



Charter of the United States Steel Corporation

Corporate Governance & Sustainability Committee

A. Purpose

The Corporate Governance & Sustainability Committee (the “Committee”) of United States Steel Corporation (the “Corporation”) has been organized for the purposes of carrying out such responsibilities and duties as may be assigned to it from time to time by the Board of Directors of the Corporation (the “Board”) and as outlined in this charter.

B. Duties and Responsibilities

The primary duties and responsibilities of the Committee are as follows:

1. identify and evaluate candidates for director and select, or recommend that the Board select the director nominees for the next annual meeting of stockholders;
2. establish and periodically review criteria for selecting new directors;
3. consider nominees recommended by stockholders for election as directors in the same manner as nominees recommended by the Committee. The Committee will adhere to any legal, bylaw or article of incorporation provisions which may apply to the nomination of directors by stockholders;
4. make recommendations to the Board concerning the appropriate size and composition of the Board, including (a) the composition and functions of Board committees, (b) the compensation of non-employee directors, and (c) all matters relating to the effective functioning of the Board;
5. review the charters of the standing Board committees annually and recommend appropriate changes to each such committee and the Board;
6. recommend to the Board a set of corporate governance principles applicable to the Corporation, review such principles annually and recommend appropriate changes to the Board;
7. review and make recommendations to the Board regarding potential or actual conflicts of interest between the Corporation and executive management;
8. periodically review the Corporation’s initiatives, policies and practices for consistency with the values of good corporate citizenship such as those relating to sustainability, environmental stewardship, and corporate social responsibility initiatives, and report on such issues to the Board;

9. periodically review the status of the Corporation's environmental stewardship and sustainability performance, including the Corporation's record of compliance with related laws and regulations;
10. review the U. S. Steel Corporate Sustainability Report;
11. review matters and discuss risks relating to legislative, regulatory and public policy issues affecting the Corporation's businesses and operations;
12. review public policy issues identified by management as likely to be of particular interest to various stakeholders of the Corporation, including stockholders, employees, customers, vendors, state and/or local governments and the public;
13. review the Corporation's position regarding identified public policy issues including, but not limited to, employee health and safety, environmental, energy and trade matters;
14. review the Corporation's efforts to affect identified public policy issues through research, analysis, lobbying efforts and participation in business and government programs;
15. review and approve codes of conduct applicable to employees and directors of the Corporation and its principal operating units;
16. assess and make recommendations concerning overall corporate governance to the extent specific matters are not the assigned responsibility of other Board committees;
17. annually: (i) perform a self-evaluation and (ii) oversee the evaluation of (a) the performance and effectiveness of the Board and its committees; and (b) the performance and effectiveness of executive management; and
18. review this charter annually.

C. Membership

Members of the Committee will be elected each year by the Board. The Board will also designate one committee member to serve as Chair of the Committee. The Board may change Committee membership at any time, including changes required by occurrence of a vacancy in the Committee, a change in the number of committee members or removal of a Committee member by the Board.

The Committee shall consist of at least three members of the Board. Members of the Committee shall be "independent" as defined in the listing standards of the New York Stock Exchange. The Board shall select, as Committee members, directors whose experience and expertise will enable them to make substantial contributions to the Committee's endeavors.

D. Powers

The Committee shall have the authority to delegate tasks to subcommittees. The Committee may retain one or more independent consultants, including, but not limited to, any executive search firms and legal counsel, to assist the Committee in discharging its responsibilities. The selection of any such consultants, firms or counsel is in the sole discretion of the Committee. The cost of any such consultant, search firm or counsel will be paid by the Corporation.

E. Meetings, Quorum and Invitees

The Committee will meet from time to time as requested by the Chair of the Committee. Any member of the Committee and the Chairman of the Board of the Corporation may also request the Chair to convene a meeting of the Committee. Committee members may attend meetings of the Committee by means of conference telephone call.

The Committee will meet such other times as appropriate to carry out its responsibilities, as described in this charter.

Attendance by a majority of the Committee members shall constitute a quorum for transaction of business of the Committee. The Committee may also act by unanimous written consent.

Directors who are not members of the Committee and other invitees may attend Committee meetings at the invitation of the Chair of the Committee. However, it is the Committee's intent to maintain regular executive sessions at which executives, management representatives, third-party service providers and other non-Committee members generally will be excluded.

The Chair of the Committee will make decisions regarding the agenda for scheduled meetings and will develop the agendas for special meetings. The agenda and all materials to be reviewed at the meetings will be received by the Committee members as far in advance of the meeting day as practicable.

F. Committee Procedures: Board candidates

The Committee will follow procedures which the Committee deems reasonable and appropriate in the identification of candidates for election to the Board and evaluating the background and qualifications of those candidates. The Committee will seek candidates having experience and abilities relevant to serving as a director of the Corporation and who will represent the best interests of stockholders as a whole and not any specific interest group or constituency.

In evaluating the qualifications of Board nominees, the Committee shall identify individuals for nomination as directors of the Corporation whose selection is consistent with the Corporate Governance Principles

K. Reports to the Board

The Committee will keep a record of its actions and proceedings. The Committee will report to the Board on all matters relevant to the Committee's discharge of its responsibilities and will make such recommendations to the Board as the Committee deems appropriate.

Last amended by the Board of Directors on July 28, 2020.