

RTI INTERNATIONAL METALS, INC.
CORPORATE GOVERNANCE GUIDELINES
(As amended by the Board of Directors April 26, 2012)

1. Selection of Chairman and Chief Executive Officer

The Board should be free to make these choices any way that seems best for the Company at a given point in time.

2. Executive Sessions

The Board will meet at regularly scheduled executive sessions at which only non-Management Directors attend. Opportunities for these sessions are available before or after each regularly scheduled Board meeting. The Chairman will preside at these executive sessions.

3. Number of Committees

The current four committees of the Board of Directors are the Audit Committee, the Compensation Committee, the Nominating/Corporate Governance Committee and the Executive Committee. There will, from time to time, be occasions in which the Board may want to form a new committee or disband a current committee depending upon circumstances. Committees will meet the requirements of the New York Stock Exchange, as appropriate.

4. Assignment of Committee Members

The Nominating/Corporate Governance Committee is responsible, after consultation with the Chief Executive Officer and with consideration of the desires of individual Board members, for the assignment of Board members to various committees.

5. Selection of Agenda Items for Board Meetings

The Chairman of the Board will establish the Board agenda for each meeting of the Board of Directors. Each Board member is expected to recommend the inclusion of items on the agenda.

6. Board Materials Distributed in Advance

The Board believes that information, documentation and data that are important to the Board's understanding of the business should be distributed in writing to the Directors before the Board meets. Management will endeavor to provide on a timely basis material that is concise, informative and clear. Directors are expected to review this material.

7. Regular Attendance of Non-Directors at Board Meetings

The Board is comfortable with the regular attendance at each Board Meeting of non-Directors who are executive officers of the Company, which normally includes the Chief Financial Officer, the General Counsel, and the Controller, and with the regular attendance at each Board meeting of the non-Board member who is serving in the corporate office of Secretary (or, in the absence of the Secretary, Assistant Secretary) to the Board.

Should the Chief Executive Officer want to add additional people as attendees on a regular basis, it is expected that this suggestion would be made to the Chairman for concurrence.

8. Attendance of Directors at Committee Meetings

Attendance of Directors who are not members of Committees at meetings of the Committee is welcomed.

9. Board Access to Senior Management and Independent Advisors

While Directors shall have unrestricted and full and complete access to Management, it is

assumed that Directors will use judgment to be sure that such contact is not distracting to the business operation of the Company.

Furthermore, the Board encourages the Chief Executive Officer, from time to time, to bring managers into Board meetings who can provide additional insights into the items being discussed because of personal involvement in these areas, and/or have future potential such that Management believes they should be given exposure to the Board.

Where deemed necessary or appropriate by them, the Board or its committees will retain independent advisors.

10. Board Compensation Review

The Nominating/Corporate Governance Committee shall report periodically to the Board on the status of compensation of the Company's Directors in relation to other comparable U.S. companies.

Changes in Board compensation and benefits, if any, should come at the suggestion of the Nominating/Corporate Governance Committee, but with full discussion and concurrence by the Board.

11. Size of Board; Mix of Inside and Outside Directors

Subject to the Company's Certificate of Incorporation and Code of Regulations, the Board will fix from time to time by resolution the number of Directors constituting the Board, guided by the recommendations of the Nominating/Corporate Governance Committee. The Board shall fill Director vacancies and new directorships only with candidates who agree to irrevocably tender, promptly following such person's failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, a resignation that will be effective upon Board acceptance of such resignation, in accordance with Section 12 of these Guidelines.

The Board believes that, as a matter of policy, there should be a significant majority of independent (as defined by the New York Stock Exchange) Directors on the Board. The Board is willing to have members of Management, in addition to the Chief Executive Officer, as Directors. However, the Board believes that Board membership is not necessary or a prerequisite to any higher Management position in the Company. The Nominating/Corporate Governance Committee (composed entirely of independent Directors) is responsible for reviewing and making recommendations to the Board on Board and other Corporate Governance matters.

The Board will review annually, prior to their standing for election to the Board and at such other times as the Board deems appropriate, whether directors meet the criteria for independence. The Board has adopted categorical standards to assist in making determinations of the independence of directors. The full text of those standards is set forth on Annex A to these Guidelines.

12. Voting for Directors

In accordance with Company policy, unless the Secretary of the Company determines that the number of nominees exceeds the number of Directors to be elected as of the record date for any meeting of the shareholders (a contested election), in the event that a nominee fails to receive more votes cast for than against his or her election or re-election to the Board, then he or she must irrevocably tender his or her resignation in accordance with this Section 12.

If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the shareholder vote, the Nominating/Corporate Governance Committee will

act to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board, and the Board shall consider the matter. The Nominating/Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation. Any Director who irrevocably tenders his or her resignation pursuant to this provision shall not participate in the Nominating/Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

Thereafter, the Board will promptly disclose its decision regarding whether to accept the Director's resignation offer (and the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission. If each member of the Nominating/Corporate Governance Committee fails to receive the required vote in favor of his or her election in the same election, then the independent Directors who did receive the required vote will convene to consider the resignation offers and recommend to the Board whether to accept them.

13. Board Self-Assessment

The Board shall annually conduct an assessment of its performance.

14. Selection of New Director Candidates

The Nominating/Corporate Governance Committee, with direct input from the Chief Executive Officer, is responsible for recommending to the Board selection of Directors. The Board, through its Nominating/Corporate Governance Committee, will consider candidates recommended by shareholders as well as nominees for directors recommended by other sources. The Board shall nominate for election or re-election as Director only candidates who agree to irrevocably tender, promptly following such person's failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, a resignation that will be effective upon Board acceptance of such resignation, in accordance with Section 12 of these Guidelines.

