

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form DEF 14A

April 09, 2015

[Table of Contents](#)

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ ..

Check the appropriate box:

☐ .. Preliminary Proxy Statement

☐ .. **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ x Definitive Proxy Statement

☐ .. Definitive Additional Materials

☐ .. Soliciting Material Pursuant to §240.14a-12

Global Brass and Copper Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

☒ x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table of Contents

Global Brass and Copper Holdings, Inc.

475 N. Martingale Road Suite 1050

Schaumburg, Illinois 60173

April 9, 2015

Dear Stockholder:

On behalf of the Board of Directors of Global Brass and Copper Holdings, Inc., you are cordially invited to attend the 2015 Annual Meeting of Stockholders (the Annual Meeting) to be held on May 21, 2015, at 10:00 a.m. (Central Time) at The Woodfield Corporate Center, 425 N. Martingale Road, Suite 90, Schaumburg, Illinois 60173.

We have included in this letter a proxy statement that provides you with detailed information about the Annual Meeting. We encourage you to read the entire proxy statement carefully. You may also obtain more information about Global Brass and Copper Holdings, Inc. from documents we have filed with the Securities and Exchange Commission.

You are being asked at the Annual Meeting to (i) elect directors named in this proxy statement, (ii) to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, (iii) to provide an advisory vote to approve our executive compensation, and (iv) to transact any other business properly brought before the meeting.

Whether or not you plan to attend the Annual Meeting, your vote is important, and we encourage you to vote promptly. You may vote your shares through one of the methods described in the enclosed proxy statement. **We strongly urge you read the accompanying proxy statement carefully and vote FOR the nominees proposed by the Board of Directors and in accordance with the recommendations of the Board of Directors on the other proposals by following the voting instructions contained in the proxy statement.**

On behalf of the Board of Directors, thank you in advance for your continued support of Global Brass and Copper Holdings, Inc.

Sincerely,

John J. Wasz

President and Chief Executive Officer

This proxy statement is dated April 9, 2015 and is first being distributed to stockholders on or about April 9, 2015.

Table of Contents

GLOBAL BRASS AND COPPER HOLDINGS, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
May 21, 2015
10:00 a.m. (Central Time)

To the Stockholders of Global Brass and Copper Holdings, Inc.:

The 2015 Annual Meeting of Stockholders will be held on May 21, 2015, at 10:00 a.m. (Central Time) at The Woodfield Corporate Center, 425 N. Martingale Road, Suite 90, Schaumburg, Illinois 60173. The purpose of the meeting is to:

1. elect five directors;
2. ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015;
3. provide an advisory vote on executive compensation; and
4. conduct any other business properly brought before the meeting or any adjournments or postponements thereof.

Voting is limited to stockholders of record at the close of business on March 25, 2015. A list of stockholders entitled to vote at the meeting, and any postponements or adjournments of the meeting, will be available for examination between the hours of 9:00 a.m. and 5:00 p.m. (Central Time) at our headquarters at 475 N. Martingale Road, Suite 1050, Schaumburg, Illinois 60173 during the ten days prior to the Annual Meeting and also at the Annual Meeting.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES OVER THE TELEPHONE OR VIA THE INTERNET OR BY COMPLETING, DATING, SIGNING AND RETURNING A PROXY CARD, AS DESCRIBED IN THE ENCLOSED PROXY STATEMENT. YOUR PROMPT COOPERATION IS GREATLY APPRECIATED.

By Order of the Board of Directors,

Scott B. Hamilton

General Counsel and Corporate Secretary

April 9, 2015

Table of Contents

Notice of Electronic Availability of Proxy Statement and Annual Report

As permitted by rules adopted by the United States Securities and Exchange Commission (the "SEC"), we are making this proxy statement and our annual report available to stockholders electronically via the internet. On or about April 9, 2015, we will mail to most of our stockholders a notice (the "Notice") containing instructions on how to access this proxy statement and our annual report and how to vote via the internet, by telephone or by mail. Other stockholders, in accordance with their prior requests, will receive e-mail notification of how to access our proxy materials and how to vote via the internet or by telephone, or will be mailed paper copies of our proxy materials and a proxy card on or about April 10, 2015.

The Notice also contains instructions on how to request a printed copy of the proxy materials. In addition, you may elect to receive future proxy materials in printed form by mail or electronically by e-mail by following the instructions included in the Notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

Table of Contents

TABLE OF CONTENTS

	Page
<u>SUMMARY OF THE ANNUAL MEETING</u>	1
<u>ELECTION OF DIRECTORS</u>	5
<u>DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE</u>	8
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	19
<u>EXECUTIVE COMPENSATION</u>	29
<u>EQUITY COMPENSATION PLAN INFORMATION TABLE</u>	39
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	39
<u>COMPENSATION COMMITTEE REPORT</u>	40
<u>AUDIT COMMITTEE REPORT</u>	41
<u>FEES OF INDEPENDENT ACCOUNTANTS</u>	42
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	43
<u>RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL NO. 2)</u>	45
<u>ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION SET FORTH IN THIS PROXY STATEMENT (PROPOSAL NO. 3)</u>	46
<u>STOCKHOLDER PROPOSALS FOR 2016 ANNUAL MEETING OF STOCKHOLDERS</u>	46
<u>OTHER MATTERS</u>	47

Table of Contents

GLOBAL BRASS AND COPPER HOLDINGS, INC.

475 N. Martingale Road Suite 1050

Schaumburg, Illinois 60173

SUMMARY OF THE ANNUAL MEETING

This proxy statement contains information related to our 2015 Annual Meeting of Stockholders (the Annual Meeting) of Global Brass and Copper Holdings, Inc. (referred to herein as the Company, GBC, we, us or our, as the context requires) to be held at The Woodfield Corporate Center, 425 N. Martingale Road, Suite 90, Schaumburg, Illinois 60173, on May 21, 2015, at 10:00 a.m. (Central Time). This proxy statement is first being distributed to stockholders on or about April 9, 2015.

Why did you send me this proxy statement?

We sent you this proxy statement because the Board of Directors (the Board) of the Company is soliciting your proxy to vote at the Annual Meeting to be held on May 21, 2015, at 10:00 a.m. (Central Time) and at any postponements or adjournments of the Annual Meeting. This proxy statement summarizes information that is intended to assist you in making an informed vote on the proposals described in this proxy statement.

Who can vote at the Annual Meeting?

Only stockholders of record as of the record date are entitled to vote at the Annual Meeting. The record date to determine stockholders entitled to notice of and to vote at the Annual Meeting is the close of business on March 25, 2015. On the record date, there were 21,480,677 shares of our common stock, par value \$0.01 per share, outstanding. Our common stock is the only class of voting securities outstanding.

How many shares must be present to conduct the Annual Meeting?

We must have a quorum present in person or by proxy to conduct the Annual Meeting. A quorum is established when a majority of shares entitled to vote is present in person or represented by proxy at the Annual Meeting. Abstentions and broker non-votes (as described below) are counted for purposes of determining whether a quorum is present.

What matters are to be voted on at the Annual Meeting?

The agenda for the Annual Meeting is to:

1. elect five directors;
- 2.

ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015;

3. provide an advisory vote on executive compensation; and
4. conduct any other business properly brought before the meeting or any adjournments or postponements thereof.

As of the date of this proxy statement, we do not know of any other matters to be presented at the Annual Meeting. If any other matters properly come before the Annual Meeting, however, the persons named in your proxy will be authorized to vote or otherwise act in accordance with their judgment.

Table of Contents

How does the Board recommend that I vote?

The Board recommends that you vote:

1. **FOR** the election of each of the Company's director nominees named in this proxy statement;
2. **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015; and
3. **FOR** the approval, on an advisory basis, of our executive compensation.

How do I vote at the Annual Meeting?

You may vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

By Telephone You can vote by telephone by following the instructions on your proxy card. You will need to use the control number appearing on your Notice or proxy card to vote by telephone;

By Internet You can vote via the internet by following the instructions on your proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the internet; or

By Mail You can vote by completing, dating, signing and returning the proxy card in the enclosed postage-paid envelope.

Telephone and internet voting facilities for stockholders of record will be available 24 hours a day. You may vote over the telephone or via the internet until 10:59 p.m. (Central Time) on May 20, 2015. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy or voting instructions as described above so that your vote will be counted if you later decide not to attend the Annual Meeting in person.

Your proxy will be voted in accordance with your instructions, so long as, in the case of a proxy card returned by mail, such card has been signed and dated. If you vote your shares via the internet, by telephone or by executing and returning a proxy card by mail but you do not provide specific instructions with respect to the proposals, your shares will be voted **FOR** the director nominees named in this proxy statement, **FOR** the ratification of the appointment of our independent registered public accounting firm, and **FOR** the advisory approval of executive compensation described in this proxy statement.

As of the date of this proxy statement, we do not know of any other matters to be presented at the Annual Meeting except those described in this proxy statement. If any other matters properly come before the Annual Meeting, however, the persons named in the enclosed proxy will be authorized to vote or otherwise act in accordance with their judgment.

What should I do if I receive more than one set of proxy materials from the Company?

If you hold your shares in multiple accounts or registrations, or in both registered and street name, you may receive proxy materials for each account. Please vote by telephone or via the internet for each Notice and set of proxy materials that you receive, or vote by mail by signing, dating and returning all proxy cards you receive from the Company. Only the latest dated proxy that you submit for each account will be voted and counted.

May I change my vote?

Yes. You may revoke your proxy at any time before it is voted at the Annual Meeting. To change your vote, if you are a stockholder of record, you may submit another later dated proxy by telephone, internet or mail or by voting your shares in person at the Annual Meeting (your attendance at the Annual Meeting will not, by itself, revoke your proxy; you must vote in person at the Annual Meeting to revoke your proxy). If you are a beneficial owner and your shares are held in street name, you may change your vote by submitting new voting instructions to your bank, broker, trustee or nominee, or if you have obtained a legal proxy from such entity giving you the right to vote your shares, you may change your vote by attending the Annual Meeting and voting in person.

Table of Contents

What vote is required to elect directors and approve the other matters described in this proxy statement?

In an effort to continually strengthen our corporate governance policies, on March 4, 2015, the Board amended the Company's bylaws (Bylaws) to adopt majority voting in uncontested elections. Because this is an uncontested election, the director nominees must receive the affirmative vote of a majority of the votes cast to be elected (*i.e.*, the number of shares voted for a director nominee must exceed the number of votes cast against that nominee) (Proposal No. 1). Abstentions and broker non-votes will have no effect on the outcome of the election of directors.

For the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm (Proposal No. 2) and the advisory approval of our executive compensation (Proposal No. 3), the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the proposal will be required for approval. Abstentions will not be voted but will be counted for purposes of determining whether there is a quorum. Accordingly, abstentions will have the effect of a negative vote on Proposals No. 2 and 3. Broker non-votes will have no effect on Proposal No. 3.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered in your name on the Company's books and records or with our transfer agent, you are the stockholder of record of those shares, and this proxy statement and accompanying materials have been provided directly to you by the Company. On the other hand, if you purchased your shares through a brokerage or other financial intermediary, the brokerage or other financial intermediary will automatically put your shares into street name which means that the brokerage or other financial intermediary will hold your shares in its name or another nominee's name and not in your name, but will keep records showing you as the beneficial owner. If you hold shares beneficially in street name, this proxy statement and accompanying materials have been forwarded to you by your broker, bank or other holder of record.

How do I vote if my bank or broker holds my shares in street name ?

If you hold your shares in street name through a bank, broker or other nominee, such bank, broker or nominee will vote those shares in accordance with your instructions. To so instruct your bank, broker or nominee, you should refer to the information provided to you by such entity. Without instructions from you, a bank, broker or nominee will be permitted to exercise its own voting discretion with respect to so-called routine matters but will not be permitted to exercise voting discretion with respect to non-routine matters. The only routine matter on our agenda for the Annual Meeting is Proposal No. 2 (ratification of auditors). Proposals No. 1 (director elections) and 3 (advisory vote on executive compensation) are each non-routine matters. Thus, if you do not give your bank, broker or nominee specific instructions with respect to Proposal No. 2, your shares will be voted in such entity's discretion. If you do not give your bank, broker or nominee specific instructions with respect to the remaining proposals, your shares will not be voted on such proposals. This is called a broker non-vote. Shares represented by such broker non-votes will be counted in determining whether there is a quorum and will have the effect described above on each of the non-routine proposals. We urge you to provide your bank, broker or nominee with appropriate voting instructions so that all your shares may be voted at the Annual Meeting.

How many votes do I have?

Each share of common stock that you hold as of the record date entitles you to one vote, without cumulation, on each matter to be voted upon at the Annual Meeting.

How will the votes be counted at the Annual Meeting?

The votes will be counted by the inspector of election appointed for the Annual Meeting.

Table of Contents

How will the Company announce the voting results?

The Company will report the final results of the voting at the Annual Meeting in a filing with the SEC on a Current Report on Form 8-K.

Who pays for the Company's solicitation of proxies?

The Board is soliciting your proxy to vote your shares of common stock at our Annual Meeting. We will bear the cost of soliciting proxies on behalf of the Company, including preparing, printing and mailing this proxy statement. Proxies may be solicited personally, by mail, email or by telephone by certain of our directors, officers, employees or representatives. Our directors and employees will not be paid any additional compensation for soliciting proxies. We will reimburse brokerage houses, banks, custodians, and other nominees and fiduciaries for out-of-pocket expenses incurred in forwarding our proxy solicitation materials.

What is householding and how does it work?

Under the rules adopted by the SEC, we may deliver a single set of proxy materials to one address shared by two or more of our stockholders. This delivery method is referred to as householding and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one set of proxy materials to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the proxy materials, as requested, to any stockholder at the shared address to which a single copy of these documents was delivered. If you prefer to receive separate copies of the proxy statement or annual report, contact Broadridge Financial Solutions, Inc. by calling 1-800-542-1061 or in writing at 51 Mercedes Way, Edgewood, New York 11717, Attention: Household Department.

In addition, if you currently are a stockholder who shares an address with another stockholder and would like to receive only one copy of future notices and proxy materials for your household, you may notify your broker if your shares are held in a brokerage account or you may notify us if you hold registered shares. Registered stockholders may notify us by contacting Broadridge Financial Solutions, Inc. at the above telephone number or address.

What do I need for admission to the Annual Meeting?

Attendance at the Annual Meeting or any adjournment or postponement thereof will be limited to record and beneficial stockholders as of the record date (March 25, 2015), individuals holding a valid proxy from a record holder and other persons authorized by the Company. If you are a stockholder of record your name will be verified against the list of stockholders of record prior to your admittance to the Annual Meeting or any adjournment or postponement thereof. You should be prepared to present photo identification for admission. If you hold your shares in a street name, you will need to provide proof of beneficial ownership on the record date, such as a brokerage account statement showing that you owned stock as of the record date, a copy of a voting instruction form provided by your broker, bank or other nominee, or other similar evidence of ownership as of the record date, as well as your photo identification, for admission. If you do not provide photo identification or comply with the other procedures described above, you will not be admitted to the Annual Meeting or any adjournment or postponement thereof. For security reasons, you and your bags may be subject to search prior to your admittance to the Annual Meeting.

