

REAL INDUSTRY, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

This Nominating and Governance Committee Charter (this “*Charter*”) was adopted by the board of directors (the “**Board**”) of Real Industry, Inc. (the “*Company*”) on July 2, 2015.

Purpose

The Nominating and Governance Committee (the “*Committee*”) of the Company is established by the Board of the Company to assist the Board in:

- (1) identifying individuals qualified to become members of the Board and recommend individuals to the Board for nomination as members of the Board;
- (2) identifying individuals qualified to become members of the various committees of the Board and to recommend such individuals for nomination as committee members to the Board;
- (3) evaluating and recommending to the Board the composition and compensation of the Board and its committees; and
- (4) developing and recommending to the Board a set of corporate governance principles applicable to the Company.

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 three directors, each of whom, in the determination of the Board (a) shall satisfy the independence requirements of the United States stock market on which the Company’s common stock is listed, if any, and (b) has experience, in the business judgment of the Board, that would be helpful in the matters delegated to the Committee.

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 should 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 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 will:

Documents, Reports, and Information Review

1. Review and assess the adequacy of this Charter at least annually and recommend to the Board any necessary amendments.
2. Publish the Charter if required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
3. Report regularly, but no less frequently than annually, to the Board regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations.

Nominations for Board and Committees

4. Make recommendations to the Board from time to time as to changes to the size of the Board that the Committee believes to be desirable.

5. Formulate and recommend to the Board a policy regarding the consideration of nominees for election to the Board who are recommended by stockholders, including the procedures for the submission of stockholder nominations; review such policies and recommend changes to the Board.
6. Develop and review the criteria for selecting committee members and Board members, including standards of independence.
7. Identify individuals believed to be qualified to become Board members, committee members and Chairmen of the Board and committees, and recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, education, experience with businesses and other organizations of comparable size and in comparable industries, the interplay of the candidate's experience with the experience of other Board or committee members, the extent to which the candidate would be a desirable addition to the Board or any committees of the Board, and the candidate's availability to commit the time necessary to serve on the Board.

Notwithstanding the foregoing, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the members of the Board or any Board committee, then the nomination or appointment of such members shall be governed by such requirements.

8. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
9. Review the suitability of each Board member and committee member for continued service when his or her term expires and when he or she has a significant change in status.
10. Take such steps as the Committee deems necessary or appropriate with respect to the oversight of the evaluation of the Board and each Board committee.

Corporate Governance

11. Develop and recommend to the Board a set of corporate governance principles applicable to the Company; review the corporate governance principles at least once a year and recommend changes to the Board; and undertake such action as is delegated to the Committee under such corporate governance principles.
12. Monitor compliance with corporate governance guidelines.

Compensation

13. Periodically review and make recommendations to the Board with respect to the compensation of the Board's non-management directors, committee members and Chairmen of the Board and each committee thereof.

Other Responsibilities

14. Evaluate the nature, structure and operations of other Board committees, including reviewing and making recommendations about changes to the charters of other Board committees.
15. Annually conduct a performance evaluation relative to the Committee's purpose, duties and responsibilities outlined herein, including its effectiveness and compliance with this Charter.