

SYNALLOY CORPORATION

Compensation & Long-Term Incentive Committee Charter

Purpose

The purpose of the Compensation & Long-Term Incentive Committee (the “Committee”) of the Board of Directors (the “Board”) of Synalloy Corporation (the “Company”) is to (i) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers, and (ii) consider, recommend, administer and implement the Company’s incentive compensation plans and equity-based plans.

Membership

The Committee shall be comprised of at least three directors. All members of the Committee shall be independent in accordance with the requirements of Rule 10C-1(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules of the NASDAQ Stock Market LLC (“NASDAQ”); provided, however, that if the Committee has no fewer than three “independent directors” as defined under NASDAQ Rule 5605(a)(2), the Board may in exceptional and limited circumstances appoint a member who does not qualify as an independent director under that rule. Such non-independent member may not be an executive officer or employee, or a family member of an executive officer or employee, and such member may not serve on the Committee for more than two years. Disclosure of the appointment of such member and application of the exception to the NASDAQ rules must be made through the Company’s annual proxy statement. A director may serve on the Committee only if he or she (i) is a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act and (ii) satisfies the requirements of an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code.

Members shall be appointed by the Board for such term or terms as the Board may determine, but may be removed at any time by the Board with or without cause. No director may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission (the “SEC”) or any securities exchange or market on which shares of the common stock on the Company are traded.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Duties, Responsibilities and Authority

The Committee shall have the following duties, responsibilities and authority:

- Review from time to time and approve the Company's stated compensation philosophy and strategy.
- Annually review and approve the corporate goals and objectives relevant to the CEO and executive compensation, evaluate the CEO's and other executive officers' performance in light of those goals and objectives, and set the CEO's and other executive officers' compensation levels based on these evaluations. In determining the long-term incentive components of the CEO's and other executive officers' compensation, the Committee shall consider the Company's progress in achieving its stated goals, and may consider other factors including the competitive environment, compensation trends within the Company's industry and specific strategic initiatives. In evaluating and determining the CEO's and other executive officers' compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO and any other executive officer cannot be present during any voting or deliberations by the Committee relating to his or her compensation.
- Annually, and at the time of the appointment of a new CEO or other executive officer, review and approve (i) the annual base salary amount, (ii) annual bonus arrangements, if any, (iii) any long-term incentive compensation, (iv) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (v) any perquisites or special or supplemental benefits. With respect to executive officers other than the CEO, the Committee shall take into consideration recommendations of the CEO.
- Review, approve, recommend to the Board for approval as appropriate, administer and implement the Company's incentive compensation plans and equity-based plans in which directors, the CEO, other executive officers and other employees of the Company and its subsidiaries may be participants, including, but not limited to, (i) approving option grants and restricted stock or other awards, (ii) interpreting the plans, (iii) determining rules and regulations relating to the plans, (iv) modifying or canceling existing grants or awards and (v) imposing terms, limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable. In reviewing, and making recommendations regarding or approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- Annually assess the desirability of proposing, and making recommendations to the Board with respect to, any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing equity plans.
- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's proxy statement or Annual Report on Form 10-K and produce the compensation committee report

on executive officer compensation required to be included in the Company's proxy statement or Annual Report on Form 10-K.

- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Committee, accompanied by any recommendations to the Board.
- Meet with the CEO and other executive officers at the discretion of the Committee to discuss performance and conduct performance appraisals.
- Retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other executive officer compensation, including the authority to approve the consultant's fees and other retention terms, and to obtain advice and assistance from internal or outside legal, accounting or other advisors to fulfill the Committee's duties and responsibilities under this Charter.
- Annually review its own performance in coordination with the Nominating/Corporate Governance Committee.
- Have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain compensation consultants, outside counsel or other advisors. The Committee shall have the sole authority to engage, oversee and terminate compensation consultants, outside counsel or other advisors in connection with assisting in the evaluation of CEO and other executive officer compensation and to approve the fees and other retention terms relating to such engagement. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, outside counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultants, outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in Rule 10C-1(b)(4) of the Exchange Act and NASDAQ Rule 5605 (d)(3)(D). In retaining or seeking advice from compensation consultants,

outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Rule 10C-1(b)(4) of the Exchange Act and NASDAQ Rule 5605 (d)(3)(D) as set forth below:

The compensation committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K as established by the SEC.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.