

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

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

**I. PURPOSE**

The purpose of the Committee is to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and implement the policy decisions of the Board.

**II. COMPOSITION**

The Committee shall consist of no fewer than two members of the Board, as determined in accordance with the Company's Bylaws (as amended from time to time, the "Bylaws"). The members of the Committee will be appointed by and serve at the discretion of the Board. Except as otherwise provided in this Charter or the Bylaws, Committee members will be appointed for a term of one year or until their successors have been duly appointed and qualified (if later), and may be removed at any time by a majority vote of the Board. Unless the Board appoints a Chairperson of the Committee, the members of the Committee shall designate the Chairperson by majority vote. Notwithstanding anything to the contrary in this Charter, no person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by law or any rule or regulation of the United States Securities and Exchange Commission or The New York Stock Exchange or any securities exchange or market on which shares of the common stock of the Company are or may be traded, in each case to the extent such restriction is applicable to the Company at such time.

**III. MEETING REQUIREMENTS**

The Committee shall meet as often as necessary to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson or the Chairman of the Board. The 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 Committee shall constitute a quorum. The 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 Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and 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.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time as requested by the Board.

#### **IV. COMMITTEE RESPONSIBILITIES**

The basic responsibility of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In addition, the Committee shall have the responsibility to:

1. Oversee the business and affairs of the Company on behalf of the Board in the interim between meetings of the directors, in the course of which the Committee generally will have all of the authority of the Board in the transaction of such business of the Company as, in the judgment of the Committee, may require action before the next regular meeting of the Board, excepting matters which under the Delaware General Corporation Law, the rules and regulations of The New York Stock Exchange, or any securities exchange or market on which shares of the common stock of the Company are or may be traded, the Certificate of Incorporation of the Company, as amended and the Bylaws cannot be delegated by the Board to a committee of the Board; and
2. Make regular reports to the Board, as appropriate.

#### **V. STUDIES**

The Committee may conduct or authorize studies of matters within the 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 Committee in any such studies, if authorized by the Board.

#### **VI. 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. If and when required by law or any rule or regulation of the United States Securities and Exchange Commission or The New York Stock Exchange or any securities exchange or market on which shares of the common stock of the Company are or may be traded, 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  
Updated: November 11, 2013  
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