



Koppers Holdings Inc. Corporate Governance Guidelines

Selection and Composition of the Board

1. **Board Membership Criteria**

The Nominating and Corporate Governance Committee (the "Committee") is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. In assessing potential new Directors, the Committee considers individuals from various disciplines. The Board acknowledges the importance of insuring that it has the mix of perspectives, experience and competencies that are appropriate to the Company's strategies and its business, market, geographic and regulatory environments. The selection of qualified Directors is complex and crucial to the Company's long-term success. Board candidates are considered based upon various criteria, such as their broad-based business skills and experiences, prominence and reputation in their profession, a global business perspective, concern for the long-term interests of the stockholders and personal integrity, values and judgment -- all in the context of an assessment of the perceived needs of the Board at that point in time. In addition, Directors must have significant time available to devote to Board activities and to enhance their knowledge of the Company's business. Directors are expected to attend meetings of the Board, its committees on which they serve and the Annual Meeting of Stockholders. The Committee will annually review the membership criteria and modify them as appropriate.

2. **Selection of New Directors**

Candidates may be recommended to the Committee by other Directors, employees and shareholders. In addition, candidates may be recommended by the Committee itself. After a review of Board candidates by the Committee, with the aid of the Chief Executive Officer (the "CEO"), the Chair of the Committee and the CEO will interview potential Board candidates designated by the Committee. The results of these interviews will be reviewed with all Directors before the Committee recommends nominees.

3. **Extending the Invitation to a Potential Director to Join the Board**

The Chair of the Committee and/or the CEO shall extend the invitation to join the Board, or to stand for election to the Board.

4. **Director Orientation and Continuing Education**

An orientation process will be conducted for new Directors so they are familiar with the Company's vision, strategic direction, core values, financial matters, corporate governance practices and other key policies and practices through a review of background material, meetings with the CEO and other officers elected by the Board who report to the CEO ("Senior Management"), potential visits to the Company's facilities and potential discussions with customers and suppliers. The Board also recognizes the importance of continuing education for Directors. Directors are encouraged to participate in continuing Director education programs to help them stay current on corporate governance, best Board practices, financial and accounting practices, ethical issues for Directors and management, and similar matters.

Board Leadership

5. Selection of Chairman of the Board of Directors and CEO

The Board should be free to make this choice any way that seems best for the Company at a given point in time. The Board's current policy is that the roles of the Chairman of the Board of Directors and CEO should be separate.

6. Chairman of the Board of Directors and CEO Roles

If the roles of the Chairman of the Board of Directors and the CEO are combined (or if such roles are separate but both roles are filled by employees), the Chair of the Committee will be an independent Director and will act as the Presiding Director for the executive sessions of the non-management Directors and in communicating the Board's annual evaluation of the CEO. The Chair of the Committee, together with the members of the Committee, will develop the agendas for those executive sessions and periodically review and propose revisions to the Board's procedures and the Corporate Governance Guidelines. If the roles of the Chairman of the Board of Directors and the CEO are separate and the role of the Chairman of the Board of Directors is filled by a non-employee Director, the Chairman of the Board of Directors shall undertake the responsibilities of the Presiding Director set forth in these Guidelines, provided, however, that if the Chairman of the Board of Directors is not an independent Director, the responsibilities of the Presiding Director set forth in these Guidelines shall be determined by the independent Directors on a meeting-by-meeting basis with respect to all separate meetings of the independent Directors.

7. Duties and Responsibilities

To maximize long-term stockholder value, the Board will, among other things:

- Provide oversight designed to assure that the Company operates in a legal, ethical, and socially responsible manner;
- Offer substantive advice and counsel to the CEO and work with the CEO to develop effective measurement systems that will evaluate and determine the Company's degree of success in creating long-term economic value for its stockholders;
- Review, approve and monitor fundamental financial and business strategies and major corporate actions;
- Review the Company's financial performance on a regular basis;
- Review and approve at least annually the Company's long term strategy and assess the Company's strategic, competitive and financial performance;
- Oversee the Company's capital structure and financial policies and practices;
- Oversee the disclosure controls and procedures and internal control over financial reporting established to provide full, fair, accurate, timely and understandable disclosure by the Company in periodic reports, proxy statements and other filings filed or furnished by the Company under the Securities and Exchange Act of 1934, as amended ("Exchange Act");
- Provide counsel and oversight on the selection, evaluation, development and compensation of Senior Management and provide critical and candid feedback on Management's successes and failures; and
- Assess major risks facing the Company and review options for their mitigation.

Board Composition and Performance

8. Size of the Board

The Board periodically considers the number of members appropriate for effective operation. Presently, the Board believes its appropriate size is no more than nine members, recognizing that retirements, resignations and recruiting delays may result, occasionally, in the Board temporarily consisting of a slightly greater or lesser number of Directors than targeted.

9. Mix of Management and Independent Directors

The Board believes that as a matter of policy, there should be a majority of independent Directors on the Company's Board.

