



TRIMAS CORPORATION

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. Purpose

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of TriMas Corporation (the “Corporation”) shall:

- A. Assist the Board in fulfilling the Board’s oversight responsibilities regarding: (i) the integrity of the Corporation’s financial statements and the Corporation’s systems of internal accounting and financial controls; (ii) the qualifications, independence and performance of the Corporation’s independent auditors; (iii) the performance of the Corporation’s internal audit function; and (iv) compliance by the Corporation with applicable legal and regulatory requirements, and the Corporation’s internal ethics policies; and
- B. Prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These tasks are the responsibility of management and the independent auditor.

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, as determined in the judgment of the Board, any then applicable independence, experience, financial literacy, financial expertise and other requirements, standards and qualifications as may from time to time be required by the Securities Exchange Act of 1934, the SEC, Section 301 of the Sarbanes-Oxley Act of 2002 and the rules and listing requirements promulgated thereunder by the SEC, the NASDAQ Listing Rules and Regulatory Requirements (the “NASDAQ Rules”) and any other applicable regulatory bodies. At least one member of the Committee shall be an “audit committee financial expert,” as defined by the SEC and as determined by the Board. At least one member of the Committee (who may be the same person as the audit committee financial expert) shall have accounting and related financial management expertise, as required by the NASDAQ Rules and as the Board interprets such qualification in its business judgment. Committee members shall not serve simultaneously on the audit committees of more than two other public companies unless the Board has determined that such simultaneous service would

not impair the ability of such member to effectively serve on the Committee, such determination to be disclosed as required by applicable stock exchange requirements.

No Committee member shall be employed by or currently affiliated with the Corporation's independent auditor. No Committee member shall receive compensation from the Corporation other than the fees paid to Directors and Committee members for service on the Board and committees thereof.

Appointment and Removal

The members of the Committee shall be appointed by the Board, upon the recommendation of the Governance and Nominating Committee of 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 Governance and Nominating Committee of the Board shall, by majority vote, recommend to the Board a Chairperson of the Committee. The Chairperson shall be a voting member of the Committee and shall be responsible for leadership of the Committee, including the determination (with input from Committee members and in consultation with management, the chief internal audit executive and the independent auditors) of the agenda for Committee meetings, presiding over Committee meetings and reporting to the Board.

III. Meetings

The Committee shall meet at least four (4) times per year or more often as the Committee determines 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 or as otherwise permitted by the bylaws of the Corporation or 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 sufficiently in advance of each meeting to permit meaningful review.

The Committee shall meet periodically with management, the internal auditors and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately and warrants Committee attention. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee and to provide pertinent information as it determines necessary.

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 responsibilities 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 and 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 sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its independent auditor, subject to applicable de minimus exceptions for permitted non-audit services which are approved by the Committee prior to the completion of the audit. The Committee may, to the extent it deems necessary or appropriate, form and delegate authority to one or more subcommittees consisting of one or more of its members, including the authority to grant preapprovals of audit and permitted non-audit services, provided that such decisions shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors at the Corporation's expense. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation, to any advisors employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will keep minutes of its meetings and make such minutes available to the full Board for review. The Committee shall report regularly to the Board. When presenting any recommendation or advice to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including the Corporation's disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), and recommend to the Board whether the audited financial statements should be included in the Corporation's annual report on Form 10-K.
2. Review and discuss with management and the independent auditor the Corporation's quarterly financial statements, including the Corporation's disclosures made in MD&A and the results of the independent auditor's review of the quarterly financial statements, prior to the filing of the Corporation's quarterly reports on Form 10-Q.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including analyses of the effects of alternate GAAP methods on the financial statements, major issues regarding accounting

principles and financial statement presentations, any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material internal control deficiencies.

