



## **Corporate Governance Committee Charter**

### **Purpose**

The purpose of the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Synalloy Corporation (the "Company") is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, develop and maintain the Company's corporate governance policies and any related matters required by the federal securities laws. The Committee shall serve as the primary source for the Board in recommending individuals to the Board for nomination as members of the Company's Board.

### **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 the rules of the NASDAQ Stock Market LLC ("NASDAQ"). 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.

### **Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at such times and places as its members or its chairperson deems necessary to fulfill the Committee's 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.

### **Responsibilities**

The Committee shall have the following purposes and responsibilities:

- To recommend the number of directors who shall serve on the Board.
- To identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees of the Board to stand for election as directors at the annual meeting of stockholders. In the case of a vacancy created in the office of director (including a vacancy created by an increase in the size of the Board), the Committee may recommend to the Board an individual to fill such vacancy either through election by the Board or through election by stockholders.
- To make an initial assessment through inquiries of Board members and nominees of whether such persons meet the independence criteria established by the Board and the Committee and to provide such information to the Board.

- To oversee all corporate governance issues and insure compliance by the Company with all applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and NASDAQ.
- To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K established by the SEC) and any other potential conflict of interest situations on an ongoing basis, in accordance with the Company’s policies and procedures.
- To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company’s proxy statement or Annual Report on Form 10-K, as applicable.
- To undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### **Factors to be Considered in Recommending Nominees**

In recommending candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors should include diversity, age, skills such as understanding of appropriate technologies and general finance, decision-making ability, inter-personal skills, experience with businesses and other organizations of comparable size and complexity, and the interrelation between the candidate’s experience and business background and the experience and business backgrounds of other Board members. The Committee will also consider potential director candidates recommended by shareholders if, in making such recommendations, the shareholders comply with the requirements of applicable law, the Company’s Bylaws, as amended, this Charter and any other policies or criteria adopted by the Board.

### **Requirements for Shareholder Recommendations of Nominees**

The Committee will consider nominating as a Board nominee for election as a director of the Company candidates recommended by shareholders who submit their recommendations prior to January 15 of any year. For such a recommendation to be considered, the shareholder must submit in writing to the chairperson of the Committee the recommended candidate’s name, a brief resume setting forth the recommended candidate’s business and educational background and qualifications for service, and a notarized consent signed by the recommended candidate stating the recommended candidate’s willingness to be nominated and to serve if elected. This information must be delivered to the chairperson at the Company’s principal executive offices. The Committee may request further information if it determines a recommended candidate may be an appropriate nominee. Proposed shareholder nominees will receive the same consideration as Board nominees.

### **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain outside counsel and other advisors or consultants. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors and consultants. 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 any other advisors.

**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.