

**CHARTER OF THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
SUPERIOR INDUSTRIES INTERNATIONAL, INC.
Amended and Restated on November 3, 2015**

There shall be a committee of the Board of Directors (the “**Board**”) of Superior Industries International, Inc. (the “**Company**”) to be known as the Audit Committee (the “**Committee**”) with purpose, composition, authority, duties and responsibilities, as follows:

PURPOSE

The purpose of the Committee is to:

1. Assist the Board in oversight and monitoring of:
 - the integrity of the Company’s financial statements and other financial information provided by the Company to its shareholders and others;
 - the Company’s compliance with legal, regulatory and public disclosure requirements;
 - the independent auditors, including their qualifications and independence;
 - the Company’s systems of internal controls, including the Company’s Internal Audit function (“**Internal Audit**”);
 - treasury and finance matters;
 - enterprise risk management, privacy and data security; and
 - the auditing, accounting, and financial reporting process generally.
2. Prepare the committee report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement. The Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company’s financial statements. It is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”) and applicable rules and regulations. These duties are the responsibilities of management and the independent auditors.

MEMBERSHIP

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members. Each member shall be “independent” in accordance with applicable law, including the rules of the New York Stock Exchange (the “**NYSE**”) and the more rigorous SEC independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In accordance with NYSE audit committee requirements, each member shall be financially literate (or must become financially literate within a reasonable period of time of such member’s appointment to the Committee) and at least one member shall

have accounting or related financial management expertise, as such qualifications are interpreted by the Board. At least one member shall qualify as an “audit committee financial expert” as defined by applicable SEC rules. Without the approval of the Board, members of the Committee shall not serve simultaneously on the audit committee of more than two other public companies. The Chair of the Committee shall be designated by the Board. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

MEETINGS

The Committee shall meet as often as it deems appropriate, but at least quarterly, to perform its duties and responsibilities under this charter. The Committee shall meet at least quarterly with management, representative(s) of Internal Audit, and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately. The Committee shall meet with the independent auditors and management quarterly to review the Company’s financial information. The Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. On an annual basis, the Committee will establish or approve a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

AUTHORITY AND RESOURCES

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company’s expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

DUTIES AND RESPONSIBILITIES

In carrying out its purpose as described above, the Committee shall:

INDEPENDENT AUDITORS

1. Appoint, compensate, and oversee the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
2. Preapprove audit and permissible non-audit services to be provided to the Company by the independent auditors, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. The Committee delegates preapproval authority to the Chair of the Committee to approve any one or more individual audit or permitted non-audit services for which estimated fees do not exceed \$25,000 as well as adjustments to any estimated preapproval fee threshold up to \$25,000 for any individual service. The Chair of the Committee shall report any preapproval granted at the next scheduled meeting of the Committee. The Committee shall have the sole authority to

approve the hiring and firing of the independent auditors and all fees and terms of audit and non-audit engagements with the independent auditors, in each case as may be permissible and compatible with the auditors' independence. The Committee shall also review and approve disclosures with respect to non-audit services.

3. Review and provide guidance with respect to the external audit and the Company's relationship with its independent auditors by:

- reviewing the independent auditors' proposed audit scope, approach and independence;
- obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company that may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them;
- ensuring that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the Public Company Accounting Oversight Board) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; and
- reviewing reports submitted to the Committee by the independent auditors in accordance with applicable SEC requirements.

4. Obtain and review an annual report from the independent auditors describing (i) the independent auditors' internal quality control procedures and (ii) any material issues raised by the recent internal quality control review, peer review, or Public Company Accounting Oversight Board review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and steps taken to deal with any such issues.

5. Review the experience and qualifications of the senior members of the independent auditor's team.

6. Review and concur with the Company's hiring of employees of the independent auditors who were engaged on the Company's account.

7. Review the performance of the independent auditors on an annual basis.

8. Periodically discuss with the independent auditors (i) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements.

FINANCIAL REPORTING

9. Review with management and the independent auditors:

- the Company's annual audited financial statements, and related footnotes, and quarterly unaudited financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC.

- the independent auditors' audit of the annual financial statements and their report thereon.
- the accompanying management letter and any reports with respect to interim periods.
- any material changes to the Company's accounting principles and practices used in preparing financial statements to be filed with the SEC.
- any significant changes required in the independent auditors' audit plan.
- any difficulties or disputes with management encountered during the course of the audit.
- other matters related to the conduct of the audit that are to be communicated to the Committee under the auditing standards of the Public Company Accounting Oversight Board (United States).

10. Review with management, the independent auditors, and the Company's counsel, as appropriate, any legal and regulatory matters that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators.

11. Review and discuss earnings press releases prior to public disclosure, as well as financial information and earnings guidance provided to analysts and rating agencies.

