COMMERCIAL VEHICLE GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (these "Guidelines") have been adopted by the Board of Directors (the "Board") of Commercial Vehicle Group, Inc., a Delaware corporation (the "Company"), to assist the Board in the exercise of its duties and responsibilities. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision-making, both at the Board and management level, with a view to enhancing long-term shareholder value. The Board intends for these Guidelines to serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. Accordingly, these Guidelines should be interpreted in the context of, but are not intended to change, applicable federal and state laws, rules and regulations, including but not limited to the General Corporation Law of the State of Delaware, the listing standards and requirements of The NASDAQ Stock Market, Inc. ("NASDAQ"), and the Company's Amended and Restated Certificate of Incorporation ("Certificate") and By-Laws ("By-Laws"), each as amended and restated and in effect from time to time.

A. Role of the Board of Directors

The business and affairs of the Company shall be overseen by or under the direction of the Board, except as may otherwise be provided by applicable law and the Company's Certificate and By-Laws.

B. Board Structure, Membership and Service

1. Size of the Board. The Company's Certificate and By-Laws provide that, subject to the rights of the holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, the number of directors which shall constitute the Board of Directors shall be fixed from time to time by resolution adopted by the affirmative vote of two-thirds of the total number of directors then in office. Currently, by resolution duly adopted by the Board, the number of directors is set at seven (7). The Board believes that it works best when it acts as a relatively small "working" group, leading to meaningful participation by all directors in the Board's discussions and decision-making processes. The Board, with the assistance and recommendations of the Nominating, Governance and Sustainability Committee (the "Governance Committee"), will periodically review the size of the Board to determine whether any changes are appropriate, with the goal of maintaining a Board membership that provides the necessary expertise and independence but that is not too large to function efficiently.

2. Independent Directors. A majority of the Board shall be comprised of "independent" directors, as that term is defined from time to time by the listing standards of

NASDAQ, as well as the definition of independence under all other applicable laws, rules and regulations, including but not limited to the federal securities laws and the rules and regulations promulgated thereunder. In assessing whether a director is independent, the Board must make an affirmative determination that such director has no relationship with the Company that would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director. In making this determination, the Board shall take into account all relevant facts and circumstances that the Board deems material to a determination of independence and will make a determination, in its business judgment, whether a director has any relationship which would interfere with that director's independent judgment in carrying out the responsibilities of a director. The Board may adopt categorical standards of director independence that establish guidelines to assist the Board in determining what relationships could interfere with a director's independent judgment and thus impact a director's independence.

3. **<u>Selection of Director Nominees</u>.** All candidates for director shall be evaluated and recommended for nomination by the Governance Committee, except as otherwise provided in the Certificate and/or By-Laws. The Governance Committee is responsible for developing the selection criteria for director candidates from time to time and reviewing with the Board such criteria and the appropriate skills and characteristics required of Board members in the context of the then-current composition of the Board. At a minimum, the Governance Committee must be satisfied that each director has, among other qualifications, a combination of (a) experience as a senior officer in a public or substantial private company, (b) breadth of knowledge about issues affecting the Company and/or its industry, (c) expertise in finance, logistics, manufacturing, law, human resources, cybersecurity, environmental, diversity and inclusion or marketing, in each case on a national or international scale, and (d) personal attributes that include integrity and sound ethical character, absence of legal or regulatory impediments, absence of conflicts of interest, demonstrated track record of achievement, ability to act in an oversight capacity, appreciation for the issues confronting a public company, adequate time to devote to the Board and its committees and willingness to assume broad/fiduciary responsibilities on behalf of all stockholders.

The Governance Committee is committed to an inclusive culture and endorses equal opportunity principles and practices that support these values. Accordingly, the Governance Committee may consider whether a potential nominee, if elected, assists in achieving a mix of board members that represent a diversity of background and experience which will allow the directors, taken as a group, to fulfill the Board's responsibilities.

