

GRAFTECH INTERNATIONAL LTD
Form PRE 14A
March 31, 2015
Table of Contents

United States
Securities and Exchange Commission
Washington, D.C. 20549
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GRAFTECH INTERNATIONAL LTD.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form PRE 14A

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

GrafTech International Ltd.

Notice of Annual Meeting of

Stockholders to be held on

May 29, 2015 and Proxy Statement

This Proxy Statement is dated

[], 2015

Table of Contents

GrafTech International Ltd.

Joel L. Hawthorne

Chief Executive Officer & President

[], 2015

Fellow Stockholders:

It is my pleasure to invite you to our annual meeting, which will be held May 29, 2015 at 10:00 a.m., eastern daylight time, at [PLACE], located at [ADDRESS].

In the following pages, you will find the formal notice of our annual meeting and our proxy statement. This year, we will be using a universal proxy card to allow stockholders to choose from all identified director candidates, including both the Company's nominees and including both candidates nominated by Nathan Milikowsky. Your vote at this year's annual meeting is extremely important as Mr. Milikowsky is seeking control of GrafTech without paying stockholders a control premium. At the same time, Mr. Milikowsky has outlined a proposed strategy that the Company has evaluated and determined would be value-destructive for GrafTech.

The Board also proposes expanding the Board to nine members, consisting of seven Company nominees and two nominees to be selected by stockholders from among the candidates nominated by Mr. Milikowsky. Our recommended slate includes four new independent nominees, Robert Conrad, James Egan, James Spencer and Robert Weber, three incumbent nominees, Randy Carson, Thomas Danjczek and me, Joel Hawthorne, as well as allowing stockholders to select two directors from among the candidates nominated by Mr. Milikowsky. We take stockholder views and feedback seriously, and believe the universal card offers GrafTech stockholders the greatest choice when voting.

We believe this slate which includes incumbent director nominees who provide a deep understanding of the Company's operations, fresh perspectives from new director nominees and appropriate stockholder representation is in the best interests of GrafTech and its stockholders. The Board composition proposed on GrafTech's universal proxy card is intended to offer appropriate stockholder representation while avoiding the potential risk of jeopardizing GrafTech's future.

The GrafTech Board recommends that stockholders use the WHITE universal proxy card to vote FOR the Company's slate of directors and choose two nominees from Mr. Milikowsky's slate. After reading this proxy statement, please mark your votes on the accompanying WHITE universal proxy or vote instruction card, sign it and promptly return it in the accompanying postage paid envelope. You may also vote via the Internet or by telephone as instructed in this proxy statement or on the accompanying WHITE universal proxy or vote instruction card. **IMPORTANTLY, IF YOU MARK MORE THAN NINE FOR BOXES FOR THE ELECTION OF DIRECTORS, ALL OF YOUR VOTES FOR THE ELECTION OF DIRECTORS WILL BE DEEMED INVALID.** Please vote by whichever method is most convenient for you to ensure your shares are represented at the meeting.

We appreciate the continuing interest of our stockholders in our business.

Sincerely,

Joel L. Hawthorne

Chief Executive Officer and

President

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND VOTING INSTRUCTIONS ON THE ENCLOSED WHITE PROXY OR VOTING INSTRUCTION CARD.

Important notice regarding the availability of proxy materials for the annual meeting to be held on May 29, 2015 the proxy statement is available at [<http://ir.graftech.com/phoenix.zhtml?c=114451&p=proxy>] and the Annual Report is available at [<http://ir.graftech.com/phoenix.zhtml?c=114451&p=irol-reportsannual>].

Table of Contents

Joel L. Hawthorne
Chief Executive Officer & President

6100 Oak Tree Blvd. Independence, Ohio 44131

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on May 29, 2015

The annual meeting of stockholders (Annual Meeting) of GrafTech International Ltd. will be held at 10:00 a.m., eastern daylight time, on May 29, 2015, at the [PLACE], located at [ADDRESS], for the following purposes:

1. To elect nine directors, each to serve until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified;
2. To approve, by a non-binding advisory vote, our executive compensation;
3. To approve amendments to the 2005 Equity Incentive Plan and the material terms of the performance goals thereunder;
4. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2015;
5. To vote on a stockholder proposal, if presented, to repeal certain provisions of our by-laws that were not in effect as of September 30, 2012;
6. To vote on a proposal for reimbursement of Nathan Milikowsky's expenses related to the 2014 proxy contest, and
7. To transact such other business as may properly come before the meeting.

Only stockholders of record at the close of business on April 20, 2015 will be entitled to notice of and to vote at the annual meeting or any adjournment or postponement of the Annual Meeting. To ensure that your shares are represented at the Annual Meeting in the event that you do not attend, please mark your votes on the accompanying WHITE proxy or vote instruction card, sign it, date it and promptly return it in the postage-paid envelope provided or vote via the Internet or by telephone as instructed in the accompanying proxy statement or on the proxy or vote instruction card.

Our Board is pleased to nominate for election as directors the seven nominees named in Proposal 1 in the attached proxy statement and on the enclosed WHITE proxy or voting instruction card. We believe our director nominees have the experience, industry knowledge, integrity, ability to devote time and energy, and commitment to the interests of all GrafTech stockholders necessary to execute our strategic plan and create value for our stockholders. Our Board recommends that you vote **FOR ALL** of the Board's seven director nominees named in Proposal 1 in the attached proxy statement and on the WHITE proxy or voting instruction card.

As you may be aware, on March 17, 2015, Milikowsky Group (as defined below) filed a preliminary proxy statement with the SEC to solicit votes at the Annual Meeting in favor of a slate of seven director nominees and a proposal to repeal certain provisions of our by-laws not in effect as of September 30, 2012. As stated in that proxy statement, Daniel and Nathan Milikowsky, along with their affiliates, NM GTI Investments

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form PRE 14A

LLC, a Delaware limited liability company, The Daniel Milikowsky Family Holdings, LLC, a Connecticut limited liability company, The Daniel and Sharon Milikowsky Family Foundation, Inc., a Connecticut corporation, and The Rebecca and Nathan Milikowsky Family Foundation, a Massachusetts charitable trust (collectively, the Milikowskys or the Milikowsky Group), seek to take control of your Company without paying any control premium to you, the Company's stockholders. The payment of a control premium by an opposition stockholder seeking to take control of a board of directors by electing its own slate of directors is not required by law. Stockholders are not entitled to appraisal or dissenters rights if an opposition stockholder takes control of a

Table of Contents

board of directors through election of its own slate. At the [close of business on _____], 2015, the Milikowsky Group filed its definitive proxy statement with the SEC. We believe that voting FOR ALL of the Board's seven director nominees named in Proposal 1 in this proxy statement and on the WHITE proxy card is in the best interests of our stockholders and therefore recommend that you do not vote for the Milikowsky Group's nominees on the blue proxy card.

In an effort to reach a mutually agreeable resolution that would benefit all GrafTech stockholders and avoid a costly and distracting proxy contest, the Company has put forward multiple settlement offers. See Additional Background on the Solicitation beginning on page 8 for more detail. Mr. Milikowsky, on behalf of the Milikowsky Group, has refused all offers.

Our Board is responsive and remains open to a resolution of this proxy contest that is in the best interests of all stockholders.

You may receive proxy solicitation materials from the Milikowsky Group or its affiliates, including an opposition proxy statement and blue proxy or voting instruction card. OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY OR VOTING INSTRUCTION CARD SENT TO YOU BY OR ON BEHALF OF THE MILIKOWSKY GROUP. Even if you have previously signed a proxy or voting instruction card sent by or on behalf of the Milikowsky Group, you have the right to change your vote by using the enclosed WHITE proxy or voting instruction card to vote (by marking your vote thereon, signing it, dating it and returning it in the postage-paid envelope provided), by voting in person at the Annual Meeting, or by telephone or the Internet. Only the latest dated proxy you submit will be counted. We urge you to disregard any proxy or voting instruction card sent to you by or on behalf of the Milikowsky Group or anyone other than the Company.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE (i) FOR ALL OF THE BOARD'S SEVEN NOMINEES NAMED IN PROPOSAL 1 IN THE ATTACHED PROXY STATEMENT, (ii) FOR PROPOSALS 2, 3, AND 4, AND (iii) AGAINST PROPOSALS 5 AND 6.

If you need any assistance with voting with your WHITE proxy or voting instruction card or voting by telephone or the Internet, please contact our proxy solicitor:

105 Madison Avenue

New York, New York 10016

(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

Email: proxy@mackenziepartners.com

Sincerely,

Joel L. Hawthorne

Chief Executive Officer and

President

Table of Contents

GRAFTECH INTERNATIONAL LTD.

6100 Oak Tree Blvd. Independence, Ohio 44131

PROXY STATEMENT

for Annual Meeting of Stockholders for 2015

TABLE OF CONTENTS

	Page
<u>About the Annual Meeting</u>	1
<u>Important Voting Information</u>	3
<u>Proposal 1: Election of Nine Directors</u>	7
<u>The Board of Directors</u>	24
<u>Committees of the Board</u>	30
<u>Audit and Finance Committee Report</u>	34
<u>Compensation of Executive Officers and Directors</u>	35
<u>Compensation Discussion and Analysis</u>	35
<u>Compensation Committee Report</u>	52
<u>Summary Compensation Table</u>	53
<u>Grants of Plan Based Awards in Fiscal Year-Ended December 31, 2014</u>	55
<u>Outstanding Equity Awards at Fiscal Year-End December 31, 2014</u>	58
<u>Option Exercises and Stock Vested at Fiscal Year-End December 31, 2014</u>	59
<u>Pension Benefits at Fiscal Year-End December 31, 2014</u>	60
<u>Nonqualified Deferred Compensation at Fiscal Year-End December 31, 2014</u>	61
<u>Potential Payments on Termination or Change in Control</u>	63
<u>Other Compensation Arrangements</u>	66
<u>Director Compensation for 2014</u>	67
<u>Equity Compensation Plan Information</u>	71
<u>Security Ownership of Management and Certain Beneficial Owners</u>	72
<u>Proposal 2: Non-binding Advisory Vote on Executive Compensation</u>	74
<u>Proposal 3: To Approve Amendments to the 2005 Equity Incentive Plan and the Material Terms of the Performance Goals Thereunder</u>	76
<u>Proposal 4: Ratification of the Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the Current Fiscal Year Ending December 31, 2015</u>	84
<u>Proposal 5: By-Law Repeal Proposal</u>	85
<u>Proposal 6: Proposal for Reimbursement of Nathan Milikowsky's Expenses Related to the 2014 Proxy Contest</u>	86
<u>Other Information</u>	88
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	88
<u>Limitations on Soliciting Material, Liabilities and Incorporation by Reference</u>	88
<u>Forward-Looking Statements</u>	88

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form PRE 14A

<u>Annual Report on Form 10-K</u>	89
<u>Proxy Solicitation</u>	89
<u>Auditor Attendance at 2015 Annual Meeting</u>	89
<u>Pre-Approval Policies and Procedures</u>	89
<u>Independent Registered Public Accounting Firm's Fees</u>	90
<u>When are Stockholder Proposals for the 2016 Annual Meeting Due</u>	90
<u>What Information is Required for Stockholder Proposals and Nominations</u>	91
<u>Stockholders Sharing an Address</u>	92

Table of Contents

ABOUT THE ANNUAL MEETING

This proxy statement and the accompanying WHITE proxy or voting instruction card relate to the 2015 annual meeting of stockholders, or the Annual Meeting, of GrafTech International Ltd., a Delaware corporation, or GrafTech. Our Board of Directors, or the Board, has delegated to a Special Committee of the Board, or the Special Committee, full power and authority to act on its behalf with respect to all matters relating to the Annual Meeting. The Special Committee, acting on behalf of the Board, is soliciting proxies from our stockholders in order to provide every stockholder an opportunity to vote on all matters submitted to a vote of stockholders at the Annual Meeting, whether or not he or she attends in person. The proxy authorizes a person other than a stockholder, called the proxyholder, who will be present at the Annual Meeting, to cast the votes that the stockholder would be entitled to cast at the Annual Meeting if the stockholder were present. It is expected that this proxy statement and the accompanying WHITE proxy or voting instruction card will be first mailed or delivered to our stockholders beginning on or about [], 2015. When used in this proxy statement, we, us, our, or the Company refers to GrafTech and its subsidiaries collectively or, if the context so requires, GrafTech individually.

