

SGL CARBON SE
Wiesbaden, Germany

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

– German Securities Code Number (WKN) A13SVB –
– ISIN DE000A13SVB4 –

Shareholders are hereby invited to the

Annual General Meeting

to be held on Thursday, **April 30, 2015**, 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, 2014, the management reports of SGL Carbon SE and SGL Group for fiscal year 2014, the report of the Supervisory Board, the report pursuant to Sections 289 (4), 315 (4) of the German Commercial Code (*Handelsgesetzbuch – HGB*).**

There will be no resolution by the Annual General Meeting on Item 1 of the Agenda. On March 17, 2015, the Supervisory Board of SGL Carbon SE approved the annual financial statements of SGL Carbon SE for the year ended December 31, 2014 presented by the Board of Management. The annual financial statements were thus adopted pursuant to Section 172 of the German Stock Corporation Act (*Aktiengesetz – German Stock Corporation Act*). The consolidated financial statements were also approved by the Supervisory Board at its meeting on March 17, 2015. 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 2014.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Board of Management during fiscal year 2014 be approved.

- 3. Resolution approving the actions of the Supervisory Board during fiscal year 2014.**

The Board of Management and the Supervisory Board propose that the actions of the sitting members of the Supervisory Board during fiscal year 2014 be approved

- 4. Appointment of the Auditors and Group Auditors for fiscal year 2015.**

The Supervisory Board proposes, upon the Audit Committee's recommendation, the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Germany, as auditors and Group auditors for fiscal year 2015.

- 5. Election of Supervisory Board Members.**

The term of office of the Supervisory Board members Susanne Klatten and Andrew H. Simon terminates with the end of the Annual General Meeting taking place on April 30, 2015. In addition, the term of office of the Supervisory Board member Edwin Eichler will terminate on May 3, 2016 and therefore prior to the date of the next Annual General Meeting currently envisaged for May 18, 2016. In order to continuously ensure a fully staffed Supervisory Board, Edwin Eichler is to be already re-

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elected at this year's Annual General Meeting for another term of office upon taking into account his remaining term of office. Hence, the Annual General Meeting will 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), Part III of the Agreement on the Participation of Employees in SGL Carbon SE of December 8, 2008 (Employee Participation Agreement), and 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. Of these twelve members, six members are to be appointed by the Annual General Meeting 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 Annual General Meeting is not bound by proposals on the election of shareholder representatives to the Supervisory Board.

The Supervisory Board proposes – based on the recommendation of its Nomination Committee and taking into account 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, Entrepreneur and Managing Director of SKion GmbH, Bad Homburg, Germany, and
- 5.2. Georg Denoke, Munich, Germany, Chief Financial Officer of Linde Aktiengesellschaft, Munich, Germany,

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 2019, but for no longer than until April 30, 2020, and

- 5.3. Edwin Eichler, Weggis, Switzerland, Advisor and Chief Executive Officer of SAPINDA Holding B.V., Amsterdam, The Netherlands, for a term commencing upon the termination of his current term of office on the Supervisory Board and expiring at the end of the Annual General Meeting which resolves the approval of actions in respect of fiscal year 2019, but for no longer than until April 30, 2020.

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 Mrs 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.

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 on the creation of a new Authorized Capital 2015 with the right to exclude subscription rights and amendment of the Articles of Association.

The authorization of the Annual General Meeting granted on May 10, 2012 to increase the Company's share capital by up to Euro 52,228,764.16 (Authorized Capital I/2012) has been almost fully utilized with the completion of the capital increase against subscription rights in fiscal year 2014. In order to allow the Company to be able to cover its capital requirements on short notice and in an adaptable manner in the future, a new Authorized Capital 2015 is to be adopted. Shareholders will be regularly granted subscription rights if such new Authorized Capital 2015 is utilized. However, the Board of Management, with the approval of the Supervisory Board, is to be authorized to exclude the subscription rights of the shareholders for certain purposes.

The Board of Management and Supervisory Board therefore propose the following resolutions:

- a) The Board of Management is authorized to increase the share capital of the Company, with the approval of the Supervisory Board, by up to a total of Euro 51,200,000.00 by issuing up to 20,000,000 new no-par value bearer shares with a pro rata amount of the share capital of Euro 2.56 attributable to each share against cash and/or non-cash contributions (Authorized Capital

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2015) on one or several occasions in the period up to April 29, 2020. Shareholders are regularly granted a subscription right. The new shares can be subscribed to by one or more banks determined by the Board of Management or by undertakings licensed under Sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) German Banking Act with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Board of Management is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights:

- (i) for fractions arising from the subscription ratio in the case of capital increases against cash and/or non-cash contributions;
- (ii) to the extent necessary to grant the bearers, or creditors in the case of registered securities, of bonds with warrants or conversion rights or obligations issued or to be issued by the Company or its Group companies a right to subscribe to new shares to the extent to which they would be entitled after the exercise of their warrants or conversion rights, or the performance of their exercise or conversion obligations;
- (iii) if the new shares are issued as part of a capital increase for non-cash contributions for the acquisition of companies, parts of companies or equity interests in companies or other assets; or
- (iv) if, in the case of a capital increase for cash contributions, the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at neither the time the resolution is taken nor at the time this authorization is exercised, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares of the same kind already listed on a stock exchange at the time of the final determination of the issue price. If, during the term of this Authorized Capital 2015 and until utilization is made of the Authorized Capital 2015, other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised and in doing so the subscription right under or in corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act is excluded, this must be counted towards the aforementioned 10% limit.

The Board of Management shall be authorized to determine the further details of the capital increase, its implementation, including, but not limited to the material substance 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 in accordance with the respective utilization of the Authorized Capital 2015 and, if the Authorized Capital 2015 has not been used or not been fully used by April 29, 2020, after the expiration of the term of the authorization.

