

**Schnitzer Steel Industries, Inc.**  
**Charter of the Nominating and Corporate Governance Committee**  
**of the Board of Directors**

**Purpose**

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

- Identify, select and recommend to the Board individuals proposed to be (i) nominated for election as directors by the shareholders or (ii) elected as directors by the Board to fill vacancies, including vacancies resulting from an increase in the number of directors;
- Working with the Chairman of the Board and the Lead Director, seek to ensure that the Board’s committee structure, committee assignments and committee chair assignments are appropriate and effective;
- Develop and recommend to the Board for approval, and review from time to time, a set of corporate governance principles for the Company, which shall include a process for the evaluation of the Board of Directors, its committees and management;
- Provide director education opportunities; and
- Monitor compliance with the corporate governance principles adopted by the Board.

**Membership**

The Committee shall consist of at least three directors. Committee members will be appointed on an annual basis (normally immediately following the Company’s annual meeting of shareholders) by the Board upon the recommendation of the Committee in consultation with the Chairman of the Board and the Lead Director, if applicable. Vacancies on the Committee shall be filled through appointment by the Board upon the recommendation of the Committee in consultation with the Chairman of the Board and the Lead Director, if applicable. The Committee Chair shall be appointed by the Chairman of the Board after consultation with the Lead Director, if applicable, and the Chair of the Committee. Committee members shall meet Nasdaq’s independence requirements for governance 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 communication 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**

1. The Committee shall review and periodically make recommendations to the Board regarding the composition, size, structure, practices, policies, and activities of the Board and its committees.
2. The Committee shall identify individuals qualified to become directors and develop a pool of potential candidates for consideration in the event of a vacancy on the Board. In assessing potential candidates, the Committee shall consider the composition of the Board as a whole and the character, background and professional experience of each potential candidate. In its evaluation of potential candidates, the Committee shall consider the following factors: qualification as an Independent Director under applicable law, the rules and regulations of the Securities and Exchange Commission and NASDAQ listing standards; character, integrity and mature judgment; accomplishments and reputation in the business community; knowledge of the Company's industry or other industries relevant to the Company's business; specific skills such as financial expertise needed by the Board; inquisitive and objective perspective; commitment and ability to devote time and effort to Board responsibilities; and diversity of viewpoints and experience.
3. In considering recommendations regarding the re-nomination of incumbent directors, the Committee shall, in addition to the factors listed in paragraph 2 above, take into account the performance of such persons as directors, including the number of meetings attended and the level and quality of participation and value of continuity and knowledge of the Company gained through Board service.
4. The Committee shall consider potential Board candidates recommended by Company shareholders. Shareholders may recommend qualified candidates by writing to the Committee, in care of the Secretary of the Company, at the Company's principal office address. Any such recommendation must include the candidate's name, age and qualifications (including principal occupation and employment history) and written consent to be named as a nominee in the Company's proxy statement and to serve as a director, if elected. The Committee shall evaluate the qualifications of candidates submitted by shareholders in the same manner as its evaluation of other potential new director candidates.
5. The Committee shall review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.

6. Periodically as appropriate, the Committee shall review, evaluate, and recommend to the Board amendments to the Company's articles of incorporation and bylaws relating to the issues of corporate governance.
7. Periodically as appropriate, the Committee shall recommend to the Board the selection of a Chairman of the Board, a Lead Director, and, in consultation with the Compensation Committee, the Chief Executive Officer (the "CEO") and shall also review the succession plans for the CEO, including, when appropriate, the evaluation of potential successors.
8. The Committee shall periodically report to the Board regarding the Committee's actions and propose any necessary action to the Board.
9. The Committee shall review the Company's Corporate Governance Guidelines and the charters of each Board committee at least annually and recommend proposed changes to the Board. The Committee will annually self-evaluate its own performance.
10. The Committee is authorized, to the extent it deems necessary or appropriate, to retain one or more consulting or search firms to assist the Committee in identifying potential candidates to the Board and advise on Board development. The Company will pay all compensation of such firms approved by the Committee.
11. The Committee is authorized, to the extent it deems necessary or appropriate, to seek advice from internal and external legal counsel and other advisors or consultants as the Committee deems necessary or appropriate to assist in the performance of its duties, and to present educational opportunities for members of the Board. The Company will pay all compensation and expenses of legal counsel, advisors or consultants engaged by the Committee.
12. The Committee shall conduct annual evaluations of the Board, its committees and individual directors.
13. Annually review and assess the adequacy of the Committee's charter and recommend any proposed changes to the Board.
14. Periodically as appropriate, the Committee shall review and evaluate risks related to corporate governance practices and leadership succession.
15. The Committee shall perform such other duties as the Board may delegate to the Committee from time to time.