



Nominating and Corporate Governance Committee Charter

Purpose

- The Nominating and Corporate Governance Committee is appointed by the Board of Directors to help identify individuals qualified to become board members.
- To recommend director nominees to the Board and independent directors to fill vacancies or to nominate for election at each annual meeting of shareholders.
- To recommend a position profile describing criteria for director nominees.
- When and as requested by the Board, to develop, recommend to the Board, and assess corporate governance policies and practices for Gentex.

Committee Membership

The Nominating and Corporate Governance Committee will be composed entirely of directors who satisfy the definition of "independent" under the listing standards of the Nasdaq Global Select Market ("Nasdaq"). The Nominating and Corporate Governance Committee members, including a chairperson, will be appointed by the Board and can be removed by the Board in its discretion. The Nominating and Corporate Governance Committee shall have authority to delegate any of its responsibilities as the Nominating and Corporate Governance Committee may deem appropriate.

Meetings

The Nominating and Corporate Governance Committee shall meet as often as its members may deem necessary to perform the Nominating and Corporate Governance Committee's responsibilities.

Committee Authority and Responsibilities

Director Candidates and Funding. The Nominating and Corporate Governance Committee may, to the extent it deems necessary or appropriate, retain a search firm to identify director candidates. The Nominating and Corporate Governance Committee may determine and retain any such search firm, including approval of the firm's fees and other retention terms. The Nominating and Corporate Governance Committee may, to the extent it deems necessary or appropriate, retain other advisors. Gentex will provide for appropriate funding for a payment of compensation to any search firm or other advisors employed by the Nominating and Corporate Governance Committee.

Corporate Governance. The Nominating and Corporate Governance Committee will periodically (and as and when requested by the Board) assess, develop, and communicate with the Board concerning corporate governance policies and practices, including with respect to any Corporate

Governance Guidelines. The Board shall retain authority with respect to all such policies and practices.

Reporting to the Board, The Nominating and Corporate Governance Committee will be required to make reports to the Board when and as requested by the Board and will propose any necessary action to the Board as contemplated herein. The Nominating and Corporate Governance Committee will periodically review and reassess the adequacy of this Charter not less than annually and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee will, from time to time, evaluate its own performance.

Effective February 19, 2015

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