



## Corporate Governance Guidelines

### I. Purpose

These Corporate Governance Guidelines ("Guidelines") were adopted by the Board of Directors (the "Board") of TriMas Corporation ("TriMas" or the "Corporation") and, along with the certificate of incorporation of the Corporation, the bylaws of the Corporation, the charters and practices of the Board and its committees and applicable laws, provide the framework for the corporate governance of TriMas. These Guidelines may be modified or amended by the Board from time to time in the future, subject to applicable law and the NASDAQ Listing Rules and Regulatory Requirements (the "NASDAQ Rules"). These Guidelines are available on the TriMas website and printed copies will be provided to stockholders without charge upon request.

The Board is elected by and is responsible to the stockholders of the Corporation. TriMas' business is conducted by its employees, managers and officers under the direction of the Chief Executive Officer (the "CEO") and the oversight of the Board to enhance the long-term value of the Corporation for its stockholders.

### II. Structure and Operations

#### *Size of Board*

The Board determines the number of directors on the Board, provided that there are at least three and not more than 15 directors, as provided in the certificate of incorporation. The Board will review the size of the Board based on the recommendation of the Governance and Nominating Committee of the Board (the "Governance and Nominating Committee") and any other factors that it deems appropriate. The number of Board members may change from time to time depending upon the needs of the Board and the Corporation.

#### *Board Structure*

TriMas' Board is equally divided into three classes. The members of each class of directors serve for staggered three-year terms. The Board believes that staggered election of directors helps to maintain continuity and ensure that a majority of directors at any given time will have in-depth knowledge of TriMas. Directors hold office until the expiration of their respective terms and their successors have been elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office.

#### *Qualifications*

Candidates for director nominees to the Board are reviewed in the context of the current composition of the Board, the operating requirements of TriMas and the long-term interests of the stockholders. Although specific qualifications for Board membership may vary from time to time, desired qualities to be considered include (i) the highest ethical character, integrity and shared values with TriMas; (ii) loyalty to TriMas and concern for its success and welfare; (iii) high-level leadership experience and achievement at a policy-making level in business; (iv) educational or professional activities; (v) breadth of knowledge about issues affecting TriMas; (vi) ability to contribute special competencies to Board activities, such as financial, technical, international business or other expertise, or industry knowledge; (vii) willingness to apply sound, independent business judgment; (viii) awareness of a director's vital role in the Corporation's good corporate citizenship and corporate image; (ix) sufficient time and availability to effectively carry out a director's duties; and (x) diversity of business experience.

#### *Director Independence*

The Governance and Nominating Committee will evaluate the independence of each director and report such evaluation to the Board, and the Board shall make an affirmative determination as to the independence of each director in accordance with the NASDAQ Rules. Directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation by the Board as independent. A majority of the membership of the Board will qualify under the applicable independent and experience requirements.

#### *Selection Process - New Board Candidates*

The Board has delegated to the Governance and Nominating Committee the responsibility for reviewing and recommending nominees for membership on the Board in consultation with the CEO. The Governance and Nominating Committee identifies,

evaluates and recommends prospective directors to the Board, subject to the terms of applicable stockholders agreements, if any, granting to certain stockholders of the Corporation the right to nominate directors. In consultation with the CEO, the Governance and Nominating Committee identifies the need to add a new director or fill a vacancy on the Board and makes recommendations to the Board based on referrals from any Board member or other appropriate source. The qualifications of potential candidates are evaluated and, following this initial screening, individuals meeting the Board's criteria are recommended for further consideration and interviews by the Chairperson of the Governance and Nominating Committee and other Board members, as appropriate under the circumstances. As a final step, the Governance and Nominating Committee recommends the candidate(s) for Board approval. An invitation to join the Board should be extended by the Board through the Chairperson of the Board.

#### *Nominees for Re-election*

The Board believes that directors should not expect automatic re-nomination for successive terms of office. Accordingly, the incumbent directors are subject to evaluation by the Governance and Nominating Committee and/or the Board before being nominated for re-election by the stockholders. The Board considers, among other things, the incumbent director's meeting attendance record and contributions to the activities of the Board and the terms of the applicable stockholders agreement, if any, granting to certain stockholders of the Corporation the right to nominate directors.

#### *Vacancies*

The Board may fill vacancies in existing director positions subject to the terms of any applicable stockholders agreement granting to certain stockholders of the Corporation the right to nominate directors. A director appointed by the Board as a result of a vacancy serves the remainder of the term for the position filled.

#### *Retirement Policy*

A director is expected to submit his or her resignation from the Board at the first annual meeting of stockholders following the director's 75th birthday; provided, however, that this provision shall not apply to directors serving on the Board as of the date of the adoption of these Guidelines. The Board may accept or reject such resignation in its discretion after consultation with the Governance and Nominating Committee.

#### *Resignation or Removal*

A director may resign from the Board upon written notice to the Board. Any director who is an employee of the Corporation should submit his or her resignation upon retirement, resignation or termination of employment by the Corporation. The Board may accept or reject such resignation in its discretion after consultation with the Governance and Nominating Committee.