- b) Article 3 (10) of the Articles of Association shall be revised as follows:

"(10) The Board of Management is authorized to increase the share capital, with the approval of the Supervisory Board, by up to a total of Euro 51,200,000.00 by issuing up to 20,000,000 new no-par value bearer shares with a pro rata amount of the share capital of Euro 2.56 attributable to each share against cash and/or non-cash contributions (Authorized Capital 2015) on one or several occasions in the period up to April 29, 2020. Shareholders are regularly granted a subscription right. The new shares can be subscribed to by one or more banks determined by the Board of Management or by undertakings licensed under Sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) German Banking Act with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Board of Management is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights:

- (i) for fractions arising from the subscription ratio in the case of capital increases against cash and/or non-cash contributions;
- (ii) to the extent necessary to grant the holders, or creditors in the case of registered securities, of bonds with warrants or conversion rights or obligations issued or to be

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issued by the Company or its Group companies a right to subscribe to new shares to the extent to which they would be entitled after the exercise of their warrants or conversion rights, or the performance of their exercise or conversion obligations;

- (iii) if the new shares are issued as part of a capital increase for non-cash contributions for the acquisition of companies, parts of companies or equity interests in companies or other assets; or
- (iv) if, in a capital increase for cash contributions, the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at neither the time the resolution is taken nor at the time this authorization is exercised, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares of the same kind already listed on a stock exchange at the time of the final determination of the issue price. If, during the term of this Authorized Capital 2015 and until utilization is made of the Authorized Capital 2015, other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised and in doing so, the subscription right under and in corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act is excluded, this must be counted towards the aforementioned 10% limit.

The Board of Management is authorized to determine the further details of the capital increase, its implementation, including, but not limited to, the material substance 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 in accordance with the respective utilization of the Authorized Capital 2015 and, if the Authorized Capital 2015 has not been used or not been fully used by April 29, 2020, after the expiration of the term of the authorization.”

7. Resolution on the cancellation of the Contingent Capital 2000/I pursuant to Art. 3 (9) of the Articles of Association and the relevant amendment of the Articles of Association.

The Contingent Capital 2000/I pursuant to Art 3 (9) of the Articles of Association of the Company, which was approved in the Annual General Meeting on April 27, 2000, served to grant subscription rights for stock options, issued between 2000 until the end of 2004 on the basis of a stock option plan authorized by a resolution of the Annual General Meeting of same date. As stock options from the stock option plan no longer exist, the remaining Contingent Capital 2000/I in the amount of Euro 1,870,080.00 now serves no function. For this reason, it is to be cancelled and the Articles of Association are to be adjusted accordingly.

The Board of Management and the Supervisory Board thus propose that the following resolution be adopted:

The remaining Contingent Capital 2000/I adopted by the Annual General Meeting on April 27, 2000 shall be fully cancelled. Art. 3 (9) of the Articles of Association shall be deleted.

8. Resolution on the reduction of the Contingent Capital 2010/I in Art. 3 (14) of the Articles of Association and the relevant amendment of the Articles of Association.

Pursuant to Art. 3 (14) of the Articles of Association, the registered share capital may be increased on a contingent basis by up to Euro 35,840,000.00 through the issue of up to 14,000,000 new no-par value shares. The contingent increase of capital serves to grant rights to holders of options and convertible bonds which are issued by the Company or by the management of the affiliated companies of the Company on or before April 29, 2015 under the authorizing resolution of the Annual General Meeting on April 30, 2010.

The Company has partially utilized this authorization in April of 2012 through the issue of convertible bonds with a total volume of Euro 240,000,000.00 (ISIN DE000A1ML4A7). In order to grant shares to the holders of this convertible bond, the Company does not require the entire Contingent Capital 2010/I. The issue of more options and/or convertible bonds on the basis of the authorizing resolution

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of the Annual General Meeting on April 30, 2010 is no longer possible after the expiration of the authorization on April 29, 2015. To adjust the Contingent Capital 2010/I to the substantially lower requirement of shares to be issued under the outstanding convertible bond, the Contingent Capital 2010/I in Art. 3 (14) of the Articles of Association is to be reduced.

The Board of Management and the Supervisory Board thus propose that the following resolution be adopted:

- a) The contingent increase of the registered share capital pursuant to Art. 3 (14) of the Articles of Association in the amount of up to Euro 35,840,000.00, divided into up to 14,000,000 new no-par value bearer shares with a pro-rated share in the registered share capital of Euro 2.56 per share shall be reduced to the amount of up to Euro 20,480,000.00, divided into 8,000,000 new no-par value bearer shares with a fractional share in the registered share capital of Euro 2.56 per share. In all other respects, the Contingent Capital pursuant to Art. 3 (14) of the Articles of Association shall remain unchanged.
- b) Art. 3 (14) sentence 1 of the Articles of Association shall be amended as follows:

“(14) The registered share capital shall be contingently increased by up to Euro 20,480,000.00 through the issue of up to 8,000,000 new no-par value bearer shares with a pro-rated share in the registered share capital of Euro 2.56 per share (Contingent Capital 2010).“
- c) The Supervisory Board is authorized to adjust the wording of Art. 3 (14) of the Articles of Association in accordance with the relevant issue of subscription shares and to make all amendments to the Articles of Association in this context which only concern that wording.

9. Resolution on the authorization to issue convertible bonds/bonds with warrants with the ability to exclude subscription rights and the creation of a new Contingent Capital 2015 and the relevant amendment of the Articles of Association.

The issuance of convertible bonds and/or bonds with warrants (or a combination of these instruments, as the case may be) may provide a further opportunity, depending on the market situation, of exploiting attractive financing alternatives in the capital market in addition to the conventional possibilities of raising debt and equity capital. In order to warrant the financial leeway of the Company, the Board of Management is to be authorized to issue convertible bonds and/or bonds with warrants. A new Contingent Capital 2015 is to be resolved to service the bond with warrants and/or convertible bond rights or duties of conversion under these bonds.

The Board of Management and the Supervisory Board thus propose that the following resolution be adopted:

- a) Authorization to Issue Convertible Bonds and/or Bonds with Warrants with the Ability to Exclude Subscription Rights

(i) General

The Board of Management shall be authorized, with the consent of the Supervisory Board, to issue bearer or registered convertible bonds and/or bearer or registered bonds with warrants or a combination of these instruments (collectively the “Bonds”) with limited or unlimited maturities up to an aggregate nominal amount of Euro 350,000,000.00 on one or more occasions until April 29, 2020 for cash and/or non-cash consideration, and to grant the bearers or creditors of the bonds conversion or option rights, as the case may be, for no-par value bearer shares in the Company with a pro-rated amount in the registered share capital of up to a total of Euro 25,600,000.00 in accordance with the more detailed provisions of the terms and conditions of the convertible bonds and bonds with warrants.

