

**Non-binding Courtesy Translation**

For information purposes only

**SGL Carbon SE**

**Wiesbaden**

– WKN 723530 –  
– ISIN DE0007235301 –

– WKN A13SVB –  
– ISIN DE000A13SVB4 –

**Explanation of the Rights of Shareholders under Art. 56 of Council Regulation (EC) No 2157/2001 (SE Regulation), Sec. 50 (2) SE Implementation Act (SEAG) in conjunction with Sections 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act**

**1 Request for Additional Items on the Agenda under Art. 56 SE Regulation, Sec. 50 (2) SEAG and Sec. 122 (2) German Stock Corporation Act**

Under Art. 56 SE Regulation, Sec. 50 (2) SEAG in conjunction with Sec. 122 (2) German Stock Corporation Act, shareholders whose shares make up at least 5 % of the registered share capital or a proportionate sum of € 500,000.00 may request that items are put on the agenda and publicized. Because in the case of SGL Carbon SE the proportionate sum of € 500,000.00 is less than 5 % of the registered share capital, it is sufficient when requesting an addition to the agenda that the proportionate sum of € 500,000.00 is reached. This amount is equivalent to 195,313 shares in the company - rounded up to the next whole number of shares.

Each new item must be submitted with grounds or a draft resolution.

The request must be submitted to the Board of Management and be received by the company in writing at least 30 days prior to the annual general meeting of shareholders (whereby neither the date of the annual general meeting of shareholders nor the date of the receipt of the request are to be included in this calculation), that is, by no later than March 30, 2015 (24.00 hours CEST). Please send these requests to the following address:

SGL Carbon SE  
Vorstand  
Söhnleinstrasse 8  
65201 Wiesbaden  
Germany

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To the extent they have not already been announced in the notice of the annual general meeting, supplements to the agenda which are to be announced will be announced without undue delay upon receipt of the request in the German Federal Gazette and transmitted to such media for publication of which it may be assumed that they disseminate information to all of the European Union. In addition, they will be made available online under [www.sglgroup.de](http://www.sglgroup.de) (under „Investor Relations / Annual General Meeting / 2015“).

**2 Counterproposals and Nominations by Shareholders under Sections 126 (1), 127 German Stock Corporation Act**

Under Sec. 126 (1) or Sec. 127 German Stock Corporation Act shareholders may send counterproposals to a draft resolution of the Board of Management and/or the Supervisory Board concerning a particular item on the agenda or their own nominations for the election of supervisory board members or auditors, provided such elections are on the agenda. The proposals or nominations, indicating the name of the shareholder, must be sent to the following address, fax number or E-Mail address:

SGL Carbon SE  
Group Legal  
Söhnleinstrasse 8  
65201 Wiesbaden  
Germany

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

Counterproposals and nominations received by the company at the aforesaid address at least 14 days prior to the annual general meeting of shareholders, that is, by no later than on April 15, 2015 (at 24.00 hours CEST), including any comments by the administration of the company, will be made available online under [www.sglgroup.de](http://www.sglgroup.de) (under „Investor Relations / Annual General Meeting / 2015“), provided the further requirements for a duty to make publication have been met. Counterproposals and nominations sent to a different address will not be taken into account.

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Counterproposals must not be made available if no grounds are enclosed. Furthermore, the duty to make counterproposals and their grounds available is not applicable under Sec.126 (2) German Stock Corporation Act

- if the Board of Management would make itself criminally liable by doing so (Sec. 126 (2) sentence 1 No. 1 German Stock Corporation Act),
- if the counterproposal would result in a resolution of the annual general meeting of shareholders in contravention of the laws or the company articles of incorporation (Sec. 126 (2) Sentence 1 No. 2 German Stock Corporation Act),
- if major aspects of the grounds are evidently false or contain misleading information or slanderous statements (Sec. 126 (2) sentence 1 No. 3 German Stock Corporation Act),
- if another counterproposal by the shareholder based on one and the same facts has already been made available to an annual general meeting of shareholders of the company under Sec. 125 German Stock Corporation Act (Sec. 126 (2) sentence 1 No. 4 German Stock Corporation Act),
- if one and the same counterproposal by the shareholder with substantially identical grounds has already been made available in the last five years for at least two annual general meetings of shareholders under Sec. 125 German Stock Corporation Act and less than a twentieth of the registered share capital has voted in favor or it in the annual general meeting of shareholders (Sec. 126 (2) sentence 1 No. 5 German Stock Corporation Act),
- if the shareholder has indicated that he will not attend the annual general meeting of shareholders and will not be represented by a proxy (Sec.126 (2) sentence 1 No. 6 German Stock Corporation Act), or
- if, in two annual general meetings of shareholders within the last two years, the shareholder has refrained from entering a counterproposal himself or through another party of which he had given notice (Sec. 126 (2) sentence 1 No. 7 German Stock Corporation Act).

