



Executive Committee Charter

Purpose

The Board of Directors has appointed the Executive Committee (the "Committee") to act with the full authority of the Board, in intervals between meetings of the Board, except to the extent such authority has been limited in this Charter.

Membership

The Committee shall be composed of three or more directors appointed by the Board of Directors, one of whom shall be designated by the Board of Directors as the Chair. Each member of the Committee shall be an "Independent Director" as defined by Nasdaq Listing Rules, except that the Chief Executive Officer may be appointed as a member of the Committee. The Board may remove any member from the Committee at any time with or without cause.

Authority and Responsibilities

The Committee shall, subject to limitations imposed by applicable legal and regulatory requirements, exercise all powers and authority of the Board when the Board is not in session, except that the Committee shall not have power or authority to:

- Amend the Company's Articles of Incorporation;
- Amend the Company's Bylaws;
- Fill vacancies on the Board;
- Amend the charter of any committee of the Board;
- Adopt an agreement or plan of merger or consolidation;
- Recommend to the shareholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
- Recommend to shareholders a dissolution of the Company or a revocation of a dissolution;
- Declare a dividend; or
- Authorize the issuance of stock.

Additionally, the Committee shall not have power or authority to act on any matters that (1) are expressly delegated to other committees of the Board, (2) are under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action, or (3) under the Michigan Business Corporation Act or the Company's Articles of Incorporation or Bylaws cannot be delegated by the Board to a committee of the Board. The Committee may be delegated specific actions and authority from time to time by the Board.

The Committee will meet upon the call of its Chair but is not required to meet a minimum number of times each year. The presence of members of the Committee constituting a majority of the

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Committee's total authorized membership shall constitute a quorum for the transaction of business; provided that no quorum shall be deemed to exist unless the Chair of the Committee is present.

The Committee will make regular reports to the Board and propose any necessary action to the Board of Directors. The Committee will review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

The Committee may invite members of management or others to its meetings as it deems appropriate.

If at a meeting of the Committee a majority of members believes that any matter under consideration should be referred to the full Board for consideration, such matter shall be referred, and the Committee shall not act on such matter.

Advisors

The Committee has authority to engage consultants, advisors and legal counsel at the expense of the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

Scope of Responsibility

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, employees, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.