The bonds may be issued in euros or – upon limitation to the equivalent amount in euros – in a foreign currency such as that of an OECD country. They may also be issued by affiliated companies controlled by the Company (“Group affiliate”). In this case, the Board of Management, with the consent of the Supervisory Board, shall be authorized to assume the guarantee for the bonds on behalf of the Company and to grant or impose conversion or option

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rights or duties, as the case may be, on the bondholders for the no-par value bearer shares in the Company.

The individual bond issues shall be divided into partial bonds (Teilschuldverschreibungen).

(ii) Bonds with warrants and convertible bonds

Where bonds with warrants are issued, one or more warrants shall be attached to each partial bond granting to the holder the right to subscribe to no-par value bearer shares in the Company subject to the option terms and conditions to be determined by the Board of Management. The option terms and conditions may also provide that the option price can be satisfied by transfer of partial bonds and, if applicable, against additional payment in cash. The term of the option right may not exceed the term of the bond with warrants. A consolidation of, and/or a cash compensation for, any fractions may also be stipulated.

Where convertible bonds are issued, in the case of bearer convertible bonds, the bearers, and in all other cases, the holders, are granted the right to convert their partial bonds into new no-par value bearer shares in the Company pursuant to the terms and conditions of the convertible bonds to be determined in detail by the Board of Management. The conversion ratio is the result of dividing the nominal amount of a partial bond by the conversion price determined for one no-par value bearer share in the Company. Where the issue price of a partial bond is below the nominal amount, the conversion ratio is determined by dividing the issue price of the partial bond by the conversion price determined for one new no-par value bearer share in the Company. It is also possible to provide that the conversion ratio is variable and the conversion price will remain unchanged or be fixed within a range which is yet to be determined in dependence on share performance during the term. The conversion ratio may be rounded up to a whole number; furthermore, an additional payment in cash may be determined. Otherwise, a consolidation of, and/or a cash compensation for, any fractions may be stipulated. The pro-rated amount of the registered share capital of the shares to be issued upon conversion may not exceed the nominal amount of the partial bond.

Sections 9 (1) and 199 German Stock Corporation Act shall remain unaffected by this provision.

(iii) Conversion obligation

The convertible bond terms and conditions may also provide for a conversion obligation upon maturity (or at an earlier date or upon the occurrence of a certain event). The pro-rated amount of the registered share capital represented by the shares to be issued upon conversion must not exceed the nominal amount of the partial bond. In this event, the Company may be authorized to satisfy in whole or in part in cash a possible difference, between the nominal amount of the convertible bond and the product of the conversion price and the conversion ratio. Sections 9 (1) and 199 German Stock Corporation Act shall remain unaffected by this provision.

(iv) Authorization to make substitution

The terms and conditions for convertible bonds and/or bonds with warrants may provide that the Company is entitled to issue shares in the Company to the bondholders in full or in part in lieu of payment of the amount of cash due. The shares shall be credited in each case at a value which is equal to the arithmetic mean, rounded up to full cents, of the closing auction prices quoted for shares in the Company of the same kind in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during a period to be defined in the terms and conditions of the bonds.

The terms and conditions for convertible bonds and/or bonds with warrants may provide that, upon conversion or the exercise of option rights, the Company may also issue treasury shares to bondholders. In addition, the terms and conditions may provide that, instead of issuing shares to bondholders of convertible bonds or bonds with warrants, the Company shall pay the equivalent value in cash. In accordance with the more detailed provisions of the bond terms

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and conditions, the consideration per share is equal to the arithmetic mean (rounded up to full cents) of the closing auction prices quoted for shares in the Company of the same kind in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during a period to be defined in the terms and conditions of the bonds.

Finally, the terms and conditions of the bonds may provide that, instead of new shares from contingent or authorized capital, bonds are to be converted into existing shares in the Company or in another company or the warrant may be satisfied by delivery of such shares. The terms and conditions of the bonds may also provide for a combination of these forms of performance.

(v) Conversion or option price

Save for cases where a conversion obligation or the right of substitution is provided for, the option or conversion price to be determined for a no-par value share must be equivalent to at least 80 % of the arithmetic mean of the closing auction prices of shares of the same kind in the Company in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days prior to the date of the resolution on the issue of the bonds by the Board of Management, or – if a subscription right is granted – at least 80% of the arithmetic mean of the closing auction prices of shares of the same kind in the Company in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during the subscription period, excluding the days of the subscription period which are required so that the option or conversion price can be published within the period prescribed by Section 186 (2) sentence 2 German Stock Corporation Act.

In cases of a conversion obligation or a right to substitute, the option price or conversion price, in accordance with the more detailed conditions of the option terms and conditions, may be equivalent to at least either the aforementioned minimum price or to the arithmetic mean of the closing auction prices of the shares in the Company of the same kind in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days prior to the final maturity day or the other defined point in time, even if such arithmetic mean is below the aforementioned minimum price (80%).

Sections 9 (1) and 199 German Stock Corporation Act shall remain unaffected by this provision.

(vi) Dilution protection

If the Company increases its registered share capital during the period for exercising conversion or option rights by granting its shareholders subscription rights, sells treasury shares granting subscription rights to its shareholders, or should the Company sell additional convertible bonds or bonds with warrants by granting subscription rights to its shareholders, or grants or guarantees option and/or conversion rights without granting thereby subscription rights to the holders of existing option and/or conversion rights to which they would be entitled as shareholders upon exercise of their option and/or conversion rights, or upon fulfillment of their conversion obligations, or if the registered share capital is increased from Company funds, the terms and conditions for convertible bonds or bonds with warrants must ensure that the economic value of existing option or conversion rights remains unaffected by making adjustments to the value of option or conversion rights in a manner that preserves their value wherever such adjustment is not already prescribed by mandatory law. Adjustments may also be provided for in the context of dividend payments, a reduction of capital or other capital measure, restructuring, a change in control to third parties or other unusual measures or events, which may result in a dilution of the value of the shares. Sections 9 (1) and 199 German Stock Corporation Act shall remain unaffected by this provision.

(vii) Subscription right and exclusion of subscription right

Shareholders shall generally have subscription rights to the bonds. The bonds may also be subscribed to by one or several banks designated by the Board of Management or an undertaking licensed under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7)

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German Banking Act with the obligation to offer them for purchase to the shareholders (indirect subscription right). If bonds are issued by a Group affiliate, the Company shall ensure that shareholders of the Company are granted their statutory subscription rights.

