

MRC GLOBAL INC.

CHARTER OF THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted Effective as of July 31, 2012; Last Revised Effective as of October 26, 2018)

I. PURPOSE AND ROLE

The Board of Directors (the “Board”) of MRC Global Inc. (the “Company”) has established the Governance Committee (the “Committee”) to:

- Identify individuals qualified to become members of the Board consistent with any criteria the Board approves from time to time;
- Recommend to the Board director candidates for election at the annual meeting of shareholders or to fill vacancies pursuant to the Board’s By-Laws;
- Recommend to the Board director nominees for each Board committee;
- Develop, annually review and recommend to the Board a set of corporate governance guidelines for the Company;
- Assist the Board in assessing the independence of the members of the Board;
- Lead the Board and other Board committees in their annual evaluation process;
- Assist the Board in evaluating any proposed changes to the Company’s charter, By-Laws, or other governance issues;
- Oversee the Company’s enterprise risk management framework, policies and procedures; and
- Oversee the Company’s efforts on environmental, social and governance matters.

The Board has approved this Committee charter (this “Charter”) and may amend this Charter from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”).

II. COMPOSITION AND APPOINTMENT

The Committee shall be comprised of three or more directors. Each member of the Committee shall meet the applicable independence requirements of the NYSE and applicable federal securities law, including the rules and regulations of the SEC.

The Board shall appoint members of the Committee on an annual basis, who shall each serve for a term of one year. The Board will also appoint members of the Committee as

vacancies or newly created positions occur. The Board shall designate one member of the Committee as chairperson (the “Chairperson”). The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall no longer be a director of the Company.

III. PROCEDURE AND MEETINGS

The Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company’s By-Laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least two times annually and at such other times as the Chairperson deems appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or telephonically. Unless restricted by the Company’s Certificate of Incorporation or By-Laws, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions (or paper reproductions thereof) are filed with the minutes of the proceedings of the Committee. This filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

The Committee shall establish its own rules of procedure, which shall be consistent with the Company’s By-Laws and this Charter. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. Pursuant to the terms of the Shareholders’ Agreement dated June 10, 2015, between the Company and Mario Investments LLC (the “Shareholders’ Agreement”), and subject to the exceptions therein stated, directors that the holder of the Company’s Preferred Stock (or Investor Parties (as defined in the Shareholders’ Agreement)) may appoint or the Board Observer shall be invited to attend and participate in the Committee’s meetings. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall perform the following in this Section IV. In performing its risk oversight responsibilities, the Governance Committee Chair may coordinate with the Chairs of other committees or the Board to assign oversight of enterprise risks to one committee or the other, and responsibility of oversight of a specific enterprise risk shall be with the committee that conducts the review.

1. Review periodically, at its discretion, the Board membership criteria set forth in the Company's Corporate Governance Guidelines and recommend any changes thereto to the Board;
2. Taking into account the Board membership criteria set forth in the Company's Corporate Governance Guidelines, identify and recommend to the Board the nominees to be submitted to the Company's shareholders for election as directors at each annual meeting of shareholders and recommend to the Board the election of individuals to fill any vacancies or newly created directorships occurring on the Board from time to time;
3. Consider and make recommendations to the Board regarding any candidates for director that the Company's shareholders submit for the Committee's consideration or properly nominated;
4. Annually recommend to the Board the membership of each Board committee (including this Committee) and a chairperson for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each director serving on a committee meets any applicable rules and regulations of the NYSE and SEC;
5. Review annually the Company's Corporate Governance Guidelines and recommend any changes thereto to the Board as it may deem advisable;
6. Review annually the size and composition of the Board and its committees, including the charters, structure, operations and reporting of each of the committees to the Board, and recommend to the Board any changes as it may deem advisable;
7. Review annually whether each non-management director of the Board is independent as defined by the NYSE, the SEC and the categorical standards set forth in Annex A to the Company's Corporate Governance Guidelines;
8. If the Board determines to elect a Chair pursuant to Article IV, Sections 1 and 4 of the By-Laws, assist the Board as the Board directs in the nomination and election process;
9. Determine if a Lead Director shall be designated, and if so determined, recommend annually or as necessary, to the Board, a director to serve as Lead Director;
10. Review annually the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make recommendations to the Board as it deems advisable;

11. Review the Company's proxy statement with respect to corporate governance issues and review shareholder proposals, if any, and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement;
12. Oversee the performance and effectiveness of the Board and committee evaluation process;
13. Make recommendations to the Board as to changes in corporate governance from time to time that the Committee deems advisable or otherwise in the best interest of the Company, including changes to the Company's Certificate of Incorporation and By-Laws;
14. Periodically, and at least annually, review the risks to the Company's business, strategy, capital structure and business model and make recommendations with respect to these and other enterprise risks;
15. In performing its risk oversight responsibilities, the Governance Committee will coordinate with other committees and the Board as appropriate; and
16. Perform such other responsibilities as may be determined by the Committee to be reasonably related to any of the foregoing or necessary or convenient to fulfill its responsibilities under this Charter or such other responsibilities as the Board may delegate to it from time to time.

V. RESOURCES

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of (i) compensation to any advisers employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. RELIANCE ON OTHERS

Unless a committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal,

including financial statements, valuation reports, and other financial data, if prepared or presented by:

- (a) one or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- (b) consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or
- (c) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. ADEQUACY OF CHARTER

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. To the extent required by the rules of the SEC or the NYSE, a copy of this Charter will be attached to the Company's annual proxy statement at least once every three years or included on the Company's website.

VIII. MINUTES; REPORTS TO BOARD OF DIRECTORS

The Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Committee will report regularly to the full Board with respect to its activities.

IX. ANNUAL EVALUATION OF PERFORMANCE

At least annually, the Committee shall conduct an evaluation of its performance. The Committee shall report its conclusions regarding this evaluation to the Board. The Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Committee could improve its performance.

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