4. **<u>Individual Director's Responsibilities</u>**. All directors are expected to set aside sufficient time in their schedules to fulfill their duties to the Company and its stockholders. All directors are expected to comply with the Company's policies, procedures, practices, and codes of conduct, including, without limitation, the Company's Code of Conduct, Insider Trading Policy, Anti-Corruption Policy, and Conflict of Interest Policy, and any and all other applicable guidelines, as amended or implemented from time to time, with respect to ethics and business conduct.

5. **<u>Service Limits on Boards and Committees</u>**. The Board does not believe that it should establish term limits with respect to service on the Board or any committee of the Board (each, a "<u>Committee</u>"), as it believes there is a significant advantage in maintaining the experience and insight into the Company and its operations that directors gain over time. In addition, the Board does not believe that a fixed retirement age for directors is appropriate. Term limits and mandatory retirement policies hold the disadvantage of forcing the Board to lose the contributions of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, have provided increasing contributions to the Board as a whole. As an alternative to term limits and a mandatory retirement age, the Governance Committee, in conjunction with the Chairman of the Board and the Chief Executive Officer, will evaluate each director annually in connection with whether such director should be re-nominated to the Board, and at such other times as may be appropriate. This will also allow each director the opportunity to confirm his desire to continue as a member of the Board.

In addition, the Board does not believe that it should set a predetermined limit on the number of other boards of directors or similar governing bodies on which a director may serve. However, the value of Board members who can provide a wider perspective and best practices learned in other directorships must be balanced against the time commitment that service on the Board entails. To enable the Governance Committee to assess potential conflicts of interest, if any, or potential interlocking directorships, each director must notify the Chairperson of the Governance Committee (or the Chief Executive Officer in the event the person providing such notification is the Chairperson of the Governance Committee) in advance of accepting an invitation to serve as a member on another board of directors.

6. New Director Orientation. New directors shall receive an orientation through a combination of presentations by management (or its designees) and written materials. This process will assist new directors in acquainting themselves with the Company's business and its policies.

7. Director Education. The Company shall provide appropriate information to directors regarding changes in the Company's business and industry as well as the responsibilities of directors in fulfilling their duties.

8. Change in Principal Occupation. Company officers who also serve as directors must tender their resignations from the Board at the same time that they retire or resign from the Company.

9. Stock Ownership Guidelines. To further align the interests of directors with stockholders, the Board has established minimum Stock Ownership Guidelines that apply to all directors and to key executive officers and management employees. Each person covered under these Stock Ownership Guidelines must own a minimum amount of shares of Common Stock of the Company, which amount depends on whether the director is a non-employee director, a key officer, or a management employee. The Compensation Committee of the Board will from time to time review and monitor compliance with these Stock Ownership Guidelines and will recommend any proposed changes to the Board.

C. Board Leadership

1. Role of Chairman of the Board. The Chairman of the Board shall chair each Board meeting. In his or her absence, the Bylaws shall govern who will chair the Board meeting.

2. Selection of the Chairman of the Board and the Chief Executive Officer. The Board is responsible for selecting and appointing the Chairman of the Board. The Board is free to choose its Chairman in any way that it deems best for the Company and its stockholders at any given point in time. The Board is also responsible for selecting and appointing the Chief Executive

Officer, who may, at the discretion of the Board, also be the Chairman of the Board. While the Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer, the Board believes that the current separation of offices, with the Chairman of the Board being an independent, non-executive director, is optimal at present as it allows the Chief Executive Officer to devote his full attention and energy to the challenges of managing the business, while the Chairman of the Board facilitates Board activities and the flow of information between management and directors.

3. **Meetings of Independent Directors**. The independent directors will meet separately, in executive session, without management directors as often as they deem necessary or appropriate, but not less than two times per years, to discuss such matters as they deem appropriate. The Chairperson of the Governance Committee will chair such executive sessions of the independent directors and lead such discussions. The independent directors may request that Company personnel, consultants and/or other advisors make presentations or participate in discussions at any such executive sessions.

D. Board Procedures

1. **Access to Information, Management, and Employees**. The directors shall have complete access to the Company's executive officers, senior management, and other employees. In addition, the directors shall have complete access to any information about the Company that they deem necessary or appropriate to carry out their duties. The directors will use proper judgment and discretion to ensure that such access is not unnecessarily distracting to the business operations of the Company.

