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COMPANIES HOUSE

COMPANIES ACT 2006

Inverness 29 Nov 2016
 This is certified a true and
 complete copy

SGL CARBON FIBERS LIMITED (the "Company")

(Registered number SC078081)

[Signature]
 Ledingham Chalmers LLP
 Company Secretary

WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES
 ACT 2006

We, the undersigned, being the sole Member of the Company hereby agree that the following Resolutions shall have effect as Written Resolutions of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and shall thereby be as valid and effective as if passed as special resolutions at a General Meeting of the Company duly convened and held:-

"THAT:-

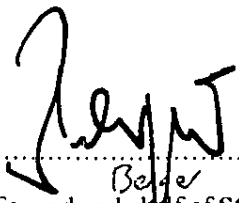
1. The terms of, and the transactions contemplated by, each of the following documents (hereinafter together also referred to as the "Documents") are hereby approved and the entering into and the execution of the Documents by the Company, are hereby resolved:
 - I. an amendment and restatement agreement (the Amendment and Restatement Agreement) relating to the EUR200,000,000 revolving credit facility agreement dated 2 December 2013 between, among others, SGL CARBON SE as company and original borrower, certain subsidiaries of SGL CARBON SE as borrowers and/or guarantors, Commerzbank Aktiengesellschaft, Credit Suisse International, Deutsche Bank AG and Landesbank Baden-Württemberg as mandated lead arrangers and bookrunners, certain financial institutions as lenders, Deutsche Bank Luxembourg S.A. as facility agent and security agent (the Existing Facility Agreement) to be entered into between, among others, SGL CARBON SE and certain of its subsidiaries, certain financial institutions as mandated lead arrangers and/or bookrunners and/or lenders and Deutsche Bank Luxembourg S.A. as facility agent and security agent;
 - II. a supplemental indenture in relation to the indenture, dated as of 12 December 2013, among, inter alios, SGL CARBON SE, as issuer, certain of its subsidiaries as guarantors, and The Bank of New York Mellon, London Branch, as trustee, in connection with the accession of an additional guarantor and the granting of any guarantees in this context;
 - III. any and all officer's and secretary's certificates issued in connection with the transactions covered under the aforementioned documents; and
 - IV. any and all agreements and documents which are or become necessary, required, useful, appropriate or deemed necessary, required, useful, appropriate to be executed by the Company under, or in connection with the aforementioned documents,

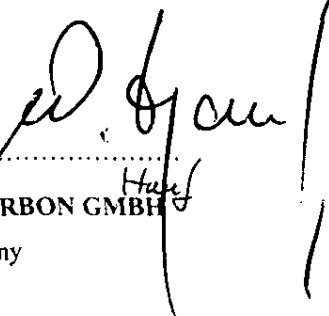
each being in the form supplied to us and initialed on our behalf.
2. We consent to, approve the terms of and authorise the Company to enter into a power of attorney appointing attorneys to execute all documentation relating to the Documents, the power of attorney being in the form supplied to us and initialed on our behalf.
3. We consent to and authorise the rendering of any and all officers' and secretary's certificates issued in connection with the transactions covered by the aforementioned documents.
4. We authorise and direct any director of the Company in the presence of a witness or, any two directors or any director and the company secretary, of the Company or Dr. Michael Majerus,

Etienne Suchier, Wilhelm Hauf, Dr Dirk Matthes, Katja Thümmleras duly authorised attorneys, to sign, execute and deliver, in the name and on behalf of the Company, the Documents and any other Finance Document and Corporate Bond Document (as those terms are defined in the Amendment and Restatement Agreement) and any and all such documents, papers, agreements, powers of attorney and instruments as they may deem necessary or desirable in order to carry into effect the purposes and intent of the foregoing resolutions.

5. We furthermore consent to and authorise the Company (i) to enter into or to amend any of the aforementioned documents and (ii) to grant or amend any and all other security interest or guarantee in connection with the aforementioned documents. This consent includes the authority to enter into any agreement and to make or receive any declarations which are necessary or appropriate in this context.
6. We consent to and authorise the Company to take or cause to be taken any and all such actions relating to the matters referred to in the foregoing resolutions, including, the execution, delivery or filing of all documents, instruments, agreements, schedules, reports, statements or information, as it shall deem necessary or advisable to carry out the purposes and intents of the foregoing resolutions and to consummate the transactions contemplated thereby.
7. Any changes to the amounts or parties or dates or other terms relating to or included in the Documents and measures described above shall not affect the approval granted and the resolutions passed herewith.

Effective: 14 November 2016


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For and on behalf of SGL CARBON GMBH
as sole Member of the Company


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