

Corporate Management Declaration pursuant to Sec. 289a of the German Commercial Code (Handelsgesetzbuch – HGB)

In this declaration, the Board of Management of SGL Carbon SE reports on the corporate management in accordance with sec. 289a of the German Commercial Code (Handelsgesetzbuch – HGB).

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, SGL Carbon SE has implemented the two-tier board system, which is characterised 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 three members. It 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 please refer to www.sglgroup.com (under Company/Board of Management).

The Board of Management develops the corporate 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, 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 company. The Supervisory Board appoints and dismisses the members of the Board of Management, 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 decision 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 and technology position 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.de (under Investor Relations/Financial Reports /Annual Reports /2013) as well as the Supervisory Board Report, which is accessible under www.sglgroup.com (under Investor Relations/Financial Reports /Annual Reports /2013).

The work of and the cooperation between the Board of Management and the Supervisory Board are described in the bylaws of the Board of Management and the Supervisory Board, which are part of SGL Carbon SE's 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 corporate practices that have been developed over the years. Their purpose is to guarantee responsible and transparent management and supervision of the company. The Principles are continuously amended to reflect further developments in legislation, recommendations and actual practice. The core elements of SGL Carbon SE's Corporate Governance Principles can be found under www.sglgroup.com (under Investor Relations/Corporate Governance).

SGL Group has developed a 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 behaviour. The Code reflects the common values within SGL Group, which determine the corporate culture of SGL Group and the behaviour in business life. The Code is published under www.sglgroup.com (under Investor Relations/Corporate Governance/Code of Business Conducts and Ethics).

Following dutiful scrutiny based on the current version of the German Corporate Governance Code dated May 13, 2013, the Board of Management and the Supervisory Board of SGL Carbon SE have issued the Statement of Compliance pursuant to sec. 161 of the German Stock Corporation Act (Aktienengesetz – AktG) as follows:

Statement of the Board of Management 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“) of the version dated May 13 2013 as published by the Federal Ministry of Justice in the section of official notices of the electronic Federal Gazette with the following exceptions:

- *Code section 4.2.2 (2) sentence 3: When calculating the compensation of the Executive Committee members under the scope of the current contracts with Executive Committee members as of today, the new recommendation, which was not added until June 10, 2013, that the relation between the compensation of senior executives and that of the workforce as a whole should also take into account developments over time and establish, for the*

comparison, how the group of senior executives and the overall workforce are to be defined, has not been implemented because an encroachment of the legal positions in the existing contracts that have already been acquired should not take place after the fact. Furthermore the establishment of the relation shall only be made after the future compensation structure of the senior executives has been determined which is currently under review by the Company.

- *Code section 4.2.3 (2) sentence 6: When calculating the compensation of the Executive Committee members under the scope of the contracts with Executive Committee members which were executed prior to June 10, 2013, the new recommendation, which was not added until June 10, 2013 that limits on the maximum compensation for members of the Executive Committee overall and with respect to the variable portions of their compensation are to be provided for, has not been implemented into the existing contracts with Executive Committee because an encroachment of the legal positions in these contracts that have already been acquired should not take place after the fact. The Supervisory Board does intend, however, to comply with the recommendation when making new contracts and renewing existing contracts of Executive Committee members and consequently the revised contracts with Executive Committee members effective January 1, 2014 will comply with this recommendation.*
- *Code section 4.2.3 (4): We hold the cap on settlements in the event of the premature termination of an Executive Committee member's contract not to be reasonable in all cases in light of the existing contract and compensation structure, so that the current contracts include no such cap and from January 1, 2014 onwards, one of the Executive Committee members' contracts will not include such cap.*

The Executive Committee and the Supervisory Board further declare that, since the delivery of the last Compliance Declaration on December 6, 2012 and save for the deviations stated there, the Company had been in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" (DCGK) in its version dated May 15, 2012 (published on June 15, 2012) as published by the Federal Ministry of Justice in the section of official notice of the electronic Federal Gazette, and has been in compliance with the recommendations of the Code in its version dated May 13, 2013, save for the deviations stated above.

The Corporate Governance Principles of SGL Carbon SE furthermore satisfy with virtually no exception the non-obligatory suggestions of the Corporate Governance Code.

Wiesbaden, December 19, 2013.

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: Robert J. Koehler (Chairman Board of Management SGL Carbon SE)“

The Statement of Compliance pursuant to sec. 161 AktG is also available under www.sglgroup.com (Investor Relations/Corporate Governance/Declaration of Compliance).

Wiesbaden, February 2014

SGL Carbon SE

Board of Management