

MERITOR, INC.
BOARD OF DIRECTORS
GUIDELINES ON CORPORATE GOVERNANCE

(AS AMENDED THROUGH February 28, 2021)

1. **Role of the Board**

The Board of Directors is elected by the shareowners and is the ultimate decision-making body of the Corporation (except with respect to matters reserved to shareowners). The Board selects the Chairman (on the recommendation of the Corporate Governance and Nominating Committee), Chief Executive Officer and President, and elects the officers (on the recommendation of the Chief Executive Officer), who are responsible for conducting the Corporation's business. The Board does not generally involve itself in the day to day operations of the Corporation but acts as advisor and counselor to the officers and monitors its performance on behalf of shareowners.

2. **Separation of Chairman and CEO**

The Board currently provides for the separation of the offices of Chairman and Chief Executive Officer. In the Chairman's absence or disability the Board may designate a person (who could be a director or an employee) to perform the Chairman's duties and exercise the Chairman's powers.

3. **Roles of Chairman and Lead Independent Director**

The Chairman will (a) chair the Board of Directors meetings; (b) serve as a liaison between the Board and the Chief Executive Officer; (c) collaborate with the CEO in developing Board meeting agendas; (d) provide, in a manner consistent with Section 28 following, the annual evaluation of the Chief Executive Officer's performance; and (e) perform such other duties as shall be specified by the Board of Directors from time to time. The Chairman so appointed will serve in that capacity for a period to be specified by the Board at the time of appointment.

Unless an outside director is serving in the role of Chairman, the Board will appoint a Lead Independent Director who will (a) serve as a liaison between the Board and the Chairman, as well as the Chief Executive Officer; (b) preside over private executive sessions of the Board and in other circumstances where the outside directors meet without the Chief Executive Officer; (c) assist the Chairman in developing Board meeting agendas; (d) provide the annual evaluation of the Chairman's performance; and (e) perform such other duties as shall be specified by the Board of Directors from time to time. The Lead Independent Director so appointed will serve in that capacity for a period to be specified by the Board at the time of appointment.

4. **Number of Committees**

It is the policy of the Corporation that, except as delegated to a Board committee, all significant decisions be considered by the Board as a whole, and that Board committees be limited to those that the Board determines will be appropriate for the functioning of a publicly-owned company. The Board has the following standing committees: Audit, Compensation and Management Development, and Corporate Governance and Nominating. The Board has the

flexibility to form new committees and to disband any such committees. It is the policy of the Board that only independent directors serve on the Audit, Compensation and Management Development and Corporate Governance and Nominating Committees.

5. **Assignment and Rotation of Committee Members**

The Board after consultation with the Chairman and with the Corporate Governance and Nominating Committee designates the members of the committees taking into account their particular experience and knowledge of the Corporation and the preferences of individual Board members.

While rotating committee members should be considered periodically, the Board does not believe rotation should be mandated as a policy since there are significant benefits attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members.

6. **Assignment of Committee Chairs**

The Board, after consultation with the Chairman and with the Corporate Governance and Nominating Committee, designates the Chair of each committee, taking into account each individual's particular experience and knowledge of the committee's duties and responsibilities.

The Corporate Governance and Nominating Committee shall evaluate on a periodic basis, but not less frequently than once every four years, the desirability of rotating the Chair of each standing committee.

7. **Frequency and Length of Committee Meetings**

The Chair of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee. The schedule for meetings of each committee will be distributed to the directors each September for the ensuing calendar year.

8. **Committee Agenda and Reports**

The Chair of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chair of each committee will also report at Board meetings where significant committee matters may warrant further information or discussion.

9. **Selection of Agenda Items for Board Meetings**

The Chairman, along with the Chief Executive Officer and Lead Independent Director, will establish the agenda for each Board meeting; and the Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure Board members are apprised of the

principal matters to be considered, so that each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

Each September there will be distributed to the directors the schedule of meetings for the ensuing calendar year.

At least one Board meeting each year will review long-term strategic plans and discuss principal issues that are expected to affect the Corporation in the future.

10. **Distribution of Board Materials**

It is the sense of the Board that information and data important to the Board's understanding of the business be distributed regularly to the Board. This material is to include, without limitation, monthly financial information comparing results with plan and prior year, an operations report and a management letter discussing material factors affecting the business and its strategic plans and outlook. Management will attempt to see that this material is as brief as possible consistent with providing the desired information.

For particular matters that are likely to benefit from advance consideration by Board members, and to conserve meeting time and focus deliberations, presentations to be made and other "pre-read" materials related to agenda items at Board and committee meetings should be sent to Board members in advance unless the subject matter is too sensitive.

When there is no prior distribution of a presentation on a sensitive subject, it is the sense of the Board that (i) each Board or committee member, as applicable, be advised in advance of the meeting of the subject and the principal issues to be considered and (ii) the Board or committee, as applicable, be provided ample time to deliberate on any action to be taken.