The grounds of a counterproposal must not be made available if they are of more than 5,000 characters (including spacing) in length.

The above comments apply accordingly for nominations, whereby no grounds are required for nominations. Save for the cases referred to in Sec. 126 (2) German Stock Corporation Act, the nominations will not be made available even if there is

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no disclosure, in the case of individuals, of the name, exercised profession and place of residence, and in the case of legal entities, where they have been proposed to become auditors, of the company name and registered office (Sec. 124 (3) Sentence 4 German Stock Corporation Act). Finally, nominations for the election of supervisory board members must not be made available if the nomination is not accompanied by information on the membership of a candidate in other domestic supervisory boards whose establishment is required by law and in comparable supervisory bodies of foreign and domestic business enterprises.

Please bear in mind that counterproposals and nominations within the meaning of Sections 126 (1) and 127 German Stock Corporation Act may only be put to a vote in the annual general meeting of shareholders if they are also presented in the annual general meeting of shareholders. Provided that an equivalent motion is submitted during the annual general meeting of shareholders, a vote on such nomination for the election of a supervisory board member under Sec. 127 German Stock Corporation Act will be taken – pursuant to Sec. 137 German Stock Corporation Act – before the nomination proposal of the Supervisory Board if a minority of the shareholders whose shares together account for one-tenth of the represented registered share capital so demand. Aside from this, proposals by shareholders may also be included as items on the agenda during the annual general meeting of shareholders if they have not already been communicated in the period prior to the annual general meeting as counterproposals or nominations within the meaning of Sections 126 (1), 127 German Stock Corporation Act.

### **3 Right of Shareholders to Information pursuant to Sec. 131 (1) German Stock Corporation Act**

Under Sec. 131 (1) German Stock Corporation Act each shareholder and each representative of a shareholder in the annual general meeting of shareholders may request information from the Board of Management on matters concerning the company, the legal and business relations of the company to an affiliated company and the situation of the group of companies and the companies included in the consolidated financial statements, provided the information is required for correctly evaluating one or several items on the agenda.

Under Art. 16 (4) of the Articles of Association, the chairman of the meeting is allowed to reasonably limit the time allotted to shareholders for questions and statements. In particular, he is authorized to set down a reasonable timeframe at the beginning of the annual general meeting of shareholders for the entire meeting, for individual items on the agenda or for individual speakers.

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Under Sec. 131 (3) German Stock Corporation Act the Board of Management may refuse to provide information

- if the disclosure of information, following reasonable commercial evaluation, is capable of causing not insignificant harm to the company or an affiliated company (Sec. 131 (3) Sentence 1 No.1 German Stock Corporation Act),
- if it relates to tax valuations or the amount of individual taxes (Sec. 131 (3) Sentence 1 No. 2 German Stock Corporation Act),
- on the difference between the value at which items were estimated in the balance sheet and the higher value of these items unless the annual general meeting of shareholders shall approve the annual financial statements (Sec. 131 (3) Sentence 1 No. 3 German Stock Corporation Act),
- on the accounting and valuation methods, provided the disclosure of these methods in the notes is sufficient to convey a reasonable view of the actual situation of the net assets, financial position and results of operations of the company within the meaning of Sec. 264 ( 2) German Commercial Act; this does not apply if the annual general meeting shall approve the annual financial statements (Sec. 131 (3) Sentence 1 No. 4 German Stock Corporation Act),
- if the Board of Management would make itself criminally liable through the disclosure (Sec. 131 (3) Sentence 1 No. 5 German Stock Corporation Act), und
- if the information is continually available on the homepage of the company for at least seven days prior to the commencement of and in the annual general meeting of shareholders (Sec. 131 (3) Sentence 1 No. 7 German Stock Corporation Act).

If a shareholder has been provided with information outside of the annual general meeting because of his shareholder status, such information must be given to every other shareholder in the annual general meeting of shareholders upon request under Sec. 131 (4) Sentence 1 German Stock Corporation Act even if the information is not required for the appropriate evaluation of the item on the agenda. The Board of Management is not entitled to refuse to disclose the information under Sec. 131 (3) Sentence 1 No. 1 to 4 German Stock Corporation Act.

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If a shareholder is refused information, he may request under Sec. 131 (5) German Stock Corporation Act that his question and the ground for the refusal to disclose the information be recorded in the minutes of the meeting.

**4 Suspension of Rights pursuant to Sec. 28 German Securities Trading Act and/or Sec. 59 German Securities Acquisition and Takeover Act**

Please be advised that the foregoing rights do not exist under Sec. 28 German Securities Trading Act and/or Sec. 59 German Securities Acquisition and Takeover Act for as long as a shareholder has not complied with possible disclosure duties under Sec. 21 (1) German Securities Trading Act or his duties under Sec. 35 (1) and (2) German Securities Acquisition and Takeover Act.

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