Purpose of Annual Meeting

We will hold the Annual Meeting to enable stockholders to vote on the following matters:

1. election of nine directors, each to serve until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified;
2. approval, by a non-binding advisory vote, of our executive compensation;
3. approval of an extension of the term of the 2005 Equity Incentive Plan for an additional 10 years, an increase in the number of shares authorized for awards thereunder by 4,000,000 shares and the decrease in the maximum number of shares (or the cash equivalent thereof) that may be granted in respect of awards to any one individual in any one calendar year to 1,000,000 shares and the material terms of the performance goals thereunder for income-tax deductibility;
4. ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2015;
5. a stockholder proposal, if presented, to repeal certain provisions of our by-laws that were not in effect as of September 30, 2012;
6. approval for reimbursement of Nathan Milikowsky's expenses related to the 2014 proxy contest; and
7. transaction of such other business as may properly come before the meeting.

If any of the nominees nominated by the Board are not available for election at the time of the meeting, discretionary authority will be exercised by the proxyholders designated in the accompanying WHITE proxy or voting instruction card to vote for substitutes designated by the Board unless the Board chooses to reduce the size of the Board.

Who May Vote

Only stockholders of record as of the close of business on April 20, 2015 are entitled to notice of the meeting and to vote on the Proposals submitted to a vote of stockholders at the meeting. A list of stockholders entitled to vote at the meeting will be available for examination by stockholders at the meeting and during the ten days prior to the meeting, during ordinary business hours at our corporate headquarters at 6100 Oak Tree Blvd., Independence, Ohio, 44131. Each share of our common stock, par value \$.01 per share, is entitled to one vote. On April 20, 2015, there were [] shares of our common stock issued and outstanding.

Table of Contents

Voting by Participants in the Savings Plan

If you participate in the GrafTech International Savings Plan, or the Savings Plan, your proxy will represent the number of shares (including Company matching contributions made in shares) allocated to your account in the Savings Plan as of April 20, 2015. All shares allocated to your account in the Savings Plan will be voted by the trustee for the Savings Plan in accordance with your directions on the voting instruction card that you submit.

What You Need to Attend the Annual Meeting

The Annual Meeting will be held at the [PLACE], located at [ADDRESS], on May 29, 2015, at 10:00 AM, eastern daylight time. Except as otherwise authorized by the Chair of the Annual Meeting, only stockholders, directors, nominees for election as directors, and officers of the Company will be admitted to the Annual Meeting. Prospective attendees must present valid government issued photo identification, such as a driver's license or passport, for admittance. In addition, if you are a stockholder of record, your name will be verified against the list of stockholders of record prior to admittance to the Annual Meeting. If you are a beneficial owner, you must provide proof of beneficial ownership on the record date, such as your account statement showing that you owned your shares as of April 20, 2015, a copy of the voting instruction form provided by your bank, broker or nominee, or other similar evidence of ownership. If you do not provide valid government-issued photo identification and comply with the other procedures outlined above, you will not be admitted into the Annual Meeting. You do not need to attend the Annual Meeting to vote. Even if you plan to attend the Annual Meeting, you may submit your vote in advance as instructed in this proxy statement.

Table of Contents

IMPORTANT VOTING INFORMATION

Voting Mechanics

The presence at the commencement of the Annual Meeting, in person or represented by proxy, of the holders of a majority of the issued and outstanding shares of common stock entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions will be included in determining the presence of a quorum at the Annual Meeting. Broker non-votes will not be included in determining the presence of quorum. Broker non-votes occur when a person holding shares in street name (meaning in a brokerage account) does not provide instructions as to how to vote his or her shares and the broker is not permitted to, or otherwise does not, exercise voting discretion. Due to the contested nature of the election of directors for our Board, the rules of the New York Stock Exchange do not permit brokers to exercise discretionary authority to vote on any Proposals to be voted on at the Annual Meeting, whether routine or not. Accordingly, there are not expected to be any broker non-votes. Only those votes cast for the election of directors are used in determining the results of a vote on the election of directors. Only those votes cast for or against Proposals 2 through 6 are used in determining the results of a vote on such Proposals. Accordingly, abstentions will have no effect on the outcome of the votes on those Proposals.

How to Vote

There are several different ways you may cast your vote. You may vote by:

Telephone, by calling the toll-free number on the proxy or vote instruction card;

Internet, by logging onto the website on the proxy or vote instruction card and then following the instructions as they appear on your computer screen;

Marking, signing, dating and mailing the proxy or vote instruction card and returning it in the envelope provided; or

Attending and voting at the meeting if you marked your proxy or vote instruction card that you will attend the meeting and, if you received a vote instruction card, obtained authorization from your bank, broker or nominee (the holder of record) pursuant to instructions on your vote instruction card. You may also be represented by another person at the meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must obtain a legal proxy from your broker, bank or nominee and present it to the inspectors of election with your ballot to be able to vote at the meeting.

Internet and telephone voting. The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or nominee (the holder of record). Therefore, we recommend that you follow the voting instructions in the materials you receive. The telephone and Internet voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly. Stockholders voting via the Internet or telephone should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies that must be borne by the stockholder. Votes submitted electronically via the Internet or telephone must be received by 11:59 p.m., eastern daylight time, on May 28, 2015.

Table of Contents**Votes Required for Each Proposal**

In accordance with our Amended and Restated By-Laws, or our by-laws, and our Amended and Restated Certificate of Incorporation, or our certificate of incorporation, the votes required to elect directors and approve the other Proposals to be considered at the Annual Meeting are as follows:

Proposal	Vote Required	Broker Discretionary Voting Allowed
Proposal 1 Election of nine directors	Plurality of votes cast	No*
Proposal 2 Non-binding advisory vote on executive compensation	Majority of votes cast	No*
Proposal 3 Approval of an extension of the term of the 2005 Equity Incentive Plan for an additional 10 years, an increase in the number of shares authorized for awards thereunder by 4,000,000 shares and the decrease in the maximum number of shares (or the cash equivalent thereof) that may be granted in respect of awards to any one individual in any one calendar year to 1,000,000 shares and the material terms of the performance goals thereunder for income tax deductibility;	Majority of votes cast	No*
Proposal 4 Ratification of appointment of our independent registered public accounting firm for 2015	Majority of votes cast	No*
Proposal 5 By-law repeal proposal	Not less than 67% of the voting power of the outstanding shares of common stock	No*
Proposal 6 Proposal for Reimbursement of Nathan Milikowsky's Expenses Related the 2014 Proxy Contest	Majority of votes cast	No*

* It is particularly important that you vote on all Proposals. Your broker cannot vote on any Proposals for you.

How Proxyholders Will Vote Shares

When you submit a proxy, regardless of the method by which given, the proxyholders will vote your shares as instructed with respect to the matters specified. If you are a record holder of shares and you submit a signed WHITE proxy card but do not mark your votes, your shares will be voted FOR the election of all seven of the nominees recommended in this proxy statement for election as directors, FOR Proposal 2, FOR Proposal 3, FOR Proposal 4, AGAINST Proposal 5 and AGAINST Proposal 6.

If you hold your shares in street name, your broker is not permitted to vote on your behalf on the election of directors or any other Proposal and you must provide specific instructions by marking, signing and returning the vote instruction card or by voting via telephone or the Internet following the instructions provided to you.

In addition, if other matters are submitted to a vote of stockholders at the Annual Meeting, your proxy on the accompanying WHITE proxy or voting instruction card gives the proxyholders the discretionary authority to vote your shares in accordance with their best judgment on that matter. Unless you specify otherwise, it is expected that your shares will be voted on those matters as recommended by the Special Committee.

How to Revoke a Proxy

If you hold your shares registered in your name, you may revoke your proxy by submitting a revised one at any time before the vote to which the proxy relates. You may also revoke it by submitting a ballot at the Annual Meeting.

Table of Contents

If your shares are held in street name, there are special procedures that you must follow to revoke a proxy submitted via the Internet or telephone or by marking, signing and returning a vote instruction card.

Revoking your vote and submitting a new vote before the deadline of 11:59 p.m., eastern daylight time, on May 28, 2015. If you submit a proxy via the Internet, by telephone or by marking, signing and returning a vote instruction card, you may revoke your proxy at any time and by any method before the deadline.

Revoking your vote and submitting a new vote after the deadline of 11:59 p.m., eastern daylight time, on May 28, 2015. If you submit a proxy via the Internet, by telephone or by marking, signing and returning a vote instruction card and wish to revoke it and submit a new proxy after the deadline has passed, you must contact your broker, bank or nominee and follow the requirements set by your broker, bank or nominee. We cannot assure you that you will be able to revoke your proxy and vote your shares by any of the methods described above.

Revoking your vote and submitting a new vote by ballot at the meeting. If you submit a proxy via the Internet, by telephone or by marking, signing and returning a vote instruction card and wish to revoke it and vote at the Annual Meeting, you must contact your broker, bank or nominee and follow the requirements set by your broker, bank or nominee. We cannot assure you that you will be able to revoke your proxy or attend and vote at the Annual Meeting.

If you receive more than one WHITE proxy or voting instruction card on or about the same time, it generally means you hold shares registered in more than one account. In order to vote all of your shares, please sign and return each WHITE proxy or voting instruction card or, if you vote via the internet or telephone, vote once for each WHITE proxy or voting instruction card you receive.

If the Milikowskys proceed with their previously announced alternative director nominations, we will likely conduct multiple mailings prior to the Annual Meeting date so that stockholders have our latest proxy information and materials to vote. We will send you a new WHITE proxy or voting instruction card with each mailing, regardless of whether you have previously voted. **The latest dated proxy you submit will be counted, and, if you wish to vote as recommended by the Board, then you should only submit WHITE proxy or voting instruction cards.**

What is a Universal Proxy Card?

