

ALLEGHENY TECHNOLOGIES INC  
Form DEF 14A  
March 30, 2017  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant To Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

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))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Allegheny Technologies Incorporated**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):



(3) Filing Party:

(4) Date Filed:

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**Dear Stockholders:**

I am pleased to invite you to attend Allegheny Technologies Incorporated's 2017 Annual Meeting of Stockholders. As in prior years, we will consider matters that are important to our company.

ATI is a different company today than it was at the beginning of 2016. In 2016, we took a series of restructuring and other actions that we believe position our business for sustainable profitable growth. We grew our revenue generated from the aerospace and defense market to 51% of our total revenue. Our combination of innovative technologies, differentiated products and long-term agreements with key strategic customers uniquely positions us to continue benefitting from the transition to next-generation jet engines and aircraft that is already underway.

During 2016, we took a number of key actions, including the indefinite idling of our Rowley, UT titanium sponge production facility, to improve the cost structure of our HPMC segment. As a result of these actions and continued growth in demand for our differentiated specialty materials products from the aerospace market, in the fourth quarter of 2016, HPMC segment operating profit reached more than 11% of segment sales, marking six consecutive quarters of sequential improvement in operating profit for the segment.

Also during 2016, we undertook a series of restructuring efforts designed to improve the cost structure of our Flat Rolled Products business and return that business to sustainable profitability. Our objective is to create a smaller, more agile, efficient and profitable FRP business that is more focused on differentiated products with significant barriers to entry, rather than products that have been heavily commoditized. To that end, we reduced our exposure to commodity stainless steel sheet products, which comprised just 11% of our sales in 2016, and completed our exit from the unprofitable grain-oriented electrical steel business. We also obtained a new labor agreement in our FRP business with important changes to retirement benefits and other changes to plant operations, ending the seven month work stoppage that impacted our business in both 2015 and 2016. As a result, FRP

segment operating losses were reduced over the course of 2016 to a near breakeven position in the fourth quarter of 2016.

We believe that these actions are working to reposition our business for sustainable success. Today, we are fundamentally an aerospace and industrials company with a small, but important, exposure to commodity products. Looking to 2017 and beyond, we remain focused on the relentless innovation necessary to consistently create value for our customers and stockholders over the long term. We continue to employ the most advanced materials technologies and unsurpassed manufacturing capabilities. Investments such as in our Hot-Rolling and Processing Facility and our new nickel-based powder alloys facility, which successfully began operations early this year, remain critical to our long-term success.

The views of our stockholders are important to us. We conducted extensive stockholder outreach again in 2016, and relied on stockholder feedback in connection with the complete redesign of our executive compensation program, which was fully implemented in 2016. We believe our current program provides the transparency and emphasis on pay for performance that are important to our stockholders and, coupled with our other significant efforts to enhance our corporate governance in recent years, including our adoption of proxy access bylaw provisions in 2016, demonstrates our ongoing commitment to best practices and, ultimately, to our stockholders.

Thank you for your support in our ongoing commitment to *Creating Long-Term Value Thru Relentless Innovation*<sup>®</sup>.

Sincerely,

[RICHARD J. HARSHMAN](#)

Chairman, President and Chief Executive Officer

[March 30, 2017](#)





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**Notice of annual meeting of stockholders**

**YOUR VOTE IS IMPORTANT**

**Please vote as soon as possible.**

You can help the Company reduce expenses by voting your shares by telephone or Internet; your proxy card or voting instruction card contains the instructions. Or complete, sign and date your proxy card or voting instruction card and return it as soon as possible in the enclosed postage-paid envelope.

**How to vote**

**Via the internet** Visit the website listed on our proxy card

**By mail** Sign, date and return your proxy card in the enclosed envelope

**ANNUAL MEETING INFORMATION**

**Date:** Thursday, May 11, 2017

**Time:** 11:00 a.m. Central Time

**Place:** Hilton Milwaukee City Center, 509 W. Wisconsin Avenue, Milwaukee, WI 53203

**Record Date:** March 15, 2017

**AGENDA**

- 1. Election** of three directors;
- 2. Approval** of the Company's 2017 Incentive Plan;
- 3. Advisory vote** to recommend shareholders be entitled to an annual advisory vote on executive compensation;

**By telephone** Call the telephone number on your proxy card

**In person** Attend the Annual Meeting in person

**Important notice regarding the availability of proxy materials for the ATI annual meeting of stockholders to be held on Thursday, May 11, 2017.**

The proxy statement, proxy card and 2016 annual report of Allegheny Technologies Incorporated are available for review at: [www.envisionreports.com/ATI](http://www.envisionreports.com/ATI)

**4. Advisory vote** to approve the compensation of our named executive officers; and

**5. Ratification** of the selection of Ernst & Young LLP as our independent auditors for 2017.

#### ADMISSION TO THE MEETING

Only holders of ATI common stock or their authorized representatives by proxy may attend the meeting.

