Russel Metals

INFORMATION CIRCULAR AND NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

TUESDAY, MAY 12, 2009

THIS BOOKLET CONTAINS IMPORTANT INFORMATION FOR SHAREHOLDERS

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Russel Metals

Notice is hereby given that the annual meeting of shareholders (the "Meeting") of Russel Metals Inc. (the "Company") will be held:

Date: **Tuesday, May 12, 2009**

Time: **4:00 p.m. (Toronto time)**

Place: **The Westin Bristol Place Hotel, 950 Dixon Road, Toronto, Ontario, Canada**

BUSINESS OF THE MEETING

The purpose of the Meeting is:

1. To receive and consider the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2008, together with the report of the auditors thereon;

2. To elect Directors;

3. To re-appoint Deloitte & Touche LLP as auditors and to authorize the Directors to fix their remuneration; and

4. To transact such further or other business as may properly come before the Meeting or any postponement or adjournment thereof.

If you are a shareholder and cannot attend the Meeting in person, you may vote by proxy. Voting instructions are included in the accompanying information circular. To be valid, proxies for use at the Meeting must be deposited with the Company (at its registered office) or with CIBC Mellon Trust Company no later than 4:00 p.m. on Friday, May 8, 2009 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting.

By Order of the Board,

WILLIAM M. O'REILLY,
Secretary

Mississauga, Ontario
March 2, 2009

GENERAL

INTERPRETATION

Unless the context otherwise requires, references to "Company", "Corporation", "Russel Metals", "we", "us" or "our" as used herein refer to Russel Metals Inc. and its subsidiaries. All dollar references are in Canadian dollars unless otherwise stated. Unless otherwise indicated, the financial information contained in this Circular is presented as of December 31, 2008 and all other information is current to March 2, 2009.

SHAREHOLDER PROPOSALS

A shareholder who will be entitled to vote at the 2010 annual meeting of shareholders of the Company and who intends to raise a proposal at such meeting, must deliver the proposal to the Company not later than December 1, 2009.

FINANCIAL STATEMENT REQUESTS

Financial information is provided in our annual financial statements and related Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A").

If you are a non-registered beneficial shareholder and you wish to receive our annual or quarterly financial statements and MD&A, you must mark the appropriate request boxes on the accompanying voting instruction form provided by your financial intermediary, and return it in the envelope provided.

If you are a registered shareholder and you wish to receive our quarterly financial statements and related MD&A you must mark the appropriate request box on the reverse side of the enclosed form of proxy, and return it to us. If you are a registered shareholder and you do not wish to receive our annual financial statements and MD&A, you must mark the appropriate request box on the reverse side of the enclosed form of proxy, and return it to us.

Our results are announced by news release. Our financial statements, MD&A and other disclosure documents are available on our website at www.russelmetals.com and on SEDAR at www.sedar.com.

AVAILABILITY OF DISCLOSURE DOCUMENTS

We will provide to any shareholder, upon request to our Investor Relations Department, a copy of:

(i) our most recent Annual Information Form together with any document or pertinent pages of any document incorporated therein by reference;

(ii) our audited consolidated financial statements for our last financial year together with the auditors' report thereon and the related MD&A;

(iii) our Information Circular for our last annual meeting of shareholders; and

(iv) any material change reports (other than confidential reports) which we have filed with the various securities regulatory authorities.

CONTACT INFORMATION

Russel Metals Inc.
Investor Relations Department
Telephone: (905) 816-5178
Fax: (905) 819-7409
Email: info@russelmetals.com
Suite 210, 1900 Minnesota Court
Mississauga, Ontario L5N 3C9

CIBC Mellon Trust Company
Proxy Department
P.O. Box 721
Agincourt, Ontario M1S 0A1
Telephone: (866) 781-3111
Fax: (416) 368-2502

BUSINESS OF THE MEETING

RECEIPT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our financial statements for the year ended December 31, 2008, together with the auditors' report thereon, will be sent, together with a copy of this circular, to all registered shareholders, except shareholders who have waived receipt, and to beneficial shareholders who have requested a copy.

ELECTION OF THE BOARD OF DIRECTORS

There are nine nominees for election to the Board of Directors; seven of the nine nominees are currently Directors of the Company. Edward M. Siegel, Jr. is not standing for re-election as a Director. Brian R. Hedges and William M. O'Reilly are new nominees for election as Directors of the Company.

On December 22, 2008, the Board of Directors announced that Mr. Siegel will retire on May 12, 2009 and Mr. Hedges will be appointed President and Chief Executive Officer. The Board of Directors wishes to thank Mr. Siegel for his contributions to the Company over his more than 22 years of service to the Company and, in particular, during his time as President and Chief Executive Officer from 1997 to the present.

Detailed information regarding each nominee is located commencing on page 5, including Director attendance in 2008. If elected, each nominee will serve for a term of one year, until the 2010 annual meeting of shareholders. We have adopted a Majority Voting Policy for the election of our Directors. A description of this policy is located on page 11 of this Circular.

APPOINTMENT OF AUDITORS

Deloitte & Touche LLP ("Deloitte") were first appointed as our auditors in 1958 and have continued to be our auditors for over 50 years. Management proposes that they be reappointed for the 2009 fiscal year. If a ballot is demanded at the Meeting, the shares represented by proxies in favour of Management nominees will be voted in favour of the appointment of Deloitte as auditors of the Company, unless a shareholder has specified in a proxy that his or her shares are to be withheld from voting in the appointment of auditors. To be effective, the resolution to appoint Deloitte as auditors of the Company and to authorize the Directors to fix their remuneration must be passed by a majority of the votes cast at the Meeting in person or by proxy by shareholders entitled to vote thereon.

DELOITTE FEES AND SERVICES

Fees Charged By Deloitte

The following table summarizes the audit and other fees charged by Deloitte for their services during each of the 2008 and 2007 fiscal years:

SERVICE	FISCAL YEAR 2008	FISCAL YEAR 2007
Audit Services	$1,269,500	$1,305,000
Audit Related Services	110,220	68,000
Tax Services	457,500	352,000
Total	$ 1,827,200	$1,725,000

Audit Services

The fees charged by Deloitte for audit services include the audit of our annual financial statements and work on our regulatory filings.

Audit Related Services

The fees charged by Deloitte for audit related services include work on offering documents, work related to our internal controls and audit of our employee benefit plans.

Tax Services

Tax services conducted by Deloitte relate to U.S. tax compliance and planning work.

Other Services

In fiscal 2008, Deloitte did not charge fees for any services other than those set out above.

VOTING INFORMATION

PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of our Directors and officers, no person beneficially owns or exercises control or direction over more than 10% of our common shares.

QUESTIONS AND ANSWERS

Q: WHO IS SOLICITING MY PROXY?

A: **Russel Metals' Management is soliciting your proxy for use at the Meeting** or at any postponement or adjournment thereof. The solicitation of proxies for the Meeting will be made primarily by mail, but our officers, employees and agents may also solicit proxies personally or by telephone. The cost of the solicitation of proxies will be borne by Russel Metals.

Q: WHO IS ENTITLED TO VOTE?

A: Only holders of common shares may vote at the Meeting. As of March 2, 2009, there were 59,695,290 common shares outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name as of the close of business on March 20, 2009, the record date for the Meeting. If you purchased common shares from a registered shareholder after the record date, you may vote those shares at the Meeting by requesting CIBC Mellon Trust Company to include your name on the list of shareholders eligible to vote at the Meeting. In that case, you will have to provide properly endorsed share certificates or other documentation that establishes your ownership. This request must be made at least ten days before the Meeting. The contact information for our transfer agent is located on page 1 of this Circular.

Q: HOW DO I VOTE?

A: REGISTERED SHAREHOLDERS

If you are eligible to vote and your shares are registered in your name, you can vote your shares by proxy or in person at the Meeting. **If you cannot attend the Meeting in person, you may vote by proxy. Voting instructions are included in the accompanying Information Circular. To be valid, CIBC Mellon Trust Company must receive proxies no later than 4:00 p.m. on Friday, May 8, 2009 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting.**

NON-REGISTERED BENEFICIAL SHAREHOLDERS

If your shares are held in an account with a trust company, securities broker or other financial institution (an "Intermediary"), you are considered to be a non-registered beneficial shareholder. The Intermediary is the legal entity entitled to vote your common shares for you, in the manner that you direct them. Non-registered beneficial shareholders should not complete the form of proxy being circulated by Management. Instead, you should follow the instructions and complete the form that your Intermediary delivered to you with this Circular. This form will provide the necessary instructions to your Intermediary as to how you would like to vote your common shares. If you plan on attending the

Meeting in person, you will not be entitled to vote in person unless the proper documentation is completed. You should contact your Intermediary well in advance of the Meeting and follow their instructions if you want to vote in person.

Q: HOW DO I APPOINT A PROXYHOLDER?

A: The Chairman and the President and Chief Executive Officer of Russel Metals are the persons designated in the enclosed form of proxy who will represent Management at the Meeting. **You have the right, as a shareholder, to appoint a different person to attend and to act on your behalf at the Meeting. You may exercise this right by inserting in the space provided in the form of proxy the name of the other person you would like to appoint as nominee. To be valid, proxies for use at the Meeting must be deposited with the Company (at its registered office) or with CIBC Mellon Trust Company no later than 4:00 p.m. on Friday, May 8, 2009 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting.**

If there is a ballot called for at the Meeting, the shares represented by proxies in favour of the persons named by Management on the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions specified by shareholders in the forms of proxy.

If you have not specified in the form of proxy how to vote on a particular matter, your proxyholder is entitled to vote your common shares as he or she sees fit. If your proxy form does not specify how to vote on a particular matter and if you have authorized our Chairman or our President and Chief Executive Officer to act as your proxyholder, your common shares will be voted in favour of the particular matter.

Q: WHAT IF THERE ARE AMENDMENTS OR OTHER MATTERS BROUGHT BEFORE THE MEETING?

A: The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to the matters identified in the notice of Meeting or other matters that may properly come before the Meeting. Management is not aware of any such amendments or other matters.

Q: WHAT IF I CHANGE MY MIND AND WANT TO REVOKE MY PROXY?

A: If you change your mind and want to revoke your proxy after you have delivered it to CIBC Mellon Trust Company, you (or your attorney if one has been authorized, or if a corporation, an officer thereof) may revoke it :

1. by completing an instrument in writing, bearing a later date, and delivering it:

    a) to CIBC Mellon Trust Company or to our registered office located at Suite 210, 1900 Minnesota Court, Mississauga, Ontario L5N 3C9, at any time up to and including the last business day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to used; or

    b) to the Chair of the Meeting on the day of the Meeting or an adjournment thereof; or

2. in any other manner permitted by law.

THE BOARD OF DIRECTORS

NUMBER OF DIRECTORS

Our articles provide that the number of persons that may be elected to our Board of Directors is not fewer than seven and not more than 12. The Board of Directors presently consists of eight Directors, and the Board has determined that nine Directors will be elected at the Meeting. The current Directors are: A. Benedetti, J. F. Dinning, C. R. Fiora, A. F. Griffiths, A.D. Laberge, L. Lachapelle, J. W. Robinson and E. M. Siegel, Jr. All of the current directors, other than Mr. E. M. Siegel, Jr., will stand for re-election. In addition, Mr. B. R. Hedges and W. M. O'Reilly are being nominated for election as Directors of the Company.

If elected, each Director will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed.

NOMINEES FOR THE ELECTION OF DIRECTORS

The following table sets out information about each of the Board nominees, including his or her principal occupation or employment for at least the last five years, committee memberships, meetings attended during 2008, other public board memberships, and the numbers of common shares, options and deferred share units (DSUs) held. The Nominating and Corporate Governance Committee has recommended each Board nominee for election as a Director.

ALAIN BENEDETTI

Age 60
Sainte Anne Des Lacs, Quebec, Canada
Director since 02/23/2006
Independent

Mr. Benedetti is a Corporate Director. Mr. Benedetti was Chairman of the Canadian Institute of Chartered Accountants from September, 2006 to September, 2008. From 1998 to his retirement in June 2004, he was Vice Chairman and Canadian Area Managing Partner of Ernst & Young LLP.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:

Board	6 of 7
Audit (Chair)	4 of 4
Nominating and Corporate Governance	4 of 4

OTHER PUBLIC BOARD MEMBERSHIPS:
Dorel Industries Inc., Birks & Mayors Inc. and a Governor of Dynamic Mutual Funds.