Table of Contents

ELECTION OF DIRECTORS

(PROPOSAL NO. 1)

Upon the recommendation of our Nominating and Governance Committee (the Nominating and Governance Committee), the Board has nominated the five individuals listed below to stand for election to the Board for a one-year term ending at the annual meeting of stockholders in 2016 or until their successors, if any, are elected or appointed prior thereto. Our amended and restated certificate of incorporation provides that the Board of Directors was initially to be divided into three classes of directors, with staggered three-year terms, with the classes to be as nearly equal in number as possible. The classified board provisions are subject to a sunset provision, which will expire in 2016. At the 2014 Annual Meeting, Class I directors were elected for a one year term and are standing for election again at this Annual Meeting. At this Annual Meeting, Class II directors also are up for election for a one year term. Class III directors terms will expire at our annual meeting of stockholders in 2016. Each director elected at any annual meeting of stockholders (including this Annual Meeting) will serve a term expiring at the next annual meeting of stockholders. Therefore, the former Class I directors and the Class II directors are standing for election at this Annual Meeting and by the 2016 annual meeting of stockholders, the classified board provisions will no longer be in effect.

All of the director nominees listed below have consented to being named in this proxy statement and to serve if elected. However, if any nominee becomes unable to serve, proxy holders will have discretion and authority to vote for another nominee proposed by our Board. Alternatively, our Board may reduce the number of directors to be elected at the Annual Meeting.

Martin E. Welch, III Age: 66 GBC Committees:

Audit (Chair)

Compensation and Nominating and Governance

Biography

Mr. Welch has served as a director of Global Brass and Copper Holdings, Inc. since July 2011. Mr. Welch served as executive vice president and chief financial officer of Visteon Corporation, a global automotive parts supplier, from 2011 to 2012. Mr. Welch served as executive vice president and chief financial officer of United Rentals, Inc., an industrial and construction equipment rental company, from 2005 to 2009, and concurrently from 2002 to 2008, he served as business advisor to the private equity firm York Management Services. Mr. Welch served on the board of directors and chaired the audit committee of Delphi Corporation from 2006 to 2009. Mr. Welch served as chief financial officer of Kmart Corporation, a major retailer, from 1995 to 2001. From 1991 until 1995, Mr. Welch served as chief financial officer for Federal-Mogul Corporation, an automotive parts

supplier. Mr. Welch serves on the board of Allegion PLC where he chairs the audit committee. Mr. Welch holds a B.S. degree in accounting and an MBA from the University of Detroit Mercy where he is a trustee. Mr. Welch is a certified public accountant. Mr. Welch has acquired important business leadership, financial and accounting skills from his career in the retail, business services, and automotive industries, including through his tenure as chief financial officer of Visteon Corporation, United Rentals, Inc., Kmart Corporation and Federal-Mogul Corporation. We believe these skills make him well suited to serve on the Board of Directors.

Table of Contents

Ronald C. Whitaker Age: 67 Lead Independent Director

GBC Committees:

Compensation (Chair)

Audit, Nominating and Governance, and Executive

Biography

Mr. Whitaker is our lead independent director and has served as a director of Global Brass and Copper Holdings, Inc. since July 2011. Mr. Whitaker served as the president and chief executive officer of Hyco International Inc., a major manufacturer of hydraulic cylinders, from 2003 to 2011. From 1995 to 2003, he served as chief executive officer or chairman of the board of directors of various manufacturing companies, including Strategic Distributions, Inc., a distributor of items to industrial customers, Johnson Outdoors, a sporting goods manufacturer, and EWI (Studebaker) Inc., an automotive tier-1 stampings supplier. Mr. Whitaker currently serves on the boards of directors of Sturm Ruger & Co., a firearms manufacturer, Pangborn Corp., an industrial surfacing company, Payne & Dolan Inc., a road and bridge construction company, and The Savannah Music Festival. Mr. Whitaker graduated from the College of Wooster in 1969 with a degree in economics and from Dartmouth's Tuck School of Business in 1971. We believe Mr. Whitaker's extensive background in turnaround leadership, corporate strategy, operations and marketing make him well qualified to serve on the Board of Directors.

Vicki L. Avril Age: 60 GBC Committees:

Audit, Compensation and Nominating and Governance

Biography

Ms. Avril has served as a director of the Company since February 2014. Ms. Avril previously served as the Chief Executive Officer of IPSCO Tubulars, Inc., a large North American producer of oil and gas welded pipe, seamless pipe and premium connections and provider of oil field services, from 2008 until 2013. Prior to that, Ms. Avril held various positions, including Senior Vice President and Chief Financial Officer at IPSCO Tubulars, Inc. and Senior Vice President and Chief Financial Officer at Wallace Computer

Services, Inc. Ms. Avril currently serves on the boards of directors of Greif, Inc., an industrial packaging and services company, for which she has served as the chair of the audit committee since 2009 and Commercial Metals Company, a global metals recycling, manufacturing, fabricating, and trading company, for which she has served on their audit committee since 2014. Ms. Avril graduated with a B.S. in accounting from the University of Illinois at Urbana-Champaign and obtained a M.B.A. from the University of Chicago. Ms. Avril brings to the Board of Directors extensive management and leadership experience, including in the manufacturing industry, and extensive knowledge of accounting and finance matters through her experience as a chief financial officer for various public companies. For these reasons, we believe she is well qualified to serve on the Board of Directors.

Table of Contents

Donald L. Marsh Age: 68 GBC Committees:

Nominating and Governance (Chair)

Audit, Compensation

Biography

Mr. Marsh has served as a director of the Company since January 2014. Mr. Marsh was President, Principal Executive Officer and Chief Operating Officer of Castle Brands, Inc., a publicly traded distillery company, from November 2007 to October 2008. Prior to that, he was a consultant to Castle Brands, Inc. from March 2007. Mr. Marsh was chief financial officer and head of corporate development for Commonwealth Industries, Inc., previously a publicly traded aluminum manufacturer, from 1996 to 2005. Additionally, Mr. Marsh served as an executive vice president and managing director of commercial and investment banking at J.P. Morgan Chase. Mr. Marsh holds a B.S. in engineering from Princeton University and an M.B.A. from Harvard University School of Business. Mr. Marsh brings to the Board of Directors senior level management and leadership experience, including as the principal executive officer and chief operating officer of a public company, and financial and accounting expertise. For these reasons, we believe he is well qualified to serve on the Board of Directors.

John J. Wasz Age: 54 GBC Committees:

None

Biography

Mr. Wasz was elected as the Chief Executive Officer and as a director of Global Brass and Copper Holdings, Inc. on March 17, 2014. Mr. Wasz serves on no outside boards of directors. Mr. Wasz has served as the President of Global Brass and Copper Holdings, Inc. since September 6, 2013, as the Chief Operating Officer of Global Brass and Copper Holdings, Inc. since January 9, 2012, and as the president of Olin Brass since 2010. From 2008 to 2009, he was the special advisor to the chief executive officer of Aleris International, Inc. From 2004 to 2008, Mr. Wasz served as executive vice president and president of Aleris Rolled Products North America, an aluminum manufacturer. Prior to that time, from 1999 to 2001, he served as executive vice president and president of Alflex, a manufacturer of electrical armored cable, and prior to that Mr. Wasz held the position of vice president of operations of Alflex. Additionally, Mr. Wasz has served in several other

management capacities. Mr. Wasz holds a B.A. in economics from Depauw University, and he attended the advanced management program at the Harvard Business School. We believe Mr. Wasz's management and leadership experience with the Company, his service as our Chief Executive Officer and his manufacturing industry experience makes him well qualified to serve on the Board of Directors.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED IN THIS PROXY STATEMENT.

PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED IN THIS PROXY STATEMENT UNLESS STOCKHOLDERS SPECIFY A CONTRARY VOTE.

Table of Contents

DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Director Biographical Information and Qualifications

The following sets forth the names, ages and biographical information of the Company's Class III directors, who will not stand for re-election to the Board at the Annual Meeting.

John H. Walker Age: 57 GBC Committees:

Executive

Class III Director

Biography

Mr. Walker has served as our Non-Executive Chairman since March 17, 2014, following his retirement as Chief Executive Officer of the Company. Mr. Walker previously served as Executive Chairman since November 2013 and Chief Executive Officer of Global Brass and Copper Holdings, Inc. and as a director of Global Brass and Copper Holdings, Inc. since 2007. From 2003 to 2006, he served as chief executive officer and president of The Boler Company, a major transportation manufacturer. Additionally, he currently serves as a director of Nucor Corporation, a major steel manufacturer, and of United Continental Holdings, Inc., a global airline. Mr. Walker served as a director of Delphi Corporation, an auto parts manufacturer, from 2005 to 2009 and of The Boler Company from 2003 to 2006. Mr. Walker provides valuable business expertise and extensive management knowledge to the Board of Directors, having served as our chief executive officer and in key management and operational oversight roles in various other corporations. He also brings consulting and strategy expertise from his early career with McKinsey & Company, a global management consulting firm. Mr. Walker brings audit and financial experience to the Board of Directors through his service on the audit committees of United Continental Holdings, Inc., Delphi Corporation and Nucor Corporation, and knowledge of director and executive compensation through his service on the compensation committees of United Continental Holdings, Inc. and Nucor Corporation. Further, Mr. Walker serves on the nominating and governance committee of Nucor Corporation as well as the public responsibility committee of United Continental Holdings, Inc. For the foregoing reasons, we believe Mr. Walker is well qualified to serve as the Non-Executive Chairman of the Board of Directors.

Bradford T. Ray Age: 57 GBC Committees:

Audit, Compensation and Nominating and Governance

Class III Director

Biography

Mr. Ray has served as a director of Global Brass and Copper Holdings, Inc. since December 2014. Mr. Ray served as Chairman of the Board and Chief Executive Officer from 2002 to 2010 of Steel Technologies, Inc., one of the leading steel processors in North America, and continued to serve as an advisor to Steel Technologies, Inc. until 2012. Prior to 2002, Mr. Ray held various positions at Steel Technologies, Inc., including Director, President and Vice President of Manufacturing. In addition, as of December 31, 2014, Mr. Ray was appointed to the boards of directors of Porter Bancorp, Inc. and PBI Bank, Inc. We believe he is well qualified to serve on the Board of Directors.

Table of Contents**Management**

Our executive officers as of the date of this proxy statement are as follows. Each is a citizen of the U.S. unless otherwise indicated.

Name	Age	Position
John J. Wasz	54	Chief Executive Officer, President, Chief Operating Officer and Director
Robert T. Micchelli	59	Chief Financial Officer
Scott B. Hamilton	56	General Counsel and Secretary
Kevin W. Bense	48	President A.J. Oster, LLC
Devin K. Denner	58	President Chase Brass, LLC
William G. Toler	58	President GBC Metals, LLC (d/b/a Olin Brass)
Christopher J. Kodosky	42	Vice President Finance
Paul M. Schwind	39	Corporate Controller

John J. Wasz Mr. Wasz was elected as the Chief Executive Officer and President and as a director of Global Brass and Copper Holdings on March 17, 2014. Mr. Wasz previously served as the President of Global Brass and Copper Holdings since September 6, 2013, as the Chief Operating Officer of Global Brass and Copper Holdings since January 9, 2012 and as the president of Olin Brass since 2010. From 2008 to 2009, he was the special advisor to the chief executive officer of Aleris International, Inc. From 2004 to 2008, Mr. Wasz served as executive vice president and president of Aleris Rolled Products North America, an aluminum manufacturer. Prior to that time, from 1999 to 2001, he served as executive vice president and president of Aflex, a manufacturer of electrical armored cable, and prior to that Mr. Wasz held several other management capacities at Commonwealth Industries. Mr. Wasz holds a bachelor's degree in economics from Depauw University, and he attended the advanced management program at the Harvard Business School.

Robert T. Micchelli Mr. Micchelli has served as the chief financial officer of Global Brass and Copper Holdings since 2008. Prior to joining Global Brass and Copper Holdings, from 2007 to 2008 Mr. Micchelli served as executive vice president and chief financial officer of Wilbert Plastics, Inc., a plastics design and processing company, vice president of finance of The Boler Company from 2001 to 2006 and vice president of finance of Marconi Medical Systems, Inc., a medical diagnostics equipment manufacturer. Mr. Micchelli brings to us 30 years of diverse financial management experience in the fields of manufacturing, plastics processing, transportation equipment, medical imaging and specialty chemicals. He holds a bachelor's degree from Rutgers University and an MBA from the University of Chicago Booth School of Business.

Scott B. Hamilton Mr. Hamilton has served as General Counsel of Global Brass and Copper Holdings since May 2011. From 2007 to 2011, Mr. Hamilton served as the general counsel and chief restructuring officer of Basin Water, Inc., a designer and manufacturer of water treatment systems that filed for bankruptcy in July of 2009. From 1999 to 2007, Mr. Hamilton served as associate general counsel of Veolia Water North America, a leading wastewater services provider, and from 1998 to 1999 he served as vice president and general counsel of USFilter Operating Services, Inc., a wastewater services provider. Mr. Hamilton also served at the SEC from 1992 to 1998, where he held the position of branch chief. Mr. Hamilton holds a degree in history from Duke University and a degree in law from the University of Illinois College of Law.

Kevin W. Bense Mr. Bense has been president of A.J. Oster since October 1, 2013. Mr. Bense joined Global Brass and Copper Holdings in August 2011 and initially served as the vice president and general manager of our Somers Thin Strip division. From 2007 to 2011, Mr. Bense served as a global business leader for Honeywell International, Inc.

specialty additives business unit. Prior to that, Mr. Bense served in various domestic and international executive, marketing and management positions of increasing responsibility in the chemicals industry. From 1998 to 2007 he worked for Ciba Specialty Chemicals, a global manufacturer of plastic additives that was later acquired by BASF, and from 1989 to 1998 he served in various capacities at Mallinckrodt Incorporated, a pharmaceuticals manufacturer. Mr. Bense holds a degree in chemistry from the University of Illinois at Urbana-Champaign and an MBA from Southern Illinois University at Edwardsville.

Table of Contents

Devin K. Denner Mr. Denner has served as the president of Chase Brass since 2007. Prior to this role, he was vice president and general manager of Chase Brass from 2006 to 2007 and before that held executive positions of increasing responsibility with Olin Corporation. He has led multiple business acquisition integration efforts during his career. He is well respected in the metals industry and currently serves as the vice chairman of the Copper and Brass Fabricators Council. Mr. Denner holds a degree in mechanical engineering from the Missouri University of Science and Technology and an MBA in finance from Saint Louis University.

