

# **RELIANCE STEEL & ALUMINUM CO.**

## **COMPENSATION AND STOCK OPTION COMMITTEE CHARTER**

### **STATUS**

The Compensation and Stock Option Committee (the "Committee") is a committee of the Reliance Steel & Aluminum Co. Board of Directors (the "Board").

### **ORGANIZATION**

The Committee shall consist of three or more members of the Board. Each member of the Committee shall be free of any relationship that may interfere with their exercise of independent judgment and shall meet any requirements of the New York Stock Exchange ("NYSE") and other governing bodies with authority over the Company's activities.

### **PURPOSE**

The primary purpose of the Committee is to: (1) assist the Board in meeting its responsibilities relating to determining the compensation of the Company's executive officers and senior managements, (2) recommend to the Board annual and long-term compensation for the Company's executive officers and senior management and (3) prepare an annual report on the Committee's activities and determinations for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

### **RESPONSIBILITIES**

The Committee is responsible for recommending annual and long-term compensation of executive officers and other key management personnel of the Company and recommending and implementing incentive compensation plans and equity-based plans.

In addition, the Committee:

Recommends to whom and in what number and with what terms and conditions options should be granted under the Incentive and Non-Qualified Stock Option Plan.

Recommends and calculates the formula under which payments are made to key employees under the Company's Key-Man Incentive Plan.

Oversees and recommends changes to the Company's Supplemental Executive Retirement Plan ("SERP") which provides post-retirement benefits to key officers of the Company.

Considers performance standards for senior management and compares compensation levels of key employees of the Company with those of other public companies in the industry.

Reviews and reassesses, from time to time, the adequacy of the Charter and recommends any proposed changes to the Board for approval.

Possesses the sole authority to retain and terminate any compensation consultant used to assist in the evaluation of the CEO or other senior management and shall have the sole authority to approve the firms fees and other retention terms.

## **MEETINGS**

The Committee shall meet at least two times each year and at such other times as it deems necessary to fulfill its responsibilities.