#### *Significant Negative Changes in Director Circumstances*

If a director's circumstances change in a manner that results in a significant impact to his or her qualifications as they existed at the time of election, including a change in an individual's professional responsibility, that director must offer to tender his or her resignation to the CEO and the Chairperson of the Governance and Nominating Committee. The Governance and Nominating Committee will evaluate the circumstances and recommend to the Board what action, if any, should be taken.

#### *Limitations on Other Board Service*

The Board expects its members to have sufficient time and availability to effectively serve TriMas and its stockholders. It is the policy of the Board that Directors must notify the Chairperson of the Governance and Nominating Committee before accepting an invitation to serve on another corporate board, or with a governmental or advisory group or charitable organization. The Governance and Nominating Committee will evaluate the appropriateness of continued Board membership under the new circumstances and make a recommendation to the Board as to action to be taken with respect to continued Board membership. In addition, service on other corporate boards, advisory groups, or charitable organizations must be consistent with TriMas' policies concerning conflicts of interest. Neither the CEO nor an executive officer of the Corporation may serve on any board of directors of a company if the CEO or another executive officer of that company is serving on the Board.

#### *Board Orientation and Education*

TriMas has and will continue to maintain a director orientation program that contains written material, presentations by senior executives, and visits to major TriMas manufacturing facilities. Directors are invited to attend TriMas' executive leadership conferences, other meetings and other Corporation events. Directors are encouraged to attend continuing education seminars and conferences for directors.

#### *Separation of Chairperson and CEO Offices*

The Board has no policy with respect to the separation of the offices of Chairperson and CEO. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Corporation for the Board to make a

determination when it selects a CEO candidate.

#### *Lead Director*

The Board believes that, for so long as the Chairperson is independent, designating a lead director is not necessary for the best interests of the Corporation and its stockholders unless the Chairperson is absent, and then only for the duration of that absence.

#### *Board Compensation*

The Compensation Committee is responsible for recommending to the Board compensation and benefits to non-employee directors. TriMas pays non-management, independent directors an annual cash retainer and additional fees for attendance at Board and committee meetings. Directors are reimbursed their out-of-pocket expenses incurred in connection with their attendance at Directors and committee meetings. TriMas also pays independent directors a fee for acting as the chairperson of a committee or for being a member of the Audit Committee. Directors who receive an annual retainer may elect to take the retainer in TriMas common stock rather than in cash pursuant to the terms of the Corporation's Long Term Equity Incentive Plan. Independent directors may also be granted stock options as a part of their annual compensation and are eligible to participate in the Corporation's Long-Term Equity Incentive Plan. The Compensation Committee periodically reviews appropriate market data to determine market competitive compensation for its directors.

#### *Director Stock Ownership*

The Board has adopted stock ownership guidelines that require independent directors to own minimum specified amounts of the Corporation's common stock.

#### *Insurance and Indemnification*

The Corporation has obtained directors and officer's liability insurance and provides indemnification to its directors to the maximum extent permitted by law, the Corporation's certificate of incorporation, bylaws and any indemnification agreements.

### **III. Meetings and Functions**

#### *Frequency*

The Board ordinarily holds four regularly scheduled meetings each year, normally on a quarterly basis, or more often as it determines desirable.

#### *Agenda*

The CEO, taking into account suggestions from other members of the Board, will set the agenda for each Board meeting, and will distribute the agenda in advance of the meeting. Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any meeting subjects that are not on the agenda for that meeting.

#### *Advance Distribution of Materials*

Board materials related to agenda items are generally provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting. Occasionally, materials related to certain confidential issues or other matters may not be appropriate or timely for prior distribution and/or retention by Board members.

#### *Confidentiality*

The materials, proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director and the CEO will speak for the Corporation.

#### *Access to Senior Management and Outside Advisors*

Members of senior management are expected to attend Board meetings or portions thereof at the Board's request to provide information required by the Board to fully understand the matters being considered. Generally, presentations related to issues under consideration by the Board are made by the senior executive responsible for the applicable area of the Corporation's operations. In addition, the CEO may invite other TriMas executives or employees to attend Board meetings.

#### *Access to Independent Advisors*

The Board and its committees shall have the right at any time to retain independent outside financial, legal and other advisors

as the Board or applicable committee deems necessary or appropriate at the Corporation's expense.

#### *Executive Sessions of Non-management and Independent Directors*

The Board will schedule regular executive sessions at which non-management directors meet without management participation. If this group includes directors who do not meet the independence standards of the NASDAQ Rules, the directors who are so independent shall also meet in executive session at least once a year. The non-management directors shall either select an independent director to preside at each executive session or a procedure will be established by which the presiding directors for each executive session shall be selected. Executive sessions will normally take place upon conclusion of the full Board's regularly scheduled meetings. Upon conclusion of executive sessions, the full Board normally will reconvene to receive feedback (as appropriate) from attendees of the executive sessions. The Governance and Nominating Committee will establish a procedure by which interested parties may communicate directly with the presiding director, if any, or the non-management directors as a group and cause such method to be disclosed.

