

MRC Global[®]

Additional Information on Executive Compensation

April 2019



We Make Energy Flow[™]

Weighting of MRC Global Peer Group

- The Board of Directors of MRC Global recommends a vote “**FOR**” the company’s Say-on-Pay proposal to be considered at the company’s Annual Meeting of Stockholders to be held on April 30, 2019
- MRC Global is the largest global industrial distributor, based on sales, of pipe, valves & fittings (PVF) and infrastructure products and services to the energy industry.
- MRC Global’s Compensation Committee uses a peer group that represents the oil & gas end markets (up-, mid- and down-stream) of MRC Global as well as certain industrial distributors.
 - Investors generally compare MRC Global to companies that also have customers in the oil & gas business, with volatile spending patterns depending on commodity prices
 - MRC Global competes for talent with oil & gas equipment manufacturers and PVF distributors and manufacturers. Technical expertise and knowledge in flow control and these end markets is an important component of the talent equation that the company seeks in addition to industrial distribution expertise. In addition, different talent is required to handle the unique logistical and supply chain requirements of MRC Global products.
- The MRC Global Compensation Committee used a peer group of **9** oil and gas product and service companies and **7** industrial distributors, many of whom sell some of their products to oil and gas end markets.
- The MRC Global Compensation Committee has not chosen peers that are completely unrelated to the company’s oil & gas end markets. For instance, the MRC Global peer group does not include distributors of:
 - shingles and roofing and construction products
 - swimming pool products
 - office supplies and stationary
 - dental and animal health products
- Last year, MRC Global received a supermajority support for its 2017 Say-on-Pay proposal with **86%** of stockholders voting “**FOR**” the proposal.

MRC Global Compensation

General

- The MRC Global Compensation Committee sets “stretch” targets, monitors performance against these targets and reviews the amounts executives actually realize against these targets.
- 85% of CEO compensation and 67% of other NEO compensation is “at-risk” pay.
- For 2016-2018, the CEO’s realized (W-2) average annual compensation was 70% of the compensation reflected in the Summary Compensation Table (SCT) for the same period.

