

SGL CARBON SE
Wiesbaden, Germany

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

– German Securities Code Number (WKN) A1MMFZ–
– ISIN DE000A1MMFZ2 –

Shareholders are hereby invited to the

Annual General Meeting

to be held on Thursday **May 10, 2012**, 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, 2011, the consolidated management report of SGL CARBON SE and the Group for the fiscal year 2011, the report of the Supervisory Board, the report of the Executive Committee pursuant to sections 289 (4) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch – HGB*) as well as the proposal by the Executive Committee on the appropriation of net income.**

At its meeting on March 21, 2012, the Supervisory Board of SGL CARBON SE approved the annual financial statements of SGL CARBON SE for the year ended December 31, 2011 presented by the Executive Committee. The annual financial statements were therefore adopted pursuant to section 172 of the German Stock Corporation Act (*Aktiengesetz – AktG*). As a result, no resolution of the Annual General Meeting on the annual financial statements is required. Likewise, the consolidated financial statements were also approved by the Supervisory Board at its meeting on March 21, 2012. Pursuant to section 173 (1) sentence 2 AktG, a resolution by the Annual General Meeting is neither required in this respect. Rather, the aforementioned documents must only be presented to the Annual General Meeting.

- 2. Resolution on the appropriation of the net income for fiscal year 2011.**

The Executive Committee and the Supervisory Board propose that the net income (*Bilanzgewinn*) for fiscal year 2011 amounting to € 20,000,000.00 shall be appropriated as follows:

Distribution of a dividend of €0.20 per each no-par value share entitled to the dividend for fiscal year 2011:	€ 14,058,561.00
Amount carried forward:	€ 5,941,439.00

The amounts of both the dividend distribution and the carryforward reflect the 70,292,805 no-par value shares existing at the time of the invitation to the Annual General Meeting 2012 which are entitled to the dividend for fiscal year 2011. Should there be any change in the number of no-par value shares entitled to the dividend for fiscal year 2011 before the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution at the Annual

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General Meeting, with an unchanged dividend of € 0.20 per each no-par value share entitled to the dividend for fiscal year 2011 as well as a suitably amended carryforward.

3. Resolution approving the actions of the Executive Committee during fiscal year 2011.

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Executive Committee during fiscal year 2011.

4. Resolution approving the actions of the Supervisory Board during fiscal year 2011.

The Executive Committee and the Supervisory Board propose that this resolution be granted for sitting members of the Supervisory Board during fiscal year 2011.

5. Appointment of the Auditors and Group Auditors for fiscal year 2012.

The Supervisory Board proposes, upon the Audit Committee's recommendation, the appointment of Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt am Main as auditors and Group auditors for fiscal year 2012.

6. Resolution on the cancellation of the existing Authorized Capital I, creation of a new Authorized Capital I with the right to exclude subscription rights and amendments of the Articles of Association in Article 3 (6) and Article 3 (11).

In accordance with Article 3 (6) of the Articles of Association, the Executive Committee is authorized to increase the Company's share capital with the approval of the Supervisory Board against cash and/or non-cash contributions, following the partial use of the authorization, for still up to €52,228,764.16 until April 28, 2014 (Authorized Capital I). In addition, the Executive Committee was authorized under Article 3 (11) of the Articles of Association to increase the share capital with the approval of the Supervisory Board against contributions in cash by up to € 23,873,251.84 (Authorized Capital III). The Authorized Capital III expired on April 26, 2012.

The Company, however, shall also be able in the future - as before under the Authorized Capital III - to increase its share capital on short notice against cash contributions with the exclusion of subscription rights, to the extent the new shares do not exceed 10 percent of the share capital and the issue price of the new shares is not substantially lower than the price of the shares already listed on a stock exchange. Therefore, a new Authorized Capital I/2012 shall be adopted which includes such an authorization to exclude subscription rights of shareholders. Apart from that, the new Authorized Capital I/2012 shall basically be identical to the present Authorized Capital I. The term of the new Authorized Capital I/2012, however, shall again amount to a full 5-year period. As a consequence of the extended term it is also necessary to increase the authorization for issuing shares with the exclusion of subscription rights for purposes of the Matching Share Plan under the Authorized Capital I/2012. Here, the issuance of up to 350,000 shares shall be permitted as this had initially been the original amount when the present Authorized Capital I had been adopted by the Annual General Meeting on April 29, 2009.

