

**HAYNES INTERNATIONAL, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE**  
**BOARD OF DIRECTORS CHARTER**

**Purposes of the Committee**

The primary purpose of the Corporate Governance and Nominating Committee ("Committee") of the Board of Directors (the "Board") of Haynes International, Inc. (the "Company") is to assist the Board by overseeing the performance and composition of the Board to ensure effective governance. The Committee shall advise the Board regarding the effectiveness, composition and organization of the Board and Board committees as well as the performance of individual directors. The Committee shall identify and recommend the nomination of qualified directors to the Board as well as develop and recommend governance principles for the Company and the Board.

This charter is not intended to create any responsibility or liability for the members of the Committee, except as otherwise exists in accordance with applicable state or federal law.

**Composition and Structure**

The membership of the Committee shall consist of at least three directors, each of whom shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment, and shall meet the director independence requirements for serving on the Committee as set forth in applicable NASDAQ and SEC rules.

The Board shall appoint one member of the Committee as chairperson. He or she shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making Committee assignments and reporting to the Board.

Committee members shall serve at the pleasure of the Board and for such terms as the Board may determine. The Board may, at any time and in its complete discretion, replace a Committee member upon the majority vote of the Board. Any vacancy on the Committee shall be filled by the majority vote of the Board.

**Meetings**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate, at such time and place determined by the Committee Chair. A majority of the members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of Committee members present at a duly held meeting. The Committee may meet in person, telephonically or by any available electronic means by which all Committee members may be heard simultaneously, and may act by unanimous written consent when deemed necessary or desirable by the Committee or its Chair.

The Committee may request that any officer or employee of the Company or its subsidiaries, or the Company's outside counsel or independent auditor, attend a Committee meeting or meet with any members of, or representatives of, the Committee, and provide pertinent

information as the Committee deems necessary or appropriate. The Committee shall maintain minutes and other relevant documentation of all its meetings.

### **Resources and Authority**

The Committee shall have the resources and appropriate funding, as determined by the Committee, to discharge its duties and responsibilities. The Committee shall have the authority to retain and discharge, and approve fees and other terms and conditions for retention of independent experts in accounting and auditing, legal counsel and other experts or advisors, as the Committee deems necessary or desirable in the fulfillment of its duties, the cost of such independent experts to be borne by the Company, all without the necessity of the approval of the Board; provided, however, that the Committee shall provide notice to the Chief Financial Officer prior to making any such expenditures.

### **Responsibilities**

The Committee shall have the following responsibilities:

1. Oversee the search for qualified individuals to serve on the Board. The Company's policy is that a majority of the members of the Board be independent as defined by the listing standards of NASDAQ and the rules of the U.S. Securities and Exchange Commission. To assist in the search for qualified directors, the Committee will receive and consider properly submitted shareholder suggestions for nominations, director referrals and, as it deems necessary, employ outside search firms to assist in identifying qualified candidates.
2. Recommend to the Board those director nominees who, in the Committee's opinion, the full Board should recommend for shareholder approval at the annual meeting or for election at such other times when vacancies exist or qualified candidates are identified and available. The Committee will base its recommendation for nominations on criteria that it believes will provide a broad perspective, depth of experience and diversity in the Board. In general, when considering independent directors, the Committee will consider the candidate's experience in areas central to the Company, such as business, finance, legal and regulatory compliance, as well as considering the candidate's personal qualities and accomplishments.
3. Determine and make recommendations to the Board with respect to the criteria to be used for selecting new members of the Board.
4. Assist the Board in evaluating the continued suitability and effectiveness of incumbent director candidates, both individually and as a group.
5. Approve or disapprove of the Chief Executive Officer's service on the board of directors or managers of, or otherwise advising or providing services to, another public or private company.

6. Oversee the administration of the Board, including, at least annually, review and recommend the appointment of directors to committees of the Board and monitor and review the functions of the committees.
7. Develop, approve and periodically review Board policies and practices, including policies on director service and tenure, and draft such other policies as it deems necessary to carry out its functions, and annually review and evaluate this charter and any related policies and recommend any proposed changes to this Charter to the Board for approval.
8. Develop, approve, and review at least annually the Company's Corporate Governance Guidelines, to assure the effectiveness thereof and the independence of a majority of the members of the Board.
9. Recommend the organization and structure of the Board; oversee and review annually the structure and effectiveness of the Board's committee system, the effectiveness of committee assignments and committee chair assignments, the effectiveness of committee operation and decision-making and the relationship between the committees and the Board.
10. Be authorized to: delegate any duties of the Committee to subcommittees, and hire counsel and other experts as the Committee, in its sole discretion, deems appropriate.
11. Perform any other duties assigned to it by the Board.

### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board.

1. Report to the Board on a regular basis on the activities of the Committee and make such recommendations with respect to the above matters as the Committee may deem necessary or appropriate.
2. A summary of the proceedings of each Committee meeting shall be presented to the Board at its next regularly scheduled meeting. Meeting notices, agendas, and minutes of Committee meetings will be promptly sent to the Board.

### **Charter Amendments**

If and to the extent that, by reason of any change or amendment to applicable law or regulation or the NASDAQ Marketplace Rules or other rules applicable to NASDAQ issuers, the Company is required to maintain a corporate governance and nominating committee that has composition, structure, duties, authority or responsibility that is different than provided by this Charter, then (and to that extent) this Charter shall be deemed amended in such a manner as to cause the Committee to comply with such changed or amended laws, rules or regulations.