

LEAR CORPORATION
AUDIT COMMITTEE CHARTER

I. Purpose

The primary objectives of the Audit Committee (the “Committee”) are: (1) to assist the Board of Directors (the “Board”) of Lear Corporation (“Lear” or the “Company”) in monitoring (a) the integrity of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory financial accounting requirements, (c) the independent auditor’s qualifications and independence and (d) the performance of the Company’s internal audit function and independent auditor; (2) to prepare the report that Securities and Exchange Commission (the “Commission”) rules require to be included in the Company’s annual proxy statement (the “Proxy”); and (3) to provide an avenue of communication among the Board, independent auditor, management, and internal auditors.

II. Membership and Meetings

The number of members of the Committee shall be determined by the Board but in any event shall not be less than three members. Each member shall meet, as determined by the Board in its reasonable business judgment, the independence and experience requirements of the New York Stock Exchange (the “NYSE”), Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Commission, each as in effect from time to time. Each member must be financially literate, as determined by the Board in its reasonable business judgment. At least one member of the Committee shall be an “audit committee financial expert” as defined by the rules of the Commission.

The members of the Committee shall be appointed by the Board. If a Committee chairperson is not designated by the Board, the members of the Committee will designate a chairperson by majority vote.

Without the approval of the Board, members of the Committee shall not serve on more than two other public company board audit committees.

The Committee shall meet at least quarterly, or more frequently as circumstances or applicable laws or regulations require. The Committee should meet privately in executive session periodically with management, the director of internal audit, the independent auditor, and as a committee to discuss matters that it or each of these groups believes should be discussed. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.

III. Authority and Responsibilities

A. Authority

The Committee:

- shall have the authority to obtain advice and assistance from outside legal, accounting or other advisors and shall be provided with appropriate funding to compensate such advisors and to compensate the independent auditor for rendering or issuing an audit report or performing other audit, review or attest services

- shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities and have direct access to the independent auditor as well as anyone in the Company

B. Responsibilities

With respect to independent auditor oversight, 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 or performing other audit, review or attest services for the Company; in connection with such responsibility, the Committee, or the Chairman of the Committee on behalf of the Committee, shall review and approve the terms of the audit engagement as set forth annually in an engagement letter provided by the independent auditor and the independent auditor shall report directly to the Committee
- shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, other than de minimis services provided that the requirements pertaining to de minimis exceptions for non-audit services described in Section 10A of the Exchange Act are otherwise satisfied. The Chairman of the Committee may grant any pre-approval of permitted services, provided that the full Committee is advised of such approval at its next scheduled meeting
- shall not engage, or otherwise permit the Company to engage, the independent auditor to perform any non-audit services proscribed by applicable law or regulation
- shall consider whether the provision of non-audit services to the Company is compatible with maintaining the independence of the independent auditor
- shall obtain from the independent auditor assurance that the independent auditor (1) has not been engaged by the Company to provide services in violation of Section 10A of the Exchange Act (prohibition on certain non-audit services and pre-approval by the Committee of any legally permitted non-audit services), and (2) has provided to the Committee all disclosures required by the Public Company Accounting Oversight Board (the “PCAOB”) regarding permitted services, including discussions of the scope of the non-audit services to be performed and the potential effects of the permitted non-audit services on the independent auditor’s independence
- shall set hiring policies governing the Company’s hiring of employees or former employees of the Company’s independent auditor
- shall review at least annually, reports from the independent auditors regarding the independent auditor’s responsibilities under PCAOB standards

- shall review at least annually a report by the independent auditor regarding: (1) the independent auditor's internal quality control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, 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 independent auditor, and any steps taken to deal with any such issues; and (3) all relationships between the independent auditor and the Company
- shall review with the independent auditor (1) the independent auditor's audit plan scope, timing, staffing, locations, reliance upon management, internal auditors or others, including other independent public accounting firms (if applicable), and the general audit approach, (2) the nature and extent of specialized skill or knowledge needed to perform audit procedures or evaluate audit results related to significant risks, and (3) any significant changes to the planned audit strategy or significant risks, along with the reasons for such changes
- shall review at least annually with the independent auditor and management any uncorrected misstatements (other than those that are trivial) and any material corrected misstatements
- shall regularly review with the independent auditor any problems or difficulties the independent auditor encounters in the course of the audit work, and management's response thereto, including any restrictions on the scope of the independent auditor's activities or access to requested information and any significant disagreement with management
- shall annually evaluate the independent auditor's qualifications, performance and independence, including the review and evaluation of such auditor's lead partner, and shall consider the opinions of management, the internal auditors and the independent auditor while performing these responsibilities
- shall ensure the rotation of the independent auditor's lead partner having primary responsibility for the audit and other audit partners responsible for the audit as required by applicable laws and regulations, and shall be involved in the selection of the independent auditor's lead partner
- shall consider whether the Company should rotate the independent auditor on a regular basis
- shall present its conclusions regarding the independent auditor to the full Board

