



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 (the “Charter”).

B. Duties and Responsibilities

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

1. identify and evaluate candidates for the Board consistent with the Corporate Governance Principles, including determining and monitoring whether or not each director and prospective director is “independent” within the meaning of any rules and laws applicable to the Corporation, 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. evaluate (a)(i) individuals nominated, or recommended for nomination, by stockholders for election to the Board and (ii) proposals submitted by stockholders for consideration at the Corporation’s annual meeting (in each case, to the extent in accordance with applicable law and the Corporation’s organizational documents) and (b) recommend appropriate action to the Board in accordance with the Corporate Governance Guidelines and applicable law;
4. make recommendations to the Board concerning (a) the appropriate size, composition and leadership of the Board and its committees, (b) the compensation of non-employee directors, and (c) all matters relating to the effective functioning of the Board;
5. annually review the charters of the standing Board committees and recommend appropriate changes to each such committee and the Board;
6. recommend to the Board for approval a set of corporate governance principles for the Corporation and annually review 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, including review and approval/ratification of transactions with related persons;

8. assist the Board in fulfilling its oversight responsibilities with respect to sustainability matters, including greenhouse gas emissions and other climate related matters, sustainable use and management of natural resources (such as air, water, land and minerals), and corporate social responsibility, including the Corporation's record of compliance with related laws and regulations, except to the extent delegated to other Board committees
9. review public reporting on sustainability topics, including the annual ESG Report and any related standalone reports (including but not limited to TCFD reporting);
10. review matters and discuss risks relating to legislative, regulatory, public policy and sustainability issues affecting the Corporation's businesses and operations;
11. 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;
12. review the Corporation's positions regarding identified public policy issues including, but not limited to, employee health and safety, environmental, energy and trade matters;
13. review the Corporation's efforts to affect identified public policy issues through research, analysis, lobbying efforts and participation in business and government programs;
14. establish, review, and approve changes to the Corporation's codes of conduct applicable to employees and directors of the Corporation and its principal operating units;
15. assess and recommend for Board approval changes to the documents and policies relating to the Corporation's corporate governance, to the extent specific matters are not the assigned responsibility of other Board committees;
16. 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;
17. annually make recommendation to the Board regarding the designation of executive officers, as required by the Corporation's by-laws; and
18. annually review the Charter.

C. Membership

The Board will elect Committee members annually and designate one Committee member to serve as chair ("the Committee Chair"). 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 Board members, each of whom shall be "independent" as defined in the listing standards of the New York Stock Exchange.

D. Powers

The Committee shall have the authority to delegate tasks to subcommittees. In its sole discretion, and at the Corporation's expense, the Committee may select and retain one or more independent consultants, including, but not limited to, any executive search firms and legal counsel ("Advisers"), to assist in discharging the Committee's responsibilities. The Committee has sole authority to approve the Adviser's fees and other retention items.

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 Board Chair of the Corporation may also request the Chair of the Committee to convene a meeting of the Committee. Committee members may attend Committee meetings by means of conference telephone call. Attendance by a majority of the Committee members shall constitute a quorum for transaction of Committee business.

It is the Committee's intent to maintain regular executive sessions at which executives, management representatives, and third-party service providers generally will be excluded.

F. 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 25, 2023.