

Convenience Translation – German original version has preference

Statement of the Board of Management and the Supervisory Board of SGL Carbon SE on the German Corporate Governance Code pursuant to Sec. 161 German Stock Corporation Act (Declaration of Compliance 2021)

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

SGL Carbon SE has been and will continue to be 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 December 16, 2019 (published on March 20, 2020) as published by the Federal Ministry of Justice and Consumer Protection in the official notice section of the German Federal Gazette since the execution of its last Declaration of Compliance in November 2020 except for the following deviations:

- With regard to recommendation B.3 of the Code, according to which first-time appointments of Management Board members shall be for a period of not more than three years. As part of its Management Board realignment in 2020, the Company appointed two new Board of Management members for a term of five years each. These decisions were made in the interest of a stable management structure with continuity for the future challenges and are also considered appropriate by the Supervisory Board in view of the qualifications of the candidates.
- With regard to recommendation C. 10 of the Code, according to which the Chair of the Supervisory Board and the Chair of the committee that addresses Management Board remuneration issues, shall be independent of the Company and the Management Board. Ms. Klatten, who is an indirect significant shareholder of the Company, currently holds both these positions. The current composition of the Supervisory Board and Personnel Committee Chair of the Company is considered appropriate by the Company. Ms. Klatten is viewed as particularly able for both positions and, in addition, the Company believes that the existing majority of independent members of the Supervisory Board members from the group of shareholder representatives ensure a sufficient balance in the relevant bodies.
- With regard to recommendation D.8 of the Code, according to which the report of the Supervisory Board should note how many meetings of the Supervisory Board and its committees the individual members attended in each case. In recent years, the participation rate in the meetings of the Supervisory Board and its committees, as shown in the respective report of the Supervisory Board, has been over 90%, so that the Company, at least insofar as the participation rate is not significantly reduced in the future, holds a consolidated presentation of the participation rates for being sufficiently adequate.

- With regard to recommendation G.13 sentence 2 of the Code, according to which, in the event of a post-contractual non-competition clause, the severance payment should be offset against the compensation for the non-competition clause. The service contract of Dr. Majerus, existing at the time such recommendation took effect, did not provide for an offsetting with respect to its non-competition clause, which is why Dr. Majerus, starting with his departure as of December 2020 and limited until May 31, 2021 will receive a compensation for the non-competition clause without being offset with the severance payment. The new remuneration system for the Management Board and the service contracts of the current members of the Management Board provide for a setting-off as provided in recommendation G.13 sentence 2 of the Code, though.

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

Wiesbaden, March 24, 2021

For the Supervisory Board
of SGL Carbon SE

For the Board of Management
of SGL Carbon SE

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

Dr. Torsten Derr
(Chairman of the Management Board of SGL
Carbon SE)