

# **GENTHERM INCORPORATED TECHNOLOGY COMMITTEE CHARTER**

As amended February 2022

## Purpose of the Committee:

The Board of Directors (the “Board”) of Gentherm Incorporated (the “Company”) has established a Technology Committee (the “Committee”) whose purpose is to (1) review and oversee the Company’s overall technology strategy and investment in research and development and other technological and scientific goals and initiatives and (2) provide advice and expertise to Company personnel in identifying and analyzing new technologies, technical personnel, third party partners and possible acquisitions consistent with the Company’s overall strategic technology goals. 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. Further, the Committee may supplement or deviate from such activities as are appropriate under the circumstances, except as otherwise limited by applicable law or 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.

The Committee shall have direct access to, and complete and open communication with, all Company employees and members of management, including, but not limited to, those working with, or responsible for, technology. The Committee may retain independent technology and other advisors to assist it in the performance of its duties and responsibilities.

The Company’s Chief Technology Officer (CTO) shall report out the overall technology goals and achievements of the Company to the Committee on a regular quarterly basis in advance of, or during, regularly scheduled Committee meetings.

## Membership and Chairperson:

The Committee shall consist of a minimum of two members of the Board, but may consist of as many members as the Board deems appropriate. The Board shall select for membership those directors possessing technical backgrounds and/or expertise necessary to carry out the purpose of the Committee. A majority of the members of the Committee shall select one of the Committee members to act as the Chairperson of the Committee. In the absence of the chair, the members present at a meeting may appoint an acting chair for such meeting.

## Meetings and Reports:

While the Board expects the Committee to hold regular meetings at least four times each year, actual meeting times and locations will be determined by the Chairperson of the Committee;

provided, however, that additional Committee meetings will be held at such times as are requested by two or more members of the Committee or at such times as are requested by the Company's CTO, unless a majority of the Committee members object. The Committee shall invite such Company employees to join its meetings, including the CTO, as it deems appropriate. The Committee shall give the Board a report of the Committee's activities and proceedings, as appropriate. The Committee will maintain written minutes of its meetings and actions taken therein to be filed with the minutes of the meetings of the Board.

#### Responsibilities:

The Committee shall have the authority and responsibilities set forth below.

1. Technology Development. The Committee shall review, evaluate and make recommendations regarding the Company's technology roadmap, including its research and development activities, and monitor the performance of the Company's technology development in support of its overall business strategy.
2. Oversight of Technology and Innovation Initiatives. The Committee shall, as appropriate, provide guidance and make recommendations to the Board with respect to innovation or technology-related projects, investments and acquisitions that require Board approval.
3. Review of New Technologies. The Committee shall review with management certain new technologies and processes, as well as industry and competitive trends, that may have a material impact on the Company, including, without limitation, those related to product development, software development and matters related to product improvement that require significant change to the Company's strategy.
4. Technology Risks. The Committee shall assess the Company's risk associated with new product technology or significant innovations to existing product technology, including cybersecurity risks associated with such technology.
5. Digitalization. The Committee shall, as appropriate, provide guidance regarding the Company's ongoing strategic digitalization initiatives specifically related to product and product development activities.
6. Charter Review. The Committee shall review this Charter, at least annually, and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.
7. Committee Evaluation. The Committee shall perform an annual review of its performance, including a review of compliance with this Charter.