



## **Koppers Holdings Inc.**

### **Sustainability Committee Charter**

#### **I. Purpose**

The Board of Directors (the “Board”) of Koppers Holdings Inc. (the “Company”) has established the Sustainability Committee (the “Committee”) for the following purposes:

- A. To assist the Board in its assessment of the Company’s policies, programs, and performance in accordance with the Company’s vision and commitment to environmental and social responsibility in accordance with Sustainability principles, and
- B. To assist the Board in its assessment of the Company’s safety, health, environmental, security policies, programs and initiatives in accordance with Responsible Care principles.

#### **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. 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. Responsibilities and Duties**

The Committee’s responsibilities and duties shall be to:

- A. Review and oversee the Company’s programs and performance related to sustainability, including:
  - 1. Review the company’s strategy, policies and practices for consistency with sustainability concepts, including, but not limited to: (1) environmental protection, (2) climate change, (3) resource protection, (4) human rights, (5) workplace rights, (6) communications programs, (7) stakeholder engagement, and (6) promotion of diversity and inclusion.

2. Review of standards and best practices for sustainability and assessment of the Company's programs in comparison to industry practice.
  3. Confirm and advise the Board on progress against key sustainability goals and alignment with stakeholder expectations.
  4. Review the Company's external reporting on Sustainability.
  5. Review the Company's positions in relevant independent ranking systems and the Company's progress and position in sustainability rankings.
  6. Advise the Board on whether the Company should seek external assurance of its sustainability data.
  7. Advise the Board on significant stakeholder concerns and shareholder proposals related to sustainability.
  8. Monitor the Company's corporate reputation and provide guidance on the protection of the Company's reputation.
  9. Bring to the attention of the Board, as appropriate, current and emerging political, social and environmental trends and major public policy issues that may affect business operations, performance or the public image of the company.
- B. Review and oversee the Company's programs and performance related to safety (occupational and process), health, environment, security, product stewardship in accordance with Responsible Care, including:
1. Activities designed to assure compliance with applicable laws and regulations;
  2. Significant legislative, regulatory and social trends and developments;
  3. Goals and efforts to obtain those goals; and
  4. Metrics and results.
- C. Processes and Tools to achieve the above include:
1. Meet as required with relevant Company managers who are accountable for product stewardship, safety, health, environmental, security and sustainability programs.
  2. Review and evaluate the effectiveness of the management systems used to provide oversight and control of the Company's product stewardship, safety, health, environmental, security and sustainability programs.
  3. Regularly report its activities to the Board.

4. Review and make recommendations to the Board regarding revisions of this Charter.
5. Evaluate the performance of the Committee.
6. Perform such other responsibilities as the Committee may deem appropriate or as the Board may direct from time to time.

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

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

This Committee shall have the following powers:

- A. The power to obtain advice and assistance from internal or external legal, environmental, safety, health, security 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 concerning safety, health, environmental, security and product stewardship issues 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 Committee member is free to suggest 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.