

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### COMMITTEE'S PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") assists the Board of Directors (the "Board") in identifying qualified individuals to become directors, recommends to the Board qualified director nominees for election at the stockholders' annual meeting, determines membership on the Board committees, recommends a set of Corporate Governance Guidelines, oversees annual self-evaluations by the Board and self-evaluates itself annually, and reports annually to the Board on the Chief Executive Officer ("CEO") succession plan.

### COMMITTEE MEMBERSHIP

The Committee shall consist of all members of the Board who meet the independence standards required by the New York Stock Exchange from time to time and such other requirements as are specified in the Company's Corporate Governance Guidelines. Committee members may be replaced by a majority vote of the independent directors of the Board.

### MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

### COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall recommend to the Board director nominees for election at the stockholders' annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
  - a) Board and committee meeting attendance and performance;
  - b) length of Board service;
  - c) experience, skills and contributions that the existing director brings to the Board; and
  - d) independence.
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.
4. A director nominee shall meet the director qualifications specified in the Company's Corporate Governance Guidelines, including that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders.

5. The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors to advise the Committee or to assist the Committee in handling investigations and approve all related fees and retention terms.
6. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy.
7. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review annually, or more frequently if appropriate, the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported as the Committee deems appropriate to the Chairman, the CEO and if necessary, to the relevant committee chairman.
9. The Committee shall annually review its own performance by distributing to its members a written self-assessment and shall present the results to the Board.
10. The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.
11. Any concerns regarding non-financial matters that are reported to the Anonymous Reporting Hotline that the Audit Committee refers to the Committee shall be reviewed and investigated by the Committee.
12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Adopted March 18, 2004

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Louis L. Borick

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Steven J. Borick

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Philip W. Colburn

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V. Bond Evans

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R. Jeffrey Ornstein

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Jack H. Parkinson

SUPERIOR INDUSTRIES INTERNATIONAL, INC.

CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of Superior Industries International, Inc., (“Superior” or “the Company”) previously established an Audit Committee. This Restated Charter of the Audit Committee (the “Charter”) restates the authority, responsibilities and specific duties of the Company’s Audit Committee (the “Committee”). This Charter is to be reviewed, and if appropriate, approved by the Board at least annually.

The purpose of the Committee shall be to assist Board oversight of the integrity of the Company’s financial statements, the Company’s compliance with legal and regulatory requirements, the independent auditor’s qualifications and independence and the performance of the Company’s internal audit function and independent auditors.

Primary responsibility for Superior’s financial reporting and internal controls is vested in Management. In performing its designated functions, described herein, the Committee shall not assume or diminish Management’s responsibility for the content of the Company’s financial statements or for other financial information disseminated by the Company.

ORGANIZATION

A. Composition

The Committee shall be composed of three or more directors designated by the Board. Whenever possible, the terms of the members of the Committee should be staggered to enhance the continuity of the Committee. Each member of the Committee shall be independent. To be independent, members of the Committee must meet the following criteria:

- Committee members are barred from directly or indirectly accepting any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries, other than in the member’s capacity as a member of the board of directors and any board committee;
- Committee members may not be “affiliated persons” (as defined by applicable SEC regulation) of the Company or any of its subsidiaries, apart from his/her capacity as a member of the board of directors or any board committee; and
- Committee members must meet the applicable independence requirements of the New York Stock Exchange.

Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee is to have accounting or related financial management expertise as determined by the Board in its business judgment. Committee members' backgrounds

should enable them to evaluate the information provided to them and ask relevant questions, when appropriate, to facilitate their understanding of such information. Each year, the Company shall disclose in its annual report whether or not at least one member of the Audit Committee is an "audit committee financial expert," as defined by SEC regulations.

B. Access and Resources

The Committee is to have unrestricted access to Superior's personnel and records and to the Company's external auditors, shall have authority to retain independent counsel and other advisers, and is to be given or have available to it the resources necessary to discharge its responsibilities.

C. Meetings

The Committee is to meet on a regular basis, at least quarterly, and may call additional meetings as required. Further, the Committee, at least once during the year, shall hold separate executive sessions individually with management, the internal auditors and the external auditors. A quorum of the Committee shall consist of a simple majority.

D. Minutes

Minutes of each meeting are to be prepared and given to Committee members. A permanent file of approved minutes is to be maintained by the individual designated as secretary for the Committee.

E. Reporting to the Board

At least quarterly, the Committee shall report to the Board regarding its activities. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall also review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

F. Indemnification

Each Committee member shall be indemnified by the Company to the maximum extent permitted by California law, the Company's Certificate of Incorporation, By-laws and resolutions of the Company's Board.