Short-Term Incentive

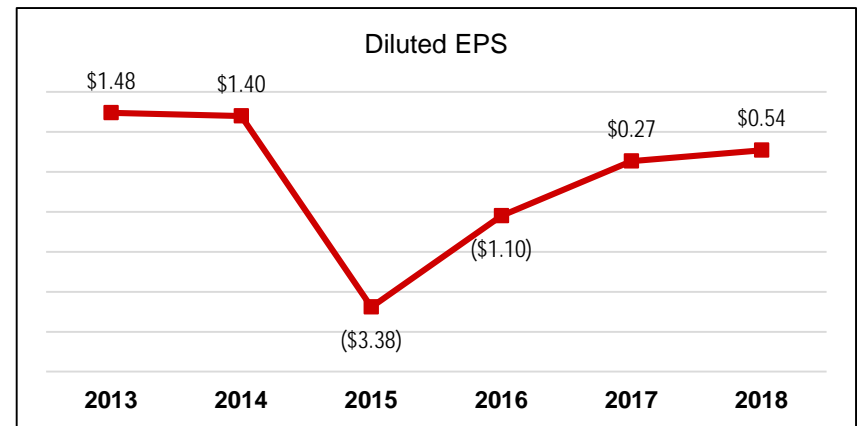
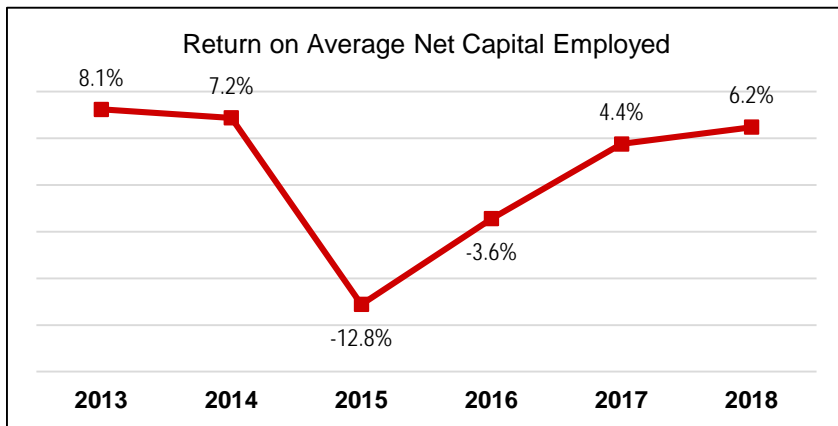
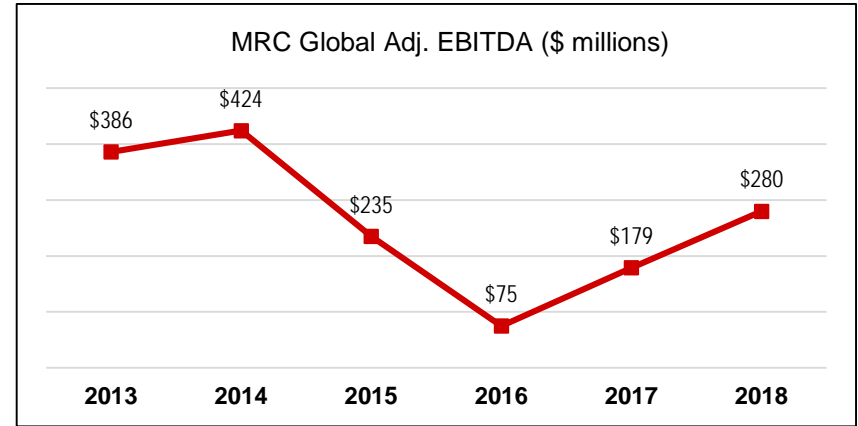
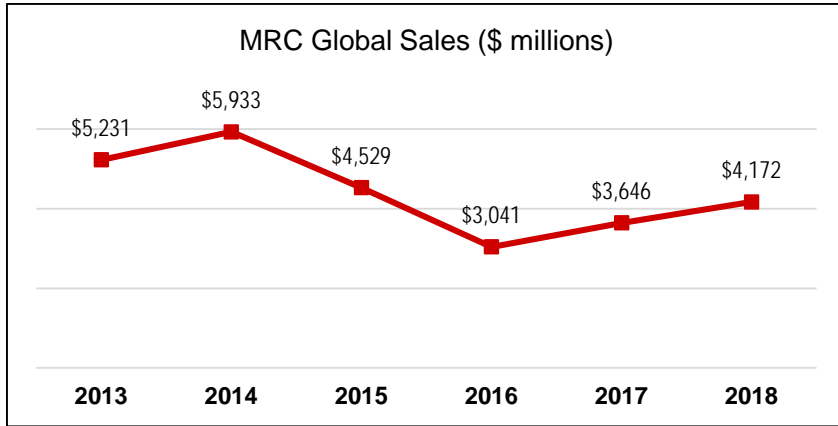
- During the worst downturn in oil & gas end markets in 30 years, the MRC Global Compensation Committee froze salaries and reduced payouts for annual short-term incentive (STI) by 32%, 50% and 32% for 2015, 2016 and 2017, respectively. 2017 was included in these reductions despite the improving oil & gas end markets from prior years. In 2018, with improving end markets, the STI reduction was eliminated as company performance improved.
- Adjusted EBITDA has always been a primary STI measure as a driver of stock value. 75% of STI has been based on this measure. The secondary 25% measure has changed from cash from operations in 2015 and 2016 (in these downturn years, paying down debt using this cash was a key shareholder concern) to revenue in 2017 and 2018 (in these years, company growth and market share gains coming out of the oil and gas downturn have been key shareholder priorities). In 2019, as business improves, there is greater focus on bottom line income returns; therefore, for 2019, the company has changed the revenue measure for the CEO, CFO and GC to net income attributable to common stockholders to align total profitability with share performance.
- MRC Global’s 2018 STI payout was aligned with sales and adjusted EBITDA performance.
 - MRC Global’s sales increased 14% in 2018 compared to 2017.
 - MRC Global’s 2018 adjusted EBITDA increased 56% from 2017.
 - This produced a 113.5% of target payout given these increases.

