



Code of Conduct

**“Growth and Compliance
have to go hand in hand.
We, as SGL Carbon, can
sustainably grow only if we
all demonstrate lawful and
ethical behavior always
and everywhere.”**

Editorial

Dear Colleagues,

As a globally operating company we bear responsibilities world-wide for our employees, customers, business partners, shareholders and the public.

Part of this responsibility is that we all follow legally binding rules always and everywhere, that we respect ethical principles and act sustainably. Each and every one of us has to take on that responsibility: the Members of the Board of Management, the managers and every single employee.

Our strategic goal is sustainable and profitable growth alongside the future trends of mobility, energy and digitalization. We all have to make sure in achieving this goal that growth and compliance go hand in hand. Misconduct can not only lead to considerable financial damages for SGL Carbon but also result in personal consequences for the individual employee.

Our Code of Conduct, published in 2005 for the first time and further reviewed and expanded in various chapters for this edition, sets down clear behavioral rules and ethical standards for SGL Carbon.

The Code formulates our basic understanding of responsible and lawful conduct and is firmly anchored in our company culture. Together with our three values “convince through performance”, “be open-minded” and “create momentum”, the Code of Conduct is the yardstick and orientation for everything we do.

Please contribute and continue to model your daily actions on the Code. Only if we always demonstrate lawful and ethical behavior will we be able to have sustainable success in the long term.

The SGL Carbon Board of Management

“Compliance is, first and foremost, the individual responsibility of every employee. Every employee has to know and understand the Code of Conduct.”

Content

Purpose and Scope	4	Specific Areas	8	Company Assets and Information	20
Why a Code of Conduct?	5	Employees	9	<ul style="list-style-type: none"> • Protection of Company Assets • Business Secrets • Data Privacy • Information Security 	
Principles and Values	6	<ul style="list-style-type: none"> • Working Environment and Employment Practices 			
Personal Responsibility and Accountability	7	Business Partner and Third Parties	10	Corporate Citizenship	22
Prevention of Conflict of Interests	7	<ul style="list-style-type: none"> • Antitrust and Competition Law • Anti-Corruption • International Trade and Export Control • Relations to Governmental Authorities • Suppliers and Subcontractors 		<ul style="list-style-type: none"> • Communities and Science • Donations 	
		Finance and Capital Market	16	Compliance and Information ..	23
		<ul style="list-style-type: none"> • Financial Integrity and Public Disclosure • Anti Money Laundering • Transparency in Capital Market • Handling of Insider Information 		Compliance with the Code of Conduct ...	24
				<ul style="list-style-type: none"> • Whistleblowing 	
		Environmental, Health, Safety	18	Information and Contact	26
		<ul style="list-style-type: none"> • Employee Safety • Protection of the Environment 		Receipt and Acknowledgement	27

Purpose and Scope

Why a Code of Conduct?

The Code of Conduct emphasises our commitment to compliance with the law and reflects our Common Values.

As a technology-driven company we develop solutions on the basis of carbon for the future key areas of mobility, energy supply and digitization as well as chemical and industrial applications.

With our trendsetting and sustainable solutions we offer far reaching benefits to our customers. To this end, we enter into numerous and close business bonds in order to adjust our solutions to the challenges our customers face.

Responsible and lawful behaviour is the foundation for all of our businesses and business relationships. Our Code of Conduct is an expression of the legal and ethical standards embodied in daily business. We also expect this behaviour in return from our business partners.

A key element for the sustainable business success of SGL Carbon is the appropriateness with which we deal with those upon whom our success most depends – employees, customers, shareholders, governmental authorities and the public.

Compliance with the Code is fundamental to creating and maintaining trust and confidence with our stakeholders.

The Code emphasises our commitment to compliance with the law, and sets forth basic standards for our employees of legal and ethical behaviour.

Principles and Values

As a globally operating company we at SGL Carbon have a global responsibility.

We are committed to respect the principles of the UN Global Compact, which have also been derived from the Declaration of Human Rights of the United Nations.

We thus assign particular importance to the protection of human rights.

The following principles support legal and ethical behaviour and promote personal integrity in our employees as well as a strong corporate culture for SGL Carbon:

- lawful and ethical conduct while maintaining sensitivity to and respect for the different social and cultural settings;
- loyalty to SGL Carbon;
- fair, polite and respectful conduct towards all employees and in our dealings with one another;
- fair and honest dealings with customers and other business partners, shareholders, authorities, the public;
- professionalism and good business practice;
- responsible and transparent conduct in dealing with risks;
- appropriate consideration of environmental concerns;
- open and transparent handling of conflict situations.