The present Authorized Capital I shall be cancelled. The cancellation of the Authorized Capital I shall only become effective if it is replaced by the new Authorized Capital I/2012 on the basis of the following proposal. The amendment of the Articles of Association regarding the cancellation of the Authorized Capital I shall therefore only be registered with the commercial register if the respective resolutions under item 6 of the Agenda have not been contested during the contestation period, or any claim made has been dismissed in a legally binding manner, or a legally binding release resolution with respect to the registration has been adopted.

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

- a) The authorization in accordance with Article 3 (6) of the Articles of Association to increase the share capital of the Company until April 28, 2014, with the approval of the Supervisory Board, by issuing up to 20,401,861 no-par value bearer shares against cash and/or non-cash contributions on one or several occasions for up to €52,228,764.16 (Authorized Capital I) is hereby cancelled with effect as of the new Authorized Capital I/2012 under subsection b) below becoming effective.

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- b) The Executive Committee is authorized to increase the share capital, with the approval of the Supervisory Board, by up to a total of €52,228,764.16 by issuing up to 20,401,861 new no-par value bearer shares with a pro rata amount of the share capital of €2.56 attributable to each share against cash or non-cash contributions (Authorized Capital I/2012) on one or several occasions in the period up to May 9, 2017. Shareholders are granted a subscription right. The new shares can be subscribed by one or more banks determined by the Executive Committee or companies acting pursuant to Article 53 (1) sentence 1 or Article 53b (1) sentence 1 or par. 7 German Banking Act with the obligation to offer them to shareholders for subscription (indirect subscription right).

However, the Executive Committee is authorized, with the approval of the Supervisory Board, to exempt fractions of subscription rights. In addition, the Executive Committee can exclude subscription rights with the approval of the Supervisory Board

- (i) if the new shares are issued to employees of SGL CARBON SE or of companies affiliated with the Company within the meaning of sections 15 ff. of the AktG participating in the Matching Share plan. However, for this purpose the share capital can only be increased by a total of no more than €896,000.00 by issuing a total of up to 350,000 new no-par value bearer shares with a pro rata amount of the share capital of €2.56 attributable to each share on one or several occasions;
- (ii) 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;
- (iii) in a capital increase for cash contributions, if the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10 percent of the share capital, neither at 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 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 I/2012 and until utilization is made of the Authorized Capital I/2012, 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 pursuant to and in corresponding application of section 186 (3) sentence 4 AktG is excluded, this must be counted towards the aforementioned 10 percent limit.

The Executive Committee shall be authorized to determine the further details of the capital increases out of the Authorized Capital I/2012 and their implementation, in particular the content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board shall be authorized to adjust the wording of the Articles of Association according to the respective utilization of the Authorized Capital I/2012 and, if the Authorized Capital I/2012 has not been used at all by May 9, 2017 or has not been fully used by this date, after the expiration of the term of the authorization.

- c) Article 3 (6) of the Articles of Association shall be revised as follows:

"(6) The Executive Committee is authorized to increase the share capital, with the approval of the Supervisory Board, by up to a total of €52,228,764.16 by issuing up to 20,401,861 new no-par value bearer shares with a pro rata amount of the share capital of €2.56 attributable to each share against cash or non-cash contributions (Authorized Capital I/2012) on one or several occasions in the period up to May 9, 2017. Shareholders are granted a subscription right. The new shares can be subscribed by one or more banks determined by the Executive Committee or companies acting pursuant to Article 53 (1) sentence 1 or Article 53b (1) sentence 1 or par. 7 German Banking Act with the obligation to offer them to shareholders for subscription (indirect subscription right).

