



Koppers Holdings Inc.

Safety, Health and Environmental Committee Charter

I. Purposes

The Board of Directors (the "Board") of Koppers Holdings Inc. (the "Company") has established the Safety, Health and Environmental Committee (the "Committee") for the following purposes:

- A. To assist the Board in its assessment of the Company's safety, health, environmental, security and sustainability policies, programs and initiatives in accordance with Responsible Care principles; and
- B. To assist the Board in its oversight of matters relating to improving or enhancing the Company's global corporate stewardship and practices of conscientious corporate social responsibility and product safety.

II. Composition

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

Each Committee member and the Chair 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 Chair 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 Chair 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 safety (occupational and process), health, the environment, security, product stewardship and sustainability, 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.
- B. Review and oversee the Company's product stewardship practices and use of good science to manage product risks arising from the manufacture, distribution, use and disposal of the Company's products.
- C. Review and oversee policies and programs that promote the Company's social responsibility and sustainability.

D. Meet as required with relevant Company managers who are accountable for product stewardship, safety, health, environmental, security and sustainability programs.

E. 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.

F. Regularly report its activities to the Board.

G. Review and make recommendations to the Board regarding revisions of this Charter.

H. Evaluate the performance of the Committee.

I. 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. 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. To interview and meet with any employee of the Company concerning safety, health, environmental, security and product stewardship issues.

C. To form and delegate authority to subcommittees.

D. Such other powers as may be necessary or appropriate to fulfill its purposes.

V. Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chair 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.