



Koppers Holdings Inc.

Nominating and Corporate Governance Committee Charter

Koppers Holdings Inc. (the “Company”) shall form 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 Board of Director members, (b) recommend to the Board of Directors the director nominees for the next annual meeting of shareholders, (c) develop and recommend to the Board of Directors a set of corporate governance principles, and (d) oversee the evaluation of the Board of Director members and management. This Committee is committed to ensuring that (i) the nominees for membership on the Board of Directors are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company 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 4 directors. Initially one member of the Committee must be an independent director (as defined by the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) as well as New York Stock Exchange Rules (the “Exchange”). Within 90 days of the listing of the Company’s common stock on the New York Stock Exchange, a majority of the members of the Committee must be independent directors as defined by Sarbanes-Oxley and the Exchange. Within one year of the listing of the Company’s common stock on the New York Stock Exchange, each member of the Committee must be an independent director as defined by Sarbanes-Oxley and the Exchange. Each Committee member and the Chairperson will be appointed 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 this 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

This Committee’s goals and responsibilities shall be:

A. Identification of the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board of Directors and utilization of such criteria in this

Committee's recommendation of new directors. As part of this process, this Committee shall ensure that the Board of Directors consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to management. In making its recommendation, this Committee will consider, among others, submissions from shareholders. This Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, and shall actively recruit qualified individuals.

B. Oversight of the evaluation of the Board of Directors and management. In this regard the Committee shall, without limitation,

1. Evaluate, and report to the Board of Directors, the effectiveness of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole) (including, without limitation, the effectiveness of the 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 receive comments from all Directors and shall review each Committee's review of its performance.

2. At least every three years, review performance, qualification or other related issues concerning Board members.

3. Review with the Chief Executive Officer the succession plans relating to officers of the Company.

4. Review the functions of the officers of the Company.

C. Recommend to the Board of Directors director nominees for each Committee and each Committee chair;

D. Oversight for the corporate governance of the Company, advising the Board of Directors and its Committees on effective management and leadership. In this regard this Committee shall

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

2. At least biannually review, and recommend to the Board of Directors appropriate changes to, the articles of incorporation, by-laws, corporate governance guidelines, this charter and the charters of the other committees of the Board of Directors, the Code of Business Conduct and Ethics and the Code of Ethics Applicable to Senior Officers. Such review shall consider, without limitation:

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

b. The format and frequency of meetings of the Board of Directors and its Committees.

c. The performance of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole).

3. Consider, investigate and advise the Board of Directors 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 Business Conduct and Ethics, 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 this Committee intends to be proactive in this area, this Committee is mindful that it is the obligation of each Director and officer to bring to the attention of this 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".

- E. Regularly reporting its activities to the Board.
- F. Evaluating the performance of this Committee.
- G. Performing such other responsibilities as may be delegated to it by the Board of Directors.

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

IV. Committee Powers

This 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 this Committee.
- B. 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. To interview and meet with any employee of the Company without the presence of any officer of the Company.
- D. To form and delegate authority to subcommittees.
- E. Such other powers as may be necessary or appropriate to fulfill its purposes.

V. Meetings

This Committee shall meet at least three times per year, or more frequently as circumstances dictate. A majority of the members of this Committee 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 the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.