MRC Global Compensation

Performance Share Units

- MRC Global's LTI included performance share units (PSUs) based on:
 - Relative total shareholder return (TSR) performance against companies in the Philadelphia Oil Service Sector (OSX) index
 - Return on average net capital employed (RANCE)
- PSU payouts reflect company performance with NEOs (including the CEO) receiving a payout of 99.7% of target shares.
 - Given the company's performance during the oil & gas downturn included in the 3-year period, there was a small payout (7.5%) for the RANCE metric against a 3-year RANCE of 0.8%.
 - However, MRC Global **outperformed** all but two companies in the OSX index with a positive TSR of 5% for the 2016-18 period despite the average TSR for the companies other than MRC Global in index of negative 41% and all other OSX companies having negative 3-year TSR. These TSRs were calculated using the average of closing share prices for the 20-day trading period at the beginning and end of the 3-year period per the PSU award agreements. This produced a 192% payout for the portion of the PSUs payable based on the TSR metric.

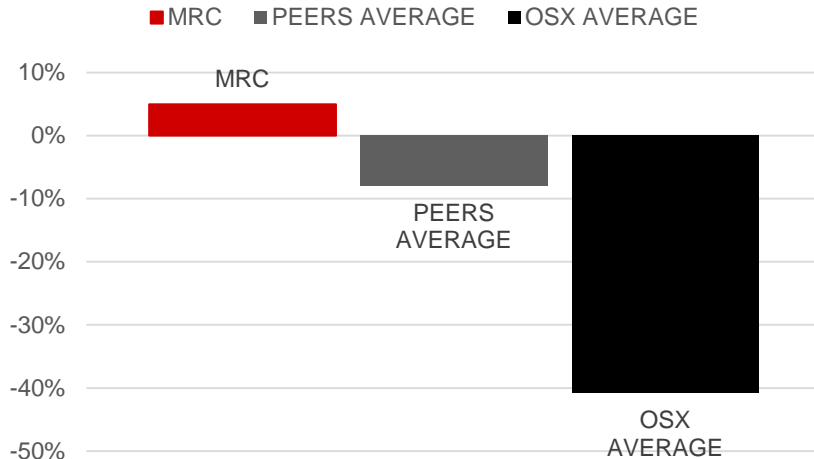
MRC Global 5-year Performance



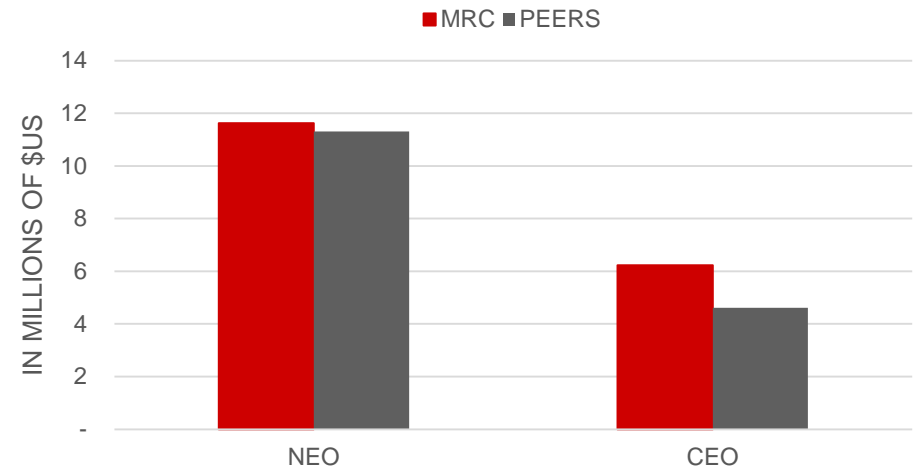
Return on Average Net Capital Employed is defined as net income plus interest expense after-tax, divided by average net capital employed (debt plus equity).

