

U.S. Silica Holdings, Inc.
Stock Ownership Guidelines

Adopted February 6, 2014, as amended February 16, 2017

Purpose

The Board of Directors (“Board”) of U.S. Silica Holdings, Inc. (“U.S. Silica” or the “Corporation”) believes that it is in the best interest of U.S. Silica and its shareholders to align the financial interests of U.S. Silica executives and non-employee members of the Board (“Directors”) with those of the Corporation’s shareholders. In this regard, the Compensation Committee of the Board has adopted minimum stock ownership guidelines.

Applicability

The guidelines are applicable to all non-employee Directors and members of the Executive Management Team (“EMT” and together with the non-employee Directors, “Participants”). Questions regarding these Guidelines should be directed to the Corporation’s Corporate Secretary or Chief Compliance Officer.

Minimum Ownership Requirements

Participants must own shares of common stock of the Corporation in accordance with the following schedule:

Leadership Position	Value of Shares
Non-Employee Member of the Board of Directors	5x annual cash retainer ⁽¹⁾
Chief Executive Officer	4x base salary
Chief Financial Officer and Chief Operating Officer	2x base salary
Other EMT Members	1.5x base salary

(1) A Director’s annual cash retainer includes the annual Board retainer fee, but will not include Chairman or committee membership retainer fees.

Satisfaction of Guidelines

Participants may satisfy their ownership guidelines with common stock in these categories:

- Shares owned directly

- Shares owned indirectly (*e.g.*, by a spouse or a trust; through a partnership, limited liability company or other entity to the extent of the Participant's interest therein)
- Time-vested restricted stock and restricted stock units

Unexercised stock options and unearned performance share units are not counted toward meeting the guidelines.

Compliance

Participants are required to achieve their stock ownership requirement within five years of becoming subject to the guidelines. Once achieved, ownership of the guideline amount must be maintained as long as the Participant is subject to these guidelines. Each Participant's stock ownership requirement will be adjusted to reflect any changes in such Participant's base salary or annual cash retainer.

The Compensation Committee, in its sole discretion, may require a Participant to retain up to 100% of the shares acquired upon stock option exercises (after payment of the exercise cost and taxes) or issued upon the vesting of restricted stock, restricted stock units or performance share units (after the payment of taxes) if such Participant has failed to meet the stock ownership requirement by the five year deadline.

At the first meeting of the Compensation Committee each year, the Compensation Committee will review all Participants' compliance with these guidelines. For purposes of this review, the value of the Participant's holdings will be based on the Participant's current base salary or annual cash retainer and the average closing price of a share of the Corporation's stock over the ninety (90) trading days ending December 31 of the prior year.

Administration

The Compensation Committee of the Board shall be responsible for monitoring the application of these stock ownership guidelines and may amend these guidelines at any time and from time to time in its sole discretion. The Compensation Committee also has the discretion to grant exemptions from the stock ownership guidelines on a case-by-case basis. While the Compensation Committee expects every Participant to comply with these guidelines, it recognizes that there may be rare instances in which compliance with the guidelines would result in a hardship. In these instances, the Participant must submit a request in writing to the Corporate Secretary and Chief Compliance Officer that summarizes the circumstances and describes the extent to which an exemption from the stock ownership requirements is being requested. The Corporate Secretary and Chief Compliance Officer will review the request with the Chairman of the Compensation Committee (or the full Compensation Committee in the case of a request by the Chairman of the Compensation Committee), who will make the final decision.

These guidelines supersede any previous policy of the Corporation concerning stock ownership guidelines. In the event of any conflict or inconsistency between these guidelines and any other materials previously distributed by the Corporation, these guidelines shall govern.