A universal proxy card lists on a single card all candidates nominated by the Board and all candidates nominated by a stockholder and allows stockholders to vote for candidates among all candidates nominated, regardless of who nominated them. Universal proxy cards are widely supported by independent proxy advisors, institutional investors and other independent parties because they enhance voting flexibility stockholder for stockholders who cannot or do not wish to attend a meeting or who cannot or do not wish to craft their own form of proxy or equivalent document.

In contrast, a traditional proxy card only lists candidates nominated by either the Board or a stockholder, as a practical matter essentially coercing stockholders to choose between two slates of candidates (including a short slate rounded out from the Board's slate at the discretion of a nominating stockholder).

What Should I Do with the Proxy or Voting Instruction Cards Sent to Me by the Milikowskys

The Milikowskys have nominated seven individuals for election as directors at the Annual Meeting. Nominations made by the Milikowskys have NOT been endorsed by the Board. The Company is not responsible for the accuracy or completeness of any information contained in any proxy solicitation or other materials used by the Milikowskys or on their behalf or of any other statements that they may otherwise make.

Please do not return any blue proxy or voting instruction card you may receive from the Milikowskys or otherwise authorize any proxy other than pursuant to a WHITE proxy or voting instruction card to vote your

Table of Contents

shares at the meeting, not even as a protest vote. If you return a blue proxy or voting instruction card to the Milikowskys or otherwise authorize a proxy to vote your shares at the meeting other than pursuant to a WHITE proxy or voting instruction card, you can change your vote. To revoke your prior proxy and change your vote, simply sign the enclosed WHITE proxy or voting instruction card, date it and return it in the postage-paid envelope provided or follow the instructions located on the WHITE proxy or voting instruction card to vote by telephone or Internet. **Only your latest dated proxy will be counted.** Any proxy may be revoked at any time prior to its exercise at the meeting by following the instructions beginning on page 4. If you have any questions or need assistance voting, please contact our proxy solicitor:

105 Madison Avenue

New York, New York 10016

(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

Email: proxy@mackenziepartners.com

What are the possible effects, under the Company's debt agreements and compensation arrangements, if stockholders elect Milikowsky Group nominees so that they become a majority and assume control of the Board at the Annual Meeting?

Under GrafTech's outstanding senior notes, GrafTech is required to offer to repurchase its outstanding notes if it experiences such a change in control of the Board (that is not approved by the Board consistent with its obligations under the notes and its fiduciary duties to stockholders) and a ratings downgrade within 60 days thereafter. A ratings downgrade for this purpose will be deemed to occur only if each rating agency downgrades the notes (if the notes are then investment grade) or one rating agency downgrades the notes (if the notes are then below investment grade). For this purpose, since Mr. Milikowsky was a director on the issue date of the notes, if Mr. Milikowsky is re-elected, then at least 5 other Milikowsky Group nominees would need to be elected to trigger the repurchase offer provisions.

Under GrafTech's senior secured credit facility, there would be an event of default and, unless the event of default were waived, GrafTech would not be able to incur any additional indebtedness under the facility and the lenders could accelerate all outstanding amounts. GrafTech does not expect to have a material amount outstanding under the senior secured credit facility at the time of the Annual Meeting and would seek a waiver of any such event of default, although there can be no assurance that the lenders would grant such a waiver.

Under GrafTech's equity compensation programs, outstanding awards will become vested and deemed earned in full. Under the Company's severance compensation agreements, payouts are conditioned on a double trigger scenario in which there must be both such a change in control of the Board and a termination of employment or resignation for good reason. Please refer to the section below captioned Potential Payments Upon Termination or Change in Control for additional information regarding this impact on GrafTech's named executive officers.

More Information is Available

If you have any questions about the proxy voting process in general, please contact the broker, bank or nominee where you hold your shares. The Securities and Exchange Commission, or the SEC, also has a website (www.sec.gov/spotlight/proxymatters.shtml) with more information about your rights as a stockholder. Additionally, you may contact our Investor Relations Department at GrafTech International Ltd., 6100 Oak Tree Blvd., Independence, Ohio, 44131, or call us at 216-676-2000, or email us at Investor.Relations@graftech.com.

Table of Contents

PROPOSAL ONE:

ELECTION OF NINE DIRECTORS, EACH TO SERVE

UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL

HIS OR HER SUCCESSOR HAS BEEN DULY ELECTED AND QUALIFIED

Nominees for Election as a Director

The seven nominees described below were nominated by the Board. Each nominee has consented to being named in this proxy statement as a nominee for election as a director and agreed to serve if elected. Each nominee who is elected will serve as a director until our next annual meeting of stockholders and his or her successor has been duly elected and qualified or until his or her earlier removal or resignation. Except as otherwise described below, if any of the nominees named below are not available for election at the time of the Annual Meeting, discretionary authority will be exercised to vote for substitutes designated by the Board unless the Board chooses to reduce the number of directors. Management is not aware of any circumstances that would render any nominee named below unavailable.

The Milikowsky Group filed preliminary proxy statements to solicit votes for seven alternative director nominees. Due to the increase in the size of the Board to nine, no less than two of the individuals nominated by the Milikowskys will be elected to the Board. We believe that the nominees proposed by the Board are the most qualified candidates up for election at the Annual Meeting. As described below under Director Qualifications, we believe our nominees have the experience, industry knowledge, integrity and commitment necessary to oversee the execution of our strategic plan and create value for **all** our stockholders.

The Board unanimously recommends submitting the enclosed WHITE proxy or voting instruction card, or following the instructions thereon to vote by telephone or the Internet, to vote FOR each of the Board's seven nominees for director.

The Milikowskys' nominees have NOT been endorsed by our Board. The Board unanimously recommends that you disregard any blue proxy or voting instruction card that may be sent to you by the Milikowskys. Voting against the Milikowskys' nominees on its blue proxy or voting instruction card is not the same as voting for our Board's nominees, because a vote against the Milikowskys' nominees on their blue proxy or voting instruction card will revoke any previous proxy submitted by you. If you have already voted using a blue proxy or voting instruction card sent to you by the Milikowskys, you have every right to change it. We urge you to revoke that proxy by voting in favor of our Board's nominees by using and submitting the enclosed WHITE proxy or voting instruction card, or following the instructions thereon to vote by telephone or the Internet. Only the latest validly executed proxy that you submit will be counted. If you have any questions or need assistance voting, please call our proxy solicitor:

105 Madison Avenue

New York, New York 10016

(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

Email: proxy@mackenziepartners.com

We are not responsible for the accuracy or completeness of any information provided by or relating to the Milikowskys contained in any proxy solicitation materials filed or used by, or on behalf of, the Milikowskys or in any other statements that the Milikowskys or any person acting on their behalf may otherwise make.

Table of Contents

Additional Background of the Solicitation

On November 30, 2010, the Company acquired C/G Electrodes LLC and the portion of Seadrift Coke L.P. not previously owned by GrafTech for cash, senior subordinated promissory notes and shares of GrafTech common stock (the Acquisitions) for an enterprise value of approximately \$859 million. Nathan Milikowsky received all of the shares of GrafTech common stock now beneficially owned by him as a participating seller in the Acquisitions, except for certain shares Mr. Milikowsky received for his service as a GrafTech director. In connection with the Acquisitions, the Company, Mr. Milikowsky and others entered into a Registration Rights and Stockholders Agreement (the Stockholders Agreement) pursuant to which the Board appointed Mr. Milikowsky as a Company director in December 2010.

In September 2012, the Board unanimously appointed a committee of independent directors as well as independent investigatory counsel to conduct a thorough investigation into apparent leaks of confidential inside information that were brought to the Board's attention by several members of the management team (the Internal Investigation). In March 2013, investigatory counsel reported findings that such leaks did occur, that there was evidence that Mr. Milikowsky was the source of the leaks, that there was no evidence to support a conclusion that management or any other director was the source of the leaks and that at least some of the leaked information could not have been developed independently.

In March 2013, at the recommendation of the Nominating & Governance Committee, the Board declined to re-nominate Mr. Milikowsky for election as a director after considering the internal-investigation findings and other information that the Nominating & Governance Committee believed indicated one or more breaches by Mr. Milikowsky of the Stockholders Agreement and his fiduciary duties to stockholders for the apparent purpose of gaining operational control of the Company. In April 2013, the Company reported the information then available from the Internal Investigation to the SEC. In May 2013, Mr. Milikowsky was not re-elected and ceased to serve as a director of the Company.

On January 23, 2014, Mr. Milikowsky and a related group of stockholders (the Milikowsky Group) indicated its intent to nominate five candidates a control slate for election to the Board at the Company's 2014 annual meeting of stockholders (the 2014 Annual Meeting). The Milikowsky Group later revised its slate of directors and announced a plan to nominate only three candidates Mr. Milikowsky, Karen Finerman and David Jardini (the Milikowsky Group Directors). During the proxy contest leading up to the 2014 Annual Meeting, Mr. Milikowsky made multiple public statements of his intention to work constructively with Joel Hawthorne and the other directors so that the Company could realize its full potential.

The Company held the 2014 Annual Meeting on May 15, 2014. The final voting results from the 2014 Annual Meeting were certified on May 21, 2014, and the Company filed those results with the SEC on that date. Based on those results, GrafTech stockholders elected the three Milikowsky Group Directors to the seven-member Board. Stockholders also elected Mr. Danjczek and Ms. Morris and re-elected Messrs. Carson and Hawthorne at that time. Messrs. Carson, Danjczek and Hawthorne and Ms. Morris are collectively the Company Directors and Mr. Carson, Mr. Danjczek and Ms. Morris are collectively the Independent Directors.

Immediately after the 2014 Annual Meeting on May 15, 2014, the current directors (whose election was not certified until May 21, 2014) met at the Company's headquarters to discuss timing of upcoming meetings. At that meeting, Mr. Carson stated that none of the individuals then serving on the Company's Audit and Finance Committee had been re-elected and suggested, in anticipation of determining the composition of such committee going forward, that the directors expanding the Board by one member and commencing a nationwide search for a director with a strong public accounting background or chief financial officer experience. Mr. Jardini questioned this proposal, and Mr. Milikowsky stated that the issue had not been raised in meetings with other stockholders.

Immediately following the May 15, 2014 informal meeting of directors-elect, each of the Milikowsky Group Directors requested a private meeting with a different Company Director. Beginning at these meetings and

Table of Contents

continuing over the next several months, the Milikowsky Group Directors lobbied for a commercial strategy to increase the Company's market share by focusing on the commodity aspects of the graphite-electrode business and pricing practices similar to those of low-cost industry participants (the Dissident Strategy). Various Milikowsky Group Directors contacted the Company Directors individually and described the Dissident Strategy as the only strategy that would create value for GrafTech and its stockholders. The Milikowsky Group Directors also claimed during these conversations with individual Company Directors that the Company's stockholders had given an electoral mandate to the Dissident Strategy by electing the Milikowsky Group Directors. Each Company Director carefully evaluated these claims through several private one-on-one meetings, phone calls and e-mails, in each case insisting that these topics should be discussed in meetings of the full Board and with management. After numerous unsuccessful attempts to convince the Company Directors that the Dissident Strategy is the only viable operating strategy for the Company, the three Milikowsky Group Directors began to undermine and seek to replace management (as discussed below) and to destabilize the Board through changes to the senior management of the Company.

