

CEO Succession Planning Committee Charter

Purpose

The purpose of the CEO Succession Planning Committee (the “Committee”) is to provide assistance to the Board of Directors of Superior Industries International, Inc. (the “Board”) in fulfilling the Board’s responsibilities related to emergency CEO succession planning and unanticipated CEO transition, including but not limited to:

- Overseeing the Company’s emergency CEO succession planning;
- Establishing the criteria for and reviewing the qualifications of potential CEO candidates in the event of an unanticipated CEO vacancy;
- Reviewing the compensation and benefits for CEO candidates in the event of an unanticipated CEO vacancy;
- Reviewing and approving corporate goals and objectives relevant to CEO compensation in the event of an unanticipated CEO vacancy;
- Engaging in such other matters as may from time to time be specifically delegated to the Committee by the Board.
- Reporting its activities regularly to the Board in such manner and at such times as the Committee and the Board deem appropriate, but in no event less frequently than once each quarter.

Number of Directors

The Committee will consist of at least three directors, all of whom are independent as described in the Company’s Corporate Governance Guidelines. Exceptions for independence can be made when a director who would otherwise be deemed independent assumes the responsibilities of the CEO caused by an unexpected CEO vacancy

Nominating and Corporate Governance Committee and Board Appointment

The members of the Committee shall be appointed by the Board of Directors based on the recommendation of the Nominating and Corporate Governance Committee.

Designation of Committee Chair

The Board of Directors shall designate one member of the Committee as the Committee Chairperson.

Retain Outside Advisers

The Committee shall have the sole authority to retain, oversee, and terminate any consultant to assist in the execution of the Committee’s responsibilities, and shall have authority to approve the consultant’s fees and other retention terms. Prior to the retention of a compensation consultant or any other external adviser, the Committee shall assess the independence of such adviser, taking into consideration all factors relevant to such adviser’s independence, including factors specified in

Section 303A.0(c)(iv) of the New York Stock Exchange Listed Company Manual. The Company will provide for appropriate funding, as determined by the Committee, for payment and compensation to any such advisers.

No Set Number of Meetings

The Committee will meet as often as necessary to carry out its responsibilities.

Set Meeting Agenda

The Chair of the Committee will, in consultation with other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee.

Quorum

A majority of the members of the Committee shall constitute a quorum at Committee meetings.

Third Party Attendance at Committee Meetings

The Committee may, in the discretion of the Chairperson, invite any director, member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities to attend the Committee's meetings.