2. **Access to Advisors**. The Board and its Committees shall have complete access to the Company's outside legal, accounting, financial and other advisors. In addition, the Board and its Committees shall have the authority, at the expense of the Company, to retain such independent legal, accounting, financial, and other advisors as the Board or any Committee deems appropriate without management approval.

3. **Ethics**. The Board expects all directors, as well as officers and employees, to act ethically at all times and to adhere to the Company's policies, procedures, practices, and codes of conduct, including, without limitation, the Company's Code of Conduct, Anti-Corruption Policy, Conflict of Interest Policy, and any and all other guidelines and policies, as amended or implemented from time to time, with respect to ethics and business conduct adopted from time to time.

4. Conflicts of Interest. A director's other relationships, including business, family, or those with non-profit entities, may occasionally give rise to the perception that the director has a material personal interest on a particular issue involving the Company. If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, the director is required to disclose such conflict promptly to the Board. The Board will determine an appropriate resolution on a case-by-case basis. Directors will recuse themselves from any discussion or decision affecting their personal, business, or professional interests.

5. No Loans or Personal Services. The Company will not make any personal loans or extensions of credit to directors or executive officers. No director (other than management directors) or family member of a director may provide personal services for compensation to the Company.

6. Self-Evaluation. The Board and each Committee will perform a self-evaluation on an annual basis. The Governance Committee is responsible to report annually to the Board an assessment of the Board's performance. The assessment will include a review of the Board's overall effectiveness and the areas in which the Board or management believes the Board can make an impact on the Company. The purpose of the evaluation is to increase the effectiveness of the Board as a whole, not to focus on the performance or operate as a critique of individual Board members.

7. Compensation. A director who is also an officer or employee of the Company should not receive any additional compensation for his services as a director. The level of compensation of non-employee directors shall be evaluated and recommended by the Compensation Committee and approved by the Board from time to time. The Company believes that compensation for non-employee directors should be competitive in order to attract and maintain a qualified Board, and should promote increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, stock options or other equity-based compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation, except as permitted under any standards of director independence approved from time to time by the Board upon the recommendation of the Governance Committee. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board. In addition, each director must inform the Board of any compensatory arrangement, whether for cash compensation, non-cash compensation or any other payment obligation, between such director and any of the Company's stockholders in order to allow the Company to comply with its disclosure obligations pursuant to the NASDAQ listing standards.

E. Board and Committee Meetings

1. Attendance and Preparation. All directors are expected to attend and actively participate in all meetings of the Board (and of any Committees on which they serve), either in person or telephonically, unless exigencies prevent them from attending. Directors are expected to prepare for each meeting by reviewing materials provided to them in advance of the meeting.

2. **Schedule**. The Board and each Committee will meet as frequently and for such duration as needed for the directors to properly discharge their responsibilities. The Board believes that regular meetings of the Board and its Committees at appropriate intervals are desirable for the performance of their responsibilities. The Board shall have regularly scheduled meetings no less frequently than quarterly, and each Committee shall set up regularly scheduled meetings as appropriate. The Board and each Committee shall annually prepare a schedule of regular Board and Committee meetings and timely notify the Board or the relevant Committee members of any changes in the schedule.

Special meetings of the Board or any Committee may be called at any time by the Chairman of the Board or on the written request of any two or more directors or Committee members, as applicable, subject to the provisions of the By-Laws. The Board or any Committee may hold some of its meetings telephonically, as time and circumstances dictate. The Board or any Committee may also take action from time to time by unanimous written consent.

3. **Agendas and Minutes.** The Chairman of the Board, with the recommendations and assistance of the Chief Executive Officer, shall establish the agenda for each Board meeting and distribute the agenda in advance of the meeting to each member of the Board. Board members may add items to be included on the agenda for any meeting and may raise at any meeting subjects that are not on the agenda for that meeting.

The chairperson of each Committee shall establish and arrange for the distribution of an agenda to each Committee member in advance of a Committee meeting. Committee members may add items to be included on the agenda for any meeting and may raise at any meeting subjects that are not on the agenda for that meeting, provided that such items or subjects must be consistent with the purpose, duties and responsibilities of such Committee.

