

# ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ORION ENGINEERED CARBONS S.A.

April 16, 2019

**IMPORTANT NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL FOR THE ANNUAL GENERAL MEETING:**

The Notice of Meeting and proxy card  
are available at <http://www.orioncarbons.com>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1 THROUGH 7.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

Please mark, sign and date your proxy card and return it in the postage-paid (when mailed in the United States) envelope we have provided or return it to Operations Center, American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, NY 11219-9821 in a separate envelope, postage prepaid. Proxy cards must be received by American Stock Transfer & Trust Company, by no later than 11:59 P.M. Central European Time on April 10, 2019.

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. Approval of the annual accounts of the Company for the financial year that ended on December 31, 2018.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the consolidated financial statements of the Company for the financial year that ended on December 31, 2018.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Allocation of results and approval of the payment by the Company of interim dividends in the aggregate amount of EUR 40,526,180.56 during the financial year that ended on December 31, 2018.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Discharge of the current members of the Board of Directors of the Company for the performance of their mandates during the financial year that ended on December 31, 2018.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Discharge of the independent auditor of the Company for the performance of its mandate during the financial year that ended on December 31, 2018.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Appointment of Ernst & Young as independent auditor (Réviseur d'Entreprises agréé) with respect to the annual accounts and the consolidated financial statements of the Company for the financial year ending on December 31, 2019.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of compensation of the Board of Directors for the period commencing on January 1, 2019, and ending on December 31, 2019, consisting of (i) an aggregate cash amount of EUR 740,000 to be paid to the Board of Directors and (ii) an amount of USD 100,000 to be paid to each Director, other than those receiving salary from the Company or its affiliates, in the form of equity based awards (based on the grant date fair market value of such awards), as determined from time to time by the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

This proxy, when properly executed and timely received, will be voted in the manner directed herein. If no instructions are given on this proxy card, then the undersigned shall be deemed to have voted all the Common Shares represented by this proxy card **FOR** items 1-7.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**ORION ENGINEERED CARBONS S.A.****Proxy for Annual General Meeting of Shareholders on April 16, 2019****Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Marc Jean Pierre Faber, Kerry A. Galvin, Dan F. Smith, Christian Eggert and Carsten Opitz, and each of them, as proxies of the undersigned, each with full power of substitution and power to act alone, to represent and vote as designated on the reverse side, all of the common shares, no par value (the "Common Shares") of Orion Engineered Carbons S.A. (the "Company"), held of record by the undersigned as of 11:59 P.M. Central European Time on March 11, 2019, at the Annual General Meeting of Shareholders of the Company to be held in Luxembourg, Grand Duchy of Luxembourg, at 1:00 P.M. Central European Time on April 16, 2019 and at any adjournments or postponements thereof. This proxy is governed by Luxembourg law. Any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

**(Continued and to be signed on the reverse side.)**