The Board of Management is authorized, however, with the consent of the Supervisory Board, to exclude the subscription rights of the shareholders for bonds issued against cash payment if the Board of Management, upon review, duly determines that the issue price of the bonds is not materially below their theoretical market value as computed in accordance with generally accepted finance-mathematical methods. This authorization shall only apply, however, to bonds with conversion rights and/or option rights or with a conversion obligation for shares representing an aggregate pro-rated share in up to 10% of the Company's registered share capital on the effective date of this authorization or – if this amount is lower – 10% of the Company's registered share capital on the date this authorization is exercised. To be deducted when calculating the aforementioned limit is the pro-rated amount of the registered share capital that is attributable to the shares or to which the conversion and/or option rights or obligations under the bonds which have been issued since the grant of this authorization upon exclusion of subscription rights of issued or treasury shares issued or sold upon direct or analogous application of Section 186 (3) sentence 4 German Stock Corporation Act.

The Board of Management is furthermore authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights regarding fractional amounts which result from subscription ratios. In addition, the Board of Management is authorized to exclude the subscription rights with the consent of the Supervisory Board to the extent required to grant to bondholders of previously issued bonds with conversion or option rights or obligations a subscription right in respect of no-par value bearer shares in the Company in the amount to which they would be entitled upon exercise of their conversion or option rights or upon fulfillment of their conversion obligations.

Finally, the Board of Management is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights if the bonds are issued in exchange for non-cash contributions by contributing bonds issued on the basis of the relevant authorizations of the Annual General Meeting on April 29, 2009 and/or April 30, 2010.

(viii) Further structuring possibilities

The Board of Management is authorized, with the consent of the Supervisory Board, to set down all other details regarding the issue and the features of the bonds, including, but not limited to, the interest rate and type of interest, the issue price, the term to maturity, the denomination, the dilution protection provisions, the applicable conversion and option periods, and to set down in the aforesaid framework the conversion and option prices or to set down such details in agreement with the relevant bodies of the Group affiliates issuing the bonds.

- b) The registered share capital of the Company shall be contingently increased by up to Euro 25,600,000.00 through the issue of up to 10,000,000 new no-par value bearer shares with a pro-rated amount of the registered share capital attributable to each share of Euro 2.56 (Contingent Capital 2015). The contingent increase in capital serves to grant shares to bearers or holders of convertible bonds and/or bonds with warrants issued in accordance with the above authorization. The contingent increase in capital shall be implemented only to the extent that conversion and/or option rights arising from such convertible bonds and/or bonds with warrants are exercised or conversion obligations arising therefrom are fulfilled and that other forms of performance are not used to service such rights. The new shares are issued at the option or conversion price, as the case may be, to be determined in accordance with the above authorization. If convertible bonds and/or bonds with warrants are issued in accordance with the above authorization by the Company or by Group affiliates controlled by the Company for the purpose of acquiring convertible bonds issued on the basis of the resolution of the Annual General Meeting of the Company on April 29, 2009 under agenda item 9 and/or the resolution of the Annual General Meeting of the Company on April 30, 2010 under agenda item 8, the new shares from the contingent capital are issued to the holders of these (partial) convertible bonds in exchange for contributing such (partial) convertible bonds as a non-cash contribution. The number of new shares to be issued in exchange for the (partial) convertible bonds being

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contributed is determined by the conversion ratio as set forth in the authorization of the Annual General Meeting on April 30, 2015. New shares shall be entitled to participate in the profit as of the beginning of the fiscal year in which they are created through the exercise of conversion or option rights or through the performance of conversion obligations. The Board of Management is authorized to set down all further details regarding the implementation of the contingent increase in capital with the consent of the Supervisory Board.

- c) Art 3 of the Articles of Association shall be supplemented by the following subsection (11):

“(11) The registered share capital is contingently increased by up to Euro 25,600,000 through the issue of up to 10,000,000 new no-par value bearer shares with a pro-rated amount of the registered share capital attributable to each share of Euro 2.56 (Contingent Capital 2015). The contingent increase in capital shall be implemented only to the extent that

- (i) the bearers or creditors of conversion or option rights which exist or are attached to convertible bonds or bonds with warrants issued by the Company or by Group affiliates controlled by the Company until April 29, 2020 under the authorizing resolution of the Annual General Meeting of April 30, 2015 exercise their conversion and/or option rights, or
- (ii) the bearers or creditors obliged to the conversion of convertible bonds issued until April 29, 2020 by the Company or by Group affiliates controlled by the Company based on the authorizing resolution of the Annual General Meeting of April 30, 2015 fulfill their conversion obligation;

in each instance of cases (i) and (ii) provided that no other forms of performance are used to service such rights. The new shares are issued at the option or conversion price, as the case may be, to be determined in accordance with the authorizing resolution of the Annual General Meeting on April 30, 2015. If convertible bonds and/or bonds with warrants are issued in accordance with the aforementioned authorization by the Company or by Group affiliates controlled by the Company for the purpose of acquiring convertible bonds issued on the basis of the resolution of the Annual General Meeting of the Company on April 29, 2009 under agenda item 9 and/or the resolution of the Annual General Meeting of the Company on April 30, 2010 under agenda item 8, the new shares from the contingent capital are issued to the holders of these (partial) convertible bonds in exchange for contributing such (partial) convertible bonds as a non-cash contribution. The number of new shares to be issued in exchange for the (partial) convertible bonds being contributed is determined by the conversion ratio as set forth in the authorization of the Annual General Meeting on April 30, 2015. The new shares shall be entitled to participate in the profit as of the beginning of the fiscal year in which they are issued through the exercise of conversion or option rights or through performance of conversion obligations. The Board of Management is authorized, with the consent of the Supervisory Board, to set down all further details regarding the implementation of the contingent increase in capital.”

- d) The Supervisory Board is authorized to adapt the wording of Art. 3 (11) of the Articles of Association in accordance with each issue of the subscription shares and to make all other changes to the Articles of Association in this context which only relate to the wording.

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Additional information on the Supervisory Board candidates proposed for election under Agenda Item 5

Susanne Klatten, Munich, Germany, Entrepreneur and Managing Director of SKion GmbH, Bad Homburg, 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
- Bayerische Motoren Werke Aktiengesellschaft, Munich, Germany
- UnternehmerTUM GmbH, Garching, Germany (Chair Supervisory Board)

Georg Denoke, Munich, Germany, Chief Financial Officer of Linde Aktiengesellschaft, Munich, Germany.

Georg Denoke 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.