If you are a stockholder of record and plan to attend the meeting, please mark the appropriate box on the proxy card, or enter the appropriate information when voting by telephone or Internet.

If your shares are held through an intermediary such as a broker or a bank, you will need to present proof of your ownership as of the record date, March 15, 2017, for admission to the meeting. Proof of ownership could include a proxy card from your bank or broker or a copy of your account statement.

All attendees will need to present valid photo identification for admission to the meeting.

The approximate date of the mailing of this proxy statement, proxy card, and ATI's 2016 Annual Report is March 30, 2017. For further information about ATI, please visit our website at [www.atimetals.com](http://www.atimetals.com).

On behalf of the Board of Directors:



**ELLIOT S. DAVIS**

Corporate Secretary

March 30, 2017

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**Proxy Statement Summary**

**Annual meeting of stockholders**

*This summary highlights information that is contained elsewhere in this Proxy Statement. You should carefully read this Proxy Statement in its entirety before voting, as this summary does not contain all of the information that you should consider.*

**Meeting date:** Thursday, May 11, 2017  
**Time:** 11:00 a.m. Central Time  
**Place:** Hilton Milwaukee City Center  
 509 W. Wisconsin Avenue

**Record date** Milwaukee, WI 53203  
**March 15, 2017**

**and Voting:** ATI stockholders as of the record date are entitled to vote on the matters presented at the meeting. Each share of common stock of the Company is entitled to one vote for each director nominee and one vote on each other matter presented.

**Agenda for annual meeting and voting**

Proposal	Board s recommendation	Page reference
1. Election of three directors	<b>FOR</b>	9

<b>2. Approval of the Allegheny Technologies Incorporated 2017 Incentive Plan</b>	<b>FOR</b>	32
<b>3. Advisory vote regarding the frequency of advisory vote on executive compensation</b>	<b>FOR</b>	41
<b>4. Advisory vote to approve the compensation of our named executive officers</b>	<b>FOR</b>	42
<b>5. Ratification of the selection of Ernst &amp; Young LLP as our independent auditors for 2017</b>	<b>FOR</b>	82

**Director nominees Class III Term to expire in 2020**

	<b>Director Experience and</b>		
<b>Name</b>	<b>Since</b>	<b>Qualifications</b>	<b>Board Committees</b>
<b>James C. Diggs</b>	2001	Industry	Audit
		Finance	Finance (Chair)
		Legal	Nominating and Governance
<b>J. Brett Harvey</b>	2007	Leadership	Nominating and Governance
		Industry	Personnel and Compensation
		Technical	
<b>David J. Morehouse</b>	2015	Finance Leadership	Audit
		Technical	Technology
		Communications	
		Finance	

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**PROXY STATEMENT SUMMARY | HIGHLIGHTS**

**Corporate Governance Highlights**

Our commitment to good corporate governance is illustrated by the following practices:

Board independence (10 out of 11 directors are independent)

Board diversity (female and minority directors comprise over 35% of our Board)

Majority voting/director resignation policy for uncontested elections

Our adoption, in 2016, of Proxy Access and limits on future severance arrangements

Robust stock ownership guidelines for directors and executive management

Greater than 99% director attendance at Board and Board Committee meetings in 2016  
100% independent Audit, Personnel & Compensation, Finance and Nominating & Governance Committees

Lead Independent Director with strong and clear responsibilities

Independent directors regularly meet in executive sessions without management present

Succession planning for our Board and executive leadership

Board risk oversight

Strong corporate governance guidelines and policies



## Stockholder Engagement

We value the input we receive from our stockholders. As part of our investor relations program, we regularly communicate with our investors and actively engage with them throughout the year. We solicit their feedback on corporate governance topics and ATI's executive compensation program.