G. Compensation and Expense Reimbursement

The Committee shall be compensated for meeting attendance at a rate determined by the Board. Travel and other out-of-pocket expenses incurred by Committee members in connection with such meetings, shall be documented and reimbursed by Superior in accordance with the Company's expense reimbursement policies.

FUNCTIONS – EXTERNAL AUDIT MATTERS

A. Selection of External Auditors; Review Independence

The Audit Committee is responsible for the appointment, compensation, retention, oversight, and termination of the registered public accounting firm (including resolution of disagreements between management and the auditor regarding financial reporting) engaged to prepare or issue an audit report or other audit, review or attestation services. The auditor will report directly to the Audit Committee in accordance with New York Stock Exchange listing standards.

Periodically prior to completion of each annual audit, the Committee shall obtain a formal written statement from the external auditors that describes all relationships between the external auditors and the Company. The Committee is responsible for engaging in an active dialogue with the external auditors concerning any relationships or services disclosed in the statement that may impact the objectivity or independence of the outside auditors and for recommending that the Board take appropriate action in response to the external auditors' statement necessary to satisfy the Board of the external auditors' independence.

The Committee shall obtain and review at least annually a formal written report from the external auditor describing its internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

The Committee shall pre-approve all audit services and, subject to the *de minimus* exception provided under Section 202 of the Sarbanes-Oxley Act, all non-audit services by the Company's auditors and shall not engage the Company's external auditors to perform non-audit services proscribed by law or regulation. The Committee may delegate to any of its members the authority to grant pre-approvals, provided that any such pre-approval shall be presented to the full Committee at the next scheduled meeting. All approvals by the Committee for allowed non-audit services to be performed by the outside auditors shall be disclosed in the Company's periodic reports filed with the Securities and Exchange Commission as required by SEC regulations.

The Committee shall be responsible for review of the report of management on the Company's internal controls over financial reporting made in accordance with SEC regulations.

B. Review Annual Audit Plan

The Committee is to discuss with the Company's external auditors the overall approach to, and scope of, the audit examination with particular attention focused on those areas where any of the Committee, the Board, Management or the external auditors believe special emphasis is desirable or necessary. This review is to include a discussion of the effect of

significant changes in accounting principles, auditing standards and SEC reporting requirements on the scope of the audit.

C. Review Results of the Annual Audit

The Committee is to review the results of the annual audit. The Committee is to discuss the annual report on Form 10-K and other financial reports prepared by Management (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") filed with the SEC, the New York Stock Exchange or sent to stockholders, and the results of the audit with the Company's external auditors and Management.

The Company's external auditors shall communicate with the Committee as to the critical policies and practices of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, and all other material written communications between the Company's external auditors and management.

The Committee shall review management's disclosure as to the effectiveness of disclosure controls and procedures, all significant deficiencies in the design or operation of the internal controls, and any fraud, whether material or not, involving management or other employees who have a significant role in internal controls.

D. Review of Recommendations for Improvements

The Committee is to discuss with the external auditors their perception of strengths and weaknesses in the system of internal controls including the external auditors' recommendations for improvements and proposed timetable for implementation.

E. Quarterly Reviews and Discussions

Prior to filing with the SEC, the Committee shall review interim financial statements that have been reviewed by the Company's external auditors, and discuss with Management and the external auditors the interim financial information included in the Company's Form 10-Q.

The Committee shall review management's disclosure as to the effectiveness of disclosure controls and procedures, all significant deficiencies in the design or operation of the internal controls, and any fraud, whether material or not, involving management or other employees who have a significant role in internal controls.

F. Release of Material Financial Information

Prior to the public release of material financial information, the Committee shall discuss directly with the external auditors the results of their examination. Although not necessarily in advance, the Committee shall also discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

G. Review Second Opinion Issues

The Committee is to be notified by Management whenever a second opinion is sought from an independent public accountant.

H. Review Management Representation Letters

The Committee is to periodically review management representation letters given to the external auditors and may inquire of (i) Management as to any difficulties encountered in preparing the letter; and (ii) the external auditors as to any difficulties encountered in obtaining the letter.

FUNCTIONS – FINANCIAL REPORTING MATTERS

A. Related Party and Major Transactions

The Committee is to review material transactions, contracts and other agreements and their effects on the financial statements. In addition, Management is to inform the Committee of all related party transactions, including relationships and dollar volume (if applicable).

B. Status of Income and Other Tax Reserves and Significant Disputes with Taxing Authorities

The Corporate Secretary and Treasurer or the Chief Financial Officer are to report to the Committee on the status of all income and other tax reserves and deferrals and will update the Committee about new or ongoing disputes with taxing authorities.

