

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **A. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Commercial Vehicle Group, Inc. (the “Company”) is:

1. To identify individuals qualified to become Board members, consistent with criteria approved by the Board,
2. To oversee the organization of the Board and its various committees so as to assist the Board in discharging its duties and responsibilities properly and effectively;
3. To ensure that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance; and
4. To perform such other duties and responsibilities as are enumerated in and consistent with this charter or are specifically delegated to the Nominating Committee by the Board from time to time.

### **B. Membership and Procedures**

1. The Nominating Committee shall consist of no fewer than three directors.
2. The entire Nominating Committee or any individual Nominating Committee member may be removed from office with or without cause by the affirmative vote of a majority of the Board. Any Nominating Committee member may resign upon giving oral or written notice to the Chairman of the Board, which resignation shall be effective at the time such notice is given (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Nominating Committee member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.
3. A chairperson of the Nominating Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Nominating Committee may designate the Chairperson by majority vote of the full Nominating Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Nominating Committee. The Chairperson shall preside over any executive sessions of independent directors.

4. The Nominating Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Nominating Committee for the purposes of reporting Nominating Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Nominating Committee, or otherwise at the direction of a Nominating Committee member. The Secretary need not be a director.
5. Each Nominating Committee member shall be “independent” within the meaning of the applicable listing rules of NASDAQ.
6. In the course of its duties, the Nominating Committee shall have sole authority, at the Company’s expense, to engage and terminate consultants or search firms in order to identify director candidates, including the sole authority to approve the consultant or search firm’s fees and other retention terms.
7. In the course of its duties, the Nominating Committee shall have the authority, at the Company’s expense, to retain outside counsel, accountants, outside advisors, consultants or others to assist in the conduct of an investigation or as it deems appropriate to advise or assist in the performance of its functions.

For the purposes of determining the independence of the members of the Nominating Committee, the following persons shall not be considered “independent”:

- (a) a director who is, or at any time during the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation;
- (b) a director who accepted, or who has a Family Member who accepted any payments from the Corporation or any parent or subsidiary of the Corporation in excess of \$120,000 during any period of twelve consecutive months within the current or any of the past three fiscal years, other than the following: (i) compensation for board or board committee service; (ii) payments arising solely from investments in the Corporation’s securities; (iii) compensation paid to a Family Member who is a non-executive employee of the Corporation or a parent or subsidiary of the Corporation; (iv) benefits under a tax-qualified retirement plan, or non-discretionary compensation; or (v) loans permitted under Section 13(k) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or successor provision. Family Member means a person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home;
- (c) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation as an executive officer;
- (d) a director who is, or has a Family Member who is, a partner in, or a controlling

shareholder or an executive officer of, any organization to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: (i) payments arising solely from investments in the Corporation's securities; or (ii) payments under non-discretionary charitable contribution matching programs;

- (e) a director who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Corporation serve on the compensation committee of such other entity;
- (f) a director who is, or has a Family Member who is, a current partner of the Corporation's outside auditor, or was a partner or employee of the Corporation's outside auditor who worked on the Corporation's audit at any time during any of the past three years; or
- (g) a director who has a relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Nominating and Corporate Governance Committee.

### **C. Meeting and Procedures**

The Nominating Committee shall convene at least two times each year. A majority of the Nominating Committee members shall be present to constitute a quorum for the transaction of the Nominating Committee's business. The Nominating Committee shall report regularly to the full Board with respect to its activities.

### **D. Roles and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Nominating Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Nominating Committee with the understanding that the Nominating Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or NASDAQ listing rule.

1. Board of Directors and Board Committees Composition:
  - (a) Annually, the Nominating Committee shall assess and make recommendations regarding the size and composition of the Board in light of the operating requirements of the Company.
  - (b) The Nominating Committee shall develop membership qualifications for the Board and all Board committees.
  - (c) The Nominating Committee shall monitor compliance with Board and Board committee membership criteria.

- (d) Annually, and more frequently in the event of appointment of directors to fill vacancies between annual meetings of the Company's shareholders, the Nominating Committee shall review and select, or recommend to the Board for selection, directors for service as required based on current and future needs of the Company.
  - (e) The Nominating Committee shall coordinate and assist management and the Board in recruiting new members to the Board.
  - (f) The Nominating Committee shall (i) on an annual basis inform shareholders in the Company's proxy statement the process to be utilized by the Company for receipt of shareholder recommendations with respect to prospective candidates for directors; (ii) investigate suggestions for candidates for membership on the Board, and (iii) shall recommend directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board.
2. The Nominating Committee shall identify best practices and develop and recommend corporate governance principles applicable to the Company.
  3. The Nominating Committee shall monitor the Company's compliance with corporate governance policies and procedures adopted by the Board.
  4. The Nominating Committee shall recommend Board committee structure and assignments,
  5. The Nominating Committee shall review and approve any employee director standing for election to the board of directors of another for-profit entity.
  6. The Nominating Committee shall review governance-related shareholder proposals and recommend Board responses.
  7. The Nominating Committee shall review periodically with the Company's Chief Executive Officer and the full Board, the succession plans and retirement procedures relating to positions held by senior executives and board members.
  8. The Nominating Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board.
  9. The Nominating Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and duties as set forth in this Charter, which evaluation shall be reported to the Board.
  10. The Nominating Committee shall lead the Board in an annual self-evaluation process, including the self-evaluation of each Board committee, and report its conclusions and any recommendations to the Board.