11. **Directors' Attendance and Participation in Board and Committee Meetings**

Directors are expected to attend meetings of the Board and the committees on which they serve whenever possible, and to prepare for meetings by carefully reviewing materials sent between and in advance of meetings. The Corporate Governance and Nominating Committee will monitor each director's attendance and will address any issues when and as appropriate.

12. **Regular Attendance of Non-Directors at Board Meetings**

The Board considers it desirable that senior officers selected by the Chairman and the Chief Executive Officer regularly attend Board meetings. In addition, the Chairman and the Chief Executive Officer may, as particular circumstances warrant, invite other executives to attend Board meetings or appropriate portions thereof.

13. **Executive Sessions of the Board**

The directors will meet in executive session in conjunction with regular meetings of the Board, such meetings to include a discussion with the Chairman and Chief Executive Officer. In addition, the independent directors will meet in private executive session, without the presence of any corporate officer, in conjunction with each regular meeting of the Board, following which

the Lead Independent Director or a designated director will discuss with the Chairman and Chief Executive Officer, to the extent appropriate, matters emanating from the private meeting(s).

14. **Board Access to Senior Management**

Board members have complete access to management and the Corporation's outside counsel and auditors. Meetings or contacts that a Director wishes to initiate may be arranged through the Chairman, Chief Executive Officer and the Chief Legal Officer and Corporate Secretary. Board members are expected to (a) use their judgment to be sure that such contact is not distracting to the business operation of the Corporation and does not result in the inappropriate disclosure of any confidential or sensitive information in the possession of Board members and (b) ensure that the Chairman and Chief Executive Officer are appropriately advised of any such meetings or contacts.

Board committee chairs are generally expected to coordinate the appropriate involvement in committee activities of committee-relevant members of management, outside counsel and/or auditors in accordance with Board committee charters and policies, including these Corporate Governance Guidelines. Relevant corporate officers and staff are expected to support Board committee chairs in coordinating such matters.

Furthermore, the Board encourages bringing managers into Board meetings from time to time who: (a) can provide additional insight into the items being discussed or (b) senior management believes have future potential as prospective leaders.

The Board may retain and have access to outside counsel, consultants and other independent advisors of its choice with respect to any issue relating to its activities.

15. **Board Compensation**

The Board believes that a meaningful portion of director compensation should be in the form of equity-based awards to further the direct correlation of directors' and shareowners' economic interests.

At least biennially the Corporate Governance and Nominating Committee shall review the status of Board compensation in relation to other large U.S. companies.

Changes in Board compensation, if any, should come at the recommendation of the Corporate Governance and Nominating Committee, but with full discussion and concurrence by the Board, after review of competitive compensation levels and the responsibilities and time involved in Board and committee membership.

There is a strong expectation as a matter of good corporate governance and the avoidance of conflicts of interest that Directors refrain from accepting compensation from parties other than the Corporation in connection with their Board service. Any such arrangements shall be disclosed to the Board and will be considered in assessing suitability for continued service on the Board and will be a factor in re-nomination decisions.

16. **Size of the Board**

The Board should consist of a sufficient number of directors to represent appropriately various viewpoints and areas of expertise but should not exceed a number that can function efficiently as a body. It is the sense of the Board that a size of 9 to 13 members is currently appropriate; however, the Board would consider a somewhat smaller or larger size in order to address special circumstances.

17. **Board Composition**

The Board believes that as a matter of policy there should be a substantial majority of independent directors, as well as the Chief Executive Officer, on the Corporation's Board. In no event will independent directors constitute less than a majority of the Board. While the Board is willing to consider members of management, in addition to the Chief Executive Officer, as directors, Board membership is not necessary or a prerequisite to any higher management position in the Corporation.

The Board's composition shall also be consistent with the Board Membership Criteria recommended periodically by the Corporate Governance and Nominating Committee and adopted by the Board.

18. **Board Definition of What Constitutes Independence**

The Board has adopted the definition of independence contained in Section 303A.02 of the New York Stock Exchange Listed Company Manual, with such additional requirements as are specified in the Board Membership Criteria, each as currently in effect. The Board believes that each present outside director is independent under the foregoing definition. If the New York Stock Exchange should adopt additional requirements or amend its requirements for independence of directors of listed companies, or if the Board Membership Criteria shall be amended, the Board shall be deemed to have adopted those additional or amended requirements, which shall become part of this Section 18.

The status of each director as independent under the foregoing definition is to be reviewed annually by the Board.

The ownership of stock in the Corporation by directors is encouraged, and the ownership of a substantial amount of stock is not in itself a basis for a director to be considered as not independent.