Georg Denoke meets the requirements of Section 100 (5) German Stock Corporation Act in terms of independence and expertise in the areas of accounting and auditing of financial statements.

Edwin Eichler, Weggis, Switzerland, Chief Executive Officer of SAPINDA Holding B.V. Amsterdam, The Netherlands, and Advisor.

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

- Heidelberger Druckmaschinen Aktiengesellschaft, Heidelberg, Germany
- SMS Holding GmbH, Hilchenbach, Germany
- SCHMOLZ + BICKENBACH AG, Emmenbrücke, Switzerland (Chairman Administrative Board)
- Hoberg & Driesch GmbH & Co. KG Röhrengroßhandel, Düsseldorf, Germany (Advisory Board)
- Fr. Lürssen Werft GmbH & Co. KG, Bremen, Germany (Advisory Board)

With regard to Section 5.4.1 (4) – (6) of the German Corporate Governance Code, the following is declared:

Apart from the fact that Mrs. Susanne Klatten is currently chairing the Supervisory Board of SGL Carbon SE, she is also managing director and 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 Section 5.4.1 (4) – (6) of the German Corporate Governance Code. Apart from that, BMW AG is the joint venture partner of SGL Group in the joint ventures SGL Automotive Carbon Fibers GmbH & Co. KG, Munich, Germany, and SGL Automotive Carbon Fibers LLC, Moses Lake, USA (together SGL-ACF), which on their part deliver carbon fibers and carbon fiber fabrics to BMW AG; the sales volume in 2014 amounted to just above a three-digit million euro amount. In addition, there are business relations between SGL Group (including its joint ventures) and BMW Group, in particular the delivery of carbon fiber

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and carbon ceramic products with a sales volume in a low double-digit euro million range in fiscal year 2014. Finally, SKion GmbH indirectly holds a stake in Nordex SE, Rostock, Germany and the business relations between Nordex Group and SGL Group regarding the delivery of carbon and glass fiber products with a sales volume in a higher one-digit euro million figure in fiscal year 2014.

Apart from the fact that Mr. Edwin Eichler is currently a member of the Supervisory Board of SGL Carbon SE, he is also the chairman of the administrative board (*Verwaltungsratspräsident*) of SCHMOLZ + BICKENBACH AG, Emmenbrücke, Switzerland. Sales contracts have been in place between SGL Carbon SE and its affiliated companies and SCHMOLZ + BICKENBACH AG for graphite electrodes with a volume in a middle one-digit euro million figure in fiscal year 2014.

Apart from the above and in the estimation 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 provision.

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Report by the Board of Management to the Annual General Meeting on Item 6 of the Agenda regarding the creation of a new Authorized Capital 2015 with the right to exclude subscription rights pursuant to Section 203 (1) and (2) German Stock Corporation Act in conjunction with Section 186 (4) sentence 2 German Stock Corporation Act and Art. 9 (1) SE-VO

The Board of Management renders the following report on Agenda Item 6 to the Annual General Meeting in accordance with Section 203 (1) and (2) in conjunction with Section 186 (4) sentence 2 German Stock Corporation Act and Art. 9 (1) SE-VO on the reasons for the authorization of the Board of Management to exclude the subscription right of shareholders when availing itself of the authorization to effect a capital increase:

The authorization granted by the Annual General Meeting on May 10, 2012 to increase the share capital of the Company by up to Euro 52,228,764.16 (Authorized Capital I/2012) has been nearly fully utilized with the completion of last year's capital increase against subscription rights. The Company, however, should also be able to cover its capital requirements on short notice and flexibly in the future. For this reason, new Authorized Capital 2015 is to be created in Section 3 (10) of the Articles of Association by the Annual General Meeting under Item 6 of the Agenda. The Board of Management is to be authorized to increase the share capital, with the approval of the Supervisory Board, by up to a total of Euro 51,200,000.00 by issuing up to 20,000,000 new no-par value bearer shares against cash contributions and/or non-cash contributions.

In principle, the shareholders will be entitled to subscription rights if the Authorized Capital 2015 is utilized. Apart from a direct issue of new shares to the shareholders it should also be possible that one or more banks or undertakings licensed under Sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) German Banking Act, as determined by the Board of Management, can subscribe to the new shares with the obligation that they will offer them for subscription to shareholders. The involvement of such intermediaries merely serves to simplify the technical processing of share issues.

Under certain conditions, however, the Board of Management is to be authorized to exclude subscription rights with the approval of the Supervisory Board.

Subscription rights are to be excludable for fractions. In this case the exclusion of subscription rights serves the need to establish a workable subscription ratio with regard to the amount of the respective increase in capital. If subscription rights relating to fractions were not excluded, the technical feasibility of capital increases and the exercise of subscription rights would become extremely complicated, especially if the capital was increased by round sums. The new shares excluded from subscription rights as free fractions will either be realized via a sale on the stock exchange or in another manner which is most beneficial for the Company.

The authorization to exclude subscription rights for the benefit of holders of bonds with warrants or conversion rights or obligations issued or to be issued by the Company or its Group companies is designed to ensure that, in the event that this authorization is utilized, the option or conversion price does not have to be reduced in line with the so-called dilution protection clauses of the option or conversion terms and conditions. Rather, the holders of the bonds with warrants or conversion rights or obligations may also be granted subscription rights to the extent to which they would be entitled after the exercise of their warrants or exercise of conversion rights, or the performance of their conversion obligations. The authorization gives the Board of Management the opportunity to choose after careful consideration of the interests, between these two alternatives when utilizing the Authorized Capital 2015.

Furthermore, the Board of Management is to be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against non-cash contributions in order to grant new shares as consideration in the context of mergers or the acquisition of companies, parts of companies, or equity interests in companies or other assets. This will allow the Company to use its own shares as an acquisition currency. This may improve the negotiating position of the Company in acquiring such assets, e.g., if the seller prefers shares as consideration over cash or if the Company deems it to be preferential in the interest of the Company to offer shares as consideration. This is to put the Company in the position to react quickly and flexibly in case of favorable opportunities to acquire companies, parts of companies or stakes in companies or to acquire other assets if the issuance of shares is required. Since decisions on the acquisition of such assets generally have to be taken on short notice, it is important that the Company is not dependent on the cycle of Annual General Meetings. The law takes this into account with the instrument of authorized capital. The proposed authorization ensures in these situations an optimal financing of the

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acquisition against the issue of new shares and the associated enhancement of the Company's equity basis. The shareholders' financial interests are protected by the commitment of the Board of Management to exercise the authorization to only issue new shares at an issue price that is in an appropriate ratio to the value of the contribution in kind pursuant to Section 255 (2) German Stock Corporation Act. In assessing the value of the shares granted for a consideration the Board of Management is guided by the stock market price. A schematic link with a stock market price is, however, not provided for, particularly so as not to undermine already achieved negotiation results by fluctuations in the stock market price.