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009(3)
27,500	2,411	29,911	$343,378

James F. Dinning

Age 56
Calgary, Alberta, Canada
Director since 02/17/2003
Independent

Mr. Dinning is Chairman of the Board of Western Financial Group Inc. (insurance, investment and banking). From 1998 to 2004, Mr. Dinning was Executive Vice President of TransAlta Corporation and from 1997 to 1998 was Senior Vice President. Prior to 1997, Mr. Dinning held several key positions during his 11 years as a member of the Legislative Assembly in Alberta, including Provincial Treasurer from 1992 to 1997.

Board and Committee Meetings Attended During 2008:

Board	7 of 7
Audit	4 of 4
Environmental Management and Health & Safety	1 of 1
Nominating and Corporate Governance	4 of 4

Other Public Board Memberships:
Bronco Energy Ltd., Liquor Stores Income Fund, Oncolytics Biotech Inc. and Parkland Income Fund. Mr. Dinning is also Chairman of the Board of Export Development Canada.

Securities Held As At March 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009(3)
15,000	5,531	20,531	$235,696

Carl R. Fiora

Age 74
Middletown, Ohio, U.S.A.
Director since 05/11/1994
Independent

Mr. Fiora is a Corporate Director. At the time of his retirement on November 30, 1990, Mr. Fiora was the President and Chief Executive Officer of Armco Steel Company L.P., a steel manufacturing company.

Board and Committee Meetings Attended During 2008:

Board	6 of 7
Environmental Management and Health & Safety	1 of 1
Management Resources and Compensation (Chair)	6 of 6

Other Public Board Memberships:
None

Securities Held As At March 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
19,000	5,531	24,531	$281,616

ANTHONY F. GRIFFITHS

Age 78
Toronto, Ontario, Canada
Chairman of the Board
Director since 05/14/1997
Independent

Mr. Griffiths is a Corporate Director. From 1993 to present, Mr. Griffiths has been associated with various companies acting as an independent consultant. From 1985 to 1993, Mr. Griffiths served in several capacities at Mitel Corporation, including Chief Executive Officer and Chairman.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:

Board (Chairman)	6 of 7
Management Resources and Compensation	6 of 6
Nominating and Corporate Governance (Chair)	4 of 4

OTHER PUBLIC BOARD MEMBERSHIPS:
AbitibiBowater Inc., Bronco Energy Ltd., Crum & Forster Holdings Corp., Fairfax Financial Holdings Limited, Jaguar Mining Inc., Northbridge Financial Corporation, Novadaq Technologies Inc., Odyssey Re Holdings Corp., PreMDInc. and Vitran Corporation Inc.

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
40,000	5,531	45,531	$522,696

Mr. Griffiths was a director of Brazilian Resources, Inc. ("BZI") until June 29, 2005. On June 10, 2001, BZI was issued a temporary cease trading order by the Ontario Securities Commission relating to management and insiders. This order was rescinded on July 30, 2001. In addition, on June 12, 2003, the Ontario Securities Commission and the British Columbia Securities Commission, respectively, issued temporary cease trade orders relating to the securities of BZI. As a result of these orders, the TSX Venture Exchange suspended the trading of BZI shares on June 30, 2003. These cease trade orders were rescinded on July 8, 2003 by the British Columbia Securities Commission and on July 29, 2003 by the Ontario Securities Commission. Mr. Griffiths was a director of Consumers Packaging Inc. at the time it was placed into liquidation under the protection of the *Companies Creditors Arrangements Act* ("CCAA") (2001) and cease trade orders were issued against management and insiders due to failure to file financial statements. Mr. Griffiths was a director of Slater Steel Inc., when it operated under the protection of the CCAA in an orderly wind-down (2003).

ALICE D. LABERGE

Age 52
Vancouver, British Columbia, Canada
Director since 07/30/2007
Independent

Ms. Laberge is a Corporate Director. She was President and Chief Executive Officer of Fincentric Corporation (a global provider of software solutions to financial institutions) from December 2003 to July 2005. Prior to this appointment, she was Chief Financial Officer of Fincentric. Prior to joining Fincentric in October, 2000, Ms. Laberge was Senior Vice President, Finance and Chief Financial Officer at MacMillan Bloedel Limited from February 1998 to November 1999 and was with MacMillan Bloedel for over 18 years.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:

Board	7 of 7
Audit	4 of 4
Management Resources and Compensation	4 of 4*

*Ms. Laberge became a member of the Management Resources and Compensation Committee on February 18, 2008 and the number of meetings reflect those meetings held after this date.

OTHER PUBLIC BOARD MEMBERSHIPS:
Ms. Laberge is currently a director of the Royal Bank of Canada and Potash Corporation of Saskatchewan.

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
3,500	1,204	4,704	$54,002

LISE LACHAPELLE

Age 59
Ile-des-soeurs, Quebec, Canada
Director since 05/15/1996
Independent

Mrs. Lachapelle is a Corporate Director and a consultant in corporate strategy. She was the President and Chief Executive Officer of the Forest Products Association of Canada and a consultant in corporate strategy from September 1994 to December 2001. Prior to September 1994, she was President of Strategico Inc., a consulting firm specializing in public policies, for one year and a consultant with Strategico for three years. Mrs. Lachapelle is currently a director of BNP Paribas (Canada) and Mirabaud Canada Inc.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:

Board	7 of 7
Audit	4 of 4
Nominating and Corporate Governance	4 of 4

OTHER PUBLIC BOARD MEMBERSHIPS:
AbitibiBowater Inc., Industrial Alliance Insurance and Financial Services Inc., and INNERGEX Power Income Fund.

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
5,000	5,531	10,531	$120,896

JOHN W. ROBINSON

Age 75
Greensboro, North Carolina, U.S.A.
Director since 05/11/1995
Independent

Mr. Robinson is a Corporate Director. He was President and Chief Executive Officer of SMP Steel Corp. (steel distribution), until his retirement in December 1998.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:

Board	7 of 7
Environmental Management and Health & Safety (Chair)	1 of 1
Management Resources and Compensation	6 of 6

OTHER PUBLIC BOARD MEMBERSHIPS:
None

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
41,000	5,531	46,531	$534,176

BRIAN R. HEDGES

Age 56
Toronto, Ontario
Canada
New Nominee
Executive Vice President and
Chief Operating Officer
Not independent

Mr. Hedges is currently the Executive Vice President and Chief Operating Officer of Russel Metals. The Board of Directors has previously announced their intention to appoint Mr. Hedges as President and Chief Executive Officer effective May 12, 2009. In 1994, Mr. Hedges joined Russel Metals as Executive Vice President and Chief Financial Officer. During his early years with the Company Mr. Hedges oversaw the divestitures of non-metals operations and the restructuring from a holding company (known as Federal Industries Ltd.) to a metals distribution operating company. Over the succeeding 14 years, Mr. Hedges assumed various responsibilities, eventually becoming Executive Vice President and Chief Operating Officer of Russel Metals in 2008.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:
Mr. Hedges is a new nominee director to the Board, and accordingly, has not attended prior Board meetings as a Director. However, Mr. Hedges attended all 7 meetings of the Board in 2008 at the invitation of the Board in his capacity as Chief Operating Officer of the Company.

OTHER PUBLIC BOARD MEMBERSHIPS:
None

SECURITIES HELD AS AT MARCH 2, 2009:

Common Shares	DSUs(2)	Value of RSUs	Value of Common Shares as at March 2, 2009(3)	Value of Common Shares and RSUs
110,000	not applicable	$1,300,000	$1,262,800	$2,562,800

Unexercised Common Share Options
354,588

WILLIAM M. O'REILLY

Age 60
Toronto, Ontario
Canada
New Nominee
Secretary
Not independent

Since 1996 Mr. O'Reilly has been Managing Partner and a member of the Management Committee of Davies Ward Phillips & Vineberg LLP, the principal legal advisors to the Company. He has been a partner of that firm since 1976, except for the period from August 1993 to January 1996 when he served as an executive officer of Russel Metals to assist the Company in the completion of a significant program of restructuring. Mr. O'Reilly has been Secretary of Russel Metals since May, 1994.

BOARD AND COMMITTEE MEETINGS ATTENDED DURING 2008:
Mr. O'Reilly is a new nominee director to the Board, and accordingly, has not attended prior Board meetings as a Director. However, Mr. O'Reilly attended all 7 meetings of the Board in 2008 at the invitation of the Board in his capacity as Secretary of the Company.

OTHER PUBLIC BOARD MEMBERSHIPS:
None

SECURITIES HELD AS AT MARCH 2, 2009(1):

Common Shares	DSUs(2)	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 2, 2009 (3)
3,000	not applicable	3,000	$34,440

(1) Directors are required to own common shares and DSUs valued at not less than three times the current annual Board retainer within three years of becoming a director. For purposes of this policy, common shares owned by a Director are valued at any particular time at the higher of the cost of the shares to the Director and their current market value, and DSUs are valued based on the higher of the current market value of a common share and the market value at the date of grant. See "Share Ownership of Directors" on page 10 of this Circular. All of the current Directors are in compliance with this policy requirement as of the date of this Circular.
(2) See "2008 Non-executive Director Compensation" and "Deferred Share Unit Plan" on pages 12 and 13 of this Circular.
(3) Based on the closing price of a common share on The Toronto Stock Exchange on February 27, 2009 of $11.48.
(4) "Independent" has the meaning prescribed by applicable policies of the Canadian Securities Administrators, which generally provide that a director would not be independent if he or she has a material relationship, which could reasonably be expected to interfere with the exercise by the Director of his or her independent judgment.

COMMITTEES OF THE BOARD OF DIRECTORS

We are required by applicable securities laws to have an Audit Committee of the Board. Other committees of the Board are the Management Resources and Compensation Committee, the Nominating and Corporate Governance Committee and the Environmental Management and Health & Safety Committee. The members of the committees are as follows:

Audit Committee	Management Resources and Compensation Committee	Nominating and Corporate Governance Committee	Environmental Management and Health & Safety Committee
A. Benedetti - Chair J.F. Dinning A.D. Laberge L. Lachapelle	C.R. Fiora – Chair A.F. Griffiths A.D. Laberge J.W. Robinson	A.F. Griffiths - Chair A. Benedetti J.F. Dinning L. Lachapelle	J.W. Robinson - Chair J.F. Dinning C.R. Fiora

All committee mandates are described under "Statement of Corporate Governance Practices", commencing on page 30 of this Circular.

NUMBER OF BOARD AND COMMITTEE MEETINGS HELD

The following is a list of the meetings of the Board and its committees held in 2008. The Director attendance records are included in the Board nominee table commencing on page 5.

Board of Directors.. 7
Audit Committee... 4
Environmental Management and Health & Safety Committee.. 1
Management Resources and Compensation Committee... 6
Nominating and Corporate Governance Committee.. 4

SHARE OWNERSHIP OF DIRECTORS

Each Director of Russel Metals is required to beneficially own common shares or deferred share units or a combination thereof valued at three times the annual Board retainer. Based on the current annual retainer of $25,000, each Director must own common shares and/or deferred share units valued at not less than $75,000. For purposes of this policy, common shares purchased by a Director are valued at any particular time at the higher of the cost of such shares to the Director and their then current market value; and DSUs are valued based on the higher of then current market value of a common share and the market value at the date of grant. Any Director who does not meet this requirement at the date of his or her first election or re-election to the Board of Directors following implementation of this policy is required to achieve this ownership level within three years from the date of such first election or re-election. All of the current Directors are in compliance with this policy.

As at the date hereof, the nominees for election at the upcoming Meeting of shareholders beneficially own or control an aggregate of 264,000 common shares and an aggregate of 31,270 deferred share units. A description of the Deferred Share Unit Plan can be found on page 12 of this Circular.

MAJORITY VOTING

Our Board has adopted a majority voting policy. This policy provides that any nominee for election as a Director who has more votes required to be withheld than votes for his or her election at the Meeting must tender his or her resignation to our Chair following the Meeting. This policy applies only to uncontested elections, meaning elections where the number of nominees for Director is equal to the number of Directors to be elected. The Nominating and Corporate Governance Committee and the Board of Directors shall consider the resignation and whether or not it should be accepted. We expect to accept resignations except in situations where extenuating circumstances would warrant the applicable Director continuing to serve as a Board member. In this event, our Board shall disclose its decision, via press release, within 90 days of the applicable annual meeting. If a resignation is accepted, the Board may appoint a new Director to fill any vacancy created by resignation. A copy of this policy can be found on our website at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance").