10. Board Definition of What Constitutes Independence for Directors

The Board has established the following guidelines to assist it in determining Director independence:

A Director will not be independent if, within the preceding three years:

- the Director was or is currently employed by the Company;
- an immediate family member of the Director was or is currently employed by the Company as an executive officer;
- the Director was (but is no longer) a partner in or employed by the Company's internal or external auditor and personally worked on the Company's audit within that time;
- an immediate family member of the Director was (but is no longer) a partner in or employed by the Company's internal or external auditor and personally worked on the Company's audit within that time;
- a current executive officer of the Company was or is currently on the compensation committee of a company which employed the Company's Director, or which employed an immediate family member of the Director as an executive officer at the same time; or
- the Director or an immediate family member of the Director received in any twelve-month period during such three-year period direct compensation from the Company and its consolidated subsidiaries in excess of \$120,000 other than Director compensation (including committee fees) and pensions or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

A Director will not be independent if:

- the Director or the immediate family member of the Director is a current partner of the Company's internal or external auditor;
- the Director is a current employee of such firm; or
- the Director has an immediate family member who is a current employee of such firm and personally works on the Company's audit.

The following commercial or charitable relationships will not be considered to be material relationships that would impair a Director's independence:

- if a Director is a current employee of, or has an immediate family member who is a current executive officer of another company that has made payments to, or received payments from the Company, in any of the last three fiscal years that are less than the greater of \$1 million or two percent (2%) of the annual revenues of the company with which he or she is so associated;
- if a Director is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than two percent (2%) of the total consolidated assets of the company he or she serves as an executive officer; and
- if a Director serves as an officer, director or trustee of a charitable organization, and the Company's discretionary charitable contributions to the organization are less than two percent (2%) of that organization's total annual charitable receipts (excluding for this purpose any Company automatic matching of employee and Director charitable contributions).

Each independent Director shall notify the Chair of the Committee, as soon as practicable, of any event, situation or condition that may affect the Board's evaluation of his or her independence.

11. Former CEO Board Membership

The Company currently has a policy against a former CEO of the Company continuing to serve on its Board.

12. Directors Who Change Their Present Job Responsibility

When a Director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the Director shall notify the Chairman of the Committee. The Committee will then determine whether such change is inconsistent with the specific rationale for selecting that individual and the guidelines for board membership. The Committee will recommend the action, if any, to be taken regarding the situation based on the specific circumstances.

13. Outside Board Memberships

Non-employee Directors are encouraged to consider the number of other public boards (excluding non-profits) on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. Senior Management must obtain the approval of the Committee prior to accepting an invitation to serve on the board of another public company or on the board of any private company (excluding non-profits). A limit of two shall be placed on the number of such outside directorships by Senior Management. Senior Management may not serve on the board of a company for which an independent Director serves in any management capacity (excluding non-profits).

14. Term Limits

The Board does not believe it shall establish term limits. Such limits may lose the

contribution of Directors who have been able to develop over a period of time increasing insight into the Company's business and therefore provide an increasing contribution to the Board. In addition, management accountability may be undermined by frequent turnover of Directors.

15. Retirement Age

Non-employee Directors will not be renominated as a Director of the Company following their 70th birthday; provided, however, that in order to ensure a smooth transition after the initial public offering of the Company's stock, the retirement age set forth above shall not apply to Clayton A. Sweeney. Employee Directors shall retire from the Board upon their retirement from the Company.

16. Board Compensation

The Board periodically, but at least once each year, reviews and sets the compensation for non-employee Directors based, in part, on the recommendation of the Management Development and Compensation Committee. Factors considered by the Management Development and Compensation Committee in recommending the amount and form of Director compensation include (a) the level of compensation necessary to attract and retain qualified Directors; (b) maintaining Director independence; and (c) providing incentives that encourage Directors to act in the interests of shareholders. Directors who are employees of the Company do not receive separate compensation for their service as a Director. Directors are reimbursed for travel expenses incurred in connection with their duties as Directors.

17. Loans to Directors and Senior Management

It is the policy of the Company not to make any personal loans to its Directors or to Senior Management after the effective date of these Guidelines. Any loans to Directors or Senior Management which are outstanding on the date that these Guidelines are adopted shall be exempt from the provisions of the preceding sentence.

18. Stock Ownership By Non-employee Directors

Requiring Directors to have an appropriate equity ownership in the Company more closely aligns their economic interests with those of other stockholders. Each non-management Director is required to be an owner of the common stock of the Company in an amount (calculated based on the price of such common stock at the time of acquisition or its current fair market value, whichever is higher) equal to five times the annual cash retainer payable to the non-management Director and is expected to accumulate the specified number of shares within five years of becoming subject to such guidelines.

19. Access to Outside Advisors

The Board, as well as each board committee, may retain independent outside financial, legal, compensation or other advisors as appropriate at the expense of the Company.