Finally, the Board of Management is to be authorized to exclude subscription rights pursuant to Sections 203 (1) and (2) sentence 1, 186 (3) sentence 4 German Stock Corporation Act, if the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10% of the share capital, at neither the time the resolution is taken nor at the time this authorization is made use of, and the issue price of the new shares is not substantially lower than the stock exchange price of the shares already listed on a stock exchange at the time of the final determination of the issue price by the Board of Management. This possibility of excluding subscription rights enables the Board of Management and the Supervisory Board to make use of opportunities that present themselves in a given stock market situation quickly, flexibly and cost-effectively. This ensures an optimal strengthening of the Company's own funds in the interests of the Company and all shareholders. If the aforementioned preconditions are fulfilled, the exclusion of subscription rights is readily admissible because within this framework, shareholders are able and can reasonably be expected by virtue of statutory judgment to acquire a number of shares that is required to maintain their shareholding quota at almost the same conditions via the stock market. The issue price of the new shares must be orientated towards the current stock exchange price of the shares already listed and must not fall below this price by more than 5%. If other authorizations to issue or sell shares of the Company or to issue rights enabling or prescribing the subscription of shares of the Company are exercised during the term of the Authorized Capital 2015 and until utilization is made of the Authorized Capital 2015, and in doing so, the subscription rights pursuant to and in corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act are excluded, this must be counted towards the aforementioned 10% limit. On balance, this ensures that in compliance with the statutory evaluation of Section 186 (3) sentence 4 German Stock Corporation Act, the shareholders' pecuniary and voting interests are adequately protected during the utilization of the Authorized Capital 2015 under exclusion of subscription rights. Taking into account all of the aspects involved, the authorization of the Board of Management to exclude subscription rights within the limits described is reasonable and required in the interests of the Company.

There are currently no plans to utilize the new Authorized Capital 2015. The Board of Management will exercise due care in examining in each individual case whether or not it should make use of the authorization to increase the capital upon the exclusion of subscription rights. It will only make use of this authorization if the Board of Management and the Supervisory Board are of the opinion that this is in the interests of the Company and its shareholders. The Board of Management will report on each use of this authorization to the respective subsequent Annual General Meeting and in the Company's annual report.

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Report by the Board of Management to the Annual General Meeting on Item 9 of the Agenda regarding the exclusion of subscription rights upon issue of convertible bonds and/or bonds with warrants pursuant to Section 221 (4) sentence 2, Section 186 (4) sentence 2 German Stock Corporation Act in conjunction with Art. 9 (1) SE-VO

The Board of Management renders the following report to the Annual General Meeting pursuant to Section 221 (4) sentence 2, Section 186 (4) sentence 2 German Stock Corporation Act in conjunction with Art. 9 (1) SE-VO on the grounds for the authorization of the Board of Management to exclude the subscription right of shareholders upon invoking the authorization:

We propose to the Annual General Meeting a new authorization and a new contingent capital for the issue of convertible bonds and/or bonds with warrants (collectively the "Bonds"). Depending on the market situation, the issue of convertible bonds and/or bonds with warrants (or a combination of these instruments, as the case may be) may provide a further opportunity, in addition to the conventional possibilities of raising debt and equity capital, to make use of attractive financing alternatives in the capital market. The issue is to be limited to a total nominal value of bonds of up to Euro 350,000,000.00 and an entitlement to subscribe to up to 10,000,000 no-par value bearer shares in the Company. There are currently no plans to utilize this authorization.

The issue of convertible bonds and/or bonds with warrants facilitates the raising of debt capital on favorable terms. The procured conversion or option premiums benefit the capital basis of the Company and thus allow it to use more favorable financing opportunities. The further envisaged opportunity to create conversion obligations in addition to granting conversion and/or option rights expands the leeway for structuring the financing instrument. The authorization will provide the Company with the necessary flexibility to place the bonds itself or via affiliates controlled by the Company ("Group affiliates"). The bonds may also be denominated in currencies other than the euro, such as the currency of an OECD country, and may be issued with a limited or unlimited duration. The authorization contains details for determining the conversion and/or option price.

Shareholders should generally be granted a subscription right. In the case of a placement via Group affiliates, the Company must also ensure that the shareholders are granted the statutory subscription right. In order to facilitate settlement, the possibility is provided that the bonds be issued to one or several banks with the obligation to offer the bonds to the shareholders for subscription in accordance with their subscription right.

However, the Board of Management should also be authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders to the extent that the issue of shares under conversion and/or option rights or conversion obligations is restricted to a maximum of 10% of the registered share capital of the Company. Any other issue of shares against cash consideration, sale of treasury shares and issue of option and/or conversion rights is to be taken into account in this maximum limit of 10% of the share capital, provided that such issue or sale is made upon exercise (or indirect application) of the authorization to exclude the subscription right pursuant to Section 186 (3) sentence 4 German Stock Corporation Act during the term of this authorization. This deduction ensures that no convertible bonds and/or bonds with warrants will be issued if this would result in the exclusion of the subscription right of the shareholders for a total of more than 10% of the share capital in direct or indirect application of Section 186 (3) sentence 4 German Stock Corporation Act. This further restriction is in the interest of the shareholders who would like to maintain their shareholding interests wherever possible in the event of these corporate actions.

The possibility to exclude the subscription right provides the Company with the flexibility to exploit favorable capital market situations on a short-term basis and, by determining the conditions in accordance with prevailing market terms, to achieve better terms regarding the interest rate and issue price of the bond. The decisive factor is that, as opposed to an issue of bonds with subscription right, the issue price can be determined immediately before the placement, thereby avoiding an increased risk of price change for the duration of the subscription period. In contrast, where a subscription right is granted, the subscription price would have to be disclosed by the third to the last day prior to the end of the subscription period. In view of the frequently observed volatility on the stock markets, there would be a market risk for a number of days, which would result in having safety margins deducted when stipulating the terms and conditions of the bond and thus conditions which are not in accordance with prevailing market terms. Also, the granting of a subscription right could jeopardize any successful placement with third parties, or result in additional expenses, due to the uncertainty of the exercise thereof.

