

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
ORION ENGINEERED CARBONS S.A.**

Committee Membership:

The Nominating and Governance 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 (except as permitted under the rules of the New York Stock Exchange (the “NYSE Rules”)) the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the NYSE Rules.

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. 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 responsibilities to:

1. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company’s Corporate Governance Guidelines, and such other factors as it deems appropriate. The Committee shall consider all candidates recommended by the Company’s shareholders. The Committee may consider candidates proposed by management, but is not required to do so.
2. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
3. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, if any, as well as any other factors it deems appropriate, including without limitation the consistency of

the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

4. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
5. Develop and recommend to the Board a set of corporate governance guidelines as well as a code of ethics for senior financial officers and a general code of conduct, anti-trust and anti-corruption policy applicable to the Company and (as deemed appropriate) its subsidiaries, and to review those guidelines and policies at least once a year.
6. Review all proposed waivers of the Company's code of conduct and code of ethics for senior financial officers.
7. Review recent developments in corporate governance practices and laws and regulations applicable to the Company, and advise the Board on such developments.
8. Prepare and issue the evaluation required under "Performance Evaluation" below.
9. Report to the Board on a regular basis, and not less than once per year.
10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

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.

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.

The Committee shall also prepare and review with the Board an annual performance evaluation of the Board to determine whether the Board is functioning effectively. The Committee shall also assist the Audit Committee and Compensation Committee in preparing and submitting their annual reviews to the Board.

Resources and Authority of the Committee:

The Committee shall have the resources 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 special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.