

TIMKENSTEEL CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) shall assist the Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the best interests of the Company and its shareholders, including (a) identifying individuals qualified to become directors, (b) recommending candidates to fill Board vacancies and newly-created director positions, (c) recommending whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, (d) developing and recommending corporate governance principles applicable to the Company, and (e) overseeing the evaluation of the Board and management¹.

Composition

Size. The Committee shall consist of no fewer than three members.

Qualifications. All Committee members will be independent under the rules of the New York Stock Exchange. Desirable qualifications for Committee members include, without limitation, experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Selection. The Board will select the members and the Chair of the Committee based on recommendations of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Review Board Size. The Committee will evaluate the number of directors on the Board from time to time and recommend whether such number should be changed (within the scope of the range of number of directors set forth in the Regulations of the Company).
2. Recommend New Director Candidates. The Committee shall consider individuals believed to be qualified to become directors and recommend candidates to the Board to fill new or vacant positions (including vacant positions created by an increase in the size of the Board). In the case of a director nominee to fill a Board vacancy, the Committee will make a recommendation to the Board regarding the class of directors in which the nominee should serve. In recommending candidates, the Committee shall consider the qualifications of candidates such as business experience and other attributes and skills, including high standards of integrity and ethical behavior, which qualify the candidate to serve as a director of the Company in light of the Company’s

¹ Section 303A.04(b)(i) of the NYSE Listed Company Manual.

- business and structure. The Committee may also consider the candidate's age, gender, ethnicity and such other factors as it deems appropriate, consistent with the factors in the Company's Corporate Governance Guidelines. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's Regulations or otherwise. The Committee will consider all potential candidates in the same manner regardless of the source of recommendation.
3. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
 4. Evaluate Resignations. The Committee shall evaluate, and make recommendations to the Board regarding, any resignations tendered by directors pursuant to the Policy of the Board of Directors Relating to Majority Voting.
 5. Recommend Committee Members. The Committee will review the Board's committee structure and, following consultation with the Chairman of the Board, recommend to the Board for its approval directors to serve as members and Chair of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. In so doing, the Committee will consider the factors set forth in the charter of the pertinent committee and other factors it deems appropriate, including but not limited to applicable law and regulations related director independence and material relationships between the Company and a director. In connection with its recommendations for the Audit Committee, the Committee shall indicate whether, in the Committee's business judgment, each proposed Audit Committee member is financially literate, and shall specify a member or members who has or have accounting or related financial management expertise sufficient to meet the criteria of a financial expert as required by applicable rules or regulations.
 6. Evaluate Independence of Directors. At least annually, the Committee shall evaluate the "independence" of directors against the independence requirements of the New York Stock Exchange, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws and regulations, and shall make a recommendation to the Board regarding which directors the Board should determine to be independent.
 7. Review Board Policies and Procedures. At least annually, the Committee shall review the Company's Corporate Governance Guidelines and recommend changes, if appropriate.
 8. Review Developments. The Committee shall review external developments in corporate governance matters generally and recommend action to management and the Board when appropriate.

9. Review and Waivers of Code of Conduct Policy. The Committee shall review the Company's Code of Conduct Policy from time to time, shall review any proposed material amendments to said Policy, and shall recommend any changes it deems appropriate. Such review will include an assessment of whether the Policy contains compliance standards and procedures that will facilitate the effective operation of the Policy. The Board or the Committee may grant a waiver to the Policy for directors or executive officers provided any waiver is promptly disclosed in a manner consistent with applicable laws or regulations. The Committee will also review and, if appropriate, approve or ratify any transaction required to be disclosed under Item 404(a) of Regulation S-K.
10. Administer Evaluations. The Committee shall conduct an annual evaluation of the Board and oversee annual evaluations of its committees.
11. Board Reports. The Committee will report its actions and recommendations to the Board after each Committee meeting.
12. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet at least annually or more frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair, in consultation with the other members of the Committee and appropriate officers of the Company, shall establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise at any meeting subjects that are not on the agenda. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time, and a majority of the number of Committee members shall constitute a quorum. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Amended Articles of Incorporation or its Regulations. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Delegation

The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, and may call upon other committees of the Board or individual Board members to provide assistance as necessary.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate search firms to assist in the identification of director candidates, including the sole authority to approve the fees and other retention terms of such search firms². The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board, (b) review the charters of the standing committees of the Board and recommend any changes to the committees, and (c) evaluate its own performance in the manner prescribed by the Committee and report the results of this evaluation to the Board.

Publication

Consistent with New York Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company's Corporate Secretary. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.

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² Commentary to Section 303A.04 of the NYSE Listed Company Manual.