#### *Committees*

The Board has established four standing committees to assist the Board in discharging its responsibilities: (1) the Audit Committee; (2) the Compensation Committee; (3) the Governance and Nominating Committee; and (4) the Executive Committee. The members and chairpersons of these committees are recommended to the Board by the Governance and Nominating Committee. The Board will from time to time consider rotating committee members between committees, but does not believe that rotation should be mandated. The committees generally hold meetings in conjunction with scheduled meetings of the full Board. Charters of the Audit, Compensation and Governance and Nominating Committees are available on the TriMas website and copies will be provided to stockholders without charge upon request. The Board may from time to time establish and maintain additional committees as it determines desirable.

### **IV. Responsibilities and Duties**

#### *General*

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Corporation and its stockholders. Consistent with this, the Board has the responsibility (acting through its committees in certain instances) to:

- Review and, when appropriate, approve the Corporation's fundamental financial and business strategies, objectives, plans and activities;
- Review management's assessment of major risks and opportunities facing the Corporation, including through use of the Corporation's Enterprise Risk Management system, and review options and strategies for addressing them;
- Review management's systems for internal control, financial reporting and public disclosure;
- Select, evaluate the performance and approve the compensation of the CEO, and review the CEO's evaluation related to the performance and compensation of other executive officers;
- Maintain a succession plan with respect to the position of the CEO and monitor the Corporation's succession planning for other executive officers;
- Review the processes for maintaining the ethical conduct of the Corporation, including the integrity of its financial statements and its compliance with applicable laws and regulations;
- Identify, evaluate and nominate candidates for the Board; and
- Undertake an annual performance evaluation of the Board and the Audit, Compensation and Governance and Nominating Committees.

The Board is not expected to manage the Corporation on a day-to-day basis nor guarantee in any way the management or operations of the Corporation. Rather, in discharging its obligations, the Board is entitled to rely on the honesty and integrity of the Corporation's senior executives and its outside advisors and auditors.

Board members are expected to devote the time necessary to appropriately discharge their responsibilities and to prepare for and, to the extent possible, attend and participate in all Board meetings and all meetings of Committees on which they serve.

Directors are also expected to attend the annual meeting of stockholders. Directors are also expected to review all background and explanatory materials provided in advance of the meetings and to participate in all meetings as appropriate.

#### *Annual CEO Evaluation*

The Compensation Committee reviews and approves corporate goals and objectives related to compensation of the CEO and other executive officers. The Compensation Committee meets with the CEO to discuss the goals and objectives and to evaluate the CEO's performance. The Board as a whole may discuss the CEO's compensation in general. The Compensation Committee then determines the CEO's compensation based on the CEO's performance and that of the Corporation.

#### *Board and Committee Self-Evaluation*

The Governance and Nominating Committee is responsible for developing an annual self-evaluation process for the full Board and the Audit, Compensation and Governance and Nominating Committees. The Governance and Nominating Committee will administer the self-evaluation process for the full Board and deliver to the Board a summary of the results of the Board's self-evaluation, assessing the Board's compliance with these Guidelines and identifying areas in which the Board could improve its operations. The Chairpersons of the Audit, Compensation and Governance and Nominating Committees will deliver a summary of their respective Committee's self-evaluation to the full Board.

#### *Succession Planning*

The Compensation Committee oversees and approves the management continuity process. The Compensation Committee evaluates the succession plans of the CEO and other key executive officers and makes recommendations to the Board on the selection of individuals to occupy these positions.

#### *Board Interaction with Investor Groups, the Media and Others*

The Board believes that management speaks for the Corporation. The CEO is responsible for establishing effective communications and for designating Corporation spokespersons for interaction with investor groups, equity analysts, government officials, the media and others. Individual directors may from time to time meet or otherwise communicate with various constituencies that are involved with the Corporation. However, it is expected that directors would do so with the knowledge of management and, absent unusual circumstances or as contemplated by committee charters, only at the request of management.

#### *Ethics and Conflict of Interest*

The Board expects members of the Board, as well as its executive officers and employees, to act legally and ethically at all times and to comply with the TriMas Code of Ethics and Business Conduct. If an actual or potential conflict of interest arises for a director, the director must promptly inform the CEO and the Chairperson of the Governance and Nominating Committee. Upon recommendation of the Governance and Nominating Committee, in consultation with the CEO, the Board will resolve the matter in the best interests of the Corporation. The TriMas Code of Ethics and Business Conduct is available on the TriMas website.

#### *Standard of Care*

These guidelines are not intended to alter applicable principles of state or other law applicable to the conduct of directors, including principles relating to the directors' duty of loyalty and care.

### **V. Stockholder Access to Board**

Stockholders may communicate with the Board through the Corporate Secretary of TriMas by mail at TriMas Corporate Headquarters at 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304 or by e-mail at [generalcounsel@trimascorp.com](mailto:generalcounsel@trimascorp.com).

Approved by the TriMas Board of Directors effective February 25, 2013.