However, the Executive Committee is authorized, with the approval of the Supervisory Board, to exempt fractions of subscription rights. Furthermore, the Executive Committee can exclude subscription rights with the approval of the Supervisory Board

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- (i) if the new shares are issued to employees of SGL CARBON SE or of companies affiliated with the Company within the meaning of sections 15 ff. of the AktG participating in the Matching Share plan. However, for this purpose the share capital can only be increased by a total of no more than €896,000.00 by issuing a total of up to 350,000 new no-par value bearer shares with a pro rata amount of the share capital of €2.56 attributable to each share on one or several occasions;
- (ii) 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;
- (iii) in a capital increase for cash contributions, if the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10 percent of the share capital, neither at 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 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 I/2012 and until utilization is made of the Authorized Capital I/2012, 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 pursuant to and in corresponding application of section 186 (3) sentence 4 AktG is excluded, this must be counted towards the aforementioned 10 percent limit.

The Executive Committee is authorized to determine the further details of the capital increases out of the Authorized Capital I/2012 and their implementation, in particular the content of the rights associated with the shares and the terms and conditions of the share issues, with the approval of the Supervisory Board. The Supervisory Board is authorized to adjust the wording of the Articles of Association according to the respective utilization of the Authorized Capital I/2012 and, if the Authorized Capital I/2012 has not been used at all by May 9, 2017 or has not been fully used by this date, after the expiration of the term of the authorization.”

- d) With the expiration of the Authorized Capital III on April 26, 2012, Article 3 (11) of the Articles of Association has become irrelevant and is cancelled without replacement.
- e) The Executive Committee is to be instructed to only have the amendment to the Articles of Association with respect to the restatement of the Authorized Capital I – as per subsection c) above – registered with the commercial register providing that (i) the contestation period in accordance with section 246 (1) AktG has expired without any claims being lodged against the effectiveness of the resolution under item 6 on the Agenda, or (ii) in the event of such a claim having been lodged with the applicable period, it was dismissed in a legally binding manner or the court has ascertained, at the request of SGL CARBON SE, that the lodging of the claim does not prevent the entry of the resolution adopted under item 6 on the Agenda, and/or any flaws in the resolutions of the Annual General Meeting do not impinge upon the effectiveness of the registration.

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Report of the Executive Committee to the Annual General Meeting on agenda item 6 regarding the cancellation of the existing Authorized Capital I and the creation of a new Authorized Capital I with the right to exclude subscription rights (including, inter alia, a report on the use of the Authorized Capital of the Company)

The Authorized Capital III expired on April 26, 2012. Hereunder, the Executive Committee was authorized to increase the Company's share capital with the approval of the Supervisory Board against cash contributions by up to € 23,873,251.84. The Authorized Capital III particularly enabled the Company to exclude the subscription rights of shareholders in a capital increase against cash contributions to the extent the new shares did not exceed 10 percent of the share capital and the issue price of the new shares was not substantially lower than the stock exchange price of the shares already listed on a stock exchange. The Company shall also in the future be in a position to increase its share capital with the exclusion of such subscription rights on short notice, if required.

In order to streamline the capital structure of the Company, the Authorized Capital III shall not be renewed. Instead, the aforementioned authorization to exclude subscription rights shall be included in a new Authorized Capital I/2012. Apart from that, the new restated Authorized Capital I/2012 shall be basically identical to the present Authorized Capital I. The term of the new Authorized Capital I/2012, however, shall again amount to a full 5-year period. As a consequence of the longer term the number of shares shall be increased that can be issued under the Authorized Capital I/2012 with the exclusion of subscription rights for purposes of the Share Matching Plan. Here, the issuance of up to 350,000 shares shall be permitted again as this was initially the case when the current Authorized Capital I had been adopted by the Annual General Meeting on April 29, 2009.

