

CHARTER OF THE EXECUTIVE COMMITTEE

OF

THE BOARD OF DIRECTORS

OF

ORION ENGINEERED CARBONS S.A.

Purpose

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Orion Engineered Carbons S.A. (the “Company”). The Committee does not meet on a regular basis, but will meet from time to time to deal with urgent or quickly moving matters, when it is not feasible for the entire Board to hold a meeting in due time. In addition the Committee shall also conduct investigations or examine potential conflicts of interest. The Committee shall exercise the powers and authority of the Board to direct the business and affairs of the Company in these situations. Deliberations or actions by the Committee are communicated to the full Board as soon as practicable and the Committee is not intended to be a substitute for the Board, but only to take such measures and actions when needed in the above stated circumstances.

Authority and Responsibilities

1. The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the Articles of Association of the Company, except:

- (a) those matters which are expressly delegated to another committee of the Board;
- (b) the adoption, amendment or repeal of the Articles of Association of the Company; and
- (c) matters, which, under the laws of Luxembourg or the Company’s Articles of Association cannot be delegated by the Board to a committee of the Board.

2. Subject to the limitations set forth above, the Committee may delegate to the officers and employees of the Company its authority to direct the usual and ordinary business affairs of the Company, or one or more subsidiaries, affiliates, divisions or departments of the Company. The Committee also may appoint and delegate authority to subcommittees as it deems appropriate.

Membership

The members of the Committee shall include the Chairperson of the standing Board Committees, the Chairman of the Board and the Chief Executive Officer. The Chairman of the Board shall be the Chairman of the Committee. Other Directors may be appointed to the Committee by majority Director vote.

Meetings

Except as otherwise required by the Articles of Association of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Chairman of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman of the Committee, or in his absence the Chief Executive Officer, shall preside at the meetings of the Committee. In the absence of both the Chairman of the Board and the Chief Executive Officer, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. All actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary of the Company shall keep the minutes of the Committee, which shall be distributed to all Board members. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Articles of Association or this Charter.

Miscellaneous

Nothing in this Charter shall be deemed to amend the provisions of the Articles of Association with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Articles of Association.
