

THE TIMKEN COMPANY BOARD OF DIRECTORS GENERAL POLICIES AND PROCEDURES

The primary duty of the Board of Directors is to promote the best interests of the corporation through overseeing the management of the corporation's business and affairs. In doing so, the directors must consider the interests of the shareholders who have elected him or her to represent them. These guidelines have been adopted to facilitate execution of this responsibility, and will be reviewed annually by the Nominating and Corporate Governance Committee of the Board.

Director Responsibilities

In discharging their obligations, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. Board members are expected to review meeting material in advance, attend and participate in all Board meetings and meetings of Board Committees in which they serve and to devote the time necessary to discharge their responsibilities appropriately. Directors are required to abide by the Company's Standards of Business Ethics Policy. The Nominating and Corporate Governance Committee will oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively.

Director Selection

Selection of Nominees. The Nominating and Corporate Governance Committee is responsible for recommending candidates for Board membership to the Board. General criteria for nomination of director candidates include, but are not limited to, the highest in integrity and ethical standards, the ability to provide wise and informed guidance to management, a willingness to pursue thoughtful, objective inquiry on important issues before the Company, and a range of experience and knowledge commensurate with the Company's needs as well as the expectations of knowledgeable investors.

Director Orientation and Continuing Education. The Company will provide an orientation program for new directors that include presentations by senior management. Additionally, management will provide opportunities for all directors to become familiar with the Company's strategic plans, business and operations, significant financial, accounting and risk management issues, and other matters of importance to the Company. This will include visits to the Company's significant facilities.

Director Election

The election of Directors shall be subject to the Policy of the Board of Directors Relating to Majority Voting, attached hereto as Appendix A.

Board Composition

Independent Directors. The majority of Board members will be independent directors under the rules of the New York Stock Exchange (NYSE) and applicable law.

Size of the Board. The Amended Regulations of the Company provide that the number of directors shall be not less than nine nor more than eighteen.

Positions of Chairman and CEO. The Chairman and the Chief Executive Officer shall be elected by the Board, and both shall be directors. The role of the Chief Executive Officer and Chairman may be separate or combined. The Board may also elect a Vice Chairman.

Changes in Professional Responsibility. Any director experiencing a change in primary occupation, position or primary business affiliation, including retirement, shall submit a letter of resignation promptly to the Chairman, conditional upon acceptance by the Board.

The Board shall determine whether or not to accept the resignation based upon the effect such change may have upon the director's ability to serve as a director and to be an effective director.

Additional Board Service. Directors of the Company who serve as Chief Executive Officers of public companies shall not serve on more than two boards of public companies in addition to the Company's board, and other Directors shall not serve on more than four other boards of public companies in addition to the Company's board. Positions held as of February 2010 in excess of these limits may be maintained unless the Board determines that doing so would impair the Director's service on the Company's board. The Board may determine exceptions to these limits on an individual basis.

Directors of the Company shall notify the chair of the Nominating and Corporate Governance Committee before accepting a position on another for-profit or not-for-profit company board. Additionally, executive officers of the Company shall notify the chair of the Nominating and Corporate Governance Committee before accepting a position on another for-profit company board.

Retirement Age. It is the policy of the Board that directors will retire from the Board at the Annual Meeting of Shareholders after reaching the age of 72. The Board may determine exceptions on an individual basis.

Director Compensation

It is the policy of the Board to provide a mix of equity and cash compensation to non-employee directors. Proposed changes in director compensation initially shall be reviewed by the Compensation Committee, but any changes shall require the approval of the Board. The Compensation Committee periodically shall review the status of director compensation in relation to other comparable companies and other factors the Committee deems appropriate. The Committee shall discuss its review with the Board.

Board Meetings

Agendas. The Chairman and the Chief Executive Officer will establish the agenda for meetings of the Board, taking into consideration suggestions by other directors. A copy of the agenda and relevant background materials will be provided to the directors before each meeting.

Information. In order to enhance the directors' understanding of the business and focus discussion at Board meetings, concise written information regarding the Company's performance will be distributed regularly to the Board. Directors will maintain as confidential all matters received in that capacity and all discussions pertaining to their service as Board members.

Schedule. By September, the schedule of meetings for the ensuing year will be distributed to the directors.

