

COVIA HOLDINGS CORPORATION
CHARTER OF THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of June 5, 2018)

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

I. Purposes

The purposes of the Committee are to:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B. Lead the Board in the annual performance evaluation of the Board and its committees;
- C. Direct all matters relating to the succession of the Company’s Chief Executive Officer (“CEO”); and
- D. Perform such other related functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee must consist of not less than three members of the Board.

For so long as the Company qualifies as a “controlled company” within the meaning of the listing requirements of the New York Stock Exchange (the “NYSE”), and during any transition period permitted by NYSE rules and regulations, the Company is not required to have a Committee comprised entirely of independent directors (as defined in listing requirements of the NYSE). When the Company no longer qualifies as a “controlled company” within the meaning of the NYSE listing requirement and subject to the NYSE transition rules, each member of the Committee must satisfy applicable independence requirements. 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 and its Chairman will be selected annually by the Board and will serve at the pleasure of the Board. 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. 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. 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 require any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and receive funding from the Company for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. 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:

Corporate Governance

1. The Committee will prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. Each year, the Committee will review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
3. The Committee will review management's monitoring of the Company's compliance programs and Corporate Code of

Business Conduct and Ethics, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics. The Committee (or the Board) may grant waivers to the Corporate Code of Business Conduct and Ethics for directors and executive officers, provided that any such waiver is promptly disclosed in a manner consistent with NYSE and Securities and Exchange Commission (“SEC”) rules.

Director Independence

Each year, the Committee will:

4. Subject to the terms of the Stockholders Agreement, dated as of June 1, 2018, among the Company, SCR-Sibelco NV and the other stockholders of the Company named therein (the “Stockholders Agreement”), review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy any applicable independence standards; and
5. Determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors, if any, qualify as independent, disinterested, non-employee or outside directors under applicable standards.

Board and Committee Structure

Each year, the Committee will:

6. Review the advisability or need for any changes in the number of the Board members;
7. Review the advisability or need for any changes in the Board’s committee structure; and
8. Recommend to the Board the composition of each Board committee and the individual director to serve as Chairman of each committee, endeavouring to cause at least one member of the Audit Committee to satisfy the attributes of an “audit committee financial expert” as set forth in Item 407(d)(5) of Regulation S-K promulgated by the SEC.

Committee and Board Performance Evaluations

Each year, the Committee will:

9. Request that the Chairman of each committee report to the full Board about the committee’s annual evaluation of its performance and evaluation of its committee’s charter following the end of each fiscal year; and

10. Receive comments from all directors and report to the full Board with an assessment of the performance of the Board and the Board's committees following the end of each fiscal year.

Succession Planning

Each year, the Committee will:

11. Subject to the terms of the Stockholders Agreement, meet on succession planning, whereby the Committee will identify, and periodically update, the qualities and characteristics necessary for an effective Company CEO and monitor and review the development and progression of potential candidates against these standards; and
12. Consult with the CEO on senior management succession planning.

Other Powers and Responsibilities

Each year, the Committee will:

13. Develop and evaluate a general education and orientation program for directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program;
14. Review the Board's policy regarding the structure of the offices of Chairman of the Board and CEO;
15. Review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws; and
16. Develop and recommend to the Board for its approval policies regarding the means by which stockholders may communicate with directors.

IV. Procedures

- A. **Meetings.** The Committee will meet as frequently as circumstances dictate, subject to and in accordance with the requirements set forth in this Charter. 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, Committee meetings may be called upon no less than forty-eight (48) hours' notice (which notice shall be delivered in accordance with the Bylaws and shall state the purpose of the proposed Committee meeting) by any of (i) the Chairman, (ii) two or more members of the Committee or (iii) the Chairman of the Board; provided, however, that, notwithstanding anything to the contrary contained in the Bylaws or the applicable provisions of the Delaware General Corporation Law, any notice of a Committee meeting required by this Charter may be waived by the person entitled thereto in a signed writing or by electronic

transmission, or, to the extent permitted under the Delaware General Corporation Law, by attendance at such Committee meeting. The Committee will, subject to and in accordance with the requirements set forth in this Charter, 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, subject to and in accordance with the requirements set forth in this Charter, be held at such time and place as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee Chair, include other directors, members of the Company's management, including the Company's General Counsel, 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 are not entitled to vote. Notwithstanding the foregoing, the Committee may also 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. ***Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. ***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.
- D. ***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.
- E. ***Review of Charter.*** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee, as well as the Chairman, may be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. 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.

V. Posting Requirement

To the extent required by applicable law or rules and regulations, or as otherwise determined by the Board, the Company will make this Charter available on or through the Company's website. In addition, to the extent required by applicable law or rules and regulations, or as otherwise determined by the Board, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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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.