During the period from the 2014 Annual Meeting to the present, the Company Directors acted in support of the Company's ongoing strategies to reduce costs, maximize operating leverage in anticipation of the cyclical rebound in steel and other end markets and continue profitably building on the strengths of the Engineered Solutions platform and its synergies with the Industrial Materials business. As Board members, the Milikowsky Group Directors did not oppose these actions. To foster a cooperative environment and address concerns raised by the Milikowsky Group Directors, the Company Directors and Company management have worked hard to fully engage with the Milikowsky Group Directors since the 2014 Annual Meeting, including as follows:

Fourteen Board meetings (nine more than the five originally scheduled)

Eight Audit and Finance Committee meetings (four more than the four originally scheduled)

Seven Organization, Compensation and Pension Committee meetings (three more than the four originally scheduled)

Two Nominating & Governance Committee meetings (as originally scheduled none called by Mr. Milikowsky as committee Chair)

Appointment of at least one Milikowsky Group Director to each NYSE-mandated Board committee, including appointment of both Mr. Milikowsky and Ms. Finerman to the Nominating & Governance Committee (thereby granting control of this three-member Board committee to the Milikowsky Group Directors and facilitating Mr. Milikowsky's appointment as its Chair)

Formation of two new Advisory Groups in lieu of a proposed operating committee requested by the Milikowsky Group Directors, resulting in 16 additional meetings, teleconferences or reports (details below)

Dozens of meetings and phone calls among various of the Company Directors and the Milikowsky Group Directors to understand the difference in views regarding Company strategy and objectives

As Chief Executive Officer, Mr. Hawthorne met in person with Mr. Milikowsky, met twice in person with Mr. Jardini and had multiple calls with Ms. Finerman in the first two months after the 2014 Annual Meeting to better understand their views and the proposed value of the Dissident Strategy

As Chief Executive Officer, Mr. Hawthorne supplemented the normal Board presentations with more than 40 detailed Board notes throughout the year providing updates on operations, financial projections and competitive activity

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form PRE 14A

Management arranged three plant tours for the Board

Management provided a variety of new reports in response to various director requests

The majority of this additional workflow revolved around the Milikowsky Group Directors' advocacy of the Dissident Strategy and the unwillingness of Mr. Hawthorne and Company management to implement such a strategy due to concerns that doing so would destroy value for GrafTech stockholders.

Table of Contents

On June 10, 2014, the Board held an organizational meeting to establish its committee assignments and receive an update on business conditions from management. During this meeting, Mr. Hawthorne voluntarily stepped down as Chairman of the Board and the Board unanimously elected Mr. Carson to that role. The Board also unanimously appointed Mr. Milikowsky to the Organization, Compensation and Pension Committee and the Nominating & Governance Committee, Ms. Finerman to the Nominating & Governance Committee and Mr. Jardini to the Audit and Finance Committee. As Chair of the Nominating & Governance Committee, Mr. Milikowsky has never taken action regarding the Company Directors proposal to add accounting experience to the Board. Also during this June 10 organizational meeting, the directors held three discussions among the Company's non-executive directors without Mr. Hawthorne present. In those non-executive sessions, Mr. Milikowsky communicated his view that the Board needed to replace the Company's senior management, including Mr. Hawthorne as the Company's President and Chief Executive Officer.

The agenda for the next Board meeting called on July 22 and 23, 2014 for presentation and discussion of the Company's strategy and operations. In an executive session at which Mr. Hawthorne was not present on July 23, 2014 and with the support of Mr. Jardini and Ms. Finerman, Mr. Milikowsky read from a previously prepared written document stating that Mr. Hawthorne and other members of management should be terminated and replaced immediately. Mr. Milikowsky declined to share the written document with the other non-executive directors. During his remarks, Mr. Milikowsky proposed that the Board appoint Mr. Jardini to replace Mr. Hawthorne as President and Chief Executive Officer. To resolve the issue, the directors present agreed that Mr. Carson, Mr. Milikowsky and Mr. Jardini would meet with Mr. Hawthorne to discuss ways to cooperate and develop some common ground.

In that follow-up meeting held on July 24, 2014, Mr. Milikowsky and Mr. Jardini reiterated the claim that the Company's stockholders had given a mandate to the Milikowsky Group Directors and that the Company should adopt the Dissident Strategy. Messrs. Carson and Hawthorne respectfully expressed their disagreement with both assertions. Messrs. Milikowsky and Jardini also demanded that the Company terminate certain senior executives without cause and that the Board form an operating committee to include only Messrs. Milikowsky and Jardini. In furtherance of the proposed operating committee, Messrs. Milikowsky and Jardini requested that the Company provide the two of them with office space at the Company's headquarters so that these two non-executive Company directors could attend all business meetings and participate in all decisions regarding strategy, operations, procurement, legal, personnel and other material items related to the Company's business. Messrs. Carson and Hawthorne respectfully rejected the proposed operating committee and the other demands presented.

On a Board conference call held on July 28, 2014, Mr. Carson proposed forming Advisory Groups consisting of non-executive directors for each segment of the Company's business – an Industrial Materials Advisory Group comprised of Mr. Danjczek, Mr. Milikowsky and Mr. Jardini and an Engineered Solutions Advisory Group comprised of Mr. Carson, Ms. Morris and Ms. Finerman (the Advisory Groups). Because of objections from Messrs. Milikowsky and Jardini, the Board did not formally act to charter the Advisory Groups. The Company Directors nonetheless proceeded to form the Advisory Groups (which are open to all sitting directors), resulting in 16 separate meetings, teleconferences or reports to date. At least one Milikowsky Group Director was present at substantially all of the Advisory Group meetings and the Milikowsky Group Directors had access to all information made available to the Advisory Groups.

On July 29, 2014, GrafTech announced that it had incurred an estimated non-cash impairment charge (the Impairment Charge) of approximately \$126 million due to recent changes in the competitive environment impacting the Engineered Solutions segment's advanced graphite materials business. In connection with the review of the second quarter 2014 financial statements, substantial attention was devoted to vetting the appropriateness of the Impairment Charge.

Also on July 29, 2014, Ms. Finerman requested that Mr. Carson convene a meeting of the Company's non-executive directors to again discuss the level of Board support for Mr. Hawthorne.

Table of Contents

On August 2, 2014, as the Advisory Groups were being formed and before the meeting requested by Ms. Finerman, Mr. Jardini and Mr. Hawthorne discussed and agreed upon many general concepts that could be implemented to simplify and decentralize the Company's organization. But Mr. Jardini and Mr. Hawthorne could not agree on two points. First, Mr. Hawthorne insisted that the Company should continue to pursue its differentiated commercial approach based on quality, service and reliability while Mr. Jardini advocated a commodity-based approach to the market. Second, Mr. Jardini proposed that the Board appoint him as Chief Restructuring Officer reporting directly to the Board, with a commensurate reduction in Mr. Hawthorne's duties and responsibilities. Mr. Hawthorne stated that the Board would have to approve any such proposal, but indicated support for the creation of an executive role for Mr. Jardini reporting to the Chief Executive Officer. Later the same day, Mr. Jardini delivered a written summary of the conversation and his Chief Restructuring Officer proposal to Mr. Hawthorne by email. Mr. Hawthorne forwarded the proposal to Mr. Carson.

On August 6, 2014, the directors (other than Mr. Hawthorne) informally convened by telephone to discuss their level of support for Mr. Hawthorne, as requested by Ms. Finerman. The discussion ended with the Independent Directors supporting Mr. Hawthorne and the Milikowsky Group Directors opposing him. The Board also discussed Mr. Jardini's Chief Restructuring Officer proposal, which was never presented for a vote.

On August 8, 2014, the Company presented and concluded to the Audit and Finance Committee that the final Impairment Charge related to its Engineered Solutions segment would be approximately \$122.0 million which was appropriately recorded and disclosed in the 2014 second quarter 10Q.

On August 29, 2014, the Board received a request from Mr. Milikowsky's legal counsel to reimburse Mr. Milikowsky for \$500,455.49 allegedly incurred through July 2014 by him and certain persons associated with him in connection with the Internal Investigation and a previously undisclosed subpoena from the SEC. The letter also requested reimbursement of amounts subsequently incurred regarding such matters. With the August 29 request, Mr. Milikowsky submitted redacted documentation of expenses totaling \$482,323.08. Mr. Milikowsky agreed to recuse himself from consideration of the request due to his conflict of interest and the request was submitted to the remaining members of the Board. GrafTech management requested additional information, including confirmation that a subpoena had been issued and sufficient billing detail to verify that the claimed expenses were properly reimbursable. Mr. Milikowsky refused to provide the requested information to the Company or the Board. With Mr. Milikowsky's concurrence, the Board requested that outside legal counsel work directly with Mr. Milikowsky's counsel to obtain and review the requested documentation. To date, the Board has authorized and the Company has advanced \$385,064.51 to Mr. Milikowsky for properly documented expenses described in the August 29 request. Since the August 29 request, Mr. Milikowsky has submitted through counsel additional requests for advancement totaling \$70,932.64, of which the Board has authorized and the Company has paid \$12,088.54. To date, Mr. Milikowsky has not authorized the release of copies of the subpoena, his responses or any other relevant documentation regarding the status of the SEC investigation to the Board or the Company.

Also on August 29, 2014, the Board received a request from Mr. Milikowsky's legal counsel to reimburse the Milikowsky Group for \$5,946,251.54 in expenses allegedly incurred in connection with the 2014 Annual Meeting. The Board, with the Milikowsky Group Directors recusing themselves, considered this request and on September 18, 2014 communicated to the Milikowsky Group Directors needed more time to consider the request. On November 17, independent Board counsel sent a letter to Mr. Milikowsky's counsel indicating that the Company Directors met, consistent with the Milikowsky Group Directors' prior recusal, and determined that reimbursement of the requested proxy-contest expenses was not in the best interests of the Company's stockholders. On March 30, 2015, the Special Committee (as defined below) determined to refer the question of reimbursement of these expenses to a stockholder vote at the 2015 annual meeting of stockholders (2015 Annual Meeting) with a recommendation that the Company's stockholders vote against reimbursement (see page [] for a more detailed discussion of the proposal to reimburse these expenses and the Board's recommendation that stockholders vote against the proposal).

Table of Contents

At a Board meeting on September 18, 2014, Company management reviewed the Company's capital structure and liquidity requirements with the Board and presented management's long-term strategic plan, recapitalization options and related recommendations. Mr. Milikowsky immediately requested a meeting of the Company's non-executive directors. In the session that followed without Mr. Hawthorne present, Ms. Finerman proposed that the Board terminate Mr. Hawthorne and appoint Mr. Milikowsky as the Company's President and Chief Executive Officer. The Independent Directors rejected this proposal, as they felt Mr. Hawthorne was taking appropriate actions and providing solid leadership through the cyclical downturn in the Company's key end markets.

