

COVIA HOLDINGS CORPORATION
EXECUTIVE COMMITTEE CHARTER
OF THE BOARD OF DIRECTORS
(Adopted as of May 31, 2018)

The Board of Directors (the “Board”) of Covia Holdings Corporation (the “Company”) has established the Executive Committee of the Board (the “Committee”) with the authority, responsibility and specific duties as described in this Executive Committee Charter (the “Charter”).

I. Purposes

The purposes of the Committee are:

- A. To exercise the powers and authority of the Board to direct the business and affairs of the Company in between meetings of the Board;
- B. To take the necessary action for and on behalf of the Board in situations where the matter requires Board approval, but where a quorum of the Board cannot be assembled for a special meeting of the Board in time to take such actions;
- C. To take action for and on behalf of the Board in situations where the matter requires Board approval, but where the matter is of such a nature that it would not be deemed prudent by the Chairman of the Board that a special meeting be called before the next scheduled Board meeting;
- D. To take action on such other matters as may be delegated to the Committee from time to time by the Board; and
- E. To undertake such studies and analysis as will from time to time be deemed necessary in the corporate governance role of the Board and to make appropriate recommendations to the Board on such matters.

II. Membership

The Committee must consist of not less than four (4) members of the Board. The Committee shall initially consist of six (6) members, including the Chief Executive Officer of the Company (the “CEO”) and the Chairman of the Board. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee other than the CEO and the Chairman of the Board will be selected annually by the Board and serve at the pleasure of the Board. The Board may also designate directors who are not members of the Committee but who have the right to attend meetings of the Committee. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. The Chairman of the Committee (the “Chairman”) will initially be the Chairman of the Board. The

Board has authority to select and replace the Chairman. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Exercise all powers and authority of the Board, including, without limitation, the powers and authority enumerated in the Bylaws of the Company; *provided, however*, that the Committee is not authorized to act with all powers and authority of the Board in regards to:
 - a. Those matters which are required to be determined by the Audit Committee in accordance with rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange;
 - b. The adoption, amendment or repeal of any Bylaw of the Company;
 - c. Matters which cannot be delegated by the Board to a committee of the Board under applicable laws or regulations or those matters reserved to the full Board under the Company's Amended and Restated Articles of Incorporation or the Bylaws; and
 - d. For as long as the Stockholders Agreement (the "Stockholders Agreement"), dated as of June 1, 2018, by and among the Company, SCR-Sibelco NV and other parties named therein remains in full force and effect, certain matters which are required to be reviewed and approved pursuant to the Stockholders Agreement.
2. Subject to the limitations set forth above, the Committee may obtain advice and assistance from internal or external legal, accounting or other advisors, and shall be authorized to approve the fees and other retention terms related to any such external counsel, consultants and advisors.
3. Subject to the limitations set forth above, the Committee may conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate,

including the authority to request any officer, employee, advisor of the Company or any advisors engaged by the Committee to meet with the Committee.

4. Subject to the limitations set forth above, the Committee may delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

B. *Responsibilities*

The Committee has the following responsibilities:

1. The Committee will act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet, in each case to the extent within its authority under this Charter.
2. The Committee may call special meetings of the Board when required and in accordance with the Bylaws.
3. The Committee may, in its discretion and in addition to any such reviews which may be made by the Board, review the Company's strategy and the operations, business activities and performance of the Company and its segments.
4. The Committee will undertake such studies and analysis as will from time to time be deemed necessary in the corporate governance role of the Board and to make appropriate recommendations to the Board on such matters.
5. The Committee, along with the Governance Committee, will review and make recommendations to the Board with respect to the Company's governance policies, procedures and basic governance documents, such as the Bylaws and committee charters.
6. The Committee, along with the Audit Committee, will review the budget and spending policy for finance and operations. In fulfilling this responsibility, the Committee will review reports on the Company's financial position; review and make recommendations to the Board with regard to annual spending level and budget; and review other matters that may materially affect the Company's financial position.
7. The Committee, along with the Compensation Committee, shall review staff compensation and the Company's benefits policy. The Committee, along with the Compensation Committee, may review the performance

of the CEO (the Committee may request the CEO to recuse himself or herself during such review and related discussion). Additionally, the Committee will have available, on a continuing basis, a recommendation of a successor, interim or otherwise, in the event of an emergency or unanticipated vacancy at the position of CEO.

8. The Committee may review such general management, legal and personnel matters as it deems appropriate. In fulfilling this responsibility, the Committee may review legislative, regulatory and legal matters that may affect the Company; current or pending litigation involving the Company; and other matters that may materially affect the Company's operations.

IV. Procedures

- A. **Meetings.** The Committee will meet at least four times a year and as frequently as circumstances dictate. At the beginning of the year or from time to time, the Board may establish a schedule of Committee meetings during the year (to the degree this can be foreseen). In addition, the Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet at such times as deemed advisable by the Chairman. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Bylaws. Meetings of the Committee will be held at such time and place and upon such notice, as its Chairman may from time to time determine.

Meetings may, at the discretion of the Committee, include members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event such persons are not entitled to vote. Notwithstanding the foregoing, other than the directors authorized by the Board to attend Committee meetings, the Committee also may exclude from its meetings any persons it deems appropriate, including but not limited to, any director that is not a member of the Committee.

- B. **Agenda.** The Chairman of the Committee, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda. Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any Committee meeting subjects that are not on the agenda for that meeting.
- C. **Quorum and Approval.** Notwithstanding anything to the contrary contained in the Bylaws, a majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of Committee members present at a meeting at which a quorum is present. In case of a tie vote,

the matter will be referred to the Board for consideration. The Committee also may act by unanimous written consent in lieu of a meeting.

- D. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.
- E. **Reports.** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.
- F. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chairman will be paid the fee set by the Board, if any, for his or her services as a member or Chairman, as the case may be, of the Committee. Directors who are also employees of the Company are not entitled to receive such fee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.