Using MRC Global Peers – MRC Global's Performance is Better than, and Pay is Close to Median for Peers

3-YEAR TOTAL SHAREHOLDER RETURN



3-YEAR WEIGHTED AVERAGE COMPENSATION



- MRC Global 2016-18 TSR (shown in chart) was **positive** 5%, and average peer group (excluding MRC Global) and OSX (excluding MRC Global) TSR was negative 8% and negative 40.8%, respectively.
- MRC Global's CEO 3-year average Summary Compensation Table (SCT) compensation was moderately higher than median of its peers, and the 3-year average SCT compensation of its other NEOs was close to median.

* The 3-year TSR was calculated using the average of the closing share prices for the 20-day trading period at the beginning and end of the 3-year period per the PSU award agreements.

Governance Analysts Recommendations

- ISS has recommended a vote **"FOR"** MRC Global's Say-on-Pay proposal.
- Glass Lewis has recommended "Against" MRC Global's Say-on-Pay proposal.
 - Glass Lewis' Say-on-Pay analysis utilized a peer group that Equilar's algorithm generated, which was not representative of companies in MRC Global's industry. The Glass Lewis / Equilar peer group includes (among others):
 - Essendent Inc. (stationary and office supplies)
 - Pool Corporation (pool supplies)
 - Patterson Companies, Inc. (dental supplies)
 - Beacon Roofing Supply, Inc. (shingles and roofing supplies)
 - Using the Glass Lewis / Equilar peer group, Glass Lewis' pay-for-performance model rates MRC Global a "D" for 2018.
 - When analyzing TSR, Glass Lewis does not smooth out market volatility by using volume weighted average prices (VWAP) such as the 20-day VWAP that MRC Global utilizes in its TSR calculations for its performance share units.
- MRC Global, using Equilar's Glass Lewis pay-for-performance modeling tool, also compared MRC Global's executive compensation against MRC Global's peer group as well as the companies in the OSX index, which MRC Global uses to measure TSR in its PSUs. Using this model,
 - MRC Global would have received a median score (*i.e.* a "C" rating) when compared against MRC Global's selected peers.
 - MRC Global would have received a "B" rating when compared against the companies in the OSX index.

