



TRIMAS CORPORATION

**GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS**

CHARTER

I. Purpose

The Governance and Nominating Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of TriMas Corporation (the “Corporation”) in fulfilling the Board’s responsibility by:

- A. Identifying individuals qualified to become directors and recommending candidates to the Board (i) for directorships to be filled by the Board or (ii) to be nominated for all directorships to be filled by the stockholders;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the Corporation; and
- C. Evaluating, monitoring and making recommendations to the Board with respect to the corporate governance policies and procedures of the Corporation.

II. Structure and Operations

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board. Each member of the Committee shall satisfy any then applicable independence and other requirements, standards and qualifications as may from time to time be required by the Securities and Exchange Commission, the NASDAQ Listing Rules and Regulatory Requirements and any other applicable regulatory bodies.

Appointment and Removal

The members of the Committee shall be appointed by the Board, to serve at the pleasure of the Board and until their successors shall be duly appointed and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

The members of the Committee shall, by majority vote, recommend to the Board a Chairperson of the Committee. The Chairperson shall be a voting member of the Committee. The Chairperson will chair all meetings and set the agendas for Committee meetings in consultation with the other members of the Committee, the Board and management. The members of the Committee shall, by

majority vote, recommend to the Board a Chairperson for each of the Audit Committee and the Compensation Committee.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to subcommittees of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee of the Board of the Corporation appointed by it, which may or may not be composed of members of the Committee.

III. Meetings

The Committee shall hold regularly scheduled meetings each year with such frequency as the Committee determines necessary or appropriate. The Chairperson of the Board or any member of the Committee may request a meeting of the Committee. All meetings may be held telephonically and as otherwise permitted by the bylaws of the Corporation and applicable law. A majority of the members of the Committee shall constitute a quorum and a majority of the members in attendance when a quorum is present shall decide any matter properly brought before the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting to permit meaningful review.

The Committee may invite to its meetings such other persons as it deems appropriate in order to carry out its responsibilities and duties. The Committee may also exclude from its meetings such persons as it deems appropriate in order to carry out its responsibilities and duties.

IV. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee shall have the resources and authority appropriate to discharge its oversight role, including the authority to retain advisors at the Corporation's expense. The Committee shall have the sole authority to retain and terminate a consultant or search firm to be used to identify director candidates, including sole authority to approve the search firm or consultant's fees and other terms of retention.

Board Selection, Composition and Evaluation

1. Review and recommend to the Board any changes in qualifications for new directors to serve on the Board, as set forth in the Corporation's corporate governance guidelines.
2. Identify individuals believed to be qualified to become directors and recommend candidates to the Board (i) for directorships to be filled by the Board, or (ii) to be nominated for all directorships to be filled by the stockholders at an annual or special meeting.
3. Review and make recommendations to the Board about whether members of the Board should stand for reelection and consider matters related to the retirement of Board members.
4. Develop a policy with regard to the consideration of any director candidates recommended by stockholders, including any minimum requirements.
5. Conduct all inquiries into the backgrounds and qualifications of possible candidates as the Committee determines to be necessary and appropriate.
6. Consider questions of independence of members of the Board.
7. Oversee orientation process for new Board members.
8. Consider and recommend to the full Board the appropriate Board size and composition.

Committee Selection and Composition

9. Recommend to the full Board (i) members of the Board to serve on Board committees and (ii) changes to committee membership. In making recommendations, consider the criteria for committee service as set forth in the applicable committee charter and other factors the Committee deems relevant.
10. Recommend to the full Board members of the Board to serve as Chairpersons of the Board committees.

Corporate Governance

11. Review and recommend to the Board any changes in the Corporation's corporate governance guidelines and monitor developments with regard to corporate governance to enable the Committee to make recommendations to the Board on matters of corporate governance and on any action to be taken in light of such developments.
12. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the adoption of or

revisions to the committee charters, the creation of additional committees or the elimination of Board committees.

13. Consider and recommend to the Board policies and procedures related to meetings of the Board, such as may relate to agendas, preparation and delivery of meeting materials, meeting schedules and locations.
14. In the event that a director's circumstances change in a manner that results in a significant negative impact to his or her qualifications as they existed at the time of election, then upon the director's tender of his or her resignation to the chief executive officer ("CEO") and the Chairperson of Committee, evaluate the circumstances and recommend to the Board what action, if any, should be taken.
15. Upon the receipt of notice to the Chairperson of the Committee from a director that the director intends to accept an invitation to serve on the board of another publicly-held corporation, 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.
16. Review compensation related proposals, whether required or otherwise, made for consideration at a stockholders' meeting and make recommendations to the Board as appropriate. If a compensation-related proposal is made by a stockholder, such review will only be conducted if such proposal was made in accordance with the Corporation's certificate of incorporation and bylaws and applicable law.

Reports

17. Report to the Board at the Board's next regularly scheduled meeting, or as soon thereafter as reasonably practicable following meetings of the Committee, and recommend action by the Board as appropriate. The report to the Board may be an oral report by the Chairperson or any other Committee member.
18. Maintain minutes or other records of meetings and activities of the Committee as appropriate under Delaware law.

V. Annual Performance Evaluation

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall develop and oversee an annual self-evaluation process for the full Board and for the Audit Committee and the Compensation Committee. The Committee shall 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 the Corporation's corporate governance guidelines and identifying areas in which the Board could improve its operations.

Approved by the TriMas Board of Directors effective November 5, 2015.