If a poll is demanded on any vote for election of any Director at the Meeting, and if you have authorized our Chairman or our President and Chief Executive Officer to act as your proxyholder, your common shares will be voted in favour of the election of each of the above nominees for election to the Board, except to the extent you have specified in your proxy that your common shares are to be withheld from voting in the election of one or more nominees. In the event that any vacancy occurs in the slate of nominees identified above, proxies in favour of Management will be voted for another nominee at the discretion of Management unless you specify in your proxy that your common shares be withheld from voting in the election of Directors.

COMPENSATION OF NON-EXECUTIVE DIRECTORS

Board and Committee Fees

Our Directors are compensated partly in cash and partly in DSUs. These fees are payable only to Directors who are not full-time employees of Russel Metals. The current fee schedule, set out below, describes cash fees payable to non-executive Directors.

Fee Schedule		
Fee	**Cash Compensation (1)**	**Comments**
Chair's Fee	$145,000	The Chair of the Board is paid annual cash compensation in the amount shown. This amount represents compensation for acting as Chair of the Board, Chair of the Nominating and Corporate Governance Committee and a member of the Management Resources and Compensation Committee and is inclusive of all fees for attending Board and committee meetings during the year.
Annual Retainer Fee	$ 25,000	All non-executive Directors, except Chair of the Board.
Audit Committee Chair Fee	$ 10,000	Chair of the Audit Committee.
Other Committee Chair Fee	$ 6,000	Other Committee Chairs, except Chair of the Board.
Meeting Fee	$ 2,000	Per meeting. All non-executive Directors, except Chair of the Board.
Travel Fee	$ 1,500	Per business trip, payable to U.S. non-executive Directors to attend board meetings in Canada and where travel is required on special assignments, as delegated by the Board.
Advisory Fee	$ 1,000	Payable per day for special assignments, as delegated to members of the Board.

(1) On February 23, 2009 the Board of Directors agreed to a 10% reduction in their cash compensation (not reflected above), retroactive to January 1, 2009, as part of the Company's cost reduction program.

Our U.S. Directors are paid the U.S. equivalent of the retainers and fees noted above. We reimburse expenses incurred by our Directors while attending Board and committee meetings. The Management Resources and Compensation Committee reviews the compensation package for our Directors on an annual basis.

2008 Non-executive Director Compensation

During the financial year ended December 31, 2008, we paid an aggregate of $506,854 in cash compensation to our non-executive Directors. We also made quarterly allocations of DSUs with an aggregate value in 2008 of $141,484 to the DSU accounts of our non-executive Directors. The following table sets out the total compensation paid to our non-executive Directors on an individual basis on account of Board and committee retainers, meeting fees and DSUs allocated to such Directors during the financial year ended December 31, 2008:

	Regular Board Fees		**Committee Fees**					
Name of Director	**Retainer**	**Meeting Fees**	**Member**	**Chair**	**Travel Fee**	**Cash Total**	**DSU Allocations**	**Total Compensation(3)**
Alain Benedetti	$ 25,000	$12,000	$16,000	$10,000	-	$ 63,000	$20,000	$ 83,000
James F. Dinning	$ 25,000	$14,000	$18,000	-	-	$ 57,000	$20,000	$ 77,000
Carl R. Fiora	$ 25,000	$12,000	$14,000	$ 6,000	$7,500	$ 64,500	$20,000	$ 84,500
Anthony F. Griffiths(1)	$ 145,000	-	-	-	-	$ 145,000	$20,000	$165,000
Robbert Hartog(2)	$ 1,854	-	$ 2,000	-	-	$ 3,854	$ 1,484	$ 5,338
Alice D. Laberge	$ 25,000	$14,000	$16,000	-	-	$ 55,000	$20,000	$ 75,000
Lise Lachapelle	$ 25,000	$14,000	$16,000	-	-	$ 55,000	$20,000	$ 75,000
John W. Robinson	$ 25,000	$14,000	$14,000	$ 6,000	$4,500	$ 63,500	$20,000	$ 83,500

(1) Mr. Griffiths is paid an annual cash fee of $145,000 for acting as Chair of the Board, Chair of the Nominating and Corporate Governance Committee and a member of the Management Resources and Compensation Committee, which is inclusive of all fees for attending Board and committee meetings during the year.

(2) Mr. Hartog, a long term director and former audit committee chair, passed away on January 7, 2008.

(3) The Company does not provide compensation by way of options, non-equity incentive plans, pension or other plans to the non-executive Directors.

Deferred Share Unit Plan

In April 2004, our Board of Directors adopted a Deferred Share Unit Plan ("DSU Plan") for non-executive Directors to replace the grant of share options. A DSU is a unit equivalent in value to one common share based on the market price, which is the average of the daily average of the high and low board lot trading prices of our common shares on The Toronto Stock Exchange for the last five trading days immediately prior to the date on which the value of the DSU is determined (“Market Price”). DSUs are allocated on the last day of March, June, September and December in each year. In 2008 and prior years, the number of DSUs credited quarterly to each Director's account was determined by dividing $5,000 by the Market Price at the allocation date. A Director may also elect to receive payment in DSUs, rather than cash, for all or a portion of his or her annual Board retainer or annual chair retainer by providing the required notice to us in accordance with the Plan. In November 2008, the DSU Plan was amended, effective as of January 1, 2009, to increase the number of DSUs credited quarterly to each Director’s account to the amount determined by dividing $7,500 by the Market Price at the allocation date.

DSUs are redeemable only when a Director leaves the Board, thereby providing an ongoing equity stake throughout the Director's service. A departing Director will receive a cash payment upon redemption, as soon as practicable after the Director's withdrawal date, but, in any event, no later than December 31 of the first calendar year commencing after the Director's withdrawal date. The value of the cash payment is determined by multiplying the number of DSUs in the Director's account on the redemption date by the Market Price on such redemption date. Applicable income tax and other withholdings are deducted as required by law.

The value of the DSUs issued to each non-executive Director during 2008 is reflected in the table above.

Deferred Share Units

The number of DSUs held by each non-executive Director and their value as at December 31, 2008 is shown in the following table:

Name of Non-executive Director	Number of DSUs held as at December 31, 2008	Value of DSUs as at December 31, 2008(1)
Alain Benedetti	2,411	$ 45,809
James F. Dinning	5,531	$105,089
Carl R. Fiora	5,531	$105,089
Anthony F. Griffiths	5,531	$105,089
Alice D. Laberge	1,204	$ 22,876
Lise Lachapelle	5,531	$105,089
John W. Robinson	5,531	$105,089

(1) Based on the closing price of a common share on The Toronto Stock Exchange on December 31, 2008 of $19.00.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

In December 2008, we renewed, for the benefit of Russel Metals, its subsidiaries and their directors and officers and their respective spouses, insurance against liability incurred by the directors or officers in their capacity as directors or officers of Russel Metals or any subsidiary. The total amount of insurance is $130 million and, subject to the deductible portion referred to below, up to the full-face amount of the policies is payable, regardless of the number of directors and officers involved. The annual premium for the policy year to December 1, 2009 is $434,361. The policies do not specify that a part of the premium is paid in respect of either directors as a group or officers as a group. The policies provide a limit of $130 million per occurrence and in the aggregate.

Our directors and officers are covered to the extent of the face amount of the policies. However, in no event will the policies pay out, in the aggregate, more than $130 million during their annual term. The policies provide for deductibles as follows: (i) with respect to our directors and officers, there is no deductible applicable; and (ii) with respect to reimbursement of the Company, there is a deductible of $100,000 per occurrence, except in respect of securities claims, where the deductible is $250,000 per occurrence.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes and explains the significant elements of compensation awarded to, earned by, paid to, or payable to the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and each of the next two most highly compensated executive officers of the Company (collectively, the "Named Executive Officers") for the year ended December 31, 2008.

COMPENSATION PHILOSOPHY

The Management Resources and Compensation Committee (the "MR&C Committee") reviews and makes recommendations to the Board for the specific compensation arrangements of the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer, the Company's overall compensation philosophy, and its incentive-based cash compensation plans and equity-based compensation plans. Our executive compensation policies and practices are designed:

(i) to attract, motivate, and retain highly competent management by offering a competitive target level of total compensation;

(ii) to motivate, recognize and reward superior performance by maintaining a high proportion of executive pay at risk and linking it, in appropriate measures, to key performance measures, including earnings per share and share price appreciation and, at the operating level, return on net assets; and

(iii) to foster commitment to the Company and close identification with shareholder interests through the effective and judicious use of equity-based incentives.

Pay for performance is an important underlying principle of Russel Metals' executive compensation philosophy, with the result that, at virtually all levels throughout the Company, variable compensation can represent a substantial proportion of total compensation in a successful year. Our objective is to maintain overall competitive compensation arrangements with the Company’s key executives while ensuring an appropriate balance between short-term and longer term incentives and also ensuring that the incentive arrangements respond effectively to both positive and negative developments in the financial performance of the Company.

Short-term incentives include salary and annual cash bonus incentive payments. Both are designed to assist in attracting, motivating and retaining highly qualified leaders. The salary is a market competitive, fixed level of compensation, reviewed annually. For the Named Executive Officers and other head office employees in support functions such as information systems, accounting and human resources, the annual cash incentives are dependent on earnings per share. For many employees in the Company's operating units, annual cash incentives are based on return on net assets of the operations they are responsible for. These incentive arrangements have the effect of motivating performance, closely aligning the interests of the executives and other employees with those of the shareholders of the Company and reducing the Company's expense levels in periods of cyclical downturn.

Long-term incentives historically have been in the form of share option grants, which also align executive and shareholder interests, but over a longer time horizon. In 2008, the Company introduced a restricted share unit ("RSU") plan in conjunction with a review and restructuring of compensation arrangements for Mr. Hedges, on his appointment as Chief Operating Officer, and Ms Britton on her appointment as Chief Financial Officer. The purpose of the restructuring of these arrangements was to replace a portion of the previously existing short-term cash incentive and a portion of the long-term share option incentive with a medium-term stock-based incentive plan. At the same time, consistent with the Company's pay for performance philosophy, the Board increased the threshold earnings level for the cash and RSU based incentive plans for these two key executive officers. These arrangements are discussed in more detail below under the heading "Incentive Compensation of Named Executive Officers".

The MR&C Committee uses various information sources, including independent consultants, to monitor the competitive position of Russel Metals' salaries, cash incentives and share-based incentives, and to assess the effectiveness of Russel Metals' incentive plans in contributing to corporate performance. The MR&C Committee periodically uses comparative data to ensure the ability of Russel Metals to attract, retain and motivate key executives. The comparator group includes large publicly held industrial companies in Canada and the United States and other companies operating in the metals industry in North America, in each case with annual revenues roughly in the range of 50% to 200% of the annual revenues of the Company. Recent consolidation within the steel industry in North America has reduced the number of large public companies operating in that sector. As a result the Company also includes in its comparator group select public companies operating in industrial manufacturing, distribution and retail businesses in Canada with annual revenues within that same target range.

Our executive compensation policies provide for total direct compensation levels which, at target earnings levels, are competitive with similar positions in the comparator group. Individual levels, which are reviewed annually, may vary from this objective, depending upon the particular experience and other qualifications of the individual, sustained performance level, length of service and other relevant factors. The Company uses comparator group information as a general guide to assist it in reviewing compensation levels and establishing compensation arrangements appropriate to the Company's circumstances. It does not set compensation by using specific benchmarks relative to the comparator group or any particular company in the comparator group.

The companies and trusts currently included in Russel Metals' executive compensation comparator group are:

Canada (11)

Agrium Inc.
Dorel Industries Inc.
Ensign Energy Services Inc.
Finning International Inc.
Precision Drilling Trust
Rona Inc.
Superior Plus Income Fund
Toromont Industries Ltd.
Transcontinental Inc.
Viterra Inc.
West Fraser Timber Co. Ltd.

United States (9)

Allegheny Technologies, Inc.
AM Castle & Co.
Carpenter Technology Corp.
Gibraltar Industries, Inc.
Olympic Steel, Inc.
Reliance Steel & Aluminum Co.
Schnitzer Steel Industries, Inc.
Steel Dynamics Inc.
Worthington Industries, Inc.

