

Universal Stainless & Alloy Products, Inc.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

As amended on August 20, 2008

The Board of Directors (the “Board of Directors”) of Universal Stainless & Alloy Products, Inc. (the “Company”) shall appoint annually the Nominating and Governance Committee (the “Committee”) and its Chairman. The Committee shall have the mission, responsibilities and functions described below.

I. Mission Statement of the Committee

The Committee is responsible for creating and maintaining the overall corporate governance policies for the Company and for identifying, screening, recruiting and presenting director candidates to the Board of Directors. The Committee also nominates directors for membership on the various committees of the Board of Directors.

II. Composition and Meetings of the Committee

The Committee shall be comprised of not less than three directors, each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”). The members shall be appointed annually to one-year terms by the Board of Directors. The Committee shall recommend, and the Board of Directors shall designate, one member of the Committee as Chairman. The members shall serve until their resignation, retirement, removal by the Board of Directors or until their successors shall be duly appointed and qualified. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

The members of the Committee shall have knowledge of the Company’s history and business and the competitive environment in which it operates and the fundamental corporate governance principles and issues applicable to public companies. The members shall also have the ability to make sound judgments and provide wise counsel with respect to the critical and sensitive issues involved in establishing corporate governance procedures and monitoring compliance with them.

The Committee shall hold at least two meetings each year and others as determined by the Committee or by its Chairman. A majority of the members of the Committee shall constitute a quorum. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

III. Responsibilities and Functions of the Committee

The Committee shall have the following responsibilities and functions and shall also perform such additional duties and have such additional responsibilities and functions as the Board of Directors may from time to time determine:

1. Identify individuals qualified to become members of the Board of Directors and to make recommendations to the Board of Directors with respect to candidates for nomination for election at the next annual meeting of stockholders or at such other times when vacancies exist or qualified candidates surface and, in connection therewith, consider suggestions submitted by stockholders of the Company;
2. Monitor developments generally regarding corporate governance, keep the Board of Directors informed of developments it deems relevant to the Company and review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board of Directors for approval;
3. Determine and make recommendations to the Board of Directors with respect to the criteria to be used for selecting new members of the Board of Directors;
4. Oversee the annual process of evaluation of the performance of the Company's Board of Directors and committees;
5. Make recommendations to the Board of Directors concerning the membership of committees of the Board of Directors and the chairpersons of the respective committees;
6. Make recommendations to the Board of Directors concerning the composition, organization and operations of the Board of Directors and its committees, including the orientation of new members and the flow of information;
7. Evaluate Board of Directors and Committee tenure policies as well as policies covering the retirement or resignation of incumbent directors;
8. Administer and monitor compliance with the Company's Code of Business Conduct and Ethics;
9. Develop, recommend to the Board of Directors and implement a process for a periodic review and evaluation of the overall performance of the Board of Directors, its committees and members;
10. Periodically review management succession plans;

11. Monitor the Company's executive development programs;
12. Consult with the Company's Chief Executive Officer regarding candidates for senior executive positions;
13. Make a report of all Committee meetings to the Board of Directors at the meeting of the Board of Directors following each Committee meeting;
14. When appropriate, form and delegate authority to subcommittees and obtain advice and assistance from internal or external legal, accounting or other advisors;
15. Review and reassess the performance of this Committee and the adequacy of this Nominating and Governance Committee Charter (this "Charter") annually and recommend any proposed changes to this Charter to the Board of Directors for approval;
16. Review and assess the adequacy of the charters the other committees of the Company annually and recommend any proposed changes to those charters to the Board of Directors for approval;
17. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms.
18. Evaluate the independence of each member and prospective member of the Board of Directors; and
19. Assess the adequacy of the Company's directors and officers insurance and indemnification policies.