

Declaration of Compliance 2015/II

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 (Declaration of Compliance 2015)

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:

- 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). SGL Carbon SE is also in compliance with the new version of the Code, as explained under item 1. hereof, with the exception of a new recommendation in the newly worded section 5.4.1 (2) sentence 1 of the Code. Under this new recommendation, the Supervisory Board shall 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 section 5.4.1 (2) sentence 1 of the Code. Furthermore, the Supervisory Board has also established the appropriateness of the compensation of the Management Board in accordance with Code section 4.2.2 (2) sentences 2, 3 (vertical comparison) in today's Supervisory Board meeting. 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 a majority of the non-obligatory suggestions of the German Corporate Governance Code.

Wiesbaden, 17. September 2015

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

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