Therefore, the proposal is submitted to the Annual General Meeting to cancel the current Authorized Capital I in Article 3 (6) of the Articles of Association and renew it. As before, the Executive Committee shall be authorized under the new Authorized Capital I/2012 to increase the share capital of the Company by a total of € 52,228,764.16 with the approval of the Supervisory Board by issuing up to 20,401,861 new no-par value bearer shares against cash or non-cash contributions on one or several occasions.

In principle, our shareholders are entitled to subscription rights if use is made of the Authorized Capital I/2012. Under certain conditions, however, the Executive Committee shall be authorized to exclude any subscription rights with the approval of the Supervisory Board.

Subscription rights shall be excludable for fractions. In this case the exclusion of subscription rights serves the need to establish a workable subscription ratio in view of 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 be severely 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 sale on the stock exchange or in any other way to the best possible benefit of the Company.

In addition to a direct issue of new shares to shareholders it should also be possible for new shares from one or more banks or other financial institutions, determined by the Executive Committee, to subscribe the new shares with the obligation that they will offer them for subscription to shareholders. The intervention of these intermediaries will technically simplify the processing of share issues.

Furthermore, the authorization also provides that the Executive Committee can exclude subscription rights for shareholders, with the approval of the Supervisory Board, if new shares are issued to employees of SGL CARBON SE or its affiliated companies participating in the Share plan ("Matching Share Plan"). To this end, the share capital can, however, only be increased by an amount of a total of up to € 896,000.00 by the issue of a total of 350,000 new no-par value shares on one or several occasions. This amount is identical to the volume as initially approved under the Authorized Capital I by the Annual General Meeting on April 29, 2009. The authorization to exclude subscription rights to issue new shares is intended to enable the Company to use the Share Plan as a long-term tool for motivating and encouraging loyalty of senior managers of SGL CARBON SE and selected SGL CARBON Group companies. The Share Plan is a supplement to the other incentive programs for senior executives such as the SAR plan, particularly because a condition for participation in the Matching Share Plan is that participants invest a portion of their annual bonus in SGL CARBON SE shares. The Matching Share Plan was resolved at the Annual General Meeting of April 27, 2000 under agenda item 8. The invitation to the 2000 Annual General Meeting at which the details of the share plan were explained, is available at the Company's office for inspection by

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shareholders and will be sent to them on request. It can also be inspected on the internet at www.sglgroup.de and during the Annual General Meeting.

Moreover, the Executive Committee should be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against non-cash contributions as before in order to grant new shares for a consideration in the context of mergers or the acquisition of companies, parts of companies, or equity interests in companies. This will allow the Company to use its own shares as an acquisition currency. National and international competition often requires this type of consideration. The authorization proposed here should give the Company the opportunity to react quickly and flexibly if a suitable occasion arises to acquire companies, parts of companies, or equity interests in companies. Credit assistance conditions have become more restrictive in the context of the financial crisis so that company acquisitions in particular may only be financed with difficulty using credit facilities. The shareholders' asset interests are protected by the commitment of the Executive Committee to exercise the authorization pursuant to section 255 (2) AktG to issue new shares at an issue amount that is in an appropriate ratio to the value of the non-cash contribution. In measuring the value of the shares granted for a consideration the Executive Committee 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 Executive Committee shall be authorized to exclude subscription rights pursuant to sections 203 (1) and (2) sentence 1, 186 (3) sentence 4 AktG also if the pro rata amount of the share capital attributable to the new shares whose subscription rights are excluded does not exceed 10 percent of the share capital, neither at 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 Executive Committee. This possibility of excluding subscription rights enables the Executive Committee 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 judgement 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 percent. If, during the term of the Authorized Capital I/2012 and until utilization is made of the Authorized Capital I/2012, 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 rights pursuant to and in corresponding application of section 186 (3) sentence 4 AktG are excluded, this must be counted towards the aforementioned 10 percent limit. On balance, this ensures that in compliance with the statutory judgement of section 186 (3) sentence 4 AktG, the shareholders' pecuniary and voting interests are adequately protected during the utilization of the Authorized Capital I/2012 under exclusion of subscription rights. Considering all aspects involved, the authorization of the Executive Committee to exclude subscription rights within the limits described is reasonable and required in the interests of the Company.

