

**U.S. SILICA HOLDINGS, INC.  
COMPENSATION COMMITTEE CHARTER**

**MEMBERSHIP**

The Compensation Committee (the “Committee”) of U.S. Silica Holdings, Inc. (the “Company”) shall consist of at least two directors from the Company’s board of directors (the “Board”). All Committee members shall (1) meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”); provided however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of the NYSE; (2) shall otherwise meet the membership qualification requirements contained in this Compensation Committee Charter (this “Charter”) and in the Company’s Corporate Governance Guidelines (the “Guidelines”); and (3) be, to the extent required by the Board, a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). In the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken. Committee members shall be appointed by the Board and may be removed by the Board at any time for any or no reason.

**PURPOSE**

The Committee’s primary purposes are to:

- assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and officers;
- review the Company’s overall executive compensation philosophy;
- oversee the administration of the Company’s equity, incentive, pension and savings plans and policies; and
- prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K.

**STRUCTURE AND OPERATIONS**

The Board shall designate one of the members of the Committee as chairperson (the “Chair”) of the Committee. The Committee shall meet periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at

which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee may invite members of management or others to its meetings, and the Chief Executive Officer may present compensation recommendations to the Committee for members of management other than himself. However, individual members of management should be absent from any discussion or review where their individual compensation is determined. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of the NYSE.

## **AUTHORITY AND RESOURCES**

The Committee shall have the authority to (1) select, retain, oversee and terminate any compensation consultant, independent legal counsel or other adviser engaged to assist in the evaluation of director or executive officer compensation, and (2) approve the fees and retention terms of such compensation adviser. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

## **RESPONSIBILITIES**

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time.

1. *Chief Executive Officer Performance.* The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance in light of these goals and objectives.
2. *Chief Executive Officer Compensation.* The Committee shall recommend to the Board the Chief Executive Officer's compensation level or changes to such level based on the evaluation of the Chief Executive Officer's performance and any other factors the Committee deems relevant.
3. *Director Compensation.* The Committee shall review periodically, and recommend to the Board any changes to, the form and amount of compensation for directors in light of the following principles: (a) compensation should fairly pay directors for their time and effort; (b) compensation should align directors' interests with the long-term interests of stockholders; and (c) compensation for independent directors should be consistent with that of other comparable public companies and sufficient to attract, retain and motivate directors who are capable and qualified to serve as directors for the

Company. The Committee shall periodically review the principles underlying director compensation and make recommendations to the Board when appropriate.

4. *Officer Compensation.* The Committee, after consultation with and upon recommendation of the Chief Executive Officer, shall determine for executive officers other than the Chief Executive Officer annual base and short and long-term incentive compensation. In addition, the Committee shall approve the compensation of any other employee who has an annual base salary of \$300,000 or greater.
5. *Executive Officer Agreements.* The Committee shall review and approve any employment contract, severance/termination agreement, retirement arrangement, change in control arrangement, and any special or supplemental benefit arrangement with or for the benefit of any executive officer.
6. *Compensation Programs and Philosophy.* The Committee shall review and approve executive officer compensation programs. The Committee shall review periodically the general compensation philosophy and practices to ensure they are appropriate and do not incentivize unnecessary and excessive risk taking.
7. *Incentive Compensation Plans and Equity-Based Plans.* When appropriate, and after consultation with the Chief Executive Officer, the Committee shall approve the creation and/or revision of incentive compensation plans affecting Company officers and equity-based plans and grants thereunder, and oversee such plans' administration and discharge any responsibilities such plans may impose on the Committee.
8. *Pension and Savings Plans.* Named fiduciary responsibility and responsibility for day-to-day administration of the Company's pension and savings plans is delegated to the Company's Retirement Plan Committee as set forth in such committee's charter and bylaws. The Retirement Plan Committee may report to the Committee from time to time.
9. *Employee Compensation, Health and Welfare Programs.* The Committee shall review periodically compensation, health and welfare programs and policies that cover the employees of the Company. Responsibility for day-to-day administration of such programs is delegated to the Company's head of human resources, including authority to make amendments, modifications or supplements to health and welfare plans, trusts and related documents.
10. *Compensation Adviser Independence and Conflicts of Interest.* Prior to selecting a compensation consultant, legal counsel or other adviser, and at least annually thereafter, the Committee shall take into consideration all factors relevant to that person's independence from management including those factors set forth in the listing standards of the NYSE. In addition, at least annually, the Committee shall assess whether the work of any compensation consultant raised any conflict of interest, which assessment shall consider the factors set forth in Section 10C of the Exchange Act. Nothing in this provision requires a compensation consultant, legal counsel or other compensation adviser to be independent or free from conflicts of interest, only that the Committee

consider all factors relevant to that person's independence from management or whether a conflict of interest exists including those factors set forth in the NYSE listing standards and the Exchange Act. The Committee may select or receive advice from any compensation adviser they prefer including ones that are not independent or free from conflicts of interest.

11. *Stock Ownership Guidelines.* The Committee shall be responsible for determining officer and director stock ownership guidelines and monitoring compliance with such guidelines.

12. *"Clawback" of Incentive Compensation.* The Committee shall review and approve all policies regarding "clawbacks" of incentive compensation and be responsible for determining the extent, if any, to which incentive-based compensation of individuals covered by such policies should be reduced or extinguished.

13. *Report for Proxy Statement.* The Committee shall annually prepare a report on executive officer compensation as required by SEC rules and regulations to be included in the Company's annual proxy statement or Annual Report on Form 10-K, and shall review and discuss with management, prior to the filing of the proxy statement or Annual Report on Form 10-K, the disclosure relating to executive compensation, including Compensation Discussion and Analysis and executive and director compensation tables.

14. *Advisory Vote on Executive Compensation.* The Committee shall oversee the Company's submission to shareholders of the advisory vote on executive compensation and the frequency of such vote. The Committee shall review the results of the advisory vote and consider whether to make any adjustments to the Company's executive compensation policies and practices.

15. *Succession Planning – Compensation Matters.* In connection with the succession planning performed by the Nominating & Governance Committee for the Chief Executive Officer (the "CEO") and the CEO's direct reports, the Committee shall oversee the related performance evaluation and compensation matters and report on the same to the Board.

16. *Evaluation of Risks of Compensation Policies.* At least annually, the Committee shall review the Company's compensation policies and practices with respect to the Company's employees, including non-executive officers, to determine whether they encourage excessive risk-taking, review and discuss the relationship between risk management policies and procedures and compensation and evaluate compensation policies and practices that could mitigate risk.

17. *Review Committee Charter.* The Committee shall review and reassess the adequacy of this Charter at least once every two years, and recommend any proposed changes to the Board.

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. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.