4. Review and discuss quarterly reports from the independent auditors, to the extent required or appropriate, on:
 - (a) All critical accounting policies and practices to be used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management the Corporation's earnings press releases, financial information and earnings guidance provided to analysts and rating agencies. Any pre-release regarding earnings may be reviewed and approved on behalf of the Committee by the Chairperson or any Committee member. The Committee's responsibilities may be performed generally, such as by discussion of the types of information to be disclosed and the type of presentation to be made. The Committee is not required hereby to discuss in advance each earnings release and each instance in which the Corporation may provide earnings guidance.
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the Corporation's financial statements.
7. Review and discuss guidelines and policies with respect to risk assessment and risk management used by the Corporation's senior management and the relevant departments of the Corporation to assess and manage the Corporation's exposure to risk, including financial risks. The Committee should discuss the Corporation's major financial risk exposures and the steps management has taken to monitor and control these exposures.
8. Review with management, the internal auditor and the independent auditor the quality, adequacy and effectiveness of the Corporations, internal controls and any significant deficiencies or material weaknesses in internal controls, and review any disclosures made to the Committee by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process for the annual report on Form 10-K and quarterly reports on Form 10-Q, with respect thereto or with respect to any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

9. Prepare a Committee report as required by the rules of the SEC to be included in the Corporation's annual proxy statement.

Independent Auditors

10. Consistent with the second and third paragraphs of this Section IV, select, retain and terminate, if appropriate, the independent auditor, set the auditor's compensation and pre-approve all audit services to be provided by the independent auditor.
11. Consistent with the third paragraph of this Section IV, pre-approve all permitted non-audit services to be performed by the independent auditor and establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services.
12. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Corporation (so the Committee may assess the firm's independence).
13. Receive periodic written reports and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence and the NASDAQ Rules (or other then applicable exchange) requirements, and discuss such reports with the independent auditor.
14. Evaluate at least annually the qualifications, performance and independence of the independent auditor, including that of the lead partner of the independent auditor, and consider whether the auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence. In making its evaluation, the Committee shall take into account the opinions of management and the Corporation's internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor.
15. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. The Committee shall consider whether audit firm rotation is necessary in order to assure continuing auditor independence.

16. Set policies for the Corporation's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Corporation. Approve the hiring into the Corporation of any employee of the Corporation's independent auditor or former employee of the Corporation's independent auditor who has worked for the Corporation's independent auditor within the last five years.
17. Review with the independent auditor the matters required to be discussed under the standards of the Public Company Accounting Oversight Board in Rule 3200T, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and any changes required in the planned scope of the internal audit. Among the items that the Committee may wish to review with the independent auditor are (i) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (iii) any "management" or "internal control" letter Corporation.
18. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

Oversight of the Corporation's Internal Audit Function

19. Review the appointment and removal of the senior internal auditing executive or firm retained to provide such function.
20. Review at least annually the scope and results of the then current and future internal audit programs, including procedures for implementing accepted recommendations made by the internal auditors, the internal audit charter, plans, activities, staffing, budget, the organizational structure of the internal audit function and any significant matters contained in reports from the senior internal auditing executive and management's responses thereto.
21. Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

22. Discuss with the independent auditor its findings, if any, with respect to related-party transactions and illegal acts.
23. Obtain from the Corporation's independent auditor assurance that Section 10A(b) of the Securities Exchange Act has not been implicated.
24. Review (a) the status of compliance with laws, regulations and internal policies and procedures, including the Corporation's Code of Conduct ("Code of Conduct"), and (b) the scope and status of systems designed to promote the Corporation's compliance

with laws, regulations and internal policies and procedures, through receipt of reports from management, legal counsel and third parties as determined by the Committee.

25. Review reports and disclosures of insider and affiliated party transactions.
26. Advise the Board with respect to the Corporation's compliance with legal and regulatory matters.
27. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act of 2002 and the rules and listing requirements promulgated thereunder by the SEC, or other violations of the Corporation's Code of Conduct.
28. Conduct or authorize investigations into any matter within the scope of its responsibilities as set forth herein.
29. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
30. Discuss with the Corporation's General Counsel legal matters that may have a material impact on the financial statements or the Corporation's compliance policies.
31. Review information concerning travel and entertainment expenses reported to the Corporation by the Board and the chief executive officer of the Corporation.
32. Perform such other duties, responsibilities and activities as may be assigned to the Committee by law or applicable stock exchange regulation, the Corporation's certificate of incorporation or bylaws, or as the Committee or the Board deems necessary or appropriate.

V. Annual Performance Evaluation

The Committee shall conduct, pursuant to the self-evaluation process developed by the Governance and Nominating Committee of the Board, 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.

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