On September 29, 2014, at the request of the Chair of Company's Audit and Finance Committee, a third party consultant completed additional procedures regarding the Company's balance sheet. The Company's management's key controls, methodologies and key inputs and assumptions used to develop the Company's balance sheet reserves were reviewed. The findings were presented to the Audit and Finance Committee.

On October 8, 2014, Ms. Finerman expressed concern to Mr. Carson regarding the viability of the Company and suggested the formation of a special committee comprised of Mr. Milikowsky, Ms. Morris and Ms. Finerman to review the Company's future direction, explore strategic alternatives or financial restructuring and address the management of the Company. As a result of this request, Mr. Carson asked management to address Ms. Finerman's viability concerns before the full Board.

On October 24, 2014, the Board held a special meeting to address Ms. Finerman's concerns. At the meeting, Company management reiterated its September 18, 2014 assessment and related recommendations with the Company's third-party financial advisors present. These financial advisors also delivered comments to the Board regarding the Company's capital structure, liquidity and available financing options. During the meeting, Mr. Jardini expressed concern regarding the Company's financial viability, liquidity, capital structure and ability to repay the \$200 million senior subordinated notes due to mature in November 2015 (the Senior Subordinated Notes). The Senior Subordinated Notes are and have always been held entirely by Mr. Milikowsky, his associates and other persons connected to Mr. Milikowsky including \$7.3 million in Senior Subordinated Notes held by Mr. Jardini and his associates.

At a Board meeting on November 19, 2014, Mr. Milikowsky requested a meeting of the Company's non-executive directors. During the session that followed without Mr. Hawthorne present, the Milikowsky Group Directors reiterated Ms. Finerman's September 18, 2014 proposal to terminate Mr. Hawthorne's employment with the Company. In light of the continuing conflict over strategic direction and the repeated requests to terminate Mr. Hawthorne, the Independent Directors concluded that a proxy contest regarding the Annual Meeting was a strong possibility. During the meetings on November 19, Ms. Finerman asked Mr. Milikowsky to propose terms on which such a proxy contest could be avoided and present a strategy that would create more value than the strategy being pursued by Company management. Shortly after the November 19 Board meeting, Mr. Carson asked Mr. Hawthorne to have Company management engage the Company's third-party search firm to identify a qualified director candidate for potential addition to the Board.

On December 16, 2014, Mr. Milikowsky indicated that he would be willing to forego a proxy contest if the Board agreed on that day to immediately appoint Alan Carr and Frederic Brace whom Mr. Milikowsky indicated were identified by his legal counsel to an expanded Board and to create an operating committee of the Board with effective control over all Company operational decisions and stakeholder communications. In connection with this proposal, Mr. Milikowsky expressed a willingness to extend the maturity of the Senior Subordinated Notes on undisclosed terms so long as he was satisfied with management. Mr. Milikowsky did not present the requested new strategic proposals in connection with these settlement and refinancing offers. The Company Directors requested more information regarding Mr. Milikowsky's proposal and the Board agreed to revisit the matter on December 22, 2014.

Table of Contents

On December 22, 2014, the Board rejected Mr. Milikowsky's timetable for his December 16 proposal, but agreed to interview Mr. Milikowsky's two proposed candidates, Messrs. Carr and Brace. Between December 30, 2014 and January 12, 2015, the Company Directors individually conducted interviews with Mr. Carr and, separately, Mr. Brace. From this meeting and until January 20, 2015, the Company Directors conferred repeatedly with Mr. Milikowsky, including at a special Board meeting on January 12, 2015. The Company Directors' objective during these discussions was to clarify Mr. Milikowsky's proposed terms and pursue a compromise that did not involve giving Mr. Milikowsky a majority of the Board and thus effective control over the Company without payment of a corresponding premium to stockholders.

On December 30, 2014, Mr. Milikowsky's counsel requested a form of the Company's non-employee director questionnaire, which the Company promptly provided.

On January 20, 2015, Mr. Carson sent a communication to Mr. Milikowsky offering to add one of the two candidates proposed by Mr. Milikowsky, plus a new independent candidate with a strong operational background at a large international company previously identified by an independent third-party search firm. The communication also invited Mr. Milikowsky to interview the identified third-party candidate. Mr. Milikowsky declined the offer without interviewing the proposed third-party candidate.

On January 23, 2015 Mr. Milikowsky formally notified the Company of his intent to nominate seven director candidates (the Milikowsky Control Slate) including Messrs. Milikowsky and Jardini and Ms. Finerman for election at the Annual Meeting and to present at the meeting a bylaw moratorium proposal. The bylaw-moratorium proposal, if adopted, would repeal any change to the Company's then-current by-laws adopted before the Annual Meeting that adversely affect Mr. Milikowsky or the election of the Milikowsky Control Slate (see page 84 for a more detailed discussion of Mr. Milikowsky's bylaw-moratorium proposal). Also on January 23, 2015, Mr. Milikowsky filed an open letter to the Board with the SEC, criticizing the Company Directors and Mr. Hawthorne's performance as President and Chief Executive Officer.

On January 26, 2015, Mr. Carson filed an open letter to Mr. Milikowsky with the SEC. The letter expressed, among other things, disappointment with Mr. Milikowsky's insistence on a proxy contest despite the efforts of the Company Directors to engage with the Milikowsky Group Directors and develop a mutually agreeable settlement short of a change of control without a premium to GrafTech stockholders.

On February 11, 2015, Mr. Milikowsky filed another open letter to Mr. Carson with the SEC. The letter criticized the Company's recent performance, called for the immediate replacement of Mr. Hawthorne with Mr. Brace or Mr. Carr and presented for the first time indicative terms on which Mr. Milikowsky might agree to refinance the Senior Subordinated Notes.

On February 26, 2015, a majority of the Nominating & Governance Committee, with Mr. Milikowsky acting as Chair, voted to recommend the Milikowsky Control Slate for election at the Annual Meeting the same seven nominees that Mr. Milikowsky intends to nominate as a dissident stockholder. During the Nominating & Governance Committee meeting, Mr. Carson suggested that Mr. Milikowsky and Ms. Finerman recuse themselves from a vote on whether the Board should recommend the same control slate that Mr. Milikowsky intends to nominate as a stockholder. Both Mr. Milikowsky and Ms. Finerman are members of the Milikowsky Control Slate. Mr. Milikowsky declined to recuse himself and voted in favor of the recommendation. Ms. Finerman also declined to recuse herself and voted in favor of the recommendation. Mr. Carson voted against the recommendation.

On February 27, 2015, a majority of the Board rejected the Nominating & Governance Committee's recommendation that the Board endorse the Milikowsky Control Slate for election as the Company's Board at the Annual Meeting. The Company Directors voted to reject the recommendation. Messrs. Milikowsky and Jardini voted in favor of the recommendation. Ms. Finerman recused herself from the Board vote regarding the recommendation.

Table of Contents

Also on February 27, 2015, in an effort to address what the Company Directors perceived to be a conflict of interest for those members of the Nominating & Governance Committee included on the Milikowsky Control Slate, the Board established a special committee of the Board consisting of the Company Directors to oversee the Company's activities in preparation for and at the Annual Meeting (the Special Committee). Messrs. Milikowsky and Jardini voted against the establishment of the Special Committee, but the measure passed with the affirmative vote of all other directors, including Ms. Finerman. Accordingly, the Special Committee has been performing the functions of the Nominating & Governance Committee and the Board with respect to the Annual Meeting since February 27, 2015 and is expected to continue performing those functions until the conclusion of the Annual Meeting.

Between February 27, 2015 and March 30, 2015, the Special Committee held four meetings. During those meetings, the Special Committee considered how best to empower stockholders to choose among the field of director nominees while mitigating against a change in Board control without payment of a corresponding premium to stockholders and any consequent adverse impacts on the Company's strategy and operations. The Special Committee also considered the concerns raised by Mr. Milikowsky during his advocacy on behalf of the Milikowsky Control Slate. Finally, the Special Committee deliberated regarding the appropriate size of the Board and the diversity of skills and experiences that would best enhance Board effectiveness.

During this period, the Special Committee and Company management, with the help of two third-party search firms, reviewed the qualifications of more than 50 potential new director candidates, selected a short list of approximately 15 candidates and interviewed more than 10 candidates to arrive at the Special Committee's final nominees. As part of this process, the Special Committee reviewed its members' notes from the interviews conducted with Messrs. Carr and Brace in late December 2014 and early January 2015. The Special Committee also sought to interview Fiona Scott Morton and Michael Christodolou, the last two candidates on the Milikowsky Control Slate, but Ms. Scott Morton and Mr. Christodolou declined to be interviewed.

On March 2, 2015, the Company and the participating lenders amended the Company's existing \$400 million revolving credit facility to increase funds availability and to establish a new \$40 million delayed-draw senior-secured term-loan facility. As a result of the March 2, 2015 amendment, the Company expanded its liquidity to address current debt maturities and enhanced its capital structure, consistent with the plans presented by Company management at the Board meeting on September 18, 2014 and reiterated in subsequent Board meetings and communications. The Company did so despite the Milikowsky Group Directors' repeated assertions over the preceding nine months that the Company is not financially viable, the nomination by Mr. Milikowsky of restructuring professionals on the Milikowsky Control Slate and the unfounded liquidity concerns expressed by Mr. Milikowsky in his February 11, 2015 letter cited above.

On March 17, 2015, Mr. Milikowsky filed a preliminary proxy statement with the SEC. Among other things, such preliminary proxy statement states that "Save GrafTech will pay all costs of the solicitation of proxies on behalf of Save GrafTech...If all (or some of) the Nominees are elected, Save GrafTech intends to seek reimbursement of those costs from the Company...without seeking further approval by the Company's Stockholders.

Recommendation of the Special Committee

The Special Committee believes that Mr. Milikowsky, as the Company's largest stockholder and the leader of one of the Company's major creditor groups, is reasonable in his request to be represented on the Board. Accordingly, the Special Committee has implemented a universal proxy card, expanded the Board to nine members, and recommended seven candidates not supported by Mr. Milikowsky for election to the Board at the Annual Meeting. As a result, stockholders are assured of the election of at least two of Mr. Milikowsky's nominees from among those listed on the Milikowsky Control Slate, including (if stockholders so vote) Mr. Milikowsky himself.

Table of Contents

The members of the Special Committee are open to all ideas designed to enhance stockholder value. Mr. Milikowsky has now been a Company director in two different time periods (2010-2013 and 2014-2015). In both periods, the only operating strategy Mr. Milikowsky has presented to the Board is the highly commoditized approach to the Company's business most recently encapsulated in the Dissident Strategy. The members of the Special Committee, with the assistance of third-party financial and legal advisors, have extensively considered the Dissident Strategy. The Special Committee firmly believes that the Company's adoption of the Dissident Strategy would destroy value for GrafTech stockholders. In a reprise of his approach during the 2010-2013 period, Mr. Milikowsky has reacted to this failure to convince any unaffiliated Company directors of the validity of his operating strategy with another attempt to terminate the current President and Chief Executive Officer, including by replacing those same unconvinced and unaffiliated directors if necessary.