Our goal is to be responsive to our stockholders and to ensure that we understand and address our stockholders concerns and observations. As a result of our stockholder engagement, we have made significant changes to our corporate governance practices and executive compensation program during the past two years.

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**PROXY STATEMENT SUMMARY | HIGHLIGHTS**

**OUR EXECUTIVE COMPENSATION PROGRAM STRENGTHENING PAY FOR PERFORMANCE**

As an outgrowth to the company’s transformation and significant strategic investments over the past several years, and as result of prior say on pay votes, we overhauled our executive compensation program and took a “clean sheet” approach to its redesign in 2016. ATI conducted stockholder outreach and engaged external compensation consultants and advisors to provide research and review peer company practices and the practices of other manufacturing companies. We also considered the business challenges, goals, and motivation and retention issues that we face. As a result of this extensive process, we developed a new executive compensation program that is more aligned with stockholders’ interests, easier to understand, retentive, and focused on ATI’s business objectives.



*These changes became effective for awards beginning in 2016, and our 2017 compensation program is consistent with the new design. Please read the Executive Compensation section in this Proxy Statement to learn more.*

## Business Overview

ATI is a global manufacturer of technically advanced specialty materials and complex components. Over 50% of our sales are to the aerospace and defense market, particularly jet engines, and we have a strong presence in the oil and gas, electrical energy, medical, automotive and other industrial markets. We are a market leader in manufacturing differentiated specialty alloys and forgings that require our unique manufacturing and precision machining capabilities and our innovative new product development competence. We produce nickel-based alloys and superalloys, titanium and titanium-based alloys, specialty alloys, stainless steels, and zirconium and other related alloys in many mill product forms. We operate in two segments, our High Performance Materials and Components, or HPMC, segment and our Flat Rolled Products, or FRP segment, and our capabilities range from alloy development, to melting and hot-working, through highly-engineered finished components. We are also a leader in producing nickel-based alloy and titanium-based alloy powders for use in next-generation jet engine forgings and 3D-printed products.

The full year 2016 has been a period of transition for ATI as we made hard decisions and took important restructuring actions across both of our business segments to improve our cost structure and lay the groundwork for future long-term profitable growth. Net loss attributable to ATI was \$641 million for the year, including \$544 million (after tax) of restructuring and other non-recurring charges, and income tax valuation charges. However, business segment operating profit, which excludes these restructuring charges, was \$6 million in 2016, a \$91 million improvement over 2015, with stronger operating performance in our HPMC segment and a smaller operating loss in our FRP segment, particularly in the second half of 2016. While sales in 2016 decreased 16% to \$3.1 billion, our cost of sales decreased 19%, compared to 2015, resulting in a 170% increase in gross profit margin, to \$162.5 million, primarily as a result of our restructuring actions. Sales to our largest end market, aerospace and defense, increased more than 5% compared to 2015, and we succeeded in increasing sales to that market to over 50% of sales. Our next-generation, differentiated jet engine product mix continued to grow, and our airframe titanium product shipments remained strong. Our FRP segment made progress toward achieving sustainable profitability, primarily as a result of our cost reduction and restructuring actions.

The actions that we took in 2016 are the result of a disciplined management review process, taking into account current and expected future market conditions. This disciplined process is a key part of our commitment to make the tough decisions that are required to strengthen and enhance ATI's ability to deliver sustainable, profitable growth and create value for our customers and our stockholders over the long term. For a more detailed analysis of our 2016 performance, see Compensation Discussion and Analysis Executive Summary, or read our 2016 Annual Report included with this Proxy Statement.

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**PROXY STATEMENT SUMMARY | PAY FOR PERFORMANCE**

**Our Compensation Philosophy Pay for Performance**

The overriding principle in designing ATI's executive compensation program is to drive our long-term strategic vision, and to ensure that the program is aligned with our pay-for-performance philosophy. Our program is designed to compensate executive management based on our performance, create long-term stockholder value and attract and retain key employees. Paying for performance is a key attribute of ATI's compensation philosophy. As such, a significant portion of the compensation of each named executive officer ( NEO ) is subject to the achievement of rigorous performance goals and, therefore, is at risk.

**For both 2015 and 2016, our Personnel and Compensation Committee determined that our CEO should forfeit his earned annual cash incentive due to overall Company financial performance.** The following shows target and realizable pay to the CEO over the past three-years in terms of total compensation, annual cash incentive, and long-term incentives. Realizable pay is well below targeted amounts.

