



SUPERIOR INDUSTRIES INTERNATIONAL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

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I. PURPOSE OF THE COMMITTEE

The Nominating and Corporate Governance Committee (the “Committee”) assists the Board of Directors (the “Board”) by:

1. Identifying qualified individuals to become directors;
2. Recommending to the Board qualified director nominees for election at the stockholders’ annual meeting;
3. Recommending membership on the Board committees;
4. Recommending a set of Corporate Governance Guidelines;
5. Overseeing annual self-evaluations by the Board; and
6. Making recommendations to the Board on best practices and regulatory developments in corporate governance.

The Committee may form and delegate authority to subcommittees when it deems it appropriate.

II. MEMBERSHIP AND QUORUM

1. **Membership.** The Committee shall have at least three members, and shall consist solely of directors deemed by the Board to be independent and who meet the independence requirements of the NYSE and the SEC. The Committee shall, in its sole discretion, have the authority to reduce the number of members to two on a temporary basis.
2. **Quorum.** Two members of the Committee shall constitute a quorum. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.

III. MEETINGS

The Committee shall meet at least twice annually or as often as necessary to carry out its responsibilities. 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. Any Committee member may request that the Chairperson of the Committee call a meeting. The Chairperson of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting. The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Committee must file the minutes of all Committee meetings in the Company records and submit them to the Board of Directors.

IV. DUTIES AND RESPONSIBILITIES

1. Director Nominees. The Committee shall recommend director nominees for election at the stockholders’ annual meeting. A director nominee shall meet the director qualifications specified in the Company’s Corporate Governance Guidelines, including that the director nominee possesses personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term

interests of the Company's stockholders. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:

- a) Board and committee meeting attendance and performance;
 - b) experience, skills and contributions that the existing director brings to the Board; and
 - c) independence.
2. Board Size. The Committee shall review the Board's structure and performance and recommend to the Board for its approval any increase or decrease in the size of the Board as necessary for the Board to fulfill its responsibilities. In the event that a director vacancy arises or the Board otherwise decides to expand its size, the Committee shall develop a pool of potential, qualified director candidates for consideration and make a candidate recommendation to the Board for (i) appointment by the Board to serve the remainder of the term of the director position that is vacant or (ii) election at the next stockholders' annual meeting. The Committee or members of the Committee shall participate in recruiting, screening, interviewing and selecting candidates for directors to fill any such vacancies and meet the additional needs of the Board. The Committee is committed to actively seek out highly qualified women and diverse candidates as director nominees.
 3. Appointment of New Chair. In the event that the Chairperson of the Board or Lead Director or Chairperson of a Committee of the Board resigns or the Board otherwise decides to appoint a new Chairperson of the Board or Lead Director or Chairperson of a Committee, the Committee shall identify a qualified director to recommend to the Board for appointment to serve as Chairperson of the Board, Lead Director, or Chairperson of the Committee as applicable, until the next stockholders' annual meeting.
 4. Board Membership Criteria. Subject to approval by the Board, the Committee shall establish and periodically review criteria for Board membership and the selection of new directors, including independence standards, and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board.
 5. Search Firm Engagement. The Committee shall have the sole discretion and authority to retain or dismiss any search firm to assist in identifying director candidates; to retain outside counsel and/or any other internal or external advisors to advise the Committee or to assist the Committee in the performance of its functions; and to approve all related fees and retention terms.
 6. Recommendation to the Board for Appointment of Committee Members and Chairs. The Committee shall review the Board's committee structure and recommend to the Board for its approval the directors to be appointed as members and chairs of each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, skills, attendance, performance and contributions, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director to be appointed to fill the vacancy.
 7. Stockholder Recommended Director Candidates. Following the provisions set forth in the Corporation's Bylaws and Proxy Statement, the Committee shall establish procedures for stockholders to recommend director candidates whose qualifications the Committee will consider.
 8. Corporate Governance Guidelines. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review annually, or more frequently if appropriate, the Corporate Governance Guidelines approved by the Board and recommend any

proposed changes to the Board for approval.

9. Corporate Governance Updates. The Committee shall stay informed about issues related to corporate governance, including regulatory and public policy developments and best practices that may impact Company stakeholders, and shall make such reports and recommendations to the Board as the Committee determines is appropriate.
10. Board Self Evaluation Process. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported as the Committee deems appropriate to the Chairperson of the Board or Lead Director, the Chief Executive Officer and if necessary, to the relevant committee chair.
11. Committee Self Evaluation. The Committee shall annually review its own performance through a self-evaluation process and shall present the results to the Board.
12. Code of Conduct. The Committee shall review annually, or more frequently if appropriate, the Code of Conduct and recommend any proposed changes to the Board for approval. The Committee shall oversee the Company's compliance with laws and policies regarding anti-corruption, antitrust and human rights.
13. Election of Board Chair. The Committee shall be responsible for initiating and managing the process for election of the Chairperson of the Board or the Lead Director in compliance with the Company's Corporate Governance Guidelines.
14. Charter Review. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. Director Orientation and Continuing Education. The Committee shall review and oversee director orientation and continuing education programs.
16. Delegation of Authority. The Committee shall review annually, or more frequently, if appropriate, the Board of Directors Delegation of Authority policy and recommend any proposed changes to the Board for approval.