

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

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

I. PURPOSE

The Nominating and Governance Committee is appointed by the Board to: (a) establish criteria for Board and Board committee membership, (b) recommend to the Board proposed nominees for election to the Board, (c) recommend membership on committees of the Board, and (d) make recommendations to the Board regarding Board governance matters and practices. In addition to meeting other criteria the Nominating and Governance Committee may establish from time to time, a majority of the Board must be comprised of Independent Directors. The term "Independent Director" means an individual who (A) is independent of management and has no material relationship with the Company, either directly or indirectly as a partner, stockholder or officer of an organization that has such a relationship with the Company, as affirmatively determined by the Board, and (B) who meets the standards of independence under the applicable rules of the Securities and Exchange Commission (the "SEC") and the listing standards of the New York Stock Exchange and any other applicable law (the "Independence Requirements").

II. COMPOSITION

The Nominating and Governance Committee shall be composed of at least three members (including a Chairperson). All members of the Nominating and Governance Committee must, in the business judgment of the Board, meet the Independence Requirements. The members of the Nominating and Governance Committee and the Chairperson shall be appointed annually by the Board (on the recommendation of the Nominating and Governance Committee), and serve at the pleasure of the Board. A Nominating and Governance Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board, and he or she shall serve at the pleasure of the Board. In circumstances where the Chairperson of the Nominating and Governance Committee is unable to attend a meeting of the Nominating and Governance Committee, the members of such committee may select an acting Chairperson, solely for that meeting, by majority vote of the full Nominating and Governance Committee. The acting Chairperson shall set the agenda for the Nominating and Governance Committee meeting and shall preside over the meeting.

III. MEETINGS

The Nominating and Governance Committee shall meet as necessary, but at least twice each year, to enable it to fulfill its responsibilities. The Nominating and Governance Committee shall meet at the call of its Chairperson or the Chairman of the Board. The Nominating and Governance Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. A majority of the members of the Nominating and Governance Committee shall

constitute a quorum. The Nominating and Governance Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Nominating and Governance Committee may act by unanimous written consent of all members. The Nominating and Governance Committee shall determine its own rules and procedures, including with respect to designation of an acting Chairperson as described above, and designation of a secretary. The secretary need not be a member of the Nominating and Governance Committee and shall attend Nominating and Governance Committee meetings and prepare minutes. The Nominating and Governance 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 Nominating and Governance Committee minutes if requested.

The Nominating and Governance Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Nominating and Governance Committee, to attend any meetings and to provide such pertinent information as the Nominating and Governance Committee may request.

The Chairperson of the Nominating and Governance Committee shall be responsible for leadership of the Nominating and Governance Committee, including preparing the agenda, presiding over Nominating and Governance Committee meetings, making Nominating and Governance Committee assignments and reporting the Nominating and Governance Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

IV. NOMINATING AND GOVERNANCE COMMITTEE AUTHORITIES AND RESPONSIBILITIES

In carrying out its oversight responsibilities, the Nominating and Governance Committee's policies and procedures should remain flexible to enable the Nominating and Governance Committee to react to changes in circumstances and conditions so as to ensure the Company remains in compliance with the applicable legal and regulatory requirements. In addition to any other responsibilities required of the Nominating and Governance Committee by law or any rule or regulation of the Commission or any securities exchange or market on which shares of the common stock of the Company are traded (as in effect from time to time), the Nominating and Governance Committee shall have the responsibility:

Governance Policies and Procedures

1. To develop and recommend to the Board a set of corporate governance policies and procedures for the Company, and also maintain and monitor such corporate governance policies and procedures adopted by the Board, including an annual review of the Company's Corporate Governance Guidelines.
2. Identify trends and best practices, and review and recommend policies that the Board or committees may implement based on these trends.

Board Evaluations and Recommendations

3. To oversee and arrange the annual process of evaluating the performance of the

Board and the Company's management and review of each incumbent director's past performance and contributions to the Company, including by solicitation of comments from all directors.

4. To discuss the results of such evaluation with the Board and to make recommendations to the Board concerning:
 - a. the size and composition of the Board,
 - b. the size and composition of each standing committee of the Board, and
 - c. the responsibilities of each standing committee of the Board.

Board and Committee Nominations and Resignations

5. To develop and recommend to the Board specific guidelines and criteria for selecting nominees for election to the Board and committees taking into account, among other things, the Independence Requirements.
6. To actively seek individuals qualified to become board members for recommendation to the Board. In identifying qualified candidates for membership on the Board of Directors, the Nominating and Governance Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board of Directors. The Nominating and Governance Committee is committed to maintaining a diversified Board.
7. To review the qualifications of and recommend to the Board:
 - a. those persons to be nominated for election as a director and submitted to the stockholders for election at each annual meeting of stockholders,
 - b. the nominees for directors to be elected by the Board to fill any vacancies or newly created directorships,
 - c. the nominees for directors recommended by stockholders, and
 - d. nominees for membership to each committee, to serve as committee chairs, and to fill vacancies on the committees.
8. To review and make recommendations with respect to any resignation tendered by a Director.

Other Duties

9. The Nominating and Governance Committee shall have such powers and authority as may be necessary or convenient for the purpose of carrying out its responsibilities, including the authority to delegate responsibility for specific functions to subcommittees of the Nominating and Governance Committee.
10. To receive and evaluate requests from Directors for service by those Directors on other company boards. The Committee will consider such requests and forward the requests, along with the Committee's recommendations with respect to the requests, to the Board for consideration.

11. To receive and evaluate requests from Audit Committee members for service by those members on other company Audit Committees, where the service by that Audit Committee member will total more than two outside Audit Committees. The Nominating and Governance Committee will consider such requests and forward the requests, along with the Committee's recommendations with respect to the requests, to the Board for consideration.
12. To make regular reports to the Board.
13. To receive, evaluate from management, and provide a report to the Board, at least annually, regarding the succession and continuity planning for the Company's Chief Executive Officer (the "CEO"), and other executive officers including, without limitation, policies and principles for CEO selection, and continuity and succession in the event of an emergency or the retirement of the CEO, Chief Financial Officer, General Counsel or Business Unit President.
14. To monitor the orientation and training needs of directors and recommending action to the Board concerning such orientation and training needs where appropriate.
15. To perform such other duties as the Board may assign to the Nominating and Governance Committee.

V. ANNUAL SELF-EVALUATION PROCEDURES

The Nominating and Governance Committee shall be required to annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Nominating and Governance Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) frequency and length of meetings and (e) the quality of written materials and presentations. The Nominating and Governance Committee may recommend to the Board such changes to this Charter as the Nominating and Governance Committee deems appropriate.

VI. STUDIES AND SEARCH FIRMS

The Nominating and Governance Committee may conduct or authorize studies of matters within the Nominating and Governance Committee's scope of responsibilities as described above, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Nominating and Governance Committee in any such studies, if authorized by the Board. The Nominating and Governance Committee shall have the authority to retain and terminate a search firm to assist with the identification of director candidates. The Nominating and Governance Committee shall have the authority to negotiate and approve the fees and retention terms of any search firm retained.

VII. 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

Nominating and Governance Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Nominating and Governance 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 web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Adopted: July 20, 2011

Amended December 10, 2014

Further Amended September 10, 2015

Further Amended December 10, 2015

Further Amended September 28, 2016

Further Amended September 27, 2017