Table of Contents**PROXY STATEMENT SUMMARY | TOTAL REALIZED COMPENSATION****Total Realized Compensation**

The Personnel and Compensation Committee of our Board views the amounts in the Summary Compensation Table as the target compensation opportunity for each NEO under our executive compensation program. When making determinations and awards under our incentive plans, the Committee looks to the actual dollar value of awards to be delivered to the NEOs in any given year, as illustrated by the Total Realized Compensation figures below.

Named Executive Officer	2016 Target 2016 Total Realized		% of Target Realized
	Compensation	Compensation	
<b>Harshman</b>	\$4,992,600	\$ 2,575,179	51.6%
<b>DeCourcy</b>	\$1,632,000	\$ 1,082,848	66.3%
<b>Kramer</b>	\$1,402,500	\$ 1,125,682	80.3%
<b>Sims</b>	\$1,734,000	\$ 1,429,344	82.4%
<b>Wetherbee</b>	\$1,716,000	\$ 721,309	42.0%

Total Realized Compensation is calculated as follows:

<b>Total Compensation</b> as determined by SEC rules in the Total column of the Summary Compensation Table	-	the <b>aggregate grant date fair value of equity awards</b> (as reflected in the Stock Awards column of the 2016 Summary Compensation Table)	-	the <b>year-over-year change in pension value and non-qualified deferred compensation</b> (as reflected in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column of the 2016 Summary Compensation Table)	+	the <b>value realized in 2016 from shares earned</b> under the 2014-2016 TSR and LTSV award programs (as reflected in the Options Exercised and Stock Vested Table; no shares vested under the 2014-2016 PSRP)
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The following comparison of target compensation to realized compensation for our NEOs demonstrates our 2016 reduction in target compensation levels to better align with market median in connection with the redesign of our

executive compensation program, as well as our ongoing commitment to compensating our leadership based on the Company's performance and placing a significant proportion of senior executive compensation at risk :

<b>Named Executive Officer</b>	<b>2014 Target</b>	<b>2015 Target</b>	<b>2016 Target</b>	<b>2016 Realized</b>
<b>Harshman</b>	\$ 6,150,000	\$ 6,519,000	\$ 4,992,600	\$ 2,575,179
<b>DeCourcy</b>	\$ 2,021,000	\$ 2,256,000	\$ 1,632,000	\$ 1,082,848
<b>Kramer</b>	\$ 1,880,000	\$ 1,997,500	\$ 1,402,500	\$ 1,125,682
<b>Sims</b>	\$ 2,326,500	\$ 2,397,000	\$ 1,734,000	\$ 1,429,344
<b>Wetherbee</b>	N/A	\$ 2,115,000	\$ 1,716,000	\$ 721,309

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**Item 1 Election of Directors**

The Board of Directors has nominated three directors for election. James C. Diggs, J. Brett Harvey and David J. Morehouse are standing for election to the Board as Class III directors for three-year terms expiring in 2020. Louis J. Thomas, who has served as a Class III director since 2004, will retire from the Board at the conclusion of his current term and therefore will not stand for reelection.

**Plurality Voting:** Directors are elected by a plurality of the votes cast. This means that the three individuals nominated for election to the Board of Directors who receive the most FOR votes (among votes properly cast in person, electronically, telephonically or by proxy) will be elected.

**Director Resignation Policy:** While directors are elected by a plurality of the votes cast, our Bylaws include a director resignation policy. This policy states that in an uncontested election, if any director nominee receives a greater number of votes WITHHELD from his or her election, as compared to votes FOR such election, the director nominee must tender his or her resignation. The Nominating and Governance Committee of the Board is required to make recommendations to the Board of Directors regarding any such tendered resignation. The Board of Directors will act on the tendered resignation within 90 days from the certification of the vote and will publicly disclose its decision, including its rationale.

**Only votes FOR or WITHHELD are counted** in determining whether a plurality has been cast in favor of a director nominee; abstentions are not counted for purposes of the election of directors. If you withhold authority to vote with respect to the election of some or all of the nominees, your shares will not be voted with respect to those nominees indicated. For a WITHHOLD vote, your shares will be counted for purposes of determining whether there is a quorum and will have a similar effect as a vote against that director nominee for purposes of our director resignation policy.