Compensation arrangements for the CEO, the COO and the CFO are established by the Board with the benefit of recommendations from the MR&C Committee. Those three executives are consulted by the MR&C Committee in the course of its annual compensation review. The views of the CEO are considered by the MR&C Committee in formulating recommendations regarding compensation of the COO and the CFO. The views of the CEO and the COO are considered by the MR&C Committee in formulating recommendations regarding compensation of the CFO. The CEO, the COO and the CFO are responsible for the specific compensation arrangements of the other Named Executive Officers. Except as contemplated in this paragraph, no Named Executive Officer plays a role in determining compensation of any other Named Executive Officer.

The MR&C Committee receives periodic information and advice from Hugessen Consulting Inc. ("Hugessen"), an independent executive compensation consultant. While the MR&C Committee reviews information and recommendations provided by its advisors as it considers its decisions, the MR&C Committee's decision may reflect factors and considerations other than the recommendations and information provided by its advisors.

In 2008, Hugessen earned $29,982 for the compensation advisory work referred to above, primarily for advice in respect of specific compensation arrangements for Mr. Hedges on his appointment as CEO of the Company, effective May 12, 2009, and the provision of comparative market compensation data. Hugessen is prohibited from doing any other work for the Company or any of its affiliates without the prior express authorization of the Chair of the MR&C Committee. No such other work has been undertaken by Hugessen.

On February 23, 2009, the Company announced that it has put in place cost containment measures to significantly reduce operating expenses in the current economic environment. These measures include a 10% reduction in the cash compensations of the Directors of the Company, retroactive to January 1, 2009. They also include a 10% reduction in the salaries of each of the Named Executive Officers, as well as other corporate employees, effective March 9, 2009.

INCENTIVE COMPENSATION OF NAMED EXECUTIVE OFFICERS

President and Chief Executive Officer

Mr. Siegel's base annual salary for 2008 was US$551,000 (Cdn$587,972). His annual salary is considered by the MR&C Committee to be appropriate based on Mr. Siegel's performance. In addition, the MR&C Committee believes that this salary is commensurate with Mr. Siegel's considerable industry experience and knowledge.

A cash incentive of US$3,399,670 (Cdn$3,627,788) was paid to Mr. Siegel as Chief Executive Officer in March, 2009 for the 2008 fiscal year. This amount was determined based on the Company's reported basic earnings per common share according to a formula previously adopted by the Board and agreed with Mr. Siegel. The incentive varies from 10% of base salary at earnings of $0.15 per share to a maximum of seven times base salary at earnings of $4.50 per share. The 2008 bonus amount, which represents 6.17 times Mr. Siegel's 2008 base salary, was based on the Company's reported basic earnings per share of $3.67.

Mr. Siegel was granted options to purchase 325,000 common shares in 2008. The number of shares granted was determined by the Board in its discretion, without regard to any formula or contractual obligation, but having regard, in part, to the numbers of options previously granted to Mr. Siegel.

Chief Operating Officer and Chief Financial Officer

The following tables disclose the reward structure for cash incentives, RSUs and share options for the Chief Operating Officer and the Chief Financial Officer for 2008. These arrangements will continue in effect for Mr. Hedges in 2009 in his capacity as COO during the period prior to the annual meeting on May 12, 2009, and thereafter in his capacity as CEO. The arrangements for Ms Britton in 2009 in her capacity as CFO are also unchanged from those in effect for her in 2008.

For 2008, Mr. Hedge's annual salary was set at $500,000. This will increase to $600,000 (adjusted for the 10% reduction related to cost containment measures referred to above) effective on his appointment as Chief Executive Officer on May 12, 2009. For 2008, Ms Britton's annual salary was set at $300,000 and is unchanged for 2009 (adjusted for the 10% reduction related to cost containment measures referred to above).

The cash incentive and RSU awards are tied to earnings per share of $1.00 or more. The RSUs and share options however, can result in a much larger award to the senior executive if the share value increases over the vesting period. The arrangements are structured to award approximately 50% of total direct compensation as salary and annual cash incentive, based on grant date values.

Chief Operating Officer					
Earnings per Share	Less than $1.00	$1.00	$2.00	$3.00	$4.00
Cash Incentive as % of Salary	0%	30%	190%	220%	280%
RSUs as % of Salary	0%	30%	190%	220%	280%
Share Option Value	$350,000	$350,000	$350,000	$350,000	$350,000

Chief Financial Officer					
Earnings per Share	Less than $1.00	$1.00	$2.00	$3.00	$4.00
Cash Incentive as % of Salary	0%	30%	190%	220%	280%
RSUs as % of Salary	0%	30%	100%	170%	230%
Share Option Value	$210,000	$210,000	$210,000	$210,000	$210,000

No incentive payment is made in cash or RSUs under this current plan unless earnings per share are at least $1.00. Where reported basic earnings per share are above $1.00 and between the other thresholds set out in the above tables, the size of the grant is proportionately increased. Any bonus award for earnings in excess of $4.00 per share is in the complete discretion of the Board.

The annual cash incentive for any year is typically paid in the first quarter of the following year, after the audited financial statements are approved by the Board of Directors. Similarly, the RSUs are awarded annually, in the first quarter of each year, commencing in 2009, based on the prior year's earnings per share. The grant for 2008 will be made on March 10, 2009 based on the Market Price of the common shares (see "Restricted Share Unit Plan", commencing on page 23). One-third of such RSUs will vest on each of the first, second and third anniversaries of the date of grant. The RSUs will accrue additional units on account of dividends declared on the outstanding common shares of the Company, and will be settled in cash promptly following the third anniversary of the date of grant.

The dollar values of option grants to be made to Mr. Hedges and Ms Britton for 2008 and 2009 were determined by the Board on the recommendation of the MR&C Committee, in the course of the annual review of the compensation arrangements of these two officers for the years in question. The amounts were recommended by the MR&C Committee and approved by the Board in the context of their express objective of establishing and maintaining an appropriate balance among short-term, mid-term and long-term performance incentives. The number of share options granted in each case is determined based on the dollar value specified for the Named Executive Officer divided by the higher of the Black-Scholes value per option based on the market value on the business day prior to grant and the Black-Scholes value per option based on the market value on the second business day following the date of the grant.

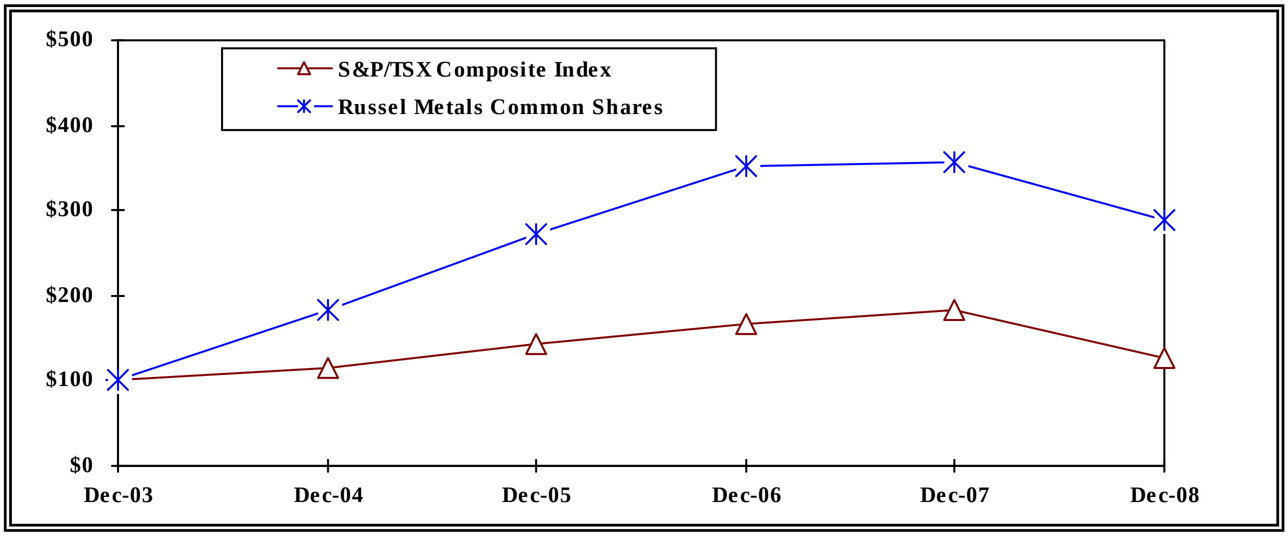
The Company's incentive plans require Mr. Hedges and Ms Britton to reimburse any overpaid incentives if the Company’s results are later restated due to an error in reporting.

Other Named Executive Officers

Ms Maureen Kelly, our Vice President, Information Systems earned an annual salary of $243,393 in 2008. Mr. David Halcrow our Vice President, Purchasing and Inventory Management earned an annual salary of $134,095 in 2008. Each of Ms Kelly and Mr. Halcrow participate in an annual cash incentive plan based on reported basic earnings per share, to a maximum amount determined annually during the first quarter of the respective year by the CEO. For 2008, the maximum net income for determining bonus awards for participants in this plan was set at $225 million, which equates to $3.61 per share. Actual basic earnings per share for 2008 were $3.67. All head office employees, other than the CEO, the COO and the CFO, are members of this plan. The percentage participation of each person in the plan, including Ms Kelly and Mr. Halcrow, is determined on an annual basis by the CEO, the COO and the CFO based on a variety of relevant factors, including level of responsibility and past performance.

PERFORMANCE GRAPH

The following graph shows a comparison over the five-year period ended December 31, 2008 of the value of $100.00 originally invested in common shares and the S&P/TSX Composite Index and in each case assuming reinvestment of cash dividends paid.



	Dec-03	Dec-04	Dec-05	Dec-06	Dec-07	Dec-08
S&P/TSX Composite Index	$100.00	$114.48	$142.10	$166.63	$183.01	$122.61
Russel Metals Common Shares	$100.00	$184.22	$272.79	$352.87	$357.59	$288.53

Our common shares have provided a return for the last five years in excess of that provided by the S&P/TSX Composite Index.

Compensation for the Named Executive Officers includes incentives based on pay for performance related to earnings per share, which is an important factor affecting share price and total return to shareholders. As the above graph indicates, the Company's total return to shareholders has out-performed the S&P/TSX Composite Index over the five years ended December 31, 2008. At December 31, 2008 the total return for the Company's shareholders since January 1, 2004 was approximately 189%. The Company's stock price declined during 2008, in approximately the same proportion as the S&P/TSX Composite Index, and in spite of the Company's record earnings, as a result of general economic and market conditions. The aggregate annual dollar value of salary and incentives, including options and RSUs based on grant date values, awarded to the Named Executive Officers increased by 307% during the five year period. Salary and incentives awarded to Mr. Siegel as Chief Executive Officer increased by 275% over the five year period. The incentive plans are earnings per share based, and therefore reflect the 795% improvement in earnings per share to record levels of $3.67 in 2008 from the 2003 base year earnings per share of $0.41.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table provides a summary of annual compensation earned during the last 3 fiscal years by the Chief Executive Officer, Chief Financial Officer and the other Named Executive Officers of the Company.

Name and Principal Position	Year	Salary	Cash Incentives	Share Based Awards[3]	Share Options[4]	Pension Value	All Other Comp.[5]	Total Compensation
Edward M. Siegel, Jr.[1]	2008	$587,972	$3,627,788	-	$1,537,250	$9,817	$10,131	$5,772,958
President and	2007	$591,774	$2,526,875	-	$1,946,750	$9,666	$13,383	$5,088,448
Chief Executive Officer	2006	$595,508	$3,066,864	-	$1,646,678	$9,982	$9,612	$5,328,644
Brian R. Hedges[2]	2008	$499,734	$1,300,000	$1,300,000	$400,101	$123,000	$10,128	$3,632,963
Executive Vice President	2007	$430,000	$1,101,660	-	$898,500	$125,000	$9,807	$2,564,967
and Chief Operating Officer	2006	$409,500	$1,265,355	-	$760,005	$118,000	$9,661	$2,562,521
Marion E. Britton[2]	2008	$299,811	$780,000	$630,000	$240,062	$141,517	$7,012	$2,098,402
Vice President and	2007	$250,000	$640,500	-	$209,650	$121,483	$5,605	$1,227,238
Chief Financial Officer	2006	$200,000	$618,000	-	$175,700	$28,000	$4,421	$1,026,121
Maureen A. Kelly	2008	$243,393	$475,313	-	$118,250	$6,085	$5,734	$848,775
Vice President,	2007	$236,857	$220,743	-	$149,750	$5,922	$5,351	$618,623
Information Systems	2006	$230,967	$374,929	-	$125,500	$3,801	$5,116	$740,313
David J. Halcrow	2008	$134,095	$475,313	-	$118,250	$10,000	$3,159	$740,817
Vice President, Purchasing	2007	$130,030	$220,743	-	$149,750	$10,000	$2,938	$513,461
and Inventory Management	2006	$126,365	$374,929	-	$125,500	$10,000	$2,800	$639,594

(1) Salaries and cash incentives for Mr. Siegel were paid in U.S. dollars. These amounts have been converted to Canadian dollars using the U.S. dollar published average exchange rates: for 2008, US$1.00 = Cdn$1.0671; 2007, US$1.00 = Cdn$1.0740; for 2006, US$1.00 = Cdn$1.1343.