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

Report on the use of Authorized Capital:

Since the last Annual General Meeting, a total of 260,714 shares were issued from the Authorized Capital I and Authorized Capital II of the Company with the exclusion of subscription rights in connection with the Bonus Program for Employees and the Matching Share Plan, both of which are described in detail in the financial statements of the Company. 200,000 new shares were issued under the Authorized Capital II, for which the Annual General Meeting already excluded the subscription rights of shareholders, in order to transfer them in accordance with the terms of the agreed bonus arrangements to the employees at a price equivalent to the opening price in XETRA trading on March 16 of the respective transfer year – on March

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16, 2012, this opening price was € 34.17. In addition, 60,714 new shares were issued under the Authorized Capital I to employees of the Company and its affiliated companies under the Matching Share Plan since the last Annual General Meeting. The employees contributed as a contribution in kind their claims for a bonus under the Matching Share Plan, which is granted at the end of the vesting period and is equivalent for each new share to the final quotation price in XETRA trading on such bonus date. The requirements for the exclusion of subscription rights are met in the Executive Committee's and Supervisory Board's opinion as the issuance of shares under employee participation programs enhances the motivation of the employees of SGL Group and are consequently also in the interest of the shareholders. By issuing these new shares after careful consideration the Company made use of the authorizations that were granted to it by the Annual General Meeting specifically to advance the participation of employees in the Company's share capital in order to carry out the employee participation programs of the Company in a liquidity-friendly way in accordance with their terms. These employee participation programs with their purpose of strengthening the allegiance of employees to the Company are in the Company's interest.

In connection with the Matching Share Program the Company also acquired 17,958 own shares amounting to a share of € 45,972.48 in the nominal share capital (corresponding to 0.026% of the share capital) in March 2012 based on the authorization granted by the Annual General Meeting on April 30, 2010. The shares were purchased at the stock exchange at the available stock exchange price and afterwards transferred to the members of the Executive Committee to satisfy their bonus claims under the Matching Share Plan.

Documents and information pursuant to section 124a AktG

The following documents are available for inspection by the shareholders at the Company's premises at Rheingaustraße 182, 65203 Wiesbaden, Germany, from the day on which the Annual General Meeting is convened. They will also be available for inspection during the Annual General Meeting. Copies will be sent free of charge to each shareholder immediately on request. The documents are also available on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2012"):

- Annual financial statements SGL CARBON SE, consolidated financial statements SGL Group, consolidated management report, report of the Supervisory Board, report of the Executive Committee pursuant to sections 289 (4) and 315 (4) HGB, proposal by the Executive Committee on the appropriation of net income, in each case for the 2011 fiscal year
- Report of the Executive Committee on agenda item 6 (including, inter alia, the report on the use of the Authorized Capital of the Company)
- Invitation to the 2000 Annual General Meeting at which the details of the Matching Share Plan were explained

The other information pursuant to section 124a AktG is also available at the above internet address.

Shares and Voting Rights

At the time when the Annual General Meeting is convened, the total number of shares amounts to 70,407,790. As a rule, each share grants one vote. Of the total number of shares, the Company holds 31,473 own shares without rights.

Attendance at the Annual General Meeting

Shareholders intending to attend the Annual General Meeting or to exercise their voting rights must give prior notice of their intention to attend the meeting. The registration form must be received by the Company on the sixth day prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which the notification is received), which is May 3, 2012 (24.00 hours CEST) at the latest.

