

GENTHERM INCORPORATED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As adopted August 12, 2020

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) has been formed by the Board of Directors (the “Board”) of Gentherm Incorporated (the “Company”) to seek qualified candidates for nomination or appointment to the Board and related succession planning matters, and 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, each as amended from time to time. In addition to the powers and responsibilities expressly delegated to the Committee by the Board through this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time.

Committee Membership

The Committee shall consist of no fewer than two members of the Board. The members of the Committee shall meet the independence standards promulgated by the Securities and Exchange Commission (“SEC”) and the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”).

The Board shall appoint members of the Committee annually and each member shall serve for such term or until earlier resignation, removal or death. 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, 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 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 no later than 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 director search firm, external legal counsel, consultant or other advisor. The Committee shall have sole authority to approve the fees and other retention terms of such search firm, 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 search firm, consultant, counsel or advisor 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. Director Nominations and Appointment. Based on criteria set forth below and in the Company's Corporate Governance Guidelines, (a) to identify and screen individuals qualified to become directors, (b) to approve, and recommend to the Board for nomination, persons for election to the Board at the annual meeting of shareholders, (c) to approve, and recommend to the Board for appointment, persons to fill any vacancies on the Board between annual meetings of shareholders, (d) to review and consider shareholder-recommended persons for nomination to the Board (based on the same criteria used to evaluate other director nominees) that are validly made in accordance with the Company's Articles of Incorporation and Bylaws, each as amended from time to time, and applicable law and (e) to consider, and recommend to the Board, the acceptance or rejection of resignation offers of directors in accordance with the Company's Corporate Governance Guidelines.

In connection with the foregoing, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and expertise in various areas. The Committee's general view is to consider re-nominating an incumbent director who continues to satisfy the Committee's criteria for membership on the Board, who the Committee believes will continue to make important contributions to the Board and who consents to continue his or her service on the Board. In determining whether to recommend a director for re-election, the Committee also shall consider the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company, the results of Board and Committee self-evaluations, any potential or actual conflicts of interest and other qualifications and characteristics set forth in this Charter and the Corporate Governance Guidelines. The Committee also shall consider and assess the independence of directors, including whether a majority of the Board is and would continue to be independent from management in both fact and appearance under applicable law and regulations.

If a vacancy on the Board occurs, the Committee will actively seek individuals qualified to become directors in accordance with this Charter and the Corporate Governance Guidelines. The Committee will recommend to the Board a qualified person to fill such vacancy.

The Board and Nominating and Corporate Governance Committee also desire to include highly qualified women and other diverse candidates in the pool of candidates considered for new or vacant directorships.

2. Review of Director Independence and Other Applicable Requirements for Committee Membership. To periodically evaluate the independence of each director and each Board committee member, and other applicable requirements for Board committee membership, as determined by the requirements of Nasdaq and the rules and regulations of the SEC, and make recommendations to the Board as appropriate.

3. Board and Committee Self-Assessment. To develop and oversee the process for annual self-evaluation of the Board and, to the extent desired, each of its standing committees, including as to the structure and duties of such committees and allocation of responsibilities, and to recommend to the Board any appropriate changes. The chair will receive comments from other committees following any self-assessments and report annually to the Board, with an overall assessment of the Board's performance and, if desired, the performance of individual directors.

4. Board and Committee Succession Planning. To review periodically the existing composition of the Board and to consider succession planning matters related to serving on the Board and Board committees, and the leadership roles thereof, and to make recommendations to the Board as appropriate.

5. Committee Composition. To review, and recommend to the Board, the membership and chair for each Board committee on an annual basis, or more frequent as appropriate. In connection with the foregoing, the Committee shall consider the independence, qualification and experience requirements of Nasdaq and the rules and regulations of the SEC and other applicable law.

6. Corporate Governance Guidelines. To annually review, 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.

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

8. 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 Corporate Governance Guidelines, the Restated Statement of Policy for Securities Trading by Company Personnel and other governance policies and documents, and to recommend any proposed changes to the Board for approval.

9. Voting Recommendations of Proxy Advisory Firms and Significant Shareholders. To review the governance and other applicable ratings and voting recommendations for shareholder meetings by key proxy advisory firms and, if appropriate, significant shareholders, and to review the underlying voting policies of such firms and, if appropriate, significant shareholders.

10. Required SEC Disclosures and Related Disclosures. To review the disclosures regarding the Committee's responsibilities as set forth in the Company's Annual Report on Form 10-K, proxy statement and other filings with the SEC, and to oversee similar disclosures to key proxy advisory firms and significant shareholders.

11. Shareholder Proposals. To review shareholder proposals regarding the nomination or appointment of directors and environmental, social and governance matters 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.

12. Shareholders' Meeting Matters. To review resolutions related to shareholders' meetings and to make recommendations to the Board as appropriate.

13. Officers, Executive Officers and Section 16 Filers. To review the determination of the Company's officers under the Bylaws, as amended from time to time, and its executive officers and Section 16 officers under the Securities Exchange Act of 1934, as amended, and annually recommend to the Board for approval.

14. Shareholder Engagement. To oversee the management's involvement in shareholder engagement and, as appropriate, oversee the Board's involvement in shareholder engagement.

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

16. Corporate Responsibility. To oversee, and review and report to the Board on a periodic basis regarding, the Company's development and implementation of programs related to matters of corporate responsibility and sustainability performance, including addressing potential short- and long-term trends and impacts to the Company's business of environmental, social, and governance issues, and reviewing the Company's public reporting on these topics in a formal report or otherwise.

17. Committee Evaluation and Charter Review. To conduct an annual evaluation of the performance of the Committee. The Committee also will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

18. 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.