

CHARTER OF THE COMPENSATION COMMITTEE OF GLOBAL BRASS AND COPPER HOLDINGS, INC.

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities and evaluation procedures of the Compensation Committee of the Board of Directors (the "Board") of Global Brass and Copper Holdings, Inc., a Delaware corporation (the "Company").

I. PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's senior executives (collectively the "Subject Employees") and directors. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company and its subsidiaries as they apply to the Subject Employees. For this purpose, compensation shall include:

- annual base salary;
- annual incentive opportunity;
- stock option or other equity participation plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, and change in control plans and agreements, and other similar agreements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments or benefits that are deemed compensation under applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and the New York Stock Exchange (the "NYSE").

Also, the Compensation Committee has overall responsibility to produce the annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

II. COMPENSATION COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members of the Board, each of whom shall satisfy the applicable independence requirements of the Company's corporate governance guidelines, the NYSE and any other regulatory requirements. Each member shall also be an outside director for purposes of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, including Treasury Regulations Section 1.162-27, a non-employee director for purposes of Section 16, and independent for purposes of Section 10C(a), of the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"). The members of the

Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee.

One member of the Committee shall be appointed as Committee Chairperson by the Board. Unless a Chairperson of the Committee is selected by the Board, the members of the Committee shall select an acting Committee Chairperson by majority vote of the full Committee. Committee members may be replaced by the Board.

III. MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities but no less than quarterly. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

No Subject Employee should attend that portion of any meeting where the Subject Employee's performance or compensation is discussed, unless specifically invited by the Committee. Meetings to determine the compensation of the CEO must be held in executive session. Meetings to determine the compensation of Subject Employees other than the CEO may be attended by the CEO, but the CEO may not vote on these matters.

IV. COMMITTEE RESPONSIBILITIES AND AUTHORITY

1. The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and long-term interests of the Company's stockholders. Consistent with this strategy the Committee will develop the Company's overall compensation policies as they affect Subject Employees including, without limitation, determining the appropriate balance among base salary, annual bonus and long term incentive awards, and establish performance-based incentives. Once developed and established, the Committee shall monitor, review, evaluate and, at its discretion, revise such policies and incentives.
2. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and awards given to the CEO in past years.

3. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Subject Employees.
4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Subject Employees:
 - a. All other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities;
 - b. Any employment agreements and severance arrangements;
 - c. Any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and
 - d. Any special or supplemental compensation and benefits for the Subject Employees and individuals who formerly served as Subject Employees, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. The Committee shall make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based compensation plans and approve for submission to stockholders all new equity compensation plans. The Committee shall administer all Company plans that provide for awards of equity compensation, including plans that provide awards to directors, unless otherwise provided for in the plans. In that regard, the Committee (or its designee), shall:
 - a. Determine (i) the individuals to whom grants shall be awarded under such plans, (ii) the number of shares to be covered by such awards, and (iii) the time or times at which such awards shall be made;
 - b. Consider the recommendations of senior management as to the individuals to whom grants shall be awarded and the number of shares to be covered by such awards, except with respect to the CEO;
 - c. Interpret such plans; and
 - d. Adopt, amend and rescind any rules and regulations pertaining to such plans as the Committee deems appropriate.

The Committee shall not set the grant date of its stock option grants to executives in coordination with the release of material non-public information, except in extraordinary circumstances and with full disclosure to stockholders and the public.
6. Except as otherwise determined by the Board, the Committee shall review and monitor the other compensation plans of the Company as they affect the Subject Employees, in light of Company and plan objectives, needs, and current benefit levels, and, at the discretion of the Committee or direction of the Board, make changes in the management of such plans, and approve any amendments thereto.

7. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
8. The Committee shall produce any annual Compensation Committee Report required to be included in the Company's proxy statement and annual report on Form 10-K in compliance with the rules and regulations promulgated by the SEC.
9. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that, subject to limited exceptions, stockholders approve equity compensation plans.
10. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.
11. The Committee shall establish and periodically review policies concerning perquisite benefits.
12. The Committee shall review and recommend to the Board for approval the compensation of directors for their services to the Board.
13. The Committee shall make regular reports to the Board.
14. The Committee shall annually review its own performance and review and reassess the adequacy of this Charter.
15. The Committee shall have the sole authority to, and in its sole discretion may, retain or obtain the advice of or terminate any compensation consultant, independent legal counsel or other adviser to assist it in the evaluation of Subject Employee and director compensation. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person's independence from management and from the Committee, including the factors identified by the SEC and NYSE. Nothing in this paragraph shall be construed:
 - a. To require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser; or
 - b. To affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

16. The Committee may form and delegate authority to subcommittees, including committees whose members are not members of the Board, as it deems appropriate.
17. The Committee shall annually review, along with the Audit Committee, the Company's CFO and the Company's senior risk officers, the Company's employee compensation programs as they relate to risk management and risk-taking incentives in order to determine whether any risk arising from such compensation programs is reasonably likely to have a material adverse effect on the Company. The Committee shall prepare, along with the Audit Committee, the Company's CFO and the Company's senior risk officers, any disclosure in respect of such risks required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
18. The Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act.
19. The Committee may adopt policies regarding the ability of any employee or Board member, or any designee of such employee or member, to purchase financial instruments that are designed to hedge or offset any decrease in the market value of equity securities (i) granted to the employee or Board member by the Company as part of the compensation of the employee or Board member; or (ii) held, directly or indirectly, by the employee or Board member, consistent with Section 14 of the Exchange Act.

V. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website, and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Adopted: July 20, 2011
As Amended: May 22, 2014
As Further Amended: September 15, 2014
As Further Amended: September 10, 2015
As Further Amended: September 28, 2016