

ORION ENGINEERED CARBONS S.A.
RELATED PARTY TRANSACTION APPROVAL POLICY

General

It is the policy of Orion Engineered Carbons S.A. (the “Company”) that all Related Party Transactions (as defined below) will be subject to approval or ratification in accordance with the procedures set forth in this Related Party Transaction Approval Policy (this “Policy”).

Definitions

“Independent Committee” means a committee of the Board of Directors of the Company comprising at least three Independent Directors. If at the applicable time the Board of Directors of the Company has designated an Independent Director as its “Lead Director,” he or she shall be a member and the Chairperson of the Independent Committee. The Independent Committee may be a standing or ad hoc committee of the Board of Directors.

“Independent Directors” means directors who have been determined by the Board of Directors of the Company to be independent directors for purposes of the New York Stock Exchange corporate governance standards.

“Item 404” means Item 404 of Regulation S-K promulgated by the SEC.

“Registration Rights Agreement” means the Registration Rights Agreement, dated as of July 30, 2014, between the Company, Kinove Luxembourg Coinvestment S.C.A. and Kinove Luxembourg Holdings 1 S.à r.l.

“Related Party Transaction” means (i) a transaction in which the Company or one or more of its subsidiaries is a participant and which involves an amount exceeding \$120,000, in which any director, officer, greater than 5% shareholder of the Company or any other “related person” (as defined in Item 404), has or will have a direct or indirect material interest, (ii) any material amendment, modification, extension or termination of the Registration Rights Agreement and (iii) any other transaction for which disclosure will be required pursuant to Item 404.

“SEC” means the Securities and Exchange Commission.

Procedures

An Independent Committee will review and approve or take such other action as it may deem appropriate with respect to (a) Related Party Transactions, (b) any material amendment, modification, extension or termination of a Related Party Transaction (c) any amendment, modification, extension or termination of a transaction that thereby will become a Related Party Transaction and (d) the handling and resolution of any disputes arising in connection with Related Party Transactions.

In determining whether to approve any Related Party Transaction, the Independent Committee will consider, among others, the following factors:

- the terms of the Related Party Transaction;
- the related person's interest in the Related Party Transaction;
- the purpose and timing of the Related Party Transaction;
- the nature of the involvement of the Company and its subsidiaries in the Related Party Transaction and whether the Company or its subsidiaries (as applicable) have demonstrable business reasons to enter into the Related Party Transaction;
- whether the Related Party Transaction would impair the independence of a director;
- whether the Related Party Transaction involves any potential reputational or other risk issues; and
- any other information the Independent Committee deems relevant.

In the event that the Company becomes aware of a Related Party Transaction that was not approved under this Policy, such Related Party Transaction will be reviewed in accordance with this Policy as promptly as reasonably practicable. An Independent Committee will consider all of the relevant facts and circumstances, evaluate all options available to the Company, including ratification, amendment or termination of such Related Party Transaction and take such course of action as the Independent Committee deems appropriate under the circumstances.

An Independent Committee may, where it deems it to be appropriate, establish guidelines for certain types of Related Party Transactions or designate certain types of Related Party Transactions that will be deemed pre-approved. In addition, to the extent any of the following is or would be a Related Party Transaction, it will be deemed pre-approved:

- If previously approved by the Compensation Committee or the Nominating and Governance Committee of the Board of Directors, as applicable, any transaction or decision that involves providing compensation or benefits to a director or executive officer of the Company or any of its subsidiaries in connection with such director's or executive officer's duties with the Company or its subsidiaries, as applicable, or the hiring, promotion or retention of any such director or executive officer;
- Indemnification and advancement of expenses made pursuant to the Company's Articles of Association or pursuant to any indemnification agreement; or
- Any transaction where the related person's interest or benefit arises solely from the ownership of the Company's securities and all holders of the Company's securities receive the same benefit on a *pro rata* basis (e.g., dividends).

In addition, the approval requirement under this Policy will not apply to the implementation and administration of intercompany arrangements, and the Registration Rights Agreement.

Unless requested by the Chairperson of an Independent Committee, any director on such Independent Committee who has an interest in a Related Party Transaction being considered by the Independent Committee will not participate in the discussion, consideration or approval of such Related Party Transaction.

No approval or ratification of a Related Party Transaction pursuant to this Policy will be deemed to supersede the requirements of the Company's Code of Conduct and, to the extent applicable, each Related Party Transaction subject to this Policy shall also comply with the Company's Code of Conduct.