

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

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

I. PURPOSE

The Audit Committee of the Board of the Company shall perform the duties set forth in this Charter and assist the Board in overseeing and monitoring: (1) the integrity of the financial statements of the Company, (2) the independent auditor's independence and qualifications, (3) the performance of the Company's internal audit function and independent auditor, and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall also prepare the report required by the rules of the United States Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement or annual report on Form 10-K.

II. AUDIT COMMITTEE MEMBERSHIP

The Audit Committee shall consist of no fewer than three members, each of whom shall be an Independent Director. The term "Independent Director" means a Director 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 relationships with the Company as affirmatively determined by the Board, and (B) who meets the standards of independence under applicable rules of the Securities and Exchange Commission ("SEC") and the listing standards of the NYSE and any other applicable law (the "Independence Requirements"). Each member of the Audit Committee shall be financially literate as determined by the Board in its business judgment, and at least one member of the Audit Committee shall be an "audit committee financial expert" (as defined by the Commission). Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Audit Committee and the Chairperson shall be appointed by the Board on the recommendation of the Nominating and Governance Committee annually, or as needed to replace members. Each member and the Chairperson may be removed at any time, with or without cause, by action of the Board and each shall serve at the pleasure of the Board. In circumstances where the Chairperson of the Audit Committee is unable to attend a meeting of the Committee, the members of the Audit Committee may select an acting Audit Committee Chairperson, solely for that meeting, by majority vote of the full Audit Committee membership. The Chairperson of the Audit Committee shall set the agenda for Audit Committee meetings and preside over Audit Committee meetings.

III. MEETINGS

The Audit Committee shall meet as often as it determines is necessary to carry out its

responsibilities, but not less frequently than quarterly. The Audit Committee shall meet separately and periodically with management including the chief financial officer (the "CFO"), the internal auditors and the independent auditor, and shall meet in executive session, comprised only of Independent Directors, at least twice a year and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may ask members of management, or others whose advice and counsel are relevant to the issues then being considered by the Audit Committee, to attend any meetings and to provide such pertinent information as the Audit Committee may request.

The Audit Committee shall meet at the call of its Chairperson, the Chairman of the Board or a majority of the Audit Committee. The Audit Committee may meet by telephone conference call or by any other means permitted by law or the Company's Amended and Restated Bylaws, as amended from time to time (the "Bylaws"). A majority of the members of the Audit Committee shall constitute a quorum. The Audit 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 Audit Committee may act by unanimous written consent of all members. The Audit Committee shall determine its own rules and procedures, including designation of a secretary. The secretary need not be a member of the Audit Committee and shall attend Audit Committee meetings and prepare minutes. The Audit 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 Audit Committee minutes if requested.

IV. AUDIT COMMITTEE AUTHORITIES AND RESPONSIBILITIES

The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to stockholder ratification). The Audit Committee shall be directly responsible for the compensation of and oversee the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall preapprove all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide

appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee, that are necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board, which reports shall include reviews of any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditor, or the performance of the internal audit function.

In addition, the Audit Committee, to the extent it deems necessary or appropriate, shall:

Financial Statement and Disclosure Matters

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including the Company's specific disclosures made in management's discussion and analysis, and report such discussions and any findings to the Board prior to the Board's final approval to file the Company's Form 10-K.
2. Recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
3. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements, and report such discussions and findings to the Board prior to the Board's final approval to file the Company's Form 10-Q.
4. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
5. Review and discuss with management and the independent auditor any issues as to the adequacy of the Company's internal controls and the effectiveness of the Company's internal control over financial reporting and remediation of any material control deficiencies or material weaknesses or significant control deficiencies or material weaknesses or significant deficiencies in the Company's internal control over financial reporting and the adequacy of related disclosures.
6. Review and discuss with management (including the senior internal audit executive) and the independent auditor management's report on internal control over financial reporting and the independent auditor's audit of internal control over financial reporting, in each case, prior to the filing of the Company's Form 10-K.
7. Review and discuss quarterly reports from the independent auditors on:

(a) all critical accounting policies, practices and estimates to be used;

(b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") or other applicable accounting standards (as permitted by the U.S. Securities and Exchange Commission) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

(c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

8. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussion of the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.

9. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

10. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

11. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards (SAS) No. 61 and No. 114 (or such other auditing standard that may in time modify, supplement or replace SAS No. 61 or SAS No. 114) relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

12. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or other employees who have a significant role in the Company's internal controls.

13. Obtain and review, at least annually, a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the listed company.

Oversight of the Company's Relationship with the Independent Auditor

14. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Audit Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirm in writing to the Audit Committee that the auditor is independent.
15. Review and evaluate the lead partner of the independent auditor team.
16. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
17. Ensure the rotation of the audit partners as required by law. Consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
18. Set policies for the Company's hiring of employees or former employees of the independent auditor.
19. Discuss with the independent auditor any material issues on which the national office of the independent auditor was consulted by the Company's audit team.
20. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

21. Review and concur with the evaluation, appointment and advancement or replacement by the Board of the senior internal auditing executive. Ensure the senior internal auditing executive shall functionally report directly to the Audit Committee and administratively report to the CFO.
22. Review and approve the annual audit plan and review the significant reports to management prepared by the internal auditing department and management's responses.
23. Discuss with the independent auditor and management the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

24. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act

has not been implicated.

25. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

26. Monitor and oversee compliance with the Company's Code of Business Conduct and Ethics. Review and approve any waivers or amendments to the Code of Business Conduct.

27. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding possible fraud, accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

28. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

29. Review with the Company's General Counsel, on at least an annual basis, any legal matters that may have a significant or material impact on the Company's financial statements, any reserves or the reserving policy with respect thereto, the Company's compliance with applicable laws and regulations and the Company's compliance policies and internal controls.

30. Review and approve or ratify all related-party transactions in accordance with the Company's policies and procedures with respect to Related-Person Transactions.

31. Review the Company's risk management programs and internal corporate risk management reports.

32. Regularly review with the independent auditor any problems or difficulties the independent auditor encounters in the course of the audit work, and management's response thereto, including any restrictions on the scope of the independent auditor's activities or access to requested information or any significant disagreement with management.

Other Duties

33. 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 Audit Committee.

34. Review the Company's directors and officers liability insurance program.

35. Review the Company's commodity price hedging and "Balanced Book" programs.

36. Maintain minutes of the Audit Committee's meetings.
37. Perform such other duties as the Board may assign to the Audit Committee.

V. FORMER EMPLOYEES OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Committee shall be required to pre-approve the hiring of any employee or former employee of the Company's independent registered public accounting firm who was a member of the Company's audit engagement team within the preceding two fiscal years. The Committee shall not approve the hiring of any individual for a financial reporting oversight role if such person is or was an employee of the Company's independent registered public accounting firm and was a member of the Company's audit engagement team within the preceding two fiscal years unless (A) (i) such individual is to be employed for a limited period of time due to an emergency or unusual situation and (ii) the Committee determines that the hiring of such individual is in the best interests of the Company's shareholders or (B) such individual becomes employed by the Company as a result of a business combination, and the Committee was made aware of such individual's prior relationship with the Company as a member of its audit engagement team.

VI. SCOPE OF AUDIT COMMITTEE'S DUTY

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP or other applicable accounting standards (as permitted by the U.S. Securities and Exchange Commission) and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

VII. ANNUAL EVALUATION PROCEDURES

The Audit Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Audit 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 Audit Committee may recommend to the Board such changes to this Charter as the Audit Committee deems appropriate.

VIII. STUDIES

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

IX. 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 Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Audit 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.

Approved: July 20, 2011

Amended: September 23, 2011

Further Amended: March 18, 2014

Further Amended: September 15, 2014

Further Amended: September 10, 2015

Further Amended: September 28, 2016