

**TRW AUTOMOTIVE HOLDINGS CORP.**  
**CORPORATE GOVERNANCE AND NOMINATING**  
**COMMITTEE OF THE BOARD OF DIRECTORS**  
**CHARTER**

**(As Amended November 15, 2005)**

I. PURPOSE

The Corporate Governance and Nominating Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of TRW Automotive Holdings Corp. (the "Company") in fulfilling its responsibility to the shareholders, potential shareholders and investment community by fulfilling the Committee's responsibilities and duties as outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of two or more members of the Board of Directors.

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 of Directors.

Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

### III. MEETINGS AND ACTION BY WRITTEN CONSENT

The Committee shall meet as frequently as they deem advisable or may, in the alternative and in their discretion, act solely by written consent as expressly provided for under Delaware law. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All independent directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

### IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

#### Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, which criteria shall be approved by the Board.
2. Identify individuals, consistent with criteria approved by the Board and set forth in the Company's Corporate Governance Guidelines, believed to be qualified as candidates to serve on the Board and select, or recommend that the full Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders, management and directors and shall take into account all factors it considers appropriate.

Review and make recommendations to the full Board whether members of the Board should stand for re-election.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve.

3. Evaluate candidates recommended by shareholders in a timely manner. In that connection, the Committee may adopt such procedures for the submission of such recommendations by shareholders as it deems appropriate.

4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and be responsible for the process of identifying and evaluating possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. In connection with the Company's filings with the Securities and Exchange Commission, the Committee will make such disclosures about its director nominating process as are required by the applicable securities laws or regulations.
6. In coordination with the General Counsel of the Company, consider questions of independence, antitrust issues and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.
7. Oversee evaluation of the Board of Directors. The Compensation Committee of the Board of Directors will be responsible for overseeing the evaluation of management.

#### Corporate Governance

8. Periodically review and reassess the adequacy of the Company's corporate governance principles and recommend to the Board any changes in the corporate governance principles that the Committee considers necessary or valuable. The Committee shall conduct such reviews in such manner as it deems appropriate.

#### Reports

9. Report regularly to the Board. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
10. Maintain such records of meetings and activities of the Committee as they deem advisable.
11. Coordinate with the General Counsel of the Company with respect to activities of the Committee.

## V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.