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By setting an issue price for the bonds which is not materially below the notional market value computed in accordance with generally accepted financial mathematical methods, shareholders' need for protection with regard to a dilution of their shareholding is to be accounted for. If the issue price were equivalent to the market value, the value of the subscription right would virtually be decreased to zero. The protection of the shareholders against the dilution of their shareholding is thus ensured, and shareholders will not suffer any significant economic disadvantage due to the exclusion of the subscription rights. Shareholders who would like to maintain their share in the Company's registered share capital or to acquire bonds in accordance with the proportion of their shareholding can achieve this through additional purchases via the market on roughly the same terms and conditions.

The Board of Management shall also be authorized, with the consent of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right. By applying the authorization, this serves to create subscription ratios that are free of fractions to the greatest possible extent. The fractional new shares, which are excluded from the subscription right of the shareholders, will either be sold on the stock exchange or otherwise realized in the best possible manner to the benefit of the Company. The restriction of the exclusion to fractional amounts does not result in any significant dilution for the shareholders. The financial interests of the shareholders are protected by the duty to realize the fractional amounts in the best possible manner.

Furthermore, the Board of Management is to be given the opportunity to exclude, with the consent of the Supervisory Board, the subscription right of the shareholders in order to grant to the bearers or creditors of previously issued conversion or option rights or convertible bonds with conversion obligation a subscription right in the same scope to which they would be entitled upon exercise of their conversion or option rights or upon compliance with their conversion obligations. This provides an opportunity to avoid that, in the event of the use of the authorization, the option or conversion price for the holder of existing conversion or option rights will have to be discounted under those option and conversion terms and conditions or may have to be granted other dilution protection by the Company. The only burden on existing shareholders will be that the holders/creditors of conversion and/or option rights are granted a subscription right to which they would in any event be entitled if they had already exercised their conversion and/or option rights or complied with their conversion obligation. Upon consideration of the advantages and disadvantages, the exclusion subscription rights would appear to be appropriate in this case.

Finally, it is to be allowed that the subscription right is excluded in order to issue convertible bonds and/or bonds with warrants in exchange for the convertible bonds being contributed which were issued on the basis of the resolution of the Annual General Meeting of the Company on April 29, 2009 under agenda item 9 and/or the resolution of the Annual General Meeting of the Company on April 30, 2010 under agenda item 8. This alternative may significantly support the optimization of the financing structure of the Company. There will presumably be no further dilution for the shareholder in applying such alternative.

To increase flexibility, the terms and conditions of the bonds may provide that the Company will not grant shares in the Company to a party entitled to a conversion or option, but will pay the equivalent value in cash. The proposed contingent capital serves to service the conversion and/or option rights connected to the convertible bonds and/or bonds with warrants or to satisfy conversion obligations in respect of shares in the Company, provided that other forms of performance are not used for this purpose.

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Report by the Board of Management on the use of Authorized Capital:

On September 29, 2014, the Board of Management of SGL Carbon SE, with the approval of the Audit Committee authorized by the full Supervisory Board, passed a resolution to increase the registered share capital of the Company by a nominal amount of Euro 51,660,800.00 in accordance with the existing authorization in Art. 3 (6) of the Articles of Association against the issue of 20,180,000 new, no-par value bearer shares with an entitlement to dividends as of fiscal year 2014. A banking consortium acquired the new shares with the obligation to offer them to shareholders for subscription in a ratio of 25:7 (7 new shares for 25 old shares). The subscription price was set at Euro 13.25 per new share. The subscription rights were exercised at a level of 99.65%, and 19,870,312 new shares were issued at a subscription price of Euro 13.25 per share. The remaining 309,688 new shares (which also include the fractions excluded from the subscription rights) were placed at a weighted average price of about Euro 13.75 per share under the scope of share market transactions at the respective current stock market price. The capital increase resulted in gross proceeds of about Euro 267.5 million, whereby equity was enhanced and net debt was reduced. The subscription price was set by the Board of Management following extensive discussions with the banking consortium involved in the transaction and upon consideration of the market situation at the time of the capital increase. As this was an increase of capital with subscription rights, the shareholders had the opportunity to maintain the level of their holdings upon exercising their subscription rights capital.

Furthermore, the issue of a total of 383,842 shares from the Authorized Capital I/2012 and Authorized Capital II/2011 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, has been adopted since the last Annual General Meeting. Of these 383,842 shares, 325,000 new shares were issued under the Authorized Capital II/2011, for which the Annual General Meeting already had 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 16 of the respective transfer year – on March 16, 2015, this opening price was Euro 16.655. In addition, 58,842 new shares have been issued under the Authorized Capital I/2012 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 Board of Management's and Supervisory Board's opinion as the issue of shares under employee participation programs enhances the motivation of the employees of SGL Group and is thus also in the interest of the shareholders. By issuing these new shares after careful consideration the Company made use of the authorizations specifically granted to it by the Annual General Meeting 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 accordance with their terms in a manner that is not onerous to liquidity. With the purpose of strengthening the allegiance of employees to the Company, these employee participation programs are in the Company's interest.

In connection with the Matching Share Program the Company acquired 7,542 own shares between the previous and the actual Annual General Meeting which amounts to a share of Euro 19,307.52 in the nominal share capital (corresponding to 0.008% of the share capital) based on the authorization granted by the Annual General Meeting on April 30, 2010. The shares were purchased on the stock exchange at the available stock exchange price for transferring them to the Board of Management members Dr. Köhler and Dr. Wingefeld to satisfy their bonus claims under the Matching Share Plan.

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

The following documents are available online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2015") 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 Soehnleinstrasse 8, 65201 Wiesbaden, Germany. They will also be available for inspection during the Annual General Meeting:

- Annual financial statements of SGL Carbon SE, consolidated financial statements of the SGL Group, management reports of SGL Carbon SE and SGL Group, report of the Supervisory Board, report pursuant to Sections 289 (4) and 315 (4) HGB, in each case for the 2014 fiscal year
- Additional information on the Supervisory Board candidates proposed for election under Agenda Item 5
- Reports of the Board of Management on Agenda Items 6 and 9 (including a report on the use of the Authorized Capital).

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

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

Shares and Voting Rights

On the date of the invitation convening the Annual General Meeting, the Company's share capital is composed of 91,806,368 no-par value bearer shares, each of which will generally convey one vote. Of the total number of shares, the Company holds 77,905 treasury shares without rights.