**If a nominee becomes unable to serve**, the proxies will vote for a Board-designated substitute or the Board may reduce the number of directors. The Company has no reason to believe that any of the nominees for election will be unable to serve.

**Director Terms**

The directors currently are divided into three classes, and the directors in each class generally serve for three-year terms unless unable to serve due to death, retirement or disability. The term of one class of directors currently expires each year at the annual meeting of stockholders. The Board may fill a vacancy by electing a new director to the same class as the director being replaced or by effectively reassigning a director from another class. The Board may also create a new director position in any class and elect a director to hold the newly created position. It is expected that new directors elected by the Board will stand for election by the stockholders at the next annual meeting.

**Our Director Nomination Process**

The Board is responsible for recommending director nominees to the stockholders and for selecting directors to fill vacancies between stockholder meetings. The Nominating and Governance Committee recommends candidates to



the Board.

The Committee considers director candidates suggested by members of the Committee, other directors, senior management and stockholders. *For information on how to submit a candidate for consideration, please see 2018 Annual Meeting and Stockholder Proposals.*

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**ITEM 1 ELECTION OF DIRECTORS | OUR DIRECTOR NOMINATION PROCESS**

Preliminary interviews of director candidates may be conducted by the Chair of the Nominating and Governance Committee or, at her request, any other member of the Committee or the Chairman of the Board. Background material pertaining to director candidates is distributed to the Committee for review. The Chair of the Committee and other Committee members, directors and key members of our senior management interview director candidates who merit further consideration. The Nominating and Governance Committee considers the results of these interviews in its deliberations.

**Director Criteria For Nominees**

Director candidates are generally selected on the basis of the following criteria:

their business or professional experience;

the diversity of their backgrounds;

recognized achievement in their respective fields;

ability to represent the interests of all stockholders;

integrity and judgment;

the skills and experience that their membership adds to the overall competencies of the Board; and

ability to devote sufficient time to the affairs of the Company;

the current needs of the Company.

**Board Diversity** is one of many criteria considered by the Board when evaluating candidates, though the Board does not have a formal policy regarding diversity. *A key factor in determining director nominees is building a cognitively diverse board representing a wide breadth of experience and perspectives.*

**Mandatory Retirement Policy.** Our Corporate Governance Guidelines include a mandatory retirement requirement that applies to our directors. Under this policy, ATI directors retire from the Board at the end of the term of office that follows their 72<sup>nd</sup> birthday. If a director will reach his or her 72<sup>nd</sup> birthday during the director's subsequent term, the Nominating and Governance Committee should take this fact into account in determining whether to recommend the nomination of the director. New directors added to the Board or to fill vacancies are expected to stand for re-election at the next annual meeting of stockholders.

