United States Steel Corporation
Corporate Governance Principles

I. Statement of Purpose

United States Steel Corporation (the “Corporation” or “U. S. Steel”) has long embraced principles of sound corporate governance. The purpose of this document is to compile those principles, to reinforce and improve upon them, and to comply with applicable law and stock exchange listing standards. The Board of Directors of the Corporation (the “Board”) recognizes its role in representing the stockholders’ interests and in ensuring that the Corporation’s management is competently and ethically executing its responsibilities. The Board and the executive officers of the Corporation believe that good corporate governance is an important component in the fulfillment of the Board’s role and management’s responsibilities.

By providing standards and a framework to guide directors, officers and employees in the performance of their duties to the Corporation and its stockholders good corporate governance is essential to the maintenance of investor confidence and the integrity of the Corporation’s actions and disclosures. It is in this spirit that the Board has adopted these Corporate Governance Principles and that executive management has committed itself to their observance.

II. The Board of Directors

A. Director Qualification Standards

1. Independence
A substantial majority of the Board must consist of independent directors within the meaning of the New York Stock Exchange listing standards. No director is considered independent unless the Board affirmatively determines, after considering all relevant facts and circumstances, that the director has no material relationship with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation).

2. Other Standards
The Corporate Governance & Sustainability Committee of the Board is responsible for identification of candidates qualified for election to the Board. The Corporate Governance & Sustainability 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 Corporate Governance & Sustainability Committee considers the foregoing independence criteria as well as other factors, including, but not limited to, the following:
Commitment. Directors should be able to contribute the time necessary to be actively involved in the Board and its decision-making and should be able and willing to prepare for and attend required meetings.

Diversity. Though the Board does not have a formal policy regarding the consideration of diversity in identifying nominees for director, directors should be selected so that the Board represents diverse experience at various policy making and executive levels in business, government, education and in industries that are relevant to the Corporation’s business operations. The Board considers the term “diversity” to include differences of viewpoint, professional experience, education, skill and other individual qualities and attributes that contribute to board heterogeneity.

Experience. Directors should be or have been in leadership positions in their field of endeavor and have a record of excellence in that field.

Integrity. Directors should have a reputation of integrity and be of the highest ethical character.

Judgment. Directors should have the ability to exercise sound business judgment on a large number of matters.

Knowledge. Directors should have a firm understanding of business strategy, corporate governance and board operations and other relevant business matters.

Skills. Directors should be selected so that the Board has an appropriate mix of skills in critical core areas, including, but not limited to: risk oversight, strategic planning, operations of a large organization, accounting, compensation, finance, government relations, and legal.

B. Selection Process

The Board is responsible for recommending director nominees to the stockholders and for selecting directors to fill vacancies between stockholder meetings. The Corporate Governance & Sustainability Committee identifies and evaluates nominees for director. Management investigates any possible interlocks which could create antitrust problems and any relationships which could create independence problems. The Board will consider candidates for election to the Board submitted by stockholders in accordance with procedures specified in the Corporation's bylaws and applicable law. The Board will evaluate the qualifications of those candidates using the same criteria as used for other Board candidates.

The Corporate Governance & Sustainability Committee identifies potential directors in several ways, including: (1) recommendations made by current or former directors or executive officers; (2) through contacts in the business, civic, academic, legal and non-profit communities; and (3) an outside search firm to identify candidates.
C. Director Responsibilities

The business and affairs of the Corporation are overseen by the Board for the benefit of the stockholders in accordance with Delaware law. The directors are expected to fulfill their fiduciary duties under Delaware law. Except for matters requiring stockholder action, the Board is the ultimate decision-making body of the Corporation. One of the Board’s most important responsibilities is to select the Corporation’s Chief Executive Officer. Directors are expected to attend all Board meetings and annual meetings of stockholders and to review in advance the meeting materials sent to them. They should actively participate in Board and committee meetings and require full, accurate and honest answers to questions. The proceedings and deliberations of the Board and Committees are confidential. Each Director will maintain the confidentiality of information received in connection with his or her service as a Director. Directors should act with integrity and demonstrate a commitment to the Corporation and its strategies, and to building stockholder value. Although the Board should exercise vigorous and diligent oversight over the Corporation’s affairs, it should not perform or duplicate the role of management.

D. Director Access to Management and to Independent Advisors

Directors shall have free access to members of management, including but not limited to in-house counsel and internal audit and accounting personnel, as well as to the independent auditors. The Board and its committees may, in appropriate circumstances and at Corporation expense, hire independent advisors, including counsel.

