

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
WORTHINGTON INDUSTRIES, INC.**

PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) is (a) to ensure that the Board is comprised of members with the appropriate skills, qualities and experience; (b) to identify and recommend individuals to be nominated for election as directors by the shareholders and to fill vacancies on the Board; (c) to develop and recommend to the Board corporate governance principles of the Company; and (d) to carry out its responsibilities set forth below.

ORGANIZATION

The 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 vote of the full Board. These members shall be Independent Directors as defined in the Worthington Industries Corporate Governance Guidelines.

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

The Committee will meet at least two (2) times a year. Special meetings may be convened as appropriate. Meetings of the Committee may be called by the Chairman of the Board, the President or by a member of the Committee. No specific notice of a meeting of the Committee is required. Meetings of the Committee may be held through any communication 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 chairperson of the Committee (or his designee) will report orally to the full Board on the results of its meetings, and minutes of such meetings shall be made available to all Board members. The Committee may invite to its meetings other directors, Company management and such other persons as the Committee 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 Committee shall have the authority to retain and terminate such search firms, 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.

AUTHORITY AND RESPONSIBILITIES

General.

The Committee shall:

- Develop principles of corporate governance and recommend them to the Board for its approval;
- Periodically review the principles of corporate governance approved by the Board to insure that they remain relevant and are being complied with;
- Recommend to the Board for its approval the Corporate Governance Guidelines of the Board of Directors; and
- Consult with the Chairman and Chief Executive Officer in carrying out the duties of the Committee;

Shareholders.

The Committee shall:

- Periodically review the Articles of Incorporation and Code of Regulations of the Company and recommend changes to the Board in respect of good corporate governance; and
- Review the procedures and communication plans for shareholder meetings and ensure that required information on the Company is adequately presented.

Board Composition.

The Committee shall:

- Review the composition and size of the Board in order to ensure the Board has the proper expertise and its membership consists of persons with sufficiently diverse backgrounds;
- Recommend criteria for selection of the Board members and Board committee members, including the identification of specific skills, qualities and experience in the context of the perceived needs of the Board or Committee at that time;
- Review and recommend Board policies on age and term limits for Board members;
- Plan for continuity on the Board as existing Board members retire or rotate off the Board;

- With the participation of the Chairman, identify and recruit candidates for Board membership and arrange for appropriate interviews and inquiries into the qualifications of the candidates;
- With the Compensation and Stock Option Committee, provide for an annual review of succession plans for the Chairman and Chief Executive Officer in the case of his resignation, retirement or death;
- Evaluate the performance of current Board members proposed for reelection, and recommend to the Board as to whether members of the Board should stand for reelection; and
- Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or upon other vacancies on the Board.

Evaluation of Performance.

The Committee shall:

- Lead an annual evaluation of the Board as a whole;
- Conduct an annual evaluation of the Committee; and
- Provide oversight with respect to the evaluation of the other Board committees and of management.

Board Committees.

The Committee shall:

- With the Chairman, 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;
- With the Chairman, recommend to the Board persons to be chairpersons and members of Board committees;
- Ensure that each Board Committee is comprised of members with the appropriate qualities, skills and experience for the tasks of the Committee and that each Committee conducts the required number of meetings and makes appropriate reports to the Board on its activities and findings.

Conflicts and Other Directorships.

The Committee shall, to the extent not otherwise delegated to the Audit Committee:

- Review the relationships between the Company and a director, whether direct or as an officer or equity owner of an organization, for conflicts of interest. All members of the Board are required to report any such relationships to the corporate general counsel;
- Clear actual and potential conflicts of interest a Board member may have and issue to the Board member having an actual or potential conflict of interest instructions on how to conduct himself/herself in matters before the Board which may pertain to such a conflict; and
- Make appropriate recommendations to the Board concerning determinations necessary to find a director to be an Independent Director.

General.

The Committee shall:

- Verify on an ongoing basis that the Board, in the conduct of its activities, conforms to all applicable laws, rules and regulations; and
- 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 shareholders, as the Committee shall deem appropriate.