL-HV2013@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 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 section 135 (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 for their services. 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 28, 2013 (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.

Again, 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 (under "Investor Relations / Annual General Meeting / 2013"). 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 can be granted a power of attorney and/or such power of attorney revoked or instructions to them amended by April 29, 2013 (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

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

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Postal votes can be transmitted to the Company in writing by letter, by fax or by E-mail by April 28, 2013 (24.00 hours CET) at the address

SGL Carbon SE
Group Legal
Söhnleinstraße 8
65201 Wiesbaden
Germany

Fax: +49-(0)611 -6029-231
E-mail: SGL-HV2013@computershare.de

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

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

Postal votes may still be revoked or amended up to the point in time 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 (under "Investor Relations / Annual General Meeting / 2013"). 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 April 29, 2013 (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 15, 2013 (24.00 hours CEST) at the latest to the following address only:

SGL Carbon SE
Group Legal
Söhnleinstraße 8
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Non-binding Courtesy Translation

For information purposes only

Any counter-motions and voting proposals to be made available will be published on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2013"). 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 Euro 500,000.00 (which is equal – rounded to the next whole number – to 195,313 no-par value shares of the Company) may request that items be put on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution.

Such a request for inclusion on the agenda shall be addressed to the Executive Committee and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which such a request is received), i.e. by March 30, 2013 (24.00 hours CET) at the latest. We kindly ask to send such requests to the following address:

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

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 (under "Investor Relations / Annual General Meeting / 2013").

Partial transmission of the Annual General Meeting

The shareholders of the Company and other interested persons may watch, subject to technical availability, the address of the Chairman of the Executive Committee to the Annual General Meeting on April 30, 2013 on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2013").

Wiesbaden, March 2013

SGL Carbon SE

The Executive Committee