E. Director Compensation

Only non-employee directors are compensated for their service as directors. Their compensation is intended to be sufficient to attract the most qualified candidates available. Directors do not receive meeting fees or committee retainers, though the committee chairs and Chairman of the Board receive an additional annual fee. Director compensation is a mix of cash and deferred stock-based compensation. The cash portion is an annual retainer fee. Each director is required to defer more than half of his or her annual retainer fee as stock-based compensation until his or her departure from the Board. The stock-based compensation is intended to align the interests of the directors with those of the stockholders.

In addition, if a director purchases common stock of the Corporation on the open market within 60 days after joining the Board, he or she is eligible for a matching grant from the Corporation of up to 1,000 shares. Director compensation is reviewed by the Board from time to time. The Corporate Governance & Sustainability Committee is responsible for making recommendations to the Board concerning director compensation.
F. Director Orientation and Continuing Education

The Corporation has a director orientation process and encourages the directors to participate in continuing education programs.

Materials and briefings are provided to new directors, on an individual basis, to permit them to become familiar with the Corporation’s business, industry and corporate governance practices. Directors are expected to gain a sound understanding of U. S. Steel’s strategic vision. The Corporation also periodically provides additional formal and informal opportunities to directors, including site visits to business operations, to enable them to better perform their duties.

G. Management Succession

Management succession planning is one of the most important roles of the Board. The Compensation & Organization Committee and the Board annually review the Corporation’s management succession plans. They also regularly review policies and procedures for the selection and performance review of the CEO, as well as policies regarding succession in case of an emergency or the retirement of the CEO.

H. Annual Performance Evaluation of the Board

The Board annually conducts self-evaluations to determine whether it and its committees are functioning effectively. The Corporate Governance & Sustainability Committee oversees this process.

I. Executive Sessions

Non-management directors shall hold regularly scheduled executive sessions without management present. For this purpose, as defined by NYSE rules, “non-management” directors are all those who are not officers of the Corporation. It may include directors who are not “independent” under NYSE rules. In these executive sessions, the Chairman of the Board shall preside, if the Chairman is not independent then the Lead Director shall serve as Chairman of the executive session. If the Chairman of the Board (or Lead Director, if applicable) is not able to attend an executive session, the senior member of the Board present, in terms of service on the Board, will serve as Chairman of the executive session.

J. Board Committees

All principal committees of the Board are composed entirely of independent directors. The principal committees of the Board are the Audit Committee, the Compensation & Organization Committee, and the Corporate Governance & Sustainability Committee. Each committee has a written charter that complies with the requirements of applicable law and stock exchange listing standards. Each committee also conducts an annual performance self-evaluation; the Corporate Governance & Sustainability Committee oversees this process. The membership and chairs of the committees are recommended to the Board by the Corporate Governance & Sustainability Committee and are rotated periodically as the Board deems appropriate in the interest of sound corporate governance. With respect to
all committees, director fees (including the matching stock) described in paragraph E are the only compensation a committee member may receive from the Corporation. As between the Audit Committee and management, the Audit Committee is directly responsible for the appointment (subject to stockholder ratification), compensation, retention and oversight of the work of the independent auditors, and has the sole authority to pre-approve all audit engagement fees and terms as well as all non-audit engagements with the independent auditors. It meets regularly with the independent auditors, management, and the internal auditors.

K. **Mandatory Retirement Age**

Unless the Board grants an exception, non-employee directors must retire at the first annual meeting of stockholders following his or her 74th birthday. Each officer who is a member of the Board of Directors (an “Officer-Director”), shall retire from the Board of Directors at the time such Officer-Director ceases to be an officer of the Corporation. The CEO may remain on the Board after retirement as an employee, at the Board’s request, through the last day of the month in which he or she turns 70.

L. **Change in Career**

A non-employee director who undergoes a significant change in his or her business or professional career shall promptly tender his or her resignation for consideration by the Corporate Governance & Sustainability Committee, which shall recommend to the Board the action, if any, to be taken with respect to such resignation. The Corporate Governance & Sustainability Committee, in making its recommendation, and the Board, in making its decision, shall take into consideration the effect of such change on the director’s qualifications to continue to serve as a director and on the interests of the Corporation and its stockholders.

M. **Attendance by Members of Management at Board Meetings**

Certain non-director executive officers regularly attend Board meetings.

N. **Interaction with Outside Parties**

The Board believes that generally management should speak for the Corporation, but recognizes that individual directors may from time to time communicate with outside parties on matters affecting the Corporation. Individual directors may also, speak to outside parties from time to time at the request of management. In either case, to the extent feasible, directors should consult with management before communicating with outside parties. Any time that comments from the Board relate to an acquisition, disposition, joint venture, business combination or other strategic matter, they should be made by the CEO.