William G. Toler Mr. Toler has served as President of Olin Brass since December 19, 2014. Mr. Toler previously served as President of the Olin Brass Mill Products division since January 2013, and as Vice President of Finance and Information Technology at Olin Brass since March 2011. From 2005 to 2011, Mr. Toler was the President and Chief Executive Officer of Smelter Service Corporation, an aluminum recycler. From 2002 to 2004, Mr. Toler was Vice President of Materials and Corporate Development with Commonwealth Industries, an aluminum manufacturer. Mr. Toler brings an additional 29 years of executive management experience in a variety of fields. He holds a bachelor's degree in Business Administration from Campbellsville University and attended Harvard Business School's Advanced Management Program.

Christopher J. Kodosky Mr. Kodosky joined Global Brass and Copper in December 2014 as Vice President of Finance. For the preceding ten years, Mr. Kodosky was employed in various capacities within AMCOL International Corporation, most recently as Chief Financial Officer of its Performance Materials segment. AMCOL provided specialty products and services to the metalcasting, fabric care, cat litter, drilling fluids, building materials, transportation and oilfield services industries. From 2000 to 2004, Mr. Kodosky was employed with GVW Holdings, a private equity backed assembler of automotive chassis and industrial vehicles, where he last served as its VP Finance & Corporate Controller. From 1995 to 2000, Mr. Kodosky provided merger and acquisition services as an employee of PricewaterhouseCoopers. Mr. Kodosky holds a degree in accountancy from the University of Illinois at Urbana-Champaign and an MBA from the Northwestern University Kellogg School of Management.

Paul M. Schwind Mr. Schwind has served as Corporate Controller of Global Brass and Copper Holdings since March 2011. He joined Global Brass and Copper Holdings as the director of financial planning and analysis in July 2010. From 2009 to 2010, Mr. Schwind served as senior manager of financial reporting and consolidations for PepsiAmericas, a global beverage distribution company. From 2006 to 2008, he served as manager of financial reporting at Kimball Hill Homes, a national homebuilding company, and from 2002 to 2006 he served as a senior accountant at Nuveen Investments, an investment management and advisement firm. Mr. Schwind also served as a senior audit associate at PricewaterhouseCoopers from 1999 to 2002. Mr. Schwind holds an accounting degree from Illinois State University and an MBA from the Northwestern University Kellogg School of Management.

Criteria for Selection of Directors

In accordance with our Corporate Governance Guidelines, the Nominating and Governance Committee is responsible for identifying, screening and recommending to the entire Board candidates for Board membership. The Nominating and Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the Board's composition as a whole. This assessment will include members' independence, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. The following are general criteria that the Nominating and Governance Committee could use in evaluating candidates for Board membership. None of the following should be construed as minimum qualifications for director selection:

background, experiences and record of achievement, including, without limitation, in the manufacturing and raw materials industries;

diversity with respect to viewpoints, background, experience, skill, education, national origin, gender, race, age, culture and current affiliations;

Table of Contents

personal and professional ethics and integrity, collegiality, objective perspective and practical judgment;

ability and willingness to devote sufficient time to carry out duties and responsibilities effectively;

commitment to maximizing intrinsic stockholder value; and

finance and accounting expertise.

Our Corporate Governance Guidelines provide guidelines with respect to the consideration of director candidates. Based on these guidelines, the Nominating and Governance Committee will review annually the relationships that each director has with the Company either directly or as a partner, member, stockholder, director or officer of an entity or organization that has a relationship with the Company. The Nominating and Governance Committee will review with the Board, on a periodic basis, the skills and characteristics required of the Board members in the context of the current director candidates in accordance with its charter. The Board itself will be ultimately responsible for selecting its own members and nominating them for election by stockholders.

The Nominating and Governance Committee will consider director candidates who are proposed by the Company's stockholders in accordance with the Bylaws, the Nominating and Governance Guidelines and any other policies and procedures established from time to time by the Nominating and Governance Committee.

Recommendation of Directors by Stockholders

In accordance with the Corporate Governance Guidelines, the Nominating and Governance Committee will consider candidates for election as a director of the Company recommended by any stockholder, provided that the recommending stockholder follows the procedures set forth in Section 3.3 of the Bylaws for nominations by stockholders of persons to serve as directors. The Nominating and Governance Committee would evaluate such candidates in the same manner by which it evaluates other director candidates considered by the Nominating and Governance Committee, as described above.

Pursuant to Section 3.3 of the Bylaws, all nominations of stockholder nominees must be made by timely written notice given by a stockholder of record of the Company. To be timely, the notice must be delivered personally or mailed to and received at the Company's office, addressed to the attention of the secretary. In the case of the nomination at an annual meeting of stockholders, no earlier than 120 days and no later than 90 days before the first anniversary of the date of the prior year's annual meeting of stockholders; provided, however, that if the annual meeting of stockholders is more than 30 days earlier or 60 days later than the first anniversary of the prior year's annual meeting of stockholders, no annual meeting was held during the prior year or in the case of the Company's first annual meeting of stockholders as a public company, the notice by the stockholder must be received no earlier than 120 days before such annual meeting and no later than the later of 90 days before such annual meeting or the tenth day after the day on which the notice of such annual meeting was made by mail or was otherwise publicly disclosed.

The stockholder's notice or recommendation is required to contain certain prescribed information about each person whom the stockholder proposes to recommend for election as a director, the stockholder giving notice and the beneficial owner, if any, on whose behalf notice is given. The stockholder's notice must also include the consent of the person proposed to be nominated and to serve as a director if elected. Recommendations or notices relating to director nominations should be sent to Global Brass and Copper Holdings, Inc., 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173; Attention: Scott B. Hamilton, General Counsel and Corporate Secretary.

A copy of our Bylaws, as amended and restated, has been filed as an exhibit to our Form 8-K filed on March 10, 2015.

Table of Contents

Independence of Directors

Our common stock is listed on the New York Stock Exchange (the "NYSE"). The NYSE rules require that a majority of the members of our Board of Directors and each of the members of our Compensation and Nominating and Governance Committees be independent. As of the date of this proxy statement, we have satisfied such NYSE requirements.

The Board has determined that Ms. Avril and Messrs. Marsh, Ray, Welch and Whitaker and Mr. Burritt, whose service on the Board ended at the 2014 annual meeting of stockholders, are "independent directors" as such term is defined by the applicable rules and regulations of the NYSE. The Board also has determined that our former directors, Raquel Palmer, Michael Psaros and David Shapiro, who were designated by our former controlling stockholder, were not independent during the periods that they served as directors during part of 2014. Messrs. Walker and Wasz do not qualify as independent directors since Mr. Walker served as the Chief Executive Officer of the Company until March 2014, and Mr. Wasz is our current Chief Executive Officer and President.

Board's Role in Risk Oversight

The Board has an oversight role, as a whole and also at the committee level, in overseeing management of our risks. Our Board focuses on our general risk management strategy, the most significant risks facing us, and oversees the implementation of risk mitigation strategies by management. The Board regularly reviews information regarding our credit, liquidity and operations, as well as the risks associated with each. The Compensation Committee of the Board is responsible for overseeing the management of risks relating to our employee compensation plans and arrangements and the Audit Committee of the Board oversees the management of financial risks. The Nominating and Governance Committee of the Board is responsible for overseeing the management of risks relating to corporate governance matters. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

Corporate Governance

The Board has approved Corporate Governance Guidelines and a Code of Conduct and Ethics. All of our corporate governance documents, including the Corporate Governance Guidelines, the Code of Business Conduct and Ethics and committee charters, are available on our website at www.gbcholdings.com or in printed form upon request by contacting Global Brass and Copper Holdings, Inc. at 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173, Attention: Investor Relations. The Board regularly reviews corporate governance developments and will modify these documents as warranted. Any modifications will be reflected on our website. The information on our website is not part of this proxy statement and is not deemed to be incorporated by reference herein.

Other Board Information

Leadership Structure of the Board

The Board has determined that the appropriate leadership structure for the Board at this time is for Mr. Walker, our former Chief Executive Officer, to serve as Non-Executive Chairman of the Board, while also selecting an independent, non-management director to serve as a lead director ("Lead Independent Director") to provide independent leadership. Mr. Walker possesses detailed and in-depth knowledge of the issues, opportunities, and challenges facing the Company and its businesses and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. We believe that this structure is appropriate for the Company because it allows our Non-Executive Chairman to lead the Board in its fundamental role of managing the Company

and providing advice to management, while also providing for effective oversight by a majority of independent directors and allowing our Chief Executive Officer and President to focus on the execution of our business strategy, growth and development.

Table of Contents

We do not have a formal policy that requires the positions of Chairman and Chief Executive Officer to be separate, and the Board, in its discretion, may subsequently decide to change the leadership structure. The Board does not believe that introducing an independent Chairman of the Board at this time would provide appreciably better direction for and performance of the Company, and instead may cause uncertainty, confusion and inefficiency in board and management function and relations. In addition, five of the seven members of our Board are independent and provide independent and thoughtful leadership to the Board. Our Chairman of the Board is not an independent director, and we currently do not have a designated presiding director. Until such time as the Board appoints a presiding director, for all executive sessions of our non-employee directors, the non-employee directors will rotate as the presiding director.

Lead Independent Director

In an effort to strengthen independent oversight of management and to strengthen communication, the Company has chosen to appoint a Lead Independent Director to coordinate the activities of the other non-management directors, and to perform such other duties and responsibilities described below and as the Board may from time to time determine. Currently, the Lead Independent Director is Ronald C. Whitaker. The role of the Lead Independent Director includes:

Conducting and presiding at executive sessions of the Board;

Serving as a liaison to and acting as a regular communication channel between the non-employee members of the Board and the Chief Executive Officer of the Company;

In the event of the unavailability or incapacity of the Chairman of the Board, calling and conducting special meetings of the Board; and

Consulting with the Chairman and Chief Executive Officer about the concerns of the Board.

While serving as Lead Independent Director, Mr. Whitaker has followed governance practices established by the Board that support effective communication and effective Board performance. The Lead Independent Director role fosters a Board culture of open discussion and deliberation, with thoughtful evaluation of risk to support sound decision-making.

Board Meetings

In 2014, our Board held nine (9) meetings. In addition to our Board meetings, our directors attend meetings of committees established by our Board. Each of our director nominees attended at least 75% of the meetings of our Board and the committees on which he or she served during 2014 that were held when he or she was a director. Our directors are encouraged to attend all annual and special meetings of our stockholders. The Lead Independent Director presides over non-management sessions.

Committees of the Board

The Board has four standing committees: the Audit Committee, the Compensation Committee, the Executive Committee and the Nominating and Governance Committee. The following chart sets forth the directors who

currently serve as members of each of the Board committees.

Directors	Audit Committee	Compensation Committee	Executive Committee	Nominating and Governance Committee
Vicki L. Avril	X	X		X
Donald L. Marsh	X	X		C
Bradford T. Ray	X	X		X
John H. Walker*			X	
John J. Wasz				
Martin E. Welch, III	C	X		X
Ronald C. Whitaker**	X	C	X	X

Table of Contents

- * Non-Executive Chairman of the Board
- ** Lead Independent Director
- C Denotes member and chairman of committee
- X Denotes member

Audit Committee

In 2014, the Audit Committee held seven (7) meetings. Each of the members of the Audit Committee is a non-employee director. In addition, the Board has determined that all of the members of the Audit Committee are independent as defined in the listing standards of the NYSE and under Rule 10A-3 of the Exchange Act and that all such members are financially literate. The Board also has determined that all members of the Audit Committee are audit committee financial experts, as defined in Item 407(d) of Regulation S-K under the Exchange Act and have accounting or related financial management expertise. Our Corporate Governance Guidelines limit the number of public company audit committees on which an Audit Committee member can serve to three or fewer audit committees (including the Company's Audit Committee) without approval of the Board. None of our Audit Committee members serves on more than three public company audit committees (including the Company's Audit Committee).

The principal duties and responsibilities of our audit committee are to prepare the report required by the rules of the SEC to be included in our annual proxy statement or annual report and oversee and monitor the following:

the integrity of our financial statements;

the independence, qualifications and performance of our independent registered public accounting firm;

compliance by our personnel with our code of ethics and related-person transactions policies;

the performance of our internal audit function; and

compliance by us with legal and regulatory requirements.

For a further discussion of the Audit Committee's responsibilities and findings, see Audit Committee Report. The Audit Committee operates under a written charter setting forth its functions and responsibilities. A copy of the current charter is available on our website at www.gbcholdings.com or in printed form upon request.

Compensation Committee

In 2014, the Compensation Committee held seven (7) meetings. Each of the current members of the Compensation Committee is a non-employee director. In addition, the Board has determined that all of the members of the Compensation Committee are independent as defined in the listing standards of the NYSE, including the specific independence requirements for compensation committee members. Messrs. Psaros and Shapiro served as members of the Compensation Committee during a portion of 2014 and did not qualify as independent directors. See Independence of Directors and Cessation of Controlled Company Status.

The principal duties and responsibilities of the compensation committee are as follows:

developing and monitoring our overall compensation policies, including, without limitation, determining the appropriate balance among base salary, annual bonus and long-term incentive awards, and establishing performance based incentives that support and reinforce our long-term strategic goals, organizational objectives and shareholder interests;

annually reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance and determining and approving the CEO's compensation level;

Table of Contents

reviewing and approving the annual base salaries and annual incentive opportunities of other members of our senior management;

reviewing and approving employment agreements, change-in-control agreements and all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, retirement benefits, perquisites and other compensation and benefits for the members of our senior management both during and after employment;

monitoring and reviewing our incentive compensation plans and equity-based compensation plans and making recommendations to the Board of Directors with respect to those plans;

reviewing and approving our Compensation Discussion and Analysis and other reports and disclosures to be included in our various public filings;

reviewing our employee compensation programs as they relate to risk management and risk-taking incentives;

overseeing compliance with NYSE rules with respect to equity compensation plans; and

providing regular reports to the Board of Directors and any compensation committee reports required by the SEC to be included in our proxy statement and annual report.

The Compensation Committee has engaged Towers Watson as its independent compensation consultant. Towers Watson reports directly to the Compensation Committee and assists in the review and design of our executive compensation program. The Compensation Committee has reviewed and confirmed the independence of Towers Watson and concluded that their work for the Compensation Committee does not raise any conflict of interest.

Nominating and Governance Committee

In 2014, the Nominating and Governance Committee held four (4) meetings. Each of the current members of our Nominating and Governance Committee is a non-employee director. In addition, the Board has determined that all of the current members of the Nominating and Governance Committee are independent as defined in the listing standards of the NYSE. Michael Psaros and David Shapiro served as members of the Nominating and Governance Committee during a portion of 2014 and did not qualify as independent directors. See [Independence of Directors](#) and [Cessation of Controlled Company Status](#).

The principal duties and responsibilities of the Nominating and Governance Committee are as follows:

to establish criteria for Board and committee membership and recommend to the Board proposed nominees for election to the Board and for membership on committees of the Board;

to make recommendations to the Board regarding board governance matters and practices;

to develop and recommend to the Board sound corporate governance practices and principles;

to oversee the implementation of processes and procedures for the annual review of corporate management, members of the Board and its committees, including succession planning;

to consider and report to the Board on all matters relating to the selection and qualification of the candidates nominated to the Board;

to assist the Board by identifying individuals believed qualified to become members of the Board, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders;

to recommend to the Board director nominees for each committee; and

Table of Contents

to perform such other functions as the Board may from time to time assign to the nominating and governance committee. In performing its duties, the Nominating and Governance Committee shall seek to maintain an effective working relationship with the Board and our management.