Furthermore, shareholders must provide evidence of their entitlement to attend the Annual General Meeting. For this purpose, evidence of their shareholding provided in text form by the custodian bank or financial services institution is sufficient. The evidence must be drawn up in German or English and be received by the Company on the sixth day prior to the Annual General Meeting (excluding both the day on which the

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Annual General Meeting is held and the day on which the evidence is received), which is May 3, 2012 (24.00 hours CEST) at the latest. The evidence of the shareholding must relate to the start of the 21st day before the meeting (evidence date), i.e. April 19, 2012 (0.00 hours CEST).

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

SGL CARBON SE
c/o Computershare HV-Services AG
Prannerstraße 8
80333 München
Germany

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

Significance of the evidence date

Pursuant to section 123 (3) sentence 6 AktG, persons shall only be deemed shareholders for the purpose of attending the Annual General Meeting and exercising the voting right if they have provided evidence as to their shareholding within due time. Therefore, the Company may prevent a person from attending the Annual General Meeting and exercising voting rights if such evidence is not produced at all or not in due time. The shares will not be blocked upon notification of the intention to attend the Annual General Meeting but will remain freely available. Any disposal after the evidence date will not have any effect on the authority to attend the Annual General Meeting and to exercise voting rights. Any persons not yet holding shares as at the evidence date who become shareholders only after the evidence date will, in turn, not be entitled to attend the Annual General Meeting and to exercise voting rights.

Process of voting by proxy

Shareholders may have their voting rights exercised by an authorized representative, for instance a bank or shareholders' association, at the Annual General Meeting. Any power of attorney that is not granted to a bank or shareholders' association or any other person or institution specified in section 135 (8) and section 135 (10) AktG in conjunction with section 125 (5) AktG, needs to be granted in text form. The same applies to the revocation of the power of attorney and the evidence of the authorization to the Company. The power of attorney and its revocation may either be declared in text form towards the Company at the address

SGL CARBON SE
Group Legal
Rheingaustraße 182
65203 Wiesbaden
Germany

Fax: +49-(0)611-6029-231
E-mail: SGL-HV2012@computershare.de

or in text form towards the authorized representative. If the power of attorney is granted to the authorized representative, evidence of the authorization in text form must be furnished to the Company. Such evidence may be submitted to the Company at the above address (also by way of electronic communication, as mentioned above). In addition, such evidence in text form can also be furnished at the entrance and exit desks on the day on which the Annual General Meeting is held. Any power of attorney granted shall automatically be deemed revoked if the shareholder granting the power of attorney attends the Annual General Meeting in person.

If a shareholder intends to authorize a credit institution, a shareholders' association or a person or institution equivalent to them pursuant to section 135 (8) and section 135 (10) AktG in conjunction with section 125 (5) AktG, we request that the required form of the power of attorney be timely agreed with the person or institution to be authorized, since they might require a special form of power of attorney for their services.

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The representative's evidence of the authorization will in this case be subject to section 135 (5) sentence 4 AktG.

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

We offer our shareholders the opportunity to authorize proxies appointed by the Company. The proxies appointed by the Company will, if they are authorized, exercise the voting right in accordance with the instructions given to them. They will abstain from voting in matters where no express instruction was given. Shareholders intending to make use of this opportunity may use the form of the power of attorney to this end which they received together with their admission ticket to the Annual General Meeting. The power of attorney and the instructions to the proxies appointed by the Company must be provided in text form and be delivered to the above address by May 8, 2012 (24.00 hours CEST) (date of receipt) at the latest. Shareholders will receive detailed information on how to grant a power of attorney and give instructions to the proxies appointed by the Company together with their admission ticket.

Again, the Company offers an internet-based system for granting powers of attorney to proxies and/or for revoking such power of attorney or amending instructions given to them via the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2012"). In order to be able to use the internet-based system a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they gave notice of their intention to attend the Annual General Meeting. By using this internet-based system proxies can be granted a power of attorney and/or such power of attorney revoked or instructions to them amended by May 9, 2012 (18.00 hours CEST) at the latest in contrast to all other different means of transmission. Proxies granted by other means of transmission than the internet-based system cannot be amended or revoked via the internet-based system. The shareholders will find further details at the abovementioned internet address.