19. **Former Executive Chairman's and Chief Executive Officer's Board Membership**

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the Executive Chairman or Chief Executive Officer no longer holds that position, resignation from the Board should be offered at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.

20. **Board Membership Criteria**

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board not less frequently than every three years the criteria it believes appropriate for Board membership.

21. **Limit on Other Board Memberships**

Directors should not ordinarily serve on the boards of more than three other public companies in addition to the Corporation's Board, unless the Board of Directors determines that such simultaneous service would not impair the ability of such member to serve the Board effectively. Notwithstanding the foregoing, the Chief Executive Officer of the Corporation should not ordinarily serve on the boards of any other public companies during the first two years of tenure as Chief Executive Officer of the Corporation and thereafter should not ordinarily serve on more than one other public Corporation board, unless the Board of Directors, in each case, determines that such simultaneous service would not impair the ability of the Chief Executive Officer to serve the Corporation and the Board effectively.

A Director or the Chief Executive Officer who is considering joining the board or any assignment to the audit committee or compensation committee of the board of another public company should promptly advise the Corporate Secretary, who will then advise the Lead Independent Director and the chair of the Corporate Governance and Nominating Committee, and such Director should not accept such service or committee assignment on such other board until being advised by the Lead Independent Director that service or committee assignment on such other board would not conflict with a Corporation policy or service on the Corporation's Board. The Corporate Governance and Nominating Committee and the Board will take into account the nature of and the time involved in a Director's service on other boards in evaluating the suitability of new Directors and incumbent Directors for election (or re-election) to the Board and recommending nominees to shareowners.

22. **Selection of New Director Candidates**

The Board is responsible, in fact as well as procedure, for recommending director candidates for election by shareowners and, between meetings of shareowners, for selecting its own members. The Board delegates the identification and screening process involved to the Corporate Governance and Nominating Committee with the active participation of the Chairman. The Committee is responsible for reviewing the requisite skills and characteristics of potential candidates, including an assessment of their independence, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board.

23. **Extending the Invitation to a New Potential Director to Join the Board**

The invitation to join the Board should be extended by one or more directors designated by the Board.

24. **Director Orientation and Continuing Education**

The Corporate Governance and Nominating Committee is responsible for overseeing, with the assistance of management, programs to familiarize new directors with the business and

operations of the Corporation. In appropriate cases, the Corporate Governance and Nominating Committee may also determine that it is desirable to arrange for new directors to attend seminars or other informational meetings to acquaint them with the responsibilities and duties of directorship.

The Corporation has a continuing education process for Board members that includes extensive informational materials, meetings with key management and visits to Corporation facilities. The Board may also request presentations on particular topics, by management or outside speakers, and specific facility visits, to educate them and update their knowledge as to the Corporation, its industry and markets, the responsibilities of directorship, and other topics of interest. Individual directors are encouraged to attend seminars and other informational meetings intended to improve their expertise or their effectiveness as directors.

In each fiscal year, at least one director shall participate in a director education program.

25. **Assessing the Board's Performance**

The Corporate Governance and Nominating Committee, using such resources or methods as it determines, is responsible for conducting an annual self-evaluation of the Board and reporting to the Board the results of this assessment of the Board's performance. Its report will be discussed with the full Board before or at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting.

This annual self-evaluation may relate to the Board's functioning and contribution as a whole, or to the effectiveness and contributions of individual Board members.

26. **Directors who Change their Present Job Responsibility**

Directors whose job responsibilities change meaningfully, or who retire, from the positions they held when they were elected to the Board should offer to resign from the Board.

It is not the sense of the Board that such directors should necessarily leave the Board. There should, however, be an opportunity for the Board via the Corporate Governance and Nominating Committee to review the continued appropriateness of Board membership under these circumstances.

27. **Retirement Age**

While the Board does not believe it should establish a retirement age, directors who are age 72 or would reach age 72 during a new term should offer not to stand for reelection as a director. The Corporate Governance and Nominating Committee will consider whether each such director should stand for re-election and if so whether the individual's term should be for one, two or three years.

28. **Formal Evaluation of the Chief Executive Officer**

The Compensation and Management Development Committee is responsible for establishing the Chief Executive Officer's annual and long-term goals and objectives, based on objective criteria, including performance of the business, accomplishment of long-term strategic

objectives and development of management. The Committee should meet with the Chief Executive Officer each year to discuss his recommendations in this regard. These goals and objectives should then be submitted to the outside directors for consideration in a private executive session.

The outside directors should evaluate the performance of the Chief Executive Officer against these goals and objectives annually, and the results of the evaluation should be communicated to the Chief Executive Officer by the Chairman and/or the Chair of the Compensation and Management Development Committee.

The evaluation will be used by the Compensation and Management Development Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

29. **Succession Planning**

There should be an annual report by the Chief Executive Officer to the Board on succession planning.

There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to a successor in the event of unexpected disability.

