

**STONERIDGE, INC.  
CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Adopted March 4, 2004**

**A. Purposes of the Committee**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Stoneridge, Inc. (“Company”) are to:

- identify individuals qualified to become Board members and to recommend to the Board the director nominees for each annual meeting of shareholders;
- recommend to the Board qualified individuals to fill vacancies on the Board;
- review and recommend to the Board qualifications for committee membership and committee structure and operations;
- recommend to the Board directors to serve on each committee;
- develop and recommend to the Board a set of corporate governance policies and procedures in compliance with the Sarbanes-Oxley Act of 2002 and other rules and regulations relating to corporate governance;
- oversee compliance and approve waivers of the Company’s Code of Business Conduct and Ethics and Code of Conduct for Senior Financial Officers (as applicable); and
- lead the Board in its annual review of the Board’s performance.

**B. Composition of the Committee**

The Committee shall consist of no fewer than three directors, each of whom shall be independent as defined by applicable listing standards of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed by and serve at the pleasure of the Board. Vacancies on the Committee may be filled by the Board, and members of the Committee may be removed only by the Board.

**C. Meetings and Procedures of the Committee**

The Committee shall meet at least twice annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting. Committee members may suggest the inclusion of matters for the agenda. The Chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee. The Committee may form subcommittees of not fewer than two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee may meet in executive session outside the presence of the Company's executive officers.

Following each of its meetings, the Committee shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings.

#### **D. Committee Responsibilities**

The Committee shall have the following responsibilities:

(i) **Selecting Directors and Committee Members**

a. The Committee shall establish criteria for determining director independence, which, as a minimum, shall comply with the definition of "independent director" in the NYSE listing standards, as in effect from time to time, and submit such criteria for Board approval and inclusion in the Company's annual proxy statement.

b. The Committee shall determine, and review with the Board on an annual basis, the desired skills and characteristics for Board members as well as the composition of the Board as a whole. This assessment should consider members' qualification as independent, as well as diversity, age, skill and experience in the context of the needs of the Board. The Committee shall conduct searches for prospective Board members whose skills and characteristics reflect those desired and may consider candidates proposed by the Chief Executive Officer. The Committee shall select prospective Board members who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who the Committee believes will be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the stockholders.

b. The Committee shall make recommendations to the Board regarding all nominees for Board membership.

c. The Committee shall annually recommend to the Board a slate of nominees for election at the annual meeting of the Company's shareholders.

d. The Committee shall review and recommend to the Board qualifications for committee membership and committee structure and operations in compliance with any regulatory requirements.

e. The Committee shall recommend directors to serve as committee members and a Chairperson for such committee. In recommending directors, consideration should be given to rotating committee members and Chairpersons periodically.

(ii) Evaluating the Board and Management

a. The Committee shall develop, administer and oversee an annual performance review of the Board that includes input from all directors.

b. The Committee shall work with the other committees to ensure an effective and consistent process for annual committee reviews.

c. The Committee shall oversee the annual evaluation of management.

(iii) Performing Management Succession Planning

a. The Committee will work with the Board to nominate and evaluate potential successors to the position of CEO.

b. The Committee shall make an annual report to the Board concerning succession planning.

(iv) Overseeing the Corporate Governance Guidelines

a. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

b. The Committee shall advise the Board (as a whole) on corporate governance matters.

(v) Performing Appropriate Additional Activities

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

**E. Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate this Charter and its performance hereunder. The Committee shall deliver to the Board a report setting forth the results of its evaluation.

**F. Outside Advisors**

The Committee may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.