With respect to financial reporting, the Committee:

- shall discuss with management and the independent auditor, at least annually, (1) significant accounting policies and practices of the Company, (2) any significant changes in the Company's selection or application of significant accounting policies and practices, (3) the qualitative aspects of such significant accounting policies and practices, and (4) the anticipated application of significant accounting pronouncements that have been issued but are not yet effective

- shall review and discuss, at least annually, with management and the independent auditor (1) critical accounting policies and practices of the Company and related disclosures, (2) critical accounting estimates of the Company, (3) significant unusual transactions, (4) all material alternative accounting treatments permissible under generally accepted accounting principles that have been discussed by the independent auditor and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, (5) other material written communications between the independent auditor and management, such as any management letter and any written representation requested from management by the independent auditor, and (6) any other matters required to be communicated to the Committee by the independent auditor under professional standards
- shall consider the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company
- shall meet to review and discuss the quarterly financial statements, prior to the statements' filing or distribution, with management and the independent auditor, including reviewing the Company's specific disclosures under the Management Discussion and Analysis section
- shall meet to review and discuss annual audited financial statements, prior to the statements' filing or distribution, including reviewing the Company's specific disclosures under the Management Discussion and Analysis section, with management and the independent auditor
- shall review and discuss earnings press releases, paying particular attention to any use of pro forma or adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such review and discussion may be general (i.e., review and discussion of the types of information to be disclosed and the type of presentation to be made). The audit committee need not discuss in advance each instance in which the Company provides earnings guidance
- shall, prior to releases of the quarterly and year end earnings, discuss the results of the quarterly review or annual audit, as applicable, with the independent auditor
- shall recommend to the Board whether the company's audited consolidated financial statements should be included in the Company's Annual Report on Form 10-K

With respect to internal control, the Committee:

- shall review the integrity of the Company's financial reporting process and controls, including computerized information systems controls and security with management, the independent auditor, and the internal auditors
- shall assess issues regarding the adequacy of the Company's internal controls over financial reporting and any remediation and/or audit steps adopted in light of material control deficiencies

- shall review management's assessments of the effectiveness of a) disclosure controls and procedures, and b) internal control over financial reporting as of the end of the most recent fiscal year, along with the independent auditors' opinion and report thereon
- shall review disclosures made by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls

With respect to the internal audit department, the Committee:

- shall ensure that the Company has an internal audit function to provide management and the Committee with ongoing assessments of the Company's risk management process and system of internal control
- shall annually review with management and the director of the internal audit department: (1) the internal audit department's responsibilities; (2) the internal audit department's budget, staffing and audit plan; (3) the independence and qualifications of the internal audit department staff; (4) any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information; and (5) any changes required in the planned scope of their audit plan
- shall review and concur in the appointment, reporting relationship, replacement, reassignment, or dismissal of the director of the internal audit department
- shall review significant reports prepared by the internal audit department together with management's responses and follow-up to the reports

With respect to compliance, the Committee:

- shall review the Company's compliance and ethics programs and review with management the results of the Company's monitoring of compliance with the Company's Code of Business Conduct and Ethics
- shall review with the Company's general counsel, on at least an annual basis, any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies

With respect to other responsibilities, the Committee:

- shall periodically and separately meet with management, internal auditors and the independent auditor to discuss auditing issues
- shall provide an avenue of communication among the Board, the independent auditor, management, and internal auditors

- shall discuss with management the process for assessing and managing risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures
- shall establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters
- shall regularly report to the Board and review with the full Board any issues that arise concerning: (1) the quality or integrity of the Company's financial statements; (2) the Company's compliance with legal or regulatory requirements; (3) the performance and independence of the Company's independent auditor; or (4) the performance of the internal audit function
- shall prepare any Commission required reports to the shareholders and such reports shall be included in the Company's Proxy
- shall annually review the adequacy of this charter and submit any recommended changes to the Board for approval and publication in accordance with Commission regulations
- shall annually review its own performance
- shall maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities

The Committee also shall undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's by-laws or charter.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board. While the Committee has the responsibilities and powers set forth by this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate in accordance with generally accepted accounting principles, as this is the responsibility of the independent auditor and management, respectively.

Effective October 1, 2015