

**CHARTER OF THE COMPENSATION AND STOCK OPTION COMMITTEE
OF THE BOARD OF DIRECTORS
OF WORTHINGTON INDUSTRIES, INC.**

PURPOSE

The purpose of the Compensation and Stock Option Committee (the “Committee”) is to (a) discharge the Board’s responsibilities relating to compensation of the Company’s executives; (b) produce an annual report on executive compensation for inclusion in the Company’s proxy statement; (c) administer the Company’s stock option and long-term incentive programs; (d) carry out its roles and responsibilities set forth below; and (e) carry out such other responsibilities as delegated to it by the Board.

ORGANIZATION

The Committee shall consist of at least three members of the Board of Directors (the “Board”). Such members shall be appointed by, and are subject to removal by, a majority vote of the full Board. These members shall be Independent Directors as defined in the Corporate Governance Guidelines.

The Board will designate one member of the Committee as its chairperson.

The Committee will meet at least once a year. Special meetings may be convened as appropriate. Committee meetings may be called by the Chairman of the Board, the President or by any member of the Committee. No specific notice of a meeting of the Committee is required. Meetings of the Committee may be held through any communications equipment if all persons participating can hear each other and participation in such a meeting shall constitute presence thereat.

The Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

The Chief Executive Officer (“CEO”) is not a member of the Committee but he will attend all meetings, except as appropriate, he may be excused from certain portions of meetings. The Committee may invite other directors, members of management and such other persons as the Committee to its meetings as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to enable it to carry out its responsibilities. At the request of its members, the Committee may close each meeting with an Executive Session.

The chairperson of the Committee will report orally to the full Board on the results of these meetings and actions taken by it, and minutes of such meetings and actions shall be made available to all Board members.

The Committee shall have the authority to retain and terminate such compensation consultants, legal counsel and other consultants as it deems appropriate to carry out its functions, including the sole authority to approve the fees and other terms of such consultants' retention.

ROLES AND RESPONSIBILITIES

The Committee has the following duties:

Executive Compensation:

- Review and approve the compensation philosophy and guidelines for the Company's executive management;
- Review and approve corporate goals and objectives relevant to CEO and executive management compensation;
- Evaluate the CEO's performance in light of the corporate goals and objectives;
- Set the CEO's compensation level based upon its evaluation; and
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement.

Board Compensation:

- Review and advise the Board with respect to board compensation of comparative companies; and
- Recommend to the Board appropriate Board compensation.

Compensation Plans:

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans;
- Administer the Company's stock option programs as long-term incentive programs and such other plans and programs designated by the Board.

General:

- Conduct an annual performance evaluation of the Committee.
- Carry out such other roles and responsibilities as designated by the Board.