

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 26, 2025**

ORION S.A.

(Exact name of registrant as specified in its charter)

Grand Duchy of Luxembourg
(State or other jurisdiction
of incorporation or organization)

001-36563
(Commission
File Number)

00-0000000
(IRS Employer
Identification No.)

1700 City Plaza Drive, Suite 300
Spring, Texas 77389
(Address of principal executive offices, including zip code)

(281) 318-2959
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares, no par value	OEC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On June 26, 2025, Orion S.A. issued a press release announcing the declaration of an interim dividend to be paid in the fourth quarter of 2025, a copy of which is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Orion S.A. dated June 26, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORION S.A.

By: /s/ Jeff Glajch
Name: Jeff Glajch
Title: Chief Financial Officer

Date: June 26, 2025

FOR IMMEDIATE RELEASE: June 26, 2025

Orion S.A. Declares Interim Quarterly Dividend

HOUSTON – [Orion S.A.](#) (NYSE: OEC), a global specialty chemicals company, today announced that its Board of Directors has declared an interim dividend to be paid in the fourth quarter of 2025 of \$0.0207 per common share of the company, which is equivalent to the aggregate amount of approximately \$1.2 million based on the number of common shares currently outstanding.

The interim dividend will be paid on October 8, 2025, to holders of record as of the close of business in New York, NY, United States of America, on July 7, 2025. Luxembourg withholding tax at a rate of 15% will be deducted from each interim dividend, subject to exemptions and reductions in certain circumstances.

About Orion S.A.

[Orion S.A.](#) (NYSE: OEC) is a leading global supplier of carbon black, a solid form of carbon produced as powder or pellets. The material is made to customers' exacting specifications for tires, coatings, ink, batteries, plastics and numerous other specialty, high-performance applications. Carbon black is used to tint, colorize, provide reinforcement, conduct electricity, increase durability and add UV protection. Orion has four innovation centers and produces carbon black at 15 plants worldwide, offering the most diverse variety of production processes in the industry. The company's corporate lineage goes back more than 160 years to Germany, where it operates the world's longest-running carbon black plant. Orion is a leading innovator, applying a deep understanding of customers' needs to deliver sustainable solutions. For more information, please visit orioncarbons.com.

Forward-Looking Statements

This document contains certain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements of future expectations that are based on current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement. New risk factors and uncertainties emerge from time to time and it is not possible to predict all risk factors and uncertainties, nor can we assess the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information, other than as required by applicable law.

Contacts:

William Foreman
Orion S.A.
Director of Corporate Communications and Government Affairs
william.foreman@orioncarbons.com
Direct: +1 832-445-3305

Christopher Kapsch
Orion S.A.
Vice President of Investor Relations
christopher.kapsch@orioncarbons.com
Direct: +1 281-318-4413

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