

# CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "**Board**") of Russel Metals Inc. (the "**Company**") has adopted the corporate governance guidelines ("**Guidelines**") set forth below in furtherance of its continuing efforts to enhance its corporate governance. These Guidelines should be interpreted in accordance with any requirements imposed by applicable law, the Toronto Stock Exchange ("**TSX**") and the Articles and bylaws of the Company.

## 1. Board Composition and Selection

### (a) *Board Size*

The Board is of the view that a Board comprised of 7 to 12 directors is sufficient to provide a diversity of experience and knowledge, permitting effective committee organization and is appropriate for efficient meetings and decision making. The Nominating and Corporate Governance Committee ("**NCG Committee**") shall annually review the size of the Board and recommend any changes, where appropriate.

### (b) *Board Composition and Nomination Process*

At least a majority of all directors shall be "independent" within the meaning of applicable law and TSX rules. The Chair of the Board shall at all times be an independent director.

A quorum of directors may fill vacancies in existing or new director positions to the extent permitted by applicable law. Directors so appointed by the Board will serve only until the next annual meeting unless re-elected by the shareholders at that time.

Each year, the NCG Committee shall review the composition of the Board to ensure that it has a good mix of skills and experience. This review takes into account the skills, background and experience of each director currently on the Board and any upcoming retirements, succession, committee requirements, industry, market and strategic direction of the Company.

Nominees for membership on the Board will be recommended to the Board by the NCG Committee. In recommending new directors, the NCG Committee may consult with the other members of the Board and may retain external consultants to assist it in sourcing the best available candidates for nomination.

When identifying candidates to recommend for appointment or election to the Board, the NCG Committee will determine the skill set of a potential director that it believes will best suit the circumstances, having regard to the "Skills Matrix" developed by the Board, as amended from time to time, and certain other factors considered relevant by the NCG Committee. While the Company has not adopted a specific policy regarding Board or executive diversity, the NCG Committee nonetheless shall make an effort to ensure that directors and officers have a wide range of skills, experience and backgrounds to meet the needs of the Company. To support this objective, the NCG Committee and the Company will, when seeking candidates for the Board and senior executive positions consider, among other things:

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- the qualifications of the candidates based on their industry and other experience, functional expertise and personal skills and qualities; and
- criteria, including gender and geographic background.

The Board has not, at this time, adopted any fixed targets or quotas relating to the representation of women on the Board or in executive officer positions as it does not believe that quotas or a formulaic approach necessarily result in the identification or selection of the best candidates.

Prior to proposing a candidate for election or filling a vacancy on the Board, the Board shall meet to discuss and vote upon any recommendations of the NCG Committee.

### *(c) Majority Voting*

Each director should be elected by the vote of a majority of the shares represented in person or by proxy at any meeting for the election of directors. Accordingly, the Company has in place a majority voting policy that provides that any nominee for election as a director who has more votes withheld than votes for his or her election at an annual meeting of shareholders must tender his or her resignation to the Chair of the Board following the meeting. This policy does not apply to a contested election of directors, meaning elections where the number of nominees exceeds the number of directors to be elected.

The NCG Committee and the Board will consider any such resignation and whether it should be accepted. Any such resignation will be accepted absent exceptional circumstances that would warrant the applicable director continuing to serve as a Board member. In such case, the Board shall disclose its decision, via press release, within 90 days of the applicable annual meeting. Where a resignation is accepted, the Board may appoint a new director to fill the vacancy created by the resignation.

### *(d) Board Interlocks / Public Directorships*

The Board has adopted the guideline that there shall be no more than two board interlocks at any given time (or one board interlock where three or more directors are members of such other board). A board interlock occurs when two of the Company's directors also serve together on the board of another public company.

### *(e) Over-Boarding*

Unless specifically authorized by the Board, no director may simultaneously serve on more than four public company boards (including the Board of the Company). In addition, where a director is also a CEO of a public company, such director may not simultaneously sit on more than two outside public company boards unless specifically authorized by the Board.

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For purposes of determining the number of boards on which a director sits, service on a board or audit committee of a parent and a controlled subsidiary of such parent shall be treated as a single board or audit committee. The NCG Committee and the Board will consider the time involved in a director's service on other boards when evaluating the suitability of a director and making its recommendations to the Company's shareholders.

*(f) Significant Changes of Employment*

If a director materially changes his or her employment or position, such director shall offer his or her resignation to the Board. The NCG Committee will evaluate whether the resignation should be accepted and shall make a recommendation to the Board. The Board shall have the ultimate decision making authority as to whether to accept the resignation.

*(g) Director Compensation*

The MR&C Committee shall periodically review the compensation of the Board and the Board Chair and will make recommendations to the Board for consideration when it believes that changes in Board compensation are appropriate. In making recommendations to the Board regarding Director compensation, the MR&C Committee considers board compensation of comparably sized Canadian companies.