Appendix

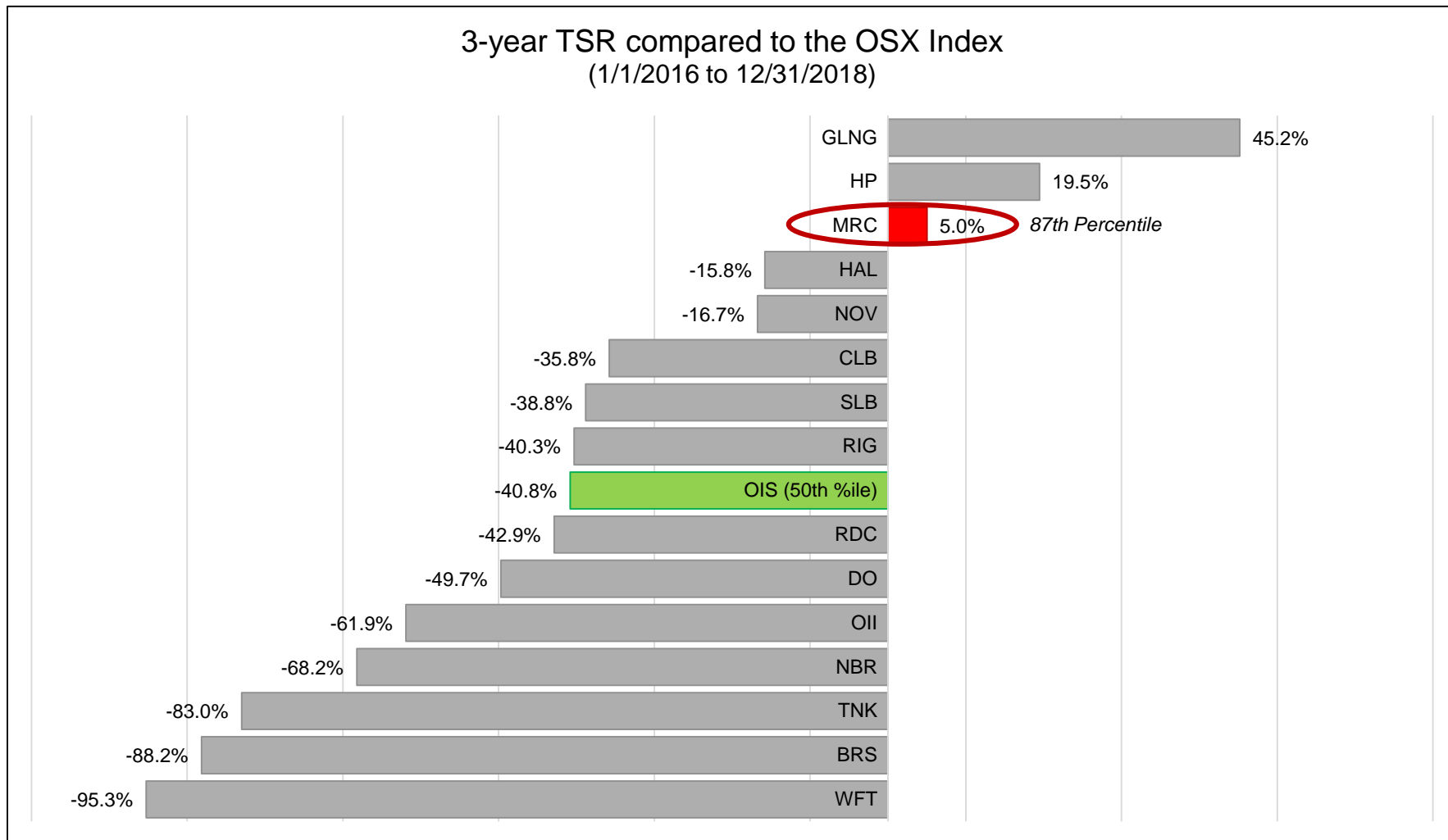
MRC Global Company Peer Group

Company	Ticker	Revenue*	Enterprise Value†	Market Cap*	Assets†
Anixter International Inc.	AXE	\$8,132	\$3,578	\$2,353	\$4,502
Applied Industrial Technologies, Inc.	AIT	\$3,073	\$3,942	\$3,032	\$2,286
Bristow Group Inc.	BRS	\$1,396	\$1,594	\$434	\$3,048
Dril-Quip Inc.	DRQ	\$402	\$1,468	\$1,962	\$1,362
DXP Enterprises Inc.	DXPE	\$1,115	\$936	\$697	\$667
Forum Energy Technologies Inc	FET	\$971	\$1,551	\$1,123	\$2,157
Flowserve Corporation	FLS	\$3,811	\$8,184	\$7,156	\$4,651
Helix Energy Solutions Group	HLX	\$695	\$1,633	\$1,463	\$2,367
HD Supply Holdings Inc.	HDS	\$5,542	\$9,821	\$7,864	\$4,606
MSC Industrial Direct Co. Inc.	MSM	\$3,120	\$5,478	\$4,983	\$2,256
NOW Inc.	DNOW	\$2,907	\$1,898	\$1,794	\$1,811
Oil States International Inc.	OIS	\$887	\$2,312	\$1,992	\$2,025
RPC Inc.	RES	\$1,803	\$3,231	\$3,326	\$1,219
Superior Energy Services Inc.	SPN	\$2,021	\$2,668	\$1,505	\$3,021
Watsco, Inc.	WSO	\$4,453	\$6,454	\$6,108	\$2,326
Wesco International Inc.	WCC	\$8,095	\$4,105	\$2,894	\$4,715
25 th Percentile		\$1,079	\$1,623	\$1,495	\$1,972
Median		\$2,464	\$2,950	\$2,172	\$2,306
75 th Percentile		\$3,971	\$4,448	\$3,740	\$3,411
MRC Global Inc.	MRC	\$3,954	\$2,727	\$1,695	\$2,616
<i>Percentile Rank</i>		<i>75%</i>	<i>47%</i>	<i>31%</i>	<i>63%</i>

* Most recently reported as of October 2018

† As of September 2018

MRC Global 3-year Performance against the OSX Index



Calculated using the 20-day VWAP at the beginning and end of the 3-year period.

Q1 2019 MRC Global Stock Price Performance Has Improved Compared to MRC Global Peer Group