30. **Management Development**

There should be an annual report to the Board on the Corporation's program for management development.

This report should be given to the Board at the same time as the succession planning report.

31. **Board Interaction with Institutional Investors, the Press, Customers, Third Parties, Etc.**

The Board believes that management speaks for the Corporation. Each Director should refer to the Chairman and Chief Executive Officer all inquiries from institutional investors, the press, shareowners and all other third parties regarding the Corporation. While individual Board members may, from time to time in an organized and disciplined fashion, meet or otherwise communicate with various constituencies that are involved with the Corporation, it is expected that Board members would do so only in coordination with the Chairman and Chief Executive Officer, or at the request of the Chairman or Chief Executive Officer, following appropriate preparation and review of legal and other obligations and protocols in connection with any such meeting or communication.

32. **Stock Ownership Guidelines for Outside Directors**

The Board believes that each outside director should own equity in the Corporation to further the direct correlation of directors' and shareowners' economic interests. Each outside director is required to own shares of common stock, restricted stock or restricted stock units with a market value equal to at least five times the annual cash retainer effective five years from the date of his or her initial election to the Board.

33. **Compliance with Corporate Policies Regarding Ethics**

The Board believes that each outside director should be expected to observe the same high standards of integrity and ethical conduct as the employees of the Corporation. The Board is required to comply with the applicable provisions of the Corporation's policies regarding ethics, including, without limitation, the Corporate Policy on Standards of Business Conduct and the Corporate Policy on Conflicts of Interest. The Corporate Governance and Nominating Committee shall be responsible for monitoring compliance with such policies by outside directors and for implementing sanctions for noncompliance. In any case where disclosure or approval of a particular activity or relationship is required under the policies, such disclosure shall be made to, and approval shall be obtained from, the Corporate Governance and Nominating Committee.

34. **Confidentiality**

In addition to complying with all other applicable confidentiality policies of the Corporation, each Director shall comply with the Board Confidentiality Policy set forth in Appendix A of these Corporate Governance Guidelines.

35. **Voting for Directors**

Any nominee for Director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation promptly after certification of the election results. The Corporate Governance and Nominating Committee shall consider and shall recommend to the Board whether to accept or reject such resignation or whether other action shall be taken. The Board shall act on the Committee's recommendation and shall publicly disclose its decision and the supporting rationale within 90 days after the date of certification of the election results. The director who tendered the resignation shall not participate in the Corporate Governance and Nominating Committee's deliberations and recommendation or in the Board's decision.

Appendix A

Meritor, Inc. Corporate Governance Guidelines

BOARD CONFIDENTIALITY POLICY

Consistent with their fiduciary and other legal duties to Meritor, Inc. (the “Company”), members of the Board of Directors (the “Board”) shall protect and hold confidential all Confidential Information obtained through their position as Directors, absent express permission from the Board or the Chairman to disclose such information. As used in this policy, “Confidential Information” is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company or its subsidiaries, including but not limited to:

- (i) non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its stakeholders;
- (ii) non-public information about the Company’s financial condition, business plans or prospects, current or prospective mineral interest positions and development plans, completed and prospective leasing activity, operational results, trade secrets and other proprietary information, compensation and benefit information, cost and pricing information, information technology, information about the Company’s customers, suppliers, joint venture partners or other third parties, and information relating to potential transactions, mergers and acquisitions, and divestitures; and
- (iii) non-public information respecting the proceedings of the Board and its committees, including information concerning discussions and deliberations between and among directors, officers and employees relating to business or other issues and decisions involving the Company, whether preliminary or final.

In keeping with their fiduciary duties and confidentiality obligations to the Company, directors must avoid the improper use of Confidential Information and therefore:

- (i) directors shall only use Confidential Information for the benefit of the Corporation, and not for personal benefit or the benefit of other persons or entities; and
- (ii) directors shall not disclose Confidential Information to any other person or entity, either during or after his or her service as a director of the Corporation, except with the written permission of the Board or the Chairman and Chief Executive Officer.

Notwithstanding any other provision of this policy, nothing in this policy shall (a) prohibit a current or former Director from making any disclosure to a third party that is required by applicable law, in which event the Director shall give notice to the Chairman and Chief Executive Officer a reasonable time in advance of any such anticipated disclosure, consult with the Corporation on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Corporation, at the Corporation’s expense, in taking such steps; (b) prohibit a current or former Director from discussing Confidential Information with such Director’s personal counsel to get legal advice from such counsel with the understanding from such counsel that he or she shall maintain the confidentiality of such Confidential Information; (c) prevent a Director from trading in the securities of the Corporation in accordance with applicable law, during a window period where such trading is permitted pursuant to the Corporation’s policy on insider trading; or (d) prevent a Director from employing the knowledge gained from mental impressions of Confidential Information in his or her current or future profession.