

**Schnitzer Steel Industries, Inc.**  
**Charter of the Compensation Committee of the Board of Directors**

**Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Schnitzer Steel Industries, Inc. (the “Company”) is to:

- Discharge the Board’s responsibilities relating to compensation of the Company’s executive officers;
- Oversee the administration of the Company’s executive and director compensation plans and equity based plans;
- Oversee and evaluate the performance of the Executive Chairman (“EC”) and the Chief Executive Officer (“CEO”); and
- Oversee the preparation of executive compensation disclosures included in the Company’s proxy statement, in accordance with the Securities and Exchange Commissions rules and regulations.

**Membership**

The Committee shall consist of at least three directors. The Committee Chair shall be appointed by the Chairman of the Board on the recommendation of the Nominating and Corporate Governance Committee and the Lead Director after consultation with the Committee members. Vacancies on the Committee, including of the Committee Chair, shall be filled by the Chairman of the Board after consultation with the Lead Director and the Chair of the Nominating and Corporate Governance Committee. Committee members shall meet Nasdaq’s independence requirements for compensation committee members as in effect from time to time and all other applicable rules, regulations, and statutes, as determined by the Board in the exercise of business judgment.

**Meetings**

The Committee shall meet with such frequency and at such intervals as it determines is necessary to carry out its duties and responsibilities. Meetings may be called by the Chair of the Committee or any two Committee members. The Committee may permit attendance at meetings by management and consultants as the Committee may determine appropriate or advisable from time to time. A majority of the members shall constitute a quorum. Concurrence of a majority of the quorum present at a meeting shall be required to take formal action of the Committee. As permitted by ORS 60.354, the Committee may act by unanimous written consent and may conduct meetings by conference telephone or similar communications equipment. The Committee shall report regularly to the Board on matters within the Committee's responsibilities and shall maintain minutes of Committee meetings.

**Duties and Responsibilities**

The Committee shall:

1. Review and approve performance goals and objectives with respect to the compensation of the EC, the CEO and the other executive officers, consistent with approved compensation plans.

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2. Oversee the performance evaluation of the EC and the CEO in light of established goals and objectives and determine the EC's and the CEO's compensation (including annual base salary, incentive compensation, long-term incentive compensation, and equity-based compensation).
3. Review and approve employment, severance, change-in-control, termination, and retirement agreements for executive officers.
4. Review and make recommendations to the Board with respect to executive compensation plans, including incentive and equity-based compensation.
5. Administer and interpret executive compensation plans as required by the terms of the plans, the Company's stock plans, and all other equity-based plans from time to time adopted by the Company.
6. Determine the compensation (including annual base salary, incentive compensation, long-term incentive compensation, and equity-based compensation) of the other executive officers. The EC may be present during the deliberations and voting on the CEO's and other executive officers' compensation, and the EC and the CEO may be present during deliberations and voting on the compensation of executive officers other than the EC and the CEO.
7. Exercise sole authority to retain and terminate consultants to assist the Committee in the performance of its duties and responsibilities, including evaluating the compensation of directors, the EC, the CEO or the other executive officers, with the sole authority to approve the consultant's fees and other retention terms. The Company will pay all compensation of such consultants.
8. Direct preparation of and approve, as applicable, the annual Committee report on executive compensation and the Compensation Discussion and Analysis for inclusion in the Company's annual proxy statement in conformity with applicable rules and regulations of the Securities and Exchange Commission in effect from time to time.
9. In consultation with the Nominating and Corporate Governance Committee, review and recommend to the Board for approval compensation for members of the Board, including compensation paid to committee members and committee chairs.
10. Annually self-evaluate the performance of the Committee.
11. Annually review and assess the adequacy of the Committee's charter and recommend any proposed changes to the Board.
12. Report to the Board on the results of all evaluations and reviews described above.
13. Have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by the Committee in order to discharge its responsibilities hereunder.
14. Perform such other duties and responsibilities as the Board may, from time to time, assign to the Committee.

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