(2) Mr. Hedges and Ms Britton were promoted to their current positions in 2008. Compensation shown for 2007 and 2006 relates to their previous positions as Executive Vice-President and Chief Financial Officer, in the case of Mr. Hedges, and Vice-President and Chief Accounting Officer, in the case of Ms Britton.

(3) RSUs will be issued to Mr. Hedges and Ms Britton on March 10, 2009, as part of their 2008 year end incentive awards based on earnings per share achieved in the year. The aggregate dollar value of the RSUs granted, based on Market Price (as defined in the RSU Plan) on the date of grant, will be equal to the amounts shown in the table. One-third of such RSUs will vest on each of the first, second and third anniversaries of the date of grant.

(4) These amounts represent the Black-Scholes valuation of share options granted using the assumptions disclosed in note 15 of the 2008 financial statements of the Company. The share options were priced based on the higher of the closing price of the common shares on the TSX on the day prior to the grant and the closing price on the second business day following the grant. See "Incentive Plan Awards – Share Option Plan – Option Grants".

(5) The amounts shown represent the Company's contributions to the Value Sharing Plan (as defined below) for each of Ms Britton, Ms Kelly and Mr. Halcrow; premiums for a life insurance policy for Mr. Hedges; and premiums for Group Term Life Insurance for each of the Named Executive Officers. Group Term Life Insurance and Value Sharing Plan benefits are available to all employees.

SHARE BASED PLANS

EMPLOYEE SHARE PURCHASE PLAN

We have an Employee Share Purchase Plan (the "Value Sharing Plan") to provide our employees with the opportunity to purchase common shares, furthering participants' alignment with the interests of shareholders and allowing them to share in the financial success to which they contribute. New employees may join the Value Sharing Plan on the first day of the month following the completion of three months of employment. Employees may make basic contributions to the Value Sharing Plan of between 1% and 5% of their base pay through payroll deductions. Employees may also make additional contributions to the Value Sharing Plan. We contribute one-third of an employee's basic contributions to the Value Sharing Plan, but we do not make contributions in respect of additional employee contributions above their 5% of base pay.

All contributions to the Value Sharing Plan are used to purchase, on behalf of participants, common shares in the market at current market prices. Contributions made by us vest immediately. Employees may withdraw all of the contributions made in their name (including our contributions) at any time. If, however, an employee withdraws our portion of the contribution made in his or her name, he or she may not participate in the Value Sharing Plan for six months.

The Value Sharing Plan is available to all employees in Canada and the United States. The Value Sharing Plan is administered by Sunlife in Canada and by BNY Mellon in the United States. These institutions administer the Value Sharing Plan independently of us.

SHARE OWNERSHIP REQUIREMENT FOR CEO AND CFO

We have adopted a policy for our Chief Executive Officer which requires him to beneficially own in aggregate common shares and RSUs valued at not less than three times his annual salary within three years of appointment. We have also adopted a policy for our Chief Financial Officer which requires her to beneficially own in aggregate common shares and RSUs valued at not less than one times her annual salary within five years of appointment. The purposes of these policy requirements are to more closely align senior management's interests with those of the Company's shareholders. For purpose of the policies, common shares are valued at any particular time at the higher of cost to the executive and the market value thereof at such time, and RSUs are valued at the higher of the market price thereof at such time and the market price that the time of grant (see "Restricted Share Unit Plan" on page 23 of this Circular).

As at March 2, 2009, Mr. Siegel owned common shares with an aggregate market value of $1,722,000, or approximately three times his salary. As at March 2, 2009, Mr. Hedges, who is to be appointed CEO on May 12, 2009, owned common shares with an aggregate market value of $1,262,800 and was awarded in February 2009 RSUs which will be granted on March 10, 2009 with an aggregate market value equal to $1,300,000. The combined aggregate market value of Mr. Hedges' common shares and RSUs is approximately five times his salary. As at March 2, 2009, Ms Britton owned common shares with an aggregate market value of $966,145 and was awarded in February 2009 RSUs which will be granted on March 10, 2009 with an aggregate market value of $630,000. The combined aggregate market value of Ms Britton's common shares and RSUs is approximately five times her salary.

SHARE OPTION PLAN

We have established a share option plan for our employees and officers. The stated purpose of the plan is to provide officers and full-time employees of the Company and its subsidiaries, opportunities that will encourage share ownership and enhance the Company's ability to attract, retain and motivate key personnel and reward significant performance achievements. Approximately 82 of our employees currently hold options. This represents approximately 3% of all employees. During 2008, an aggregate of 510,341 options were granted to the Named Executive Officers and 324,500 options were granted to other employees.

The following table sets forth information relating to options for 2008. As at December 31, 2008, an aggregate of 2,745,926 common shares would be issued if all the outstanding options were exercised and in addition 238,839 common shares are available for future grants.

	Number of Optioned Shares	**Weighted Average Exercise Price**	**Number of Common Shares Available for Future Grants**
Balance, January 1, 2008	2,146,683	$25.07	
Granted	834,841	$26.70	
Exercised	(208,298)	$13.24	
Expired and forfeited	(27,300)	$25.41	
Balance, December 31, 2008	2,745,926	$26.46	238,839

Option Grants

The Board of Directors approves the list of eligible employees and officers to whom share options are granted and the respective numbers of options granted. The MR&C Committee makes recommendations to the Board as to the number of options to be granted to each eligible employee or officer. In formulating its recommendations, the MR&C Committee takes into consideration the recommendations of the CEO concerning employees other than the CEO. The MR&C Committee also takes previous incentive awards into account when considering new awards. Except for the general stated purpose of the plan, described above, there are no formal objectives specified in the plan. Only officers and *bona-fide* full-time employees of the Company or a subsidiary are eligible to participate. An employee's level of responsibility and performance are the measurements applied by the CEO and the MR&C Committee when recommending grants.

Options vest in accordance with terms determined by the Board. Unless otherwise determined by the Board, options granted under the plan are immediately exercisable as to 20% and are exercisable as to an additional 20% following each of the first, second, third and fourth anniversaries of the date of the grant. The options granted are not transferable and have a maximum term of ten years.

The exercise price of an option is not less than the market price on the date of the grant, which is the closing price of a common share on The Toronto Stock Exchange for the business day immediately preceding the grant date. The customary practice of the Board in issuing options is to issue them with an exercise price equal to the higher of the market price on the date of the grant and the closing price on such exchange on the second business day following the grant date.

Shares Available to Grant

The plan does not have a fixed number of shares issuable thereunder. The aggregate number of shares reserved for issuance, subject to adjustment in the event of a capital reorganization or a share reorganization, is limited to 5% of the outstanding common shares (on an undiluted basis). In accordance with the requirements of the TSX, every three years after implementation, all unallocated options, rights and other entitlements under a share based compensation arrangement which does not have a fixed maximum number of shares issuable thereunder, must be approved by a majority of the issuer's directors and shareholders. The plan was last amended and restated on May 12, 2008.

As at March 2, 2009, there were 59,695,290 common shares outstanding. The aggregate maximum number of common shares that can be reserved for issuance of options is 2,984,765. The plan is automatically replenished on the exercise or cancellation of outstanding options.

Termination or Death of Optionee

On termination of employment, unvested options are forfeited and vested options may be exercised within 30 days following termination subject to an extension provided under the plan if the period falls within a blackout period. The Board of Directors at its discretion can extend such period to not later than the original expiry date of the options and the fourth anniversary of termination of employment in certain situations including retirement of an employee. Upon death of an eligible person, the deceased participant's legal personal representative may exercise all options that vest in accordance with the terms of the Plan for a period of 18 months following death.

Amendment of the Plan

The Board of Directors may amend the plan from time to time. Prior shareholder approval is required for certain material amendments to the plan, including to increase the number of common shares issuable under the plan, to reduce the option price or extend the exercise period of an option, to cancel and reissue any option or to modify the persons that are eligible to participate under the plan.

Shareholder approval is not required for amendments of an administrative nature, amendments to ensure compliance with applicable laws or other regulatory requirements, amendments to add a cashless exercise feature to the plan or amendments to extend the vesting or termination periods of the plan or any option as a result of "trading blackouts". The Board of Directors may also suspend, discontinue or terminate the plan at any time.

RESTRICTED SHARE UNIT PLAN

On May 12, 2008, the Board adopted a plan providing for the issue of restricted share units (the "RSU Plan"), the purpose of which is to replace a portion of the previously existing short-term cash incentive and a portion of the long-term options and to provide medium-term incentive compensation to participants for their continued efforts in promoting the growth and success of the business of the Company and assisting the Company in attracting and attaining senior management personnel.

Only *bona-fide* full-time employees of the Company or any subsidiary of the Company are eligible to participate in the RSU Plan. The Board has authority, in its sole discretion, to determine the eligible persons to whom RSUs may be granted at any time and from time to time and the number of RSUs to be granted to any participant on any date.

Unless an earlier expiry date is designated by the Board at the time of any grant, the expiry date for any RSU shall be the third anniversary of the grant date. Unless an earlier vesting date is designated by the Board, except in the circumstances described below, the RSUs granted to a participant on a particular grant date shall vest as to one-third on each of the first, second and third anniversaries of the grant date thereof.

Participants in the RSU Plan are credited with additional RSUs on each dividend payment date in respect of common shares of the Company, in an amount that corresponds to the amount of the dividend, based on the number of RSUs recorded in the participant's account on the record date for the payment of the dividend and the Market Price of the common shares on such dividend payment date.

On the expiry date of a vested RSU the Company is obligated to pay to the participant cash in an amount equal to the Market Price of a common share at such expiry date. Market Price for purposes of the Plan is equal to the average of the high and low board lot trading prices of the common shares on the Toronto Stock Exchange for the last five trading days immediately preceding the date in question.

The Plan provides that if a participant ceases to be an eligible person for reasons other than death of such participant or retirement of such participant at or after normal retirement age, any RSUs that are not then vested in favour of such participant shall terminate and be forfeited. On the death of a participant or on the retirement of a participant at or after normal retirement age, any unvested RSUs will vest immediately.

OUTSTANDING EQUITY BASED INCENTIVE AWARDS

The following table sets out certain information with respect to unexercised options of the Named Executive Officers as at December 31, 2008. As at March 2, 2009, the value of RSUs to be granted for the 2008 year had been authorized by the Board; however, the number of RSUs to be granted is determined on March 10, 2009. The value to be granted is disclosed in the Summary Compensation Table on page 20 of this Circular.

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Realizable Value of Unexercised In-The-Money Options (1)
Edward M. Siegel, Jr.	70,000	$ 9.15	18-Feb-2014	$689,500
	130,000	$15.85	27-Apr-2015	$409,500
	112,211	$25.75	23-Feb-2016	-----
	82,789	$26.30	03-May-2016	-----
	325,000	$33.81	03-May-2017	-----
	325,000	$26.70	18-Feb-2018	-----
	Total: 1,045,000			
Brian R. Hedges	30,000	$15.85	27-Apr-2015	$ 94,500
	51,790	$25.75	23-Feb-2016	-----
	38,210	$26.30	03-May-2016	-----
	150,000	$33.81	03-May-2017	-----
	84,588	$26.70	18-Feb-2018	-----
	Total: 354,588			
Marion E. Britton	14,000	$15.85	27-Apr-2015	$ 44,100
	35,000	$25.75	23-Feb-2016	-----
	35,000	$33.81	03-May-2017	-----
	50,753	$26.70	18-Feb-2018	-----
	Total: 134,753			
Maureen A. Kelly	2,000	$ 3.75	19-Feb-2012	$ 30,500
	6,000	$ 5.20	17-Feb-2013	$ 82,800
	25,000	$ 9.15	18-Feb-2014	$246,250
	25,000	$15.85	27-Apr-2015	$ 78,750
	25,000	$25.75	23-Feb-2016	-----
	25,000	$33.81	03-May-2017	-----
	25,000	$26.70	18-Feb-2018	-----
	Total: 133,000			
David J. Halcrow	6,000	$ 9.15	18-Feb-2014	$ 59,100
	20,000	$15.85	27-Apr-2015	$ 63,000
	25,000	$25.75	23-Feb-2016	-----
	25,000	$33.81	03-May-2017	-----
	25,000	$26.70	18-Feb-2018	-----
	Total: 101,000			

(1) Based on the closing price of a common share on The Toronto Stock Exchange on December 31, 2008 of $19.00.

