

## **Statement of the Executive Committee and Supervisory Board of SGL Carbon SE pursuant to section 161 of the German Joint Stock Corporation Act on the German Corporate Governance Code**

The Executive Committee and the Supervisory Board declare that the Company is in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" („Regierungskommission Deutscher Corporate Governance Kodex“) (version as of May 26, 2010) as published by the Federal Ministry of Justice in the section of official notices of the electronic Federal Gazette (publication as of July 2, 2010) with the following exceptions:

- Code section 4.2.3 (4): The payment cap in case of the premature termination of an Executive Committee member's contract without serious cause is, in our view, inappropriate with respect to the current contract- and compensation structure.
- Code section 5.4.6 (2): The articles of association of SGL Carbon SE provide for fixed remuneration for Supervisory Board members and additional remuneration for their work in committees. We are of the view that this rule is appropriate to our company, it has proven to be useful in the past and that it should thus be maintained for the foreseeable future.

The Executive Committee and the Supervisory Board further declare that the Company had been in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" as published by the Federal Ministry of Justice in the section of official notice of the electronic Federal Gazette since the delivery of the last statement on December 10, 2010 apart from the named deviations, whereas the deviation from Code section 3.8 (2) and (3) that had been declared in the last statement on 10 December 2010 with respect to the insurance contracts for members of the Executive Committee and the Supervisory Board does not apply anymore as the required deductible has now been agreed.

The Corporate Governance Principles of SGL Carbon SE furthermore satisfy almost without exception the non-obligatory suggestions of the Corporate Governance Code.

Wiesbaden, December 9, 2011

For the Supervisory Board of SGL Carbon SE  
Max Dietrich Kley (Chairman of the Supervisory Board of SGL Carbon SE)

For the Executive Committee of SGL Carbon SE  
Robert J. Koehler (Chairman of the Executive Committee of SGL Carbon SE)