

Corporate Management Declaration pursuant to Sections 289f, 315d of the German Commercial Code (Handelsgesetzbuch – HGB)

Description of the Workings and Composition of the Board of Management and the Supervisory Board of SGL Carbon SE 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 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, the Company 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 two members. Hence, the Board of Management has no committees. The Board of Management 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 and their responsibilities please refer to www.sglgroup.com (under "Company/Board of Management").

The Board of Management develops the Company and Group 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 and the Group, 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. The members of the Supervisory Board representing the

shareholders are appointed by the general meeting of shareholders; the members representing the employees are appointed by the SE Works Council according to the Company's agreement with the employees on co-determination. 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 enterprise. The Supervisory Board appoints and dismisses the members of the Board of Management of the Company, 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/Annual General Meeting"))).

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 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.com (under "Investor Relations/Financial Reports/Annual Reports/2017") as well as the Supervisory Board Report, which is accessible under www.sglgroup.com (under "Investor Relations/Financial Reports/Annual Reports /2017").

Relevant Information on Management Practices of the Enterprise

Compliance with the German Corporate Governance Code

SGL Carbon SE regularly reviews compliance with the recommendations and suggestions of the German Corporate Governance Code. It complies with all recommendations of the Code in the version dated February 7, 2017.

SGL 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 practices of the Company and SGL Group that have been developed over the years. Their purpose is to guarantee responsible and transparent management and supervision of the enterprise, as well as to promote the trust of our stakeholders, business partners and employees as well as the public. The Principles are reviewed at least once a year and continuously amended to reflect further developments in legislation, recommendations and actual practice. In addition to the bylaws of the Company's Board of Management and Supervisory Board and SGL Group's organizational principles, the SGL Corporate Governance Principles also comprise the key internal Group-wide guidelines dealing with corporate governance and compliance matters.

The most basic guideline is SGL Group's 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 of Business Conduct and Ethics reflects the common values within SGL Group, which determine the corporate culture of SGL Group and the behavior in business life. They provide employees and corporate bodies of the Group with guidance particularly in the fields of business security, financial integrity, compliance with cartel, capital market and foreign trade law, compliance with environmentally and socially acceptable business practices and the prevention of conflicts of interest in business transactions. The Code of Business Conduct and Ethics is published under www.sglgroup.com (under "Investor Relations/Corporate Governance/Code of Business Conducts and Ethics").

Based on the principles of the SGL Corporate Governance Principles a system of corporate guidelines has been developed applying to both SGL Carbon SE and SGL Group and which form part of the Group's corporate governance and compliance structure:

- Whistleblower Guideline to report possible compliance incidents in the interests of promoting an open and trustful work environment relating to possible integrity issues
- Corporate and Social Security Policy which contains an undertaking to comply with all the security standards adopted by the enterprise with respect to health and environment, work environment, asset and corporate values as well as production and IT processes
- Global Antitrust Compliance Policy
- Guidelines for Compliance with Capital Market Laws and Regulations
- Gifts and Entertainment Policy to provide guidance for legal and ethical behaviour in connection with all kinds of granting and accepting gifts and other benefits to, and from, business partners of SGL Group and government officials
- Internal Control Manual summarizing and defines the existing internal control systems of SGL Group
- Risk Management System Guideline which defines responsibilities and required process structures for the identification and continued monitoring of core risks

Declaration of Compliance by the Board of Management and the Supervisory Board of SGL Carbon SE pursuant to Sec. 161 of the German Stock Corporation Act

Pursuant with Article 9 para. (1) lit (c) (ii) SE-VO in connection with Section 161 of the German Stock Corporation Act, the management board and supervisory board of a listed European stock corporation (Societas Europaea) with its statutory seat in Germany are obliged to declare at least once a year whether the Company has complied with the German Corporate Governance Code and which recommendation of the Code has not been or will not be applied and why not. The Board of Management and the Supervisory Board of SGL Carbon SE have issued the following Statement of Compliance pursuant to sec. 161 of the German Stock Corporation Act:

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

1. *The last Declaration of Compliance was given on September 7, 2016. Since that date, SGL Carbon SE has been 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 May 5, 2015 (published on June 12, 2015) as published by the Federal Ministry of Justice and Consumer Protection in the section of official notice of the German Federal Gazette.*
2. *The “Government Commission on the German Governance Code” presented a new version of the German Corporate Governance Code on February 7, 2017 (published on April 24, 2017). As has been declared under item 1. hereof, SGL Carbon SE is also in compliance with the new version of the Code with the exception of the new recommendations in Article 5.4.1*

