

MSC INDUSTRIAL DIRECT CO., INC.
Nominating and Corporate Governance Committee
of the Board of Directors
Charter

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors. It shall ensure that the Board of Directors and its Committees are appropriately constituted to meet their legal obligations to the shareholders and the Company. To this end, the Committee is responsible for 1) identifying and recommending to the Board individuals qualified to become Board and Committee members; 2) maintaining that a majority of the Board members are independent and that all the members of the Audit, Compensation and Nominating and Corporate Governance Committees are independent as required; 3) developing and recommending to the Board a set of corporate governance principles applicable to the Company; and 4) addressing corporate governance issues and recommending proposals and actions for the Board’s consideration.

II. COMPOSITION

The Committee shall be composed of two or more directors, none of whom shall be an employee of the Company and each of whom shall meet the independence requirements of the New York Stock Exchange and the Securities Exchange Act of 1934 (the “Exchange Act”).

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next annual organizational meeting or until their respective successors shall be duly elected and qualified.

III. FUNCTIONS

The Committee shall have the following functions, as well as any functions as shall be required of nominating or corporate governance committees by the New York Stock Exchange:

- to establish the criteria for Board membership, which may include one or more of the following:

Experience as a senior executive at a publicly traded corporation, management consultant, investment banker, partner at a law firm or registered public accounting firm, professor at an accredited law or business school, experience in the management or leadership of a substantial private business enterprise, educational, religious or not-for-profit organization, or such other professional experience as the Committee shall determine shall qualify an individual for Board service.

In establishing these criteria, the Committee shall make every effort to ensure that the Board and its Committees include at least the required number of independent directors, as that term is defined by applicable standards promulgated by the New York Stock Exchange and by the Securities and Exchange Commission.

- to consider, recruit and recommend to the Board candidates for election to the Board at each annual meeting of stockholders; to review candidates recommended by stockholders, establish the procedures by which such stockholder candidates will be considered by the Committee and publish these procedures in the Company's annual

meeting proxy statement once established; to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;

- to review the performance of the Board and the various Committees of the Board, including the Committee, at least annually;
- to consider questions of possible conflicts of interest, including related party transactions, of Board members and of senior executives;
- to recommend to the Board the appointment and removal of the members and chairs of the Committees;
- to advise on changes in Board compensation;
- to make recommendations on the structure of Board meetings and to oversee the Company's processes for providing information to the Board;
- to work with the Company's Audit Committee, internal audit department and Corporate Governance and Disclosure Committee on matters affecting the Company's reporting disclosure and corporate governance compliance requirements;
- to consider matters of corporate governance and to review and publish, periodically, the Company's corporate governance principles and codes of business conduct and ethics (as required by New York Stock Exchange and the Securities and Exchange Commission);
- to recommend to the Board director retirement policies; and
- The Committee shall have such other powers and functions as may be assigned to it by the Board of Directors from time to time.

In addition, the Committee may at its discretion retain and terminate any search firm to be used to identify director candidates, as well as to approve the search firm's fees and other retention

terms. The Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

IV. ADMINISTRATIVE

The Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Committee or a majority of the members of the Committee. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls. A majority of the members of the Committee shall constitute a quorum for all purposes.

The Committee shall report regularly to the Board as to its activities.