

## **EARLE M. JORGENSEN COMPANY**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **A. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Earle M. Jorgensen Company (the “Company”) is to (1) identify individuals qualified to become members of the Board of Directors (the “Board”), consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of stockholders, (2) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (3) oversee the evaluation of the Board and management, (4) recommend to the Board the directors that shall serve on each committee of the Board, (5) conduct an annual performance evaluation of the Committee and (6) take such other actions within the scope of this Charter (this “Charter”) as the Committee deems necessary or appropriate.

#### **B. Composition and Term of Office**

The Committee shall consist of at least two members, each of whom shall be approved by the Board. Each member of the Committee shall be determined to be “independent” within the judgment of the Board pursuant to the criteria set forth in the Company’s Corporate Governance Guidelines a copy of which is available under the section titled “Corporate Governance” on the Company’s website at [www.emjmetals.com](http://www.emjmetals.com) and within the meaning of the listing standards of the New York Stock Exchange (the “NYSE”) and laws, rules and regulations applicable to the Company.

Members of the Committee shall be selected at the first Board meeting after the Company’s annual meeting of stockholders and each member shall serve until the next annual meeting of stockholders or until his or her successor is duly appointed, unless such term is earlier terminated by death, resignation or removal. Committee members may be removed at any time by a majority vote of directors. Vacancies will be filled by a majority vote of directors.

#### **C. Scope of Powers and Functions**

The Committee’s functions may be divided into the following general categories: (1) identifying and nominating qualified individuals to become Board members and (2) addressing issues applicable to the Company. The Committee shall:

##### **1. Board Nominations.**

- a) Review, at least annually, the size and structure of the Board and its other committees to assure that the proper skills and experience are represented on the Board and such committees and that the composition of the Board and such committees satisfy all requirements, including “independence,” in accordance

with the listing standards of the NYSE and laws, rules and regulations applicable to the Company.

- b) Determine the desired board skills and attributes required by the Board and review and develop the Board's criteria for selecting new directors. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate (i) would meet the definition of "independent" specified in the Company's Corporate Governance Guidelines, the listing standards of the NYSE and applicable law, (ii) would have desirable characteristics such as strength of character, mature judgment, professional experience, relevant technical skills and expertise, diversity and time availability and (iii) would fill a present need on the Board. The Company's policy is not to discriminate on the basis of race, gender or ethnicity and the Board is supportive of any qualified candidate who would also provide the Board with more diversity.
- c) Conduct searches for prospective Board members with the desired skills and attributes.
- d) Following consultation with management and the Chairman of the Board, evaluate and make recommendations to the Board concerning nominees for election to the Board, nominees to fill vacancies on the Board, the appointment and removal of directors as members of Board committees and the selection of Board committee chairpersons.
- e) Consider nominees for election to the Board, in accordance with the policies and criteria set forth in the Company's Corporate Governance Guidelines, discuss and evaluate possible candidates in detail, and suggest individuals to explore in more depth.
- f) Nominees recommended by the stockholders in accordance with the Company's Bylaws will be given appropriate consideration in the same manner as other nominees. The Company may from time to time enter into agreements with certain of its stockholders which allow for such stockholders to provide for their designation of their nominee or nominees to be included in the Company's slate of nominees recommended to stockholders for election as directors at any annual or special meeting of stockholders at which directors are to be elected. Such agreements shall be reviewed and recommended to the Board for approval or rejection.
- g) Evaluate and consider matters relating to qualifications, retirement, succession and compensation of directors. Evaluate and recommend termination of membership of individual directors in accordance with the Board's Corporate Governance Guidelines, for cause or for other appropriate reasons.
- h) Review the suitability of each Board member for continued service when his or her term expires or when he or she has a significant change in status, including a change in principle employment.

- i) Exercise the sole authority to retain, pay and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms. The authority to obtain advice and assistance from internal or external legal, accounting or other advisors, which may be different from the Company's day-to-day advisors

## **2. Corporate Governance.**

- a) Assist the Board in developing Corporate Governance Guidelines and, at least annually, review and reassess the adequacy of such Guidelines and recommend any proposed changes to the Board for approval.
- b) Consider any other corporate governance issues that arise from time to time, including any plans or provisions to be adopted by the Company that may impact stockholder rights.
- c) Conduct periodic evaluations of the Board, management, and each Board committee.
- d) Develop an orientation program for new directors and a continuing training program for all directors.
- e) Administer regular executive sessions of the Board for independent directors. If necessary, select an independent director to preside at such meetings and recommend that selection to the Board for approval.
- f) Obtain the Board's evaluation of the Committee's performance on an annual basis. Such evaluation shall be performed by the Board members who, at the time of such evaluation, do not sit on the Committee.
- g) Conduct periodic reviews of the Company's Certificate of Incorporation and Bylaws, and make recommendations to the Board, as are necessary or appropriate, for changes therein.
- h) Annually review and re-examine the adequacy of this Charter and recommend any proposed changes, as are necessary or appropriate, to the Board for approval.
- i) Cause the then-current Charter to be published on the Company's website.
- j) Perform such other functions which from time to time may be assigned by the Board.

## **D. Meetings**

The Committee shall meet at least once annually or more frequently, as circumstances dictate, upon the request of any member of the Committee and upon the notice provided for in the Company's Bylaws. 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 Chairperson 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.

**E. Procedural Matters**

A majority of the then-acting members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Unless the Board elects a Chairperson for the Committee, the members of the Committee may designate a Chairperson by majority vote. The Chairperson shall preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Charter, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

**F. Reports and Minutes**

The Committee shall report regularly to the Board (1) following meetings of the Committee, (2) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (3) with respect to such recommendations as the Committee may deem appropriate. The Committee shall maintain minutes and other records of meetings and activities of the Committee, as appropriate under Delaware law.

Adopted: October 22, 2004