



## **Koppers Holdings Inc.**

### **Code of Ethics Applicable to Senior Officers**

Koppers Holdings Inc. (the “Company”) is committed to maintaining the highest standards of legal and ethical business conduct. This *Code of Ethics Applicable to Senior Officers*, which identifies key standards applicable to the Company’s Senior Officers, is a reflection of this commitment. The term “Senior Officers of the Company” as used in this *Code of Ethics Applicable to Senior Officers*, means the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Senior Vice President, Administration, General Counsel and Secretary, and the Treasurer. All Senior Officers are expected to review this *Code of Ethics Applicable to Senior Officers* regularly and to follow it scrupulously in their work activities.

The standards applicable to Senior Officers under this *Code of Ethics Applicable to Senior Officers* are as follows:

1. Senior Officers shall respect and abide by the Koppers Code of Business Conduct and Ethics.
2. Without limiting the foregoing Senior Officers will,
  - (a) act with honesty and integrity at all times, avoiding actual, apparent and potential conflicts of interest between personal interests and the interests of the Company;
  - (b) comply with applicable federal, state, foreign, provincial and local laws, regulations and rules, as well as the rules and regulations of appropriate regulatory agencies; and
  - (c) respect the confidentiality of information acquired in the course of work, disclosing the same only as authorized or legally obligated. Confidential information acquired in the course of work will not be used for personal advantage.
3. In recognition of their leadership position with the Company, Senior Officers will proactively promote ethical behavior in their work environment and expect ethical behavior from their staff.
4. Senior Officers will act in good faith, responsibly, with due care, competence and diligence, without misrepresenting important facts, omitting important facts or allowing their independent professional judgment to be subordinated.



5. Senior Officers will take all reasonable action to ensure that the information contained in documents filed or submitted by the Company with the Securities and Exchange Commission, or otherwise publicly disclosed, is accurate, complete, fair, objective, relevant, timely and understandable.
6. Senior Officers will use the assets and resources of the Company responsibly in the performance of their duties.
7. Senior Officers will notify a member of the Nominating and Corporate Governance Committee of the Board of Directors of the Company promptly in the event they become aware of any actual, apparent, alleged or potential violation of this *Code of Ethics Applicable to Senior Officers*, including, without limitation, any actual, apparent, alleged or potential conflict of interest.
8. Senior Officers understand that the Nominating and Corporate Governance Committee of the Board of Directors of the Company has a duty to fully investigate and report to the Board of Directors of the Company, any actual, apparent, alleged or potential violations of this *Code of Ethics Applicable to Senior Officers*, including any actual, apparent, alleged or potential conflict of interest between Senior Officers and the Company. Senior Officers will not, directly or indirectly, obstruct, delay or otherwise hinder any such investigation or reporting or retaliate against those investigating or those providing information, data and records to support such investigation. Senior Officers will fully and fairly facilitate all inquiries of the Nominating and Corporate Governance Committee in performing its duties in this regard, and will respect all determinations of the Nominating and Corporate Governance Committee, including determinations not to pursue transactions and determinations mandating that a Senior Officer recuse himself or herself from transactions.
9. Waivers of this *Code of Ethics Applicable to Senior Officers*, whether or not material, must be obtained in advance, may be granted only by the Board of Directors of the Company and must be promptly disclosed by the Company on a Form 8-K filed with the Securities and Exchange Committee or on the Company's website.
10. Any violation of this *Code of Ethics Applicable to Senior Officers*, whether or not material will result in appropriate discipline, including, in appropriate cases, termination of employment or a change in job responsibilities and compensation.

This *Code of Ethics Applicable to Senior Officers* was approved by the Board of Directors of the Company on December 7, 2005 and revised by the Board of Directors of the Company on August 5, 2009 and August 6, 2014.