

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

**CORPORATE SUSTAINABILITY 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. PURPOSE**

The primary purpose of the Corporate Sustainability Committee (the “Committee”) is to review on behalf of the Board and to advise Management with respect to significant sustainability, public policy, environmental, legal, health and safety and trade issues pertinent to the Corporation and its policies.

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, 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, 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 who shall be appointed by the Board upon the recommendation of its Nominating and Governance Committee. 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 purpose, 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 purpose 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 purpose, the Committee shall:

1. review the Corporation's mission for consistency with the responsibilities of good corporate citizenship with respect to public policy, environmental, legal, health and safety issues;
2. review the Corporation's process for identifying contemporary and emerging public policy issues;
3. review the Corporation's strategy on corporate sustainability and social responsibility matters;
4. develop and recommend policies and procedures relating to the Corporation's corporate sustainability and social responsibility activities, the implementation of which create and preserve stockholder value, including those activities pertaining to:
  - a.) energy consumption,
  - b.) water usage,
  - c.) climate change,
  - d.) greenhouse gas and other emissions,

- e.) waste disposal,
- f.) recycling, and
- g.) social matters;

5. review the Corporation's environmental policies, procedures and performance to ensure continuous improvement and compliance with all applicable rules and regulations;
6. review the Corporation's health and safety policies, procedures and performance to insure continuous improvement and compliance with all applicable rules and regulations;
7. review the Corporation's policies and procedures for complying with its legal and regulatory obligations, and make recommendations, where appropriate, for changes to any such policies;
8. review the Corporation's major litigation and other significant legal matters;
9. review the activities of the AK Steel Foundation and the Corporation's policies and procedures with respect to charitable contributions;
10. review the activities of the AK Steel Political Action Committee and the Corporation's policies and procedures with respect to political contributions;
11. review national and international trends in trade which impact the business of the Corporation and the Corporation's policies and procedures with respect to trade matters;
12. review national and international developments in political, legislative, regulatory and other matters involving public policy which impact the business of the Corporation;
13. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
14. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
15. 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 January 20, 2005.

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

Reviewed and Amended by the Board of Directors on May 24, 2018.