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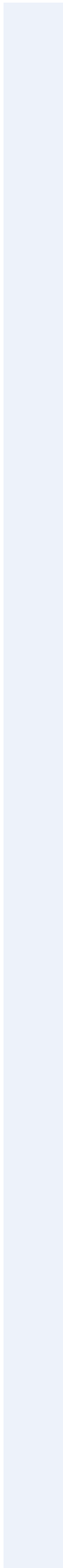
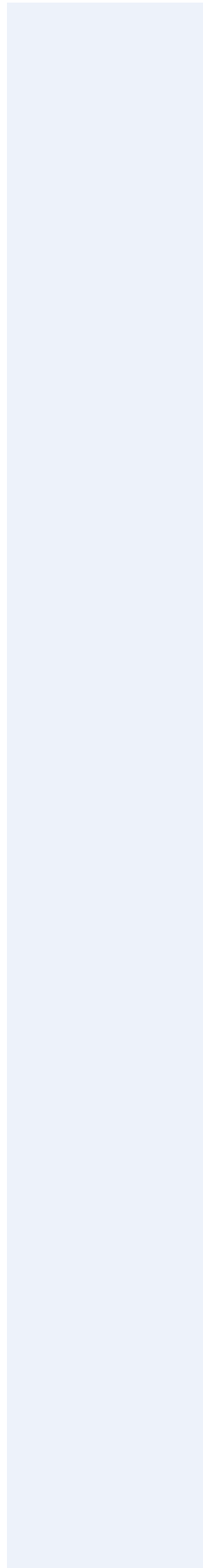
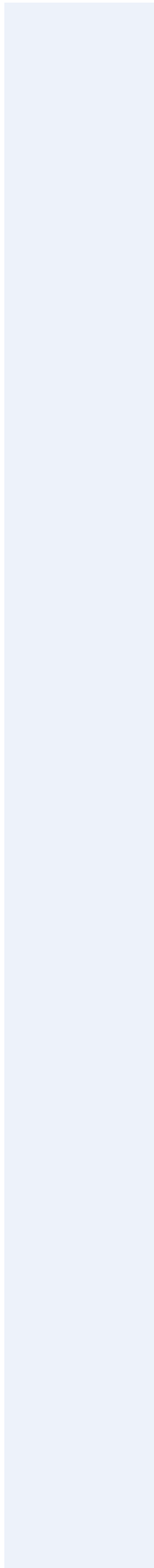
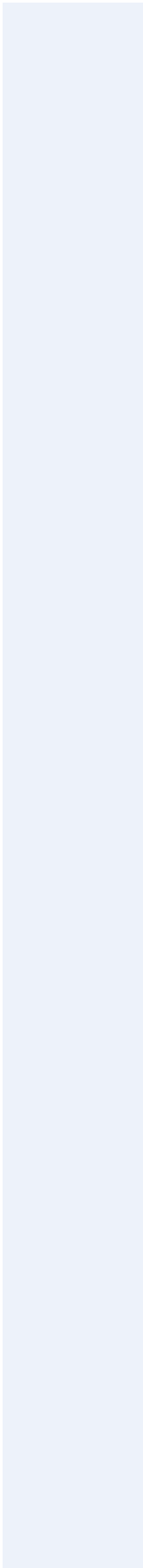
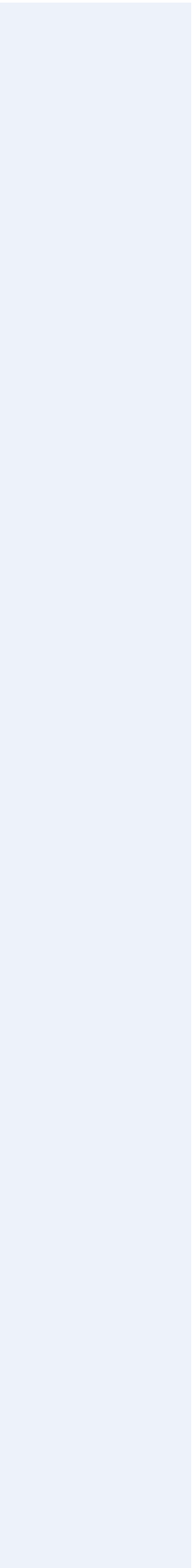
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**ITEM 1 ELECTION OF DIRECTORS | OUR DIRECTOR NOMINATION PROCESS**

In evaluating the needs of the Board, the Nominating and Governance Committee considers the qualifications of sitting directors and consults with other members of the Board (including as part of the Board’s annual self-evaluation), the Chairman, President and Chief Executive Officer, and other members of executive management. At a minimum, all recommended candidates must exemplify the highest standards of personal and professional integrity, meet any required independence standards, and be willing and able to constructively participate in and contribute to Board and committee meetings. Additionally, the Committee conducts individual reviews of current directors whose terms are nearing expiration, but who may be proposed for re-election, in light of the considerations described above and their past contributions to the Board.

**Director Skills Summary**

CEO Experience	Industry/ Manufacturing Knowledge	Operations/ Production	Financial Expertise	Technical or Legal	Labor/ Human Resources	Marketing/ Communications	Government/ Environmental	Inter M Ac



## **Our 2017 Director Nominees and Continuing Directors**

Our Board of Directors determined that each of the three director nominees qualifies for election under the criteria for evaluation of directors. The Board determined that Messrs. Diggs, Harvey and Morehouse qualify as independent directors under applicable rules and regulations and our categorical Board independence standards.

All of our directors bring to our Board a wealth of leadership experience derived from their service in executive and managerial roles, as well as extensive board experience. Background information about the nominees and the continuing directors, including their business experience and directorships held during the past five years, and certain individual qualifications and skills of our directors that contribute to the Board's effectiveness as a whole, are described in the following pages.