VALUE VESTED OR EARNED

The following table sets out the value of the options vested during 2008 and the value of non-equity incentive plan compensation earnings during 2008 for each of the Chief Executive Officer, Chief Financial Officer and the other Named Executive Officers.

Name	Common Share Options Value Vested During 2008 (1)	Non-Equity Incentive Plan Compensation Value Earned During 2008
Edward M. Siegel, Jr.	$1,992,874	$3,627,448
Brian R. Hedges	$ 958,073	$1,300,000
Marion E. Britton	$ 198,520	$ 780,000
Maureen A. Kelly	$ 141,800	$ 475,313
David J. Halcrow	$ 113,360	$ 475,313

(1) The option value vested is the difference between the market price of the common share as at the date each option vested in 2008 and the price of the common shares based on the option exercise price. The value vested has been calculated only for those options that were in the money as of their 2008 vesting date.

PENSION PLAN BENEFITS

Russel Metals provides retirement benefits in various forms, including defined benefit plans, defined contribution plans and Registered Retirement Savings Plan contributions.

DEFINED BENEFITS PLANS

The defined benefit plan for senior executives is a final average formula plan which will provide an annual pension equal to 1.3% of pensionable earnings up to the Canada Pension Plan maximum pensionable earnings level and 2% of pensionable earnings above such level based on the highest consecutive 60 months pensionable earnings, for each year of credited service subject to the maximum allowed. The normal form of benefit payable at age 65 is a life annuity guaranteed for 120 months or a joint and survivor pension equal to 60% of the executive's pension entitlement. The defined benefit pension entitlement is subject to the maximum allowed under the Income Tax Act for each year of credited service in a defined benefit plan. The limit for 2008 was $2,333 per year of service. There are no offsets to the benefit from this plan.

Each of Mr. Hedges and Ms Britton participates in the defined benefit plan described above. Mr. Hedges also participates in a defined benefit individual supplementary retirement plan, which is described in more detail in the following paragraph. No other Named Executive Officer participates in a defined benefit plan of the Company.

The individual supplementary retirement plan entitles Mr. Hedges to a maximum annual pension at age 65 which, together with all other pension benefits (Canada Pension Plan benefits and amount payable under the Company's defined benefit plan referred to above), equals the product obtained by multiplying 3% by the number of years of service to a maximum of 20, including periods of permanent disability, by his highest annual salary averaged over a three year period. The maximum annual payment from the supplementary plan will not exceed $320,000. If Mr. Hedges ceases to be employed prior to age 65 and he elects to accelerate the payment of his supplementary pension, the annual amount he will be entitled to will be reduced by one-half of 1% for each calendar month prior to the month in which he would be 65 years of age. On the death of Mr. Hedges following retirement, his surviving spouse would become entitled to a pension of up to two-thirds of his supplementary pension. If there is no surviving spouse, a lump sum is payable to a named beneficiary in the amount of 60 times the supplementary monthly pension benefit, less any amount paid to Mr. Hedges during his lifetime from the supplementary retirement plan. The supplementary plan also provides that in the event of termination of Mr. Hedges' employment without just cause following a change of control, for purposes of determining his benefits under the plan, Mr. Hedges will be deemed to have 20 years credited service. We have agreed to make payments to fund an individual trust representing the portion of the Company's obligations under the supplementary retirement plan arising in respect of Mr. Hedges' service after December 31, 2002. Obligations related to the period prior to December 31, 2002 are unfunded.

The following table summarizes prescribed information regarding the benefits payable to Mr. Hedges and Ms Britton under the defined benefit plans referred to above.

Name	**No. of Years Credited Service**	**Annual Benefits Payable**		**Accrued Obligation at Start of 2008**	**Compensatory Change (1)**	**Non-Compensatory Change (2)**	**Accrued Obligation at End of 2008**
		At Year End	**At Age 65**				
Brian R. Hedges	14.5	$106,000	$376,000	$1,661,000	$123,000	($237,000)	$1,547,000
Marion E. Britton	24	$49,000	$87,000	$638,000	$27,000	($91,000)	$574,000

(1) Compensatory change represents the service cost for 2008 and any difference between estimated and actual earnings.

(2) Non-compensatory change includes interest on beginning of year obligations, experience gains and losses and changes in actuarial assumptions.

Amounts shown in the table have been determined using the same actuarial assumptions as those used to determine the year-end pension plan valuations disclosed in note 17 of the 2008 consolidated financial statements of the Company.

DEFINED CONTRIBUTION PLANS

Each of Mr. Siegel and Ms Britton participates in a defined contribution plan. The following table sets out prescribed information concerning the accrued values of these plans and compensatory and non-compensatory payments by the Company under these plans for 2008. The respective plans are described in more detail below the table.

Name	**Accumulated Value at Start of 2008**	**Compensatory Change (1)**	**Non-Compensatory (2)**	**Accumulated Value at End of 2008**
Edward M. Siegel, Jr.	$586,617	$9,817	($71,804)	$524,630
Marion E. Britton	$0	$205,000	$1,000	$206,000

(1) Compensatory change represents the Company contributions.

(2) Non-compensatory change includes investment earnings and losses for both Named Executives and employee contributions for Mr. Siegel.

Mr. Siegel participates in a defined contribution plan covering our U.S. employees. We make contributions based on a percentage of Mr. Siegel's compensation up to a maximum each year. The maximum Company contribution for 2008 was US$9,200 (Cdn$9,817, based on the U.S. dollar published average: for 2008, US$1.00 = Cdn$1.0671). All contributions are vested immediately.

Ms. Britton participates in a defined contribution supplementary retirement plan which provides for an annual contribution to a trust of an amount equal to 36.6% of Ms Britton's salary for service on and after January 1, 2007. The plan is intended to provide for maximum annual payments commencing at age 65 in an amount which, together with all other pension benefits (Canada Pension Plan benefits and amounts payable under the Company's defined benefit plan), would total 60% of her average salary for the 36 consecutive month period during which Ms Britton experienced her highest salary, provided that the maximum annual payment on account of the supplemental pension will not exceed $130,000. If Ms Britton retires prior to age 65 and elects to accelerate the payment of her supplementary pension, the maximum annual amount of the payment from the trust will be reduced by one-half of 1% for each calendar month prior to the month in which she would turn 65 years of age. On the death of Ms Britton following retirement, her surviving spouse would be entitled to an annual payment not exceeding two-thirds of the annual payment Ms Britton would be entitled to under the supplemental plan. The funding of the supplemental payments will be limited to the contributions of the Company to the trust and the earnings of the trust, net of any losses of the trust. Assets of the trust available for the funding of supplementary payments include amounts in the refundable tax accounts of the trust.

REGISTERED RETIREMENT SAVINGS PLANS

Ms Kelly and Mr. Halcrow have amounts contributed to their Registered Retirement Savings Plans. A contribution of $6,085 was made on behalf of Ms Kelly and a contribution of $10,000 was made on behalf of Mr. Halcrow during 2008.

EMPLOYMENT, CHANGE OF CONTROL AND OTHER AGREEMENTS

The Company does not have a written employment agreement with any Named Executive Officer other than the employment agreement with Mr. Siegel described below, and the change of control employment agreements with each of Mr. Siegel, Mr. Hedges and Ms Britton described below under "Change of Control Employment Agreements".

CEO EMPLOYMENT AGREEMENT

In August of 1997, we entered into an employment agreement with Mr. Siegel, which provided for his employment as President and Chief Executive Officer effective August 12, 1997. The agreement provided for compensation with respect to Mr. Siegel's annual base salary, cash incentive entitlement (expressed as a variable percentage of his base salary which increases with the level of basic earnings per share of Russel Metals) and grant of options to acquire common shares. Mr. Siegel's salary, cash incentive and share options awarded for 2008 are disclosed in the summary compensation table. Pursuant to this agreement, Mr. Siegel is entitled to be compensated for the difference in effective income tax rates in Canada and the United States. Mr. Siegel is entitled to benefits similar to those enjoyed by our other executive officers pursuant to our normal benefit plans, practices and policies. Mr. Siegel's employment agreement provides for severance pay equal to two times his annual salary, plus amounts estimated to be payable pursuant to any profit sharing, cash incentive or bonus program, in the event that his employment is terminated without just cause. On December 31, 2008 this amount was equal to $10.4 million.

In August of 2008 we entered into a consulting services agreement with Mr. Siegel, which provides for his services as a consultant commencing on the first day of Mr. Siegel’s retirement from the Company and terminating the earlier of three years after the commencement date or upon a change of control in the Company.

Change of Control Employment Agreements

We have entered into change of control employment agreements with Mr. Siegel, Mr. Hedges and Ms Britton providing for their continued employment for two years following a change of control and for severance payments in certain circumstances in the event of the termination of their employment within such period. Such circumstances include termination of employment by Russel Metals (other than for just cause, disability or retirement) or termination of employment by the executive officer for good reason.

A "change of control" includes the acquisition of effective control by a person or group of persons acting in concert and a determination by the Directors that a change of control has occurred or is about to occur. For such purpose, any person or group holding securities which entitle such holder or holders to cast more than 25% of the votes attaching to all shares in the capital of the Company, which may be cast to elect Directors, shall be deemed to be in a position to exercise effective control. A change of control will also have occurred if incumbent Directors cease to constitute a majority of the Board of Directors. For this purpose an incumbent Director is any member of the Board of Directors of the Company who was a Director immediately prior to the event which gave rise to the change of control, and any successor to an incumbent Director who was recommended or elected or appointed to succeed an incumbent Director by the affirmative vote of a majority of the incumbent Directors. Upon termination in the foregoing circumstances, the executive officer is entitled to receive a lump sum payment of two times his or her current salary, including one-half of the amounts paid or payable pursuant to any profit sharing, cash incentive or bonus program during the last 24 months. The executive officer is also entitled to receive an amount on account of the value of all options or other rights to acquire common shares held by the executive officer or to which he or she would have been entitled, an amount on account of pension benefits to which the executive officer would have been entitled and certain other benefits.

In addition, upon termination in the foregoing circumstances, if the executive officer holds options for the purchase of common shares in the Company (“Unexercised Rights”), all Unexercised Rights so held that were not exercisable at the date of termination, shall be accelerated so that such Unexercised Rights become immediately exercisable and all Unexercised Rights shall remain exercisable for 180 days following the date of termination. Similarly, RSUs become fully vested and are cashed out.

The following table sets out the payments to which each of the CEO, the COO and the CFO would have been entitled had they been terminated on December 31, 2008 within two years of a change of control of the Company:

	Severance for Termination Within Two Years of a Change of Control				
Name	**Amount on Account of Salary and Incentives**	**Immediate Vesting of Options**	**Immediate Vesting of RSUs**	**Amount on Account of Pension Benefits**	**Total**
Edward M. Siegel	$10,405,107	$1,099,000	-	-	$11,504,107
Brian R. Hedges	$5,401,128	$94,500	$1,300,000	$246,000	$7,041,628
Marion E. Britton	$3,070,122	$44,100	$630,000	$273,462	$4,017,684

Other Compensation Agreement

In 2000, we signed an agreement with Mr. Siegel to fund a Split Dollar Whole Life Insurance Policy. The agreement requires the payment by a subsidiary of Russel Metals of up to US$200,000 per year for approximately 13 years to fund a US$6.5 million Whole Life Insurance Policy for the benefit of Mr. Siegel's estate or a beneficiary nominated by him. The premiums paid will be reimbursed from the insurance proceeds or from the excess cash surrender value commencing when the Whole Life Insurance Policy has been fully funded.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The disclosure set out below reflects our compliance with National Policy 58-201 (Corporate Governance Guidelines) and National Instrument 58-101 (Corporate Governance Practices) (the "CSA Governance Rules").