O. **Communications from Stockholders**

Stockholders and interested parties may send communications to the Board, the Board committee chairs, the Chairman of the Board, or the outside directors as a group through the Secretary of the Corporation. Examples of communications that would not be considered appropriate for consideration by the directors include
solicitations for products or services and matters not relevant to the stockholders, to the functioning of the Board, or to the affairs of the Corporation.

P. **Limitations on Other Directorships**

The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, it is critical that directors have the opportunity to dedicate sufficient time to their service on the Corporation’s Board. No director may serve on the boards of more than five publicly traded companies, including the Corporation, with the exception of active CEOs of publicly-traded companies, for whom the limit is three, including the Corporation (but excluding memberships on the boards of subsidiaries of the company they serve as CEO). No director who serves on the audit committees of more than two other public companies may serve on the Audit Committee, unless the Board determines that such simultaneous service will not impair the ability of such director to effectively serve on the Audit Committee. Such determinations will be disclosed in the proxy statement. In addition, directors must notify the Chief Executive Officer, Chairman of the Board and Corporate Secretary before accepting an invitation to serve on the board of any other public company or a for-profit private company.

Q. **Lead Director**

The Board may exercise its discretion in combining or separating the offices of Chairman of the Board and Chief Executive Officer. This determination will be based on the Board’s judgment of the best interests of the Corporation from to time. If the Chairman of the Board is not independent, the independent directors shall annually elect from among themselves a lead director. If the Chairman of the Board is independent, the Chairman’s duties shall include those of the lead director as well. The lead director shall chair executive sessions of the non-employee directors and also do the following:

1. approve Board meeting agendas and, in consultation with the CEO and the independent directors, approve Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;

2. approve the type of information to be provided to directors for Board meetings;

3. serve as liaison between the CEO and the independent directors;

4. be available for consultation and direct communication with the Corporation’s stockholders;

5. call meetings of the independent directors when necessary and appropriate; and

6. perform such other duties as the Board may from time to time designate.

If the Chairman is not independent, the lead director shall also preside at all
meetings at which the Chairman is not present including executive sessions of the independent directors and apprise the Chairman and CEO of the issues considered.

R. Risk Management Oversight

The Board recognizes the important role it plays in understanding the risks affecting U. S. Steel and risk management oversight and has assigned each standing Board committee a role in such oversight.

III. Stock Ownership Requirements for Executive Officers

Executive officers are required to hold shares of the Corporation’s common stock or other equity interests in specified amounts commensurate with their positions and salaries.

IV. Equity Ownership Requirement for Non-Employee Directors

Non-employee directors are required to hold equity interests in the Corporation in the form of stock-based deferred compensation. As described in Section II.E., each non-employee director is required to defer more than half of his or her annual retainer as stock-based compensation. The Board and management believe that such deferral, by continually building each director’s equity interest in the Corporation, provides a meaningful continued interest in the Corporation that is tied to the stockholders’ interest because the stock issued upon a director’s departure from the Board reflects all changes in the market value of U. S. Steel common stock from the date of deferral.

V. Director and Executive Stock Transactions

The Corporation maintains an Insider Trading Policy which prohibits directors and executive officers from trading in any U. S. Steel security during specified periods prior to the public release of the Corporation’s quarterly results (“blackout period”). At all times outside the quarterly blackout periods (“pre-clearance periods”), no director or executive officer may purchase or sell any U. S. Steel security without the prior approval of the General Counsel or his or her designee. At no time may any director or executive officer trade in U. S. Steel securities while in the possession of material non-public information or during a period in which the General Counsel, or his or her designee, has directed that no purchase or sales be made. The Chairman of the Board and the Chair of the Compensation & Organization Committee must receive advance notice from the Corporation prior to any trade of U. S. Steel stock by the Chief Executive Officer or any director.

VII. Executive Officer Recoupment (Clawback) Policy

The Recoupment Policy provides a framework for the recovery of compensation delivered to any executive officer whose intentional acts, or failures to act, are responsible in whole, or in part, for the material restatement of the Corporation’s publicly filed financial results due to fraud or misconduct, including gross negligence, on the part of such executive. The policy is intended to ensure that executive officers act in the best interest of the Corporation and its stockholders. The Board of Directors, in its sole discretion, will: (A) evaluate the circumstances of any material restatement of the Corporation’s financial statements and determine whether fraud or misconduct, including gross negligence, involving intentional acts, or failures to act, on the part of any executive officer was responsible in whole, or in part, for the restatement; (B) determine the time period involved with, and subsequent periods affected by, any such fraud or misconduct, and (C)
determine the amount of compensation that should be recouped in each case if such fraud or misconduct is determined to have occurred.

