

**RELIANCE STEEL & ALUMINUM CO.  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**Organization**

The Nominating and Governance Committee (the "Committee") of the Board of Directors of Reliance Steel & Aluminum Co. ("Reliance") shall be composed of three or more members of the Board of Directors (the "Board"), each of whom shall be free of any relationship that may interfere with their exercise of independent judgment and shall meet the requirements of an independent director under the rules of the New York Stock Exchange and the Securities and Exchange Commission. The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall designate one member of the Committee as its chairperson.

**Purpose**

The primary purpose of the Committee is to ensure that the Board and each of its standing committees are appropriately constituted to meet fiduciary obligations to the shareholders and to Reliance. To accomplish this purpose, the Committee shall develop and implement policies and processes regarding Board and corporate governance matters, assess Board membership needs, identify individuals qualified to become Board members, make recommendations regarding potential director candidates to the Board, administer the evaluation of Board, Committee and management performance, and make any recommendations to the full Board as needed to carry out its purpose.

**Responsibilities**

The Committee shall:

1. Together with all of the independent directors on the Board, evaluate the current composition, skill, size and organization of the Board and its committees. Forecast future requirements and determine desired Board skills and attributes that fulfill those requirements. Conduct searches for prospective Board members whose skills and attributes reflect those attributes. Identify, evaluate and propose nominees for election to the Board. The Committee shall have sole authority to retain and terminate any search firm to assist in the identification of candidates for membership on the Board, including sole authority to approve the search firm's fees and other retention terms.
2. Develop and administer a process to evaluate the performance of the Board, all standing committees of the Board and the individual directors, including surveying directors to determine their suggestions and preferences, and oversee the evaluation of management.
3. Evaluate and consider matters relating to the qualifications, retirement, succession and compensation of directors. Evaluate and recommend termination of

membership or retirement of individual directors in accordance with the Board's corporate governance principles, for cause or for other appropriate reasons.

4. Develop and recommend to the Board a set of corporate governance principles and policies applicable to the Company, and review and reassess such principles and policies annually and recommend to the Board any changes deemed appropriate. Review any requests for waivers of those principles and policies.

5. Following consultation with management, the Chairman of the Board and members of the respective committees, evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and nominees for election. Consider shareholder nominees for election to the Board.

6. Develop an orientation program for new directors and a continuing training program for all directors.

7. Administer regular executive sessions of the Board for the independent directors. If necessary, select an independent director to preside at such meetings and recommend that selection to the Board for approval.

8. Obtain the Board's evaluation of the Committee's performance and focus on an annual basis. Such evaluation shall be performed by the Board members who do not sit on the Committee.

9. Conduct a regular review of the corporate bylaws and make recommendations to the Board for changes in the bylaws.

10. Annually review the Committee's Charter.

11. Annually obtain the evaluation of the Committee by its members.

### **Compensation and Independence**

Other than in their capacity as Board members or Board committee members, the members of the Committee shall not accept any consulting, advisory or other compensatory fee from Reliance and they shall not be an affiliated person of Reliance or its subsidiaries.

### **Meetings**

The Committee shall meet at least one time each year and at such other times as it may deem appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Nominating and Governance Committee members) in furtherance of such responsibilities. The Committee shall report its activities to the Board on a regular basis and shall maintain minutes of its meetings.