

## **REAL INDUSTRY, INC.**

### **CHARTER OF THE OPERATIONS AND SIX SIGMA / LEAN COMMITTEE**

This Operations and Six Sigma / Lean Committee Charter (this “*Charter*”) was adopted by the board of directors (the “**Board**”) of Real Industry, Inc. (the “*Company*”) on May 28, 2015.

#### **Purpose**

The Operations and Six Sigma / Lean Committee (the “*Committee*”) of the Company is established by the Board of the Company to assist the Board in (i) reviewing and providing strategic advice and counsel to the Company regarding its business operations, (ii) providing guidance and support to the Company in setting Lean Management / Six Sigma goals and reviewing the progress of operational efficiencies derived from the continuous improvement process and (iii) presenting to the Board an independent assessment of the Company’s efforts in optimizing its business operations.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law.

#### **Membership**

The Committee shall be comprised of four directors, each of whom, in the determination and business judgment of the Board, has the appropriate experience which would be helpful in the matters delegated to the Committee. Unless determined otherwise from time to time by the Board or the Committee, there shall be no requirement that members of the Committee must be independent Directors.

The members of the Committee, including the Chairman of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

#### **Meetings and Procedures**

The Committee shall meet as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chairman of the Committee upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chairman (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. The Chairman of the Committee shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or bylaws (each as in effect from time to time). The Committee shall have the authority to fix its own rules of procedure and shall hold its meetings as provided by such rules and so long as such rules are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and that such writing is filed with the minutes of the Committee.

The Committee shall have the authority to retain and/or replace, as needed, such experts, advisors or consultants as the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

### **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall (but not be limited to):

- 1) Review the Six-Sigma plans of the Company for alignment to and with the strategic objectives established by the Board.
- 2) Monitor operating results and key metrics of the Company's major supply chain processes.
- 3) Review and monitor the Company's major capital projects and operating capacity goals.
- 4) Provide feedback and guidance to the Company's management team regarding strategic and operating plans, including potential opportunities for expansion.
- 5) Provide guidance and support for the adoption and implementation of the Lean Management / Six Sigma by the Company.
- 6) The Committee shall review with management and report at least annually to the Board on the Company's goals, objectives and compliance status and public policy developments as compared with industry trends and best practices in the following areas:
  - a) health and safety performance (including its workers' compensation costs);
  - b) cyber security policies;
  - c) business continuity preparedness and procedures; and
  - d) management of environmental issues and the prevention thereof.