

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF WORTHINGTON INDUSTRIES, INC.**

[As last amended effective June 24, 2020]

PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Worthington Industries, Inc. (the “Company”) is (i) to ensure that the Board is comprised of members with appropriate experience, qualifications, skills, and attributes; (ii) to identify and recommend individuals to be nominated for election as directors by the shareholders and to fill vacancies on the Board; (iii) to develop and recommend to the Board corporate governance principles of the Company; and (iv) to carry out the responsibilities set forth below and undertake such other responsibilities as the Board may from time to time prescribe.

ORGANIZATION

The Committee serves at the pleasure of the Board. The Committee shall consist of at least three members of the Board. Members of the Committee shall be appointed by, and are subject to removal by, a majority vote of the full Board. These members shall be Independent Directors as defined in the Worthington Industries, Inc. Board of Directors Corporate Governance Guidelines (the “Corporate Governance Guidelines”), applicable requirements set forth in the Corporate Governance Standards of the New York Stock Exchange (“NYSE”) and applicable rules of the Securities and Exchange Commission (the “SEC”), and free from any relationship prohibited by applicable laws, rules or regulations or that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board will designate one member of the Committee as its chairperson. If the Board does not designate a chairperson or if the chairperson of the Committee is not present at a meeting, the members of the Committee present at the meeting may designate a chairperson for such meeting by a majority vote of those members present.

The Committee will meet at least once a year, and may meet more frequently as deemed appropriate. Special meetings of the Committee may be convened as appropriate. Meetings of the Committee may be called by the Chairman of the Board (the “Chairman”) of the Company, by the Chief Executive Officer of the Company (the “CEO”) or by any member of the Committee. No specific notice of a meeting of the Committee is required. Meetings of the Committee may be held through any communications equipment if all persons participating can hear and understand each other and participation in such a meeting shall constitute presence at the meeting. The Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. Subject to applicable law, the Committee may create subcommittees from among its members and delegate authority to such subcommittees, in the Committee’s discretion. The decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The chairperson of the Committee (or his or her designee) will report orally to the full Board on the results of the Committee's meetings and actions taken by the Committee, and minutes of such meetings and actions of the Committee shall be made available to all Board members and filed with the minutes of the meetings of the Board.

The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons the Committee deems appropriate in order to enable it to carry out its responsibilities. At the request of its members, the Committee may close each meeting with an executive session.

The Committee shall have the sole authority to retain and terminate such search firms, legal counsel and other consultants as the Committee deems appropriate to carry out its functions, including the sole authority to approve the fees and other terms of retention of such search firms, outside counsel and other consultants and to retain and terminate any search firm to be used to identify Board candidates. The Company shall pay the fees of all such search firms, legal counsel and consultants retained by the Committee.

AUTHORITY AND RESPONSIBILITIES

General

The Committee shall:

- Develop principles of corporate governance applicable to the Company and recommend them to the Board for its approval;
- Periodically review the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- Annually review the Corporate Governance Guidelines and recommend to the Board for its approval any changes to the Corporate Governance Guidelines that the Committee deems appropriate;
- Annually review the adequacy of this charter and recommend to the Board for approval any changes that the Committee deems appropriate; and
- Consult with the Chairman and Chief Executive Officer in carrying out the duties of the Committee.

Shareholders

The Committee shall:

- Periodically review the Articles of Incorporation and Code of Regulations of the Company and recommend to the Board any changes thereto that the Committee deems appropriate;
- Review the procedures and communication plans for shareholder meetings and ensure that information required to be provided regarding the Company is adequately presented;
- Recommend to the Board procedures for shareholders and other interested persons to communicate with the Board and its members; and
- Review, evaluate and make recommendations to the Board concerning nominees for election of directors submitted through shareholder proposals, any other shareholder proposals and Company responses to shareholder proposals; provided, however, that the Committee shall consult with the Compensation Committee on any shareholder proposals related to executive and/or director compensation issues.

Board Composition

The Committee shall:

- Review, and make recommendations to the Board regarding, the composition and size of the Board in order to ensure the Board has the proper expertise and its membership consists of persons with sufficiently diverse experience, qualifications, attributes and skills;
- Recommend to the Board for its approval criteria for the selection of Board and Board committee members, including: (i) the identification of specific experience qualifications, attributes and skills in the context of the perceived needs of the Board and its committees at that time; and (ii) the consideration of those factors the Committee deems appropriate, including, without limitation, independence, judgment, skill, diversity, strength of character, ethics and integrity, experience with businesses or organizations of comparable size or scope, experience as an executive of or adviser to public and private companies, experience and skill relative to other Board members, specialized knowledge or expertise and the desirability of the candidate's membership on the Board and any committees of the Board;
- Review and recommend to the Board for approval policies on age and term limits applicable to Board members;
- Plan for continuity on the Board as existing Board members retire or rotate off the Board;

- With the participation of the Chairman, identify individuals qualified to become Board members (consistent with the criteria approved by the Board), recruit such individuals for Board membership and arrange for appropriate interviews and inquiries into the qualifications of the candidates;
- Evaluate Board candidates recommended by shareholders and periodically review the procedures to be followed by shareholders in submitting such recommendations as well as the procedures used by the Committee in such evaluation process;
- Recommend to the Board nominees for election as directors;
- With the Compensation Committee, provide for an annual review of succession plans for the Chairman and Chief Executive Officer in the case of his resignation, retirement or death;
- Evaluate the performance of current Board members proposed for reelection, and recommend to the Board whether such Board members should stand for reelection; and
- Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or upon other vacancies on the Board.

Evaluation of Performance

The Committee shall:

- Oversee an annual evaluation (which may include self-evaluations) of the Board as a whole;
- Conduct an annual evaluation (which may include self-evaluations) of the Committee; and
- Oversee the evaluation of the other Board committees and management.

Board Committees

The Committee shall:

- With the Chairman and the CEO, periodically review the charter and composition of each Board committee and, when the Committee deems appropriate, recommend to the Board the creation of additional Board committees or changes to the mandate, or the dissolution, of Board committees;
- With the Chairman and the CEO, recommend to the Board persons to be chairpersons and members of Board committees; and

- Ensure that each Board committee is comprised of members with the appropriate experience, qualifications, skills and attributes for the tasks of the committee and that each committee conducts the required number of meetings and makes appropriate reports to the Board on its activities and findings.

Conflicts

The Committee shall, to the extent not otherwise delegated to the Audit Committee:

- Review all relationships between the Company and each Board member, whether direct or as a partner, officer or equity owner of an organization that has a relationship with the Company, or any of its subsidiaries, for conflicts of interest. All members of the Board are required to report any such relationships, or any change in their respective circumstances in a manner which may affect the determination as to the independence of each Board member, to the Company's General Counsel;
- Clear actual and potential conflicts of interest a Board member may have, and issue instructions to the Board member having an actual or potential conflict of interest regarding how to conduct himself or herself in matters before the Board which may pertain to such an actual or potential conflict; and
- Make appropriate recommendations to the Board concerning determinations necessary to conclude that a Board member is an Independent Director, as defined in the Corporate Governance Guidelines and qualifies as independent under applicable rules of NYSE and the SEC.

General

The Committee shall:

- Verify on an ongoing basis that the Board, in the conduct of its activities, conforms to all applicable laws, rules and regulations; and
- Take, from time to time, such other actions regarding the manner of governance of the Company that the Committee deems appropriate.

In performing its duties and responsibilities, the 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 Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Legal counsel, independent auditors, or other persons as to matters which the 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.