



Koppers Holdings Inc.

Strategy and Risk Committee Charter

I. Purpose

The Board of Directors (the “Board”) of Koppers Holdings Inc. (the “Company”) has established the Strategy and Risk Committee (the “Committee”) to assist the Board in long-range planning in the areas of transactions, financial matters, shareholder engagement, risk management and related matters.

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. The compensation of the Committee members shall be fixed by the Board. 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. Advise the Board and management regarding long-range planning in the areas of transactions, financial matters (including capital structure and financing plans and arrangements), shareholder engagement, risk management and related matters;

B. Assess and provide oversight to management relating to the identification and evaluation of major strategic, operational, regulatory, information and external risks inherent in the business of the Company (the “Risks”) and the control processes with respect to the Risks.

C. Review significant relationships with analysts, shareholders, financing sources, and related parties;

D. Review and advise the Board and management regarding the Company’s strategic planning process;

- E. Stay abreast of activities of the Company's shareholders and other stakeholders;
- F. Monitor shareholder turnover;
- G. Review governance as it pertains to the Company's shareholder base;
- H. Prepare in advance and be ready to respond to engagement from the Company's shareholders;
- I. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- J. Periodically evaluate the performance of the Committee.

IV. Committee Powers

The Committee shall have the following powers:

- A. To obtain advice and assistance from internal or external legal, financial, strategy 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 in connection with the Committee's responsibilities and duties;
- C. To form and delegate authority to subcommittees; and
- 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 member of the Company's Board of Directors is free to suggest to the Chair 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.

Adopted: November 5, 2014