



## **Charter of the United States Steel Corporation Corporate Governance & Public Policy Committee**

The Corporate Governance & Public Policy Committee (the "Committee") has been organized for the purposes of carrying out such responsibilities and performing such duties as may be assigned to it from time to time by the Board of Directors and as outlined in this charter, including

1. identifying and evaluating nominees for director and selecting, or recommending that the Board select, the director nominees for the next annual meeting of shareholders, while acknowledging that the Chief Executive Officer exercises the initiative to identify and recruit candidates with the knowledge and consent of the Committee,
2. considering nominees recommended by shareholders for election as directors in the same manner as nominees recommended by the Committee,
3. making recommendations to the Board concerning the appropriate size and composition of the Board, including (a) the composition and functions of Board committees, (b) the compensation of non-employee directors, and (c) all matters relating to the effective functioning of the Board,
4. recommending to the Board a set of corporate governance principles applicable to the Corporation, reviewing such principles at the Committee's first meeting of each calendar year and recommending appropriate changes to the Board,
5. reviewing matters bearing on the relationship between management and present or potential stockholders with emphasis on policy and major programs affecting ownership of the Corporation,
6. reviewing communications to and from the investment community, particularly the Corporation's stockholders,
7. reviewing legislative and regulatory issues affecting the Corporation's businesses and operations,
8. reviewing public issues identified by management as likely to generate expectations of the Corporation by its constituencies, including stockholders, employees, customers, vendors, governments and the public,
9. reviewing the Corporation's position regarding identified public issues including, but not limited to, employee health and safety, environmental, energy and trade matters,
10. reviewing the Corporation's efforts to affect identified public issues through research, analysis, lobbying efforts and participation in business and government programs,



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11. reviewing and approving codes of conduct applicable to employees of the Corporation and its principal operating units, and

12. assessing and making recommendations concerning overall corporate governance to the extent specific matters are not the assigned responsibility of other board committees.

The Committee's goals and responsibilities include establishing criteria for selecting new directors, and exercising oversight of the evaluation of the Board and management. The criteria for selecting new directors include (a) their independence, as defined by applicable law, stock exchange listing standards, and the categorical standards listed in the Corporation's Corporate Governance Principles, (b) their integrity and judgment, (c) their records of public service, (d) their ability to devote sufficient time to the affairs of the Corporation, (e) the diversity of backgrounds and experience they will bring to the Board, and (f) the needs of the Corporation from time to time. All directors should be individuals of substantial accomplishment with demonstrated leadership capabilities. They should represent all shareholders and not any special interest group or constituency. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

The Committee will perform an annual self-evaluation and will also oversee the process of evaluation of the Board, its committees, and management.

Committee members shall be independent directors. They shall be appointed by the Board and shall be subject to the Board's policy of periodically rotating committee memberships. The Committee shall have a chairman appointed by the Board, and the Committee shall have the authority to delegate tasks to subcommittees. The Committee shall give regular reports to the Board.

The Committee may, in appropriate circumstances and at Corporation expense, hire independent advisors, including counsel.

The Committee shall review this charter during its first meeting of each calendar year.

Last reviewed and approved by the Board of Directors on January 25, 2005.

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