

STEEL TECHNOLOGIES INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted November 1, 2006

MEMBERSHIP: The members of the Nominating and Governance Committee (“Committee”) will be composed entirely of independent directors, each of whom satisfies the independence requirements of The NASDAQ Stock Market, 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 (“Board”) or as determined by the Board.

The Board, with consideration of the recommendation of the Chairman of the Board, appoints the Committee Chair and members and has the power to fill Committee vacancies and change the Committee’s membership. Committee members serve until their successors are duly elected and qualified. A majority of all the Committee members determine Committee rules of procedure, the time and place of meetings and meeting notice requirements, if any.

PURPOSE, RESPONSIBILITIES AND DUTIES: The Committee will:

(1) develop, review and reassess, at least annually, the Corporation's corporate governance principles, recommending proposed changes to the Board for approval, and 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 for approval;

(3) identify and evaluate individuals qualified to become members of the Board and evaluate the qualifications of director candidates provided by the Chairman of the Board and shareholders, consistent with criteria approved by the Board;

(4) have sole authority to retain and terminate any search entity to be used to identify director candidates, with sole authority to approve the search entity's fees and other retention terms;

(5) recommend to the Board director candidates to fill vacancies on the Board;

(6) recommend to the Board selected nominees for election to the Board at the next annual meeting of shareholders;

(7) oversee the evaluation of the Board and executive management;

(8) periodically, at least annually, review with the Chairman of the Board succession plans relating to positions held by senior corporate officers, and make recommendations to the Board with respect to the selection of individuals to be considered to serve in those positions in the future;

(9) review and reassess the adequacy of its Charter, at least annually, recommending changes for Board approval, and disclose and publish the Charter as required by applicable law and regulations;

(10) conduct an annual performance evaluation of the Committee; and

(11) report regularly to the Board on its activities.

MEETINGS: The Committee meets as frequently as circumstances dictate but at least once annually. The Chair of the Committee and the Chairman of the Board will develop an agenda for each meeting.