

**CHARTER OF THE
LEAD INDEPENDENT DIRECTOR OF THE
BOARD OF DIRECTORS OF WORTHINGTON INDUSTRIES, INC.**

[As last amended effective June 29, 2016]

The Board of Directors (the “Board”) of Worthington Industries, Inc. (the “Company”) considers it to be useful and appropriate to designate a non-employee director to serve in a lead capacity to coordinate the activities of the other non-employee directors and to perform such other duties and responsibilities as the Board may determine. The specific responsibilities of the Lead Independent Director when acting as such shall be as follows:

1. Advise the Chairman of the Board (the “Chairman”) and Chief Executive Officer of the Company (the “Chief Executive Officer”) as to an appropriate schedule of Board meetings, seeking to ensure that the non-employee directors can perform their duties responsibly while not interfering with ongoing Company operations.
2. Approve with the Chairman and Chief Executive Officer the information, agenda and meeting schedules for the Board and Board committee meetings.
3. Advise the Chairman and Chief Executive Officer as to the quality, quantity and timeliness of the information submitted to the Board by the Company’s management that is necessary or appropriate for the non-employee directors to effectively and responsibly perform their duties.
4. Recommend to the Chairman and Chief Executive Officer the retention of advisers and consultants who report directly to the Board.
5. Assist the Board, the Board’s Nominating and Governance Committee and the officers of the Company in ensuring compliance with and implementation of the Board’s Corporate Governance Guidelines.
6. Call executive sessions or meetings of the non-employee directors, as appropriate
7. Develop the agenda for and serve as chairman of the executive sessions of the Board’s non-employee directors.
8. Serve as principal liaison between the non-employee directors and the Chairman and Chief Executive Officer on sensitive issues.
9. Work with the Nominating and Governance Committee and the Chairman and Chief Executive Officer to recommend the membership of the various Board committees, as well as the selection of committee chairpersons.
10. Serve as chairman of meetings of the Board when the Chairman is not present.
11. Be available for consultation and direct communications with the Company’s shareholders, if requested and appropriate.

12. Perform such other duties as the Board may determine.

The Company's General Counsel shall serve as the primary contact to the Lead Independent Director and the other non-employee directors with regard to advice and counsel as requested by non-employee directors, the engagement of outside advisers and otherwise as requested; provided that it shall remain the case that each director shall have access to any Company employee in accordance with the Board's Corporate Governance Guidelines.