

GENTHERM INCORPORATED

MERGERS AND ACQUISITIONS COMMITTEE CHARTER

[As adopted May 2018]

Purpose

The Mergers and Acquisitions Committee (the “M&A Committee”) has been formed by the Board of Directors (the “Board”) of Gentherm Incorporated (the “Company”) to (1) review the Company’s strategy regarding mergers, acquisitions, investments and dispositions with management periodically, but not less often than annually, (2) review proposed mergers, acquisitions, investments or dispositions of material assets or a material portion of any business involving a total estimated purchase price or investment (with such threshold of “material” as determined by the Board from time to time) (“Major Transactions”), (3) approve and/or make recommendations to the Board to approve Major Transactions, as appropriate, and (4) oversee the post-closing analysis of Major Transactions.

The members of the M&A 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. In addition to the powers and responsibilities expressly delegated to the M&A Committee by the Board through this Charter, the M&A Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time.

Committee Membership

The M&A Committee shall consist of not less than three members of the Board. A majority of the members of the M&A Committee are required to meet the independence standards promulgated by the Securities and Exchange Commission and the listing standards of Nasdaq Stock Market, Inc. The Board shall appoint members of the M&A Committee annually and they shall serve for such term or until earlier resignation, removal or death. Such members will serve at the pleasure of the Board and may be removed by the Board at any time with or without cause. The Board shall designate a chair of the M&A Committee. In the absence of the chair, the members present at a meeting may appoint an acting chair for such meeting.

Any member of the M&A Committee may abstain from voting on any investment, acquisition or divestiture transaction in which he or she has, or may have, a conflict of interest. In such event, the Board may appoint an interim member of the M&A Committee for purposes of considering and/or approving such transaction, such interim member to serve only for such purpose.

Meetings

The M&A Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The agenda will be established by the chair, with input from management, other members of the M&A Committee and the Board, as appropriate. The M&A Committee shall invite such members of management to its meetings, and have full access to the Company’s management and employees, as it deems appropriate to assist it in carrying out its duties and responsibilities.

The M&A Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The M&A Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next regular meeting of the Board. M&A Committee members will be furnished with copies of the minutes

of each meeting and any action taken by unanimous consent.

Authority and Responsibilities

The M&A Committee shall have the authority and responsibility to:

- Review with management the Company’s strategy for Major Transactions and related financing considerations, not less often than annually.
- Review with management the material details of any proposed Major Transaction, including how such transaction fits with the Company’s strategic plans and transaction strategy, transaction timing, important transaction milestones, financing, key risks and opportunities, and the integration plan. In connection with such review, the M&A Committee has the following authority and responsibilities:
 - Tier 1 Major Transactions: For Major Transactions having an estimated purchase price or value (which, for dispositions, will mean book value) of less than the Tier 1 Maximum (as established by the Board from time to time) (“Tier 1 Major Transactions”), the M&A Committee shall review and, as deemed appropriate, approve such Major Transactions and report such determination promptly to Board; provided, however, that the M&A Committee shall have the discretion to require full Board approval for any Tier 1 Major Transaction.
 - Tier 2 Major Transactions: For Major Transactions having an estimated purchase price or value in excess of the Tier 1 Maximum (“Tier 2 Major Transactions”), the M&A Committee shall review and make recommendations to the Board regarding such Major Transactions, but shall not have authority to approve such Tier 2 Major Transactions.
 - Non-Major Transactions. For clarity, transactions that do not meet the definition of a Major Transaction do not require approval by either the M&A Committee or the Board.
- Provide the Board such additional information and materials as appropriate to assist the Board in its evaluation, understanding or oversight of any Major Transaction and related matters.
- After the consummation of any Major Transaction, evaluate the execution, the financial performance and integration of such Major Transaction, including relative to information presented by management in connection with the approval of such transaction and the Company’s strategic objectives.
- Review and reassess this Charter periodically and submit any recommended changes to the Corporate Governance Committee for consideration.

Notwithstanding the foregoing, nothing in this charter or in any Board-adopted resolution or policy regarding criteria for determining Major Transactions shall modify any duty expressly reserved for the Board under the Company’s Articles of Incorporation or under applicable law and the M&A Committee shall not have the authority to approve or adopt, or recommend to the shareholders of the Company, any action or matter expressly required by law to be submitted to the shareholders of the Company for approval.

Delegation of Duties

The M&A Committee may delegate its authority to the chair when it deems such delegation appropriate and in the best interests of the Company. In fulfilling its responsibilities, the M&A Committee

shall also be entitled to delegate any or all of its responsibilities to a subcommittee of the M&A Committee, to the extent consistent with the Company's governing documents and applicable law.

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