Last Amended: March 2019

COMPENSATION COMMITTEE

CHARTER

The Compensation Committee of Commercial Vehicle Group, Inc. (the "Corporation") has overall responsibility for evaluating the executive compensation plans, policies, and programs of the Corporation and recommending such plans, policies and programs to the full Board of Directors.

The Committee shall develop a compensation policy that creates a direct relationship between pay levels and corporate performance and return to shareholders and monitor the results of such policy to establish compensation payable to the Corporation's executives that provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholders, particularly when compared to the returns received by the shareholders of the Corporation's principal competitors.

The Committee shall have the authority to delegate responsibility for the day-to-day management of executive compensation payable to the officers of the Corporation.

Organization

The Corporation's Board of Directors shall select three or more of its members to serve as members of the Committee. Each member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine.

Each member of the Committee must qualify as a "non-employee director" for purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") . In addition, each member shall be "independent" within the meaning of the applicable listing rule of the NASDAQ Stock Market (the "NASDAQ Listing Rules"), including the compensation committee composition requirements of the NASDAQ Listing Rules; provided, however, that one person who is not independent, as defined in the applicable listing rules of the NASDAQ Listing Rules, including the compensation committee composition requirements of the NASDAQ Listing Rules, and is not a current officer or employee of the Corporation or a family member of an officer or employee, may be appointed to the Committee if the Board of Directors, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Corporation and its shareholders. A member appointed under this exception may not serve longer than two years.

The following persons shall not be considered "independent":

(a) a director who is, or at any time during the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation;

(b) a director who accepted, or who has a Family Member who accepted any payments from the Corporation or any parent or subsidiary of the Corporation in excess of

$120,000 during any period of twelve consecutive months within the current or any of the past three fiscal years, other than the following: (i) compensation for board or board committee service; (ii) payments arising solely from investments in the Corporation's securities; (iii) compensation paid to a Family Member who is a non-executive employee of the Corporation or a parent or subsidiary of the Corporation; (iv) benefits under a tax-qualified retirement plan, or non-discretionary compensation; or (v) loans permitted under Section 13(k) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or successor provision. Family Member means a person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home;

(c) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation as an executive officer;

(d) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, other than the following: (i) payments arising solely from investments in the Corporation's securities; or (ii) payments under non-discretionary charitable contribution matching programs;

(e) a director who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Corporation serve on the compensation committee of such other entity;

(f) a director who is, or has a Family Member who is, a current partner of the Corporation's outside auditor, or was a partner or employee of the Corporation's outside auditor who worked on the Corporation's audit at any time during any of the past three years; or

(g) a director who has a relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Compensation Committee.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate, and at least three times a year. The agenda of each meeting will be prepared by the Vice President of

Human Resources on behalf of the Chairman of the Committee and, whenever reasonably practicable, circulated to each member prior to the meeting date.

Specific Responsibilities

To fulfill its responsibilities and duties the Committee shall:

- Review, approve and determine the compensation of the Chief Executive Officer and all other Executive Officers, including evaluating:
    - CEO performance (together with the full Board);
    - annual base salary levels;
    - annual incentive opportunity levels;
    - long-term incentive opportunity levels;
    - employment agreements, severance arrangements, and executive retirement plans, in each case as, when, and if appropriate; and
    - any special or supplemental benefits.
- Review compensation plans to ensure that they meet corporate objectives. The Chief Executive Officer (and other Executive officers) may not be present during voting or deliberations on his (their) compensation as required under Rule 5605(d)(l)(c).
- Review and approve periodically the goals and objectives relevant to the compensation of the Chief Executive Officer and the Corporation's other executive officers, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- Oversee the design and administration of equity-based and incentive compensation plans and programs.
- Produce a report on executive compensation for inclusion in the Corporation's annual proxy statement in accordance with applicable rules and regulations promulgated under the Exchange Act.
- Consider and recommend to the Board the frequency of the Corporation's advisory vote on executive compensation and consider the results of the advisory votes on executive compensation matters and approve or recommend to the Board, as applicable, the changes, if any, to the Corporation's executive compensation policies, practices and plans that may be warranted as a result of any such vote.
- Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by the rules of the Securities and Exchange Commission, and based on such review and discussion, recommend to the Board of Directors whether the CD&A should be included in the Corporation's annual proxy statement.

- Review and assess risks arising from the Corporation's compensation policies and practices.

- Review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors.

- Have such other responsibilities and perform such other duties as shall be specifically delegated to the Committee by the Board of Directors from time to time.

Procedural Matters

One-third of the members, but not less than two, will constitute a quorum. A majority of the members present, at any meeting at which a quorum is present, may act on behalf of the Committee. The Committee will meet at such times as shall be determined by its Chairperson, or upon the request of any two of its members. The Chairperson will preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board of Directors. The Committee may meet by teleconference or videoconference by means of which all persons participating in the meeting can hear one another and may take action by written consent.

Outside Advisors

The Committee shall have the authority to retain, approve the fees and other retention terms of, and terminate any compensation consultants, legal counsel and other advisors, as it deems necessary for the fulfillment of its responsibilities. Prior to the selection of a compensation consultant, legal counsel or other advisor, the Committee shall assess the independence of such advisor, taking into consideration all relevant factors, including the factors specified in the NASDAQ Listing Rules with respect to advisor independence and Rule 5605(d)(3)(D), and shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor.

The Corporation will provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors and for the ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.