Process of voting by postal vote

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

Postal votes can be transmitted to the Company in writing by letter, by fax or by E-mail by May 8, 2012 (24.00 hours CEST) at the address

SGL CARBON SE
Group Legal
Rheingaustraße 182
65203 Wiesbaden
Germany

Fax: +49-(0)611 -6029-231
E-mail: SGL-HV2012@computershare.de

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

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

Postal votes may still be revoked or amended up to the point in time up to which votes can be cast at the aforementioned address. Personal attendance at the Annual General Meeting or attendance by an

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authorized representative other than the proxies appointed by the Company will also be deemed a revocation of any postal votes already cast.

The Company also offers an internet-based system for transmitting postal votes and/or for their revocation or amendment via the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2012"). In order to be able to use the internet-based system a personal PIN code is required which will be sent to the shareholders together with their admission ticket after they gave notice of their intention to attend the Annual General Meeting. By using this internet-based system postal votes can be transmitted and/or revoked or amended by May 9, 2012 (18.00 hours CEST) at the latest in contrast to all other different means of transmission. Postal votes transmitted by other means of transmission than the internet-based system cannot be amended or revoked via the internet-based system. The shareholders will find further details at the abovementioned internet address.

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

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

Shareholder motions

Counter-motions and voting proposals within the meaning of sections 126, 127 AktG shall be sent at least 14 days before the day of the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day of receipt), i.e. by April 25, 2012 (24.00 hours CEST) at the latest to the following address only:

SGL CARBON SE
Group Legal
Rheingaustraße 182
65203 Wiesbaden
Germany

Fax: +49-(0)611 -6029-231
E-mail: HV2012@sglcarbon.de

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 / 2012"). Any comments by the Executive Committee or the Supervisory Board will also be published at the same internet address.

Complementary motions regarding the agenda on request of a minority pursuant to Article 56 SE-VO, section 50 (2) SEAG and section 122 (2) AktG

Pursuant to Article 56 SE-VO, section 50 (2) SEAG and section 122 (2) AktG, shareholders whose shares, taken together, represent a proportional share in the Company's share capital of at least € 500,000.00 (which is equal to 195,313 no-par value shares of the Company) may request that items be put on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution.

Such a request for inclusion on the agenda shall be addressed to the Executive Committee and must be received by the Company in writing, with the required documents attached, at least 30 days prior to the Annual General Meeting (excluding both the day on which the Annual General Meeting is held and the day on which such a request is received), i.e. by April 9, 2012 (24.00 hours CEST) at the latest. We kindly ask to send such requests to the following address:

SGL CARBON SE
Executive Committee
Group Legal
Rheingaustraße 182
65203 Wiesbaden
Germany

Non-binding Courtesy Translation

For information purposes only

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

Pursuant to section 131 (1) AktG, each shareholder and each shareholder representative may request from the Executive Committee in the Annual General Meeting information on matters of the Company, the Company's legal and business relationships with an affiliate and on the situation of the Group and of the companies included in the consolidated financial statements, if and to the extent such information is required to properly assess one or several agenda items. We point out that the Executive Committee may refuse to provide information under the conditions set out in section 131 (3) AktG.

More information on the shareholders' rights pursuant to Article 56 SE-VO, section 50 (2) SEAG, sections 122 (2), 126, 127 and 131 (1) AktG is available on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2012").

Partial transmission of the Annual General Meeting

The shareholders of the Company and other interested persons may watch, subject to technical availability, the address of the Chairman of the Executive Committee to the Annual General Meeting on May 10, 2012 on the internet at www.sglgroup.de (under "Investor Relations / Annual General Meeting / 2012").

Wiesbaden, March 2012

SGL CARBON SE

The Executive Committee