

**A. M. Castle & Co.
Governance Committee
Charter
(April 2009)**

The Governance Committee (the "Committee") is a committee of the Board of Directors of A. M. Castle & Co. (the "Board").

Purpose

The purpose of the Governance Committee is to (i) develop and recommend to the Board governance guidelines and policies applicable to the Company, (ii) have the primary responsibility for the identification and nomination of individuals qualified to become directors, consistent with criteria approved by the Board, and (iii) oversee the evaluation of the effectiveness of the Board.

Membership

The Governance Committee shall consist of members of the Board, as the Board shall from time to time determine. Each member of the Committee shall be "independent" as that term is defined by the listing standards of the New York Stock Exchange as amended. The Board shall designate one member of the Committee as the Chair thereof.

Appointment and Removal

The members of the Committee shall be nominated by the Governance Committee and appointed by the Board of Directors for a term of one year or until the member's earlier resignation or removal by the Board. In the event that a Chair of the Committee has not been designated by the Board, the members of the Committee shall designate a Chair to act on an interim basis until a Chair is designated by the Board.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Corporate Governance

- (a) Consider matters of corporate governance and periodically review the Committee's charter, the Company's corporate governance guidelines and corporate governance ratings applicable to the Company.
- (b) Periodically review the Company's code of ethics for officers and directors.

- (c) Consider questions of possible conflicts of interest of Board members and the Company's senior executives and evaluate any request for a waiver of the application of the code of ethics.
- (d) Periodically review the Company's insider trading policy.

Board Composition

- (a) Review the size and composition of the Board, particularly with respect to expertise and independence.
- (b) Develop and recommend to the Board skills, experience and other criteria for Board membership.
- (c) Consider Board policies on retirement and term limits.

Board Nomination and Succession

- (a) Consider, recommend and recruit candidates for Board membership, including:
 - (i) Review candidates appropriately recommended by directors, employees, stockholders and any advisor retained by the Committee;
 - (ii) Conduct or oversee appropriate inquiries into the backgrounds and qualifications of potential candidates; and
 - (iii) Recommend approved Director nominees for approval by the Board and/or the Company's stockholders.
- (b) Recommend membership for the various Board committees.
- (c) Recommend nominees for the position of Chair of the Board and/or Lead Director.
- (d) Review known changes in the professional status of Board members and consider the impact of any changes on continued Board membership.

Board Evaluation and Development

- (a) Oversee the evaluation of the Board and its committees, at least annually.
- (b) Develop and periodically review Director education and development policies, including orientation for new Directors.

- (c) Evaluate the Committee's performance annually.

Meetings

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall regularly report to the Board on its activities.

Committee Action

Any question brought before the Committee shall be decided by a majority vote of its members expressed either at a meeting or in writing without a meeting.

Procedures

The Chair of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chair shall appoint as secretary a person who may, but need not, be a member of the Committee, who will maintain minutes of the Committee's meetings. A certificate of the secretary of the Committee setting forth the names of the members of the Committee, or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee, or such actions taken. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Committee Resources

The Committee may retain outside consultants or advisors to assist the Committee, at the Company's expense, as the Committee may deem appropriate in its sole discretion. The Committee may be assisted by various members of the Company's staff and/or legal counsel.