

# **GENTHERM INCORPORATED AUDIT COMMITTEE CHARTER**

As amended February 2022

1. Members. The Audit Committee shall consist of at least three non-employee members of the Board of Directors (the “Board”) of Gentherm Incorporated (“Company”). Audit Committee members shall meet the independence and other membership standards promulgated by the Securities and Exchange Commission (“SEC”) and the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”).

Specifically, the Audit Committee shall consist of directors who (a) are "independent" as defined in the Nasdaq rules, (b) satisfy the independence criteria set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (subject to the exceptions provided in Rule 10A-3(c)), and (c) have not participated in the preparation of the financial statements of the Company or a current subsidiary of the Company at any time during the past three years. However, the Board may appoint one "non-independent director" to the Audit Committee for the reasons and under the conditions set forth in the Nasdaq rules.

Each member of the Company's Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and at least one member of the Audit Committee shall be considered a “financial expert”, having past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Audit 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, each as amended from time to time.

2. Purposes, Duties and Responsibilities. The Audit Committee shall represent the Board in discharging its responsibility relating to the accounting, reporting, and financial practices of the Company and its subsidiaries, and shall have general responsibility for oversight of internal controls and accounting and audit activities of the Company and its subsidiaries. Specifically, the Audit Committee shall:

(i) Be responsible for the appointment, compensation, oversight and retention of the independent registered public accounting firm (the “auditor”) engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such auditor will report directly to the Audit Committee.

(ii) Review with the auditor its audit procedures, including the scope, staffing, locations, reliance upon management, fees and timing of the audit, and the results of the annual audit examination and

any accompanying management letters, and any reports of the auditor with respect to interim periods.

(iii) Ensure the receipt of, and review, the written statement from the auditor of the Company concerning any relationships between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor as required under the applicable rules and regulations of the Public Company Accounting Oversight Board, and regularly assessing the independence of the auditor by actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity or independence of the auditor and for taking, or recommending that the Board take, appropriate action to oversee the independence of the auditor.

(iv) Review with the auditor and management the audited financial statements (including the related notes), the form of audit opinion to be issued by the auditor on the financial statements, and the disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”) to be included in the Company’s Annual Report on Form 10-K (the “Form 10-K”) before the Form 10-K is filed with the Securities and Exchange Commission (the “SEC”).

(v) Discuss with the auditor and management the matters required to be discussed by all applicable statements on auditing standards, as modified or supplemented. These discussions should include the auditor’s judgments about the quality of the Company’s accounting principles, applications and practices as applied in its financial reporting, including such matters as the consistency of application of the Company’s accounting policies, the clarity, consistency and completeness of the Company’s accounting information contained in the financial statements and related disclosures, and items that have a significant impact on the representational faithfulness, verifiability, neutrality and consistency of the accounting information included in the financial statements. Examples of items that may have such an impact are (1) selection of new, or changes to, accounting policies, (2) estimates, judgments and uncertainties, including critical audit matters as defined by the Public Company Accounting Oversight Board (3) unusual transactions, (4) accounting policies relating to significant financial statement items, including the timing of transactions and the period in which they are recorded, (5) significant adjustments, and (6) disagreements with management.

(vi) Based on the review and discussions described above, recommend to the Board whether the audited financial statements should be included in the Form 10-K for the last completed fiscal year for filing with the SEC.

(vii) Review with auditor and management the quarterly financial statements and the disclosure under MD&A to be included in the Company’s Quarterly Report on Form 10-Q (“Form 10-Q”) prior to the Company’s filing of Form 10-Q with the SEC.

(viii) Review with management, prior to issuance, any earnings release and any other presentations of the Company’s financial statements or financial guidance of the Company that includes materially new or revised financial information.

(ix) Approve all audit engagement fees and terms, pre-approve all audit and permitted non-audit and tax services that may be provided by the auditor and establish policies and procedures for the review and approval by the Audit Committee of all auditing services and permissible non-audit services (including the fees and terms thereof) to be performed by the auditor.

- (x) In consultation with the auditor, monitor the adequacy of the Company's internal controls, including any specific cybersecurity issues that could affect the adequacy of the Company's internal controls.
- (xi) Review significant changes in the accounting policies of the Company and accounting and financial reporting proposals that may have a significant impact on the Company's financial reports.
- (xii) Review and monitor the use of derivatives, including for foreign currency, and approve the decision by the Company and its subsidiaries to enter into swaps that are exempt from the requirements of central clearing and/or trading on a designated contract market or swap execution facility ("Exempt Swaps"), pursuant to the applicable regulations and rules (the "End-User Exception"), and to set appropriate policies governing use of swaps, Exempt Swaps, and the End-User Exception by the Company and its subsidiaries (the Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company's hedging policy).
- (xiii) Review any material pending legal proceedings involving the Company and other contingent liabilities.
- (xiv) Review and assess the adequacy of the Audit Committee Charter on an annual basis.
- (xv) Annually prepare a report to shareholders as required by the SEC, to be included in the Company's annual proxy statement.
- (xvi) Monitor the confidential employee hotline established for concerns regarding questionable accounting or auditing matters and take appropriate steps to investigate any such concerns.
- (xvii) Monitor fraud reporting from management and appropriate actions taken to investigate any confidential or other reporting of fraud.
- (xviii) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
- (xix) Review and assess the quality and effectiveness of the control and enterprise risk management processes established to monitor significant financial, credit, liquidity, environmental, insurance, legal, regulatory, cybersecurity and other risks or exposures.
- (xx) Review, in consultation with the auditor and internal audit, any material cybersecurity incidents and data breaches, and the Company's plans to mitigate cybersecurity risks and respond to data breaches.
- (xxi) Monitor the adequacy of the Company's internal controls related to any environmental, social and governance, and cybersecurity disclosures in SEC filings and other public disclosures.
- (xxii) Review and approve on an ongoing basis all related party transactions required to be disclosed pursuant to Item 404 of SEC Regulation S-K.

(xxiii) Monitor the adequacy of the Company's insurance and self-insurance policies.

(xxii) Engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties.

(xxiv) Determine the appropriate funding for payment of the auditor, Audit Committee counsel and advisors and other ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carry out the duties of the Audit Committee.

(xxv) Review with CFO and CEO the Internal Audit Director's annual performance evaluation and compensation.

(xxvi) Review resources, expertise, the appropriateness of internal audit's staffing, and the reporting of the internal audit department.

(xxvii) Review/Update the Internal Audit Charter on an annual basis.

(xxviii) Review scope of internal audit plan for upcoming year

(xxix) Review management's Special Disclosure for Conflict Minerals on an annual basis as a requirement of the Dodd-Frank Act.

3. Meetings. The Audit Committee shall meet as often as may be deemed necessary or appropriate in its judgment, generally four times each year, either in person or telephonically. The chair of the Audit Committee should develop the Committee agenda with the assistance of management. The Audit Committee shall meet in executive session with the auditor at least annually. The Audit Committee shall report to the full Board with respect to its meetings. The majority of the members of the Audit committee shall constitute a quorum.

The Audit Committee shall invite such members of management to its meetings, and have full access to the Company's management and employees, as it deems appropriate to assist it in carrying out its duties and responsibilities.

The Audit 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 Audit Committee will cause to be kept adequate minutes of its proceedings. Audit Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

4. Limitation on Scope of Responsibility. While the Audit Committee has the responsibilities and powers set forth in the Audit Committee Charter, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the auditor.

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