

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

NOMINATING / CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE

The Nominating / Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) in fulfilling its responsibility with respect to:

- A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board, and recommending candidates to the Board i) for directorships to be filled by the Board, or ii) to be nominated for election by the shareholders;
- B. Reviewing not less than annually the Company’s Corporate Governance Guidelines and Code of Business Conduct and recommending appropriate changes to the Board for approval.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” in accordance with the Independence Guidelines established by the Board and the rules of the New York Stock Exchange (“NYSE”) and to meet all other requirements of law.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee. The Chairman shall be a voting member of the Committee. The Chairman will chair all meetings and participate in setting the agendas for Committee meetings in consultation with the other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to Committee members sufficiently in advance of each meeting to permit meaningful review.

III. MEETINGS

The Committee shall hold regularly scheduled meetings each year, normally on a calendar quarter basis, or more frequently as may be required. The Chairman of the Board or any member of the Committee may request a meeting of the Committee. All meetings may be held telephonically. A majority of the Committee shall constitute a quorum and a majority of the members in attendance when a quorum is present shall decide any matter properly brought before the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. Meetings of the Committee and actions taken by the Committee may be conducted or taken in any manner that is authorized by the governing documents of the Company for the proper conduct of a Board meeting or effective action by the Board, respectively.

The Committee may invite to its meetings individuals it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee shall have the resources and authority appropriate to discharge its oversight role, including the authority to retain advisors or to delegate related duties to subcommittees. The Committee shall have the sole authority to retain and terminate a consultant or search firm to be used to identify director candidates, including sole authority to approve the search firm or consultant's fees and other retention terms.

Board Selection, Composition and Evaluation

1. In consultation with the Chairman and consistent with the criteria approved by the Board, identify individuals qualified to become directors and recommend candidates to the Board (i) for directorships to be filled by the Board, or (ii) to be nominated for election by the shareholders.
2. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
3. Consider questions of independence and possible conflicts of interest of members of the Board and corporate officers.
4. Oversee evaluation of the Board and management as provided in this Charter.

Committee Selection and Composition

5. In consultation with the Chairman of the Board, recommend to the full Board (i) members of the Board to serve on Board committees, and (ii) changes to committee membership. In making recommendations, consider the criteria for committee service as set forth in the applicable committee charter and other factors the Committee deems relevant.
6. In consultation with the Chairman of the Board, recommend to the full Board members of the Board to serve as Chair of the Board committees for full Board approval.

Corporate Governance and Ethics

9. Review at least annually the Company's Corporate Governance Guidelines and Code of Business Conduct and recommend appropriate changes to the Board for approval.
10. Review at least annually the charters of each of the standing committees of the Board and recommend appropriate changes to the Board for approval. This review shall be in addition to the review of the Committee's Charter as described in Section V below.

Continuity / Succession Planning Process

11. Oversee and approve the management continuity planning process. Review and evaluate the succession plans of the CEO and other corporate officers and, in consultation with the Chairman of the Board, make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Sustainability Program

12. Oversee the Company's policies, strategies and performance related to sustainability matters and corporate social responsibility. Review these matters with management, at least annually, and provide updates to the Board.

Reports

13. Report to the Board at the Board's next regularly scheduled meeting following meetings of the Committee, and recommend action by the Board as appropriate. The report to the Board may be an oral report by the Chairman of the Committee or any other Committee member.
14. The Secretary of the Board shall maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION/CHARTER

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.