

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

CHARTER

I. PURPOSE OF COMMITTEE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Steel Dynamics, Inc. (the “Company”) is to:

- A. Identify, screen and recommend people to the Board for nomination as members of the Board and its committees; and
- B. Develop and recommend to the Board a set of Corporate Governance Policies (the “Policies”), as well as changes thereto, that should be applicable to the Company.

II. COMMITTEE MEMBERSHIP

A. Committee membership shall consist of not less than three (3) nor more than five (5) persons, each of whom shall be a member of and be appointed by the Board, and each of whom shall meet (i) all criteria for “independence” that may be prescribed from time to time by SEC, Nasdaq and tax rules, listing standards and regulations applicable to this Committee, (ii) the definition of a “non-employee director” within the meaning of Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934, and (iii) the definition of an “outside director” within the meaning of Section 162(m)(4)(C) of the Internal Revenue Code.

B. Director nominees should be persons who, by background, knowledge, skills, business and financial experience and expertise, diversity, integrity and leadership, are likely to materially contribute the skills and qualities that a properly functioning Board must have.

C. The Committee shall annually, in consultation with the Chief Executive Officer and other Board members, identify, screen and recommend nominees for Board and for various committee memberships and chairs, for appointment by the Board.

D. Members of the Committee serve at the pleasure of the Board and for such term or terms as the Board may determine.

III. COMMITTEE OPERATION

A. Members of the Committee or, in default, the Board shall designate one member of the Committee as chair of the Committee.

B. The Committee may meet in person or telephonically, not less frequently than semi-annually, but may also take action and make recommendations by written consent in lieu of a meeting. The Committee shall inform the Board at regular Board meetings, unless circumstances otherwise demand, of all actions taken or issues discussed at its meetings.

C. Any member of the Committee may call a meeting of the Committee upon due notice to each member at least forty-eight hours prior to the meeting, unless waived. Two members shall constitute a quorum if the Committee's membership is three, and three members if the Committee's membership is four or five. If a quorum is present a majority of the member present shall decide any question brought before the Committee.

D. The Committee may engage the services of outside consultants or advisors, as it shall deem necessary or appropriate in the discharge of its duties and responsibilities.

IV. COMMITTEE DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

A. Make recommendations to the Board from time to time with respect to the Company's Corporate Governance Policies, and any changes thereto, including the size and composition of the Board or of any of its committees.

B. Review and identify the appropriate skills and characteristics required of Board and committee members, in order to contribute to effective Board and committee operation.

C. Identify, screen and recommend individuals believed to be qualified to become Board or committee members or chairs, whether for nomination at a stockholders meeting, for appointment by the Board, or to fill vacancies. The Committee will solicit input from management and consider candidates suggested by management, but it is not required to do so.

D. Make preliminary determinations and render advice to the Board concerning whether an individual is "independent," as defined by applicable SEC, Nasdaq or tax rules, regulations and listing standards, or whether there are any other material relationships between the individual and the Company or its management.

E. Perform any other duties or responsibilities expressly or by implication delegated to the Committee by the Board or pursuant to the Corporate Governance Policies of the Board.

F. Prepare an annual report to the Board, as required by law.