

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED CHARTER

I. PURPOSE

The Technology Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in overseeing and providing advice and counsel to the Company on matters relative to product, process and system technology.

II. STRUCTURE AND OPERATIONS

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 a majority vote of the full Committee. The Chairman will chair all meetings and participate in setting the agendas for Committee meetings in consultation with other Committee members, 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 necessary. 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 to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate 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.

Innovation and Technology Approaches and Plans

Review and make recommendations to the Board and the Company concerning the Company's strategy relative to technology matters, including, among other things, the following:

1. Maintain awareness of market demands for technology advancements relative to powertrain, drivetrain and driveline components and systems and related products;
2. Review the Company's product portfolio from a technology perspective and identify technology gaps;
3. Make recommendations relative to the internal development or external acquisition (purchase/license/other) of needed or desired technology;
4. Review technology opportunities as potential ways to increase productivity, efficiency, quality and warranty performance and to support other operational and corporate goals and objectives of the Company; and
5. Monitor risks associated with the Company's product portfolio and innovation and technology plans.

Reports

5. 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.
6. 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.