Executive Sessions of Independent Directors. The independent directors will meet in executive session without management present at least quarterly in conjunction with regular meetings of the Board. Such meetings may include a discussion with the Chairman. On a rotating basis, the Chairs of the Audit, Compensation and Nominating and Corporate Governance Committees shall preside over such sessions.

Presentations. Senior management will invite to Board meetings officers and other key associates who can provide additional insight into items being discussed, or that senior management believes should be given exposure to the Board.

Access to Employees and Advisors. Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisers, including, but not limited to, legal counsel and independent accountants. Additionally, the Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will provide, to the extent appropriate, a copy of any written communications to the Chairman and CEO.

Board Interaction with Investors, Media and Others. The Board believes that senior management speaks for the Company. From time to time, individual directors may meet

or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do so with the knowledge of the Chairman and senior management and, in most instances, at the request of the Chairman or senior management. The Board will establish a method for interested parties to communicate directly with the independent directors as a group.

Board Committees

Standing Committees. Consistent with NYSE listing requirements, the Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of those Committees will be independent under the criteria established by the NYSE and applicable law.

The Board also has an Executive Committee with powers and duties described in the Company's Amended Regulations.

Appointment of Committee Members. The Nominating and Corporate Governance Committee will recommend to the Board for its approval directors to serve as members and chairs of each standing committee.

Committee Charters. The charter for each of the standing committees shall be available on the Company's website, and copies of the charters will be made available upon request to the Corporate Secretary. The Nominating and Corporate Governance Committee will review the charters of the standing committees on an annual basis.

Committee Meetings. Committee chairs, in consultation with other committee members and appropriate management personnel, will determine the frequency, length and agendas of the meetings consistent with the committee's charter, and will communicate agendas and meeting dates to the other members as far in advance of the meetings as practicable. The chair of each committee will report on committee matters to the full Board.

Management Succession

Evaluation of CEO. The Compensation Committee will review the performance of the CEO annually taking into consideration the performance of the Company and the achievement of other key objectives.

Succession Planning and Management Development. There will be an annual report to the Board on succession planning and development. The Company's succession planning will include appropriate contingencies in case the Chairman or CEO retires or is incapacitated. The Board will evaluate potential successors to the Chairman and the CEO. The Chairman and CEO should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Publication

These guidelines will be included on the Company's website and will be made available upon request to the Corporate Secretary.

THE TIMKEN COMPANYPolicy of the Board of Directors Relating to Majority Voting

It is a policy of the Board of Directors that any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) in an election of Directors that is not a contested election is expected to tender his or her resignation as a Director to the Board of Directors promptly following the certification of the election results. Neither abstentions nor broker non-votes will be deemed to be votes for or withheld from a Director’s election for purposes of this policy.

The Nominating and Corporate Governance Committee shall consider each resignation tendered under this policy and recommend to the Board of Directors whether to accept or reject it. The Board of Directors will act on each tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, within 90 days following the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may consider any factors or other information that it considers appropriate, including, without limitation, the reasons (if any) given by shareholders as to why they withheld their votes, the qualifications of the tendering Director and his or her contributions to the Board of Directors. The Board of Directors will promptly disclose (1) its decision whether to accept or reject the Director’s tendered resignation and (2) if rejected, the reasons for rejecting the tendered resignation.

Any Director who tenders his or her resignation pursuant to this policy shall not participate in the Nominating and Corporate Governance Committee recommendation or Board of Directors action regarding whether to accept or reject the tendered resignation. If, however, each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote in the same election, then the Board of Directors will appoint a committee comprised solely of independent Directors who did not receive a Majority Withheld Vote in that election to consider each tendered resignation and recommend to the Board of Directors whether to accept or reject it.

If a Director’s tendered resignation is rejected by the Board of Directors, the Director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a Director’s tendered resignation is accepted by the Board of Directors, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or may decrease the number of Directors comprising the Board of Directors, in each case pursuant to the provisions of and to the extent permitted by the Company’s Amended Regulations.

The Board of Directors shall consider as candidates for nomination for election or re-election to the Board, or to fill vacancies and new directorships on the Board, only those individuals who agree to tender, promptly following their election, re-election or

appointment, an irrevocable resignation that will be effective upon (i) the occurrence of a Majority Withheld Vote for that Director and (ii) acceptance of the tendered resignation by the Board of Directors.

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of Directors is contested. All such actions, interpretations and determinations that are done or made by the Board of Directors in good faith will be final, conclusive and binding.