If the Board determines that recoupment of compensation is warranted, the Board may take appropriate action, including, but not limited to, the following:

A. for the period restated or affected by the restatement, which may include any period during which the fraud or misconduct occurred, demand repayment, or effect the cancellation, of some or all of the following:

1. any bonus, or incentive compensation, received or awarded for the period to the extent that the amount of the bonus, or incentive compensation, that would have been awarded to the executive officer had the financial results been properly reported would have been lower than the amount actually awarded,

2. any gains realized as a result of exercising an option during, or awarded for performance during, the period,

3. any gains realized as a result of the vesting or payment of long-term incentives during, or awarded for performance during, the period, and/or

4. any equity compensation awarded during, or based upon performance for, the period, and/or

B. reduce future compensation as a means to recover the amount the Board determines should be recouped.

VIII. Mandatory Retirement Age For Executive Officers

Executive officers are required to retire from the Corporation by December 31st of the year in which they reach the age of 65. If the Corporation finds it necessary to retain the services of an executive officer beyond the last day of the year in which such employee obtains the age of 65, it must obtain approval from the Compensation & Organization Committee.

IX. Code of Ethical Business Conduct

Integrity and ethical conduct are fundamental to U.S. Steel’s core values and vital to the Corporation’s continued success. The Corporation has developed a comprehensive ethics and compliance program designed to ensure compliance with the company’s core values and applicable laws and regulations. At the center of U.S. Steel’s ethics and compliance program is its Code of Ethical Business Conduct, which complies with applicable law and New York Stock Exchange listing standards, and describes the Corporation’s requirements and expectations for all activities undertaken on the Corporation’s behalf. It applies to directors, employees and officers, including senior financial officers, and is distributed to all directors and employees. The Code is centered around five S.T.E.E.L. Principles which convey the Company’s core values:

- Safety First, which underscores the importance of maintaining a laser focus on safety while performing job responsibilities;
- Trust and Respect, which emphasizes the importance of diversity and inclusion and building an environment based on trust, respect, and accountability;
• Environmentally Friendly Activities, which highlights the Corporation’s commitment to environmental stewardship in the communities in which we live and operate;
• Ethical Behavior, which addresses the responsibility that each director and employee has to perform their work ethically, fairly, and with unwavering integrity;
• Lawful Business Conduct, which requires directors and employees to conduct business in compliance with laws and regulations, including complete and accurate financial reporting and disclosures.

The Code also addresses all the various resources that exist to report any potential illegal or unethical conduct, including accounting or auditing matters. The Audit Committee is charged with establishing procedures for the confidential, anonymous submission by employees of such accounting or auditing concerns. The Corporation prohibits retaliation against any employee who reports suspected illegal or unethical conduct in good faith.

X. Integrity of Financial Disclosures

U. S. Steel has a long history of assumption by its executive officers of responsibility for the integrity of the Corporation’s financial disclosures. Executive officers continue to recognize their responsibility in this area. Accordingly, the CEO and the CFO not only provide all required certifications with respect to the Corporation’s disclosures, but, even when certifications are not required, certify with each 10-Q and 10-K that the reports fully comply with applicable securities laws and fairly present in all material respects the financial condition of the Corporation.

XI. Relationship between the Audit Committee and the Independent Auditors

The Audit Committee continually explores ways to improve its working relationship with the independent auditors, including processes that permit informal discussion of accounting treatments well in advance of reporting deadlines. As between the Audit Committee and management, the Audit Committee is directly responsible for the appointment (subject to stockholder ratification), compensation, retention and oversight of the work of the independent auditors, and has the sole authority to pre-approve all audit engagement fees and terms as well as all non-audit engagements. The independent auditors report directly to the Audit Committee, not to management. The independent auditors report to the Audit Committee on, among other things, all alternative treatment of financial information that were discussed with management, the ramifications of alternative approaches, and the treatment preferred by the independent auditors.

XII. Re-Pricing of Stock Options

The Corporation’s equity incentive plans prohibit the repricing of stock options after their issuance to employees.

XIII. Personal Loans

The Corporation will not make or arrange personal loans (as defined by applicable law) to directors or executive officers.
XIV. Annual Review

The Corporate Governance & Sustainability Committee will review these principles annually and recommend appropriate changes to the Board.

Any questions regarding these principles should be directed to the Secretary of the Corporation.

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Last amended by the Board on July 30, 2019.