20. Assessing the Board's Performance

The Board must perform a self-evaluation on an annual basis. The Committee is responsible to report annually to the Board an assessment of the Board's performance. The assessment will include a review of the Board's overall effectiveness and the areas

in which the Board or the Committee believes the Board can make an impact on the Company. The purpose of the evaluation is to increase the effectiveness of the Board, not to focus on the performance of individual Board members. The Committee will also utilize the results of this evaluation process in determining the characteristics and assessing critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

21. Ethics and Conflicts of Interest

The Company has adopted a Code of Ethics applicable to all Directors, officers and employees of the Company and its subsidiaries. The Code covers such matters as conflicts of interest, insider trading, misuse of confidential information, compliance with laws and protection and proper use of corporate assets. Directors are expected to comply fully with the Code of Ethics and report any violations thereof, including any potential conflicts of interest, as outlined in the Code. All Directors will recuse themselves from any discussion or decision affecting their business or personal interests.

22. Board's Interaction with Advisors, Institutional Investors, Press, Customers, Etc.

The Board believes that as a general matter Senior Management speaks for the Company. Individual Board members may meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Presiding Director. Any interested parties desiring to communicate with the Presiding Director or with the non-management Directors as a group, may send a letter by regular or express mail addressed to the Secretary, Koppers Holdings Inc., 436 Seventh Avenue, Pittsburgh, Pennsylvania 15219, Attention: Presiding Director or Non-Management Directors.

Board Relationship to Senior Management

23. Board Access to Senior Management

Board members should have complete access to Senior Management. It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operation of the Company and that such contact, if in writing, be copied to the Chairman of the Board of Directors and CEO, as appropriate. Furthermore, the Board encourages Senior Management to, from time to time, bring (with the approval of the Chairman of the Board of Directors or CEO) other managers to Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that the Senior Management believes should be given exposure to the Board.

Meeting Procedures

24. Selection of Agenda Items for Board Meetings

The CEO will establish the agenda for each Board meeting and a draft of such agenda will be reviewed with the Presiding Director at least 24 hours prior to the commencement of the applicable meeting, except in the case of an emergency.

25. Board Materials Distributed in Advance

The Company will make every effort to send or post electronically materials for Board and Committee meetings in advance of such meetings and the Directors are expected to review the materials prior to the meetings. On those occasions in which the subject matter is extremely sensitive, the presentation will be discussed at the meeting.

Committee Matters

26. Number, Structure and Independence of Committees

There are currently four committees. They are: Audit; Nominating and Corporate Governance; Management Development and Compensation; and Safety, Health and Environmental. Committee membership on all the committees (except the Safety, Health and Environmental Committee) will consist only of independent Directors. From time to time, the Board may want to form a new committee or disband a current committee depending upon the circumstances, regulations or Bylaws. The Board of Directors will assure that each committee has a charter setting forth its purpose, authority and duties. On an annual basis, each committee will review its charter and will present any modifications to the Board for approval. All committee charters are available on the Company's web site, www.koppers.com.

27. Committee Performance Evaluation

Each Board Committee will perform an annual evaluation of its performance, including a review of its compliance with the Committee charter. The purpose of such review is to increase the effectiveness of the Committee, not to focus on the performance of individual Committee members. The three key committees (Audit, Management Development and Compensation and Nominating and Corporate Governance) will conduct periodic executive sessions of the non-management and independent Directors.

28. Assignment of Committee Members

The Committee is responsible, after consultation with the Chairman of the Board of Directors and CEO, and with consideration of the desires of individual Board members, for the recommendation of Directors to various committees to the Board.

29. Frequency and Length of Committee Meetings

The Chair of each committee, in consultation with committee members, will determine the frequency and length of the meetings of each committee.

30. Committee Agenda

The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

31. Board Oversight

The Board is responsible for overseeing the activities of its committees (except where such committees have sole authority to act pursuant to applicable law) and for ensuring that the committees are fulfilling their duties and responsibilities. The Board will regularly receive reports from its committees regarding their activities and will take such actions as it deems necessary and appropriate in response to these reports.

Leadership Development

32. **Formal Evaluation of the CEO**

The independent Directors should make this evaluation annually, and it should be communicated to the CEO by the Presiding Director. The evaluation should be based on objective criteria including the performance of the business, accomplishment of long-term strategic objectives, development of management and other factors deemed important by the independent Directors. The evaluation will be used by the Management Development and Compensation Committee in the course of its deliberations when considering the compensation of the CEO.

33. **Succession Planning**

Among the most important functions of the Board of Directors is the selection of the CEO and planning for management succession to execute the strategic plans approved by the Board. The Board will review succession plans for the Company at least annually, including procedures for the selection of a CEO in the case of an emergency. The formal succession review process includes identifying back-up individuals who could assume key positions on an interim basis if an executive were to die or leave unexpectedly. During this process, Directors have ongoing contact with senior executives and other members of management and may take into account their experiences with management, as well as management's opinions, with respect to individuals qualified to succeed the CEO and other executives.

Miscellaneous

34. **Confidentiality**

Directors shall hold all material, non-public information presented to them by the Company in confidence and shall not disclose this information to third parties except as required by law.

35. **Review of Guidelines**

These Corporate Governance Guidelines shall be reviewed at least biennially by the Board and the Committee.

Adopted: April 20, 2006
Revised: February 4, 2009