

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
IMCO RECYCLING INC.**

Organization and Purposes

The Nominating and Governance Committee (the “Committee”) is created by resolution of the Board of Directors (the “Board”) under the Bylaws of IMCO Recycling Inc. (the “Company.”) This Charter shall govern the operations of the Committee and will assist and direct the Committee in performing its primary responsibilities:

- • Provide general corporate governance oversight, including oversight of the evaluation of the Board and the Company’s management;
- • Identify individuals qualified to become Board members and recommend those individuals to the Board for selection as director nominees for election at annual meetings of stockholders, or to fill vacancies as they occur on the Board;
- • Periodically review and reassess the adequacy of the Company’s Corporate Governance Guidelines (the “Guidelines”) and recommend any proposed changes to the Board;
- • Review nominees for officers of the Company and make recommendations to the Board regarding those nominees; and
- • Review with the Board on an annual basis, the requisite skills and characteristics of prospective Board members and the composition of the Board as a whole.

Composition

The Committee shall be comprised of at least three directors, each of whom has been affirmatively determined by the Board to be an “independent director” satisfying the standards and rules of the New York Stock Exchange (NYSE). In making this determination, the Board shall take into account the director qualification standards set forth in this Charter and in the Guidelines.

The Board shall designate the members of the Committee at its first meeting following each annual meeting of the Company’s stockholders. Each member of the Committee shall serve until the member’s successor is designated by the Board or until the member’s earlier resignation. If a member does not serve until the first meeting of the Board following the next annual meeting of stockholders, the Board shall designate a replacement. The Chairman of the Committee shall be designated by the Board.

Meetings

The Committee shall meet at least four (4) times annually, and more frequently as circumstances dictate to accomplish the purposes and goals set forth in this Charter. Committee meetings and communications shall be either in person or by conference telephone call. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval. The minutes of all meetings of the Committee shall be given to the Secretary of the Company for filing in the corporate records.

Goal and Responsibilities

The goals and responsibilities of the Committee are as follows:

- .1 1. Identify director candidates who are qualified on the basis of the following selection criteria (the “Director Selection Criteria”): experience, wisdom, integrity, ability to make analytical inquiries, industry or other special knowledge, understanding of the Company’s business environment and willingness to devote adequate time to Board duties; and such other criteria as may be set forth in the Guidelines.
- .2 2. In its sole authority, (a) retain and terminate search firms or similar services to be used to identify director candidates and (b) approve the search firm’s fees and other retention terms.
- .3 3. Be available to the other directors for consultation concerning candidates for director positions.
- .4 4. Consider director candidates proposed outside of the Committee’s deliberations (subject to the provisions of the Company’s Bylaws and applicable law).
- .5 5. Review with the Board and recommend to the Board, consistent with the requirement that a majority of the members of the Board be independent, the names of qualified persons (on the basis of the Director Selection Criteria) (a) to be nominated for election (or re-election) as directors before each annual meeting of the Company’s stockholders or (b) to fill vacancies as they occur on the Board; and in general, review with the Board members the composition of the Board as a whole.
- .6 6. Recommend to the Board candidates for designation as the chairs and members of the committees of the Board, with the exception of this Committee.
- .7 7. Review and recommend to the Board on an annual basis, the form and amount of director compensation in accordance with the policies and principles set forth in this Charter.
- .8 8. Recommend to the Board candidates for the Board’s election of the Company’s Chief Executive Officer.

- .9 9. Review the nominees of the Board and of the Chief Executive Officer for other officers of the Company and make recommendations to the Board regarding those nominees.
- .10 10. Review, assess and recommend to the Board changes to the Director Selection Criteria.
- .11 11. Perform, at least annually, a performance evaluation of the Committee, and report on the results of its evaluation to the Board.
- .12 12. Review and assess the adequacy of this Charter and the Guidelines, and make recommendations to the Board regarding any suggested revisions to those documents.
- .13 13. Report regularly to the Board.
- .14 14. Form and delegate duties (but not final authority to take action required to be taken by the Committee or the Board) to subcommittees when appropriate.
- .15 15. As appropriate from time to time, obtain advice and assistance from internal or external legal, accounting or other advisors. In that regard, the Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.