PURPOSE & APPLICABILITY

These Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of A.M. Castle & Co. (the "Corporation") to assist the Board in the exercise of its responsibilities.

POLICY

These Guidelines are a statement of the Corporation's governance practices and are not intended to change or interpret any federal or state law or regulation, including the laws of the State of Maryland, or the Charter or Bylaws of the Corporation.

RESPONSIBILITY

The Guidelines are subject to periodic review by the Governance Committee (the "Committee") of the Board and to modification from time to time by the Board.

DEFINITIONS

A. Immediate Family Member

Includes a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

B. Corporation

Includes any parent or subsidiary in a consolidated group with the Corporation.

C. Nasdaq

Means the Nasdaq Stock Market.

PROCEDURE

ROLE OF THE BOARD

The business of the Corporation is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer, and the oversight of the Board, to enhance the long-term value of the Corporation for its stockholders. In addition to its general oversight of management, the Board also performs a number of specific functions, including: elects the Chief Executive Officer and other officers; works with management to review, monitor and, where appropriate, approve fundamental financial and business strategies and major corporate actions; performs the annual Chief Executive Officer evaluation; oversees Chief Executive Officer succession planning; oversees processes designed to ensure the integrity of the financial statements and compliance with laws and regulations; and assesses major risks facing the Corporation and reviews options for their mitigation.

BOARD COMPOSITION

Selection of Chair of the Board and Lead Director. The Board selects its Chair annually in any way the Board deems best for the Corporation. The Board will select its Chair to provide appropriate oversight and an effective governance structure, which may include, depending on the circumstances, leadership models such as a combined Chief Executive Officer and Chair. If the Chair is not an independent director, the Board will also select a Lead Director from among the independent directors.

Size of the Board. The Board should generally have no fewer than four members and no more than twelve. This number permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Committee periodically evaluates whether a different size of the Board within this range would be preferable.

Selection of New Directors. The Board shall be responsible for nominating candidates for election to the Board at the Corporation's annual meeting of stockholders and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Committee is responsible for identifying, evaluating and recommending candidates for Board membership to the Board. When formulating its Board membership recommendations, the Committee may also consider any advice and recommendations offered by the Chief Executive Officer, directors, or the stockholders of the Corporation or any advisors the Committee may retain. Stockholders wishing to suggest director candidates should submit their suggestions in writing to the attention of the Corporate Secretary of the Corporation, providing the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Corporation stock. A stockholder wishing to formally nominate a candidate must do so by following the procedures described in the Corporation's Bylaws.

Board Membership Criteria. Nominees for Board membership shall be selected on the basis of experience, integrity, absence of conflict or potential conflict of interest, ability to make independent analytical inquiries, understanding of the Corporation's business environment and willingness to devote adequate time to Board duties. When identifying and evaluating candidates, the Committee shall also consider whether there are any evolving needs of the Board that require experience in a particular field, and may consider additional factors it deems appropriate. Board members are expected to diligently prepare for, attend, and participate in Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director of the Corporation. When evaluating the suitability of an incumbent director for nomination for reelection, the Board and the Committee shall also consider the director's past performance, including attendance at meetings and participation in and contributions to the activities of the Board.

The Board shall seek a diversified membership for the Board as a whole, in terms of both the personal characteristics of individuals involved and their various experiences and areas of expertise.

The Board shall be committed to satisfying qualification requirements for members as established by law, regulation or the applicable listing requirements of the Corporation, and/or the Nasdaq.

Each director is expected to attend the Corporation's annual meeting of stockholders.

Percentage of Independent Directors on Board. Independent directors shall constitute a majority of the Board.

Board Definition of Director Independence. No director will qualify as an independent director of the Corporation unless the Board has affirmatively determined that the director meets the standards for being an independent director established from time to time by the Nasdaq, the U.S. Securities and Exchange Commission and any other applicable governmental or regulatory body. No director will qualify as an independent director unless the Board affirmatively determines that the director has no material relationship with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation). In addition, a director will not be determined to be independent if:

i. within the preceding three years, the director was employed by the Corporation;

ii. within the preceding three years, an Immediate Family Member of the director was employed by the Corporation as an executive officer;

