MATERION

GOVERNANCE AND ORGANIZATION COMMITTEE CHARTER

PURPOSES

The Governance and Organization Committee of the Board of Directors of Materion Corporation (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) recommends candidates to fill Board vacancies and newly-created director positions, (c) recommends whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, (d) recommends Board members to the Board for committee membership, (e) administers and reviews director compensation, including director stock and incentive programs, (f) develops and recommends corporate governance principles applicable to the Board and the Company's employees, (g) oversees the evaluation of the Board and management of the Company, (h) provides oversight of management succession planning, and (i) oversees the Company's organizational structure.

COMPOSITION

Number. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Ohio Revised Code, applicable Federal law or rules, the Company's articles of incorporation or code of regulations. The Board believes that the Committee should always have at least three members.

Qualifications. Each Committee member will be "independent" under the rules of the New York Stock Exchange and such other qualification standards as may be set forth in the Company's Policy Statement on Significant Corporate Governance Issues (the "Policy Statement"). Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Appointment. The Board will appoint the members based on recommendations of the Committee. Each Committee member serve at the pleasure of the Board and for such term or terms as the Board may determine or until such Committee member is no longer a Board member.

DUTIES AND RESPONSIBILITIES

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates**. The Committee shall identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with the factors in the Policy Statement. These factors may include judgment, skill, diversity, personal and professional integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, the other characteristics set forth on Annex A and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the background and qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's code of regulations or otherwise, and review and evaluate any shareholder proposals relating to the nomination by shareholders of any candidates to the Board or the right of any shareholder to do so. The Committee will consider all potential candidates in the same manner regardless of the source of recommendation.

2. **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 and the value of their continued service.

3. **Recommend Committee Members**. The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in the committees' charters and taking into consideration such other factors as it deems appropriate including legal and listing requirements, business experience and the interplay of the candidate's experience with that of the other committee members.

4. **Review of Corporate Governance Guidelines**. At least annually, the Committee shall review the Policy Statement, including the standards of director independence, and recommend changes to the entire Board, if appropriate. The Committee will assist the Board and executive officers in monitoring compliance with the Policy Statement.

5. **Oversee evaluations of the Board and management of the Company**. The Committee shall oversee the evaluation of the Board, its committees and management of the Company in accordance with the Policy Statement.

6. **Administer Equity Incentive Plans of Directors**. The Committee shall administer the Company's equity incentive plans with respect to directors of the Board. The Committee shall approve grants of stock options and other equity or equity-based awards to such directors in the manner, and on terms and conditions prescribed by, the Company's equity incentive plans.

7. **Recommend Incentive Plans of Directors**. The Committee shall make recommendations to the Board with respect to incentive compensation plans and equity based plans, such as stock option plans, for directors of the Board.

8. **Review Director Compensation**. In accordance with the Policy Statement, the Committee shall periodically review director compensation in relation to other comparable companies and in light of such factors the Committee deems appropriate. The Committee shall discuss this review with the Board. Any change in director compensation shall be approved by the entire Board.

9. **Review Possible Conflicts of Interest**. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to the Board as to any waiver of the Company's Code of Conduct Policy. In accordance with the New York Stock Exchange listing requirements and the Company's Code of Conduct Policy, the Company will promptly disclose any waiver of the Company's conflict of interest policy for a director or executive officer. The Committee shall also approve any change to the Code of Conduct Policy.

10. **Related-Person Transactions:** The Committee will review all relationships and transactions in which the Company and its directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. The Company's Secretary is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related-person transactions in order to enable the Committee to determine, based on the facts and circumstances, whether the Company or related person has a direct or indirect material interest in the transaction. In the course of its review of a potentially material related-person truncation, the Committee will consider:

    - the nature of the related person's interest in the transaction;
    - the material terms of the transaction, including without limitation, the amount and type of transaction;
    - the importance of the transaction to the related person;

- the importance of the transaction to the Company;
- whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company; and
- any other matters the Committee deems appropriate.

Based on this review, the Committee will determine whether to approve or ratify any transaction which is directly or indirectly material to the Company or a related person.

Any member of the Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction; however, such director may be counted in determining the presence of a quorum at a meeting of the Committee that considers the transaction.

11. **Recommendations as to the Board.** The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its shareholders. The Committee will evaluate and recommend the processes and practices with which the Board conducts its business, including (a) the structure, charter and membership of the committees of the Board and (b) committee membership qualifications, appointment and removal.

12. **Evaluate CEO Performance.** The Committee shall review the performance goals of the Company's Chief Executive Officer early each year and evaluate actual performance of the Company's Chief Executive Officer shortly following the end of each year. The Lead Director shall thereupon meet with the Compensation Committee to discuss the performance of the Company's Chief Executive Officer.

13. **Assist in Succession Planning and Organizational Structure.** The Committee shall report to the Board on succession planning. The Committee shall assist the Board in evaluating potential successors to the Chief Executive Officer and other officers as the Board may request. The Committee shall also review and make recommendations to the Board with respect to retention and development plans and changes in organizational structure.

14. **Board Reports.** At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.

15. **Defined Benefit Pension Plans Investment Policies and Strategies**. The Committee should establish investment policies and strategies for the investment of defined benefit pension plan assets and periodically review and make changes to those investment policies and strategies.

16. **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 as frequently as necessary or appropriate to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chairman of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. The Committee shall conduct its business as provided in the Company's code of 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. Any Board member may attend meetings for informational purposes, unless their attendance is objected to by the Committee. Any individual whose performance is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

The Committee shall maintain a high degree of independence both in establishing its agenda and directly accessing various members of management.

DELEGATION

The Committee may, in its discretion, delegate all or a portion of its power and authority to a subcommittee of the Committee consisting solely of members of the Committee. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

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. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of authority with full access to all books, records, facilities and personnel of the Company. The Committee shall have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. 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 and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

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

ANNEX A

Additional characteristics that may be considered in identifying new directors include:

1. broad-based business, governmental, non-profit, or professional skills and experiences that indicate whether the candidate will be able to make a significant and immediate contribution to the Board's discussion and decision-making in the array of complex issues facing the Company;

2. exhibited behavior that indicates he or she is committed to the highest ethical standards and the values of the Company;

3. special skills, expertise, and background that add to and complement the range of skills, expertise, and background of the existing Directors;

4. whether the candidate will effectively, consistently, and appropriately take into account and balance the legitimate interests and concerns of all our shareholders and other stakeholders in reaching decisions; and

5. a global business and social perspective, personal integrity, and sound judgment. In addition, Directors must have time available to devote to Board activities and to enhance their knowledge of the Company.