

## **RTI INTERNATIONAL METALS, INC.**

### **NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Composition and Term of Office**

The Board of Directors has created and shall designate annually three or more members as the Nominating/Corporate Governance Committee. Each Committee member must satisfy the applicable New York Stock Exchange requirements for independence as determined by the Board. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management and organizational behavior. The members shall be designated annually by a majority of the full Board, and may be removed, at any time, with or without cause, by a majority of the full Board.

#### **Responsibilities**

The Committee shall have the following primary responsibilities:

1. Recommend to the Board the appropriate size of the Board and candidates for election to the Board including at each Annual Meeting of Stockholders of the Company;
2. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board;
3. Discuss potential candidates and consider director candidates submitted by directors, officers, employees, shareholders and others;
4. Recommend to the Board candidates for appointment to or removal from Board committees, considering rotating members of various Board committees and considering possible changes to the structure and responsibilities of Board committees;
5. Oversee the process utilized by the Board for its annual assessment of its performance;
6. Develop and recommend to the Board a set of corporate governance principles and policies applicable to the Company and periodically review same;
7. Determine whether to retain or terminate any search firm used by the Company to identify director candidates. Exercise sole authority to approve the terms and fees of such retention; and

8. Report periodically to the Board on the status of compensation of the Company's directors in relation to other comparable U.S. companies and recommend to the Board changes in Board compensation and benefits;
9. Review at least annually the qualification of directors as "independent", and the Audit Committee members as "independent and financially literate" within the meaning of applicable U.S. Securities and Exchange Commission and New York Stock Exchange rules and make recommendations to its Board concerning its determination of same.
10. Perform such other functions as are from time to time assigned by the Board.

### **Goals**

The Committee shall designate potential Board candidates consistent with the Board's criteria for selecting new directors.

### **Committee Performance Evaluation**

The Committee shall annually conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined above.

### **Meetings**

A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members. The Committee shall meet as required, keep a record of its proceedings, and report thereon from time to time to the Board of Directors.

Adopted by the Board of Directors on October 28, 2011.