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**ITEM 1 ELECTION OF DIRECTORS 2017 DIRECTOR NOMINEES**

**Nominees Class III Term to Expire at the 2020 Annual Meeting**

**James C. Diggs**

Director since 2001

Age 68

Prior to his retirement in 2010, Mr. Diggs was Senior Vice President and General Counsel of PPG Industries, Inc., a producer of coatings, glass and chemicals, since 1997. He held the position of Secretary from 2004 to 2009.

Mr. Diggs is Chair of the Finance Committee and also serves on the Audit Committee and the Nominating and Governance Committee.

**SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Diggs's qualifications include his experience with industry and legal matters, his senior leadership at a global public company, and his experience with domestic and international operations.

**CURRENT DIRECTORSHIPS:**

Brandywine Realty Trust

**J. Brett Harvey**

Director since 2007

Mr. Harvey is Chairman Emeritus of CONSOL Energy Inc., a leading diversified energy company in the United States. He previously served as Chairman of CONSOL from 2010 until his retirement in May 2016 and was Executive Chairman from May 2014 to January 2015. Mr.

Age 66

Harvey was Chief Executive Officer of CONSOL Energy Inc. from 1998 until May 2014. He also served as President from 1998 until 2011. Mr. Harvey was Chairman of CNX Gas Corporation, a subsidiary of CONSOL Energy, Inc., from 2009 to 2014 and was a Director of CNX from 2005 to 2014.

Mr. Harvey currently serves on the Nominating and Governance Committee and the Personnel and Compensation Committee.

#### **SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Harvey's qualifications include his significant oversight experience from serving as chief executive officer of public companies, his industry experience in the oil and gas market (a large end market for ATI), and his operational expertise.

#### **CURRENT DIRECTORSHIPS:**

Barrick Gold Corporation

#### **PAST DIRECTORSHIPS:**

CONSOL Energy Inc. (Chairman from 2010 to 2016) and CNX Gas Corporation (Chairman from 2009 to 2010)



**David J. Morehouse**

New Director in 2015

Age 56

Mr. Morehouse is Chief Executive Officer and President of Pittsburgh Penguins LLC, which owns and operates the Pittsburgh Penguins National Hockey League team. He was named President of the Pittsburgh Penguins in 2007 and has also served as Chief Executive Officer since 2010. He joined the Pittsburgh Penguins in 2004 as a consultant for special projects, including the team's new arena.

Mr. Morehouse is a member of the Audit Committee and the Technology Committee.

**SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Morehouse's qualifications include his leadership, strategic planning and development, operations, branding and marketing, and government experience.

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**ITEM 1 ELECTION OF DIRECTORS | CONTINUING DIRECTORS**

**Continuing Directors Class I Term to Expire at the 2018 Annual Meeting**

**Diane C. Creel**

Director since 1996      Prior to her retirement in 2008, Ms. Creel served as Chairman, Chief Executive Officer and President of Ecovation, Inc., a subsidiary of Ecolab Inc. and a waste stream technology company using patented technologies, beginning in 2003. Ecovation, Inc. became a subsidiary of Ecolab Inc. in 2008. Previously, Ms. Creel served as Chief Executive Officer and President of Earth Tech, an international consulting engineering firm, from 1992 to 2003.

Age 68

Lead Independent

Director      Ms. Creel has served as Lead Independent Director since the position was established in 2011. Ms. Creel is Chair of the Nominating and Governance Committee and a member of the Personnel and Compensation Committee.

**SKILLS AND QUALIFICATIONS:**

The Board believes that Ms. Creel's qualifications include her experience as a chief executive officer of various companies and her entrepreneurial, management and technical experience.

**CURRENT DIRECTORSHIPS:**

**PAST DIRECTORSHIPS:**

Timken Steel Corporation and Enpro Industries, Inc.

URS Corporation and Goodrich Corporation

**John R. Pipski**

Director since 2011      Mr. Pipski was a tax partner of Ernst & Young LLP, a public accounting firm, until his retirement in 2001. Thereafter, he provided business advisory and financial and tax accounting

Age 69

services through his own firm until 2013.

Audit Committee

Financial Expert

Mr. Pipski is Chair of the Audit Committee and a member of the Finance Committee.

#### **SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Pipski's qualifications include his expertise in financial and tax accounting for public companies, including those in the metals and mining industries, and his general business experience.

