

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

The Board of Management 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*") in the version dated June 24, 2014 (published on September 30, 2014) as published by the Federal Ministry of Justice and Consumer Protection in the section of official notice of the German Federal Gazette with the following exception:

- Code section 4.2.2 (2) sentence 3: When the compensation of the Board of Management members under their current service contracts was determined, the recommendation that the relationship between the compensation of the Board of Management and that of senior management and the workforce overall (particular in terms of its development over time) shall be considered, including, for the comparison, how the group of senior management and the overall workforce are to be defined, has not been considered. When the current compensation system for the Board of Management was determined taking effect on January 1, 2014, the review of the compensation structure for the Company's senior management levels had not yet been completed, and no corresponding findings should be made on that basis. Rather, a review of the relationship of the Board of Management compensation to that of senior management and the workforce overall may take place after the new compensation system for the senior management levels of the Company, which comes into effect on January 1, 2015, has been in force for a certain period and offers a sound basis for a fair comparison in the opinion of the Supervisory Board.

The Board of Management and the Supervisory Board further declare that, since the delivery of the last Declaration of Compliance on December 19, 2013 and until June 30, 2014, and save for the exceptions stated there, the Company has been in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" (GCGC) in the version dated May 13, 2013 (published on June 10, 2013) as published by the Federal Ministry of Justice in the section of official notice of the electronic Federal Gazette and thereafter with the GCGC in the version dated May 13, 2013 or, as the case may be, the GCGC in the version dated June 24, 2014 with the exception stated above.

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

Wiesbaden, 17. Dezember 2014

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

Dr. Jürgen Köhler
(Chair of the Board of Management of SGL Carbon SE)