Communications to the Board

Stockholders and interested parties can contact the Board or our non-employee directors through written communication sent to Global Brass and Copper Holdings, Inc., 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173, Attention: Scott B. Hamilton, General Counsel and Corporate Secretary. Our General Counsel reviews all written communications and forwards to the Board or our non-employee directors, as applicable, a summary and/or copies of any such correspondence that is directed to the Board or our non-employee directors, as applicable, or that, in the opinion of the General Counsel, deals with the functions of the Board, Board committees or our non-employee directors, as applicable, or that he otherwise determines require their attention. Concerns relating to accounting, internal accounting controls or auditing matters are immediately brought to the attention of our internal audit department and handled in accordance with procedures established by the Audit Committee with respect to such matters.

Communications of a confidential nature can be made directly to the Chairman of the Audit Committee regarding any accounting, internal accounting control or auditing matter, by submitting such concerns to the Audit Committee. Any submissions to the Audit Committee should be marked confidential and addressed to the Chairman of the Audit Committee, as the case may be, c/o Global Brass and Copper Holdings, Inc., 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173. Any submission should contain, to the extent possible, a full and complete description of the matter, the parties involved, the date of the occurrence or, if the matter is ongoing, the date the matter was initiated and any other information that the reporting party believes would assist the Audit Committee in the investigation of such matter.

Director Compensation

The following table shows the director fees earned by the directors for 2014. In addition, we reimbursed the directors for expenses incurred in attending Board meetings.

We did not pay the non-independent directors of Global Brass and Copper Holdings, Inc. any compensation for their service on the Board of Directors in 2014.

Director Compensation in 2014

Name(1)	Fees Earned or Paid in Cash (\$)	Stock Awards (2)(\$)	Total (\$)
Vicki L. Avril	70,000	100,000	170,000
David Burritt	40,000		40,000
Donald L. Marsh	71,250	100,000	171,250
Bradford T. Ray			
George Thanopoulos(3)	35,000		35,000
John J. Wasz			
Martin E. Welch III	85,000	100,000	185,000
Ronald C. Whitaker	77,500	100,000	177,500

John H. Walker	195,750	195,750
----------------	---------	---------

- (1) Ms. Raquel Palmer and Messrs. Michael Psaros and David Shapiro were non-independent directors were non-independent directors in 2014 and accordingly received no compensation for their service on the Board

Table of Contents

of Directors in 2014. Also, Ms. Raquel Palmer and Messrs. Michael Psaros and David Shapiro all resigned on February 21, 2014. Mr. Walker's compensation related to his service as a director is detailed in the Summary Compensation Table below.

- (2) Each independent directors serving on the Board of Directors as of May 23, 2014 received a grant of 6,702 shares of restricted stock.
- (3) Mr. Thanopoulos was an independent director at the time the stock grant of 6,702 shares of restricted stock was awarded; however, those shares were forfeited when he resigned from the Board of Directors on September 15, 2014.

Our independent directors are eligible for an annual cash retainer of \$70,000, with the chair of the Audit Committee receiving an additional annual retainer of \$15,000. The chairs of the Compensation Committee and the Nomination and Governance Committee are eligible to receive an additional \$10,000 and \$5,000 cash retainer respectively.

Our directors stock ownership guidelines are summarized under the Equity-Based Compensation section in this proxy statement.

Security Ownership of Certain Beneficial Owners, Directors and Management

The following table sets forth, as of March 25, 2015 (except as indicated below), beneficial ownership, as defined by SEC rules, of our common stock by the persons or groups specified. Each of the persons listed below has sole voting and investment power with respect to the beneficially owned shares listed unless otherwise indicated. The percentage calculations set forth in the table are based on 21,573,115 shares of common stock outstanding on April 3, 2015 rather than based on the percentages set forth in stockholders' Schedules 13G or 13D, as applicable, filed with the SEC.

	Number of Shares of Common Stock Owned Beneficially	Percentage of Common Stock Owned Beneficially
5% Beneficial Owners:		
FMR, LLC(1)	3,201,631	14.8
BlackRock, Inc.(2)	2,017,274	9.4
Stowers Institute for Medical Research(3)	2,015,080	9.3
Boston Partners(4)	1,558,426	7.2
Goldman, Sachs & Co. and Affiliates(5)	1,235,918	5.7
Executive Officers and Directors:		
John J. Wasz(6)	148,677	*
Robert T. Micchelli(7)	66,480	*
Devin K. Denner(8)	30,739	*
Scott B. Hamilton(9)	31,242	*
William G. Toler(10)	37,563	*
John H. Walker	20,000	*
Vicki L. Avril	16,702	*
Donald L. Marsh	11,702	*
Bradford T. Ray	5,000	*
Martin E. Welch, III	15,452	*

Edgar Filing: GLOBAL BRASS & COPPER HOLDINGS, INC. - Form DEF 14A

Ronald C. Whitaker	13,952	*
Total Executive Officers and Directors as a Group (14 individuals)(11)	430,677	2.0

* Less than 1%

Table of Contents

- (1) Based solely on the information in a Schedule 13G/A filed with the SEC on February 13, 2015, FMR, LLC holds sole voting power as to 352,356 shares of common stock and sole dispositive power as to 3,201,631 shares of common stock, and Edward C. Johnson 3d holds shared dispositive power over 3,201,631 shares of common stock. The reporting persons' principle business address FMR, LLC is 245 Summer Street, Boston, MA 02210.
- (2) Based solely on the information in a Schedule 13G filed with the SEC on February 2, 2015, BlackRock, Inc. hold sole voting power as to 1,834,938 shares of common stock and sole dispositive power over 2,017,274 shares of common stock. The reporting persons' principle business address is 55 East 52nd Street, New York, NY 10022.
- (3) Based solely on the information in a Schedule 13G/A filed with the SEC on February 11, 2015, Stowers Institute for Medical Research, American Century Companies, Inc. and American Century Investment Management, Inc. hold sole voting power as to 1,924,680 shares of common stock and sole dispositive power over 2,015,080 shares of common stock. The stockholders' principal business address is 4500 Main Street, 9th Floor, Kansas City, Missouri 64111.
- (4) Based solely on the information in a Schedule 13G filed with the SEC on February 11, 2015, Boston Partners holds sole voting power as to 1,558,426 shares of common stock and sole dispositive power as to 1,558,426 shares of common stock. The reporting persons' principle business address is One Beacon Street, 30th Floor, Boston, MA 02108.
- (5) Based solely on the information in a Schedule 13G filed with the SEC on February 17, 2015, Goldman, Sachs & Co. and The Goldman Sachs Group, Inc. hold shared voting power as to 1,235,918 shares of common stock and shared dispositive power over 1,235,918 shares of common stock. The stockholders' principal business address is 200 West Street, New York, NY 10282.
- (6) The total includes 16,532 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.
- (7) The total includes 5,597 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.
- (8) The total includes 4,555 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.
- (9) The total includes 3,794 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.
- (10) The total includes 3,867 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.
- (11) The total includes 40,335 shares resulting from the vesting of restricted stock awards, performance share awards and stock option awards on April 3, 2015.

Section 16(a) Beneficial Ownership Reporting Compliance

Based upon our review of reports filed with the SEC and written representations that no other reports were required, we believe that all of our directors and executive officers complied with the reporting requirements of Section 16(a) of the Exchange Act during 2014.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis provides information regarding the objectives and elements of our compensation philosophy, policies and practices with respect to the compensation of our named executive officers. The following discussion and analysis of compensation arrangements of our named executive officers for 2014 should be read together with the compensation tables and related disclosures set forth below. This discussion is based on our current plans, considerations and expectations regarding our compensation programs. Compensation policies that we adopt in the future may differ materially from the policies summarized in this discussion.

Our named executive officers for the fiscal year ended December 31, 2014 were:

John J. Wasz, Chief Executive Officer

Robert T. Micchelli, Chief Financial Officer

William G. Toler, President GBC Metals, LLC

Devin K. Denner, President Chase Brass, LLC

Scott B. Hamilton, General Counsel and Secretary

John H. Walker, Former Chief Executive Officer

Objectives of Our Executive Compensation Program

Our executive compensation philosophy is based on the principle of pay-for-performance. Accordingly, our executive compensation programs are designed to achieve the following objectives:

Align the interests of our named executive officers with those of our stockholders. We link a meaningful portion of compensation to the achievement of our long-term goals by rewarding named executive officers as stockholder value increases. To that end, a significant portion of the compensation awarded to some of our named executive officers in the past was in the form of profits interests in Halkos Holdings, LLC (Halkos), which was formerly our ultimate parent. However, now and on a going forward basis, we expect that all our named executive officers will receive a meaningful portion of their compensation in equity compensation, which is currently in the form of stock options, restricted stock and performance shares.

Retain management. Compensation is designed to retain our named executive officers by having significant long-term equity compensation.

Motivate through ownership. We believe that the best way to inspire leadership and performance is by distributing ownership in the form of equity-based compensation and requiring executive management to retain meaningful exposure to our stock, most recently in the form of stock options, restricted stock and performance shares.

We anticipate increasing the flexibility and expanding the elements of our compensation structure in the future, while maintaining simplicity and a pay-for-performance culture. As we evolve as a public company, we intend to evaluate our compensation programs and philosophy and will review executive compensation on an annual basis.

Setting Executive Compensation

Our current executive compensation program is based on input received from our compensation consultant, Towers Watson, and prevailing market practices. The current program has accordingly evolved away from arrangements that were made at the time of our formation by our former owner.

Table of Contents

Role of Compensation Committee

On September 23, 2011, we formed a compensation committee and as of October 1, 2013, we were no longer a controlled company under the NYSE rules. Accordingly, we are in compliance with the NYSE corporate governance rules, as all of the compensation committee members are independent, including under the specific independence standards for compensation committee members. See Management Board Structure Committees of the Board Compensation Committee. The Compensation Committee consists of Ron Whitaker (Chairman), Vicki Avril, Donald Marsh, Bradford Ray and Martin Welch.

Role of Compensation Consultant

In connection with our initial public offering on May 29, 2013 (the IPO) and our transition from a privately held company to a public company, we engaged Towers Watson in order to benchmark compensation and make recommendations for future compensation (including cash, annual bonus and equity-based compensation) for our named executive officers. The Compensation Committee intends to review and evaluate the results of Towers Watson's work and will use its judgment to implement new compensation arrangements on a going forward basis with the named executive officers, while considering best practices with respect to executive compensation arrangements. Since 2012, Towers Watson has reviewed the executive compensation programs that we had in place, including salary, bonus and long-term incentive awards.

In 2014, Towers Watson benchmarked the named executive officer compensation against a peer group of seventeen companies. Towers Watson benchmarked the components of base salary, and target bonuses, and long-term incentives against the 25th percentile, median and 75th percentile of its peer group. The Board and compensation committee did not determine to target total compensation at any specific percentage but has concluded that the compensation for the named executive officers is at (or slightly above or below) the median of the peer group. The companies in the peer group used to determine compensation in 2014 were:

A.M. Castle & Co.	OM Group, Inc.
Briggs & Stratton Corporation	Olin Corp.
Carpenter Technology Corporation	RTI International Metals, Inc.
Century Aluminum	Schnitzer Steel Industries Inc.
Gibraltar Industries, Inc.	Titan International, Inc.
Harsco Corporation	Valmont Industries, Inc.
Kaiser Aluminum Corporation	Watts Water Technologies, Inc.
Materion Corporation	Worthington Industries, Inc.
Mueller Industries, Inc.	

Alliant Techsystems, Inc., Quanax Building Products Company and Handy & Harman Ltd were removed from our peer group list as the companies no longer fit within the Company's benchmark parameters. These companies were replaced with Briggs & Stratton Corporation, Harsco Corporation and Watts Water Technologies, Inc. which are the approximate size and complexity of Global Brass and Copper Holdings, Inc.

2014 Advisory Vote on Executive Compensation

The Compensation Committee reviewed the results of the 2014 stockholder advisory vote on Named Executive Officer compensation and incorporated the results as one of the many factors considered in connection with the discharge of its responsibilities. Since a substantial majority (over 90%) of our stockholders at the annual meeting approved the compensation program described in our 2014 Proxy Statement, the Compensation Committee did not implement changes to our executive compensation program as a direct result of the stockholders' advisory vote.

Table of Contents

Principal Components of Compensation of Our Named Executive Officers

The compensation package offered to our named executive officers consists of:

Base salary. The base salary for each of our named executive officers is designed to compensate the named executive officer for his experience, education, personal qualities and other qualifications that are essential for the specific role the named executive officer serves for us while remaining competitive with the market.

Annual cash bonuses. Our named executive officers are eligible to receive annual cash bonuses based on an annual bonus plan established by the Board of Directors. Each of our named executive officers has a target bonus based on a percentage of his base salary that may be earned based on achievement of certain Company, business segment and/or individual goals. The cash bonuses are considered at-risk compensation, as such payments are not guaranteed.

Long-term equity-based compensation. In general, we provide a meaningful portion of the compensation due to our named executive officers in the form of long-term equity-based compensation. We believe that by providing a meaningful portion of the named executive officer's compensation that is contingent on our long-term performance, the long-term interests of our named executive officers are better aligned with the long-term interests of our stockholders. See [Equity-Based Compensation](#).

Limited perquisites and other benefits. All of our named executive officers are eligible to participate in our 401(k) retirement plan and most of our named executive officers receive life insurance coverage and are eligible for reimbursement of financial and estate planning services of up to \$15,000.

Compensation Mix

Our current compensation package is designed to provide a strong link between the compensation of our executive officers, our success and our stockholders generally. The cash components' base salary and cash bonus compensation collectively represent what we believe is appropriate pay for expected performance during the year. The equity-based compensation component is designed to encourage high performance by closely aligning an executive officer's pay with the interests of our stockholders. The allocation between different elements of compensation with respect to our named executive officers has historically been a product of individual negotiations to date, and in 2014 was based on a review of comparable practices within our peer group.

Table of Contents

Realized/Realizable Pay Chart

The 2014 Summary Compensation Table provides compensation information for each named executive officer as required by SEC rules. However, the Summary Compensation Table includes amounts that were not realized by the executives in connection with the 2014 year. The following chart illustrates the value of the total direct compensation (TDC), including both annual non-equity incentive and long-term equity incentives that would have been received at target versus the value that was actually realized or that remains realizable by our executives. While the first column for each fiscal year represents target opportunities, the second column illustrates the value that was earned by the executives pursuant to the Compensation Committee decisions described above and, for those portions of the awards not yet earned that remain outstanding (such as options and restricted stock), shows the value of these outstanding awards to the executives as of December 31, 2014. This second column reflects the fact that no amounts were earned on the 2014 performance share awards (\$0), the fiscal 2014 option grants are out of the money (\$0) and the value of the restricted stock grants has decreased with the Company's stock price. The following chart is not part of the compensation tables that we are required by SEC rules to present in this Proxy Statement and should not be read as a substitute for the 2014 Summary Compensation Table.

