

**CHARTER OF THE COMPENSATION COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
ORION ENGINEERED CARBONS S.A.**

Committee Membership:

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Orion Engineered Carbons S.A. (the “Company”) shall consist solely of two or more members of the Board, each of whom the Board has determined has no material relationship with the Company and, except as permitted under the rules of the New York Stock Exchange (the “NYSE Rules”), each of whom is otherwise “independent” under the NYSE Rules as they apply to compensation committee members.

Members shall be appointed by the Board based on nominations recommended by the Company’s Nominating and Governance Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities:

The Committee shall have the purpose and direct responsibility to:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review the performance of, and approve as a committee the compensation of the other executive officers of the Company;
3. Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to board approval, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
4. Review and approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters.
6. Prepare and disseminate to the Company an annual written Compensation Committee Report in conformity with Item 407(e)(5) of Regulation S-K.

7. Prepare and issue the evaluation required under “Performance Evaluation” below.
8. Report to the Board on a regular basis, and not less than once per year.
9. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at least two times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, although personal presence is preferable.

The Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO should not attend any meeting where the CEO’s performance or compensation is discussed, unless specifically invited by the Committee.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee’s charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee:

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an “Advisor”), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor’s independence from management, including the factors set forth in the NYSE rules.