15. Director Orientation and Continuing Education

The Company provides orientation for new Directors on the Company's commercial and business operations, strategic plan, significant accounting and risk-management issues, and the Code of Ethical Business Conduct.

Management provides periodic briefings on the Company's commercial and business operations, compliance programs and any significant financial, accounting, litigation and risk management issues, as well as other matters relevant to the duties and responsibilities of the Board of Directors. In addition, the Company will reimburse the reasonable costs of any director's participation in continuing education seminars that are relevant to such directors' responsibilities as a member of the Board.

16. Directors Who Change Their Present Job Responsibility

Individual Directors who change the principal position they held when they were initially elected to the Board are expected to offer to resign from the Board as of the date of change in position. The Board does not believe that a director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes the Nominating/Corporate Governance Committee should have the opportunity to assess each situation based on the individual circumstances and make a recommendation to the Board.

17. Retirement Age

The current retirement age for Board membership is 72 years except for members of Management who shall retire from the Board upon termination of employment. However, should the Nominating/Corporate Governance Committee and the full Board so determine, an exception may be made to extend the retirement age for a particular Director.

The Board believes the former Chief Executive Officer's Board membership is a matter to be decided in each individual instance. It is assumed that when the Chief Executive Officer retires or resigns from that position, such individual should offer his or her resignation from the Board at the same time. Whether or not the individual shall continue to serve on the Board is a matter for discussion at that time with the Board.

A former Chief Executive Officer serving on the Board will be considered as an inside director for purposes of Corporate Governance.

18. Succession Planning

There should be an annual report by the Chief Executive Officer on succession planning including his or her recommendation of who should assume the Chief Executive Officer's role in the event the Chief Executive Officer becomes unable to perform his or her duties.

19. Board Interaction with Institutional Investors, the Press, Customers and Other Third Parties

The Board believes that the Chairman, the Chief Executive Officer, and other appropriate members of Management speak for RTI, and that the Chairman speaks for the Board.

20. Strategic Planning

The Board shall hold an annual strategic planning session, with the timing and agenda to be determined by the Chairman and the Chief Executive Officer with concurrence of the Board. During this session, long-term initiatives and goals should be considered and discussed.

21. Review of Guidelines

The Board shall maintain written Corporate Governance guidelines which will be reviewed every year by the Nominating/Corporate Governance Committee with a report to the full Board of the Committee's findings and recommendations. If necessary, the guidelines should be revised and updated by the full Board, based upon the recommendations of the Nominating/Corporate Governance Committee.

22. Limit on the Number of Board Memberships by Directors

The Board believes that each director should ideally serve on other boards, but not on so many as to take away valuable time and attention from his or her service to RTI, taking into account personal and professional commitments. This subject should be reviewed periodically by the Nominating/Corporate Governance Committee.

23. Nomination of Directors

The Nominating/Corporate Governance Committee shall annually review the skills and attributes of board members within the context of the current make-up of the full Board. This assessment should include issues of diversity, age and skills (such as understanding of manufacturing technologies, financial background and skills, international background, etc.) all in the context of an assessment of the perceived needs of the Board at that point in time. Board members should have individual backgrounds that, when combined, provide a portfolio of experience and knowledge that well serve RTI's governance and strategic needs. Board candidates will be considered on the basis of a range of criteria including broad-based business knowledge and contacts, diverse talents, backgrounds, and perspectives, prominence and sound reputation in their fields, as well as global

business perspective and commitment to corporate citizenship. Directors should be able and prepared to provide wise and thoughtful counsel to top management on the full range of potential issues facing RTI. They should represent all shareholders and not any special interest group or constituency. Directors shall possess the highest personal and professional integrity and commitment to ethical and moral values. Directors must have the time necessary to fully meet their duty of care to the shareholders and be willing to commit to service over the long term, if called upon. Invitations to director nominees will be made by the Chairman of the Nominating/Corporate Governance Committee after nomination by the full Board and discussion with the Chairman of the Board and RTI's President and Chief Executive Officer.

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A n n e x A
Categorical Standards Concerning Director Independence

The following standards have been adopted by the Board to assist in its determination of the independence of a director. A director who meets all of the following standards may be presumed to have no material relationship with the Company and to be "independent":

1. During the past three years, the director has not been an employee of the Company, nor has an immediate family member of the director been an executive officer of the Company.
2. The director has not received, nor has an immediate family member of the director received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
3. (A) The director is not a current partner or employee of an accounting firm that is the Company's internal or external auditor; (B) the director does not have an immediate family member who is a current partner of such accounting firm; (C) the director does not have an immediate family member who is a current employee of such accounting firm and who personally works on the Company's audit; and (D) neither the director, nor an immediate family member of the director, was within the last three years a partner or employee of such accounting firm and personally worked on the Company's audit within that time.
4. During the past three years, neither the director, nor an immediate family member of the director, has been employed as an executive officer of another company where an executive officer of the Company now serves on such other company's compensation committee.
5. The director is not a current employee or executive officer of, nor is an immediate family member of the director a current executive officer of, a company that has made payments to, or received payments from (whether as a customer, supplier, consultant, investment bank, law firm or otherwise), 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 revenue.

The basis for any determination that a relationship is not material which does not meet the standards set forth above shall be explained in the Company's annual proxy statement. However, no director shall be determined to be an Independent Director who has one of the relationships described in clauses (1) through (5) above. In applying the test in clause (5) above, both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year.