

Ad hoc notification pursuant to §15 of the German Securities Trading Act (Wertpapierhandelsgesetz)

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SGL Carbon SE successfully placed convertible bonds due 2020

Wiesbaden, September 9, 2015. SGL Carbon SE (the "**Issuer**", together with its subsidiaries, the "**SGL Group**") today successfully placed an aggregate principal amount of €167 million of unsubordinated, unsecured convertible notes due 2020 (the "**Convertible Notes**") with institutional investors outside of the United States of America excluding shareholders' preemptive rights (*Bezugsrechte*) (the "**Offering**"). The Convertible Notes will have a maturity of 5 years and 16 days until September 30, 2020, and will be issued and redeemed at 100% of their principal amount. The initial conversion price has been fixed at €18.6451, representing a premium of 30% above the reference price of €14.3424. The coupon has been set at 3.5% p.a., payable semi-annually in arrears on March 31 (long first coupon) and September 30. SGL Carbon SE will have the option to redeem all of the Convertible Notes at their principal amount plus accrued interest on or after September 30, 2018, in accordance with the terms and conditions of the Convertible Notes, if the value of the underlying Shares exceeds 130% of the Convertible Notes' principal amount over a specified period. Settlement of the transaction will take place on or around September 14, 2015.

SGL Carbon SE intends to list the Convertible Notes on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange. However, settlement and closing of the Offering is not conditional upon obtaining such inclusion to trading.

Commerzbank AG and Credit Suisse Securities (Europe) Limited are acting as Joint Global Coordinators and together with Société Générale Corporate & Investment Banking as Joint Bookrunners. Landesbank Baden-Württemberg is acting as Co-Lead Manager.

SGL Carbon SE plans to use the proceeds from the Offering for refinancing all or part of the €190,000,000 3.5 per cent convertible notes due 2016 (ISIN DE000A0Z2BL6) issued in 2009 (whose outstanding principal amount is €134,700,000 as of today), to the extent tendered by the holders during the repurchase invitation announced on September 9, 2015 and open until September 15, 2015, and for general corporate purposes.

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 42 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 2014, the Company's workforce of around 6,300 employees generated sales of €1,300 million. The Company's head office is located in Wiesbaden.

Further information on SGL Group can be found online 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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The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. No prospectus will be prepared in connection with the offering of the securities referred to herein. The securities referred to herein may not be offered to the public in any jurisdiction in circumstances which would require Credit Suisse Securities (Europe) Limited, Commerzbank AG and Société Générale (the "**Joint Bookrunners**") and Landesbank Baden-Württemberg (the "**Co-Lead Manager**", together with the Joint Bookrunners, the "**Managers**") and the Issuer or any of their respective affiliates, or any person acting on behalf of thereof, to prepare or register any prospectus or offering document relating to the securities referred to herein in such jurisdiction.

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This announcement does not contain or constitute or form part of, and should not be construed as, an offer or invitation to sell, or the solicitation of an offer to buy or subscribe for, any securities to any person in the United States, Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended or the laws of any state within the United States or under the applicable securities laws of Australia, Canada, South Africa or Japan, and may not be offered or sold in the United States, unless registered under the Securities Act or offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. There will be no public offer of the securities referred to herein in the United States, Australia, Canada, South Africa or Japan.

The offer referred to herein when made in member states of the European Economic Area ("**EEA**") which have implemented the Prospectus Directive (each, a "**relevant member state**"), is only addressed to and directed at persons who are "qualified investors" as defined in the Prospectus Directive ("**Qualified Investors**"). For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a relevant member state), and includes any relevant implementing measure in the relevant member state and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

In the United Kingdom, this announcement is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order

2005, as amended (the "Order") or (ii) who fall within Article 49(2)(a) to (d) of the Order, and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area other than the United Kingdom, by persons who are not Qualified Investors.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Issuer's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to SGL Group's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

Each of the Issuer and the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

The date of admission of the convertible notes and the shares issued upon conversion to trading may be influenced by things such as market conditions. There is no guarantee that admission will occur and you should not base your financial decisions on the Issuer's intentions in relation to admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the convertible bond offering. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the convertible notes offering for the person concerned.

Each Manager is acting exclusively for the Issuer and no-one else in connection with the offering of the securities referred to herein. They will not regard any other person as their respective clients in relation to such offering and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients, or for providing advice in relation to such securities, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the offering of the securities referred to herein, each Manager and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase convertible notes of the Issuer and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such securities and any other securities of the Issuer or any related investments and may offer or sell such securities or other investments otherwise than in connection with the offering of the securities referred to herein. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Managers or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Issuer, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

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