* Other NEOs does not include Mr. Walker and does not include a one-time special retention award of restricted stock to Mr. Hamilton, which is discussed below.

Employment Agreement and Severance Protection

We have entered into employment agreements with Messrs. Wasz and Walker, as well as severance protection agreements with each of our other named executive officers. Mr. Walker resigned as chief executive officer effective March 17, 2014, but certain restrictive covenants in his employment agreement still apply. For additional information regarding Messrs. Wasz and Walker's employment agreements and the severance protection agreements of Messrs. Micchelli, Denner, Hamilton and Toler see Employment Arrangements with Named Executive Officers and Potential Payments Upon Termination or Change in Control .

Table of Contents**Base Salary**

We provide our named executive officers with base salary to compensate them for services rendered during the year. We believe that, with respect to our named executive officers, base salary should compensate the executives for their service and performance but that superior contributions and performance should be rewarded by other forms of compensation, including long-term equity-based compensation. The following table shows the base salaries of our named executive officers as of certain dates during the past three years.

Base Salaries

Name	Base Salary April 1, 2013 (\$)	Base Salary January 1, 2014 (\$)	Base Salary April 7, 2014 (\$)	Base Salary January 1, 2015 (\$)
John J. Wasz	515,000	600,000	725,000	725,000
Robert T. Micchelli	401,700	401,700	413,751	413,751
William G. Toler	280,000	280,000	294,000	375,000
Devin K. Denner	321,360	321,360	327,787	327,787
Scott B. Hamilton	283,868	283,868	292,384	304,384
John H. Walker	824,824	824,824		

Annual Cash Bonuses

During 2014, the Board of Directors approved an annual bonus plan with performance targets based on Company performance and individual performance. The Compensation Committee set a target annual incentive for each named executive officer based on the scope of each executive's duties and respective individual capacity to affect our overall performance as follows: 100% of base salary for Mr. Wasz, 70% of base salary for Mr. Micchelli, 50% of base salary for Mr. Toler, 50% of base salary for Mr. Denner, and 50% of base salary for Mr. Hamilton with potential maximum bonuses of two times each executive's respective target bonus amount. The potential target and maximum bonus amounts were consistent with our annual bonus plan for prior years.

For 2014, for each named executive officer, other than Messrs. Denner and Toler, 70% of the annual bonus was based on the achievement of budgeted consolidated Adjusted EBITDA (the "Company EBITDA Bonus") and 30% was based on the achievement of specific individual performance key measurable initiatives (the "Individual Bonus"). To be eligible for any portion of the Company EBITDA Bonus, the Company was required to achieve a minimum of 80% of its budgeted consolidated Adjusted EBITDA (80% of budgeted consolidated Adjusted EBITDA achievement would earn the executive the threshold amount of the Company EBITDA Bonus). For Messrs. Denner and Toler, 50% of their annual bonus was based on achievement of segment Adjusted EBITDA at Chase Brass for Mr. Denner and at Olin Brass for Mr. Toler (the "Segment EBITDA Bonus"), 25% was based on budgeted consolidated Adjusted EBITDA of the Company and 25% was based on the achievement of specific individual performance key measurable initiatives. Adjusted EBITDA is a non-GAAP measure and is defined in our Annual Report on Form 10-K for the year ended December 31, 2014 in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Measures." Set forth below is a chart showing the sliding scale on which the named executive officer's incentive compensation was based in terms of percentage of the budgeted consolidated Adjusted EBITDA component achieved and the payout as a percentage of his base salary. Linear interpolation of the Company EBITDA Bonus and Segment EBITDA Bonus payout occurs between 80% and 100% achievement of the EBITDA Target and separately between 100% and 110% achievement of the EBITDA Target, with a maximum payout of 200% of the component based on the level of achievement of budgeted consolidated Adjusted EBITDA.

Table of Contents

Level of Achievement of EBITDA Target	% of Company/Segment EBITDA Bonus
Less than 80%	0%
80%	50%
90%	75%
100%	100%
105%	150%
110% (maximum)	200%

For 2014, we budgeted consolidated Adjusted EBITDA of \$130.0 million. We actually achieved consolidated Adjusted EBITDA of \$109.7 million. Based on the results, each named executive officer received 60.5% of the Company EBITDA Bonus. The budgeted segment Adjusted EBITDA for Chase Brass was \$69.4 million. We actually achieved segment Adjusted EBITDA of \$69.2 million for Chase Brass resulting in 98.5% of the Segment EBITDA Bonus. The budgeted segment Adjusted EBITDA for Olin Brass was \$57.3 million. We actually achieved segment Adjusted EBITDA of \$36.9 million for Olin Brass. Because the actual amount was below the \$45.8 million threshold, Mr. Toler did not receive any part of his Segment EBITDA Bonus.

The chart below sets forth the Company EBITDA Bonus that each named executive officer received.

Name	Target Payout as a % of Salary	Actual Award (\$)
John J. Wasz	67.2	295,146
Robert T. Micchelli	49.0	122,801
William G. Toler	12.5	28,313
Devin K. Denner	12.5	24,748
Scott B. Hamilton	35.0	64,529
John H. Walker		

The chart below sets forth the Segment EBITDA Bonus that Messrs. Denner and Toler each received.

Name	Target Payout as a % of Salary	Actual Award (\$)
Devin K. Denner	25.0	80,800
William G. Toler	25.0	

The Individual Bonus for each named executive officer was assessed sequentially in two parts. For any named executive officer to be eligible for any portion of his respective Individual Bonus, the Company had to meet certain requirements with respect to Sarbanes-Oxley compliance and imposed by the Compensation Committee. In the event that the Company met these standards, then each named executive officer would automatically receive 100% of his respective Individual Bonus target. In the event that the Company did not meet these standards, then no named executive officer would receive any portion of his Individual Bonus. Because the standards were met, each named executive officer was awarded 100% of his respective Individual Bonus target.

The second part of each named executive officer's Individual Bonus relates to the criteria necessary for such named executive officer to obtain any amount of the Individual Bonus from 100% to 200% of target. Messrs. Wasz, Micchelli and Hamilton were assessed on the progress they achieved in supporting growth initiatives both for the Company and for the individual business units, improving key strategies in the business units and organizing the Company's corporate resources for acquisitions. Messrs. Denner and Toler were also assessed on the progress they achieved in supporting such growth initiatives and in improving key strategies in the business

Table of Contents

units including various commercial, manufacturing, supply chain and personnel initiatives, including increasing manufacturing productivity, improving inventory turns, implanting commercial profitability systems, and developing improved human resources processes.

Overall, with respect to the aggregate assessment of both parts of the individual performance measures, the Compensation Committee determined that Mr. Wasz achieved 115% of his Individual Bonus goals, Messrs. Micchelli and Hamilton achieved 130% of their Individual Bonus goals, Mr. Denner achieved 160% of his Individual Bonus performance goals, and Mr. Toler achieved 135% of his Individual Bonus performance goals. The payouts based on the individual performance metrics are shown in the chart below.

Name	Target Payout as a % of Salary	Actual Award (\$)
John J. Wasz	28.8	240,155
Robert T. Micchelli	21.0	112,954
William G. Toler	12.5	63,375
Devin K. Denner	12.5	65,558
Scott B. Hamilton	15.0	59,355
John H. Walker		

Set forth below is a chart showing the total bonus payments (and as a percentage of base salary) made to each named executive officer for 2014, which includes the Company EBITDA Bonus, the Individual Bonus, and any Segment EBITDA Bonus.

Name	Actual Award (\$)	% of Base Salary
John J. Wasz	535,301	73.8
Robert T. Micchelli	235,755	57.0
William G. Toler	91,688	24.5
Devin K. Denner	171,106	52.2
Scott B. Hamilton	123,884	40.7
John H. Walker		

Equity-Based Compensation***Stock Options and Other Equity and Equity-Based Awards***

Prior to the IPO, we had not granted any stock options or other equity or equity-based awards. We granted performance share, stock option, and restricted stock awards to our named executive officers in 2014 under the 2013 Plan described below, as set forth in the table below. Our long-term incentive opportunities directly connect executive compensation to Company performance. The long-term incentive opportunity is determined based on specific performance measures that drive achievement of our business strategy while ensuring sharp focus on critical results and also on the passage of time. The amount awarded to each individual was based on the individual's experience, competitive considerations, and input from our independent consultant who benchmarked our equity practices to ensure that we remain competitive with our peer companies. The Compensation Committee approved a total long-term incentive opportunity for each named executive officer expressed as a percentage of such named executive

officer's base salary, as set forth in the table below. Total grant date award value was allocated 50% in the form of performance share awards, 25% in stock options, and 25% in restricted stock. Total long-term incentive opportunities for our named executive officers approximated the median for comparable positions within our peer group.

Table of Contents

Executive	Options	Restricted Stock	Performance Shares	Total Grant Date Value of Equity Award (\$)	Total Grant Date Value as Percentage of Base Salary (%)
John J. Wasz	56,545	26,899	53,798	1,727,998	250
Robert T. Micchelli	16,427	7,814	15,629	501,997	125
William G. Toler	12,271	5,837	11,675	374,993	125
Devin K. Denner	13,907	6,616	13,232	425,008	125
Scott B. Hamilton	11,616	8,228*	11,052	394,979	125*
John H. Walker					

* The Restricted Stock column also includes a one-time special retention award of 2,702 shares of restricted stock for Mr. Hamilton. The figure showing the percentage of the equity grants versus salary only includes the regular annual grant and not the retention award.

The options and restricted stock will generally vest in three equal installments on each of the first, second and third anniversary of the date of grant, subject to continued employment on the applicable vesting date and shall otherwise be on terms consistent with the 2013 Plan described below. The exercise price of the options is equal to \$16.06. The performance shares vest (in an amount ranging from 0% to 200% of the target share number) based on the Company's satisfaction in 2014 of certain levels of return on net assets (RONA), with 100% of the performance shares vesting upon achievement of RONA of 14.1%. Based on our RONA in 2014 of 12.4%, 0% of the performance shares were earned.

These grants were made under our 2013 Global Brass and Copper Holdings, Inc. Omnibus Equity Incentive Plan (the 2013 Plan), which we adopted in connection with the IPO. The 2013 Plan provides for the grant of options, restricted stock, restricted stock units, performance shares and other equity-based awards. Total grant date award value was allocated 50% in the form of performance share awards, 25% in stock options, and 25% in restricted stock. The Compensation Committee chose this allocation based on input from Towers Watson regarding prevailing market practice and the Compensation Committee's desire to have a significant majority of the opportunity to be performance based. In addition, on September 15, 2014, we awarded Mr. Hamilton a one-time special retention grant of 2,702 shares of restricted stock that vests on the first anniversary of the grant date.

Stock Ownership Guidelines

In 2014 we amended our stock ownership guidelines for those directors and members of senior management who participate in our equity compensation programs, to require those directors and members of senior management who participate in our equity compensation programs to meet the following minimum stock ownership guidelines:

Chief Executive Officer	4	Times Annual Base Salary
Chief Financial Officer, Chief Operating Officer, General Counsel and Business Unit Presidents	2	Times Annual Base Salary
Non-Executive Directors	4	Times Annual Retainer

To ease the financial burden of achieving these levels of stock ownership while ensuring that they will be met over time, it is expected that our directors and senior management will utilize their grants under our 2013 Plan to reach the level of stock ownership required by the guidelines. In this regard, until the levels of ownership outlined above are achieved, directors and senior management are expected to retain 75% of all shares (net of payment of options exercise prices, taxes and transaction costs) acquired pursuant to an award under the 2013 Plan.

Table of Contents

Incentive Compensation Recoupment Policy

In 2014, we established a formal clawback policy, the Global Brass and Copper Holdings, Inc. Incentive Compensation Recoupment Policy (the *Policy*). The Policy applies to all incentive based cash and equity compensation awards granted on or after the effective date (*Incentive Compensation*) to any current or former executive officer of the Company (collectively, the *Covered Recipients*). In the event that the Company is required by applicable U.S. federal securities laws to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under such securities laws where such accounting restatement was caused or substantially caused by the intentional misconduct of the Covered Recipient, the Company will recover from such Covered Recipient who received Incentive Compensation during the three-year period preceding the date on which the Company is required to prepare an accounting restatement, based on the erroneous data, the amount, if any, in excess of what would have been paid to the Covered Recipient under the accounting restatement.

The Policy is administered by the Compensation Committee, which has the sole discretion in making all determinations under the Policy. The Policy will be interpreted and administered (and, as necessary, amended to be) consistent with the applicable requirements of Section 10D of the Exchange Act, as added by Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and any official guidance issued thereunder.

Anti-Hedging and Anti-Pledging Policy

Pursuant to the Company's securities trading policy, directors, executive officers and other employees are prohibited from pledging any shares of stock or engaging in any hedging transactions involving or referencing Company securities.

Profits Interest Shares

As previously disclosed prior to our IPO, certain of our named executive officers received equity-based compensation in the form of Profits Interest Shares in Halkos, our former parent. The Profits Interest Shares were membership interests in Halkos and represented the right of the holder to share in distributions from Halkos after KPS Capital Partners LP has received certain returns on its investment. The Profits Interest Shares were structured such that if the value of Halkos did not increase, then the Profits Interest Shares would have no value. The Profits Interest Shares were granted in lieu of any other equity or equity based compensation.

Final distributions were made on vested Profits Interest Shares in 2014, similar to the way that dividends and distributions would be made with respect to shares of stock that were owned outright. No distribution was to be made with respect to the Profits Interest Shares if Halkos did not appreciate in value. In connection with our January 2014 follow-on public offering, Messrs. Walker, Micchelli, Denner and Wasz received with respect to their Class B Shares approximately the following amounts, respectively: \$8.0 million, \$1.7 million, \$0.9 million and \$1.8 million.

These distributions were paid in cash by Halkos but were recorded as a non-cash compensation expense by us. In the Summary Compensation Table, we have included the amount of distributions that the executives received with respect to their ownership of Profits Interest Shares. These distributions reflect payments with respect to Profits Interest Shares that were owned by certain of our named executive officers. However, if instead of Profits Interest Shares, stock of a corporation (which had fully vested in a prior year) received distributions with respect to such vested stock, such distributions would not appear in the Summary Compensation Table.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, which we refer to as the Code, limits the amount that we may deduct from our Federal income taxes for remuneration paid to our named

Table of Contents

executive officers (other than the chief financial officer) to one million dollars per named executive officer per year, unless certain requirements are met. Section 162(m) provides an exception from this deduction limitation for certain forms of performance-based compensation, as well as for the gain recognized by named executive officers upon the exercise of qualifying compensatory stock options. In addition, transition provisions under Section 162(m) may apply for a period of three years following the consummation of the IPO to certain compensation arrangements that were entered into by us before we were publicly held. After the IPO transition period expires, our compensation committee will generally seek to structure performance-based, equity and equity-based compensation for the named executive officers in a manner that complies with Section 162(m) in order to provide for the deductibility of such compensation. At the same time, there may be circumstances in which the compensation committee determines, in its judgment, that it is in our best interest to provide for compensation that may not be deductible.

