

RYERSON TULL, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
Adopted November 25, 2003

Purpose

The Nominating and Governance Committee will:

- 1) identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors,
- 2) select, or recommend that the Board of Directors select, the director nominees for the next annual meeting of stockholders,
- 3) develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation,
- 4) oversee the evaluation of the Board of Directors and executive management,
- 5) conduct an annual performance review of the Nominating and Governance Committee, and
- 6) perform other duties as described below.

Membership

The members of the Nominating and Governance Committee will be composed entirely of independent directors, each of whom satisfies the independence requirements of the New York Stock Exchange, and who are free of any relationship that interferes with their exercise of independence from management and the Corporation pursuant to criteria established by the Board of Directors or as determined by the Board of Directors.

The Board of Directors appoints the members and the Chair of the Nominating and Governance Committee, considering the views of the Chair of the Board of Directors and the Chief Executive Officer, and has the power to change the Committee's membership and to fill vacancies in it. The members of the Nominating and Governance Committee serve until their successors are duly elected and qualified. Unless otherwise provided in the By-Laws, this Charter or the resolution designating the Nominating and Governance Committee, a majority of all the members of the Nominating and Governance Committee fix its rules of procedure, the time and place of its meetings and its meeting notice requirements, if any. The Nominating and Governance Committee has authority to form and to delegate authority to subcommittees and others when appropriate.

Meetings

The Nominating and Governance Committee meets as frequently as circumstances dictate but at least once annually. The Chair of the Nominating and Governance Committee and the Chair of the Board and Chief Executive Officer will develop an agenda for each meeting. The Nominating

and Governance Committee meets in regularly scheduled executive sessions each year, both with and without management.

Responsibilities and Duties

The Nominating and Governance Committee will:

- 1) Develop, review and reassess the Corporation's corporate governance principles, recommending proposed changes to the Board of Directors for approval. Monitor compliance with the corporate governance principles and procedures as adopted by the Board.
- 2) Develop qualification criteria for director candidates and recommend such criteria to the Board of Directors for approval.
- 3) Identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors.
- 4) Have sole authority to retain and terminate any search firm to be used to identify director candidates, with sole authority to approve the search firm's fees and other retention terms.
- 5) Select director candidates to fill vacancies on the Board.
- 6) Select, or recommend that the Board select, the director nominees for election at the next annual meeting of stockholders.
- 7) Oversee the evaluation of the Board and executive management.
- 8) In conjunction with the Compensation Committee (and with all other independent members of the Board) determine and approve the Chief Executive Officer's compensation level, based upon the evaluation of his or her performance by the Compensation Committee. The Chair of the Nominating and Governance Committee shall solicit the views of the independent directors regarding the corporate goals and objectives established for the Chief Executive Officer and the evaluation of the Chief Executive Officer's performance in light of those goals and objectives and provide that information to the Chair of the Compensation Committee.
- 9) Review and reassess the adequacy of its Charter at least annually, recommending changes for Board approval. Disclose and publish the Charter as required by applicable law and regulations.
- 10) Administer compensation plans for non-employee directors and recommend new plans or changes for Board approval.
- 11) Conduct an annual performance evaluation of the Nominating and Governance Committee.
- 12) Report regularly to the Board of Directors on its activities.