

Declaration of Compliance

Statement of the Executive Committee and Supervisory Board of SGL Carbon SE pursuant to Sec. 161 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, 19. Dezember 2013

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

For the Executive Committee of SGL Carbon SE
Robert J. Koehler (Chair of the Executive Committee of SGL Carbon SE)