Personal Responsibility and Accountability

This Code of Conduct shall apply to all directors and employees, both management and non-management, in all SGL Carbon companies (jointly referred to as “SGL Employees”).

Compliance is, first and foremost, the individual responsibility of every employee. All of us need to make sure that our actions comply with the Code and the laws that apply to our workplace. Every employee has to know and understand the Code of Conduct.

A high level of social and ethical competence is expected of the executive staff whose conduct should serve as an example of legal and ethical compliance.

Each SGL Employee is expected to request advice and assistance in the event of any doubts regarding their own conduct as well as to report any potential non-compliance matters.

Prevention of Conflict of Interests

Business transactions must be conducted with the best interests of, and loyalty to SGL Carbon in mind, and must not be motivated by personal considerations or relationships.

A conflict of interests might arise when we take actions and have interests that make it difficult to perform our duties and responsibilities to SGL Carbon objectively and effectively based on independent and sound judgment. If a conflict of interests or appearance of conflict of interests develops, SGL Employees must disclose the matter to their supervisor and/or a member of the Compliance Network.

Transparency is a key factor in order to determine jointly what actions need to be taken.

Specific Areas

Employees

Working Environment and Employment Practices

SGL Carbon respects the human rights worldwide. As a company with global reach we work with employees and business partners of many different nationalities, cultures and customs.

We are committed to the principles of equal opportunity and comply with all applicable laws, which prohibit any form of discrimination based on age, race or [ethnical] origin, color, gender, sexual orientation, religion or belief as well as disability.

These principles apply to all personnel decisions such as selection and recruitment, employment and working conditions, training and qualification, internal relocation, promotion, remuneration, benefits through to disciplinary actions.

Furthermore, harassment and sexual harassment are strictly prohibited; they are not tolerated by SGL Carbon in any way and will be sanctioned accordingly.

SGL Carbon promotes a diverse and integrative working environment in which trust, continuous learning and knowledge-sharing are encouraged and valued and where all employees treat each other with respect and dignity.

We provide our employees with fair compensation and working conditions. We reject all forms of forced or child labor, and will not obstruct lawful employee representation.

→ Human Rights Policy

Business Partner and Third Parties

Antitrust and Competition Law

SGL Carbon is committed to fair and free competition in all of its markets and is able to prevail in competition through the merits of its products and services. In so acting, we comply strictly with the legal regulations to promote and protect competition. Dealings with our competitors must be in compliance with the law.

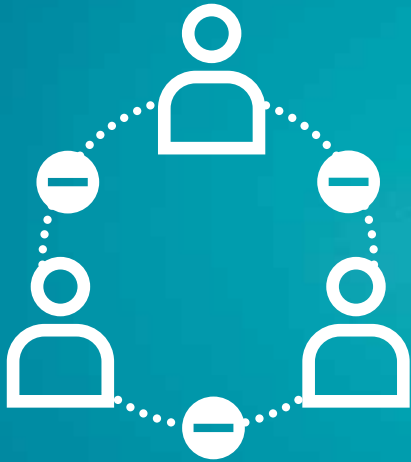
For this reason, we do not make any agreements – neither express nor implied, formal nor informal – with competitors to set down prices and terms of sale, divide up markets or regions, limit production or influence the results of tender processes.

We do not participate in prohibited agreements or cartels. The mere appearance of such conduct must be avoided.

We do not exchange or discuss confidential information with competitors. This includes prices, price policies, terms of sale and performance, costs and profit margins, capacities, marketing strategies, territories, customers, research and development projects or other information of relevance to competition.

In principle we do not make any agreements with distributors on resale prices, unless some local jurisdictions permit such obligations. Employees need to seek legal advice in this regard.

The majority of antitrust provisions in the various jurisdictions which we must observe as a globally operating company and which concern further actions and conduct that restrains trade are very complex. For this reason, each employee is obliged to always consult in advance with the legal department where a transaction may possibly constitute a restraint of trade in any form.



To the extent an employee intends to attend meetings of an industry organization at which competitors will also be present, the existing SGL Carbon rules on trade association meetings and fairs must be observed. Any other meeting with competitors must be verified with the legal department.

The failure to comply with competition regulations can result in severe penalties for SGL Carbon and the people involved.

