

MATCHING AID TO EDUCATION PROGRAM

The purpose of **THE BRUSH ENGINEERED MATERIALS MATCHING AID TO EDUCATION PROGRAM** is to encourage employees and directors to provide financial support to educational institutions. Matching contributions will be made to foster the primary needs and objectives of the institutions receiving them; namely, the augmenting of required capital and general operating funds, providing for expanded student enrollment, strengthening educational facilities, and curricula, and improving incentives for the highest quality of teaching.

ELIGIBLE PARTICIPANTS

Regular full-time employees who have completed at least one year of continuous service with Brush Engineered Materials, Inc. or one of its domestic subsidiaries.

Non-employee directors of Brush Engineered Materials, Inc.

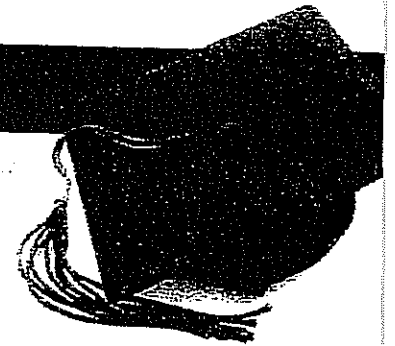
ELIGIBLE RECIPIENTS

All U.S. four-year colleges and universities, graduate and professional schools, two-year junior and community colleges, and technical institutions listed in the Educational Directory of the U.S. Office of Education. To be considered for gift matching, the college or university must be recognized as tax-exempt by the Internal Revenue Service.

All U.S. non-public secondary schools approved by the regional accrediting association or recognized by the State Board of Education.

An alumni fund or association affiliated with an eligible college or university provided it has tax-exempt status and will transmit all gifts to the school for its benefit.

Payments in lieu of tuition or payments of class dues, alumni association dues or similar such payments are not eligible for matching Company contributions.



QUALIFYING GIFTS

The Company will match dollar for dollar an employee or director's minimum contribution of \$25.00 (to one institution) up to and including a maximum contribution of \$1,000 (including one or more institutions) in a calendar year.

Contributions may be in cash or securities which have a quoted market price of such securities on the day on which the gift was made.

No single institution would receive more than \$25,000 in any calendar year under the Company matching program.

ADMINISTRATION

Personal contributions (pledges will not be matched until paid) of cash or capital stock/debt securities will be sent to the educational institution by the employee or director along with this entire form.

The recipient institution will send the form, acknowledging receipt of the contribution to the Corporate Human Resource Department. Upon verification of eligibility of both the donor and recipient, approval and payment of the matching gift will be sent to the educational institution.

AMENDMENT, SUSPENSION OR DISCONTINUANCE

The Company may at any time amend, suspend or discontinue the Matching Aid to Education program; but no amendment, suspension or discontinuance shall affect the obligation of the Company to match gifts made prior to the date of such amendment, suspension or discontinuance.