C. Other Significant Reserves

The Committee is to inquire of Management as to the existence of and reasons for any other significant accounting accruals, reserves or estimates that have or may have a material impact on the financial statements.

D. Accounting Policies and Policy Decisions

The Committee is to review any significant new accounting policies and policy decisions and other significant reporting issues, such as significant changes in accounting estimates made by Management and shall be informed of the reasons for such policies and interpretations.



## FUNCTIONS – INTERNAL AUDITING MATTERS

### A. Personnel Decisions

The Committee is to review in advance, all personnel decisions regarding the Audit Services Department including, but not limited to, hiring, termination and compensation arrangements.

The Committee shall set clear hiring policies for employees or former employees of the independent auditors that meet SEC regulations and New York Stock Exchange listing standards.

### B. Audit Services Functions

The Committee is to periodically review the functions and goals of the Audit Services Department and may review its findings with Management. Possible topics include:

- proposed audit programs and their relationships to the external audit;
- proposed scope of any special projects or investigations;
- reports generated by the Audit Services Department, particularly as they relate to the system of internal controls, including perceived strengths and weaknesses, recommendations for improvement and proposed timetable for implementation. Where appropriate, these reviews may include members of Management so that the Committee can better assess the quality of the reports and recommendations prepared by Audit Services; and
- at least annually, the Committee is to review and if appropriate, approve the general goals set forth by the Audit Services Department for the coming year. This review is also to encompass the anticipated schedule of audits for the upcoming year.

## FUNCTIONS – OTHER MATTERS

### A. Review of Regulatory Reports

The Committee is to review with Management all significant reports sent to regulatory agencies, including all SEC reports.

### B. Receipt of Complaints

The Committee shall establish procedures for (1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

C. Notification of Management Fraud or Other Serious Breakdowns in Internal Control

The Committee is to be informed immediately by Management or the Audit Services Department, as appropriate, of any perceived, alleged or proven Management fraud or other serious breakdowns in internal control. Upon being informed by Management or the Audit Services Department of such a situation, the Committee shall:

- inform the Board; and
- oversee and approve Management's response to the situation.

D. Report of Audit Committee

The Committee is to prepare the Committee report to be included in the Company's annual proxy statement in accordance with SEC regulations.

E. Risk Assessment

The Committee shall review and discuss periodically the Company's policies with respect to risk assessment and risk management.

F. New York Stock Exchange Information

The Committee is to review and if appropriate, approve the annual written affirmation to be provided to the New York Stock Exchange, including the following matters:

- any determination of the Board regarding the independence of members of the Committee pursuant to the standards set forth in this Charter;
- the annual review and assessment of the adequacy of this Charter; and
- any other matter required by New York Stock Exchange listing standards.

Adopted December 5, 2003

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Louis L. Borick

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Steven J. Borick

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Sheldon I. Ausman

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Raymond C. Brown

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Philip W. Colburn

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V. Bond Evans

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R. Jeffrey Ornstein

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Jack H. Parkinson

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Rudy A. Schlais, Jr.

## COMPENSATION AND BENEFITS COMMITTEE CHARTER

### COMMITTEE'S PURPOSE

The purpose of the Compensation and Benefits Committee (the "Committee") is to have direct responsibility for the compensation of the Company's directors and officers and the other matters set forth below under "Committee Authority and Responsibility", including approving and evaluating the director and officer compensation plans, policies and programs of the Company and producing a compensation committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

### COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence standards required by the New York Stock Exchange from time to time and such other requirements as are specified in the Company's Corporate Governance Guidelines and shall be independent directors within the meaning of section 162(m) of the Internal Revenue Code of 1986.

The members of the Committee shall be directors of the Company and shall be nominated by the Nominating and Corporate Governance Committee and elected by a majority of independent directors of the Board of Directors. Committee members shall serve until a member resigns or is replaced by a majority vote of independent directors of the Board of Directors and their successor appointed. Committee members may be removed by a majority vote of independent directors of the Board.

### MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings can be called by any member of the Committee.

### COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall have the sole authority to retain and terminate any legal counsel or compensation or other consultant to be used to assist in the evaluation of director or executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal (on a non fee basis) or external legal, accounting or other advisors and the sole authority to approve the payment of the advisor's fees and other retention items. All fees and other retention items for compensation consultants, external legal, accounting or other advisors shall be paid by the Company.