Heavy fines can be levied against companies; in addition, the payment of substantial damages may be ordered in civil law suits.

The criminal law provisions in many jurisdictions provide for heavy fines and imprisonment for the individuals who are found guilty.

Compliance with the antitrust laws is therefore of paramount importance for SGL Carbon and its employees.

→ Global Antitrust Compliance Policy

Anti-Corruption

SGL Carbon is committed to conducting business in a transparent and compliant manner, and prohibits all forms of corruption and bribery in its business transactions.

We do not promise or give any payments, inappropriate gifts or any other benefits to induce employees from companies, authorities or other public officials to provide us with an improper business advantage. This applies irrespective of location and culture. Everyone associated with SGL Carbon must comply with the applicable anti-corruption laws.

Corruption is any abuse of power, office or resources for private gain.

Bribery is the intent to influence the recipient's conduct by giving money, gifts, hospitality or entertainment in order to gain an improper advantage or harm others.

Violations of anti-corruption laws can lead to costly investigations, reputational damage and criminal penalties against both the company and the individuals involved. Persons found guilty of corruption face possible imprisonment as well as fines.

SGL Carbon values its relationships with customers and suppliers. Only a good social contact between partners can build trust and establish long-lasting business relationships.



Business entertainment and gifts as well as other benefits granted to or received by a business partner are not generally prohibited but they must be granted in accordance with our Gifts & Entertainment Policy and respect the rules of our business partners.

Third parties must not be used to circumvent any of these principles set forth in the SGL Carbon Policy on Gifts & Entertainment. Sales intermediaries must undergo a due diligence process prior to their contractual engagement (Business Partner Compliance Process). SGL Carbon generally prohibits the payment of facilitation payments through employees or third parties.

→ Gifts and Entertainment Policy

International Trade and Export Control

SGL Carbon fully complies with all applicable international agreements and national laws regarding the controls on international commercial and financial transactions, including import and export control laws. Detailed guidance and procedures for compliance with laws on international transactions can be found in various guidelines, policies and procedures implemented by SGL Carbon. SGL Employees involved in international transactions must know, understand, and strictly comply with the applicable laws, rules, policies and procedures.

Failure to comply with these laws may result in heavy fines or the loss or restriction of SGL Carbon's export and import privileges which, in turn, could seriously and adversely affect a significant portion of the Company's business. Furthermore, each SGL Employee who violates these laws may face personal liability, which in some cases can include imprisonment.

SGL Carbon is committed to its management and improving the security of its supply chain. It is SGL Carbon's objective to work as a team with its business partners in order to represent the security of its supply chain overall.

→ Global Trade Policy



Relations to Governmental Authorities

SGL Carbon will comply and cooperate with all reasonable requests for information from governmental and other authorities.

To ensure an appropriate response, requests must be reviewed with the responsible corporate functions.

Before responding to any non-routine request, each SGL Employee must consult with management and/or Group Legal & Compliance.

Suppliers and Subcontractors

SGL Carbon expects from its suppliers and subcontractors that they are equally committed to legal, ethical and sustainable business conduct.

For this reason, SGL Carbon has implemented a Code of Conduct for suppliers and subcontractors. We expect that the principles contained there are adhered to within our business relationship.

This also includes complying with the reporting and disclosure requirements for so called "conflict minerals". These include columbite-tantalite, cassiterite [tin], gold, wolframite [tungsten] or their derivatives from conflict-affected and high-risk areas.

SGL Carbon is committed to avoiding the use of "conflict minerals" in its products and production processes. Where one of the aforesaid raw materials or their derivatives is necessary for the production process, an equivalent proof of origin will be obtained.

→ Code of Conduct for Suppliers and Subcontractors

→ Conflict Minerals Policy

Finance and Capital Market

Financial Integrity and Public Disclosure

SGL Carbon ensures that bookkeeping and accounting is in compliance with all applicable generally accepted accounting principles thus presenting the business dealings, assets and financial situation of the company to reflect the actual situation.

SGL Carbon complies with the applicable requirements on financial reporting and warrants that reporting is complete, accurate and timely and is generally understandable.

The principle of a fair information policy that is oriented to the equal treatment of investors applies for our public financial reporting and communication.

Anti Money Laundering

SGL Carbon undertakes all required action to prevent money laundering in its area of influence.

Transparency in the Capital Market

As a publicly listed company, SGL Carbon SE promotes transparent and fair capital markets through its careful handling of the nonpublic information of the company and the Group in order to avoid its misuse and illegal disclosure.