Minutes shall be kept of each meeting of the Board and each Committee. The chairperson of the Board and the chairperson of each Committee shall designate a person to act as secretary of each meeting upon the commencement of such meeting; in the absence of such designation, the Secretary of the Company shall act as the secretary of each meeting of the Board and the Committees.

4. **Advance Materials**. To the extent practicable, the Company shall deliver to each member of the Board or any Committee, in advance of each meeting of the Board or such Committee, all materials and information relating to the matters to be considered at that meeting.

5. **Attendance of Senior Management Personnel**. Senior management personnel and other non-directors may attend meetings of the Board or any Committee at the invitation of the Chairman of the Board or of the Chief Executive Officer, or the Chairman of that Committee, as appropriate. It is anticipated that the Chief Financial Officer (if he or she is not also a director) of the Company will attend all or part of each Board meeting, except for any portion of a Board meeting held in executive session. The Board encourages the Chairman of the Board and the

Chief Executive Officer to bring managers into Board meetings who (a) can provide additional insights into the items being discussed, (b) have future potential that the Chief Executive Officer believes should be given exposure to the Board, or (c) will enhance the flow of meaningful financial and business information to the directors.

F. Committees

1. Standing Committees. The Board currently has three standing Committees: the Audit Committee, the Compensation Committee and the Governance Committee. The Board may establish additional Committees from time to time to facilitate and assist in the execution of its responsibilities. These Committees shall generally address issues that, because of their complexity, technical nature, time requirements, or corporate governance principles, cannot be adequately or appropriately addressed at meetings of the entire Board. The Board may dissolve a Committee at any time to the extent consistent with applicable law, the By-Laws, and the NASDAQ listing standards.

2. Responsibilities of Committees. Each Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the next Board meeting following a Committee meeting. The purposes, duties and responsibilities of each Committee shall be as set forth in the charter for such Committee approved by the Board.

3. Committee Assignments. The members of each Board Committee and each Committee's respective chairperson shall be appointed by the Board based upon the recommendation of the Governance Committee, provided that each Committee shall have no less than three members.

4. Qualifications of Members. The Audit, Compensation and Governance Committees shall consist of directors who are "independent," as defined from time to time by NASDAQ listing standards and the Securities Exchange Act of 1934, as amended and the rules and regulations thereunder (the "Exchange Act"). Audit Committee members shall also meet the financial competency requirements of the NASDAQ listing standards and the Exchange Act. A member of the Audit Committee who is designated as an "audit committee financial expert" shall also meet the financial competency requirements of the Exchange Act. Each Committee charter shall set forth any additional membership requirements.

G. Responsibilities of the Board

1. Generally. The Company's business is conducted by its employees, officers, and managers under the management and direction of the Chief Executive Officer. The primary responsibilities of the Board are to exercise its business judgment to act in what the directors reasonably believe to be the best interests of the Company and its stockholders through the oversight of the Company's management and the monitoring of the Company's business for the enhancement of the long-term interests of the Company and its stockholders. In addition, the Board also performs a number of specific functions, including:

- reviewing and, where appropriate, approving the Company's fundamental business and financial objectives and strategies and major business and operating plans, and monitoring the implementation and execution thereof;

- reviewing and, where appropriate, approving significant actions and transactions by the Company;

- nominating directors, reviewing the structure and operation of the Board, and overseeing effective corporate governance;

- selecting, evaluating, and approving, through the Compensation Committee, the compensation of the Company's Chief Executive Officer and the other executive officers based on a compensation philosophy that ensures a close alignment between the interests and activities of our executives and stockholders;

- selecting, evaluating, and compensating the Company's independent auditors and pre-approving the engagement terms and the provision of any audit and non-audit services provided by such firm for the Company, through the Audit Committee;

- assuring processes are in place for maintaining the integrity of the Company, including the integrity of its financial statements and other public disclosures and compliance with law and ethics; and

- considering the impact of Company actions and Board decisions on the Company's other stakeholders, including its customers, employees, suppliers, and the communities where it operates.

