



## **Koppers Holdings Inc.**

### **Nominating and Corporate Governance Committee Charter**

Koppers Holdings Inc. (the "Company") shall form and maintain a nominating and corporate governance committee (the "Committee") of the Board of Directors of the Company (the "Board") which shall have the purpose, responsibilities and powers set forth below.

#### **I. Purpose**

The Committee shall (a) identify individuals qualified to become a member of the Board consistent with criteria approved by the Board, (b) recommend to the Board the director nominees for the next annual meeting of shareholders, (c) develop and recommend to the Board a set of corporate governance principles, and (d) oversee the evaluation of the Board and management of the Company ("Management"). The Committee is committed to ensuring that (i) the nominees for membership on the Board are of a high caliber and are able to provide insightful, intelligent and effective guidance to Management and (ii) the governance of the Company is in full compliance with law, reflects generally accepted principles of good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company.

#### **II. Composition**

The membership of the Committee shall consist of at least four independent directors. Each member of the Committee must be an independent director as defined by any applicable law or regulation, the policies, practices and procedures of the New York Stock Exchange and the Company's Corporate Governance Guidelines.

Each Committee member and the Chairperson will be recommended by the Company's Nominating and Corporate Governance Committee and shall be elected by vote of the Board to serve a term of one year or until their successors are duly elected, whichever is later. Committee members and the Chairperson may serve successive one-year terms without limitation. Prior to appointment, the compensation of the Committee members shall be fixed. A Director may be removed from the Committee by the Board. A Director may resign as a member of the Committee upon notice to the Secretary of the Company and the Chairperson of the Board.

#### **III. Goals and Responsibilities**

The Committee's goals and responsibilities shall be to:

A. Identify individuals qualified to serve as a member of the Board consistent with criteria approved by the Board and utilization of such criteria in the Committee's recommendation of directors, in connection with the individuals to be recommended for

nomination as directors at each annual meeting of shareholders and to fill vacancies on the Board. As part of this process, the Committee shall ensure that the Board consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to Management. In making its recommendation, the Committee will consider, among others, submissions from shareholders. The Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, and shall actively recruit qualified individuals. The Committee may establish procedures for evaluating the suitability of potential director nominees proposed by Management, other members of the Board or by shareholders.

B. Provide oversight of the evaluation of the Board and Management in accordance with related procedures established by the Committee. In this regard the Committee shall, without limitation, evaluate, and report to the Board, the effectiveness of the Board (as a whole) and each Committee of the Board (as a whole) (including, without limitation, the effectiveness of the Management Development and Compensation Committee in its process of establishing goals and objectives for, and evaluating the performance of, the Chief Executive Officer and the other officers of the Company). In this process, the Committee shall solicit comments from all Directors and shall review each Committee's review of its performance.

C. Recommend to the Board director nominees for each Committee and each Committee's chairperson;

D. Review the suitability for continued service as a director of each Board member when his or her term expires, when he or she has a significant change in status, including but not limited to an employment change, or when the director submits his or her resignation in accordance with the Company's director resignation policy then in effect, and to recommend whether or not the director should continue to serve.

E. Provide oversight for the corporate governance of the Company, advising the Board and its committees on effective management and leadership. In this regard, the Committee shall:

1. Develop and recommend to the Board a set of corporate governance guidelines;

2. At least biennially review, and recommend to the Board appropriate changes to, the articles of incorporation, by-laws (including the functions of the officers of the Company), corporate governance guidelines, the Code of Conduct, the Code of Ethics Applicable to Senior Officers and appropriate aspects of the procedures for meetings of the Board and its committees. Such review shall consider, without limitation:

a. The structure, duties, size, membership and functions of the Board and its committees.

- b. The format and frequency of meetings of the Board and its committees.
- c. The performance of the Board (as a whole) and each committee of the Board (as a whole).

3. Consider, investigate and advise the Board with respect to questions of actual, apparent and potential violations of the Code of Ethics Applicable to Senior Officers and, to the extent involving Directors or officers, the Code of Conduct, including conflicts of interest between Directors or officers and the Company. Such activities shall include a review of the outside activities of Directors and officers. While the Committee intends to be proactive in this area, the Committee is mindful that it is the obligation of each Director and officer to bring to the attention of the Committee any actual, apparent or possible conflict of interest.

4. Keep informed as to current requirements and trends in corporate governance to ensure that the Company is fully compliant with law and engaging in corporate governance “best practices”.

- F. Regularly report its activities to the Board.
- G. Evaluate the performance of the Committee.
- H. Review and make recommendations to the Board regarding revisions of this Charter.
- I. Perform such other responsibilities as may be delegated to it by the Board.

Except as noted above, the Committee shall perform each of its goals and responsibilities at least annually, but more often if the Committee shall determine necessary or appropriate.

#### **IV. Committee Powers**

The Committee shall have the following powers:

- A. The sole power to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm’s fees and other retention terms. Any such consultant shall report directly to the Committee.
- B. The power to obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors without the presence of any officer of the Company.
- C. The power to interview and meet with any employee of the Company without the presence of any officer of the Company.
- D. The power to form and delegate authority to one or more subcommittees.
- E. The power to conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities.
- F. Such other powers as may be necessary or appropriate to fulfill its purposes.

## **V. Meetings**

The Committee shall fix its own rules of procedure for its meetings, which shall be consistent with the articles of incorporation, by-laws and corporate governance guidelines of the Company, any applicable law and regulation and this Charter. The Committee shall meet at least three times per year, or more frequently as circumstances dictate. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of Management. Each Committee member may suggest the inclusion of items on the agenda. Each Committee member may raise at any Committee meeting subjects that are not on the agenda for that meeting.