

**A. M. CASTLE & CO.**

**HUMAN RESOURCES COMMITTEE**

**CHARTER**

**APRIL 2009**

The Human Resources Committee (the “Committee”) is a committee of the Board of Directors of A. M. Castle & Co. (the “Board”).

**PURPOSE**

The Committee shall (i) aid the Board in meeting its responsibilities relating to compensation of the Company’s executive officers, (ii) review succession plans for key positions, (iii) review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement, and (iv) provide the Human Resources Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

**MEMBERSHIP**

The Committee shall consist of at least three members of the Board, as the Board shall from time to time determine. It is the intention of the Board that each member of the Committee shall be (1) a “non-employee director” as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; (2) “independent” as that term is defined by the listing standards of the New York Stock Exchange, as amended; and (3) an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, as amended.

**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 elected by the Board, the members of the Committee shall designate a Chair to act on an interim basis until a Chair is elected by the Board.

**DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. To review and approve corporate goals and objectives relevant to the compensation for executive officers and such other employees as the Committee may determine (together “officers and key personnel”), evaluate the performance of officers and key personnel in light of those goals and objectives, and establish the compensation level of officers and key personnel based on this evaluation;

provided, however, that the compensation level, objectives and evaluation of the Company's chief executive officer will be subject to approval by the independent members of the Board, after recommendation from the Committee.

2. To review and approve incentive compensation plans and equity-based plans and employment agreements for officers and key personnel established or maintained by the Company from time to time (the "Plans").
3. To review and approve the amendment, termination or replacement of the Plans.
4. To review Company retirement plans with regard to objectives and competitiveness and the investment policies of such plans, and to appoint and remove members of the Company's Pension and Investment Committee.
5. To review succession plans concerning positions held by officers and key personnel.
6. To review the CD&A and compensation disclosures for inclusion in the Company's annual proxy statement and produce a report on executive compensation for inclusion in the Company's annual proxy statement.
7. To recommend to the Board the compensation for Board members, which may include, without limitation, director fees, committee member fees, stock options and restricted stock, as appropriate.
8. To have authority to retain, consider the independence of, authorize compensation to, and evaluate the Committee's executive compensation consultant.
9. To conduct an annual performance evaluation of the Committee.
10. To review and recommend to the Board of Directors any updates to this Charter annually or as conditions dictate.

## **MEETINGS**

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities but not less than twice per year. The Committee shall regularly report to the Board of Directors 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 on compensation projects by various members of the Company's staff and/or legal counsel.