



## Director Qualifications and Nomination Process

The Corporate Governance Committee of the Synalloy Corporation Board of Directors (the "Committee") has adopted Corporate Governance Guidelines that sets forth personal characteristics, core competencies, commitment and independence, among other factors in recommending and evaluating director candidates. It also takes into consideration such factors as it deems appropriate based on the Company's current needs. These factors may 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 the interrelationship between the candidate's experience and business background and other Board members' experience and business background.

Although the Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees, the Committee considers racial and gender diversity, as well as diversity in business and educational experience among all of the directors, as part of the total mix of information it takes into account in identifying nominees. Additionally, candidates for director should possess the highest personal and professional ethics, and they should be committed to the long-term interests of the shareholders.

The Committee does not have any specific process for identifying director candidates. Such candidates are routinely identified through personal and business relationships and contacts of the directors and executive officers.

The Committee will consider as potential Board of Directors' nominees persons recommended by shareholders if the following requirements are met.

- If a shareholder wishes to recommend a director candidate to the Committee for consideration as a Board of Directors' nominee, the shareholder must submit in writing to the Committee the recommended candidate's name, a brief resume setting forth the recommended candidate's business and educational background and qualifications for service, the number of the Company's shares beneficially owned by the person, and a notarized consent signed by the recommended candidate stating the recommended candidate's willingness to be nominated and to serve.
- Additionally, the recommending shareholder must provide his or her name and address and the number of the Company's shares beneficially owned by such person.
- All information must be delivered to the Corporate Secretary at the Company's corporate headquarters at 4510 Cox Road, Suite 201, Glen Allen, VA 23060 for transmission to the Committee. Information must be received not less than 90 days nor more than 120 days prior to an annual meeting of shareholders.
- The Committee may request further information if it determines a potential candidate may be an appropriate nominee.

- Director candidates recommended by shareholders that comply with these requirements will receive the same consideration that the committee's candidates receive.
- Nominations for election as directors may also be made by shareholders from the floor at an annual meeting of shareholders provided such nominations are received by the Company not less than 30 nor more than 60 days prior to the annual meeting, contain the information set forth above, and otherwise are made in accordance with the procedures set forth in the Company's Bylaws.