

Corporate Management Declaration pursuant to Sections 289a, 315 para. (5) of the German Commercial Code (Handelsgesetzbuch – HGB)

Description of the Workings and Composition of the Board of Management and the Supervisory Board of SGL Carbon SE and Their Committees

The corporate management of SGL Carbon SE as a listed European Company (SE) domiciled in Germany is primarily governed by Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (SE Regulation), the German SE Implementation Act, the Agreement on the Involvement of Employees within SGL Carbon SE dated 8 December 2008 as well as the German Stock Corporation Act (Aktiengesetz – AktG), the proposals and recommendations of the German Corporate Governance Code (as amended) and the Articles of Association of SGL Carbon SE.

Pursuant to Art. 38 of the SE Regulation in connection with sec. 5 of Articles of Association of SGL Carbon SE, the Company implemented the two-tier board system, which is characterized by a strict personal separation between the Board of Management (Vorstand) as managing body and the Supervisory Board (Aufsichtsrat) as supervisory body. Board of Management and Supervisory Board of SGL Carbon SE cooperate closely in the interest of the company and the pursuit of the common goal of sustained growth of the Company's enterprise value.

The Board of Management of SGL Carbon SE currently comprises two members. Hence, the Board of Management has no committees. The Board of Management is responsible for managing the Company. The members of the Board of Management share the responsibility for the overall management; however, each member of the Board of Management was assigned responsibility for particular business areas. For further information on the respective members of the Board of Management and their responsibilities please refer to www.sglgroup.com (under “Company/Board of Management”).

The Board of Management develops the Company and Group strategy and, in coordination with the Supervisory Board, takes care of its implementation. The Board of Management regularly, promptly and comprehensively reports to the Supervisory Board on all material business developments within the Company and the Group, in particular those concerning the course of business and possible deviations from the planned strategy, risk management, the profit situation, and material business transactions.

The Supervisory Board of SGL Carbon SE, in accordance with section 8 para. (1) of the Articles of Association, comprises twelve members, one half representing the shareholders and one half

representing the employees. All members of the Supervisory Board are appointed by the general meeting of shareholders; with respect to the appointment of the employee representatives, the general meeting is bound by the proposals made by the employees. For further information on the respective members of the Supervisory Board, please refer to www.sglgroup.com (under "Company/Supervisory Board").

The Supervisory Board advises and monitors the Board of Management in managing the enterprise. The Supervisory Board appoints and dismisses the members of the Board of Management of the Company, decides on the remuneration system for the members of the Board of Management and determines the individual remuneration of each member. It participates in all decisions which are of material importance for SGL Carbon SE, which include, amongst others, on taking on new or abandoning existing business areas or the issuance of bonds. Sec. 11 of the Articles of Association of SGL Carbon SE contains a list of transactions which require the approval of the Supervisory Board (the Articles of Association of SGL Carbon SE are available under www.sglgroup.com (under "Investor Relations/Corporate Governance/Principles of SGL Carbon SE/Articles of Association"))).

The Supervisory Board of SGL Carbon SE has established five permanent committees, which operate in compliance with the requirements set forth by law as well as those provided for by the German Corporate Governance Code: The Personnel Committee, which prepares the Supervisory Board's decisions concerning the legal relations between SGL Carbon SE and the respective current or former members of the Board of Management, and, in this context, develops proposals for resolutions to be passed by the Supervisory Board plenum; the Nomination Committee, which prepares election proposals for the appointment of shareholder representatives on the Supervisory Board; the Audit Committee, which, amongst others, is responsible for issues concerning financial accounting, risk management, compliance and the internal control system as well as for preparing the Supervisory Board's proposal to the Annual General Meeting for the appointment of the auditor; the Strategy-/Technology Committee, which discusses fundamental issues regarding the strategy of the Company and advises the Board of Management on strategic alignment and technological development for SGL Group and its business area; the Governance and Ethics Committee which primarily reviews transactions between SGL Group companies and members of the Supervisory Board, related parties and material shareholders. For further information on the work of the Supervisory Board, its committees as well as the members of the committees, please refer to the Corporate Governance and Compliance Report, which is part of this Declaration and is published under www.sglgroup.com (under "Investor Relations/Financial Reports/Annual Reports/2016") as well as the Supervisory Board Report, which is accessible under www.sglgroup.com (under "Investor Relations/Financial Reports/Annual Reports /2016").

Relevant Information on Management Practices of the Enterprise

Compliance with the German Corporate Governance Code

SGL Carbon SE regularly reviews compliance with the recommendations and suggestions of the German Corporate Governance Code. It complies with all recommendations of the Code in the version dated May 5, 2015.

SGL Corporate Governance Principles

SGL Carbon SE's Corporate Governance Principles comprise various legal regulations, the Articles of Association of SGL Carbon SE as well as additional practices of the Company and SGL Group that have been developed over the years. Their purpose is to guarantee responsible and transparent management and supervision of the enterprise, as well as to promote the trust of our stakeholders, business partners and employees as well as the public. The Principles are reviewed at least once a year and continuously amended to reflect further developments in legislation, recommendations and actual practice. In addition to the bylaws of the Company's Board of Management and Supervisory Board and SGL Group's organizational principles, the SGL Corporate Governance Principles also comprise the key internal Group-wide guidelines dealing with corporate governance and compliance matters.