Taxation of Parachute Payments and Deferred Compensation

We did not provide any named executive officer with a gross-up or other reimbursement payment for any tax liability that he might owe as a result of the application of Sections 280G, 4999, or 409A of the Code during 2012, 2013 or 2014, and we have not agreed and are not otherwise obligated to provide any named executive officers with such a gross-up or other reimbursement. Sections 280G and 4999 of the Code provide that executive officers, certain highly compensated employees, directors who hold significant equity interests and certain other service providers may be subject to an excise tax if they receive payments or benefits in connection with a change in control that exceeds certain prescribed limits, and that we, or a successor, may forfeit a deduction on the amounts subject to this additional tax. Section 409A of the Code also imposes additional significant taxes on the individual in the event that an executive officer, director or other service provider receives deferred compensation that does not meet the requirements of Section 409A of the Code.

Table of Contents**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following summary compensation table sets forth the total compensation paid or accrued for the years ended December 31, 2014, 2013 and 2012 to our named executive officers. Mr. Toler was not a named executive officer in 2012 and 2013 and, accordingly, only his compensation for 2014 is reported.

Name and Principal		Non-Equity Incentive						Total (\$)
Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(3)	Plan Compensation (\$)(4)	All Other Compensation (\$)(5)	
John J. Wasz, Chief Executive Officer	2014	691,346		1,295,994	432,004	535,301	1,825,310	4,779,955
	2013	537,404		335,159	109,208	478,398	2,538,584	3,998,753
	2012	496,795	30,000			463,530	2,887,277	3,877,602
Robert T. Micchelli, Chief Financial Officer	2014	410,507		376,495	125,502	235,755	1,771,676	2,919,935
	2013	398,775		335,159	109,208	263,766	2,467,280	3,547,188
	2012	386,250	180,000			337,319	2,384,990	3,288,559
William G. Toler, President GBC Metals	2014	292,100		281,243	93,750	91,688	28,250	787,031
Devin K. Denner, President Chase Brass	2014	326,057		318,759	106,249	171,106	926,969	1,849,140
	2013	319,020		232,034	75,603	136,154	1,283,819	2,046,630
	2012	309,000				145,954	1,240,858	1,695,812
Scott B. Hamilton, General Counsel	2014	293,553		306,232	88,746	123,884	28,250	840,665
	2013	281,801		180,477	58,805	133,139	19,890	674,112
John H. Walker Former Chief Executive Officer	2014	222,068					8,228,417	8,450,485
	2013	818,818				773,715	11,276,415	12,868,948
	2012	793,100	360,000			989,468	11,541,963	13,684,531

(1) Represents discretionary bonuses.

(2) Includes restricted stock and performance share awards based on the grant date value of such awards as calculated under Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) Topic 718. The following table shows the grant date values of these awards (for performance shares, based on the probable outcome of the performance conditions as of the grant date) and the maximum values for the performance share awards.

Executive	Restricted Stock Grant Date Value (\$)	Performance Shares Grant Date Value (\$)	Maximum Value of Performance Shares
-----------	--	---	--

			(\$)
John J. Wasz	431,998	863,996	1,727,992
Robert T. Micchelli	125,493	251,002	502,003
William G. Toler	93,742	187,501	375,001
Devin K. Denner	106,253	212,506	425,012
Scott B. Hamilton	128,737	177,495	354,990
John H. Walker			

- (3) Represents the grant date value of options as calculated under FASB ASC Topic 718. Assumptions in the valuation of the options can be found in Note 20 to the Company's consolidated financial statements in the Annual Report on Form 10-K filed for the fiscal year ended December 31, 2014.

Table of Contents

- (4) The table below sets forth the amount of non-discretionary annual bonus earned that was earned for 2014 based on achievement of EBITDA objectives and the amount that was earned based on individual objectives. The 2014 bonuses were paid on April 3, 2015.

Executive	Achievement of Company and/or Segment EBITDA (\$)	Individual Objectives (\$)	Total (\$)
John J. Wasz	295,146	240,155	535,301
Robert T. Micchelli	122,801	112,954	235,755
William G. Toler	28,313	63,375	91,688
Devin K. Denner	105,548	65,558	171,106
Scott B. Hamilton	64,529	59,355	123,884
John H. Walker			

- (5) Amounts in the All Other Compensation column for 2014 consist of:

Name	Employer Matching Contribution (\$)(a)	Non-Elective Company Contribution (\$)(b)	Life Insurance Premiums (\$)(c)	Services Provided as a Director (\$)(d)	Profits Interest Distribution (\$)	Total (\$)
John J. Wasz	8,750	19,500	18,300		1,778,760	1,825,310
Robert T. Micchelli	8,750	19,500	12,100		1,731,326	1,771,676
William G. Toler	8,750	19,500				28,250
Devin K. Denner	8,750	19,500	9,340		889,379	926,969
Scott B. Hamilton	8,750	19,500				28,250
John H. Walker	8,750	19,500		195,750	8,004,417	8,228,417

- (a) Represents a matching contribution of 50% of the first 6% of eligible compensation the named executive officer defers into our 401(k) Plan (the Retirement Savings Plan).
- (b) Represents a Company-provided non-elective contribution of 7.5% of eligible compensation into the Retirement Savings Plan.
- (c) Represents the annual life insurance premium paid for the fiscal year. We provide life insurance coverage equal to two times base salary for each named executive officer other than Messrs. Hamilton and Toler.
- (d) Represents compensation to Mr. Walker for his services as a director on the Board of Directors.

Table of Contents**2014 Grants of Plan-Based Awards**

The following Grants of Plan-Based Awards table provides information concerning awards granted in Fiscal 2014 to our named executive officers.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)		Estimated Possible Payouts Under Equity Incentive Plan Awards(2)		All Other Stock Awards: Number of Units(2)	All Other Option Awards: Number of Securities Underlying Options(2)	Exercise Price of Options (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Target (\$)	Maximum (\$)	Target (#)	Maximum (#)				
John J. Wasz		696,100	1,392,200						
	4/3/2014			53,798	107,596				863,996
	4/3/2014					26,899			431,998
	4/3/2014						56,545	16.06	432,004
Robert T. Micchelli		289,626	579,252						
	4/3/2014			15,629	31,258				251,002
	4/3/2014					7,814			125,493
	4/3/2014						16,427	16.06	125,502
William G. Toler		187,500	375,000						
	4/3/2014			11,675	23,350				187,501
	4/3/2014					5,837			93,742
	4/3/2014						12,271	16.06	93,750
Devin K. Denner		163,894	327,788						
	4/3/2014			13,232	26,464				212,506
	4/3/2014					6,616			106,253
	4/3/2014						13,907	16.06	106,249
Scott B. Hamilton		152,192	304,384						
	4/3/2014			11,052	22,104				177,495
	4/3/2014					5,526			88,748
	4/3/2014						11,616	16.06	88,746
	9/15/2014					2,702			39,989
John H. Walker									

- (1) Represents possible cash awards for 2014 under the annual bonus plan. Cash awards paid to named executive officers under the bonus plan are dependent on the achievement of certain Company performance targets (referred to as the Company EBITDA Bonus) and for Mr. Denner, certain performance targets for their respective business units (referred to as the Segment EBITDA Bonus), and individual targets (referred to as the Individual Bonus), as well as the level of achievement. For additional information, see Compensation Discussion and Analysis Annual Cash Bonuses section of this proxy statement. The amounts listed under the Target column represent the cash awards payable for 2014 assuming 100% achievement of all goals. The amounts listed under the Maximum column represent the maximum cash awards payable, which for each named executive officer equal two times target bonus. Actual cash awards paid to the named executive officers for 2014 are reported in the Summary Compensation Table under the Non-Equity Incentive Plan Compensation column.
- (2) Terms of the grants of restricted stock, performance shares and options are described below in the footnotes to the Outstanding Equity Award Table . The annual equity incentive plan does not have threshold awards because the awards may be paid out anywhere from 0% to 200% of the total potential amount.

Table of Contents**Employment Arrangements with Named Executive Officers**

On May 8, 2014, we entered into an employment agreement with Mr. Wasz, which superseded his severance protection agreement dated August 31, 2011.

On October 15, 2007, we entered into an employment agreement with Mr. Walker, our former chief executive officer. The employment agreement was for an initial term of three years, and on each anniversary of October 15, 2010, the term extends for an additional year, unless prior written notice is given. Prior to his resignation on March 17, 2014, the employment agreement provided that Mr. Walker would receive a base salary, which was at the annual rate of \$824,824 as of his resignation date, and a target bonus equal to 100% of his base salary during the term.

Mr. Micchelli, our chief financial officer, is party to a severance protection agreement, dated as of March 24, 2009, which was amended and restated effective October 20, 2011 and then again on March 17, 2014.

On August 31, 2011, Mr. Denner, our segment president at Chase Brass, entered into a severance protection agreement. Mr. Hamilton, our general counsel, is also party to a severance protection agreement dated as of October 10, 2011, which was amended and restated effective August 5, 2013. In addition, on September 9, 2013, Mr. Toler, our segment president at Olin Brass, entered into a severance protection agreement.

For a description of severance payments and benefits made available under the employment arrangements in effect as of December 31, 2014, see [Potential Payments upon Termination or Change in Control](#).

2014 Outstanding Equity at Fiscal Year-End

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)
John J. Wasz	7,184	14,368	11.00	5/29/2023	9,479	124,744
		56,545	16.06	4/3/2024	26,889	353,991
Robert T. Micchelli	7,184	14,368	11.00	5/29/2023	9,479	124,744
		16,427	16.06	4/3/2024	7,814	102,832
William G. Toler	3,868	7,737	11.00	5/29/2023	5,104	67,169
		12,271	16.06	4/3/2024	5,837	76,815
Devin K. Denner	4,973	9,947	11.00	5/29/2023	6,562	86,356
		13,907	16.06	4/3/2024	6,616	87,067
Scott B. Hamilton	3,868	7,737	11.00	5/29/2023	5,104	67,169
		11,616	16.06	4/3/2024	8,228	108,280

John H. Walker

- (1) These amounts represent nonqualified stock options granted to our named executive officers under the 2013 Plan. The nonqualified stock options were granted on May 29, 2013 and April 3, 2014. The options shall become vested and exercisable with respect to one-third (1/3) of the shares on each of the first three anniversaries of grant date.
- (2) These amounts represent a combination of restricted stock and performance shares, for which the performance criteria has been satisfied, granted to our named executives under the 2013 Plan. The restricted stock were granted on May 29, 2013 and April 3, 2014 and shall become vested with respect to one-third

Table of Contents

- (1/3) of the shares on each of the first three anniversaries of grant date. The performance shares were granted on May 29, 2013, and one-third (1/3) of the shares vested on April 3, 2014 and the remaining two-thirds (2/3) shall vest in equal installments on April 3, 2015 and April 3, 2016.
- (3) This amount represents the value of restricted stock and performance shares using the closing price of Company stock on December 31, 2014, which was \$13.16.

2014 Option Exercises and Stock Vested

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting \$(2)
John J. Wasz	3,385	54,228
Robert T. Micchelli	3,385	54,228
William G. Toler	1,823	29,204
Devin K. Denner	2,344	37,551
Scott B. Hamilton	1,823	29,204
John H. Walker		

- (1) This amount represents the vested number of restricted stock.
- (2) This amount represents the value of the vested shares using the closing price of Company stock on May 29, 2014, which was \$16.02.

2014 Pension Benefits

We do not offer any defined benefit pension plans.

2014 Nonqualified Deferred Compensation

We do not offer any nonqualified deferred compensation plans.

Potential Payments Upon Termination or Change in Control***Employment Agreement with John J. Wasz***

Mr. Wasz's employment agreement provides him with severance benefits upon certain terminations of employment. Mr. Wasz's employment can be terminated at any time and for any reason. If Mr. Wasz's employment is terminated by us for cause (as defined below) then he is only entitled to receive any base salary that had been earned but not paid through the date of termination. If his employment is terminated due to his death or disability, he is entitled to (a) the base salary accrued through the date of termination, (b) pay for any vacation time earned but not, (c) any earned but unpaid bonus for the year prior to termination, and (d) any business expenses incurred by him but unreimbursed on the date of termination, provided that such expenses and required substantiation and documentation thereof are submitted within thirty (30) calendar days of termination and that such expenses are reimbursable under our policy (collectively, Final Compensation).

For purposes of the employment agreement, disability means the inability of Mr. Wasz to perform his duties for 90 consecutive days, or for an aggregate of 120 days in any consecutive 12-month period.

Mr. Wasz's employment can be terminated by us without cause or by him for good reason. Upon such a termination, he is entitled to receive: (a) two years of base salary, (b) his target annual bonus, (c) health, dental, and life insurance coverage for a period of one year.

Table of Contents

Good reason under Mr. Wasz's employment agreement generally means any of the following events occurring without his consent:

our failure to continue Mr. Wasz in the position of President and Chief Executive Officer;

our requiring that Mr. Wasz report to an individual or body other than the Board of Directors;

a material diminution in Mr. Wasz's position with us or the duties and responsibilities associated with such position; or

a material reduction of Mr. Wasz's base salary, annual target bonus opportunity, benefits, and annual equity incentive awards in the aggregate, excluding any reduction in Mr. Wasz's annual equity incentive awards that (a) is applicable to all similarly situated executives or (b) is 10% or less and results from adjustments to the allocation of a fixed pool among similarly situated executives.

Mr. Wasz is required to provide written notice of any event claimed to constitute good reason within 30 days after the initial occurrence of such event and to provide us with an opportunity to cure the applicable circumstance within 30 days following such written notice. If we fail to cure such circumstance, Mr. Wasz's resignation for good reason must be tendered, if at all, within 60 days after our failure to cure.

Mr. Wasz is subject to non-competition and non-solicitation covenants for 24 months post-termination, which applies to the 24 month period following his resignation. In addition, he is subject to perpetual confidentiality covenants.

Employment Agreement with John H. Walker

Prior to his resignation as our chief executive officer on March 17, 2014, Mr. Walker's employment agreement provided him with severance benefits upon certain terminations of employment. Mr. Walker's employment could be terminated at any time and for any reason. If Mr. Walker's employment was terminated by us for cause (as defined below), he was only entitled to receive any base salary that had been earned but not paid through the date of termination. If his employment was terminated due to his death, disability or by Mr. Walker upon 60 days' prior notice without good reason (as defined below), he was entitled to receive: (a) the base salary accrued through the date of termination; (b) pay for any vacation time earned but not used; (c) any earned but unpaid bonus for the year prior to termination; and (d) any business expenses properly incurred but not submitted prior to the date of termination, provided that such expenses were submitted within 30 days of termination and were reimbursable in accordance with our policy (collectively, the Accrued but Unpaid Payments).

For purposes of the employment agreement, disability meant the inability of Mr. Walker to perform his duties for 90 consecutive days, or for an aggregate of 120 days in any consecutive 12-month period.

