

# COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

## I. Purpose

The Compensation, Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Centrus Energy Corp. (the "Corporation") to oversee the Corporation's compensation of its executive officers and non-employee Directors and employee benefit plans and practices, including its executive compensation plans and its incentive compensation and equity-based plans; and to produce the required Compensation Committee report for inclusion in the Corporation's annual report or proxy statement for the annual meeting of shareholders, in accordance with applicable rules and regulations. The Committee will take a leadership role in shaping the Corporation's corporate governance policies. The Committee will identify qualified individuals to serve as Directors of the Corporation, consistent with criteria approved by the Board, and on committees of the Board; recommend Director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of governance guidelines applicable to the Corporation; and oversee the evaluation of the Board and management.

## II. Composition

The Committee is comprised of three or more Directors each of whom qualifies as an independent Director under the listing standards of the NYSE MKT (the "NYSE") and federal securities laws requirements ("Independent Directors"), including the additional independence requirements specific to compensation committee membership set forth in Section 805 of the NYSE MKT LLC Company Guide. At least two members of the Committee should also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the

Internal Revenue Code of 1986, as amended. Members of the Committee are nominated by the Compensation, Nominating and Governance Committee and shall serve until their resignation or removal by the Board. Vacancies on the Committee are filled by majority vote of the Board. A majority vote of the Independent Directors of the Board is required to remove a member of the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the Committee members.

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

## III. Responsibilities

The Committee has the following duties and responsibilities:

- a) To annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and to have sole authority to determine the CEO's compensation level based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
- b) To annually (or quarterly, in the case of any quarterly incentive plan) review and approve the goals, objectives and performance of management under the

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executive compensation and equity-based plans, and, make recommendations to the Board, as necessary.

c) To advise the Board with respect to non-CEO compensation, incentive compensation and equity-based plans, and make recommendations to the Board, as necessary. In evaluating and making recommendations regarding non-CEO compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

d) To periodically review perquisites or other personal benefits to the Corporation's executive officers and make recommendations to the Board, as necessary.

e) To review any employment, severance or termination arrangements to be made with any executive officer of the Corporation and make recommendations to the Board, as necessary.

f) To review and discuss with the Corporation's management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, to determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Corporation's annual report or proxy statement for the annual meeting of shareholders. To provide, over the names of the members of the Committee, the required Compensation Committee report for the Corporation's annual report or proxy statement for the annual meeting of shareholders in accordance with all applicable rules and regulations.

g) To oversee and periodically evaluate the Corporation's general compensation and benefit practices and employee benefit plans in light of the goals and objectives of these plans, and make recommendations to the Board, as necessary.

h) To periodically review the appropriate level of compensation for non-employee Board and Committee members and make recommendations to the Board, as necessary.

i) To annually review the Board of Directors Governance Guidelines to ensure that they are appropriate for the Corporation and comply with applicable laws, regulations, and NYSE listing standards; and to consider other corporate governance issues that may arise from time to time; and make recommendations to the Board, as necessary.

j) To annually review the size, composition and responsibilities of each standing committee of the Board and make recommendations to the Board, as necessary.

k) To assess the Board's membership needs and recommend Director nominees, as necessary. As part of its assessment, the Committee will:

1) determine the appropriate skills and characteristics required of Directors, considering each nominee's business background, experience and capabilities complementary to other Directors' experience and capabilities, financial acumen, experience with government, willingness and ability to devote adequate time to the Corporation, integrity, diversity, and other factors as deemed appropriate;

2) evaluate the suitability of potential Director nominees;

3) recommend the slate of nominees to be elected by shareholders and any Directors to be elected by the Board to fill vacancies;

4) evaluate each Director's suitability for re-nomination and continued service on the Board; and

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5) consider nominees recommended by shareholders for election as Directors in accordance with the Corporation's bylaws.

l) To review the effectiveness of the Board, its committees and individual Directors and make recommendations to the Board, as necessary.

m) To monitor each committee's function and recommend necessary changes, including the creation or elimination of committees. As appropriate, from time to time, the Committee may recommend that the Board establish special committees to address particular matters that may arise.

n) To oversee the performance evaluations of the Board and its committees and of management.

o) To oversee orientation for new Directors and continuing education for all directors. The Committee will periodically assess Directors' needs in terms of continuing education topics and programs.

p) To review the Corporation's Code of Business Conduct for directors, officers and employees and to oversee and review the Corporation's process for monitoring compliance.

q) To review and approve all transactions between the Corporation and any related person in accordance with Corporation's Related Person Transactions Policy.

r) To review and provide counsel regarding the results of the Corporation's diversity initiatives.

s) To oversee the Corporation's risk management relating to the Corporation's compensation policies and practices, corporate governance and other matters within the Committee's scope of responsibilities.

t) On an annual basis, to review and as necessary update, the Committee's charter.

u) After each of its meetings, to report to the Board regarding any actions taken by the Committee at each meeting.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Corporation's bylaws and applicable NYSE listing standards.

### IV. Subcommittees

The Committee has the authority to appoint subcommittees to carry out any of its responsibilities and to delegate thereto such power and authority as it deems appropriate, but the Committee shall not delegate any power or authority required by any law, regulation or NYSE listing standard to be exercised by the Committee as a whole.

### V. Evaluation of the Committee

The Committee will annually evaluate its performance under this charter. The Committee will address all matters that the Committee considers relevant to its performance, including the adequacy, quality and appropriateness of the information and recommendations presented by the Committee to the Board.

The Committee will report to the Board the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Corporation's or the Board's policies and procedures.

### VI. Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee may, in its

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sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management as set forth in Section 805 of the NYSE MKT LLC Company, including the following: (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of the Corporation. The Committee may select or

receive advice from any compensation adviser they prefer, including ones that are not independent, after considering the factors above.

The Committee has sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.