

# **GENTHERM INCORPORATED NOMINATING COMMITTEE CHARTER**

[As adopted May 2016]

1. Purpose of the Committee:

The Board of Directors has established a Nominating Committee whose purpose is to (1) seek and nominate qualified candidates for election or appointment to Gentherm's Board of Directors and (2) seek and nominate candidates for appointment to the offices of President and Chief Executive Officer of the Corporation.

2. Membership and Chairperson:

Every director deemed to be "Independent" in accordance with the rules of the Securities and Exchange Commission and the corporate governance rules of the Nasdaq Stock Exchange shall automatically be a member of the Nominating Committee, unless the Board of Directors determines otherwise. In any event, the Nominating Committee will consist of a minimum of three members, all of whom must be independent in accordance with such rules. The Lead Independent Director (if one exists) will be the Chairperson of the Nominating Committee, unless a majority of the members of the Nominating Committee determine otherwise.

3. Candidate Nomination & Appointment Requirements:

The Nominating Committee believes that it is in the best interest of the Company and its shareholders to obtain highly qualified candidates to (1) serve as members of the Board of Directors and (2) hold the offices of President and Chief Executive Officer of the Company. The Nominating Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Company's management in the best interests of its shareholders, customers, employees and other affected parties.

4. Responsibilities:

The responsibilities of the Nominating Committee shall include the following:

- A. Ongoing Pool of Candidates. The Nominating Committee shall develop a pool of potential candidates for consideration in the event of a vacancy on the Board of Directors or a vacancy in the offices of President and Chief Executive Officer, including nominees recommended by other directors, management, shareholders or third party search firms engaged by the Nominating Committee. Shareholders may contact the Nominating Committee via the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Nominating Committee so chooses.

B. Filling Opening Positions. In the event of an open seat (or anticipated open seat) on the Board of Directors or in the positions of President or Chief Executive Officer, the following selection process shall apply:

1. Establishment of a Search Committee. The Chairman of the Nominating Committee (which shall be the Lead Independent Director, as noted in Section 2 above, unless one does not exist or the Nominating Committee has determined otherwise) shall select two additional members of the Nominating Committee to act as a “Search Committee”.

2. Actions of the Search Committee. The Search Committee shall take the following actions with appropriate support and assistance from the Chairman of the Board, President and Chief Executive Officer (and the Chief Executive Officer will immediately assign a dedicated part-time secretary to assist the Search Committee in accomplishing these tasks):

i. Based on input received from all members of the Board of Directors, management, third party consultants and other relevant parties, define the requirements of the open position, including the skills, background, experience, etc. of qualified candidates;

ii. Solicit names of qualified candidates for the open position from members of the Board, management and other sources within the organization;

iii. Utilize the services of an outside search firm to develop a list of additional qualified candidates for the open position;

iv. Review the curriculum vitae (C.V.) of each qualified candidate;

v. Select qualified candidates for interview by the Search Committee and conduct such interviews; and

vi. Recommend one candidate to the full Nominating Committee to fill the open position (if more than one vacancy is being filled, the Nominating Committee will recommend a number of candidates equal to the number of open positions).

Notes: Candidates for election or appointment may include individuals already affiliated with the Company, but it is the intention of the Board of Directors that individuals outside of the Company also be evaluated for purposes of completing a full search for the most qualified candidate. Candidates suggested by shareholders will be considered in the process described above.

3. Vote of Nominating Committee. The Nominating Committee shall hold a meeting and vote on every candidate recommended to it by the Search Committee.

If the Nominating Committee approves the candidate(s) recommended by the Search Committee and the candidate(s) accepts, appropriate background checks will be conducted. If background checks are acceptable, the candidate will be invited to fill the open position.

It is the directive of the Board of Directors that every vacancy on the Board of Directors or vacancy in the offices of President and Chief Executive Officer will be filled only after a search for qualified candidates has been completed in accordance with the above-described selection process.

5. Final Approval:

For director nominees to be elected by the Stockholders, upon final approval of such nominations the Nominating Committee will instruct the Corporate Secretary to include each candidate's name in the Company's Notice of Annual Meeting of Shareholders at the appropriate time. For any nominee to fill a vacancy on the Board or a vacancy in the offices of President and Chief Executive Officer, the Nominating Committee will recommend such nominee to the full Board of Directors for a vote.

6. Orientation:

The Corporate Secretary with assistance with appropriate others will conduct a candidate orientation process at the appropriate time.

7. Meetings and Reports:

Meetings of the Nominating Committee will be held at the pleasure of the Chairman of the Nominating Committee at any time and as requested by the Corporate Secretary prior to the Company's annual preparation of its proxy statement to shareholders. The Nominating Committee shall give the Board of Directors a report of the Nominating Committee's activities and proceedings, as appropriate. The Nominating Committee will maintain written minutes of its meetings and actions taken therein, which will be filed with the minutes of the meetings of the Board of Directors.