

**AK STEEL HOLDING CORPORATION  
(INCLUDING AK STEEL CORPORATION)  
(collectively the “Corporation”)**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

This Charter is intended as a component of the flexible governance framework within which the Board of Directors (the “Board”) of the Corporation, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation’s Certificate of Incorporation and By-Laws, it is not intended to establish by its own force any legally binding obligations.

**I. PURPOSES**

The Nominating and Governance Committee (the “Committee”) shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (ii) overseeing the Corporation’s policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Corporation’s Corporate Governance Guidelines; and (iv) reviewing on a regular basis the overall corporate governance of the Corporation and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Corporation. The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Corporation shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

**II. COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable rules of the New York Stock Exchange. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chair of the Committee shall be recommended by the Committee and approved by the Board. He or she shall serve at the pleasure of the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

### **III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis at least three times per year, or more frequently as circumstances dictate. The Committee shall establish its own schedule and rules of procedure. Members may participate telephonically in meetings of the Committee. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Corporation disclosures concerning the Corporation's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination to shareholders for election as a director; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;
2. identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including review of incumbent directors for potential re-nomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board (subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual or other commitments of the Corporation);
3. review annually with the Board the size and the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend to the Board any appropriate changes;
4. recommend committee appointments and chairs, and rotation policies;
5. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and management in the governance of the Corporation;
6. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines;

7. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
8. develop and recommend to the Board, oversee the administration and effectiveness of, and recommend modifications as appropriate to, the Corporation's Related Person Transaction Policy, including reviewing and addressing conflicts of interest of directors and executive officers and, where appropriate and consistent with the Policy, approving and monitoring related person transactions;
9. review and recommend to the Board for approval any changes in the compensation of directors;
10. in the event of a tender of resignation by a Director due to a significant change in circumstances or a failure to receive a majority vote in an uncontested election, consider what it deems to be the relevant facts and circumstances and make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken;
11. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
12. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
13. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

As adopted by the Board of Directors on March 4, 2004.

Reviewed and Amended by the Board of Directors on January 18, 2007.

Reviewed and Amended by the Board of Directors on May 26, 2011.