

LEAR CORPORATION

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Lear Corporation (“Lear” or the “Company”) is appointed by the Board to discharge the Board’s responsibilities relating to the compensation of Lear’s directors and officers. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company and reviewing the disclosure of such plans, policies and programs to the Company's shareholders in the Company's annual proxy statement.

II. Membership and Meetings

The number of members of the Committee shall be determined by the Board but in any event shall not be less than two members. The members of the Committee shall meet, as determined by the Board in its reasonable business judgment, the independence requirements of applicable law, rules and regulations, and stock exchange requirements, each as in effect from time to time. The members of the Committee shall be appointed by the Board. If a Committee chairperson is not designated by the Board, the members of the Committee shall designate a chairperson by majority vote.

In addition, a person may serve on the Committee only if he or she (i) is a “Non-Employee Director” for purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The Committee shall meet at such times and from time to time as it deems necessary to fulfill its responsibilities. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall regularly report to the Board.

Each director serving as a member of the Committee shall be indemnified with respect to such director’s service on the Committee pursuant to the Company’s by-laws and any contractual arrangements between such director and the Company providing for director indemnification.

III. Committee Authority and Responsibilities

The authority and responsibilities of the Committee shall include:

1. In consultation with management, establishing the Company's general policies relating to senior management compensation, and overseeing the development and implementation of such compensation programs.
2. Approving the annual and long-term performance goals for Lear's incentive plans.
3. Annually reviewing and approving corporate goals and objectives relevant to CEO compensation. The Committee will also annually evaluate the CEO's performance in light of those goals and objectives and set the CEO's compensation levels based on this evaluation.
4. Producing a report on executive compensation (the "Report") for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations promulgated under the Securities Act of 1933, as amended, and the Exchange Act. The Report shall provide full and complete disclosure of the Company's compensation policies applicable to Lear's executive officers.
5. Reviewing and making recommendations to the Board periodically with respect to the compensation of all non-employee directors, including any compensation under the Company's equity-based plans. The Committee will also monitor ownership compliance by its directors as required under the Company's stock ownership guidelines.
6. Evaluating the Committee's performance and the adequacy of its charter on an annual basis and recommending any proposed changes to the Board for approval.
7. With respect to the Company's senior management, (a) reviewing and approving base salary adjustments; (b) reviewing and approving management recommendations under the Company's annual incentive compensation program; (c) reviewing and approving management recommendations of performance share awards under the Long Term Stock Incentive Plan or any successor stock incentive plan (collectively, the "LTSIP"); (d) reviewing and approving management recommendations of stock option grants under the LTSIP; (e) reviewing and approving management recommendations of participants in non-qualified compensation and benefit plans; (f) reviewing and approving management recommendations for new compensation and benefit programs as well as modifications to existing compensation and benefit programs; and (g) monitoring ownership compliance as required under the Company's stock ownership guidelines.

The Committee also shall undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's by-laws or charter or by directive of the Board.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board. It is not the duty of the Committee to conduct

investigations or to resolve disagreements regarding compensation, if any, between the Company and its employees.

The Committee shall have the sole authority to retain, approve the fees and other retention terms of, and terminate any compensation consultant to assist in (1) the evaluation of director, CEO or senior executive compensation and (2) the review, if deemed necessary or appropriate by the Committee, of the Report. In addition, the Committee shall have the authority to retain, approve the fees and other retention terms of, and terminate any executive compensation, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors.

* * * * *

Effective November 10, 2005