

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

Relevant Information on the Corporate Management Practices of the Company and Description of the Workings of the Board of Management and the Supervisory Board and Their Committees

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 characterized 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 decisions 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 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/2015) as well as the Supervisory Board Report, which is accessible under www.sglgroup.com (under Investor Relations/Financial Reports/Annual Reports /2015).

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/Principles of SGL Carbon SE).

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 behavior. The Code reflects the common values within SGL Group, which determine the corporate culture of SGL Group and the behavior 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, 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 (Aktiengesetz – AktG) as follows:

Declaration of Compliance pursuant to Sec. 161 of the German Joint Stock Corporation Act on the German Corporate Governance Code

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

- 1. The last Declaration of Compliance was given on December 17, 2014. Since that date, SGL Carbon SE has been 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: 1.Code section 4.2.2 (2) sentences 2, 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 should take place after the new compensation system for the senior management levels of the Company, which came into effect on January 1, 2015, had been in force for a certain period and offered a sound basis for a fair comparison in the opinion of the Supervisory Board.

- 2. The "Government Commission on the German Corporate Governance Code" presented a new version of the German Corporate Governance Code (Code) on May 5, 2015 (published on June 12, 2015). As explained under item 1. hereof, SGL Carbon SE is also in compliance with the new version of the Code with the exception of a new recommendation in the revised Sec. 5.4.1 (2) sentence 1 of the Code. Under this new recommendation, the Supervisory Board should define a regular limit for the duration of membership in the Supervisory Board in keeping with specific corporate demands.*
- 3. Following an extensive discussion in the Supervisory Board meeting of today, the Supervisory Board resolved such regular limit within the meaning of Sec. 5.4.1 (2) sentence 1 of the Code. Furthermore, the Supervisory Board also established the appropriateness of the compensation of the Management Board in accordance with Sec. 4.2.2 (2) sentences 2, 3 of the Code (vertical comparison). SGL Carbon SE is thus in full compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of May 5, 2015 as of this day.*

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

Wiesbaden, September 17, 2015

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: Dr. Jürgen Köhler (Chairman Board of Management SGL Carbon SE)"

Determinations in Accordance with the Act Governing Equal Opportunity for Women and Men in Management Positions

In compliance with the Act Governing Equal Opportunity for Women and Men in Management Positions in the Private Economy and in Public Service of April 2015, SGL Carbon SE has set down the following target figures for the proportion of women in the Board of Management and the following management level, including the time for their achievement. The defined target figures warrant the current levels, but do not, of course, exclude an increase in the proportion of women. In its meeting in September of 2015, the Supervisory Board set down a target figure for the proportion of women in the Board of Management of SGL Carbon SE of 0 % as of December 31, 2016 (proportion of women at the adoption of the resolution: 0%). In September of 2015, the Board of Management had itself defined a target figure for the proportion of women in the management level of SGL Carbon SE below the level of the Board of Management of at least 16.67 % as of December 31, 2016 (proportion of women at the adoption of the resolution: 16,67%). The definition of the proportion of women for a second management level below the Board of Management was not possible because SGL Carbon SE, in its capacity as a mere group parent company with a flat management structure, has only one relevant management level (with relevant personnel and management authority) below the level of the Board of Management.

The Act Governing the Equal Opportunity for Women and Men in Management Positions also demands that, subject to certain transitional provisions, the Supervisory Board of SGL Carbon SE must be comprised of at least 30 % women and at least 30 % men as of January 1, 2016. At the present time, the company does not yet comply with the minimum proportion of 30 % women, as the Supervisory Board currently has only three female members. This requirement must be taken into account, however, during the next required election of Supervisory Board member; however, the elections in the Supervisory Board which took place prior to January 1, 2016, remain fully valid.

Wiesbaden, March 2016

SGL Carbon SE