12. Provide a report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC.

13. Oversee compliance with the requirements of the SEC for disclosure of auditors' services and audit committee member qualifications and activities.

14. Discuss with the independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters required to be discussed by Public Company Accounting Oversight Board (United States) Auditing Standard AU Section 380 ("The Auditor's Communication With Those Charged With Governance") and Rule 2-07 of SEC Regulation S-X ("Communication with Audit Committee"), as in effect at the time in the case of annual statements, and Statement on Auditing Standards No. 100, as in effect at the time in the case of quarterly statements.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

15. Review the adequacy of the Company's internal control over financial reporting and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations.

16. Consider and review with the independent auditors and representative(s) of Internal Audit the adequacy of the Company's internal controls and any related significant findings and recommendations of the independent auditors and internal auditors together with management's responses thereto.

17. Establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

INTERNAL AUDIT

18. Review and concur with the appointment, replacement, reassignment, or dismissal of any member of Company personnel deemed the “head of Internal Audit.”
19. Consider, in consultation with Internal Audit and the independent auditors, the audit scope and plan of the internal auditors and the independent auditors.
20. Review with representative(s) of Internal Audit and the independent auditors the coordination of the audit effort to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
21. Consider and review with management and Internal Audit:
 - Significant findings during the year and management’s responses thereto.
 - Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information.
 - Any changes required in the planned scope of their audit plan.
 - Internal Audit budget and staffing.

MANAGEMENT DISCUSSIONS

22. Review with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints regarding the Company’s financial statements or accounting policies.
23. Periodically review separately with each of management, the independent auditors, and representative(s) of Internal Audit (i) any disagreements between management and the auditors in connections with any audits, (ii) any difficulties encountered during the course of audits, including restrictions in scope or access to required information, and (iii) management’s response.
24. Consider and approve, if appropriate, significant changes to the Company’s accounting principles and financial disclosure practices as recommended by management and the independent auditors. Review with management and the independent auditors, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
25. Inquire about the application of the Company’s accounting policies and its consistency from period to period, and the compatibility of these accounting policies with GAAP, and, when applicable, the provisions for future occurrences that may have a material impact on the financial statements of the Company.
26. Review and discuss with management the program that management has established to monitor compliance with the Company’s Code of Conduct.
27. Review and discuss with management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.

28. Review annually the independent auditors' letter of recommendations to management and management's responses.
29. Review any management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issues.
30. Review with management and the independent auditors the sufficiency and quality of the staffing (internal or otherwise) of Internal Audit and other financial and accounting personnel of the Company.

TREASURY, FINANCE AND STATUTORY REORGANIZATION

31. Review periodically the capital structure of the Company, and, when necessary, recommend to the Board transactions or alterations to the Company's capital structure.
32. Review and approve the Company's treasury resolutions, expenditure authorization, statutory mergers, dissolutions, liquidations, conversions, reorganizations and the like.
34. Periodically review matters pertaining to the Company's investment practices for cash management, foreign exchange, investments, and derivatives.
35. Review and approve special transactions or expenditures as specifically delegated by the Board, or such other special transactions or expenditures not specifically delegated by the Board if determined by the Committee that approval by the full Board is not necessary or convenient, such as transactions that require relatively rapid decisions.
36. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations), leases and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves, or significant components of revenues or expenses.
37. Review and discuss with management any equity investments, acquisitions, and divestitures that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves, or significant components of revenues or expenses.
38. Review and discuss with management the Company's effective tax rate, adequacy of tax reserves and significant tax developments.

RISK OVERSIGHT, PRIVACY AND DATA SECURITY

39. Review and discuss with management:
 - management's program to identify, assess, manage, and monitor significant business risks of the Company, including financial, operational, privacy, security, business continuity, legal and regulatory, and reputational risks; and
 - management's risk assessment and risk management decisions, policies, practices, and activities.
40. Review and discuss with management the Company's privacy and data security risk exposures, including:

- the potential impact of those exposures on the Company's business, operations and reputation;
- the steps management has taken to monitor and mitigate such exposures;
- the Company's information governance policies and programs; and
- major legislative and regulatory developments that could materially impact the Company's privacy and data security risk exposure.

41. Regularly report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.

OTHER

42. Provide an open avenue of communication between Internal Audit, the independent auditors and the Board.

43. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.

44. Evaluate the Committee's performance on an annual basis.

45. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate.

46. Establish policies and procedures for the review and approval of related party transactions. Review, provide prior approval or ratify related party transactions (as defined in applicable SEC rules) and report to the full Board any approved transactions.

47. Delegate, in its discretion, any of its responsibilities to the extent allowed under applicable law.

48. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.