

## **METALLUS INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The primary duty of the Board of Directors (“Board”) is to promote the best interests of Metallus Inc. (“Company”) through overseeing the management of the Company’s business and affairs. In doing so, the directors must consider the interests of the shareholders who have elected him or her to represent them. These Corporate Governance Guidelines (“Guidelines”) have been adopted to facilitate execution of this responsibility and are intended to serve as a flexible framework, rather than as a set of binding legal obligations, through which the Board may conduct its business and provide oversight. The Guidelines will be reviewed annually by the Nominating and Corporate Governance Committee of the Board.

#### **Director Responsibilities**

In discharging their obligations, directors are entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisers and auditors. Board members are expected to review meeting materials in advance, to attend and participate in all Board meetings and meetings of Board committees on which they serve, to attend the Company’s annual meeting of shareholders and to devote the time necessary to discharge their responsibilities appropriately. Directors are required to abide by the Company’s Code of Conduct. The Nominating and Corporate Governance Committee will oversee an annual self-evaluation of the Board to determine whether the Board and its committees are functioning effectively.

#### **Director Selection**

***Selection of Nominees.*** The Nominating and Corporate Governance Committee is responsible for recommending candidates for Board membership to the Board. General criteria for nomination of director candidates include, but are not limited to, the highest in integrity and ethical standards, the ability to provide wise and informed guidance to management, a willingness to pursue thoughtful, objective inquiry on important issues before the Company, and other factors, including age, gender and ethnicity, that promote a range and diversity of views, experience and knowledge commensurate with the Company’s needs as well as the expectations of knowledgeable investors. In addition, in the case of non-management director nominees, the Nominating and Corporate Governance Committee will consider the independence requirements of the New York Stock Exchange listing standards, the requirements of the Company’s Code of Regulations and any special requirements for service on the standing committees of the Board.

***Director Orientation and Continuing Education.*** The Company will provide an orientation program for new directors that includes presentations by senior management, and will provide ongoing opportunities for all directors to become familiar with the Company’s strategic plans, business and operations, significant financial, accounting and risk management issues, and other matters of importance to the Company. This will include visits to the Company’s significant facilities. Additionally, the Company will facilitate continuing director education on corporate governance and other matters relevant to service as a director of a public company through a variety of means, including, among others, providing periodic guidance and materials, arranging for internal or external presentations and, when appropriate, providing access to accredited director education programs.

## **Majority Voting Policy**

The election of Directors is subject to the Policy of the Board of Directors Relating to Majority Voting, attached hereto as Appendix A.

## **Board Composition**

***Independent Directors.*** The majority of Board members will be independent directors under the rules of the New York Stock Exchange (“NYSE”) and applicable law. Directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation as independent.

***Size of the Board.*** The Regulations of the Company provide that the number of directors shall not be less than nine nor more than eleven.

***Positions of Chairman and Chief Executive Officer.*** The Chairman and the Chief Executive Officer (“CEO”) shall be elected by the Board, and both shall be directors. The role of the CEO and Chairman may be separate or combined. The Board may also elect a Vice Chairman.

***Position of Lead Director.*** If the positions of Chairman and Chief Executive Officer are combined or if the Chairman is not an independent director, the independent directors may select annually an independent director to serve as Lead Director.

Duties of the Lead Director include: (a) developing agendas for, and presiding over, the executive sessions of the independent directors, (b) reporting the results of the executive sessions to the CEO and Chairman, (c) providing feedback as required to the other directors on the issues discussed with the CEO and Chairman, (d) serving as a liaison with the CEO, Chairman and the independent directors, (e) presiding at all meetings of the Board at which the Chairman is not present, (f) approving information sent to the Board, (g) approving agendas for Board meetings, (h) approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items, (i) calling meetings of the independent directors, (j) serving as a focal point for committee chairs for the purpose of providing guidance and coordinating the activities of the committees, (k) coordinating the selection of independent consultants to the Board when the Board determines that it is appropriate to retain such consultants, (l) facilitating, with the Chair of the Compensation Committee, the evaluation of the performance of the CEO, and (m) ensuring that he or she is available for consultation and direct communications with major shareholders as appropriate.

***Changes in Professional Responsibility.*** Any director experiencing a change in primary occupation, position, or primary business affiliation, including retirement, should submit a letter of resignation promptly to the Chairman, conditional upon acceptance by the Board.