(2) and (4) of the revised Code. According to these new recommendations, the Supervisory Board should develop a skills profile for the entire board, and proposals of the Supervisory Board to the annual general meeting for the election of the Supervisory Board members should strive to meet the skills profile. Following a detailed discussion in its meeting of today, the Supervisory Board adopted such a skills profile, which is also meant to be taken into account as proposed for proposals for election of Supervisory Board members. As of today, SGL Carbon SE is thus in full and complete compliance with the recommendations of the "Government Commission on the German Corporate Governance Code in the version of the Code dated February 7, 2017."

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

Wiesbaden, July 13, 2017

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 and Details on the Minimum Proportion in the Supervisory Board

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 had 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. In its meeting in September of 2015, the Supervisory Board had 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 had not been possible because SGL Carbon SE, in its capacity as a mere group parent company with a flat management structure, had only one relevant management level (with relevant personnel and management authority) below the level of the Board of

Management. Both targets were achieved. On December 31, 2016 the proportion of women in the Management Board of SGL Carbon SE amounted to 0% and in the management level below the Management Board 20%.

In connection with the expiration of the initial target achievement period until December 31, 2016, the Management Board and the Supervisory Board have set down targets for the consecutive period. Insofar, the Supervisory Board has 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, 2019 (proportion of women at the adoption of the resolution: 0%). The Board of Management has 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 20% as of December 31, 2019 (proportion of women at the adoption of the resolution: 20%). 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. 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.

Information on Diversity regarding the Company's Corporate Management

In accordance with the corporate governance principles of the company, the composition of the Management Board of the Company must take diversity into account. First of all, this means diversity in professional expertise manifesting itself in the existing structure of the Company where at least one of the members of the Management Board has extensive experience in the operative business of the Company, in strategic corporate management and in financial / controlling and reporting processes. Furthermore, it is essential that the internationality of SGL Group is also reflected within the Management Board by considering extensive professional experience in and with other countries. In terms of gender diversity, given the size of the Company's Board of Management consisting of only two members, no extensive ratio was considered to be appropriate (see above "Determinations in Accordance with the Act Governing Equal Opportunity for Women and Men in Management Positions and Details on the Minimum

Proportion in the Supervisory Board "). Regarding the age structure, it is envisaged that membership in the Board of Management is usually limited at 65 years. In the case of new appointments, the Supervisory Board will follow this requirement profile to appoint the best candidate for a vacant position in the interests of the Company. In the current composition, the Company's objectives for the appointment of the Board of Management are fulfilled.

With regard to its composition, the Supervisory Board of the Company has set itself detailed objectives in order to ensure that various perspectives and background experiences are represented in its plenum. Of importance is the consideration of different professional backgrounds. To perform its duties properly, at least one Supervisory Board member should have knowledge in the field of accounting or auditing (Financial Expert). Furthermore, at least one member should have significant professional expertise in business fields or in important customer industries of the company. In addition, one of the Supervisory Boards members should have professional experience in the areas of corporate governance and corporate strategy, compliance and risk management, innovation competence (including digitization), as well as management development and human resources. Overall, the number of Supervisory Board members from the technical area and members with a commercial background should be balanced. In addition, and in order to reflect the international activities of the Company, at least one Supervisory Board member has to have special international knowledge and experience due to its background, education or professional activities. With regard to the appropriate participation of both sexes in the Supervisory Board, the Company considers the German Act on "Equal Participation of Women and Men in Management Positions in the Private and Public Sector" as being appropriate and will ensure that the gender which is less represented on the Supervisory Board at least represents 30% of the total Supervisory Board members. With regard to the age structure, it is provided that the membership of Supervisory Board members is generally limited at 72 years.

The aforementioned objectives are taken into account in proposals for the appointment of new Supervisory Board members. In the current composition of the Supervisory Board, the appropriate composition of the Supervisory Board is largely achieved in accordance with the aforementioned objectives; however, due to existing mandates, the gender ratio in the Supervisory Board has not yet been fully met.

Wiesbaden, March 2018

SGL Carbon SE