



## COMMONWEALTH INDUSTRIES, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. **Purpose of the Committee**. The purpose of the Nominating and Corporate Governance Committee (“Committee”) is to identify and nominate individuals for election as members of the Board of Directors and to take a leadership role in shaping the corporate governance of the Company.

B. **Composition and Operations**. The Committee shall be comprised of three or more directors who are, in the business judgment of the Board, “independent” under the rules of the Nasdaq Stock Market.

The Chairman and other members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine.

The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.

The Committee shall report to the Board on a regular basis and not less than once a year.

The Committee shall review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for approval.

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, comparing the performance of the Committee with the requirements of this Charter and setting forth the goals and objectives of the Committee for the coming year. The evaluation shall be conducted in such manner as the Committee deems appropriate and the report to the Board may be an oral report by the Chairman of the Committee or his or her designee.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain and approve the fees and terms of retention of special counsel or other experts or consultants as it deems appropriate. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

C. **Duties and Responsibilities**. The Committee shall:

(1) Make recommendations to the Board from time to time as to changes the Committee believes desirable in the size of the Board or any Board Committee.

(2) Identify individuals believed to be qualified to become directors and to select the nominees to stand for election as directors at annual or other meetings of stockholders or to be recommended for election as directors by the Board to fill vacancies (including a vacancy created by an increase in the size of the Board) occurring between such meetings of stockholders. In nominating candidates the Committee

shall take into consideration such factors as it deems appropriate and consistent with the Corporate Governance Guidelines adopted by the Board. These factors may include current occupation and responsibilities, age and demographic diversity. The Committee may consider candidates proposed by management but is not required to do so.

(3) In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, recommend to the Board the class of directors in which the individual should serve.

(4) Recommend to the Board candidates for appointment as chairmen and other members of Board Committees. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, and any other factors it deems appropriate.

(5) Conduct an annual or other periodic review of the amount and components of director compensation in relation to other similarly situated companies and make a recommendation to the Board as to the compensation of the directors.

(6) Develop and recommend to the Board corporate governance principles and practices applicable to the Company and review those principles and practices at least once a year.

(7) Sponsor an annual assessment of the Board's performance and discuss the results with the Board. The purpose of the review is to improve the performance of the Board as a unit, and not to target the performance of any individual Board member.

Adopted: October 29, 2002