The Board shall determine whether or not to accept the resignation based upon the effect such change may have upon the director’s ability to serve as an effective director and the recommendation of the Nominating and Corporate Governance Committee.

***Additional Board Service.*** A director of the Company who serves as the Chief Executive Officer or other named executive officer of the Company shall not serve on more than one public company

board in addition to the Company's Board. A director who is not a Chief Executive Officer or other named executive officer of the Company shall not serve on more than three public company boards in addition to the Company's Board. Neither the Chief Executive Officer nor an executive officer of the Company may serve on the compensation committee of any board of directors of a company if the chief executive officer or another executive officer of that company is serving on the Compensation Committee. The Board may determine exceptions to these limits on an individual basis.

Directors of the Company shall notify the chair of the Nominating and Corporate Governance Committee before accepting a position on another for-profit or not-for-profit company board. Additionally, executive officers of the Company shall request approval of the Chairman of the Board before accepting a position on another for-profit company board.

***Retirement Age.*** It is the policy of the Board that a director should submit a letter of resignation to the Board to retire at the first annual meeting of shareholders following the date on which such director reaches the age of 75. Such letters of resignation will be considered by the Board upon receipt and, if applicable, annually thereafter. The Board may determine exceptions to this limit on an individual basis.

***Term Limits.*** The Board has not established director term limits. While term limits facilitate Board refreshment, they can also result in the loss of experience and expertise that is critical to effective operation of the Board. Longer tenured directors can provide valuable insight into the Company and its operations. To ensure that the Board continues to evolve and benefit from fresh perspectives and ideas, the Nominating and Governance Committee should evaluate the qualifications and contributions of each incumbent director before recommending the nomination of such director for an additional term.

## **Director Compensation**

It is the policy of the Board to provide a mix of equity and cash compensation to non-employee directors. Proposed changes in director compensation initially shall be reviewed by the Compensation Committee, but any changes shall require the approval of the Board. The Compensation Committee shall periodically review the status of director compensation in relation to other comparable companies and other factors the Committee deems appropriate, and shall discuss its review with the Board.

## **Board Meetings**

***Agendas.*** The Chairman and the CEO, in consultation with the Lead Director, as applicable, will establish the schedule and agendas for meetings of the Board, taking into consideration suggestions by other directors. A copy of the agenda and relevant background materials will be provided to the directors a reasonable time before each meeting.

***Information.*** In order to enhance the directors' understanding of the business and focus discussion at Board meetings, concise written information regarding the Company's performance will be distributed regularly to the Board. Directors will maintain as confidential all matters received in that capacity and all discussions pertaining to their service as Board members.

***Schedule.*** By September, the schedule of meetings for the ensuing year will be distributed to the directors.

***Executive Sessions of Independent Directors.*** The independent directors will meet in executive session without management present at least quarterly in conjunction with regular meetings of the Board. Such meetings may include a discussion with the Chairman.

***Presentations.*** Senior management may invite to Board meetings officers and other key associates who can provide additional insight into items being discussed, or whom senior management believes should be given exposure to the Board.

***Access to Employees and Advisers.*** Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisers, including, but not limited to, legal counsel and independent accountants and auditors. Additionally, the Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisers. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and, to the extent appropriate, will provide to the Chairman and CEO copies of any written communications with such persons.

***Board Interaction with Investors, Media and Others.*** The Board understands that senior management speaks for the Company. From time to time, individual directors may meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do so with the knowledge of the Chairman and senior management and, in most instances, at the request of the Chairman or senior management. The Board will establish a method for interested parties to communicate directly with the independent directors as a group.

## **Board Committees**

***Standing Committees.*** Consistent with NYSE listing requirements, the Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of those Committees will be independent under the criteria established by the NYSE and applicable law.

The Board may also establish an Executive Committee of not less than three members with powers and duties described in the Company's Code of Regulations.

***Appointment of Committee Members.*** The Nominating and Corporate Governance Committee will recommend directors to the Board for its approval to serve as members and chairs of each standing committee.

***Committee Charters.*** The charter for each of the standing committees shall be available on the Company's website, and copies of the charters will be made available upon request to the Corporate Secretary. The Nominating and Corporate Governance Committee will review the charters of the standing committees on an annual basis.