DISCLOSURE REQUIREMENT	PRACTICES OF RUSSEL METALS INC.
Independence of the Board	A majority of our current Directors, and a majority of the nominees for election as a Director at the Meeting, are independent. The only current Director who is not independent is Mr. Siegel, the Chief Executive Officer of the Company, who will retire as a Director and officer of the Company on May 12, 2009. If elected as a Director, Mr. Hedges will not be independent, as he is currently Executive Vice-President and Chief Operating Officer of the Company and will be appointed as Chief Executive Officer on Mr. Siegel's retirement. Mr. O'Reilly has provided independent advice to the Board over a long period of years. However, the Board has determined that, for purposes of compliance with the CSA Governance Rules, if elected Mr. O'Reilly will be treated as not independent because of his position as Managing Partner of the Company's principal legal advisors.
Other Board Positions held by the Company's Directors	Each of Alain Benedetti, James F. Dinning, Anthony F. Griffiths, Alice D. Laberge and Lise Lachapelle sits on the boards of other public companies. These companies are disclosed in the Director nominee table beginning on page 5 of this Circular.
In Camera Meetings	The independent Directors meet in camera at each scheduled quarterly Board meeting. Last year there were 4 in camera sessions.
Independent Chair	Mr. Griffiths is the Chairman of the Board and is an independent Director.
Attendance Record	The attendance record of each director is disclosed in the Director nominee table beginning on page 5 of this Circular.
Board Charter	The Board charter is included as Schedule A to this Circular, beginning on page 36. Under the charter, the Board has explicitly assumed stewardship responsibility for Russel Metals as well as responsibility for the matters specifically set out in the CSA Governance Rules. The charter provides that the Board of Directors shall review and approve our strategic direction, annual business plan and capital expenditure budget. In addition, the Board approves acquisitions and all capital expenditures in excess of $1.0 million. It also reviews and approves changes in business focus, corporate financings and debt issues.

DISCLOSURE REQUIREMENT	**PRACTICES OF RUSSEL METALS INC.**
Size of Board	Our articles require us to have a minimum of seven and a maximum of 12 Directors. Our Board believes that a Board with a number of Directors within this range will allow it to operate effectively. The number of Directors to be elected at the Meeting is set at nine. The size and composition of the Board brings a balance of industry and operational expertise as well as backgrounds in other areas that Management and the Board believe are of benefit to us.
Board Committees	The following is a list of Russel Metals' Board committees: • Audit Committee • Nominating and Corporate Governance Committee • Management Resources and Compensation Committee • Environmental Management and Health & Safety Committee The members of these committees are listed on page 10 of this Circular. The Board has adopted charters for each of these committees.
Position descriptions	The Board has approved position descriptions for: • the Chair of the Board • the Chair of each Committee of the Board • the Chief Executive Officer The Board is satisfied that the functions and respective responsibilities of the Board and Management are clearly understood and supported by all participants in our governance process. The Board expects Management to keep it apprised of all material risks facing us and to provide it with regular reports on our activities and on any external developments that are likely to affect the Company. The Board also expects Management to advise it of any events that have or are likely to have a material effect on the Company. The interaction between the Board and Management challenges Management to proactively manage the cyclical nature of the business to ensure it maximizes shareholder value. Copies of the committee charters and the position descriptions referred to above are available from our website located at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance").
Orientation Program	New Directors joined the Board each year from 2005 to 2007. We provide new Directors with background and information about Russel Metals to assist the Director in becoming conversant with our business and priorities, as well as information concerning the industry in which we and our major competitors operate. New Directors also participate in tours of our facilities and in small group sessions with senior management personnel as part of their orientation process.

DISCLOSURE REQUIREMENT	PRACTICES OF RUSSEL METALS INC.
Ongoing Education Program	We provide Directors with supplemental Company specific and industry general information on an ongoing basis, not less frequently than quarterly, as part of a continuous education program designed to keep them current with respect to factors affecting the Company. This program also includes periodic tours of our facilities, and presentations by senior corporate and operating personnel. It also includes periodic presentations concerning legal and policy developments affecting Canadian public companies generally and the responsibilities of Directors. Directors are required to thoroughly review meeting material provided by Management, in advance of Board of Directors' meetings. Directors are required to attend meetings in person, when possible and practicable.
Culture of Ethical Business Conduct	The Board has approved and adopted a Code of Business Conduct and Ethics Policy, which applies to all our Directors, officers and employees. This code can be found on our website at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance") and on SEDAR (www.sedar.com).
Monitoring Compliance with Code of Business Conduct and Ethics and other Policies	The Board has adopted a requirement for regular reports on compliance with the Code of Business Conduct and Ethics Policy, as well as other Company policies. Management provides the Board with a written compliance report on a quarterly basis, with regard to such policies.
Conflict of Interest	We have no contracts or other arrangements in place in which any of our Directors or officers has a material interest and we do not anticipate entering into any such arrangement. If any such arrangement were to arise, it would first be considered by the Audit Committee and approved by the Board of Directors (in each case, without the participation of the Director who had the material interest in question).
Audit Committee	The charter for the Audit Committee includes responsibility for reviewing our quarterly and annual financial statements and management's discussion and analysis of financial condition and results of operations and for monitoring our internal control procedures. The Audit Committee meets regularly with our external auditors and our Director of Internal Audit without Management being present. All members of the Committee are independent Directors. Additional information with respect to the Audit Committee, including its charter, can be found in our annual information form. Our annual information form can be found on our website at www.russelmetals.com (see "About Russel Metals", "Investor Relations" and "Financial Reports") and on SEDAR (www.sedar.com).

DISCLOSURE REQUIREMENT	PRACTICES OF RUSSEL METALS INC.
Nominating and Corporate Governance Committee	The Nominating and Corporate Governance Committee is a fully independent committee of the Board. It is responsible for: • developing and recommending governance guidelines for the Company (and periodic review of those guidelines); • identifying individuals qualified to become members of the Board; and • recommending Director nominees to be put before the shareholders at each annual meeting. The Board annually appoints the Nominating and Corporate Governance Committee and its Chair. As part of each meeting, Committee members meet without any member of Management present. The Committee has the authority to retain and compensate any consultants and advisors it considers necessary to fulfill its mandate.
Nomination of New Directors	The Nominating and Corporate Governance Committee has responsibility for making recommendations to the Board concerning new Director candidates. As and when new Directors have been required from time to time, the Nominating and Corporate Governance Committee has determined the skill set of a potential Director that it believed would best suit us in the circumstances. The Committee develops profiles of individuals whose background and skills would complement those of the existing Directors for consideration by the Board.
Management Resources and Compensation Committee	The Board annually appoints a fully independent Management Resources and Compensation Committee and its Chair. The responsibilities of the Committee include: • reviewing and making recommendations to the Board (without the participation of the CEO) concerning compensation for our CEO; • reviewing and making recommendations to the Board concerning compensation of other executive officers and Directors, incentive-based plans and equity-based plans; • approving and monitoring share ownership policies; and • reviewing compensation disclosure in public documents, including the Compensation Discussion and Analysis, for inclusion in this Circular in accordance with applicable rules and regulations.
Operation of the Management Resources and Compensation Committee	The Management Resources and Compensation Committee considers matters within its mandate and makes recommendations to the full Board. As part of each meeting, Committee members meet without any member of Management present. The Committee has the authority to retain and compensate any consultants and advisors it considers necessary.

DISCLOSURE REQUIREMENT	PRACTICES OF RUSSEL METALS INC.
Determining Director and Officer Compensation	The Management Resources and Compensation Committee recommends the compensation for the Chief Executive Officer to the Board and reviews compensation policies and levels for our other executive officers to ensure that their compensation is competitive and reasonably related to personal and corporate performance. It uses various information sources, including independent consultants, to monitor the competitive position of Russel Metals' salaries, cash incentives and share-based incentives, and to assess the effectiveness of our incentive plans in contributing to corporate performance. The Committee determines Director compensation with reference to board compensation of comparably sized Canadian companies. See "Compensation of Non-executive Directors" on page 11 of this Circular.
Environmental Management and Health & Safety Committee	The mandate of the Environmental Management and Health & Safety Committee is to monitor, evaluate and make recommendations to the Board for the purposes of ensuring that we conduct our activities in a manner that complies with applicable environmental and occupational health and safety laws. These activities should minimize adverse impacts on the natural environment and to the communities in which we reside and operate in a manner that respects the health and safety of our employees.
Board, Committee and Individual Director Assessment	Each Director completes a questionnaire annually assessing the performance of the Board and its committees. The questionnaires are submitted to the Secretary (a partner of Davies Ward Phillips & Vineberg LLP and not a member of Management) who in turn discusses the issues raised by the Directors in their responses with the Chair and the Board. Each Committee is required to review annually at a meeting of the Committee, the effectiveness and contributions of the Committee, and to report to the Board with respect to such review. The Board has also adopted a requirement that each Director also submit annually to the Chair a completed self-assessment form, which is designed to improve individual Director performance through critical self-evaluation. It is expected that individual and corporate goals can be more readily achieved as Directors are assisted in identifying areas that may be improved. The questionnaire is designed to encourage each Director to thoughtfully consider ways in which his or her effectiveness may be increased and to identify areas where we can assist in improving Directors' performance.
Outside Advisors	Each committee of the Board is entitled to engage outside advisors at our expense in connection with its mandate. Directors may engage advisors at our expense for other purposes with the concurrence of the Chair of the Nominating and Corporate Governance Committee.

CERTIFICATE

The Board of Directors has approved the contents and the sending of this Information Circular.

DATED the 2nd day of March, 2009.

WILLIAM M. O'REILLY,
Secretary

SCHEDULE A – CHARTER OF THE BOARD OF DIRECTORS

GENERAL

1. ***Purpose and Responsibility of the Board***

By approving this Charter, the Board explicitly assumes responsibility for the stewardship of Russel Metals Inc. and its business. This stewardship function includes responsibility for the matters set out in this Charter, which form part of the Board's statutory responsibility to manage or supervise the management of Russel's business and affairs.

2. ***Review of Charter***

The Board shall review and assess the adequacy of this Charter annually and at such other times as it considers appropriate and shall make such changes as it considers necessary or appropriate.

3. ***Definitions and Interpretation***

3.1 *Definitions*

In this charter:

(b) "Russel" means Russel Metals Inc.;
(c) "Board" means the board of directors of Russel;
(d) "CEO" means Russel's chief executive officer;
(e) "Chair" means the chair of the Board;
(f) "Charter" means this charter, as amended from time to time;
(g) "Director" means a member of the Board; and
(h) "Stock Exchanges" means, at any time, the Toronto Stock Exchange and any other stock exchange on which any securities of Russel are listed for trading at the applicable time.

3.2 ***Interpretation***

This Charter is subject to and shall be interpreted in a manner consistent with Russel's articles, by-laws, the *Canada Business Corporations Act* (the "CBCA"), and any other applicable legislation.

CONSTITUTION OF THE BOARD

4. ***Election and Removal of Directors***

4.1 *Number of Directors*

The Board shall consist of such number of Directors as the Board may determine from time to time, within the range set out in Russel's articles of incorporation at such time.

4.2 *Election of Directors*

Directors shall be elected by the shareholders annually for a one year term, but if Directors are not elected at any annual meeting, the incumbent directors shall continue in office until their successors are elected.

4.3 *Vacancies*

The Board may appoint a member to fill a vacancy which occurs in the Board between annual elections of Directors, to the extent permitted by the CBCA.

4.4 *Ceasing to Be a Director*

A Director will cease to hold office upon:

(a) delivering a resignation in writing to Russel;
(b) being removed from office by an ordinary resolution of the shareholders;
(c) his or her death; or
(d) becoming disqualified from acting as a Director.

4.5 *Deemed Resignation*

A Director shall submit his or her resignation to Russel (which resignation may or may not be accepted) if that director changes his or her principal occupation.

5. ***Criteria for Directors***

5.1 *Qualifications of Directors*

Every Director shall be an individual who is at least 18 years of age, has not been determined by a court to be of unsound mind and does not have the status of bankrupt.

5.2 *Residency*

At least 25% of the Directors shall be resident Canadians.