iii. within the preceding three years, the director or an Immediate Family Member of the director accepted any compensation from the Corporation in excess of $120,000 during any period of twelve consecutive months, excluding compensation for board or board committee service, compensation paid to an Immediate Family Member who is an employee (other than an executive officer) of the Corporation, and benefits under a tax-qualified retirement plan or non-discretionary compensation;

iv. (A) the director or an Immediate Family Member of the director is a current partner of a firm that is the Corporation's external auditor; or (B) the director or an Immediate Family Member of the director was, within the last three years (but is no longer), a partner or employee of such a firm and worked on the Corporation's audit within that time;

v. the director or an Immediate Family Member of the director is, or has been within the preceding three years, employed as an executive officer of another company where any of the Corporation's executive officers at the same time serves or served on that company's compensation committee; or

vi. the director is, or has an Immediate Family Member who is, a partner in, or a controlling shareholder or executive officer of, any organization to which the Corporation made, or from which the Corporation received, payments for property or services in the past three fiscal years that exceed the greater of $200,000, or five percent (5%) of such organizations consolidated gross revenues (excluding payments arising solely from investments in the Corporation's securities or payments under non-discretionary charitable contribution matching programs).

The Committee will periodically review all relationships between its directors and the Corporation to determine whether the directors meet the independence guidelines set forth above.

Retirement Age. No director shall be nominated for re-election or reappointment to the Board after having attained the age of 72 years. On the recommendation of the Committee, the Board may waive

this requirement as to any director if it deems a waiver to be in the best interests of the Corporation.

Voting For Directors. In an uncontested election (*i.e.*, an election where the number of nominees is not greater than the number of directors to be elected), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote. The Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly publicly disclose its decision regarding whether to accept the director's resignation offer. Any director who tenders his or her resignation pursuant to this paragraph shall not participate in the Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Committee received a Majority Withheld Vote at the same election, then all non-employee directors on the Board who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

Directors Who Change Their Present Job Responsibility; Other Public Company Directorships. A director who has a change in position or responsibility in his or her principal occupation will provide written notice to the Committee Chairperson as soon as reasonably possible. The Committee will then evaluate the potential impact of such a change on the individual's continued Board membership. The Board does not have a policy limiting the number of other public company boards of directors upon which a director may serve. Rather, each director will provide written notice to the Committee Chairperson if the director has a change in directorships, and the Committee will evaluate the potential impact of such a change on the individual's continued Board membership. If the Committee determines that a director's change in principal occupation or directorships will have an adverse impact on his or her service on the Corporation's Board, the director will tender his or her resignation, or take any other actions requested by the Committee or the full Board.

Director Compensation. The Corporation's employees shall not receive additional compensation for their service as directors. The Human Resources Committee will review at least annually director compensation and recommend any changes deemed appropriate to the Board.

Evaluation of Board. The Committee shall oversee the evaluation of the effectiveness of the Board and its committees, at least annually. The evaluation process shall include the completion by each director of written questionnaires regarding the effectiveness of the Board as a whole and each Board committee. In addition, an individual self-assessment will be completed by each director and results discussed privately with the Board Chair. Peer evaluations will also be completed by each director; responses will be compiled by the General Counsel and individual results distributed to the respective directors.

Board Contact with Senior Management. Board members shall have access to management of the Corporation. Board members shall use sound business judgment to ensure that such contact does not interfere with management responsibilities.

Furthermore, the Board encourages senior management, from time to time, to bring employees into Board meetings who: (a) can provide additional insight concerning the items being discussed; (b)

represent significant aspects of the Corporation's business; or (c) provide information to the Board that may be relevant in considering management succession within the Corporation.

Interaction with Institutional Investors and Press. The only persons authorized to speak on behalf of the Corporation to securities analysts, broker-dealers, and security holders are the Chief Executive Officer, Chief Financial Officer, and Chair of the Board; or other persons specifically designated by either of them to speak with respect to a particular topic or purpose. Unless otherwise agreed to or requested by the Chief Executive Officer, each director shall refer all inquiries from institutional investors or the press, and on-line inquiries to the Chief Executive Officer or his designee or to the Chair of the Board.