Mr. Walker's employment could be terminated by us without cause or by him for good reason (which includes a non-renewal by us of his employment term). Upon such a termination, he was entitled to receive: (a) the Accrued but Unpaid Payments and (b) 24 months' base salary continuation, which would be paid out in continuing bimonthly installments over such 24 month period. The continuation of his base salary was contingent upon Mr. Walker executing a general release of claims in our favor.

Good reason under Mr. Walker's employment agreement generally meant any of the following events occurring without Mr. Walker's consent:

our failure to continue Mr. Walker in the position of Chief Executive Officer;

our requiring that Mr. Walker report to an individual or body other than the Board of Directors;

a material diminution in Mr. Walker's position with us or the duties and responsibilities associated with such position;

a reduction of Mr. Walker's base salary or annual target bonus opportunity;

Table of Contents

our requiring Mr. Walker to relocate to an office more than 50 miles from both the city of Chicago, Illinois and Mr. Walker's primary place of residence on the date of termination; or

nonrenewal of the employment term by us.

Mr. Walker was required to provide written notice of any event claimed to constitute "good reason" within 30 days after the initial occurrence of such event, and provide us with an opportunity to cure the applicable circumstance within 30 days following such written notice. If we failed to cure such circumstance, Mr. Walker's resignation for "good reason" must be tendered, if at all, within 60 days after our failure to cure.

Mr. Walker is subject to non-competition and non-solicitation covenants for 24 months post-termination, which applies to the 24 month period following his resignation. In addition, he is subject to perpetual confidentiality covenants.

Severance Protection Agreement with Robert T. Micchelli

Mr. Micchelli, our chief financial officer, is party to a severance protection agreement, dated as of March 24, 2009, which was amended and restated effective October 20, 2011 and then again on March 17, 2014. If Mr. Micchelli is terminated, his severance protection agreement entitles him to severance payment that would be payable in a cash lump sum, equal to (i) one year of base pay at the highest rate of base salary during the one-year period immediately prior to the termination and (ii) the higher of (x) the target annual bonus amount for the year preceding the termination, (y) the average annual bonus over the three years immediately prior to his termination, and (z) 70% of one year of base pay at the highest rate of base salary during the one-year period immediately prior to the termination. Mr. Micchelli will also be entitled to continued health and welfare participation for one year following such termination, unless he obtains coverage from a new employer, and COBRA coverage at the end of such one-year period if he has not obtained new coverage, reimbursement in an amount not to exceed \$25,000 for up to 12 months of senior executive-level career transition assistance, and special vesting of unvested option shares, restricted shares, and performance shares shall be accelerated as described in the following paragraph.

If Mr. Micchelli has attained age 60 on or before the termination of his employment, his unvested options, restricted stock, performance shares, and any other equity awards shall vest in accordance with all of the applicable equity award agreements then in effect. If Mr. Micchelli has not attained age 60 on or before such termination, a portion of his unvested options, restricted stock, performance shares, and other equity awards shall become vested. The portion of his unvested options and unvested restricted stock that become vested upon the termination shall be equal to a percentage determined by multiplying the number of unvested option shares and unvested restricted shares by a fraction, the numerator of which is the number of calendar days between October 2, 2013, and the termination, and the denominator of which is seven hundred thirty (730) (the "Pre-60 Percentage"). The portion of his unvested performance shares that become vested and earned upon the termination (i) shall be calculated in accordance with the terms of the applicable performance share award agreement as if Mr. Micchelli had terminated due to retirement after attaining age 60, and (ii) then that number of performance shares earned shall be multiplied by the Pre-60 Percentage. Any other unvested equity awards held by Mr. Micchelli shall become earned and/or vested in accordance with the terms and operation of the applicable award agreement, multiplied by the Pre-60 Percentage.

In consideration for Mr. Micchelli's agreement to relinquish his right (under his prior severance protection agreement) to terminate employment and collect full severance upon the retirement of Mr. Walker as chief executive officer, to retain Mr. Micchelli until at least age 60, and to incentivize him to identify and prepare his successor, the Company agreed to make a lump sum cash payment under the amended severance agreement in the amount of \$400,000 on the date Mr. Micchelli attains age 60, provided generally, that he (i) remains continuously employed by the Company as

chief financial officer until he attains age 60 and (ii) shall have used his best efforts to identify, recruit, or prepare one or more potential candidates for succession to the position of chief financial officer. Notwithstanding the foregoing, if Mr. Micchelli leaves employment before he attains age

Table of Contents

60 because he has been terminated (other than for limited exceptions) before that date, the Company will also make the lump sum cash payment to him of \$400,000. Such severance payments and benefits are contingent upon Mr. Micchelli executing a general release in claims in our favor.

Severance Protection Agreement with Devin K. Denner

Mr. Denner entered into a severance protection agreement with us on July 29, 2011.

Mr. Denner's employment may be terminated by us at any time for any reason. If Mr. Denner's employment is terminated by us without cause or if he resigns for good reason, he will be entitled to a lump sum severance payment equal to his annual base salary plus the highest of (x) his target bonus amount for the year in which the last date of employment occurs (which is currently 50% of base salary), (y) the amount of the average of his annual bonus over the three years immediately prior to the year in which the last day of employment occurs and (z) an amount set forth on an exhibit to the severance protection agreement (which is currently zero for Mr. Denner; such amount was reduced to zero for Mr. Denner after his bonus bank of \$600,000 was paid out in January 2012). In addition, he will be entitled to continued health and welfare participation and participation for his dependents for a one-year period, unless he obtains coverage from a new employer, and he will be entitled to COBRA coverage at the end of such one-year period if he has not obtained new coverage.

Under Mr. Denner's severance protection agreement, cause means:

the failure or refusal to perform the duties of his position after written notice from the Chief Executive Officer;

willful misconduct or gross negligence in the performance of his duties that has an adverse effect on our operations after receipt of at least one warning from us (or, if applicable, the president's segment);

intentional breach by the executive of a written covenant with us or, if applicable, the president's segment, of a written policy, in each case relating to the use and preservation of intellectual property and/or confidentiality;

being impaired by or under the influence of alcohol, illegal drugs or controlled substances while working or while on our property;

conviction of or plea of *nolo contendere* to a felony; or

dishonest, disloyal or illegal conduct or gross misconduct that materially and adversely affects his performance or our reputation or business (or, if applicable, that of the president's segment) (it being agreed that a petty offense or a violation of the motor vehicle code shall not constitute cause).

Prior to the determination that cause has occurred with respect to any of the grounds listed above other than a conviction of or plea of *nolo contendere* to a felony, Mr. Denner will have a 30-day cure period to remedy such

breach, unless, in the Board of Directors' discretion, the cause event is incapable of reasonably prompt cure or if the Board of Directors determines that its fiduciary duty requires such termination.

Good reason under Mr. Denner's severance protection agreement generally means any of the following events occurring without Mr. Denner's consent:

any change in title or reporting relationship that does not reasonably constitute a promotion;

assignment of duties materially and adversely inconsistent with his position which results in a material diminution of position, authorities, duties or responsibilities;

any material diminution in base salary, bonus opportunities or benefits;

any requirement to relocate from Mr. Denner's principal residence;

any assignment of duties materially and adversely inconsistent with his position which results in a material diminution of position, authorities, duties or responsibilities; or

any material diminution in base salary, bonus opportunities or benefits.

Table of Contents

Mr. Denner is subject to a non-competition covenant which extends for 12 months following his termination of employment for any reason, a nonsolicitation covenant applicable to employees, vendors, customers and other parties that extends for 24 months following any such termination, and a confidentiality covenant extending for five years following any termination of the severance protection agreement.

Severance Protection Agreement with Scott B. Hamilton

Mr. Hamilton is party to a severance protection agreement, dated as of October 10, 2011, which was amended and restated effective August 5, 2013. The severance protection agreement is substantially similar to Mr. Denner's severance protection agreement.

Mr. Hamilton's employment may be terminated by us at any time for any reason. If Mr. Hamilton's employment is terminated by us without cause or if he resigns for good reason (each as defined below), he will be entitled to a lump sum severance payment equal to his annual base salary plus the highest of (x) his target bonus amount for the year in which the last date of employment occurs (which is currently 50% of base salary), (y) the amount of the average of his annual bonus over the three years immediately prior to the year in which the last day of employment occurs and (z) an amount set forth on an exhibit to the severance protection agreement (which is currently zero for Mr. Hamilton). In addition, he will be entitled to continued health and welfare participation and participation for his dependents for a one-year period, unless he obtains coverage from a new employer, and he will be entitled to COBRA coverage at the end of such one-year period if he has not obtained new coverage.

Mr. Hamilton's amended and restated severance protection agreement uses the same definition of cause as Mr. Micchelli's amended and restated severance protection agreement. Good reason under Mr. Hamilton's amended and restated severance protection agreement means any of the following events occurring without his consent:

any change in title or reporting relationship that does not reasonably constitute a promotion;

any assignment of duties materially and adversely inconsistent with his position which results in a material diminution of position, authorities, duties or responsibilities;

any material diminution in base salary, bonus opportunities or benefits; or

any requirement to relocate from Mr. Hamilton's principal residence.

Mr. Hamilton is subject to a non-competition covenant that extends for 12 months following his termination of employment for any reason, a nondisparagement covenant, and a confidentiality covenant extending for five years following any termination of the severance protection agreement.

Severance Protection Agreement with William G. Toler

Mr. Toler entered into a severance protection agreement with us on September 9, 2013. The severance protection agreement is substantially similar to Mr. Denner's severance protection agreement.

Mr. Toler's employment may be terminated by us at any time for any reason. If Mr. Toler's employment is terminated by us without cause or if he resigns for good reason (each as defined below), he will be entitled to a lump sum severance payment equal to his annual base salary plus the highest of (x) his target bonus amount for the year in which the last date of employment occurs (which is currently 50% of base salary), (y) the amount of the average of his annual bonus over the three years immediately prior to the year in which the last day of employment occurs and (z) an amount set forth on an exhibit to the severance protection agreement (which is currently zero for Mr. Toler). In addition, he will be entitled to continued health and welfare participation and participation for his dependents for a one-year period, unless he obtains coverage from a new employer, and he will be entitled to COBRA coverage at the end of such one-year period if he has not obtained new coverage.

Table of Contents

Mr. Toler's severance protection agreement uses the same definition of "cause" as Mr. Micchelli's amended and restated severance protection agreement. "Good reason" under Mr. Toler's severance protection agreement means any of the following events occurring without his consent:

any change in title or reporting relationship that does not reasonably constitute a promotion;

any assignment of duties materially and adversely inconsistent with his position which results in a material diminution of position, authorities, duties or responsibilities;

any material diminution in base salary, bonus opportunities or benefits; or

any requirement to relocate from Mr. Toler's principal residence.

Mr. Toler is subject to a non-competition covenant that extends for 12 months following his termination of employment for any reason, a nondisparagement covenant, and a confidentiality covenant extending for five years following any termination of the severance protection agreement.

The following table shows the severance payments and benefits that would have become payable to each named executive officer, assuming the termination of his employment occurred as of December 31, 2014. We do not provide enhanced severance payments or benefits solely upon a change of control.

Potential Payments upon Termination of Employment without Cause or for Good Reason

Name(1)	Cash Severance (\$)(2)	Health and Welfare Benefits Continuation (\$)	Acceleration of Equity Awards (\$)(3)	Total (\$)
John J. Wasz	2,175,000	10,367	493,043	2,678,410
Robert T. Micchelli	1,290,779	10,367	241,884	1,543,040
William G. Toler	581,250	10,367	151,694	743,311
Devin K. Denner	524,459	10,367	183,827	718,153
Scott B. Hamilton	456,576	10,367	183,160	650,103

- (1) Mr. Walker is not included in this table because he retired as an employee on March 17, 2014. In connection with his retirement, Mr. Walker received salary continuation through April 1, 2014, continued payment of health benefits for 18 months and began receiving an a retainer as Chairman of the Board at the annual rate of \$261,000.
- (2) For Mr. Wasz, the cash severance is equal to two times his base salary of \$725,000 plus his target bonus of \$725,000. For Mr. Micchelli, the cash severance is equal to his base salary of \$413,751 plus his average bonus of \$477,028 plus his lump sum payout of \$400,000. For Mr. Toler, the cash severance is equal to his base salary of \$375,000 plus his target bonus of \$206,250. For Mr. Denner, the cash severance is equal to his base salary of

\$327,787 plus his target bonus of \$196,672. For Mr. Hamilton, the cash severance is equal to his base salary of \$304,384 plus his target bonus of \$152,192.

- (3) If a named executive officer's employment is terminated by us without cause or if the named executive officer terminates employment for good reason, in each case after a change in control, all unvested options and restricted stock will become vested within 30 days of such termination and a payment will be received with respect to his performance shares based on (1) actual performance through the date of termination as determined by the compensation committee or (2) if the committee determines that measurement of actual performance cannot be reasonably assessed, the assumed achievement of target performance as determined by the compensation committee, in each case prorated based on the time elapsed from the date of grant to the date of termination of employment or service. For a description of potential payments under Mr. Micchelli's amended and restated severance agreement effective March 17, 2014, see Employment Arrangements with Named Executive Officers above.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION TABLE**

The following table provides information as of December 31, 2014 regarding the number of shares of Global Brass and Copper Holdings, Inc. common stock that may be issued under Global Brass and Copper Holdings, Inc.'s equity compensation plans.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders(1)	382,714(2)	14.15(3)	628,764(4)
Equity compensation plans not approved by security holders			
Total	382,714	14.15	628,764

(1) Consists of the Global Brass and Copper Holdings, Inc. 2013 Omnibus Equity Incentive Plan (2013 Plan).

(2) Total number of securities to be issued consists of 239,975 outstanding non-qualified stock options, 12,107 outstanding non-vested performance shares, 121,149 non-vested restricted shares and 9,483 shares of outstanding restricted stock that vested, but remain restricted until a future date.

(3) The weighted-average exercise price relates to 239,975 outstanding non-qualified stock options.

(4) The total amount reported consists of shares available for future issuance under the 2013 Plan, which may be issued in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, deferred stock units, performance stock and performance stock units.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The following persons served on our Compensation Committee during 2014: Ms. Avril and Messrs. Marsh, Welch, Whitaker, who currently serve on the Compensation Committee, and Burritt, Psaros, Shapiro, and Thanopoulos, who served on the Compensation Committee for only a portion of 2014. No member of the Compensation Committee was, during the fiscal year ended December 31, 2014, an officer, former officer or employee of the Company or any of our subsidiaries. None of our executive officers served as a member of:

the compensation committee of another entity in which one of the executive officers of such entity served on our Compensation Committee;

the board of directors of another entity, one of whose executive officers served on our Compensation Committee; or

the compensation committee of another entity in which one of the executive officers of such entity served as a member of our Board.

