

**GENTHERM INCORPORATED**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

[As adopted March 2018]

**Purpose**

The Corporate Governance Committee (the “Committee”) has been formed by the Board of Directors (the “Board”) of Gentherm Incorporated (the “Company”) to exercise general oversight over corporate governance policy matters of the Company, including to develop, recommend to the Board and monitor governance principles applicable to the Company, and in each case, any related matters required by applicable laws, rules and regulations.

The members of the Committee, as directors fulfilling their responsibilities hereunder, shall be fully covered by the exculpation and indemnification provisions applicable to the Company’s directors set forth in the Company’s Articles of Incorporation and Bylaws.

**Committee Membership**

The Committee shall consist of no fewer than two members, each of whom qualifies as an independent director under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”).

The Board shall appoint members of the Committee annually and shall serve for such term or until earlier resignation or removal. Such members will serve at the pleasure of the Board and may be removed by the Board at any time with or without cause. The Board shall designate the chair of the Committee. In the absence of the chair, the members present at a meeting may appoint an acting chair for such meeting.

**Meetings**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The agenda will be established by the chair, with input from management, other members of the Committee and the Board, as appropriate. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall invite such members of management to its meetings as it deems appropriate to assist it in carrying out its duties and responsibilities.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next regular meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

## **Committee Authority**

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge the Committee's duties and responsibilities set forth in this Charter.

The Committee shall have the sole authority to retain, obtain the advice of and terminate any external consultant, legal counsel or other advisor. The Committee shall have sole authority to approve the fees and other retention terms of such consultant, counsel or advisor, and shall be directly responsible for oversight of the work of any such person retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee. Notwithstanding the foregoing, the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder.

## **Responsibilities**

The Committee shall have the authority and responsibilities set forth below; provided, however, that the Committee may supplement or deviate from such activities as appropriate under the circumstances (except as otherwise required by applicable laws or rules). The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion (except as otherwise required by applicable laws or rules). The Committee also may, in its discretion, make recommendations to the Board and seek Board approval, to the extent permitted under applicable law and Nasdaq rules.

**1. Corporate Governance Guidelines.** To develop, review and reassess, and to monitor compliance with, the Company's Corporate Governance Guidelines, which shall include provisions regarding director responsibilities, director qualifications standards and other related matters. The Committee will recommend proposed changes to the Board for approval.

**2. Board Committees.** To review the Board's committee structure and to recommend any changes to such structure. Without limiting the ability of each committee established by the Board to review and make recommendations with respect to its own charter, the Committee will review and evaluate the charters of each such committee (including the Committee) and recommend any proposed changes to the Board for approval. In connection with the foregoing, the Committee shall consider the independence, qualification and experience requirements of Nasdaq and the rules and regulations of the Securities and Exchange Commission and other applicable law.

**3. Code of Business Conduct and Ethics.** To periodically review the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.

**4. Required Disclosures.** To review the disclosures regarding the Committee's responsibilities as set forth in the Company's proxy statement or other filings.

**5. Shareholder Proposals.** To review shareholder proposals regarding governance matters (excluding matters delegated to the Nominating Committee or Compensation Committee), whether required or otherwise, made for consideration at a shareholders' meeting, and to make recommendations to the Board as appropriate and/or delegate such responsibility to another committee of the Board, provided that any such proposal was made in accordance with the Company's Articles of Incorporation and Bylaws, as amended from time to time, and applicable law.

**6. Board and Committee Assessment.** To develop and oversee the process for annual evaluation of the Board and its committees, including the nature and duties of Board committees. The chair will receive comments from other Board committees following their respective self-assessments and report annually to the Board with an overall assessment of the Board's performance.

**7. Other Governance Policies.** To the extent such policies and documents address matters pertaining to the Committee's responsibilities, to periodically review the Company's Articles of Incorporation, the Bylaws, the Insider Trading Policy and other governance policies and documents, and to recommend any proposed changes to the Board for approval.

**8. Appointment of Executive Officers and Section 16 Filers.** To review and confirm the executive officers and Section 16 officers under the Securities Exchange Act of 1934, as amended, and annually recommend to the Board for approval.

**9. Stock Ownership Guidelines.** To establish, and monitor compliance with, stock ownership guidelines for the officers and directors.

**10. Shareholder Engagement.** To oversee management's involvement in shareholder engagement and discuss the Board's involvement therein.

**11. Director Onboarding and Education.** Oversee the Company's onboarding and orientation program for new directors and periodically review, and inform the Board regarding, director education opportunities.

**12. Corporate Responsibility.** To review and report to the Board on a periodic basis with regards to matters of corporate responsibility and sustainability performance, including potential long and short term trends and impacts to the Company's business of environmental, social, and governance issues, including the Company's public reporting on these topics.

**13. Charitable Contributions.** To review as necessary the Company's activities with respect to charitable contributions made at the request of, or on behalf of, executive officers or directors.

**14. General Authority.** To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.