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SGL Carbon SE resolves capital increase

- SGL Carbon SE raises capital to strengthen the capital structure, improve the leverage ratio and enhance the financial headroom of the Group
- Major shareholders SKion GmbH und BMW AG have provided firm subscription commitments to participate in the capital increase according to their shareholding
- Dr. Jürgen Köhler, CEO of SGL Group: “We want to create a solid foundation for our growth businesses”

Wiesbaden, November 29, 2016. The Board of Management of SGL Carbon SE today resolved, with the approval of the Supervisory Board, to utilize the Company’s existing authorized capital to increase the existing share capital against cash contributions with shareholders’ indirect subscription rights. The Company’s share capital will be increased from EUR 236,394,183.68 by EUR 76,800,000.00 to EUR 313,194,183.68 against cash contributions through the issue of 30,000,000 new ordinary bearer shares with no par value, each representing a notional value of EUR 2,56 (the **New Shares**). The New Shares carry full dividend rights as of January 1, 2016.

The New Shares will be offered to existing shareholders for indirect subscription at a ratio of 40:13 and at a subscription price of EUR 6.00 per New Share. 40 existing shares of SGL Carbon SE entitle holders to subscribe for 13 New Shares.

“The capital increase announced today and the expected proceeds of the sale of the business unit Performance Products will contribute to create a solid foundation for our growth businesses”, states Dr. Jürgen Köhler, CEO of SGL Group. “As an innovative technology leader and in cooperation with our customers the future SGL Group intends to drive developments in the areas of mobility, energy and digitization. We are relying on our competence and our many years of experience in the production, processing and application of high-quality carbon fibers and specialty graphite. By focusing on future growth industries and markets we expect to better balance the volatility in our business”.

The Company expects to receive gross proceeds from the capital increase of approximately EUR 180 million and intends to use the net proceeds – together with the net proceeds from the disposition of the business activities of its former reporting segment Performance Products (PP) – to redeem in full or early repurchase the convertible notes due 2018 and to early redeem in full the Company’s corporate bond, thereby strengthening the capital structure, improving the leverage ratio and enhancing the financial headroom of the Group.

Assuming the completion of the capital increase as of September 30, 2016 the equity ratio would have increased to 14.8 percent from to 6.0 percent, while gearing (ratio of net debt to

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shareholders' equity) as of September 30, 2016 would have decreased to 1.64 compared to 6.12.

The Company has received firm subscription commitments from its major shareholders SKion GmbH and Bayerische Motoren Werke Aktiengesellschaft. Each of such major shareholder has committed itself to participate in the capital increase according to its shareholding. A syndicate of banks will sell the subscription rights relating to the shareholders Volkswagen AG and Voith GmbH who are not participating in the capital measure. These subscription rights will be placed in the near term in a market sensitive manner. In addition, the shareholder Volkswagen AG has declared that its Board of Management does currently not consider to further reduce its holding in SGL Carbon SE shares.

Subject to the approval of the prospectus by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and the publication of the approved prospectus, which are expected for today, the subscription period during which the Company's shareholders may exercise their subscription rights is expected to begin on November 30, 2016 and is expected to end on December 13, 2016 (including). Any New Shares not subscribed for by the end of the subscription period will be offered by way of a private placement directly after the end of the subscription period. The Company's existing shares will be quoted as ex-subscription rights (*ex Bezugsrecht*) from November 30, 2016 onwards.

A syndicate of banks has agreed to subscribe and underwrite the New Shares at the subscription price and to offer the New Shares to existing shareholders in accordance with the conditions of a subscription offer expected to be published later today in the German Federal Gazette (*Bundesanzeiger*) after the approval of the prospectus. The registration of the capital increase in the commercial register of the local court (*Amtsgericht*) of Wiesbaden is expected on or around December 13, 2016.

Subject to the approval and publication of the approved prospectus, the subscription rights for the New Shares will be traded during the period from November 30, 2016 up to and including December 9, 2016 on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange under ISIN DE000A2DA687 and German Securities ID (*WKN*) A2D A68. No compensation will be paid for subscription rights not exercised.

The admission of the New Shares to the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, and sub-segment thereof with additional post-admission obligations (*Prime Standard*), is expected to occur on or around December 13, 2016. Commencement of trading is expected to occur on or around December 14, 2016. It is intended that the New Shares will be included in the existing listing quotation of the Company's shares.

About SGL Group – The Carbon Company

SGL Group is one of the world's leading manufacturers of carbon-based products and materials. It has a comprehensive portfolio ranging from carbon and graphite products to carbon fibers and composites. SGL Group's core competencies are its expertise in high-temperature technology as well as its applications and engineering know-how gained over many years. These competencies enable the Company to make full use of its broad material base.

SGL Group's carbon-based materials combine several unique properties such as very good electrical and thermal conductivity, heat and corrosion resistance as well as high mechanical strength combined with low weight. Due to industrialization in the growth regions of Asia and Latin America and increased

substitution of traditional with innovative materials, there is a growing demand for SGL Group's high-performance materials and products. Products from SGL Group are used predominantly in the steel, aluminum, automotive and chemical industries as well as in the semiconductor, solar and LED sectors and in lithium-ion batteries. Carbon-based materials and products are also being used increasingly in the wind power, aerospace and defense industries.

With 34 production sites in Europe, North America and Asia as well as a service network covering more than 100 countries, SGL Group is a company with a global presence. In 2015, the Company's workforce of around 5,700 employees generated sales of €1,323 million. The Company's head office is located in Wiesbaden.

Further information on SGL Group can be found in SGL Group's newsroom at www.sglgroup.com/press or at www.sglgroup.com.

Additional Information:

ISIN: DE0007235301

Listing: Amtlicher Markt / Prime Standard / Frankfurter Wertpapierbörse
(Official Market / Prime Standard / Frankfurt Stock Exchange)

Company's seat: Wiesbaden

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This publication constitutes neither an offer to sell nor a solicitation to buy securities. The offer will be made solely by means of, and on the basis of, a securities prospectus which is to be published. An investment decision regarding the publicly offered securities of SGL Carbon SE should only be made on the basis of the securities prospectus. The securities prospectus will be published promptly upon approval by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and will be available free of charge from SGL Carbon SE, Söhnleinstraße 8, 65201 Wiesbaden, Germany, or on the SGL Carbon SE website.

This press release contains forward looking statements based on the information currently available to us and on our current projections and assumptions. By nature, forward looking statements are associated with known and unknown risks and uncertainties, as a consequence of which actual developments and results can deviate significantly from the assessment published in this press release. Forward looking statements are not to be understood as guarantees. Rather, future developments and results depend on a number of factors; they entail various risks and unanticipated circumstances and are based on assumptions which may prove to be inaccurate. These risks and uncertainties include, for example, unforeseeable changes in political, economic, legal and business conditions, particularly relating to our main customer industries, such as electric steel production, to the competitive environment, to interest rate and exchange rate fluctuations, to technological developments, and to other risks and unanticipated circumstances. Other risks that may arise in our opinion include price developments, unexpected developments associated with acquisitions and subsidiaries, and unforeseen risks associated with ongoing cost savings programs. SGL Group assumes no responsibility in this regard and does not intend to adjust or otherwise update these forward looking statements.

Stabilization / EU Regulation 2273/2003 / German law / FSA.

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