Table of Contents

COMPENSATION COMMITTEE REPORT

The information contained in this Report shall not be deemed to be soliciting material or to be filed with the SEC or subject to Regulation 14A or 14C other than as set forth in Item 407 of Regulation S-K, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically request that the information contained in this Report be treated as soliciting material, nor shall such information be incorporated by reference into any past or future filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except to the extent that we specifically incorporate it by reference in such filing.

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and the Annual Report on Form 10-K for the year ended December 31, 2014.

This Report is submitted by Ms. Avril and Messrs. Marsh, Ray, Welch and Whitaker, being all of the current members of the Compensation Committee.

Ronald C. Whitaker, Chairman

Vicki L. Avril

Donald L. Marsh

Bradford T. Ray

Martin E. Welch, III

Table of Contents

AUDIT COMMITTEE REPORT

The information contained in this Report shall not be deemed to be soliciting material or to be filed with the SEC or subject to Regulation 14A or 14C, other than as set forth in Item 407 of Regulation S-K, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically request that the information contained in this Report be treated as soliciting material, nor shall such information be incorporated by reference into any past or future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference in such filing.

The Audit Committee of the Board is responsible for evaluating audit performance, appointing, compensating, retaining and overseeing the work of our independent registered public accounting firm and evaluating policies and procedures relating to internal accounting functions and controls. The Audit Committee is currently comprised of Ms. Avril and Messrs. Marsh, Ray, Welch and Whitaker, each a non-employee and independent director, and operates under a written charter which was last amended by our Board in September 2014.

The Audit Committee members are neither professional accountants nor auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent auditor, nor can the Audit Committee certify that the independent auditor is independent under applicable rules. The Audit Committee serves a board-level oversight role in which it provides advice, counsel and direction to management and the auditors on the basis of the information it receives, discussions with management and the auditors and the experience of the Audit Committee's members in business, financial and accounting matters. Our management has the primary responsibility for the financial statements and reporting process, including our systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited consolidated financial statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as well as the report of management and the opinion thereon of PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, for the year ended December 31, 2014, regarding the Company's internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act.

The Audit Committee has discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the standards of the Public Company Accounting Oversight Board (PCAOB) which include, among other items, matters related to the conduct of the audit of the Company's financial statements and the matters described in Statement on Auditing Standards No. 114. The Audit Committee has also received written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the PCAOB regarding PricewaterhouseCoopers LLP's communications with the Audit Committee concerning independence and has discussed with PricewaterhouseCoopers LLP its independence from the Company.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on March 16, 2015.

This Report is submitted by Ms. Avril and Messrs. Marsh, Ray, Welch and Whitaker, being all of the members of the Audit Committee.

Martin E. Welch, III, Chairman

Vicki L. Avril

Donald L. Marsh

Bradford T. Ray

Ronald C. Whitaker

Table of Contents**FEES OF INDEPENDENT ACCOUNTANTS**

In addition to retaining PricewaterhouseCoopers LLP to audit our consolidated financial statements for 2014, we retained PricewaterhouseCoopers LLP, as well as other accounting firms, to provide tax and other advisory services in 2014. We understand the need for PricewaterhouseCoopers LLP to maintain objectivity and independence in its audit of our consolidated financial statements.

In order to assure that the provision of audit and permitted non-audit services provided by PricewaterhouseCoopers LLP, our independent registered public accounting firm, does not impair its independence, the Audit Committee is required to pre-approve the audit and permitted non-audit services to be performed by PricewaterhouseCoopers LLP, other than de minimis services that satisfy the requirements pertaining to de minimis exceptions for non-audit services described in Section 10A of the Exchange Act. The Audit Committee has adopted policies and procedures for pre-approving all audit and permitted non-audit work performed by PricewaterhouseCoopers LLP. Any pre-approval must also set forth in detail the particular service or category of services approved and is generally subject to a specific cost limit. All of the fees for audit, audit-related, tax and other services performed by PricewaterhouseCoopers LLP were pre-approved by the Audit Committee in accordance with the pre-approval policies and procedures described in this paragraph.

The Audit Committee has adopted policies regarding our ability to hire employees, former employees and certain relatives of employees of the Company's independent registered public accounting firm.

During 2014 and 2013, we retained PricewaterhouseCoopers LLP to provide services in the following categories and amounts:

	2014	2013
Audit fees(1)	\$ 3,252,000	\$ 1,795,844
Audit-related fees		828,556
Tax fees		
All other fees		
Total	\$ 3,252,000	\$ 2,624,400

- (1) Audit fees consist of fees incurred for the audit of our annual consolidated financial statements and review of our quarterly consolidated financial statements that are normally provided by PricewaterhouseCoopers LLP in connection with consents and reviewing documents to be filed with the SEC.

Table of Contents

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We maintain and enforce a Related Person Transaction Policy, which sets forth our policy with respect to the review, approval, ratification and disclosure of all related person transactions by our Audit Committee. In accordance with our Related Person Transaction Policy, our audit committee has overall responsibility for the implementation and compliance with this policy.

For the purposes of our Related Person Transaction Policy, a related person transaction is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we were, are or will be a participant and in which any related person (as defined in our Related Person Transaction Policy) had, has or will have a direct or indirect material interest in excess of \$10,000. A related person transaction does not include any employment relationship or transaction involving an executive officer and any related compensation resulting solely from that employment relationship which has been reviewed and approved by the Board of Directors or compensation committee.

Our Related Person Transaction Policy requires that notice of a proposed related person transaction be provided to our legal department prior to entering into such transaction. If our legal department determines that such transaction is a related person transaction, the proposed transaction will be submitted to our audit committee for consideration at its next meeting. Under our Related Person Transaction Policy, our audit committee will only be permitted to approve those related person transactions that are in, or not inconsistent with, our best interests. In the event we become aware of a related person transaction that has not been previously reviewed, approved or ratified under our Related Person Transaction Policy and that is ongoing or is completed, the transaction will be submitted to the audit committee so that it may determine whether to ratify, rescind or terminate the related person transaction.

Our Related Person Transaction Policy also provides that the audit committee will review certain previously approved or ratified related person transactions that are ongoing to determine whether the related person transaction remains in our best interests and the best interests of our stockholders.

In addition, our Code of Business Conduct and Ethics prohibits activities that conflict with, or have the appearance of conflicting with, the best interests of the Company and its stockholders. Such conflicts of interest may arise when an employee, or a member of the employee's family, receives improper personal benefits as a result of such individual's position in the Company.

Certain Transactions

Transactions with Halkos and KPS Funds and Executive Officers

Prior to October 2013, Halkos was the Company's controlling stockholder. The KPS Funds are majority members of Halkos.

Investor Rights Agreement

In connection with our initial public offering, on May 29, 2013, we entered into an investor rights agreement with Halkos. The investor rights agreement provided Halkos with certain demand, shelf and piggyback registration rights with respect to its shares of Global Brass and Copper Holdings common stock and also provided Halkos with certain governance rights, depending on the size of its holdings of Global Brass and Copper Holdings common stock.

Under the registration rights provisions of the investor rights agreement:

after 180 days following the completion of our initial public offering, Halkos and its affiliates had the right to cause us to conduct up to five demand registrations, subject to certain customary restrictions;

Table of Contents

once we were eligible to do so, Halkos and its affiliates had the right to cause us to file and have declared effective a shelf registration statement on Form S-3 with respect to all of their shares of Global Brass and Copper Holdings common stock; and

Halkos and its affiliates had the right to participate in certain registered offerings by us.

In connection with the October 1, 2013 follow-on public equity offering, we agreed to waive the 180-day limitation and permit Halkos to demand the registration of the shares to be sold in such offering. Accordingly, prior to this offering, Halkos and its affiliates had the right to cause us to conduct up to four additional demand registrations.

Pursuant to an amendment to the investor rights agreement, dated as of November 22, 2013, we agreed to allow Halkos to use one of its demand registration rights to request registration of the shares of common stock offered under a shelf registration statement. Halkos agreed to pay, subject to certain exceptions and qualifications, 50% of the registration expenses (as defined in the investor rights agreement) relating to that shelf registration statement.

The registration rights provisions also contain customary provisions relating to cooperation with the registration process, black-out periods and customary securities law indemnity provisions in favor of the selling stockholders. With certain customary exceptions, we were required to bear all registration expenses, other than underwriting discounts and commissions and transfer taxes, associated with any registration of shares pursuant to the agreement. Registration rights were transferable by Halkos and its affiliates, subject to certain restrictions.

Under the governance rights provisions of the investor rights agreement:

at the time of the initial public offering, the Board was required to consist of nine members, four of which are designated by Halkos, three of which are independent and one of which is our Chief Executive Officer;

we were required to have a classified Board with a sunset provision;

we were required to have an audit committee with at least three independent directors and an executive committee of at least one independent director, one management director and one Halkos nominee; and

each committee of the Board other than the audit committee and the executive committee was required to have at least two directors, of which Halkos had the ability to designate one member from among the Halkos nominees and the independent directors.

Under the governance rights provisions, Halkos had the right to designate: (i) five directors if it beneficially owns more than 50% of the outstanding Global Brass and Copper Holdings common stock, (ii) three directors if it beneficially owns more than 30% but 50% or less, (iii) two directors if it beneficially owns more than 15% but 30% or less and (iv) one director if it beneficially owns greater than 10% but 15% or less. Halkos loses the right to designate directors at 10% or less. As of the completion of our January 2014 follow-on offering, Halkos no longer owns any shares of common stock of the Company.

The investor rights agreement will terminate on May 29, 2023.

Table of Contents

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC

ACCOUNTING FIRM

(PROPOSAL NO. 2)

Our Audit Committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2015. A proposal will be presented at the Annual Meeting to ratify this appointment. Ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote. If the stockholders fail to ratify such selection, another independent registered public accounting firm will be considered by our Audit Committee, but the Audit Committee may nonetheless choose to engage PricewaterhouseCoopers LLP. Even if the appointment of PricewaterhouseCoopers LLP is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders. We have been advised that a representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting and will be available to respond to appropriate questions and, if such person chooses to do so, make a statement.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.

PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR THE PROPOSAL UNLESS STOCKHOLDERS SPECIFY A CONTRARY VOTE.

Table of Contents

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION SET FORTH IN THIS PROXY STATEMENT

(PROPOSAL NO. 3)

Pursuant to Section 14A of the Exchange Act, we are seeking the advisory approval by stockholders of the Company's executive compensation program and practices as disclosed in this proxy statement. While this vote is advisory, and not binding on the Board, it will provide information to the Board and Compensation Committee regarding investor sentiment about our executive compensation programs and practices, which the Compensation Committee will carefully review when evaluating our executive compensation program. In 2014, our stockholders approved a non-binding resolution to require an advisory vote on executive compensation every year, and accordingly we have elected to provide this vote annually.

Stockholders are being asked to vote on the following advisory resolution:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Company's executive officers, as disclosed in the 2015 proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2014 Summary Compensation Table and the other related tables and disclosures.

The Company is committed to maintaining executive compensation programs and practices that are aligned with the Company's business strategy.

We urge our stockholders to read the Compensation Discussion and Analysis section above, which describes in detail how our executive compensation program and practices operate and are designed to achieve our compensation objectives, as well as the accompanying compensation tables, which provide detailed information on the compensation of our Named Executive Officers.

The affirmative vote of a majority of the shares of common stock present in person or represented by proxy and entitled to be voted on the proposal at the Annual Meeting is required for approval of this advisory resolution.

THE BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF EXECUTIVE COMPENSATION SET FORTH IN THIS PROXY STATEMENT.

PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR THE APPROVAL OF EXECUTIVE COMPENSATION SET FORTH IN THIS PROXY STATEMENT UNLESS STOCKHOLDERS SPECIFY A CONTRARY VOTE.

STOCKHOLDER PROPOSALS FOR 2016 ANNUAL MEETING OF STOCKHOLDERS

Stockholders who intend to present proposals at the Company's annual meeting of stockholders in 2016 pursuant to Rule 14a-8 under the Exchange Act must send notice of their proposal to us so that we receive it no later than December 9, 2015. Stockholders who intend to present proposals at the annual meeting of stockholders in 2016 other than pursuant to Rule 14a-8 must comply with the notice provisions in our Bylaws. The notice provisions in our Bylaws require that, for a proposal to be properly brought before the annual meeting of stockholders in 2016, proper notice of the proposal be received by us not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however that in the event next year's annual meeting is more than 30 days before or less than 70 days after such anniversary date, notice must be delivered not less than the later of 90 days

prior to next year's annual meeting or the 10th day following the day the Company first publicly announces next year's annual meeting date. Stockholder proposals should be addressed to Global Brass and Copper Holdings, Inc., 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173, Attention: Scott B. Hamilton, General Counsel and Corporate Secretary.

Table of Contents

OTHER MATTERS

We know of no other matters to be submitted to the stockholders at the Annual Meeting. If any other matters properly come before the Annual Meeting, persons named in the proxy intend to vote the shares they represent in accordance with their own judgments.

Upon written request by any stockholder entitled to vote at the Annual Meeting, we will promptly furnish, without charge, a copy of the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 which we filed with the SEC, including the financial statements and schedule. If the person requesting the report was not a stockholder of record on March 25, 2015, the request must contain a good faith representation that he or she was a beneficial owner of our common stock at the close of business on that date. Requests should be addressed to Global Brass and Copper Holdings, Inc., 475 N. Martingale Road Suite 1050, Schaumburg, Illinois 60173, Attention: Scott B. Hamilton, General Counsel.

YOUR VOTE IS IMPORTANT. WE URGE YOU TO VOTE TODAY BY TELEPHONE, VIA THE INTERNET OR BY SIGNING AND RETURNING A PROXY CARD BY MAIL.

By Order of the Board of Directors,

Scott B. Hamilton

General Counsel and Corporate Secretary

Table of Contents

GLOBAL BRASS AND COPPER HOLDINGS, INC.

475 N. MARTINGALE ROAD

SUITE 1050

SCHAUMBURG, IL 60173

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 20, 2015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 20, 2015. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M90698-P64930

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GLOBAL BRASS AND COPPER HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

	For	Against	Abstain
1a. Vicki L. Avril
1b. Donald L. Marsh
1c. John J. Wasz
1d. Martin E. Welch, III
1e. Ronald C. Whitaker

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015.
3. Advisory approval of our executive compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

	Yes	No
Please indicate if you plan to attend this meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN Date
WITHIN BOX]

Signature (Joint Date
Owners)

Table of Contents

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

M90699-P64930

GLOBAL BRASS AND COPPER HOLDINGS, INC.

Annual Meeting of Stockholders

May 21, 2015, 10:00 AM, CDT

This proxy is solicited by the Board of Directors

The undersigned hereby appoints John J. Wasz and Robert T. Micchelli, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Global Brass and Copper Holdings, Inc. Common Stock which the undersigned is entitled to vote and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders of the Company to be held May 21, 2015 or any adjournment thereof, with all powers which the undersigned would possess if present at the Meeting.

THIS PROXY CARD, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY CARD WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES UNDER PROPOSAL 1, FOR PROPOSAL 2, AND FOR PROPOSAL 3, AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

Continued and to be signed on reverse side