***Committee Meetings.*** Committee chairs, in consultation with other committee members and appropriate management personnel, will determine the frequency, length and agendas of the

meetings consistent with each respective committee's charter and the Company's Code of Regulations, and will communicate agendas and meeting dates to the other members as far in advance of the meetings as practicable. The chair of each committee will report on committee matters to the full Board.

## **Management Succession**

***Evaluation of CEO.*** The Compensation Committee will review the performance of the CEO annually, taking into consideration the performance of the Company and the achievement of other key objectives.

***Succession Planning and Management Development.*** The Compensation Committee will make an annual report to the Board on succession planning and development for key executive officers of the Company. The Company's succession planning will include appropriate contingencies in case the Chairman or CEO retires, is incapacitated, or in the case of some other emergency. The Board will evaluate potential successors to the Chairman and the CEO. The Chairman and CEO should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **Enterprise Risk Management**

The Board shall have oversight responsibility with respect to the strategic, operational, financial and legal risks facing the Company. As part of these responsibilities, the Board shall oversee matters related to cybersecurity and information technology systems of the Company and shall also have oversight responsibility with respect to the Company's sustainability strategy.

The Board has delegated responsibility to:

- (i) the Audit Committee to assist the Board in its oversight responsibility with respect to risk assessment and risk management, particularly the Company's management of major financial risk exposures, as well as its oversight responsibility with respect to legal and regulatory matters;
- (ii) the Nominating and Corporate Governance Committee to assist the Board in its oversight with respect to corporate governance matters, including the periodic review of the Company's Code of Conduct; and
- (iii) the Compensation Committee to oversee an assessment of risks related to the Company's compensation policies and practices, and activities with respect to human capital management. In addition to its receipt of regular reports from each committee chair as set forth above, the Board, in its discretion and as part of its risk oversight role, will review reports from Company management regarding the Company's material risks, and will assess the efforts in place to manage those risks. In addition, in order to facilitate the coordination of the foregoing oversight responsibilities, the chairs of each committee, along with the Lead Director and the Chairman of the Board, will meet at least annually to discuss the Board's and each committee's review of enterprise risk.

**Publication**

These Guidelines will be included on the Company's website and will be made available upon request to the Corporate Secretary.

November 1, 2023

**METALLUS INC.**

Policy of the Board of Directors Relating to Majority Voting

It is a policy of the Board of Directors that any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) in an election of Directors that is not a contested election is expected to tender his or her resignation as a Director to the Board of Directors promptly following the certification of the election results. Neither abstentions nor broker non-votes will be deemed to be votes for or withheld from a Director’s election for purposes of this policy.

The Nominating and Corporate Governance Committee shall consider each resignation tendered under this policy and recommend to the Board of Directors whether to accept or reject it. The Board of Directors will act on each tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, within 90 days following the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may consider any factors or other information that it considers appropriate, including, without limitation, the reasons (if any) given by shareholders regarding why they withheld their votes, the qualifications of the tendering Director, and his or her contributions to the Board of Directors. The Board of Directors will promptly disclose (1) its decision whether to accept or reject the Director’s tendered resignation and (2) if rejected, the reasons for rejecting the tendered resignation.

Any Director who tenders his or her resignation pursuant to this policy shall not participate in the Nominating and Corporate Governance Committee recommendation or Board of Directors action regarding whether to accept or reject the tendered resignation. If, however, each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote in the same election, then the Board of Directors will appoint a committee comprised solely of independent Directors who did not receive a Majority Withheld Vote in that election to consider each tendered resignation and recommend to the Board of Directors whether to accept or reject it.

If a Director’s tendered resignation is rejected by the Board of Directors, the tendering Director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a Director’s tendered resignation is accepted by the Board of Directors, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or may decrease the number of Directors comprising the Board of Directors, in each case pursuant to the provisions of and to the extent permitted by the Company’s Regulations.

The Board of Directors shall consider as candidates for nomination for election or re- election to the Board, or to fill vacancies and new directorships on the Board, only those individuals who agree to tender, promptly following their election, re-election or appointment, an irrevocable resignation that will be effective upon (i) the occurrence of a Majority Withheld Vote for that Director and (ii) acceptance of the tendered resignation by the Board of Directors.

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of Directors is contested. All such actions, interpretations and determinations that are done or made by the Board of Directors in good faith will be final, conclusive and binding.