Communications. Stockholders and other interested parties may contact the Chair of the Board, an individual director, the Board as a group, or a specified committee or group, including the independent directors as a group, by the following means:

- **Mail**: A.M. Castle & Co. Board Communication

  1420 Kensington Road, Suite 220

  Oak Brook, Illinois 60523

  Attn: Corporate Secretary

- **E-Mail**: CorporateSecretary@amcastle.com

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Corporation will initially receive and process the communication before forwarding it to the addressee. Directors generally will not be forwarded communications that are primarily commercial in nature, relate to improper or irrelevant topics, or request general information about the Corporation. Communications also may be referred to other departments within the Corporation.

Board Stock Ownership. The Committee shall establish stock ownership guidelines for directors and from time to time compare these with similar guidelines established by comparable public companies.

Board Orientation and Continuing Training. The Committee will develop and periodically review an orientation process for all new directors to acquaint them with the business, the financial condition, compliance policies, and other policies relevant to directors. The Corporation's management periodically advises directors of continuing education programs. Directors are encouraged to attend such programs as they deem appropriate, and the Corporation will bear a director's cost of attending one such program annually.

BOARD MEETINGS

Frequency of Meetings. There shall be at least four regularly scheduled meetings of the Board each year. Special meetings may be called by the Chair or a majority of the directors. Each director shall use his or her best efforts to attend all Board and committee meetings on which such director serves.

Selection of Agenda Items for Board Meetings. The Chair of the Board and each Committee, coordinating with the Corporation's Chief Executive Officer and General Counsel, shall prepare an agenda of items to be considered by the Board at each of their specified meetings during the year. Each Board member shall be encouraged to suggest inclusion of items on the agenda for any given meeting.

Strategic Discussions at Board Meetings. At least one Board meeting each year will be substantially devoted to the Corporation's long-range strategic plans.

Executive Sessions. A separate meeting time for the independent directors ("Executive Session") will be scheduled to be held in conjunction with regularly scheduled Board meetings. The Chair of the Board, or if the Chair is not an independent director, the Lead Director, will chair the Executive Sessions. Each Committee of the Board will meet in Executive Session (with no non-independent directors in attendance) at least once a year and these meetings will be presided over by the chair of that committee, who is an independent director.

Board Materials Distributed in Advance. Materials relevant to each meeting of the Board will be distributed to the Board in advance of the meeting unless doing so would compromise the confidentiality of competitive information or is impracticable. Each director is expected to review this information in advance of the meeting to facilitate the efficient use of meeting time.

Access to Independent Advisors. The Board and the Committees have the right at any time to retain independent outside advisors. The Corporation will provide appropriate funding, as determined by the Board or any Committee, to compensate those outside advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its Committees in carrying out their duties. Board members will notify the Chair of the Board or, if the Chair is not an independent director, the Lead Director prior to retaining any outside advisors.

Confidentiality. The proceedings and deliberations of the Board and its Committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director.

COMMITTEE MATTERS

Number and Names of Board Committees. The Corporation shall have three standing committees: Audit, Human Resources and Governance. The duties for each of these committees shall be outlined in each committee's charter, which will be subject to approval by the Board. The Board may form additional committees as it deems appropriate.

Independence of Audit, Human Resources and Nominating and Corporate Governance Committees. The Audit, Human Resources and Governance Committees shall be composed entirely of independent directors.

Composition of Board Committees. The Committee shall be responsible for making recommendations to the Board with respect to the composition of Board committees. After reviewing the Committee's

recommendations, the Board shall be responsible for determining the members of each Committee. The Committee shall periodically review succession plans for the members of the Board, the members of the Committees of the Board and the chairs of the Committees of the Board.

LEADERSHIP DEVELOPMENT

Evaluation of Chief Executive Officer. The Board shall evaluate and determine the compensation of the Chief Executive Officer using such process as determined by the Board.

Executive Management Succession Planning. The Human Resources Committee has the responsibility to review succession plans concerning positions held by officers and key personnel of the Corporation, except that the Board has the primary responsibility for plans for succession to the position of Chief Executive Officer.

CONFLICTS OF INTEREST

Interest Matters. The Board has adopted a Code of Conduct and Related Party Transactions Policy applicable to members of the Board and to the officers of the Corporation. Each director will disclose to the Board any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest with the Corporation. The Committee has the responsibility to consider any possible conflicts of interest of a director and approve or ratify any related party transactions involving a director.

APPROVAL

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

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Marec E. Edgar
Executive Vice President, General Counsel
Secretary & Chief Administrative Officer