

**MERITOR, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**  
**CHARTER**

A committee of the Board of Directors, to be known as the Corporate Governance and Nominating Committee, be, and it hereby is, designated to consist of at least three and not more than seven members of the Board of Directors who shall meet the independence requirements of The New York Stock Exchange, which Committee shall have the following purposes, powers and duties and shall report thereon to the Board of Directors:

1. Recommend to the Board of Directors (i) a nominee to serve as non-executive Chairman of the Board upon the expiration of the prior Chairman's term, (ii) nominees to fill vacancies in membership of the Board as they occur among the Directors, and (iii) prior to each Annual Meeting of Shareholders, a slate of nominees for election as Directors at such meeting. For an individual being considered for election to the Board for the first time, the Committee shall submit its recommendation to the Board of Directors in advance of ascertaining the willingness of the recommended candidate to serve if elected;
2. Seek out qualified candidates, who may be submitted by Directors, officers, employees, shareholders and others. In fulfilling this responsibility, the Committee shall consult with the Chairman of the Board and other Directors concerning director candidates;
3. Prepare, not less frequently than every three years, and submit to the Board of Directors for adoption by the Board of Directors, a list of selection criteria for Board membership to be used by the Committee;
4. Oversee, with the assistance of management, a process for new Board member orientation;
5. Annually assess the performance of the Board of Directors;
6. Consider matters of corporate governance and board practices, and recommend to the Board of Directors improvements in governance processes and changes in the Guidelines on Corporate Governance, when appropriate;
7. Review periodically the Corporation's Restated Articles of Incorporation and Amended By-Laws in light of statutory changes and current best corporate practices;
8. Review annually the charter, responsibilities, membership and chairmanship of each committee of the Board of Directors and recommend to the Board changes when appropriate;
9. Periodically review Director independence, conflicts of interest, qualifications and conduct, and recommend to the Board of Directors removal of a Director when appropriate;
10. Recommend to the Board compensation of those directors who are not also employees of the Corporation;
11. Sole authority to engage search firms (for the purpose of identifying qualified candidates) and other consultants and independent counsel as the Committee deems appropriate, and approve the related fees and retention terms; and
12. Review annually the Committee's performance.

Committee members shall be appointed by and may be replaced by the Board of Directors. The Committee structure and operations shall be governed by Section 3.14 of the Corporation's By-Laws.

The Corporation shall provide appropriate funding, as determined by the Committee, for compensation to any search firms and advisors that the Committee chooses to engage and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.