

**NOMINATING COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**Handy & Harman Ltd.**

**CHARTER**

**July 24, 2009**

**1. Mission Statement**

The Board of Directors (the “Board”) of Handy & Harman Ltd. (the “Company”) has established the Nominating Committee (the “Committee”) of the Board. The purpose of the Committee is to assist the Board with its responsibilities relating to:

- (i) developing criteria for and identifying individuals qualified to become Board members, and recommending to the Board the director nominees for election at the annual general meetings of stockholders or for appointment to fill vacancies;
- (ii) recommending to the Board director nominees for each committee of the Board;
- (iii) advising the Board about appropriate composition of the Board and its committees;
- (iv) advising the Board about, developing, and recommending to the Board appropriate corporate governance principles and practices and assisting the Board in implementing those practices; and
- (v) overseeing the evaluation of the Board through the annual review of the performance of the Board and its committees and otherwise.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section 4 of this Charter, and will perform such other functions as the Board may assign from time to time.

## **2. Composition**

The Committee shall be comprised of at least three members of the Board, each of whom shall satisfy the definition of “independent” under the listing standards of The NASDAQ Stock Market, including NASDAQ Marketplace Rule 5605(a)(2), and the independence requirements promulgated by any governmental or regulatory body exercising authority over the Company (each a “Regulatory Authority”), including the Securities and Exchange Commission. Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities as a member of the Committee.

The members of the Committee shall be appointed and may be removed by the Board in its discretion. Each member shall serve until a successor shall have been duly appointed or until such member’s earlier death, resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

## **3. Meetings**

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein or as directed by the Board, but in no event shall the Committee meet less than twice each year. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the Company’s books and records.

A majority of the members of the committee shall constitute a quorum for the transaction of business. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The committee may also act by unanimous written consent without a meeting. Meetings may also be held telephonically.

The Committee may invite to its meetings, or part thereof, any officer or director of the Company or any other person that the Committee deems appropriate in order to carry out its responsibilities, or the Committee may meet without others present, at the discretion of the Committee. The Committee shall have the authority to obtain advice and seek assistance in carrying out its responsibilities from the Company’s legal counsel or to engage independent legal counsel and other advisors as it determines is necessary or appropriate to carry out its responsibilities under this Charter. The Committee may form and delegate some or all of its authority under this Charter to subcommittees, as the Committee deems appropriate.

## **4. Responsibilities and Duties of the Committee**

In discharging its responsibilities the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, shall have authority, including budgetary and fiscal authority, and is entrusted with the responsibility, to perform the following actions:

### *4.1 Responsibilities Related to the Nomination of Directors*

- (i) Determine and submit for adoption by the Board a list of qualification and selection criteria to be used by the Committee for screening nominee candidates and selecting nominees for Board membership, including candidates proposed by stockholders.
- (ii) Develop and implement a screening process designed to identify individuals qualified to be Board members and recommend individuals for election to the Board.
- (iii) Recommend slates of directors for the Company for the respective annual meetings of Shareholders.
- (iv) Evaluate the performance of the current Board members proposed for reelection, and make recommendations to the Board regarding the appropriateness of members of the Board standing for reelection.
- (v) Recommend to the Board qualified candidates to fill all vacancies on the Board that are to be filled by the Board.
- (vi) Review all candidates for nomination submitted to the Company by qualifying stockholders and the timeliness of the submission thereof, and recommend to the Board appropriate action with respect to each such candidate based on qualifications and selection criteria, consistent with applicable law and the independence requirements of The NASDAQ Stock Market or other applicable exchange listing requirements.

#### 4.2 *Responsibilities Related to Corporate Governance*

- (i) Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Authority, any other statute, rule or regulation applicable to the Company or any corporate governance best practices that the Committee deems relevant, and make recommendations regarding the foregoing to the Board for approval.
- (ii) Review and make recommendations to the Board regarding the qualifications and size of the Board so that the Board consists of members with the proper expertise, skills, attributes and personal and professional backgrounds needed by the Company, and to meet the requirements of applicable Regulatory Authorities, as determined appropriate by the Committee, and make recommendations to the Board regarding the foregoing.
- (iii) Evaluate and, if necessary, recommend the termination of Board membership of any director in accordance with the Company's Code of Conduct or any corporate governance principles adopted by the Board for cause or for other appropriate reason.
- (iv) Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board, and

review the qualifications, experience and fitness for service on the Board of any potential new Board members.

- (v) Evaluate and recommend to the Board the appointment or election of Board members to committees of the Board and as Chair for each Board committee.
- (vi) Examine Board meeting policies such as meeting schedules and locations, meeting agendas, the presence and participation of non-director senior executives and written materials distributed in advance of meetings.
- (vii) Review and consider potential conflicts of interest of members of the Board and of the executive officers of the Company.
- (viii) Annually, conduct an evaluation of the performance of the Board and that of individual directors, as well as the performance of the various committees.
- (ix) Periodically as appropriate, including upon changes or prospective changes in law or Regulatory Authority requirements, but at least annually, review and assess the adequacy of this Charter and recommend any modifications to the Board for its approval.

The Committee shall have such other responsibilities as may be delegated from time to time by the Board and may take such other actions within the general scope of the Committee's authority hereunder, or as directed by the Board, as the Committee shall deem appropriate.