Attendance at the Annual General Meeting

Shareholders intending to attend the Annual General Meeting or to exercise their voting rights must register in person or through a proxy prior to the meeting. The registration form must be received by the Company by no later than on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is April 23, 2015 (24.00 hours CEST).

Furthermore, shareholders must provide evidence of their entitlement to attend the Annual General Meeting. For this purpose, evidence of their shareholding provided in text form by the custodian bank or financial services institution is sufficient. The 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 April 23, 2015 (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. April 9, 2015 (0.00 hours CEST).

The registration form and verification 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

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Upon due receipt of the registration form and proof of shareholdings, the shareholders will be issued an admission ticket to attend the Annual General Meeting. These admission tickets are for organizational purposes and do not constitute an additional requirement for participating at the Annual General Meeting.

Significance of the verification date

Pursuant to Section 123 (3) sentence 6 German Stock Corporation Act, persons shall only be deemed shareholders for the purpose of attending the Annual General Meeting and exercising the voting right if they have provided verification as to their shareholding within due time. For this reason, the Company may prevent a person from attending the Annual General Meeting and exercising voting rights if such verification 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 verification date will not have any effect on the authority to attend the Annual General Meeting and to exercise voting rights. Similarly, any person not yet holding shares as of the verification date who only became shareholder after the verification date will not be entitled to attend the Annual General Meeting and to exercise voting rights.

Process of voting by proxy

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

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

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

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

Fax: +49-(0)89-30903-74675
E-mail: SGL-HV2015@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 fax transmission or 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. To facilitate voting by a proxy, shareholders will receive a proxy form together with the admission ticket for the Annual General Meeting, which may be used by the proxy.

If a shareholder intends to authorize a bank, a shareholders' association or a person or institution equivalent to them pursuant to Section 135 (8) and Section 135 (10) German Stock Corporation Act in conjunction with Section 125 (5) German Stock Corporation Act, we request that the required form of the power of attorney be agreed to 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 be subject to Section 135 (5) sentence 4 German Stock Corporation Act.

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- b) We also offer our shareholders the opportunity to authorize proxies designated by the Company. If authorized, the proxies designated by the Company will exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given. Shareholders intending to make use of this opportunity may also use the proxy form which they received together with their admission ticket to the Annual General Meeting to this end. The power of attorney and the instructions to the proxies designated by the Company must be provided in text form and must be delivered to the address, fax number or E-mail address under lit. a) above by no later than April 28, 2015 (24.00 hours CEST) (date of receipt). Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies appointed by the Company together with their admission ticket. At the Annual General Meeting, the granting of powers of attorney to the proxies designated by the Company will also be possible for shareholders which intend to leave the Annual General Meeting before its ends until shortly before the agenda items are up for vote.
- c) As in past years, the Company is offering a web-based system for granting powers of attorney to proxies and/or for revoking such power of attorney or amending instructions given to them online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2015"). In order to be able to use the web-based system, a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they give notice of their intention to attend the Annual General Meeting. By using this web-based system, proxies can be granted a power of attorney and/or such power of attorney can be revoked or instructions to them can be amended by no later than April 29, 2015 (18.00 hours CEST), as opposed to all other means of transmission. Proxies granted by means of transmission other than the web-based system cannot be amended or revoked via the web-based system. Shareholders will find further details at the above-mentioned internet address.

Process of voting by postal vote

As in the last year, shareholders or shareholder representatives can again vote without attending the Annual General Meeting (postal vote). Voting by postal vote is subject to the same participation requirements as those that apply to personal attendance at the Annual General Meeting. Consequently, a timely registration is also required in such case (see above under "Attendance at the Annual General Meeting").

Postal votes can be transmitted to the Company in writing by letter, by fax or by E-mail by April 28, 2015 (24.00 hours CET) at the address

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

Fax: +49-(0)89-30903-74675
E-mail: SGL-HV2015@computershare.de

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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 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 rejecting a proposed resolution by voting against the proposal of the Board of Management 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 described scope must either attend the meeting in person or authorize a third party to do so.

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

The Company also offers a web-based system for transmitting postal votes and/or for their revocation or amendment online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2015"). In order to be able to use the web-based system a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they give notice of their intention to attend the Annual General Meeting. By using this web-based system, postal votes can be transmitted and/or revoked or amended by no later than on April 29, 2015 (18.00 hours CEST), as opposed to all other means of transmission. Postal votes transmitted by means of transmission other than the web-based system cannot be amended or revoked via the web-based system. The shareholders will find further details at the abovementioned internet address.

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

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

Shareholder motions

Counter-motions and voting proposals within the meaning of Sections 126, 127 German Stock Corporation Act 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 no later than on April 15, 2015 (24.00 hours CEST) to the following address, fax number or E-mail address only:

SGL Carbon SE
Group Legal
Soehnleinstrasse 8
65201 Wiesbaden
Germany

Fax: +49-(0)611 -6029-231
E-mail: HV2015@sglgroup.com

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 / 2015"). Any comments by the Board of Management or the Supervisory Board will also be published at the same internet address.

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

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 500,000.00 (which is equal – rounded to the next whole number – to 195,313 no-par value shares of the Company) may

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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 (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, 2015 (24.00 hours CET) at the latest. 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' right to obtain information pursuant to Section 131 (1) German Stock Corporation Act

Pursuant to Section 131 (1) German Stock Corporation Act, each shareholder and each shareholder representative may request from the Board of Management 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 Board of Management may refuse to provide information under the conditions set out in Section 131 (3) German Stock Corporation Act.

More information on the shareholders' rights pursuant to Article 56 SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126, 127 and 131 (1) German Stock Corporation Act is available online at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2015").

Partial transmission of the Annual General Meeting

The shareholders of the Company and other interested persons may watch the address of the Chairman of the Board of Management to the Annual General Meeting on April 30, 2015 on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2015") subject to technical availability.

Wiesbaden, March 2015

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The Board of Management

Important Notice:

In order to avoid that items which may endanger or disturb the Annual General Meeting are brought in by attendees, you will be guided through a security check. If necessary, items will be stored for you until you leave the Annual General Meeting. These measures contribute to a smooth and secure conduction of the Annual General Meeting, but may result in waiting time when entering the venue. For this reason, we would ask that you please arrive in good time prior to the start of the Annual General Meeting.