Despite several requests from the members of the Special Committee, the Milikowsky Group Directors have failed to articulate any actionable proposals to enhance stockholder value other than the Dissident Strategy and the general discussion between Messrs. Hawthorne and Jardini on August 2, 2014. Mr. Milikowsky has instead embarked upon another distracting and costly campaign to obtain control of the Board which will effectively provide Mr. Milikowsky with operational control of the Company without paying any premium to current Company stockholders.

The Special Committee believes such an uncompensated transfer of control and the likely consequences for the Company's overarching business strategy, operational continuity and employee morale are contrary to the best interests of the Company and its stockholders. The Special Committee vigorously opposes Mr. Milikowsky's solicitation. **Accordingly, the Board recommends that you NOT sign any blue proxy or instruction card sent to you. Whether or not you have previously executed a blue card, your Board urges you to sign, date and deliver the enclosed WHITE proxy or instruction card as soon as possible.**

GrafTech is Successfully Executing on the Right Strategic Plan

The Company has a clear strategic plan in place that continues to drive important actions for change throughout the organization to build sustainable operating leverage and dramatically improve results. The Company has successfully completed three major cost-saving programs representing annual operating savings of more than \$120 million and increased positive operating cash flows even as it navigates significant industry challenges. The Independent Directors believe that current Company management is the right team to continue executing against this strategic plan.

The Company Directors believe that electing the Milikowsky Control Slate with its members' focus on restructuring and distressed assets would interrupt the ongoing implementation of the Company's strategic plan and negatively impact stockholder value. The Company Directors further believe that a change in effective control of the Company without payment of a commensurate premium is not in the best interests of GrafTech stockholders. Please take a moment and vote the WHITE card today.

Director Qualifications

In considering whether to recommend any candidate for inclusion in the Board's slate of recommended director nominees, including candidates recommended by our stockholders or others, the Nominating Committee or our Board applies the criteria set forth in our Governance Guidelines and the Nominating Committee Charter. These criteria include the candidate's integrity, business acumen, age, independence, experience, commitment, diligence, conflicts of interest and ability to act in the interests of all of our stockholders. The Board does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow our Board to fulfill its responsibilities and provide value to our stockholders. We believe that the Board, as a whole, should possess the following core competencies:

Table of Contents

Accounting, Finance, and Disclosure: ability to protect and inform stockholders and debt holders through liquidity and capital resource management and internal financial and disclosure controls;

Business Judgment: ability to assess business risk and stockholder valuation creation strategies;

Management: ability to apply general management best practices in a complex, rapidly evolving business environment;

Crisis Response: ability and time to perform during periods of both short-term and prolonged crisis;

Industry Knowledge: ability to assess opportunities and threats unique to GrafTech's industry;

International Markets: ability to appreciate the importance of global business trends;

Leadership: ability to attract, motivate and energize a high-performance leadership team; and

Strategy/Vision: ability to provide strategic insight and guidance by encouraging innovation, conceptualizing key trends, evaluating strategic decisions and continuously challenging GrafTech to sharpen its vision.

We also believe that each director should possess the following skills, qualifications and characteristics:

High personal standards of integrity and honesty, and a desire to make full disclosure of all present and future conflicts of interest;

Ability to make informed business judgments;

Literacy in financial and business matters;

Ability to be an effective team member;

Commitment to active involvement and an ability to give priority to GrafTech;

No affiliations with competitors;

Achievement of high levels of accountability and success in his or her given fields;

No geographic travel restrictions;

Ability and willingness to learn our businesses;

Experience in our businesses or in professional fields (i.e., finance, accounting, law or banking) or other industries or as a manager of international businesses so as to have the ability to bring new insight, experience or contacts and resources to GrafTech;

Willingness to make a substantial personal investment in GrafTech;

No direct affiliations with major customers or vendors; and

Previous public company board experience together with good references.

Diversity

Our Governance Guidelines specify that the Nominating Committee should consider the value of diversity on the Board in the candidate identification and nomination process. The Nominating Committee seeks candidates with a broad diversity of experience and strategic and operational views and philosophies. The Nominating Committee's evaluation of director candidates also includes consideration of their ability to contribute to the diversity of age, backgrounds, geographic regions, and experience represented on the Board. Nominees are not discriminated against on the basis of race, color, religion, sex, ancestry, national origin, sexual orientation, disability or any other basis proscribed by law. Under our Governance Guidelines, a director will not be nominated for election or re-election if he or she would be age 74 or older at the time of election.

Table of Contents

Background Information with Respect to Nominees

The following is information about each of the director nominees as of the date of this proxy statement, including professional background, director positions held currently or at any time during the last five years, involvement in certain legal or administrative proceedings, if applicable, and the specific qualifications, experience, attributes or skills that caused the Special Committee and our board of directors to determine that the nominee should serve as one of our directors. We believe that all of our director nominees adhere to high standards for integrity, honesty and ethics and that each has demonstrated business acumen and an ability to exercise sound judgment independent of personal interests, as well as a commitment of service to GrafTech and the Board.

RANDY W. CARSON

Age: 64

Director Since: May 2009

Independent

Board Committees:

Compensation Committee

Nominating Committee

From 2000 to February 2009, Mr. Carson served as Chief Executive Officer Electrical Group of Eaton Corporation, a diversified power management company with 2008 sales of \$15.4 billion. Eaton's Electrical Group is a global technology leader in electrical components and systems for power quality, distribution and control with 2008 revenues of approximately \$6.9 billion. Mr. Carson retired from Eaton in May 2009 following 10 years with the company. Prior to Eaton Corporation, Mr. Carson held several executive positions with Rockwell International. He was also Chairman of the National Electrical Manufacturers Association. Mr. Carson currently serves as a Director of Fairchild Semiconductor International, Inc. and Nordson Corporation, and serves on the audit committee of its Board of Directors. Our Board believes that Mr. Carson's deep operational experience in global industrial businesses enables him to provide unique common sense insight to the Board with respect to meeting marketplace challenges, implementing LEAN and other internal initiatives, integrating business units and anticipating and planning for commercial risks and uncertainties. Mr. Carson holds a Bachelor of Science degree in Electrical Engineering from Valparaiso University.

Current Public Company Directorships:

Fairchild Semiconductor International, Inc.

Nordson Corporation

GrafTech International Ltd.

Prior Public Company Directorships:

None

The Special Committee believes that Mr. Carson's senior executive and deep operational experience managing large, multi-billion-dollar global businesses together with his strategic vision, leadership, and understanding of financial

accounting, finance and disclosure matters are invaluable to our Board. In addition, the Special Committee believes Mr. Carson has demonstrated his ability to successfully lead the Board through a very complex Board dynamic, which further demonstrates Mr. Carson's qualification to continue serving as a member of our Board.

Table of Contents

ROBERT J. CONRAD

Age: 55

Independent

Board Committees:

None*

Current Public Company Directorships:

None

Prior Public Company Directorships:

Mindspeed Technologies, Inc.

The Special Committee believes that Mr. Conrad's experience and insight into the advanced electronics market, including production, markets and technology trends, will be an invaluable addition to the Board.

Mr. Conrad has served as Senior Vice President and General Manager, Automotive Microcontrollers at Freescale Semiconductor, Ltd., since October 2012. Mr. Conrad joined Freescale from Fairchild Semiconductor, where he ran the analog and low-voltage discrete business, along with technology development and strategy, serving as Senior Vice President of Strategy from September 2011 to October 2012, Executive Vice President of Mobile, Computing, Consumer and Communications from December 2007 to September 2011, Executive Vice President of Analog from May 2006 to December 2007, and Senior Vice President of Analog and Integrated Circuits from September 2003 to May 2006. Prior to that, Mr. Conrad served as Chief Executive Officer, President and Board member of Trebia Networks from April 2001 to March 2003, Vice President and Product Line Director of the DSP business at Analog Devices Inc. from April 1995 to March 2001, and in various engineering and business management positions at Texas Instruments Inc. from September 1979 to March 1995. Mr. Conrad holds a Bachelor of Science degree in Electrical and Computer Engineering from the University of Cincinnati.

Mr. Conrad was a director of Mindspeed Technologies, Inc. from August 2010 until the sale of the company in December 2013.

* New Director Nominee

Table of Contents

THOMAS A. DANJCZEK

Age: 67

Director Since: May 2014

Independent

Board Committees:

Audit Committee

Compensation Committee

Current Public Company Directorships:

GrafTech International Ltd.

Mr. Danjczek served as Senior Advisor for the Steel Manufacturers Association (SMA) from November 2013 to December 2014. From February 1998 to November 2013, Mr. Danjczek served as President of the SMA and functioned as its Chief Executive, Operating, and Administrative Officer and a member of the Board and Executive Committee. Prior to joining SMA, Mr. Danjczek held various leadership positions at a number of public companies, including Wheeling-Pittsburgh Steel Corporation, Bethlehem Steel Corporation and Kaiser Steel Corporation. Mr. Danjczek served as Vice Chairman of the U.S. Industry Trade Advisory Committee (ITAC 12) and since 1999 has been an Advisor to the U.S. Trade Representative and Department of Commerce.

Prior Public Company Directorships:

Globe Specialty Metals, Inc.

The Special Committee believes that Mr. Danjczek is well qualified to serve as a mem-

ber of the Board. He has a strong background

and relationships in the steel and manufactur-

ing industry, relevant leadership experience with proven business judgment primarily in operations, as well as extensive international steel industry experience and regulatory, legis-lative and trade related experience.

Mr. Danjczek serves on the Board of Walker Magnetics, a privately held controls manufacturer that services the scrap and steel industries, on the Board of Mineral Services Inc., a privately held raw materials supplier to the steel industry, and on the advisory board of Byer Steel Group, a privately held steel service center. Mr. Danjczek previously served as a Director of Globe Specialty Metals, Inc., from 2010 to May 2015, during which he was a member of its Audit Committee and Compensation Committee. Globe Specialty Metals is one of the world's largest producers of silicon metal and silicon-based specialty alloys serving major silicone chemical, aluminum and steel manufacturers. Mr. Danjczek holds a Bachelor of Science degree from Villanova University, a M.S. in Industrial Management from Purdue University and completed the University of Michigan's Manufacturing Executive Program.

Table of Contents

JAMES O. EGAN

Age: 66

Independent

Board Committees:

None*

Current Public Company Directorships:

PHH Corporation

Prior Public Company Directorships:

Investcorp International, Inc.

The Special Committee believes that Mr.

Egan's corporate governance, accounting and financial reporting experience as well as his broad business, strategic, operation-

al, M&A and private equity experience will strengthen the financial oversight of

the Board and well qualify him to serve

as a member of the Board.