### **2. Board Conduct and Responsibilities**

*(a) Number and Schedule of Meetings*

The Board will hold a minimum of four regularly scheduled meetings per year. Prior to the end of each year, the NCG Committee will propose a schedule of Board and committee meetings for the following calendar year for consideration by the Board. Additional meetings may be held from time to time as necessary or appropriate.

*(b) Agenda*

The Chair of the Board shall coordinate with the Corporate Secretary to set the agenda for each Board meeting. The agenda for meetings of each Board committee shall be set by the respective committee Chairs with input from relevant Company employees.

*(c) Meeting Materials and Attendance*

Directors are required to thoroughly review meeting materials provided by management in advance of Board and committee meetings. Directors are also required to attend meetings in person where possible and practicable. Although the Board recognizes that, on occasion, circumstances may prevent directors from attending meetings, directors are expected to ensure that other commitments do not materially interfere with the performance of their duties. Directors should also make every reasonable effort to attend the annual meeting of shareholders of the Company.

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### *(d) In Camera Meetings of the Board*

The Board will schedule and hold an *in camera* session following every quarterly Board meeting at which the directors shall meet without management participation. In addition, the independent directors of the Company will hold regular sessions following every quarterly Board meeting at which the independent directors shall meet in the absence of any non-independent directors.

### *(e) Director Share Ownership Requirements*

Each Director shall beneficially own, directly or indirectly, Common Shares or deferred share units or a combination thereof valued at three times the annual Board retainer. The Chair shall beneficially own directly or indirectly, Common Shares or deferred share units or a combination thereof valued at three times the annual Chair retainer. Any new Director is required to achieve such ownership level within three years of the date of such Director's first election to the Board.

### *(f) Director Orientation*

All new Directors receive a comprehensive orientation on their election or appointment to the Board which includes:

- a detailed briefing with the Chair of the Board;
- a detailed briefing with the Chief Executive Officer (the "CEO"), the Chief Operating Officer (the "COO"), the Chief Financial Officer (the "CFO") and other members of senior management;
- participation in tours of our facilities and in small group sessions with senior management personnel;
- background and key 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; and
- a copy of all Board and committee charters.

Every director is required to review and execute the Company's Code of Business Conduct and Ethics Policy ("**Code of Conduct**") and Insider Trading Policy.

### *(g) Director Continuing Education*

Continuing education sessions will be incorporated into regularly scheduled Board meetings in order to inform the Board of relevant developments in the Company's industry and business. At least annually, a Board meeting will be held at one of the Company's facilities, giving directors the opportunity to better understand the Company's business and meet with senior operating and corporate personnel. Directors are also provided with presentations concerning legal and policy development affecting Canadian public companies and the responsibilities of Directors. Directors are expected to participate in these education programs, to the extent practicable.

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Directors may also participate in external educational seminars, at the Company's expense, that are relevant to their role on the Board.

### *(h) Term Limits and Board Evaluations*

The Company believes that a Board with a broad mix of skills is better able to oversee the wide range of issues that arise with respect to a Company of the size and complexity of Russel Metals.

Industry experience is a key skill, which can only be garnered through years of experience. The application of director term limits could potentially result in the loss of valuable contributors. Accordingly, there are no limits on the number of terms for which a director may hold office.

The Company has chosen to manage director tenure through a rigorous director evaluation and assessment process, which is conducted annually. This process, which includes a self- assessment, Board and committee evaluations and a periodic peer evaluation is designed to evaluate overall Board and committee effectiveness and identify any circumstance in which a particular director is not making a sufficient contribution. It is the responsibility of the Board under the guidance of the Company's Chair to remove directors who are not performing, rather than simply relying on director term limits to solve difficult situations.

Each Director also completes an annual assessment of the Chair of the Board. These assessments are submitted to the Chair of the NCG Committee, who discusses any issues raised with the Chair of the Board on a "without attribution" basis.

### *(i) Position Descriptions*

The Board has approved position descriptions for the Chair of the Board, the Chair of each committee of the Board and the CEO. The Board shall review these position descriptions annually and update them as necessary.

### *(j) Ethical Business Conduct*

The Board has approved and adopted the Code of Conduct, which applies to all our Directors, officers and employees. The Code of Conduct shall be regularly reviewed by the Board and updated as necessary.

## **3. Committees of the Board**

### *(a) General*

The Board may establish such committees as it deems appropriate and delegate to them such authority permitted by applicable law and the Company's bylaws as the Board sees fit. The committees will operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of securities regulatory authorities and the TSX.

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The Company currently has the four following standing committees: (a) the Audit Committee; (b) the Management Resources and Compensation Committee ("**MR&C Committee**"); (c) the NCG Committee; and (d) the Environmental Management and Health & Safety Committee ("**EMH&S Committee**"). All members of these committees must be directors whom the Board has determined are *independent*, taking into account applicable rules and regulations of securities regulatory authorities and the TSX.

