

**Charter
of
The Nominating/Corporate Governance Committee
of WHX Corporation**

A. Purpose

The primary objectives of the Nominating/Corporate Governance Committee (the “Committee”) of WHX Corporation (the “Company”) are to assist the Board of Directors (the “Board”) by: (i) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each next annual meeting of the Company's stockholders; (ii) ensuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board shall have the benefit of qualified and experienced independent directors; and (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

B. Organization

The Committee shall consist of three or more directors, each of whom is determined by the Board to be “independent” in accordance with applicable independence requirements of the New York Stock Exchange (“NYSE”) and any other regulatory requirements.

Committee members shall be elected by the Board at a meeting of the Board; members shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal, with or without cause, at the Board’s discretion

The Committee may form and delegate any or all of its responsibilities to subcommittees when appropriate.

C. Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. Unless a chairperson (“Chair”) is elected by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair shall preside at each meeting. Meetings of the Committee may be held telephonically.

D. Responsibilities

1. The Committee has the following **nominating** duties:

Board Composition

- a. Establish criteria for the selection of new directors to serve on the Board, including specific minimum qualifications that the Committee believes must be met in order for a nominee to be recommended by the Committee for a position on the Board. Such criteria shall include the independence, character, education, knowledge, skills and experience of nominees in light of the Board’s needs;

b. Identify potential candidates for membership on the Board by introduction from management, members of the Board, employees or other sources and stockholders, consistent with criteria approved by the Board, and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting;

c. Evaluate candidates for nomination to the Board. The Committee may adopt procedures for the submission of recommendations by shareholders as it deems appropriate, and shall indicate to the Board where such procedure differs from Committee nomination procedures. The Committee shall gather information on such candidates, conduct inquiries into the backgrounds and qualifications of such candidates, and conduct interviews and meetings with such candidates or their references;

d. Make recommendations to the Board regarding overall Board composition and makeup, including having a majority of independent directors on the Board;

e. Make recommendations to the Board regarding the composition and size of the Board, with the goal of ensuring that the Board has the proper expertise and its membership consists of persons with sufficiently diverse and independent backgrounds;

f. Develop and recommend, for Board approval, standards for director independence;

g. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interest of all shareholders;

h. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits;

i. Assist the Board in planning for continuity on the Board as existing Board members retire or rotate off the Board; and

j. Oversee the evaluation of the Board of Directors and management.

Board Committees

a. Recommend members of the Board to serve on the Board's committees, giving consideration to the criteria for service on each committee as set forth in its charter, as well as make recommendations regarding the removal of committee members;

b. Periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and

c. Recommend to the Board persons to serve as chair of Board committees.

2. The Committee has the following **governance** duties:

Corporate Governance

- a. Take a leadership role in the shaping of the corporate governance of the Company;
- b. Advise the Board (as a whole) on corporate governance matters;
- c. Review periodically the adequacy of the Certificate of Incorporation and By-Laws of the Company and recommend to the Board changes thereto in respect of good corporate governance;
- d. Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- e. Oversee the evaluation of the Board and management;
- f. Review periodically the principles of corporate governance approved by the Board to consider whether they remain relevant, and to confirm that there is compliance with them; and
- g. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Stockholders

- a. Consider whether the Board shall create a process for the Board and management of the Company to communicate with stockholders between annual meetings of the stockholders.

Conflicts of Interest

- a. Adopt and revise as necessary a Conflicts of Interest Policy and oversee its implementation;
- b. Clear actual and potential conflicts of interest a Board member may have and issue to a Board member having an actual or potential conflict of interest instructions on how to conduct him/herself in matters before the Board that may pertain to such a conflict; and
- c. Review consulting agreements of Board members, if any, for conflicts of interest.

General

- a. Have the sole authority to obtain advice and assistance from internal or external legal, accounting or other advisors, including, without limitation, to retain and/or

terminate search firms to identify director candidates, in connection with the performance of its duties and responsibilities;

b. Have the sole authority to approve fees and other retention terms for such advisors or services;

c. Take such other actions regarding the manner of governance of the Company, including the adoption of principles of corporate governance, from time to time that are in the best interests of the Company and its stockholders, as the Committee shall deem appropriate; and.

d. Report to the Board from time to time on matters acted upon by the Committee.

E. Performance Evaluation and Annual Reviews

1. The Committee shall conduct an annual performance evaluation of the Committee itself; and

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