THE TIMKEN COMPANY
BOARD OF DIRECTORS GENERAL POLICIES AND PROCEDURES

The primary duty of the Board of Directors (the "Board") is to promote the best interests of the Company through overseeing the management of the Company's business and affairs. In doing so, the directors must consider the interests of the Company's shareholders. 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 materials in advance, to attend and participate in all Board meetings and meetings of Board committees on 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 standards of integrity and ethical behavior, 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 includes 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. Appendix B sets forth certain categorically immaterial relationships that do not impair a director's independence to assist the Board in making its independence determinations.

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

Position of Lead Director. The independent directors may select annually an independent director to serve as Lead Director.

Duties of the Lead Director may include: (a) developing agendas for, and presiding over, the executive sessions of the independent directors, (b) reporting the results of the executive sessions to the CEO and Chairman, (c) providing feedback as required to the other directors on the issues discussed with the CEO and Chairman, (d) serving as a liaison with the CEO, Chairman and independent directors, (e) presiding at all meetings of the Board at which the Chairman is not present, (f) approving information sent to the Board, (g) approving agendas for Board meetings, (h) approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items, (i) calling meetings of the independent directors, and (j) ensuring that he or she is available for consultation and direct communications with major shareholders as appropriate.

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 an effective director.

Additional Board Service. A director of the Company who serves as a Chief Executive Officer of a public company shall not serve on more than two boards of public companies in addition to the Company's board. A director who is not a Chief Executive Officer of a

public company shall not serve on more than four boards of public companies in addition to 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 request approval of the Chairman of the Board before accepting a position on another for-profit company board.

Retirement Age. It is the policy of the Board that no director may stand for election after reaching the age of 75. The Board may determine exceptions to this policy 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, and shall discuss the results of its review with the Board.

Board Meetings

Agendas. The Chairman and the CEO will establish the schedule and agendas 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.

Presentations. Senior management may invite to Board meetings officers and other key associates who can provide additional insight into items being discussed, or whom 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 advisors, including, but not limited to, legal counsel and independent accountants and auditors. 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, to the extent appropriate, will provide to the Chairman and CEO copies of any written communications.

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 may also establish an Executive Committee of not less than three members 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 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, or in the case of some other emergency. The Board will evaluate potential successors to the Chairman and 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.

Appendix A

THE TIMKEN COMPANY

Policy of the Board of Directors Relating to Majority Voting

It is a policy of the Board of Directors (the "Board") 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 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 whether to accept or reject it. The Board 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 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. The Board 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 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 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 whether to accept or reject it.

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

The Board shall consider as candidates for nomination for election to the Board, or appointment to fill vacancies and new directorships on the Board, only those individuals

who agree to tender, promptly following their 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.

The Board 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 determines in its sole discretion to be appropriate. The Board 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 in good faith will be final, conclusive and binding.

Appendix B

THE TIMKEN COMPANY

Categorically Immaterial Relationships

A. *Business Relationships*

1. If the director is, or has an immediate family member who is, a partner, principal or member (or any comparable position) of, or an executive officer or employee of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years where: (a) the amount involved in such transaction was less than 1% of such organization's consolidated gross revenues for that year, or $1,000,000, whichever is more; (b) the director (or his/her immediate family member) was not involved in the negotiations of the terms of the transaction, did not receive any special benefits as a result of the transaction and is not compensated directly or indirectly as a result of the transaction; and (c) the director (or his/her immediate family member) does not or did not directly provide services to the Company in connection with the transaction.

2. If the director is, or has an immediate family member who is, a director of any organization to which the Company has made, or from which the Company has received, payments for property or services in the current or any of the past three fiscal years where: (a) the amount involved in such transaction was less than 5% of such organization's consolidated gross revenues for that year, or $1,000,000, whichever is more; and (b) the director (or his/her immediate family member) was not involved in the negotiations of the terms of the transaction and did not receive any special benefits as a result of the transaction.

B. *Charitable Relationships.* If the director, or an immediate family member of the director, serves as an officer, director or trustee of a foundation, university, charitable or other not-for-profit organization, and the Company's discretionary charitable contributions to the organization in the current or any of the past three fiscal years, in the aggregate, was less than 2% of such organization's annual consolidated gross revenues or $1,000,000, whichever is greater.

C. *Board Relationships.* If the director serves on the board of directors of another company at which another Company director or executive officer also serves on the board of directors (except if the director or an immediate family member of the director is, or has been with the last three years, employed as an executive officer of another company where any of the

Company's present executive officers at the same time serves or served on such other company's compensation committee).