

**LEAR CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lear Corporation (“Lear” or the “Company”) shall (i) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; (ii) recommend to the Board director nominees for the next annual meeting of the stockholders of the Company; (iii) in the event of a vacancy on or increase in the size of the Board, recommend to the Board director nominees to fill such vacancy or newly established Board seat; (iv) recommend to the Board director nominees for each committee of the Board; (v) establish and review annually the Company’s Corporate Governance Guidelines and Code of Business Conduct and Ethics; and (vi) review potential conflicts of interest involving executive officers of the Company.

**II. Membership and Meetings**

The number of members of the Committee will be determined by the Board but in any event shall not be less than two members. Each member of the Committee shall meet, as determined by the Board in its reasonable business judgment, the independence requirements of applicable law, rules, regulations and stock exchange requirements, each as in effect from time to time. The members of the Committee shall be appointed by the Board. If a Committee chairperson is not designated by the Board, the members of the Committee shall designate a chairperson by majority vote.

The Committee shall meet at such times and from time to time as it deems necessary to fulfill its responsibilities. The Committee will have the authority to form subcommittees and delegate authority to such subcommittees when appropriate. The Committee shall regularly report to the Board.

Each director serving as a member of the Committee shall be indemnified with respect to such director’s service on the Committee pursuant to the Company’s by-laws and any contractual arrangements between such director and the Company providing for director indemnification.

**III. Committee Authority and Responsibilities**

The authority and responsibilities of the Committee shall include:

1. Recommending qualified director nominees to the Board for election or re-election at each annual meeting of stockholders and, in the event of a vacancy on

or increase in the size of the Board, recommending to the Board a director nominee to fill such vacancy or newly established Board seat.

2. Identifying, recruiting, screening, interviewing and selecting candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and considering management recommendations for director candidates.
3. Subject to approval by the Board, establishing and periodically reviewing criteria for Board membership and selection of new directors, including independence standards; and determining as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments.
4. Recommending to the Board candidates for membership on the various committees of the Board.
5. Developing and recommending to the Board a set of corporate governance guidelines as may be deemed necessary by the Committee to ensure that the Company effectively protects and enhances stockholder value.
6. Reviewing not less than annually the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommending any proposed changes to the Board for approval.
7. Evaluating the Committee's performance and the adequacy of its charter on an annual basis and recommending any proposed changes to the Board for approval.
8. Reviewing comments from all directors and reporting annually to the Board with an assessment of the performance of the Board as a collective body and not of directors on an individual basis, to be discussed with the Board following the end of each fiscal year.
9. Reviewing potential conflicts of interest involving executive officers (other than Chief Executive Officer) of the Company. Potential conflicts of interest involving the Chief Executive Officer or any director will be reviewed and decided by the Board.
10. Monitoring the orientation and training needs of directors and recommending action to the Board concerning such orientation and training needs where appropriate.
11. Considering the nomination by any stockholder of a candidate for election as a director of the Company, provided, that such stockholder nomination is made in accordance with the Company's by-laws. In addition, the Committee will consider recommendations by stockholders for directors to be nominated by the

Board, provided that any such recommendation complies with the procedures for nominations of directors by stockholders set forth in the Company's by-laws.

12. Evaluating the appropriateness and adequacy of the Company's Shareholder Rights Plan Policy and/or Shareholder Rights Plan, as applicable, not less than once every two years and recommending any proposed changes to the Board for approval.

The Committee also shall undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's by-laws or charter or by directive of the Board.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board.

The Committee shall have the sole authority to retain, approve the fees and other retention terms of, and terminate any director search firm, as it deems necessary for the fulfillment of its responsibilities. In addition, the Committee shall have the authority to retain, approve the fees and other retention terms of, and terminate legal and other advisors, as it deems necessary for the fulfillment of its responsibilities. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors.

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