SGL Carbon SE therefore publishes company-related information that is relevant to the share price on its business and new developments by taking into account all of the applicable information, disclosure and publication duties under law.

Handling of Insider Information

In addition, when engaging in transactions with financial instruments (such as the purchase or sale of SGL Carbon SE shares, convertible bonds or derivatives) all SGL Employees must also comply with the legal regulations for securities transactions and the principles set down in the Policy for Compliance with Capital Markets Regulations.

In particular, SGL Employees who are privy to information that is not publicly known and would be capable, in the event of its becoming public, of significantly influencing the price of the financial instrument (“Insider Information”) may neither engage in nor recommend transactions with this financial instrument nor disclose the Insider Information without authorization.

In addition, SGL Carbon has set down so-called black-out periods for SGL Employees. During these periods that are regularly prior to the quarterly publication of the financial figures for SGL Carbon, trading restrictions for the trade in SGL Carbon financial instruments apply for SGL Employees.

These black-out periods serve to avoid even the appearance of trading by SGL Employees upon exploitation of information advantages or Insider Information.

→ Compliance with Capital Market Laws and Regulations Policy

Environment, Health, Safety

Employee Safety

SGL Carbon is committed to preserving the health and safety of its employees and to protecting the environment. Compliance with all applicable legislations to protect human life and the environment as this relates to our employees, products and processes is an important part of our corporate culture.

In addition to complying with all of the relevant government regulations in each country, SGL Carbon is committed to establishing, maintaining and improving systems to ensure environmental protection, process safety and health and safety excellence. To achieve this, SGL Carbon maintains a global EHSA network of specially trained employees.

All managers and supervisors have the duty to instruct, train and support their teams accordingly and to ensure that environmental, health and safety objectives and performance targets are met through appropriate measures. In the same way, each SGL Carbon Employee has the obligation to work safely at all times and to comply with the required rules & regulations and recommendation to warrant the achievement of these objectives through their active collaboration.

Under the scope of our EHSA excellence, we are focused on the following objectives:

- zero work-related injuries and illnesses
- continuous environmental compliance from operations and products
- continuous improvement of the efficient use of energy and natural resources
- assumption of responsibility for safe work at all times
- compliance with all applicable laws, and internal policies and rules on environmental and occupational health and safety

In areas where no regulations or corporate policies and rules exist for environmental protection and occupational health and safety, every SGL Employee must make their own responsible decision. Their direct manager is available to provide assistance.

Protection of the Environment

SGL Carbon is committed to preventing or sustainably reducing environmental impacts in its research and development, production, storage, transport and usage of its products and raw materials. Furthermore, it is absolutely necessary that the use of land, air and water is in compliance with all laws and directives of the relevant authorities.

The same principle applies when erecting, operating, modifying or extending production plants. Every unauthorized release of substances must be avoided.

Product safety, emissions and waste, as well as the efficient use of raw materials, energy and water are regularly monitored under the scope of internal audits.

SGL Carbon is committed to continuously improving efficiency of energy and water consumption, reducing waste and contributing to global climate change targets, particularly the reduction of CO₂ emissions.

Waste must be disposed in accordance with the legal requirements of the respective country. If the services of third parties are used for this purpose, it must be ensured that these parties also comply with the applicable environmental regulations and SGL Carbon's corporate standards.

→ Corporate EHSA Policy

Company Asset and Information

Protection of Company Assets

Responsible corporate governance requires strong protection and due diligence when handling important assets in our daily business. These assets are represented by buildings, facilities, inventory, products, office equipment and computer systems, but also by intangible assets such as software, patents, trademarks, and other intellectual property rights, sensitive information and know-how. To ensure compliant usage, company assets may not be used for personal purposes. Especially intellectual property rights, business secrets and other sensitive company data must be protected from unauthorized disclosure.

Business Secrets

SGL Employees who handle or know of sensitive information or business secrets of SGL Carbon or one of our business partners, must never disclose such information to third parties (including family members, friends or acquaintances) or use such information for anything other than SGL Carbon's business purposes.



Data Privacy

SGL Carbon acts in strict accordance with the laws to protect and to secure personal data. They include personal information such as date of birth, government identification number and postal address or information about family, financial situation, health or the like of a person.

The protection of the required privacy while using individual data and the safeguarding of sensitive company information in all relevant processes must be realized and ensured in all business processes upon compliance with the applicable legal requirements.