The most basic guideline is SGL Group's Code of Business Conduct and Ethics, which shall support the obligation of SGL Group and its employees to comply with laws and internal guidelines as well as provide standards for legal and ethical behavior. The Code of Business Conduct and Ethics reflects the common values within SGL Group, which determine the corporate culture of SGL Group and the behavior in business life. They provide employees and corporate bodies of the Group with guidance particularly in the fields of business security, financial integrity, compliance with cartel, capital market and foreign trade law, compliance with environmentally and socially acceptable business practices and the prevention of conflicts of interest in business transactions. The Code of Business Conduct and Ethics is published under www.sglgroup.com (under "Investor Relations/Corporate Governance/Code of Business Conducts and Ethics").

Based on the principles of the SGL Corporate Governance Principles a system of corporate guidelines has been developed applying to both SGL Carbon SE and SGL Group and which form part of the Group's corporate governance and compliance structure:

- Whistleblower Guideline to report possible compliance incidents in the interests of promoting an open and trustful work environment relating to possible integrity issues
- Corporate and Social Security Policy which contains an undertaking to comply with all the security standards adopted by the enterprise with respect to health and environment, work environment, asset and corporate values as well as production and IT processes
- Global Antitrust Compliance Policy
- Guidelines for Compliance with Capital Market Laws and Regulations
- Gifts and Entertainment Policy to provide guidance for legal and ethical behaviour in connection with all kinds of granting and accepting gifts and other benefits to, and from, business partners of SGL Group and government officials
- Internal Control Manual summarizing and defines the existing internal control systems of SGL Group
- Risk Management System Guideline which defines responsibilities and required process structures for the identification and continued monitoring of core risks

The core elements of SGL Carbon SE's Corporate Governance Principles can be found under www.sglgroup.com (under "Investor Relations/Corporate Governance/Principles of SGL Carbon SE").

Declaration of Compliance by the Board of Management and the Supervisory Board of SGL Carbon SE pursuant to Sec. 161 of the German Stock Corporation Act

Pursuant with Article 9 para. (1) lit (c) (ii) SE-VO in connection with Section 161 of the German Stock Corporation Act, the management board and supervisory board of a listed European stock corporation (Societas Europaea) with its statutory seat in Germany are obliged to declare at least once a year whether the Company has complied with the German Corporate Governance Code and which recommendation of the Code has not been or will not be applied and why not. The Board of Management and the Supervisory Board of SGL Carbon SE have issued the following Statement of Compliance pursuant to sec. 161 of the German Stock Corporation Act:

"The Board of Management and the Supervisory Board of SGL Carbon SE declare:

The last Declaration of Compliance was given on September 17, 2015. Since that date, SGL Carbon SE has been in full compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" ("Regierungskommission Deutscher Corporate Governance Kodex") in the version dated May 5, 2015 (published on June 12, 2015) as published by the Federal Ministry of Justice and Consumer Protection in the section of official notice of the German Federal Gazette, and also will be in compliance with the recommendations in the future.

The Corporate Governance Principles of SGL Carbon SE furthermore satisfy most of the non-obligatory suggestions of the German Corporate Governance Code.

Wiesbaden, September 7, 2016

For the Supervisory Board of SGL Carbon SE: Susanne Klatten (Chair Supervisory Board SGL Carbon SE)

For the Board of Management of SGL Carbon SE: Dr. Jürgen Köhler (Chairman Board of Management SGL Carbon SE)“

Determinations in Accordance with the Act Governing Equal Opportunity for Women and Men in Management Positions and Details on the Minimum Proportion in the Supervisory Board

In compliance with the Act Governing Equal Opportunity for Women and Men in Management Positions in the Private Economy and in Public Service of April 2015, SGL Carbon SE had set down the following target figures for the proportion of women in the Board of Management and the following management level, including the time for their achievement. In its meeting in September of 2015, the Supervisory Board had set down a target figure for the proportion of women in the Board of Management of SGL Carbon SE of 0 % as of December 31, 2016 (proportion of women at the adoption of the resolution: 0%). In September of 2015, the Board of Management had itself defined a target figure for the proportion of women in the management level of SGL Carbon SE below the level of the Board of Management of at least 16.67 % as of December 31, 2016 (proportion of women at the adoption of the resolution: 16,67%). The definition of the proportion of women for a second management level below the Board of Management had not been possible because SGL Carbon SE, in its capacity as a mere group parent company with a flat management structure, had only one relevant management level (with relevant personnel and management authority) below the level of the Board of Management. Both targets were achieved. On December 31, 2016 the proportion of women in the Management Board of SGL Carbon SE amounted to 0% and in the management level below the Management Board 20%.

In connection with the expiration of the initial target achievement period until December 31, 2016, the Management Board and the Supervisory Board have set down targets for the consecutive period. Insofar, the Supervisory Board has set down a target figure for the proportion of women in the Board of Management of SGL Carbon SE of 0 % as of December 31, 2019 (proportion of women at the adoption of the resolution: 0%). The Board of Management has

itself defined a target figure for the proportion of women in the management level of SGL Carbon SE below the level of the Board of Management of at least 20 % as of December 31, 2019 (proportion of women at the adoption of the resolution: 20%). The definition of the proportion of women for a second management level below the Board of Management was not possible because SGL Carbon SE, in its capacity as a mere group parent company with a flat management structure, has only one relevant management level (with relevant personnel and management authority) below the level of the Board of Management.

The Act Governing the Equal Opportunity for Women and Men in Management Positions also demands that, subject to certain transitional provisions, the Supervisory Board of SGL Carbon SE must be comprised of at least 30 % women and at least 30 % men as of January 1, 2016. The company does not yet comply with the minimum proportion of 30 % women, as the Supervisory Board currently has only three female members. This requirement must be taken into account, however, during the next required election of Supervisory Board member; however, the elections in the Supervisory Board which took place prior to January 1, 2016, remain fully valid.

Wiesbaden, March 2017

SGL Carbon SE