



CHAIR OF THE BOARD POSITION DESCRIPTION

1. GENERAL

1.1. Purpose

This position description describes the appointment, role and responsibilities of the Chair (the "Chair") of the Board of Directors of Russel Metals Inc. ("Russel"). It should be read together with the:

- a. written charter of the Board (the "Charter");
- b. position description of the Chair of the nominating and corporate governance committee (the "Chair of the Nominating and Corporate Governance Committee"); and
- c. position description of the chief executive officer (the "CEO").

As such documents may be amended from time to time.

2. DEFINITIONS

2.1. Director

A "Director" means any member of the Board.

3. OFFICE OF THE CHAIR

3.1. Chair to be Appointed Annually

The appointment of the Chair of the Board shall take place not less frequently than annually, with effect immediately following a meeting of the shareholders at which Directors are elected; provided that if the appointment of the Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed; and provided further that the Board may from time to time and at any time appoint a new Chair. If the office of the Chair becomes vacant for any reason, the Chair of the Nominating and Corporate Governance Committee (or if such position is vacant, then the Chair of the Audit Committee) shall serve as the interim Chair until a successor is appointed.

4. RESPONSIBILITIES OF THE CHAIR

4.1. Board Leadership

The Chair will provide leadership to the Committee in discharging their mandate as set out in the Charter, including by:

- a. leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
- b. promoting cohesiveness among the Directors; and
- c. being satisfied that the responsibilities of the Board and its Committees are well understood by the Directors.

4.2. Relationship with Chief Executive Officer

The Chair shall provide advice, counsel and mentorship to the CEO.

4.3. Information Flow

The Chair shall promote the delivery of information to the Directors on a timely basis to keep the Directors fully apprised of all matters which are material to Directors at all times.

The Chair shall be satisfied that the information requested by any Director is provided and meets the needs of that Director.

4.4. Meetings of the Board

In connection with meetings of the Directors, the Chair shall be responsible for the following (in consultation with the Chair of the Nominating and Corporate Governance Committee, as appropriate):

- a. scheduling meetings of the Directors;
- b. coordinating with the chairs of the committees of the Directors to schedule meetings of the committees;
- c. ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Corporation;
- d. setting the agenda for meetings of the Board;
- e. monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- f. ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- g. presiding over meetings of the Directors; and
- h. encouraging free and open discussion at meetings of the Board.

4.5. Meetings of Committees

The Chair shall attend all Committee meetings, and where the Chair is not an appointed member of a Committee, the Chair shall serve as an ex officio member of such Committee.

4.6. Meetings of Shareholders

The Chair shall preside over meetings of Russel's shareholders.

5. OTHER RESPONSIBILITIES

The Chair shall perform such other functions:

- a. as may be ancillary to the duties and responsibilities described above; and
- b. as may be delegated to the Chair by the Board from time to time.

This position description is subject to the Canada Business Corporations Act and to Russel's articles and by-laws, all as amended from time to time.