We take care to ensure that private data is not disclosed inside or outside of our company unless we are obliged under mandatory law and there is a legitimate business necessity to do so.

The handling of personal data must be reduced to certain defined and clear purposes and must be in compliance with the applicable data protection statutes.

Information Security

In the age of digitalization, data has become a valuable commercial asset.

We at SGL Carbon trust that our sensitive information is reasonably protected and will not be disclosed, altered or destroyed by any unauthorized parties. It is irrelevant in this regard whether or not the information originates from production, research, engineering or the human resources department. Protection of information only works where each individual handles sensitive data, and thus SGL Carbon's know-how, responsibly and securely.

Supported by information security policies on the one hand and technical measures on the other, it is the responsibility of every SGL Employee to protect our valuable company assets in their daily business and to be aware of possible threats and risks.

SGL Carbon therefore obliges every SGL Employee to handle the information to which they have access in a secure way. In the event of a suspected potential attack or uncertainty on how to conduct oneself, this must be reported promptly to the Information Security Department.

→ Information Security Policies

Corporate Citizenship

Community and Science

As a globally operating company, SGL Carbon does business in various countries and cultures and is committed to being a responsible member of these communities. This is reflected in the traditionally close relationship with the regions surrounding the production sites as well as in the multiple co-operations and initiatives in science, research and industry.

Social responsibility and sustainable development are important factors for our business success. SGL Carbon strives to make efficient use of natural resources and to pursue new products and manufacturing technologies that promote resource conservation and preserve the natural environment.

Donations

We make no contributions to political parties or individual officeholders or candidates for political offices.

→ Sponsoring and Social Spend Policy

Compliance and Information

Compliance with the Code of Conduct

Whistleblowing

Compliance is, first and foremost, the individual responsibility of every SGL Employee. Every SGL Employee has the personal responsibility to know and understand this Code.

Management is expected to demonstrate their personal commitment to implementing the Code, and shall, through the leadership of their employees, make every effort to maintain a workplace environment that ensures compliance with the Code.

It is the responsibility of the Board of Management to provide an appropriate organizational structure to assure the effective implementation, and to promote the values and responsibilities of this Code.

SGL Carbon will not tolerate any violation of any applicable laws or this Code. Failure to comply with any applicable laws or this Code may result in disciplinary actions up to, and including, termination.

SGL Carbon fosters an environment in which integrity issues should be raised. SGL Employees are encouraged to seek advice about appropriate ethical behaviour, or raise any concerns regarding compliance-related matters with their supervisor, Group Compliance, or any member of the SGL Carbon Compliance Network.

SGL Employees are encouraged and expected to disclose a case of possible violation of the Code to an appropriate person. Normally this will be their supervisor or their Local Compliance Representative.

If SGL Employees do not feel comfortable disclosing serious compliance matters to their supervisor or Local Compliance Representative they can use the confidential Whistleblowing system. This system is meant to facilitate the disclosure of potential misconduct or violations.

In such case, SGL Employees are encouraged to contact Group Compliance or send an Email (anonymously also allowed) to: confidential-compliance@sglcarbon.com

SGL Carbon will ensure that any form of sanction, retaliation or discrimination against any SGL Employee who discloses compliance concerns in good faith will not be tolerated, and the confidentiality will be protected to the maximum extent possible.

→ Whistleblower Policy



“Between right and wrong there are many grey zones in your job. Our Code of Conduct and we, as Group Compliance Team, support you to do the right thing.”

Group Compliance Team

Kerstin Ahrend, Head of Group Compliance

Dr. Stephan Bühler, Chief Compliance Officer

Andrea Krönung, Senior Compliance Officer

Information and Contact

This Code of Conduct defines the main areas of compliance-related business activities and provides basic principles for legal and ethical behavior.

However, this Code cannot cover and answer all questions.

The SGL Carbon Compliance Intranet Web page provides additional information, including the SGL Carbon Compliance Network with contact details, the relevant compliance-related Group Policies, frequently asked questions, training materials and other helpful information.

The current version of our Code of Conduct is published on the SGL Carbon Compliance Intranet web page.

Receipt and Acknowledgement

I hereby acknowledge that I have received my personal copy of the SGL Carbon Code of Conduct in its version of January 1, 2018.

I understand that I am responsible for knowing and adhering to the principles and standards of the Code of Conduct.

Location, Date: _____

Company: _____

Print Name: _____

Signature: _____



Please return to your Human Resources Department.

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