* New Director Nominee

Mr. Egan has served as Non-Executive Chairman of the Board of Directors of PHH Corporation since 2009 and currently serves as a member of its Audit, Human Capital and Compensation, and Corporate Governance Committees. PHH is a leading non-bank mortgage originator and servicer of U.S. residential mortgage loans. Mr. Egan served as a Managing Director of Investcorp International, Inc., an alternative asset management firm specializing in private equity, hedge fund offerings and real estate and technology investments, from 1998 through 2008. Mr. Egan was the partner-in-charge, M&A Practice, U.S. Northeast Region for KPMG LLP from 1997 to 1998 and served as the Senior Vice President and Chief Financial Officer of Riverwood International, Inc. from 1996 to 1997. Mr. Egan began his career with PricewaterhouseCoopers (formerly Coopers & Lybrand) in 1971 and served as partner from 1982 to 1996 and a member of the Board of Partners from 1995 to 1996. Mr. Egan possesses over forty years of business experience involving companies of varying sizes from start-ups to Fortune 500 public companies operating across numerous industries, including global industrial manufacturing businesses. He has 25 years of public accounting experience having served as lead audit partner involved in the audits of annual financial statements of numerous public companies. He also has ten years of private equity experience working with portfolio companies in the US and Europe to create shareholder value. Mr. Egan has served on numerous boards and related committees of both public and private companies. He currently serves as a Director of New York & Company, Inc., and as Chair of its Audit Committee. Mr. Egan holds a Bachelor of Science degree in Accounting from St. John's University.

Table of Contents

JOEL L. HAWTHORNE

Age: 50

Director Since: January 2014

Chief Executive Officer

Mr. Hawthorne was elected to the Board and became Chief Executive Officer and President in January 2014. Previously, he was Vice President and President, Engineered Solutions since March 2011 and over the last three years led the segment to more than 20% annual sales growth rates through many successful new product introductions. Mr. Hawthorne joined GrafTech as a Director of Investor Relations in August 1999. During his time in Investor Relations, he was an integral part of the management team that turned the Company around. In January 2001, he was appointed Director of Electrode Sales & Marketing, United States and Canada and was promoted to Director of Electrode Marketing and Sales for the Americas in 2003. In October 2005, he was appointed Director Worldwide Marketing and Americas Sales. During this period, Mr. Hawthorne was instrumental in the development and execution of global sales and marketing strategies for the graphite electrodes business and a driving force in more than doubling sales to over \$1 billion. In January 2009, he was appointed Vice President, Global Marketing & Sales for Industrial Materials with responsibility for worldwide sales, strategy and tactical planning. Prior to joining GrafTech, Mr. Hawthorne spent over ten years in the steel industry with extensive financial and strategic planning experience including as Director of Strategic Planning for a major steel company. Mr. Hawthorne currently serves on the Board of Directors of CE National, Inc., a non-profit organization. Mr. Hawthorne holds a Bachelor of Science degree in Accounting and a Master of Science in Business Education from the University of Akron.

Board Committees:

None

Current Public Company Directorships:

GrafTech International Ltd.

Prior Public Company Directorships:

None

Table of Contents

JAMES A. SPENCER

Age: 61

Independent

Board Committees:

None*

Current Public Company Directorships:

None

Prior Public Company Directorships:

None

The Special Committee believes that Mr. Spencer's broad international and oper-

ational experience as well as his experi-

ence in successfully competing in indus-

trial sectors facing challenges from lower

cost entrants and commoditization will be invaluable to our Board.

Mr. Spencer has served as Executive Vice President of Operations for Delphi Automotive PLC since 2013. Delphi is a leading global vehicle components manufacturer and provider of electrical and electronic, powertrain, active safety and thermal technology solutions to the global automotive and commercial vehicle markets. Mr. Spencer was previously Senior Vice President of Delphi and Sector President of Electrical and Electronics since February 2012. Prior to that, he was Vice President of Delphi and President of Delphi Electrical/Electronic Architecture since October 2009. Mr. Spencer was Vice President and President of Delphi Electrical/Electronic Architecture, formerly Packard Electric Systems, since 1999 and previously was President of Delphi Asia Pacific from 1999 to 2000. He also has served as President of Delphi Latin America since July 2006. As part of his operations responsibilities, Mr. Spencer oversees the global enterprise operating function. In that role, he is responsible for fully integrating the Delphi Operating System across the entire organization. In addition, as president of Delphi Latin America, Mr. Spencer is responsible for operations in Mexico, Argentina, Honduras and Brazil. Mr. Spencer began his automotive career in 1976 as a college-graduate-in-training with a General Motors (GM) division in Anderson, Indiana. He held numerous engineering and operations assignments at various GM facilities before being named executive vice president of the General Motors Korean joint venture, Daewoo-HMS Industries in 1989, based in Taegu, Korea. He returned to the United States in 1991 and held a number of positions that included customer director at the Chevrolet-Pontiac-GM of Canada Group and plant manager in Athens, Alabama. Mr. Spencer is a member of the Motor & Equipment Manufacturers Association (MEMA) board of directors. Mr. Spencer holds a Bachelor's degree in Business Administration from Hanover College and a Master's degree in Business Administration from Ball State University.

* New Director Nominee

Table of Contents

ROBERT F. WEBER, JR.

Age: 60

Independent

Board Committees:

None*

Current Public Company Directorships:

None

Prior Public Company Directorships:

None

The Special Committee believes that Mr. Weber's accounting and financial reporting experience as well as his operational exper-

Mr. Weber has served as Vice Chairman, Chief Financial Officer and Treasurer of Woodward, Inc., since September 2011, and Chief Financial Officer and Treasurer since August 2005. Woodward is an independent designer, manufacturer, and service provider of energy control and optimization solutions. Prior to August 2005, Mr. Weber was employed at Motorola, Inc. for 17 years, where he held various positions, including Corporate Vice President and General Manager EMEA Auto. Prior to this role, Mr. Weber served in a variety of financial positions at both a corporate and operating unit level with Motorola. Before joining Motorola, Mr. Weber served as Senior Manager at KPMG (Peat Marwick) in Chicago. Mr. Weber holds a Bachelor of Science degree in Accounting from Bowling Green State University and an MBA from the University of Chicago.

ience will be invaluable to our Board.

* New Director Nominee

Information about the number of shares beneficially owned by each of the nominees and current directors appears below under Security Ownership of Management and Certain Beneficial Owners. Based on information provided by each nominee, there are no family relationships among any of the directors and executive officers of GrafTech (For additional information, see Related Person Transactions), none of the nominees named above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or involved in other legal proceedings during the past ten years, including insolvency laws that would be required to be disclosed under SEC rules, and none of the nominees named above was selected as a nominee pursuant to any arrangement or understanding between such nominee and any other person.

Director nominees are elected by a plurality of the votes cast by holders of outstanding shares.

THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF THE SEVEN NOMINEES NAMED ABOVE, EACH TO SERVE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL HIS OR HER SUCCESSOR HAS BEEN DULY ELECTED AND QUALIFIED

Table of Contents

THE BOARD OF DIRECTORS

Structure of the Board

Under our by-laws, the Board fixes the size of the Board, so long as the number of directors is not less than three or more than fifteen. The Board currently consists of seven members, each of whom the Board has determined to be an independent director (within the meaning of the listing standards of the NYSE), except for Mr. Hawthorne, who is a GrafTech employee. Effective upon due election and qualification of directors at the Annual Meeting, the number of directors constituting our Board shall be nine.

The Board has determined that, to be considered independent, an outside director may not have a material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In determining whether a material relationship exists, the Board considers, among other things, whether a director or a member of his or her immediate family received in any 12-month period during the past three years more than \$120,000 in direct compensation from the Company (other than director fees and pension or other deferred compensation for prior service), whether the director has in the last three years been a Company employee (or whether a member of the director's immediate family has in the last three years been a GrafTech executive officer), whether the director or a member of the director's immediate family is or has been affiliated with a current or former auditor of GrafTech, and whether the director is or has been part of an interlocking directorate. The Board consults with GrafTech's counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of independent director, including those set forth in the listing standards of the NYSE.

The Board selects the Chairperson of the Board following each annual meeting of stockholders. Subject to election as such by the Board following the Annual Meeting, Mr. Carson, who is an independent director and who has been our Chairman since 2014, is expected to become our Chairperson following the Annual Meeting.

Our Board has established three standing committees, the Audit and Finance Committee, or the Audit Committee, the Nominating and Governance Committee, or the Nominating Committee, and the Organization, Compensation and Pension Committee, or the Compensation Committee, and periodically establishes other committees, in each case so that certain important matters can be addressed in greater depth than may be possible in a meeting of the entire Board. Under our Governance Guidelines and the committee charters described below, members of the three standing committees must be independent directors within the meaning of the listing standards of the NYSE. Further, members of the Audit Committee must be independent directors within the meaning of the Sarbanes-Oxley Act of 2002, must satisfy the expertise requirements of the listing standards of the NYSE, as required by the committee's charter, and must include an audit committee financial expert within the meaning of the SEC rules. Our Board has determined that the three standing committees currently consist of members who satisfy such requirements.

Board Leadership Structure and Separation of Chair and CEO Roles

Our Board believes it is in the best interests of the Company and its stockholders that the Board make its own determinations, based on all of the then current facts and circumstances, regarding whether to separate the roles of Chairperson and Chief Executive Officer and whether our Chairperson, if not the Chief Executive Officer, should be an independent director. While separation of those roles relates to corporate governance, it also relates to succession planning and our Board believes it is in the best interests of GrafTech and our stockholders for the Board to make a determination with respect to this matter on a case-by-case basis as part of succession planning.

Subsequent to the 2014 annual meeting of stockholders, the role of Chairperson of the Board and Chief Executive Officer were separated and Mr. Carson became our Chairman. The Board believes the current leadership structure is appropriate given the Company's and the Board's current needs.

The Board's Role in Risk Oversight

The Board and its committees are actively involved in overseeing the assessment and management of risk for the Company. The Board receives reports from each committee chair regarding the committee's

Table of Contents

considerations and actions. The risk oversight process includes receiving regular reports from members of senior management on areas of material risk, including operational, financial, legal and regulatory, and strategic and reputational risks, and on the Company's processes regarding enterprise risk management. Our Governance Guidelines and Nominating Committee Charter provide, among other things, that the Board as a whole should possess as one of its competencies the ability to assess business risk.

Under principles articulated by the NYSE, it is the job of the Chief Executive Officer and senior management to assess and manage our Company's exposure to risk, and our Audit Committee must discuss guidelines and policies to govern the process by which this is handled. The duties of our Audit Committee include, with respect to financial affairs, the identification, assessment and management of financial risks and uncertainties, such as:

Reviewing with management and the independent registered public accounting firm our financial reporting risk assessment and management policies and practices, including related corporate approval requirements and internal auditing systems, and initiatives to minimize related risks;

Discussing guidelines and policies to govern the process by which risk assessment and management is undertaken;

Reviewing with management our compliance with covenants under debt securities and credit facilities;

Reviewing contingencies that could reasonably be expected to have significant impact on financial performance or condition; and

Reviewing with the General Counsel all legal matters that could reasonably be expected to have a significant impact on financial condition or performance.

We maintain an internal audit function, which reports directly to the Audit Committee, to provide management and the Audit Committee with ongoing assessments of our risk management processes and system of internal control.

The Audit Committee Charter provides that the duty and responsibility of the Audit Committee and each of its members is one of oversight and neither the Audit Committee nor any of its members has any duty or responsibility to, among other things, guarantee or provide other assurances that there are no financial risks or uncertainties or that such risks or uncertainties have been reduced or eliminated.

