

FERROGLOBE PLC COMPENSATION COMMITTEE CHARTER

A. Purposes of the Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Ferroglobe PLC (the “Company”) is to (i) evaluate and approve the compensation of the Company’s directors, executive officers and key employees, (ii) oversee directly or indirectly all compensation programs involving the use of the Company’s stock, (iii) produce a report annually on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of shareholders and (iv) produce a report annually in compliance with remuneration reporting requirements, in each case in accordance with applicable rules and regulations.

B. Composition of the Committee

The Committee shall consist of at least three (3) members of the Board, each of whom shall be appointed in accordance with (i) Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (and any successor to Rule 16b-3 as in effect from time to time), (ii) the corporate governance rules of any national securities exchange that the Company is listed on, and (iii) the Company’s articles of association. Each Committee member shall serve until a successor to such member is duly elected and qualified, or until such member’s resignation or removal from the Board or the Committee.

C. Authority, Duties and Responsibilities of the Committee

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law, the Company’s articles of association and any internal policy approved by the Board from time to time:

1. To take any and all actions which may be taken by the Board with respect to fixing the compensation level of officers and other senior executives of the Company, including, but not limited to, the development of compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company’s progress, after soliciting and taking account of management proposals.

2. To adopt, amend and terminate any equity-based compensation plans (including, but not limited to, stock option, stock appreciation, restricted stock, stock bonus and stock purchase plans), pension and profit sharing plans, bonus plans, deferred compensation plans, and other similar programs (“Compensation Plans”) and to oversee the administration of the Compensation Plans in accordance with their terms, after soliciting and taking account of management proposals.

3. To determine based on management input and proposals, and approve the form and amount of compensatory awards to eligible Company executives in accordance

with the terms of the applicable Compensation Plans all as proposed by management for the Committee's approval.

4. To adopt and maintain policies and procedures relating to the granting of stock options, restricted stock and other equity-based compensation awards, including policies and procedures governing the timing and pricing of such awards after soliciting and taking account of management proposals.

5. To approve all aspects of compensation for executive officers and directors after soliciting and taking account of management proposals

6. To review and act upon such other compensation matters as the Board, the Executive Chairman of the Company or the Executive Vice Chairman of the Company wishes to have the Committee consider.

7. To annually assist management in drafting the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's public filings with the Securities and Exchange Commission (the "SEC") by (i) providing the discussion and analysis to be included in the CD&A, (ii) participating in and overseeing the drafting of the CD&A and (iii) reviewing the CD&A with management and determining whether to recommend to the Board that the CD&A be included in the Company's annual report on Form 20-F and proxy statement, as applicable.

8. To prepare a report annually to be filed with the Company's annual report on Form 20-F and proxy statement, as applicable, to state whether the Committee has reviewed and discussed the CD&A with management and, based on such review and discussions, whether the Committee has recommended to the Board that the CD&A be included in the Company's annual report on Form 20-F and proxy statement, as applicable.

9. To prepare a report annually in compliance with applicable remuneration reporting and governance requirements.

10. To report to the Board whenever the Board deems appropriate and shall be called upon to do so.

11. To review and make recommendations to the full Board regarding the amount and types of compensation that should be paid to the Company's outside directors, to ensure that such pay levels remain competitive, taking into account such factors as the Company's size, industry characteristics, location, the practices at comparable companies in the same region, and such other factors as the Committee deems relevant.

12. To monitor and ensure that independent directors continue to meet the applicable independence requirements of the Company's articles of association, the SEC and any national securities exchange that the Company is listed on.

13. To perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing, including, without limitation, to delegate to officers of the Company the authority to execute employment, severance and change in control agreements and other agreements with employees other than executive officers relating to Compensation Plans, and delegate to the Executive Chairman of the Company the authority to determine the size and number of option grants to employees, subject to and in accordance with applicable law and remuneration governance obligations and guidelines.

14. To do every other act incidental to, arising out of, or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

D. Meetings and Procedures

The Committee will meet with such frequency, and at such times, and places and whether in person or electronically/telephonically as it determines is necessary to carry out its duties and responsibilities, but shall meet at least two times annually. The Committee may request that any director, officer or employee of the Company or the Company's outside counsel or independent public accountants attend any meeting of the Committee (or portion thereof) and provide such information as the Committee requests, provided that the Chief Executive Officer may not be present during voting or deliberations by the Committee on his compensation. Each member of the Board may attend any meeting of the Committee as an observant, except to the extent the Committee determines in good faith that such attendance would be inconsistent with (i) any provision hereof, (ii) any provision of the Company's articles of association, (iii) any policies approved by the Board, or (iv) the laws of England and Wales.

The Committee has the power to form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by the Company's articles of association or any law, regulation or listing standard to be exercised by the Committee as a whole.

Unless the Committee or the Board adopts other procedures, the provisions of the Company's articles of association (as well as any provisions of any internal policy approved by the Board from time to time) applicable to meetings of the Committee will govern meetings of the Committee. Any procedures approved by the Committee should be consistent with (a) any provision hereof, (b) any provision of the Company's articles of association, (c) any policy approved by the Board, and (d) the laws of England and Wales.

The presence in person or by telephone, video or computer conference of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its

members present at a meeting of the Committee at which a quorum is present or a unanimous written consent.

E. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance.

The Committee shall advise the Board of any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

F. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee may, in its sole discretion, retain such independent counsel or other consultants or advisers as the Committee deems necessary to discharge its responsibilities, and the Company shall provide appropriate funding, as determined by the Committee, for the reasonable compensation of such consultants. The Committee shall be directly responsible to retain, to determine the reasonable compensation of, to oversee the work of and to terminate any such consultant that is assisting the Committee in carrying out its responsibilities. Prior to selecting or receiving advice from such consultants, other than in-house counsel, the Committee shall take into consideration the independence factors specified in NASDAQ Stock Market Rule 5605(d)(3)(D).

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