



## CHIEF EXECUTIVE OFFICER - POSITION DESCRIPTION

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### 1. GENERAL

#### 1.1. Purpose

This position description describes the appointment, role and responsibilities of the chief executive officer (the "CEO") of Russel Metals Inc. ("Russel"). It should be read together with the:

- a. written charter of the Board of Directors (the "Charter"); and
- b. position description of the Chair of the Board of Directors (the "Chair").

As such documents may be amended from time to time.

### 2. APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

The Board of Directors ("Board") shall appoint the CEO on terms and conditions that it considers appropriate. The CEO shall report to the Board.

### 3. RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

#### 3.1. General

The CEO shall have full responsibility for the day-to-day operation of Russel's business in accordance with Russel's strategic plan, current year operating and capital expenditure budgets as previously approved by the Board.

#### 3.2. Specific Responsibilities

In discharging responsibility for the day-to-day operation of Russel's business, subject always to the oversight by the Board, the CEO shall:

- a. provide leadership and direction to the other members of Russel's senior management team;
- b. foster a corporate culture that promotes ethical practices and integrity;
- c. maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
- d. develop and recommend to the Board a long-term strategy and vision for Russel that leads to enhancement of shareholder value;
- e. develop and recommend to the Board annual business plans and budgets that support Russel's long-term strategy;
- f. ensure that the day-to-day business affairs of Russel are appropriately managed;
- g. consistently strive to achieve Russel's financial and operating goals and objectives;

- h. design or supervise the design and implementation of effective disclosure and internal controls;
- i. develop and oversee the implementation of Russel's workplace health and safety strategy;
- j. maintain responsibility, along with the Chief Financial Officer, for the integrity of the financial reporting process;
- k. ensure compliance with Russel's environmental policies and applicable environmental regulation;
- l. ensure that Russel has an effective management team below the level of the CEO and has an active plan for management development and succession (including the appointment, training and monitoring of senior management);
- m. ensure, in cooperation with the Chair and the Board, that there is an effective succession plan in place for the position of CEO;
- n. maintain and engage in high level relations with vendors and customers;
- o. represent Russel in discussions with investors, bankers, investment banks and other capital participants;
- p. represent Russel publicly through industry associations, public speaking and government relations; and serve as chief spokesperson for Russel, subject to the direction of the Board or its Chair.

### **3.3. Board Approval Requirements**

Notwithstanding the foregoing, the following matters shall require Board approval:

- a. all significant decisions which are outside of the ordinary course of Russel's business;
- b. capital expenditures, acquisitions or dispositions in excess of CDN\$6.5 million or US\$4 million;
- c. the lease of property or building(s) where: (A) the lease commits the expenditure of more than \$5 million during the initial term of the lease, or (B) the average lease payments during the initial term exceed \$1.5 million per year, (in each case, in the local currency where the expenditure is being made);
- d. a change in business focus;
- e. the issuance of securities;
- f. material changes to banking and debt agreements or borrowing outside of the ordinary course;
- g. the entering into of derivative transactions (other than back-to-back foreign exchange hedges on inventory purchases);
- h. changes to Russel's investment policy;
- i. the appointment of officers; and
- j. such other matters as the Board may determine from time to time.

### **3.4. Information Flow to the Board**

The CEO will ensure the delivery of information to Directors on a timely basis to keep the Directors fully apprised of all matters which are material to Directors at all times.

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*This position description is subject to the Canada Business Corporations Act and to Russel's articles and by-laws, as each of the foregoing may be amended from time to time.*

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