

Ampco-Pittsburgh Corporation

CORPORATE GOVERNANCE GUIDELINES

**Adopted by the Board of Directors on December 15, 2009
upon recommendation of the Nominating and Governance Committee**

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Ampco-Pittsburgh Corporation (the “Corporation”) in response to corporate governance initiatives by the New York Stock Exchange (the “NYSE”), on which the Corporation’s Common Stock is listed for trading, and in an effort to assist directors in fully understanding and effectively implementing their functions while assuring our Corporation’s ongoing commitment to high standards of corporate conduct and compliance.

Although each of our directors is expected to fulfill his or her duties in an overall spirit of good corporate conduct, these Guidelines are intended to provide a framework for our system of corporate governance and to address specific issues pertaining to our Corporation’s governance, including:

- Director Qualifications;
- Director Responsibilities;
- Committees of the Board;
- Director Access to Officers and Employees;
- Director Compensation;
- Director Orientation and Continuing Education
- Evaluation of the Corporation’s Chief Executive Officer (“CEO”);
- Management Succession;
- Annual Performance Evaluations; and
- Approval of Related Party Transactions.

New and continuing members of the Board are encouraged to review these Guidelines periodically and to continue to foster a corporate culture focused on efficient and ethical management and governance.

Director Qualifications

The Board will consist of a majority of directors who are determined by the Board to qualify as “independent” directors in accordance with applicable NYSE rules and guidance. In addition, the categorical standards attached hereto will assist the Board in making its determinations of independence.

The Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”) will review with the Board at least annually the qualifications of new and existing Board members, considering the level of independence of individual members, together with such other factors as the Board may deem appropriate, including overall skills and experience. The Nominating and Governance Committee also will evaluate the composition of the Board as a whole and each of its committees to ensure the Corporation’s ongoing compliance with the independence and other standards set by NYSE rules and guidance.

The Nominating and Governance Committee will recommend to the Board for selection nominees to the Board as appropriate based on these principles and in a manner consistent with that committee’s charter. Invitations to join the Board will be extended by the Chairman of the Board. The Board may consider expanding the size of the Board to accommodate qualified candidates having unique or desirable skills and experience. The Nominating and Governance Committee will also evaluate and make recommendations to the full Board regarding the continued appropriateness of individual directors’ service on the Board.

We have determined as a Board not to establish term limits or establish a mandatory retirement age with regard to service on the Board in the belief that continuity of service and the past contributions of Board members who have developed an in-depth understanding of the Corporation and its business over time bring a seasoned approach to the Corporation’s governance. However, the Nominating and Governance Committee will review the composition of the Board at least annually.

Director Responsibilities

The Corporation’s powers under the law are to be exercised by or under the authority of the Board, and the Corporation’s business and its affairs are to be managed under the direction of the Board. Each director is to act on the basis of his or her good faith and informed business judgment in a manner such director reasonably believes to be in the best interests of the Corporation. In discharging their obligations to the Corporation, members of the Board should act with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances, and are entitled to rely, to the extent reasonable, on the information, opinions, reports and statements of the Corporation’s management and its outside auditors and advisors.

Members of the Board are expected to prepare for and, absent exigent circumstances, attend, either in person or telephonically, as applicable, all meetings of the Board and any committee of the Board on which they serve. It is incumbent upon the Chairpersons of the Board and of any such committees and of the other individual members of the Board to assure that such meetings are scheduled and held in a manner and with a frequency that is sufficient to provide for the efficient and responsible oversight of the Corporation.

To the extent practicable, the Chairman of the Board or applicable committee of the Board will prepare and distribute in advance an agenda of the topics to be reviewed, discussed and/or acted upon at Board or Committee meetings. Individual directors are free to request reasonable additions to the agenda or otherwise raise questions regarding the agenda either prior to or during any such meeting. Information and data that are important to the directors’

understanding of the business to be conducted at any such meeting should, to the extent practicable, be distributed to the appropriate directors sufficiently in advance of any such meeting, and each director should endeavor to fully review any such materials prior to attending the meeting.

In addition to any other regularly-scheduled meetings of the Board, the non-management members of the Board will meet in regularly-scheduled executive sessions without management. The non-management directors will choose one non-management member of the Board to preside at such executive sessions, and the Corporation will disclose the identity of such presiding director(s) in its annual Proxy Statement.

As necessary or appropriate in connection with the discharge of its duties, the Board and each committee thereof will be entitled and empowered to engage and seek the advice of internal and external legal, financial and other advisors.

Committees of the Board

As provided in the Corporation's Bylaws, the Board from time to time may establish such committees as it deems appropriate. However, in accordance with NYSE rules, the Corporation at all times will have an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. The members of these committees will meet the applicable membership and independence requirements under applicable NYSE rules and guidance and will be appointed to serve on such committees by the Board on the recommendation of the Nominating and Governance Committee.

The Audit Committee, Compensation Committee and Nominating and Governance Committee each shall have its own charter setting forth the purposes, duties and powers of such committee, the manner in which such committee is to function and the qualifications required of its members, in accordance with the requirements of the NYSE and of applicable law. Each committee shall be required to perform an annual evaluation of its own performance.

