

MSC INDUSTRIAL DIRECT CO., INC.
Nominating and Corporate Governance
Committee Charter
(As amended)

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MSC Industrial Direct Co., Inc. (the “Company”) is to assist the Board in discharging its responsibilities with respect to issues of corporate governance of the Company and matters relating to service on the Board and its committees. The Committee is directly responsible for:

- identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- recommending to the Board nominees for election at the annual meetings of shareholders;
- developing and recommending to the Board corporate governance principles applicable to the Company;
- reviewing and approving any related party transaction proposed to be entered into and if appropriate, ratifying any such transaction previously commenced and ongoing; and
- overseeing the evaluation of the Board and management.

The Committee annually will undertake an evaluation of its performance and report the results of such evaluation to the Board.

The Committee shall review this Charter on an annual basis and submit any recommended changes to the Board for approval.

Authority to Retain Advisers. In the course of its duties, the Committee has sole authority, at the Company’s expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director candidates, including the sole authority to approve the consultant’s or search firm’s fees and other retention terms. The Committee also has the authority, at the Company’s expense, to engage and terminate other advisers, including legal counsel, as the Committee deems appropriate to carry out its duties, including the sole authority to approve such other advisers’ fees and any other retention terms.

II. COMPOSITION

The Committee shall be comprised of two or more directors. Each director on the Committee will have such qualifications as the Board determines and shall meet the independence requirements of the New York Stock Exchange and any other applicable laws,

including rules promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934.

The Board will appoint the members and the Chairman of the Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

III. RESPONSIBILITIES

In addition to the purposes and responsibilities set forth elsewhere in this Charter, the Committee shall have the following responsibilities:

- to periodically review the size, composition and leadership structure of the Board, as well as criteria for membership on the Board, and make recommendations to the Board with respect thereto;
- to identify qualified individuals and review the qualifications of candidates for director, and recommend to the Board the nominees to be proposed by the Board for election as directors at the Company's annual meeting of shareholders as well as to fill open seats between annual meetings;
- to review and consider director candidates recommended by shareholders in compliance with procedures established by the Committee;
- to periodically review the Board's policies regarding retirement and tenure in office and recommend any changes to the Board as the Committee may deem appropriate;
- to review and make recommendations to the Board with respect to the size, structure, composition, leadership, criteria for membership and functions of the committees of the Board and recommend to the Board the members of and Chairman of each committee after taking into consideration the qualifications of individual directors and the requirements of the New York Stock Exchange and applicable law;
- to review and make recommendations to the Board with respect to the performance of the Board and its committees;
- to review and make recommendations to the Board with respect to the appointment of a lead director, and to review and make recommendations with respect to the responsibilities of the lead director, and any changes in such responsibilities as the Committee may deem appropriate;
- to develop and recommend to the Board for its approval corporate governance guidelines; to periodically review such corporate governance guidelines and recommend to the Board any changes to the guidelines as the Committee may deem appropriate; and to oversee the application of such guidelines;

- to develop and recommend to the Board for its approval a related party transactions policy, which establishes policies and procedures for the review and approval of related party transactions; to periodically review such policy and recommend to the Board any changes to the policy as the Committee may deem appropriate; and to fulfill the responsibilities of the Committee under such policy; and
- to periodically review the Company's Code of Business Conduct, including the Code of Ethics for the Company's Principal Executive Officer and Senior Financial Officers, and make recommendations with respect thereto.

IV. ADMINISTRATIVE

The Committee shall meet at least four times per year and shall hold any additional meetings as may be called by the Chairman of the Committee or a majority of the members of the Committee. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls. A majority of the members of the Committee shall constitute a quorum for all purposes. When appropriate, the Committee may form, and delegate authority to, subcommittees.

The Committee shall report regularly to the Board as to its activities.