

**UNIVERSAL STAINLESS & ALLOY PRODUCTS, INC.**  
**(the “Company”)**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

As Amended January 28, 2017

**PRIMARY PURPOSE**

The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors of the Company (the “Board”). The primary purpose of the Committee is to (i) identify and screen individuals qualified to become members of the Board (consistent with criteria approved by the Board from time to time) as appropriate from time to time; (ii) recommend Director nominees for election at each annual meeting of stockholders and nominees for election to fill any vacancies on the Board; (iii) develop and recommend to the Board corporate governance principles applicable to the Company; (iv) oversee the evaluation of the Board and executive management of the Company; and (v) make recommendations to the Board regarding the composition of the various committees of the Board.

**SCOPE OF RESPONSIBILITY**

1. Identify and screen individuals qualified to become members of the Board (consistent with criteria approved by the Board from time to time) as appropriate from time to time and make recommendations to the Board with respect to candidates for nomination for election at each annual meeting of stockholders or at such other times when vacancies exist or qualified candidates surface and, in connection therewith, consider related suggestions submitted by stockholders of the Company, taking into account, at a minimum, any requirements of applicable law, regulation or stock exchange listing standards, as well as a candidate’s strength of character, judgment, business experience, specific areas of expertise and factors relating to the composition of the Board (including its size and structure).
2. Monitor developments generally regarding corporate governance, keep the Board informed of developments it deems relevant to the Company and review and reassess the adequacy of the Company’s corporate governance policies and practices, including the Company’s Code of Business Conduct and Ethics, as appropriate and recommend any proposed changes to the Board for approval.
3. Determine and make recommendations to the Board with respect to the criteria to be used for selecting new members of the Board.
4. Oversee the annual process of evaluation of the performance of the Board and its committees.

5. Make recommendations to the Board concerning the membership of committees of the Board and the chairpersons of the respective committees.
6. Make recommendations to the Board concerning the composition, organization and operations of the Board and its committees, including the orientation of new members and the flow of relevant information.
7. Evaluate Board 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 (the "Code"), review the Code as deemed appropriate by the Committee and make any recommendations to the Board with respect to changes thereto as the Committee sees fit.
9. Develop, recommend to the Board and implement a process for a periodic review and evaluation of the overall performance of the Board, its committees and its members.
10. Oversee the evaluation of the Board and executive officers of the Company (in the case of the Chief Executive Officer, in conjunction with the Compensation Committee).
11. Periodically review management succession plans as the Committee sees fit.
12. Monitor the Company's executive development programs.
13. Consult with the Company's Chief Executive Officer regarding candidates for senior executive positions.
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 assess the adequacy of the charters of the committees of the Board at least annually and recommend any proposed changes to those charters to the Board for approval.
16. 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.
17. At the direction of the Board, evaluate and report to the Board on the independence of each member and prospective member of the Board.
18. Assess the adequacy of the Company's directors and officers insurance and indemnification policies from time to time as appropriate.
19. Fulfill such other responsibilities as may be delegated to the Committee by the Board from time to time.

## GENERAL GUIDELINES

1. Charter: The Committee will review and reassess the adequacy of this charter at least annually and recommend any proposed changes from time to time to the Board for approval.
2. Composition: The Committee will be comprised of three or more directors as determined by the Board from time to time. The members of the Committee will meet the independence and experience requirements of applicable Nasdaq (or any such other stock exchange on which the Company's securities trade at a given time) and Securities and Exchange Commission ("SEC") rules. The members of the Committee shall have adequate knowledge of the Company's history and business and the competitive environment in which it operates, as well as the fundamental corporate governance principles and issues applicable to comparable companies.
3. Meetings: The Committee will meet at least two times a year, and special meetings will be called as circumstances require. At the discretion of the Chairman of the Committee (the "Chairman"), one or more officers, employees, advisors or guests of the Company may be invited to attend any meeting of the Committee. A quorum of the Committee shall be declared when a majority of the appointed members of the Committee are in attendance at any such meeting. Actions of the Committee shall be taken by a vote of a majority of its members, except as otherwise provided herein. Written minutes will be kept for all such meetings. In the absence of the Secretary of the Company from any meeting of the Committee, the Committee may appoint another person, including a member thereof, to serve as secretary to the Committee at such meeting. One or more of the Committee's members may participate in a meeting of the Committee by means of conference telephone. The Committee may act by written consent action signed by all members. Any record of any action signed by all members of the Committee or minutes signed by all members of the Committee or the Secretary of the Company shall be conclusive evidence of any such action.
4. Function of the Chairman: The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairman. The Chairman shall be responsible for establishing the agendas for meetings of the Committee. The Chairman shall conduct and preside at each meeting of the Committee.
5. Reporting to the Board: The Committee will report its activities to the full Board on a regular basis so that the Board is kept informed of its activities on a current basis.
6. Investigative Authority: The Committee is authorized to confer with Company management and other employees to the extent that it may deem necessary or appropriate to fulfill its duties, and is authorized to conduct or authorize investigations into any matters within the scope of its responsibilities.

7. Independent Advisors: The Committee may from time to time engage independent counsel and other advisors as it may deem appropriate to assist the Committee in fulfilling its duties, provided that it shall keep the Board advised as to the nature and extent of such outside advice. The Company shall provide appropriate funding for the Committee to retain such advisors.
  
8. Amendments and Future Delegations: By specific resolution from time to time, the Board may make further delegations to the Committee or amend or supplement any provision of this Charter. Except as directed otherwise by the Board or prohibited by any applicable law, regulation or stock exchange listing standard, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.