#### **PAST DIRECTORSHIPS:**

CNX Gas Corporation (Chairman of its Audit Committee)

#### **James E. Rohr**

Director since 1996

Mr. Rohr served as Executive Chairman of The PNC Financial Services Group, Inc., a diversified financial services organization, from May 2013 until his retirement in April 2014. Previously, he was Chairman from 2001 until April 2013 and Chief Executive Officer from 2000 until April 2013. He served as President of The PNC Financial Services Group from 1990 to 2002.

Age 68

Mr. Rohr is Chair of the Personnel and Compensation Committee.

#### **SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Rohr's qualifications include his significant leadership and management experience from his years of serving as a chief executive officer of a large, publicly traded company and his expertise in capital markets and financial matters.

#### **CURRENT DIRECTORSHIPS:**

#### **PAST DIRECTORSHIPS:**

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EQT Corporation, Marathon Petroleum  
Corporation and General Electric Company

The PNC Financial Services Group, Inc.,  
and BlackRock Inc.

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**ITEM 1 ELECTION OF DIRECTORS | CONTINUING DIRECTORS**

**Continuing Directors Class II Term to Expire at the 2019 Annual Meeting**

**Richard J. Harshman**

Director since 2011 Mr. Harshman became Chairman, President and Chief Executive Officer in May 2011. He was President and Chief Operating Officer from 2010 until May 2011. Prior to that, he served as Executive Vice President, Finance and Chief Financial Officer from 2003 to 2010. Mr. Harshman joined the Company in 1978 and served in several financial management roles for the Company.

Age 60

**SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Harshman's qualifications include his experience in senior leadership positions, his intimate knowledge of the industry and ATI's business given his tenure with the Company, and his financial expertise. Furthermore, the Board believes that Mr. Harshman's current position as Chairman, President and Chief Executive Officer provides a unified vision for ATI.

**CURRENT DIRECTORSHIPS:**

Ameren Corporation

**Carolyn Corvi**

Director since 2012 Upon her retirement in 2008, Ms. Corvi concluded a 34-year career with The Boeing Company, a diversified aerospace company, where she most recently served as Vice President, General Manager of Airplane Programs, Boeing Commercial Airplanes, a position

Age 65

she held from 2005 until her retirement.

Ms. Corvi is a member of the Finance Committee, the Personnel and Compensation Committee, and the Technology Committee.

#### **SKILLS AND QUALIFICATIONS:**

The Board believes that Ms. Corvi's qualifications include her extensive experience in the aerospace industry (ATI's largest end market) and her knowledge of and experience in manufacturing.

#### **CURRENT DIRECTORSHIPS:**

#### **PAST DIRECTORSHIPS:**

Hyster-Yale Materials Handling, Inc. and  
United Continental Holdings, Inc.

Goodrich Corporation and Continental  
Airlines, Inc.

#### **Barbara S. Jeremiah**

Director since 2008

Prior to her retirement in 2009, Ms. Jeremiah served as Executive Vice President of Alcoa, Inc., a leading aluminum producer, from 2002 until 2008, when she also assumed the position of Chairman's Counsel.

Age 65

Ms. Jeremiah currently serves on the Finance Committee and the Technology Committee.

#### **SKILLS AND QUALIFICATIONS:**

The Board believes that Ms. Jeremiah's qualifications include her strong background in the metals industry and significant strategic development and international experience.

#### **CURRENT DIRECTORSHIPS:**

#### **PAST DIRECTORSHIPS:**

Russel Metals, Inc.

Boart Longyear Limited (Chair from 2013 to 2015), EQT Corporation and First Niagara Financial Group, Inc.

Aggreko plc

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**ITEM 1 ELECTION OF DIRECTORS | CONTINUING DIRECTORS**

**John D. Turner**

Director since 2004 Mr. Turner served as Chairman and Chief Executive Officer of Copperweld Corporation, a manufacturer of tubular and bimetallic wire products, from 2001 until his retirement in 2003.

Age 71

Mr. Turner serves as the Chair of the Technology Committee and is a member of the Finance Committee and the Nominating and Governance Committee.

**SKILLS AND QUALIFICATIONS:**

The Board believes that Mr. Turner's qualifications include his experience in executive oversight and senior leadership positions, background in the manufacturing sector, and familiarity with industrial and technical matters.

**CURRENT DIRECTORSHIPS:**

Matthews International Corporation (Chairman since 2010)