5.3 *Independence of Directors*

(a) At least one-third of the Directors shall not be officers or employees of Russel or any of its affiliates.
(b) At least a majority of the Directors shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

5.4 *Share Ownership*

Subject as hereinafter provided, each Director shall beneficially own, directly or indirectly, Common Shares or deferred share units or combination thereof valued at three times the annual board retainer. Any Director who does not meet this requirement at the date of his or her first election or re-election to the Board following implementation of this policy is required to achieve such ownership level within three years of the date of such first election or re-election.

5.5 *Other Criteria*

The Board may establish other criteria for Directors as contemplated in this Charter.

6. ***Board Chair***

6.1 *Board to Appoint Chair*

The Chair shall be an independent Director.

6.2 *Chair to Be Appointed Annually*

The Board shall appoint the Chair annually at the first meeting of the Board after a meeting of the members at which Directors are elected. If the Board does not so appoint a Chair, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

7. ***Remuneration of Directors and Retaining Advisors***

7.1 *Remuneration*

Members of the Board and the Chair shall receive such remuneration for their service on the Board as the Board may determine from time to time, in consultation with the Management Resources and Compensation Committee of the Board.

7.2 *Retaining and Compensating Advisors*

Each Director shall have the authority to retain outside counsel and any other external advisors from time to time as appropriate with the approval of the chair of the Nominating and Corporate Governance Committee.

MEETINGS OF THE BOARD

8. ***Meetings of the Board***

8.1 *Time and Place of Meetings*

Meetings of the Board shall be called and held in the manner and at the location contemplated in Russel's by-laws.

8.2 *Frequency of Board Meetings*

Subject to Russel's by-laws, the Board shall meet at least four times per year on a quarterly basis.

8.3 *Quorum*

In order to transact business at a meeting of the Board:

(a) at least a majority of Directors then in office shall be present; and
(b) at least 25% of the Directors present must be resident Canadians (or, if this is not the case, a resident Canadian Director who is unable to be present and whose presence at the meeting would have resulted in the required number of resident Canadian Directors being present, must approve the business transacted at the meeting, whether in writing, by phone or otherwise).

8.4 *Secretary of the Meeting*

The Chair shall designate from time to time a person who may, but need not, be a member of the Board, to be Secretary of any meeting of the Board.

8.5 *Right to Vote*

Each member of the Board shall have the right to vote on matters that come before the Board.

8.6 *Invitees*

The Board may invite any of Russel's officers, employees, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

9. ***In Camera Sessions***

9.1 *In Camera Sessions of Non-Management Directors*

At the conclusion of each regularly scheduled quarterly meeting of the Board, the non-management Directors shall meet without any member of management being present (including any Director who is a member of management).

9.2 *In Camera Sessions of Independent Directors*

To the extent that non-management Directors include Directors who are not independent Directors as contemplated in this Charter, the independent Directors shall meet at the conclusion of each regularly scheduled quarterly meeting of the Board with only independent Directors present.

DELEGATION OF DUTIES AND RESPONSIBILITIES OF THE BOARD

10. *Delegation and Reliance*

10.1 *Delegation to Committees*

The Board may establish and delegate to committees of the Board any duties and responsibilities of the Board which the Board is not prohibited by law from delegating. However, no committee of the Board shall have the authority to make decisions which bind Russel, except to the extent that such authority has been specifically delegated to such committee by the Board.

10.2 *Requirement for Certain Committees*

The Board shall establish and maintain the following committees of the Board, each having mandates that incorporate all applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate:

(a) Audit Committee;
(b) Nominating and Corporate Governance Committee; and
(c) Management Resources and Compensation Committee.

10.3 *Composition of Committees*

The Board will appoint and maintain in office, members of each of its committees such that the composition of each such committee is in compliance with listing requirements of the Stock Exchanges and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such matters.

10.4 *Review of Charters*

On an annual basis, the Board will review the recommendations of the Nominating and Corporate Governance Committee with respect to the charters of each committee of the Board. The Board will approve those changes to the charters that it determines are appropriate.

10.5 *Delegation to Management*

Subject to Russel's articles and by-laws, the Board may designate the offices of Russel, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of Russel, except to the extent that such delegation is prohibited under the CBCA or limited by the articles or by-laws of Russel or by any resolution of the Board or policy of Russel.

10.6 *Limitations on Management Authority*

(a) Management shall exercise its authority in accordance with the following documents approved by the Board:

(i) strategic plan;
(ii) annual business plan;
(iii) capital expenditure budget.

(b) Management may not take the following actions without the approval of the Board:

(i) expenditures in excess of $1 million;
(ii) change in business focus;
(iii) issuance of securities;
(iv) borrowing outside of the ordinary course of business.

10.7 *Reliance on Management*

The Board is entitled to rely in good faith on the information and advice provided to it by Russel's management.

10.8 *Reliance on Others*

The Board is entitled to rely in good faith on information and advice provided to it by advisors, consultants and such other persons as the Board considers appropriate.

10.9 *Oversight*

The Board retains responsibility for oversight of any matters delegated to any committee of the Board or to management.

DUTIES AND RESPONSIBILITIES

11. ***Duties of Individual Directors***

11.1 *Fiduciary Duty and Duty of Care*

In exercising his or her powers and discharging his or her responsibilities, a Director shall:

(a) act honestly and in good faith with a view to the best interests of the corporation; and
(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 *Compliance with CBCA and Constating Documents*

A Director shall comply with the CBCA and the regulations to the CBCA as well as with Russel's articles and by-laws.

11.3 *Compliance with Russel's Policies*

A Director shall comply with all policies of Russel applicable to members of the Board as approved by the Board.

12. ***Responsibilities of Directors***

12.1 *Responsibilities set out in Charter*

A Director shall review and participate in the work of the Board necessary in order for the Board to discharge the duties and responsibilities set out in accordance with the Charter.

12.2 *Orientation and Education*

A Director shall participate in the orientation and continuing education programs developed by Russel for the Directors.

12.3 *Meeting Preparation and Attendance*

In connection with each meeting of the Board and each meeting of a committee of the Board of which the Director is a member, a Director shall:

(a) Review thoroughly the material provided to the Director by management in connection with the meeting, provided that such review is practicable in view of the time at which such material was delivered to the Director.

(b) Attend each meeting in person to the extent practicable (unless the meeting is scheduled to be held by phone or video-conference).

12.4 *Assessment*

A Director shall participate in such processes as may be established by the Board for assessing the Board, its committees and individual Directors.

12.5 *Other Responsibilities*

A Director shall perform such other functions as may be delegated to that Director by the Board or any committee of the Board from time to time.

13. ***Board Responsibility for Specific Matters***

13.1 *Responsibility for Specific Matters*

The Board explicitly assumes responsibility for the matters set out below, recognizing that these matters represent in part responsibilities reflected in requirements and recommendations adopted by applicable securities regulators and the Stock Exchanges and do not limit the Board's overall stewardship responsibility or its responsibility to manage or supervise the management of Russel's business and affairs.

13.2 *Delegation to Committees*

Whether or not specific reference is made to committees of the Board in connection with any of the matters referred to below, the Board may direct any committee of the Board to consider such matters and to report and make recommendations to the Board with respect to these matters.

14. ***Corporate Governance Generally***

14.1 *Governance Practices and Principles*

The Board shall be responsible for Russel's approach to corporate governance.

14.2 *Governance Principles*

(a) Governance Principles. The Board shall review and approve, if appropriate, a set of governance principles and guidelines appropriate for Russel (the "Governance Principles").

(b) Amendments. The Board shall review the Governance Principles at least annually and shall adopt such changes to the Governance Principles as it considers necessary or desirable from time to time.

14.3 *Governance Disclosure*

(a) Approval of Disclosure. The Board shall approve disclosure about Russel's governance practices in any document before it is delivered to Russel's shareholders or filed with securities regulators or with the Stock Exchanges.

(b) Determination that Differences Are Appropriate. If Russel's governance practices differ from those recommended by Canadian securities regulators or the Stock Exchanges, the Board shall consider these differences and why the Board considers them to be appropriate.

14.4 *Delegation to Nominating and Corporate Governance Committee*

The Board may direct the Nominating and Corporate Governance Committee to consider the matters contemplated in this Section 14 and to report and make recommendations to the Board with respect to these matters.

15. ***Responsibilities Relating to Management***

15.1 Integrity of Management

The Board shall, to the extent feasible, satisfy itself:

(a) as to the integrity of the CEO and other senior officers; and
(b) that the CEO and other senior officers create a culture of integrity throughout the organization.

15.2 *Succession Planning*

The Board shall be responsible for succession planning, including appointing, training and monitoring senior management.

15.3 *Executive Compensation Policy*

The Board shall receive recommendations of the Management Resources and Compensation Committee and make such determinations as it considers appropriate with respect to:

(a) CEO's compensation level (without the participation of the CEO);
(b) non-CEO officer compensation;
(c) director compensation;
(d) incentive-compensation plans; and
(e) equity-based plans.

16. ***Oversight of the Operation of the Business***

16.1 *Risk Management*

Taking into account the reports of management and such other persons as the Board may consider appropriate, the Board shall identify the principal risks of Russel's business and satisfy itself as to the implementation of appropriate systems to manage these risks.

16.2 *Strategic Planning Process*

The Board shall adopt a strategic planning process and shall approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of Russel's business.

16.3 *Internal Control and Management Information Systems*

The Board shall review the reports of management and the Audit Committee concerning the integrity of Russel's internal control and management information systems. Where appropriate, the Board shall require management (overseen by the Audit Committee) to implement changes to such systems to ensure integrity of such systems.

16.4 *Communications Policy and Feedback Process*

(a) The Board shall review and, if determined appropriate, approve a communication policy for Russel for communicating with shareholders, the investment community, the media, governments and their agencies, employees and the general public. The Board shall consider, among other things, the recommendations of management and the Nominating and Corporate Governance Committee with respect to this policy.

(b) The Board shall establish a process pursuant to which the Board can receive feedback from securityholders.

16.5 *Financial Statements*

(a) The Board shall receive regular reports from the Audit Committee with respect to the integrity of Russel's financial reporting system and its compliance with all regulatory requirements relating to financial reporting.

(b) The Board shall review the recommendation of the Audit Committee with respect to the annual financial statements of Russel to be delivered to shareholders. If appropriate, the Board shall approve such financial statements.

16.6 *Capital Management*

The Board shall receive regular reports from management on the structure and management of Russel's capital.

16.7 *Pension Plan Matters*

The Board shall receive and review reports from management and from the Audit Committee covering administration, investment performance, funding, financial impact, actuarial reports and other pension plan related matters.

16.8 *Code of Business Conduct and Ethics*

The Board will review and approve a Code of Business Conduct and Ethics for Russel. In adopting this code, the Board will consider the recommendations of the Nominating and Corporate Governance Committee concerning its compliance with applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate.

16.9 *Compliance and Disclosure*

The Board will direct the Nominating and Corporate Governance Committee to monitor compliance with the Code of Business Conduct and Ethics and recommend disclosures with respect thereto. The Board will consider any report of the Nominating and Corporate Governance Committee concerning these matters, and will approve, if determined appropriate, the disclosure of the Code of Business Conduct and Ethics and of any waiver granted to a director or senior officer of Russel from complying with the Code of Business Conduct and Ethics.

17. ***Nomination of Directors***

17.1 *Nomination and Appointment of Directors*

(a) The Board shall nominate individuals for election as directors by the shareholders and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such nominations.

(b) The Board shall adopt a process recommended to it by the Nominating and Corporate Governance Committee pursuant to which the Board shall:

(i) consider what competencies and skills the Board, as a whole, should possess; and
(ii) assess what competencies and skills each existing Director possesses.

18. ***Board Effectiveness***

18.1 *Position Descriptions*

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning formal position descriptions for:

(a) the Chair of the Board, the Lead Director (if any) and for the Chair of each committee of the Board; and
(b) the CEO.

18.2 *Director Orientation and Continuing Education*

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning:

(a) a comprehensive orientation program for new Directors; and
(b) a continuing education program for all Directors.

18.3 *Board, Committee and Director Assessments*

The Board shall review and, if determined appropriate, adopt a process recommended by the Nominating and Corporate Governance Committee for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis.

18.4 *Annual Assessment of the Board*

Each year, the Board shall assess its performance and effectiveness in accordance with the process established by the Nominating and Corporate Governance Committee.

Russel Metals