Director Access to Officers and Employees

Members of the Board will have full and free access to officers and employees of the Corporation. Contact with individual employees of the Corporation ordinarily should be made with the prior knowledge of the CEO and conducted in a manner that is not disruptive to the business operations of the Corporation. The Chairman of the Board may invite officers and other employees of the Corporation to attend and/or make presentations at meetings of the Board from time to time to further the Board's familiarity with management personnel and to discuss pertinent details of agenda topics and any other aspects of overall operations by members of the Board.

Director Compensation

The form and amount of director compensation will be determined and reviewed from time to time by the Compensation Committee of the Board (the "Compensation Committee") in accordance with its charter, governing law and applicable NYSE and other rules and regulations. The Compensation Committee will consider, in consultation with the Nominating and

Governance Committee, whether a director's independence may be jeopardized if the Corporation enters into consulting contracts with or otherwise provides any form of indirect compensation to such director or any organization with which such director is affiliated.

Director Orientation and Continuing Education

All new and continuing directors are encouraged to review the Board of Directors Manual prepared by the Corporation. A Director Orientation Program will be held promptly (and at least within three months) following any new director's appointment or election to the Board. This program will provide an understanding of the Corporation, its business, operations, and key personnel, and it may consist of management presentations and other reference materials, and programs describing the Corporation's markets, competitive position and strategies, significant financial, accounting and risk management issues, compliance programs and Code of Business Conduct and Ethics, key personnel of independent auditors and outside legal, financial and other advisory firms.

Evaluation of the CEO

The Compensation Committee will conduct an annual review of the CEO's performance and compensation, as set forth in its charter, and will present its findings to the Board, which will consider the report of the Compensation Committee with a view toward ensuring that the CEO provides continuing leadership in a manner serving the best interests of the Corporation.

Management Succession

The Board will develop, adopt and review periodically principles for CEO selection, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.

Annual Performance Evaluation

The Board will conduct an annual review and evaluation of its own performance to assure that the appropriate duties of each individual director and of the Board as a whole continue to be discharged in a manner consistent with NYSE rules and other applicable rules and regulations. The Nominating and Governance Committee will oversee the Board's annual self-evaluation. The Board will discuss this self-evaluation annually and evaluate areas in which its performance may be improved and the actions which may be taken over the coming year to facilitate such improvement.

Approval of Related Party Transactions

It is the responsibility of the Nominating and Governance Committee to review any transaction in which the Corporation or any of its subsidiaries is a participant involving an amount in excess of \$120,000 and in which a Related Person (as defined below) has a direct or indirect material interest (a "Related Party Transaction") and approve, ratify, revise the terms of or reject Related Party Transactions in accordance with these Guidelines. The Nominating and Governance Committee also may elect to refer the Related Party Transaction to the full Board or another appropriate committee of the Board for approval or ratification.

The Corporation's management is responsible for determining whether a particular transaction meets the requirements of a Related Party Transaction requiring review, including whether the Related Person has a material interest, based on a review of all facts and circumstances, including information provided to management in the annual director and officer questionnaires. Upon determination of the Corporation's management that a transaction is a Related Party Transaction requiring review, the material facts regarding the transaction and the Related Party's interest in the transaction shall be reported to the Nominating and Governance Committee. The Nominating and Governance Committee also may request that the Corporation's management obtain additional relevant information. The Nominating and Governance Committee shall be entitled to rely on such determinations by the Corporation's management. If a Related Party Transaction involves a Related Person who is a director or an immediate family member of a director, such director may not participate in the deliberations or vote with respect to such Related Party Transaction; provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the Nominating and Governance Committee which considers such Related Party Transaction.

If the Corporation's management determines that it is impractical or undesirable to wait until a Nominating and Governance Committee meeting to consummate a Related Party Transaction, the Chair of the Nominating and Governance Committee may approve the Related Party Transaction, unless the Related Party Transaction involves the Chair of the Nominating and Governance Committee or an immediate family member of the Chair of the Nominating and Governance Committee. Any such approval must be reported to the Nominating and Governance Committee at its next regularly scheduled committee meeting and be submitted thereat for ratification.

Each of the following Related Party Transactions shall be deemed to be pre-approved by the Nominating and Governance Committee, even if the aggregate amount involved exceeds \$120,000:

- Employment by the Corporation of an executive officer of the Corporation and payment of the applicable compensation to such executive officer if (i) the executive officer is not an immediate family member of another executive officer or director of the Corporation and (ii) the Corporation's Compensation Committee has approved his or her compensation.
- Any compensation paid to a director for service as a director of the Corporation, including compensation paid in connection with service on a board committee, assuming that such compensation is consistent with the Corporation's general policies for director compensation.
- Any commercial transaction in the ordinary course of business and under ordinary business terms with another company in which a director or an immediate family member of a director (i) is an employee or executive officer, (ii) serves as a director or (iii) is the beneficial owner of less than 10% of that company's outstanding capital stock; provided, however, that the aggregate amount involved may not exceed the greater of \$1,000,000 or 2% of the other company's total annual revenues.

