



## Nominating Committee Charter

### Purpose

- The Nominating 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.

### Committee Membership

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

### Meetings

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

### Committee Authority and Responsibilities

The Nominating Committee may, to the extent it deems necessary or appropriate, retain a search firm to identify director candidates. The Nominating Committee may determine and retain any such search firm, including approval of the firm's fees and other retention terms. The Nominating 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 Committee.

The Nominating 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. The Nominating Committee will periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Nominating Committee will, from time to time, evaluate its own performance.