

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
WORTHINGTON INDUSTRIES, INC.**

PURPOSE

The purpose of the Executive Committee is to act in place of and on behalf of the Board of Directors in the intervals between meetings of the Board of Directors.

ORGANIZATION

The Executive Committee shall consist of at least three members of the Board of Directors. Such members shall be appointed by, and are subject to removal by, a majority of the full Board. The Chairman of the Board shall be a member of the Executive Committee.

The Chairman of the Board shall be the chairperson of the Executive Committee, unless a different chairperson is designated by the Board.

The Executive Committee shall meet as necessary during the year. Such meeting may be called by the Chairman of the Board, the President, or any member of the Executive Committee. No specific notice of a meeting of the Executive Committee is required. Meetings of the Executive Committee may be held through any communications equipment if all persons participating can hear each other and participation in such a meeting shall constitute the presence thereat.

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

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

AUTHORITY

The Executive Committee shall have all of the authority of the Board of Directors, other than that of filling vacancies on the Board of Directors or on any committee of the Board of Directors other than those specifically delegated to other committees of the Board.