



## **Koppers Holdings Inc.**

### **Strategy and Risk Committee Charter**

#### **I. Purpose**

The Board of Directors (the “Board”) of Koppers Holdings Inc. (the “Company”) has established the Strategy and Risk Committee (the “Committee”) to assist the Board in long-range planning in the areas of transactions, financial matters, shareholder engagement, risk management and related matters.

#### **II. Composition**

The membership of the Committee shall consist of at least three Directors.

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. The compensation of the Committee members shall be fixed by the Board. 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. Responsibilities and Duties**

The Committee’s responsibilities and duties shall be to:

- A. Advise the Board and management regarding long-range planning in the areas of transactions, financial matters (including capital structure and financing plans and arrangements), shareholder engagement, risk management and related matters;
- B. Assess and provide oversight to management relating to the identification and evaluation of major strategic, operational, regulatory, information and external risks inherent in the business of the Company (the “Risks”) and the control processes with respect to the Risks.
- C. Review significant relationships with analysts, shareholders, financing sources, and related parties;
- D. Review and advise the Board and management regarding the Company’s strategic planning process;

- E. Stay abreast of activities of the Company's shareholders and other stakeholders;
- F. Monitor shareholder turnover;
- G. Review governance as it pertains to the Company's shareholder base;
- H. Prepare in advance and be ready to respond to engagement from the Company's shareholders;
- I. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- J. Periodically evaluate the performance of the Committee.

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

The Committee shall have the following powers:

- A. The power to obtain advice and assistance from internal or external legal, financial, strategy or other consultants or experts it deems appropriate in the performance of its duties and the authority to approve all fees paid to such consultants and experts;
- B. The power to interview and meet with any employee of the Company in connection with the Committee's responsibilities and duties without the presence of any officer of the Company;
- C. The power to form and delegate authority to one or more subcommittees;
- D. The power to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.
- E. 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 member of the Company's Board of Directors is free to suggest

to the Chairperson items for inclusion on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.