Meetings of the Board

Each director is expected to attend Board meetings and the meetings of those committees of the Board of which he or she is a member, and to spend the time necessary to properly discharge his or her respective duties and responsibilities. During 2014, the Board met 22 times and each director who was then serving attended at least 75% of the total number of meetings of the Board and the committees of which he or she was a member. Directors are encouraged, but not required, to attend our annual meetings of stockholders.

	Number of Members	Independence	Number of Meetings during Fiscal Year 2014
Full Board of Directors	7	85%*	22
Audit and Finance Committee	3	100%	7
Organization, Compensation and Pension Committee	3	100%	9
Nominating and Governance Committee	3	100%	7

* All of the members of our board are independent, other than our Chief Executive Officer.

Committees of the Board

A description of the functions of each standing committee is set forth below. A list of the members of each standing committee at March 1, 2015 is also set forth below. All committees have the authority to retain and pay advisors and conduct investigations

Table of Contents

without further approval of the Board or management. All such advisors shall report and be responsible directly to the committee which retains them, including the independent registered public accounting firm, which is required to be retained by and be responsible directly to the Audit Committee.

Board and Committee Charters

The Board adopted our Governance Guidelines and a written charter for each committee that, at a minimum, are intended to satisfy the listing standards of the NYSE and that are reviewed by the Board annually. Our Governance Guidelines and charters cover such matters as purpose and powers, composition, meetings, procedures, required responsibilities and discretionary activities which the Board or the appropriate committee should periodically consider undertaking. Each committee is authorized to exercise all power of the Board with respect to matters within the scope of its charter.

Our Governance Guidelines and each of the standing committee charters are available on our website at <http://www.graftech.com/CORPORATE-INFO/Corporate-Governance.aspx>. The information contained on our website is not part of this proxy statement.

Our Governance Guidelines and the committee charters are not intended to, and do not, expand or increase the duties, liabilities or responsibilities of any director under any circumstance beyond those that a director would otherwise have under applicable laws, rules and regulations.

Corporate Governance

Our Governance Guidelines provide, among other things, that:

a majority of the directors shall be independent within the meaning of the listing standards of the NYSE;

if a member of the Audit Committee simultaneously serves on an audit committee of more than three public companies, our Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee;

no director will be nominated for election or re-election if he or she would be age 74 or older at the time of election;

the Board shall meet in regular sessions at least six times annually (including telephonic meetings and the annual retreat described below);

the Board shall have an annual extended retreat with executive officers at which there will be a full review of financial statements and financial disclosures, long-term strategies, plans and risks, and current developments in corporate governance; and

non-management directors will meet in executive session at least once annually.

Mr. Hawthorne is the only member of management who serves as a GrafTech director. All of our non-management directors are independent under NYSE listing standards. Our independent directors meet in executive session in connection with our regular Board meetings.

Communications with Non-Management Directors

Our Governance Guidelines require the Board, in consultation with the General Counsel, to establish a means for stockholders and employees to communicate with non-management directors and to disclose the name of director who presides at meetings of non-management directors and who will ultimately receive such communication, and the means for such communication in the annual proxy statement. A majority of the

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form PRE 14A

non-management directors choose the Chairman of the Board as director who presides at the meetings of non-management directors. Randy W. Carson is currently serving as Chairman of the Board.

Stockholders, employees and other interested parties (including those who are not stockholders or employees) may make any such communications to the Chairman of the Board and should direct them to M. Ridgway Barker, Withers Bergman LLP, 157 Church Street, New Haven, Connecticut 06502, (203) 789-1320

Table of Contents

(phone), (203) 785-8127 (fax), and mr.barker@withersworldwide.com. Mr. Barker will forward all such communications to the Chairman of the Board if they relate to substantive matters and include suggestions or comments that he considers important for the Chairman of the Board to know. Generally, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs or personal grievances or communications which are repetitive or duplicative.

Code of Conduct and Ethics

We have had for many years a Code of Conduct and Ethics. Our Code of Conduct and Ethics applies to all employees, including senior executives and financial officers, as well as to all directors. It is intended, at a minimum, to comply with the listing standards of the NYSE, as well as the Sarbanes-Oxley Act of 2002 and the SEC rules adopted thereunder. A copy of our Code of Conduct and Ethics is available on our website at <http://www.graftech.com/CORPORATE-INFO/Corporate-Governance.aspx>. The information contained on our website is not part of this proxy statement. Only the Board or the Audit Committee may waive the provisions of our Code of Conduct and Ethics with respect to executive officers and directors. Any such waivers will be posted on our website.

Related Person Transactions

The Board recognizes that transactions, in which we participate and in which a related person (executive officer, director, director nominee, five percent or greater stockholder, or an immediate family member of one of the foregoing) has a direct or indirect material interest, can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of GrafTech and its stockholders. Accordingly, as a general matter, it is our preference to avoid related person transactions. Nevertheless, we recognize that there are situations where related person transactions may be in, or may not be inconsistent with, the best interests of GrafTech and its stockholders.

Under its Charter, our Audit Committee reviews, evaluates and, as appropriate, approves all transactions with affiliates (other than majority owned subsidiaries), related parties, directors and executive officers (other than with respect to compensation of directors or executive officers, which is addressed by the Compensation Committee).

The Board has adopted a Statement of Policy with respect to related person transactions that is administered by the Audit Committee. The Policy requires approval or ratification by the Audit Committee of any transaction involving the Company and any related person, other than a transaction between the Company and a related person:

that is available to all employees generally, including compensation and other related benefits resulting from employment with the Company;

involving less than \$5,000 when aggregated annually with all similar transactions;

where the rates or charges involved are determined by competitive bids; or

that is otherwise excluded from reporting under Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended, or the Exchange Act.

At least annually, the Audit Committee must approve or disapprove related person transactions. The Statement of Policy provides that the factors to be considered by the Audit Committee may include: (i) whether the terms or conditions of the transaction are generally available to third-parties under similar terms or conditions; (ii) the level of the interest of or benefit to the related person; (iii) the availability of alternative suppliers or customers; (iv) whether the transaction would impair a director's independence or limit a director's ability to serve on any committee of the Board; and (v) the anticipated benefit to the Company.

If advance approval of a transaction is not feasible, the transaction will be considered for ratification by the Audit Committee. If a transaction relates to a member of the Audit Committee, that member will not participate in the Audit Committee's deliberations. In addition, the Audit Committee chair (provided he or she is not

Table of Contents

recused) or, if the chair is recused, another member of the Audit Committee, may pre-approve or ratify any related person transactions involving up to \$100,000.

We also require each executive officer and director to annually provide us with written disclosure of any transaction to which we are a party and in which the officer or director or any of their immediate family members has a direct or indirect material interest. Our Nominating Committee and Audit Committee review our disclosure of related party transactions, both on an as needed basis and on an annual basis in connection with the preparation of our annual report and proxy statement.

Nathan Milikowsky served as a director of GrafTech from December 9, 2010 through May 13, 2013 and from May 21, 2014 (the date that the stockholder vote from the 2014 Annual Meeting was certified by an independent inspector of elections) to the present. Mr. Milikowsky, certain members of his immediate family and certain entities in which he and members of his immediate family have interests were substantial equity owners of Seadrift and C/G prior to the acquisitions of those entities by the Company in November 2010. In connection with those acquisitions, Mr. Milikowsky, his immediate family members and those entities received a portion of the aggregate consideration paid to the equity holders of Seadrift and C/G, which was comprised of shares of common stock, cash and non-interest bearing senior subordinated notes due 2015 (the Senior Notes). Because the Senior Notes are non-interest bearing, they are subject to imputed interest each year, or interest that is considered by the IRS to have been paid for tax purposes pursuant to the Internal Revenue Code of 1986, as amended, or the Code. The Senior Notes held by Mr. Milikowsky, the members of his immediate family and those entities were subject to approximately \$12.3 million of imputed interest in 2014.

On August 29, 2014, the Board received a request from Mr. Milikowsky's legal counsel to reimburse Mr. Milikowsky for \$500,455.49 allegedly incurred through July 2014 by him and certain persons associated with him in connection with the Internal Investigation and a previously undisclosed subpoena from the SEC. The letter also requested reimbursement of amounts subsequently incurred regarding such matters. With the August 29 request, Mr. Milikowsky submitted redacted documentation of expenses totaling \$482,323.08. Mr. Milikowsky agreed to recuse himself from consideration of the request due to his conflict of interest and the request was submitted to the remaining members of the Board. GrafTech management requested additional information, including confirmation that a subpoena had been issued and sufficient billing detail to verify that the claimed expenses were properly reimbursable. Mr. Milikowsky refused to provide the requested information to the Company or the Board. With Mr. Milikowsky's concurrence, the Board requested that outside legal counsel work directly with Mr. Milikowsky's counsel to obtain and review the requested documentation. To date, the Board has authorized and the Company has advanced \$385,064.51 to Mr. Milikowsky for properly documented expenses described in the August 29 request. Since the August 29 request, Mr. Milikowsky has submitted through counsel additional requests for advancement totaling \$70,932.64, of which the Board has authorized and the Company has paid \$12,088.54. To date, Mr. Milikowsky has not authorized the release of copies of the subpoena, his responses or any other relevant documentation regarding the status of the SEC investigation to the Board or the Company.

On August 29, 2014, the Board received a letter from counsel for Nathan Milikowsky requesting reimbursement of \$5,946,251.54 in expenses incurred by Mr. Milikowsky and certain related parties in connection with the proxy contest in support of the election at the 2014 annual meeting of stockholders of his slate of nominees for director. That slate included Karen Finerman and David Jardini, as well as Mr. Milikowsky, each of whom is currently a director of the Company. To date, the Company has not reimbursed any of such expenses. Please see Proposal Six, Reimbursement of Milikowsky Expenses Related to 2014 Proxy Contest on page .

Compensation Consultant

As described under Compensation of Executive Officers and Directors Compensation Discussion and Analysis below, our Compensation Committee engaged Mercer (US) Inc., or Mercer, as its compensation

Table of Contents

consultant. The total amount of fees paid to Mercer for 2014 for executive compensation consulting services provided to the Compensation Committee was approximately \$195,000. Mercer Limited (United Kingdom) provided non-executive compensation related actuarial services to the trustees of a closed UK pension plan and Mercer provided other non-executive compensation services for surveys, retirement plan calculations and actuarial services in Mexico, France and the United States, and received an aggregate of approximately \$375,000 for such services. Our management and, as to the UK pension plan, its trustees made the decision to engage Mercer and its affiliates for these non-executive compensation related services. Both the executive compensation consulting services and the non-executive compensation actuarial and administrative services were approved in accordance with applicable Company policies.

Table of Contents

COMMITTEES OF THE BOARD

Audit and Finance Committee

The Audit Committee assists the Board in discharging and performing its duties and responsibilities with respect to the financial affairs of the Company. Without limiting the scope of such activities, the Audit Committee has authority and responsibility to:

select, retain, evaluate and, as appropriate, terminate and replace the independent registered public accounting firm;