



Dated:
May 1, 2019

**HUMAN RESOURCES COMMITTEE
CHARTER**

Date Effective:
April 23, 2015

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 the Company’s overall compensation philosophy and the annual compensation budget, practices, and policies to ensure that the same promote the best interests of the Company and its stockholders at an appropriate level of risk, (iii) review the development and succession plans for key positions, (iv) 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, (v) provide the Human Resources Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”), and (vi) fulfill the responsibilities set forth in this Charter.

MEMBERSHIP

The Committee shall consist of at least two members of the Board, as the Board shall from time to time determine. It is the intention of the Board that the Committee shall consist of directors who have been determined by the Board to satisfy the independence requirements of the Nasdaq Stock Market, the rules and regulations of the SEC, the independence requirements established by the Board, and any other applicable independence requirements.

APPOINTMENT AND REMOVAL

The members of the Committee shall be nominated by the Governance Committee and appointed by the Board 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. The Board may remove any member from the Committee at any time with or without cause.

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”), oversee the evaluation of 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, competitive market data and such other factors as it deems relevant; provided, however, that the compensation level, objectives and evaluation of the Company’s chief executive officer will be subject to



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approval by the independent members of the Board, after recommendation from the Committee. In making its recommendation with regard to the chief executive officer's compensation level, objectives and evaluation, the Committee will consider the results of the annual chief executive officer evaluation led by the Board Chairman.

2. To develop the Company's overall compensation policies as they affect officers and key personnel, including, without limitation, determining the appropriate balance among base salary, annual bonus, long-term incentive awards, retirement benefits, change in control and termination payments, and perquisites.
3. To review annually the Company's overall compensation philosophy.
4. To review annually the overall compensation budget with regard to objectives and competitiveness.
5. To approve and administer incentive compensation plans and equity-based plans and employment agreements and severance agreements, including change of control and similar provisions, for officers and key personnel established or maintained by the Company from time to time (the "Plans"), and to review, at least annually, the Company's compensation policies and practices for employees to assess whether the such policies and procedures promote the best interests of the Company and its stockholders.
6. To review annually the potential risk to the Company from its Plans and whether such Plans incentivize unnecessary and excessive risk taking.
7. To review and approve the amendment, termination or replacement of the Plans.
8. To review at least annually the all-employee incentive program and receive reports from management regarding changes made to such program during the performance period.
9. To review at least annually development and succession plans concerning positions held by officers and key personnel.
10. 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.
11. To review and make recommendations with respect to proposals related to executive compensation matters submitted for stockholder approval, including advisory votes and frequency of such votes, and review the results of the shareholder advisory vote on say-on-pay and consider any implications.



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12. To determine officer stock ownership guidelines and monitor compliance with such guidelines.
13. To review at least annually and recommend to the Board the compensation for nonemployee directors, which may include, without limitation, director fees, committee member fees, stock options and restricted stock, as appropriate.
14. To retain and terminate, consider the independence of, authorize compensation to, and oversee the work of any compensation consultants, legal counsel or other advisers to the Committee, as it deems appropriate.
15. To conduct an annual performance evaluation of the Committee.
16. To review and recommend to the Board any updates to this Charter annually or as conditions dictate.
17. Establish and periodically review policies concerning perquisites.
18. To evaluate and, in its sole discretion, adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act.
19. To evaluate and, in its sole discretion, adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act.

To evaluate and, in its sole discretion, adopt policies regarding the ability of officers and key personnel or Board members, or any designee of such officers and key personnel or Board member, to purchase financial instruments that are designed to hedge or offset any decrease in the market value of equity securities (i) granted to the officers and key personnel or Board members by the Company as part of the compensation of the officers and key personnel or Board members; or (ii) held, directly or indirectly, by the officers and key personnel or Board members, consistent with Section 14 of the Exchange Act.

MEETINGS

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities but not less than twice per fiscal year. The Committee shall meet periodically in executive session without Company management present. No individual shall attend that portion of any meeting where such



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individual's performance or compensation is deliberated. The Chair of the Committee shall regularly report to the Board on its actions and 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, other than executive sessions. A certificate of the secretary of the Committee setting forth the names of the members of the Committee and actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee and such actions taken. The Committee shall have the authority to form and delegate any of its responsibilities to individuals, committees or subcommittees, consistent with applicable law, including committees whose members are not members of the Board, and may delegate authority to one or more members of the Committee as the Committee may deem appropriate in its sole discretion.

COMMITTEE RESOURCES

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority, in its sole discretion, to retain and terminate any compensation consultant, independent legal counsel, or other adviser that it deems necessary or advisable to assist the Committee in the performance of its duties and responsibilities, including the sole authority to approve the fees and other retention terms for the compensation consultants, independent legal counsel and other advisers it retains. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation of such compensation consultants, independent legal counsel and other advisers.

Prior to selecting any compensation consultant, legal counsel or other adviser, the Committee shall consider all factors it deems relevant to the independence from management of such compensation consultant, legal counsel or other adviser, including without limitation the following factors: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel



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or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of the Company.

The Committee may be assisted on compensation projects by various members of the Company's staff and/or legal counsel.

MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

APPROVAL

AUTHORIZED BY THE A.M. CASTLE & CO. BOARD OF DIRECTORS

Marec E. Edgar
President