

**CHARTER OF THE
EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF WORTHINGTON INDUSTRIES, INC.**

[As last amended effective June 29, 2016]

PURPOSE

The purpose of the Executive Committee (the “Executive Committee”) of the Board of Directors (the “Board”) of Worthington Industries, Inc. (the “Company”) is to act in place of and on behalf of the Board in the intervals between meetings of the Board.

ORGANIZATION

The Executive Committee serves at the pleasure of the Board. The Executive Committee shall consist of at least three members of the Board. Members of the Executive Committee shall be appointed by, and are subject to removal by, a majority of the full Board.

The Chairman of the Board (the “Chairman”) shall be a member of the Executive Committee. The Chairman shall be the chairperson of the Executive Committee, unless a different chairperson is designated by the Board. If the chairperson of the Executive Committee is not present at a meeting, the members of the Executive Committee present at the meeting may designate a chairperson for such meeting by a majority vote of those members present.

The Executive Committee shall meet as necessary during the year. Meetings of the Executive Committee may be called by the Chairman, by the President of the Company or by any member of the Executive Committee. No specific notice of a meeting of the Executive Committee is required. Meetings of the Executive Committee may be held through any communications equipment if all persons participating can hear each other and participation in such a meeting shall constitute presence at the meeting.

The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

The chairperson of the Executive Committee will report orally to the full Board on the results of the Executive Committee’s meetings and actions taken by the Executive Committee, and minutes of such meetings and actions of the Executive Committee shall be made available to all Board members and filed with the minutes of the meetings of the Board.

AUTHORITY AND RESPONSIBILITIES

The Executive Committee shall have all of the authority of the Board, other than the authority (i) to fill vacancies on the Board or on any committee of the Board, (ii) to amend the Company’s Code of Regulations, (iii) that has been delegated by the Board exclusively to other committees of the Board, and (iv) that applicable law or the Company’s governing documents do not permit to be delegated to a committee of the Board.

The Executive Committee has the following duties:

- Act in place of and on behalf of the Board in intervals between meetings of the Board, subject to such limitations as the Board and/or applicable law may from time to time impose; and
- Carry out such other roles and responsibilities as designated by the Board.

In performing its duties and responsibilities, the Executive Committee is entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Executive Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, independent auditors or other persons as to matters which the Executive Committee members reasonably believe to be within the professional or expert competence of such persons; or
- Another committee of the Board as to matters within such other committee's designated authority.