- Any charitable contribution, grant or endowment by the Corporation to a charitable organization, foundation or university in which a Related Person's only relationship is as an employee (other than an executive officer) or a director or a trustee, if the aggregate amount involved does not exceed the greater of \$1,000,000 or 2% of the charitable organization's total annual receipts.
- Any transaction where the Related Person's interest arises solely from the ownership of a class of equity securities and all holders of that class of equity securities received the same benefit on a pro rata basis (e.g., dividends).
- Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.

For purposes of this policy, the following definitions shall apply:

- A "Related Person" is any director or executive officer of the Corporation, any nominee for director, any shareholder known to the Corporation to be the beneficial owner of more than 5% of any class of the Corporation's voting securities and any immediate family member of any such person.
- "Immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or any person (other than a tenant or an employee) sharing the household of such person.

Ampco-Pittsburgh Corporation

Board of Directors' Guidelines for Determining the Independence of its Members

Attachment to the Corporate Governance Guidelines which were adopted by the Board of Directors of Ampco-Pittsburgh Corporation on December 15, 2009

In order to comply with Rule 303A ("Rule 303A") of the Listed Company Manual of the New York Stock Exchange (the "NYSE"), the Board of Directors (the "Board") of Ampco-Pittsburgh Corporation (the "Company") must be comprised of at least a majority of "independent" directors. Rule 303A provides that, "[n]o director qualifies as 'independent' unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company)." The Board has adopted these Guidelines to assist it in evaluating the independence of its members as required by Rule 303A.

1. NYSE Standards. Rule 303A describes a series of specific relationships that disqualify an individual from serving as an independent director of an NYSE-listed company and, in some instances, impose related "cooling off" periods following the termination of any such relationship. No member of the Board will be considered independent if he or she is party to any such disqualifying relationship. Specifically, no member of the Board shall be determined to be independent if:

- The director is, or has been within the last three years, an employee of the Company, or an "immediate family member"¹ of the director is, or has been within the past three years, an executive officer of the Company;
- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company;²
- (A) The director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (D) the director or an immediate family member was within

¹ For purposes of these independence standards, the term "immediate family member" refers to a person's spouse, parents, children, siblings, mothers- or fathers-in-law, sons- or daughters-in-law, or brothers- or sisters-in-law and other persons (other than domestic employees) sharing such person's household, but not individuals who no longer meet this definition of "immediate family member" as a result of legal separation or divorce or those who have died or become incapacitated.

² For this purpose, compensation does not include customary director's fees, supplemental director's fees for committee service or pension payments or other deferred compensation benefits, to the extent that such deferred compensation is not contingent upon continued service to the Company.

the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;

- The director or an immediate family member is, or has been within the last years, employed as an executive officer of another company where any of the Company's present executives at the same time serves or served on that company's compensation committee (i.e., a "compensation committee interlock"); and
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

2. Immaterial Relationships. Absent a contrary determination by the Board, the following relationships will not be considered "material" and will not impair the independence of a member of the Board who satisfies the NYSE independence criteria set forth above:

- If the Board member has received compensation from the Company of less than \$120,000 per year (excluding customary director's fees, supplemental director's fees for committee service or pension payments or other deferred compensation benefits);
- If the Board member has an immediate family member who is employed by the Company in a non-executive capacity;
- If the Board member or his or her immediate family member serves as an officer, director, trustee or primary spokesperson of a charitable or educational organization, and donations by the Company (excluding Company matches of charitable contributions made by employees or directors of the Company under any non-discretionary charitable matching program) do not exceed the greater of \$1 million or 2% of such organization's total annual charitable receipts in any of the last three fiscal years;
- If the Board member directly or indirectly owns stock or other securities of the Company;
- Except for relationships otherwise described in Section 1 of these Guidelines, if the Board member has a relationship with the Company of a type covered by Item 404 of the Security and Exchange Commission's Regulation S-K (or any successor regulation) and the relationship is not required to be disclosed in the Company's annual proxy statement;
- If the Board member serves as a managing director or in another executive capacity of any investment company or venture fund company (a) in which any other member of the Board or executive officer or employee of the Company, or any person or entity affiliated with any of the foregoing, holds an interest of not

more than 15% or (b) which invests funds contributed by any member of the Board or executive officer or other employee of the Company or any person or entity affiliated with any of the foregoing, provided that such invested funds do not exceed 15% of the aggregate funds managed by the investment company or the venture fund company, as applicable, or both.

3. Other Relationships. The Board must weigh all relevant facts and circumstances in evaluating the independence of its members. If a Board member has a relationship that exceeds the thresholds described in Section 2 above, or another significant relationship with the Company or its management of a nature that is not described in Section 2 above, then the Board must determine, on a “case-by-case” basis, whether that Board member is independent (*i.e.*, whether the relationship is “material” to the Company or to the Board member). If the Board determines that any such relationship is not “material” and that, as a consequence, the Board member is “independent”), the Board’s determination will be disclosed in the Company’s proxy statement. The Board also may determine, based upon the circumstances, that a relationship that is within the thresholds described in Section 2 above is “material” to the Company or to the Board member, in which case the Board’s determination similarly will be disclosed in the Company’s proxy statement.