

LAWSON PRODUCTS, INC.

Management Development Committee Charter

Approved as of March 19, 2018

1. Status

The Management Development Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Lawson Products, Inc. (the “Company”).

2. Purpose

The Committee shall discharge the responsibilities of the Board relating to management development and succession.

3. Membership

The Committee shall consist of at least three members of the Board, as the Board shall from time to time determine. Each member shall satisfy applicable independence requirements of the Nasdaq Stock Market, Inc.

4. Appointment and Removal

The Board shall elect the members of the Committee at its first meeting following the annual meeting of stockholders. The Chairman of the Board shall designate a Chairman of the Committee. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

5. Duties, Responsibilities and Authority

The Committee shall have the following duties, responsibilities and authority:

- to assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans;
- to review and approve on an annual basis the corporate goals and objectives with respect to management development;
- to review management succession with focus on CEO succession and Management Committee succession;

- to interact with the Compensation Committee of the Board (the “Compensation Committee”) in order to seek alignment between the objectives of the Committee and the objectives of the Compensation Committee;
- to maintain regular contact with the leadership of the Company, including interaction with the Company’s senior executive officers, regular discussions with the chief executive officer, and regular review of the results of the annual executive evaluation process;
- to retain such consultants, outside counsel, and other advisors as the Committee may deem appropriate in its sole discretion and to have sole authority to approve related fees and retention terms; and
- to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

6. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its reasonable judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall from time to time report its activities to the Board.

7. Committee Action

A majority of the Committee shall constitute a quorum for the transaction of business. A majority of the members present shall decide any question brought before the Committee. Unless the Committee by resolution determines otherwise, 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, and the writing or writings are filed with the minutes of the proceedings of the Committee.

8. Performance Review

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.