The Audit Committee and the EMH&S Committee will hold periodic *in camera* sessions without members of Company management present. Meetings of the MR&C Committee and the NCG Committee will be held as *in camera* sessions, provided that members of management of the Company may attend by invitation as determined by each committee.

### *(b) Committee Composition*

The NCG Committee annually reviews the composition of each standing committee and presents recommendations for committee membership and for the Chair of each committee to the Board for approval.

Each of the standing committees has its own charter, which sets forth the responsibilities of the committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each Committee will conduct a self-evaluation annually.

### *(c) Outside Advisors*

Each committee of the Board has the authority to retain and compensate any outside consultants and advisors it considers necessary to fulfill its mandate.

Directors may engage advisors at the expense of the Company for other purposes with the concurrence of the Chair of the NCG Committee.

## **4. Management**

### *(a) Management Evaluation and Succession*

The MR&C Committee annually reviews succession plans for the position of CEO and establishes and oversees processes for evaluating the performance of the CEO. The MR&C Committee reviews with the CEO the succession plans for senior management and the CEO's assessment of their performance.

### *(b) Management Share Ownership Guidelines*

The Company requires the CEO, COO and CFO to own common shares and restricted share units valued at not less than five times, three times and two times their annual salaries, respectively. New individuals appointed to these positions will have five years from the date of their appointment to satisfy these requirements.

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### *(c) Executive Officer Compensation*

The MR&C Committee recommends the compensation for the CEO, the COO and the CFO to the Board and reviews compensation policies and levels for other executive officers to ensure that their compensation is competitive and reasonably related to personal and corporate performance.

The MR&C Committee uses various information sources, including independent consultants, to monitor the competitive position of the Company's salaries, cash incentives and share based incentives, and to assess the effectiveness of our incentive plans in contributing to corporate performance.

### *(d) Executive Incentive Compensation Recoupment Policy*

The Company maintains a written policy providing for the Company's recoupment of certain incentive compensation paid to the CEO, the COO, the CFO and certain other senior executives in cases of a material financial statement restatement. In such circumstances, the Board may determine to recoup incentive compensation which was paid or granted based upon the achievement of certain financial results to the extent that the amount of such compensation would have been lower if the financial results had been properly reported, and may seek to cancel restricted share unit awards where the financial results of the Company were considered in granting such awards.

### *(e) Advisory Vote on Executive Compensation*

The Company will annually hold an annual non-binding advisory vote by shareholders on executive compensation. As this is an advisory vote, the results are not binding on the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to increase their engagement with shareholders on compensation and related matters.

### *(f) Director Access to Management*

Board members have open access to management for relevant information and management is encouraged to make appropriate use of the Board's skills. Open discussions between the Board and members of management about issues facing the Company are encouraged. The Board also encourages senior management to bring employees who have potential as future leaders, and who would benefit from exposure to the Board, into Board meetings from time to time.

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### **5. Other**

#### *(a) Monitoring Compliance with the Code of Conduct*

The Company maintains a confidential and anonymous reporting system that allows all employees to raise concerns free of discrimination, retaliation or harassment. The Company encourages the reporting of any complaints, concerns or questions relating to (i) accounting matters, (ii) internal controls, (iii) financial irregularities, (iv) compliance with the Company's policies, and (v) unethical business conduct, including but not limited to, safety, environmental, conflicts of interest, bribery, theft and/or fraud.

The report of any complaints, concerns or questions relating to the foregoing matters may be made to a Whistleblower Hotline through an independent third party service provider by internet, telephone or by mail. The CEO and CFO investigate all reports submitted to the Whistleblower Hotline. The Chair of the Audit Committee and the Vice President of Human Resources receive notice and have access to all reports submitted to the third party provided.

#### *(b) Conflicts of Interest*

Prior to commencing service on the Board, and thereafter upon the request of the Board Chair, every Director shall disclose to the Board Chair all potential conflicts of interest, so that an appropriate course of action can be determined to resolve any such conflicts. If a Director undertakes any new interests or relationships not previously disclosed, the Director shall immediately inform the Board Chair and the CFO of this change in potential conflicts of interests.

If the Board or a committee of the Board is deliberating a matter that may affect a Director's interests or relationships outside the Company, such matter must first be considered by the Audit Committee and thereafter approved by the Board, in each case, without the participation of the Director who has the potential conflicting interest.

### **6. Review of Guidelines**

The NCG Committee shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate. The NCG Committee shall take into consideration the emerging best practices at leading and comparable companies.

### **7. Amendment and Waiver of Guidelines**

These Guidelines may be amended, modified or waived by the Board. Waivers of these Guidelines may also be granted by the NCG Committee.

Approved by the Board on May 3, 2016