2. *Chairman and/or the Chief Executive Officer.*

A. The Committee shall set corporate goals and objectives relevant to the Chairman's and/or the Chief Executive Officer's compensation. In determining the long-term incentive component of the Chairman and/or the Chief Executive Officer compensation, the Committee should consider the Company's performance and relative stockholder return, the awards given to the Company's Chairman and/or the Chief Executive Officer in past years, and the value of similar incentive awards to chairmen and/or the chief executive officers at comparable companies.. The Committee shall annually review and evaluate, including a written evaluation, the Chairman's and/or the Chief Executive Officer's performance in light of those goals and objectives. The Committee shall have the direct responsibility, either as a committee or together with other independent directors (as directed by the Board), to determine and approve the compensation level for the Chairman

and/or the Chief Executive Officer of the Company based on this evaluation, including: (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, and (d) any special or supplemental benefits except as provided in Paragraph 6 of this Charter.

*B.* The Committee shall also have sole authority on behalf of the Company to approve, amend or terminate any employment agreement or severance arrangement for the Chairman and/or the Chief Executive Officer of the Company.

3. *Other Executives.* The Committee shall have direct responsibility for annually reviewing and making recommendations to the Board regarding the compensation level for those executives of the Company named in the Form 10k, other than the Chairman and/or the Chief Executive Officer, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits except as provided in Paragraph 6 below. The Committee shall also have sole authority on behalf of the Company to approve, amend or terminate any employment agreement or severance arrangement for such other executives.
4. *Directors.* The Committee shall have the sole authority to approve, amend or terminate for directors (a) the annual compensation, and (b) any additional compensation for service on committees of the Board, service as a committee chairman, service as presiding director of the executive sessions of the Board, meeting fees or any other benefit payable by virtue of the director's position as a member of the Board of Directors, except as provided in Paragraph 6 below.
5. *Compensation and Benefit Plans.* The Committee shall have the direct responsibility for making recommendations to the Board regarding the approval, amendment or termination of incentive-compensation plans and equity-based plans, including any qualified equity-based plans, including the approval, amendment or termination of any tax-qualified plan or section 125 plan, except as provided in Paragraph 6 of this Charter. The Committee shall have the sole authority to appoint and remove various plan Trustees, appoint and remove members of the Administrative Committee; and to appoint and remove the Plan Administrator.
6. *Ratification Required by the Board.* The following shall be presented as a recommendation to the full Board and approved by the full Board: (i) any action, including, but not limited to, the adoption or amendment of any incentive-compensation plan and any equity-based plan, including any non-qualified equity compensation plan that is required by law or regulation to be submitted to the stockholders of the Company for approval, and (ii) any approval, amendment or termination of change in control agreements/provisions related to the directors or officers of the Company. In the event the recommendation of the Committee is not approved by a majority of independent directors of the Board, the recommended action must be returned to the Committee for further consideration. Any future Committee recommendation regarding such item must, again, be presented to the Board for its approval.

For the purpose of this Charter, a "non-qualified equity compensation plan" shall mean any plan that does not meet the requirements of Section 401(a) or 423 of the Internal Revenue Code, as amended or the definition of an "excess benefit plan within the meaning of Section 3(36) of the Employee Retirement Security Act.

7. *Annual Report.* The Committee shall have direct responsibility for producing a compensation committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
8. *Competitive Compensation Position.* The Committee shall annually review market data for appropriate peer companies to assess the Company's competitive position for each component of executive compensation (especially base salary, annual incentives, long-term incentives, and supplemental executive benefit programs).

9. *Cash Effect.* The Committee shall monitor the cumulative cash effect on the Company caused by bonus and other cash-based incentive plans of the Company, especially in relation to the Company's net income for the applicable year(s).
10. *Stock Ownership Policy.* The Committee shall establish and monitor the stock ownership policy with regard to the officers and directors of the Company and monitor compliance with this policy.
11. *Executive Session.* The Committee shall determine which officers of the Company or other visitors to invite to the Committee's meetings. In the sole discretion of the Committee, the Committee may meet in executive session at any time.
12. *Report to the Board.* Following each action by the Committee, the Committee shall make a report to the full Board at the next regularly scheduled meeting of the full Board.
13. *Charter Review and Self-Assessment.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance by distributing to its members a written self-assessment. The results of such self-assessment shall be presented to the Board of Directors at its next meeting.
14. *Delegation/Written Consent.* The Committee may form and delegate authority to subcommittees when it determines that such action is appropriate under the circumstances; and the Committee members may take action in the absence of a meeting by unanimous written consent of all members.
15. *Additional Activities.* The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and applicable law and regulation, as the Committee deems appropriate to carry out its assigned duties or as requested by the Board.

Adopted March 18, 2004

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Louis L. Borick

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