2. **Management Succession**. The Board, with assistance from the Governance Committee, will plan for the succession to the positions of Chairman of the Board and the Chief Executive Officer as well as certain other senior management positions. To assist the Board, the Chief Executive Officer will periodically provide the Board with an assessment of succession and development plans for senior executive officers. The Board may from time to time ask the Compensation Committee to undertake specific review concerning management succession planning.

3. **Financial Reporting, Legal Compliance and Ethical Conduct**. The Board's governance and oversight functions do not relieve the Company's executive management of its primary responsibility for preparing financial statements which accurately and fairly present the company's financial results and condition. Executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

4. **Annual Meeting Attendance**. All members of the Board of Directors are expected to attend the Company's Annual Meeting of Stockholders unless an emergency or other urgent, unexpected circumstance prevents them from doing so.

5. **Communications by Stockholders**. Any stockholder who wishes to communicate directly with the Board, any Committee, or any specific director may do so by directing a written request addressed to such director or directors through the Chairperson of the Governance Committee, in care of the Company's head of the Legal Department at the Company's principal executive offices.

6. <u>Communications with Institutional Investors, Analysts, Press and Customers</u>. The Board believes that management generally should speak for the Company, with responsibility for maintaining open communication with the Company's stockholders and other constituencies. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but directors should do this with the knowledge of management and, absent unusual circumstances or as contemplated by Committee charters, only at the request of management.

H. Policy on Stockholder Rights Plans

The Board shall seek and obtain prior stockholder approval of any new stockholder rights plan; provided, however, that the Board may adopt a stockholder rights plan without prior stockholder approval if, under the circumstances, a majority of the independent directors, in the exercise of their fiduciary duties, deem it to be in the best interests of the Company and its stockholders to adopt a stockholder rights plan without the delay in adoption that would arise from obtaining stockholder approval. If the Board so adopts a stockholder rights plan without obtaining prior stockholder approval, the Board will submit the stockholder rights plan to the stockholders for ratification and approval within one year of the Board's adoption of the plan; otherwise, the stockholder rights plan will automatically expire, without being renewed or replaced, on the first anniversary of the adoption of the stockholder rights plan by the Board. If presented by the Board for stockholder approval at a meeting of the stockholders and not approved by the stockholders, the plan will expire upon the certification of the voting results of such stockholders meeting.

I. Clawback Policy

The Board of Directors has adopted a revised clawback policy stating that, if any Section 16 officer of the Company or any member of the executive leadership team, defined as the CEO and his/her direct reports, engages in any fraud, misconduct, bad-faith action, or intentional or unintentional errors or omissions that, directly or indirectly, causes a material accounting restatement of previously filed financial statements for any period as to which a performance based award or other equity grant was made based on the financial results that the Company subsequently restates, such award in excess of what would have been paid without the restatement, made to the Section 16 officers and executive leadership team, shall be subject to reduction, cancellation or reimbursement to the Company, on an individual or collective basis, at the Board's discretion.

J. Policy on Hedging Transactions

The Board expressly prohibits directors, officers, and employees from engaging in any form of hedging or monetization transactions with respect to Company securities, such as zero-cost collars, prepaid variable forwards, equity swaps, exchange funds, and forward sales contracts, which allow a director, officer, or employee to lock in much of the value of such person's shares, often in exchange for all or part of the potential for upside appreciation of those shares given that these transactions allow the director, officer, or employee to continue to own the covered shares, but without the full risks and rewards of ownership.

K. **Policy on Margin Accounts and Pledges**

The Board expressly prohibits directors, officers, and employees from holding Company securities in a margin account or pledging Company securities as collateral for a loan as securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when securities issues could be present, the Board believes that directors, officers, and other employees should not hold Company securities in a margin account or pledge Company securities as collateral for a loan. An exception to this prohibition may be granted in the discretion of the Board of Directors or the Governance Committee, where the shares are pledged as collateral for a loan (but not for a margin account) if the director, officer, or employee clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities.

L. **Review of These Guidelines**

The Governance Committee shall periodically, but no less than annually, review these Guidelines and recommend appropriate changes to the Board.