

TRW AUTOMOTIVE HOLDINGS CORP.
**CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

(As Amended Effective May 15, 2013)

I. PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of TRW Automotive Holdings Corp. (the “Company”) in fulfilling its responsibility to the shareholders, potential shareholders and investment community by fulfilling the Committee’s responsibilities and duties as outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of at least two directors appointed by the Board. All Committee members must meet all applicable independence requirements and must have such additional qualifications and experience as may from time to time be required by the Securities Exchange Act of 1934 or the New York Stock Exchange or any other applicable rules and standards of the Securities and Exchange Commission or other applicable regulatory bodies (collectively, the “Independence Requirements”).

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings (with input from Committee members and in consultation with management).

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. MEETINGS AND ACTION BY WRITTEN CONSENT

The Committee shall meet as frequently as it deems advisable or may, in the alternative and in its discretion, act solely by written consent as expressly provided for under Delaware law. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

A quorum of the Committee shall be declared when a simple majority of the appointed members of the Committee are in attendance and a majority of the members in attendance when a quorum is present shall decide any matter properly brought before the Committee. Notice of the meetings shall typically be provided at least five days in advance, but less notice may be provided as circumstances dictate.

All independent directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

In discharging its duties and responsibilities, the Committee may, in its sole discretion, retain or obtain the advice of corporate governance consultants, independent legal counsel or other advisers, and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, which criteria shall be approved by the Board.
2. Identify individuals, consistent with criteria approved by the Board and as set forth in the Company's Corporate Governance Guidelines, believed to be qualified as candidates to serve on the Board and select, or recommend that the full Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders (in accordance with the Company's By-laws as specified below), management and directors and shall take into account all factors it considers appropriate.

Review and make recommendations to the full Board whether members of the Board should stand for re-election.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve.

3. Evaluate candidates recommended by shareholders in accordance with the notice provisions and procedures set forth in the Company's By-laws. In that connection, the Committee may adopt such procedures for the submission of such recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and be responsible for the process of identifying and evaluating possible candidates. In that connection, the Committee shall have the authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including the authority to approve the fees payable to such search firm and any other terms of retention. The Company shall provide funding for such fees.
5. In connection with the Company's filings with the Securities and Exchange Commission, the Committee will make such disclosures about its director nominating process as are required by the applicable securities laws or regulations.
6. Evaluate the independence of each director on an annual basis, including consideration of any additional independence requirements under applicable rules and standards for members of the Board who will serve on Board committees, and report such evaluation to the Board.
7. In coordination with the General Counsel of the Company, consider other questions of independence, antitrust issues and possible conflicts of interest of members of the Board and executive officers (other than transactions reviewed by the Audit Committee of the Board in accordance with the Company's Related Person Transactions policy), and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.
8. Evaluate the continued appropriateness of Board membership and make a recommendation to the Board as to any action to be taken with respect to continued Board membership of any director who notifies the Board (i) of his or her determination to accept any invitation to serve on another corporate board or with a governmental or advisory group or charitable organization, or (ii) of his or her retirement, any change in employer and any other significant change in professional roles and responsibilities.
9. Oversee matters relating to new director orientation.
10. Oversee evaluation of the Board. The Compensation Committee of the Board will be responsible for overseeing the evaluation of management.

Corporate Governance

11. Periodically review and reassess the adequacy of the Company's corporate governance principles and recommend to the Board any changes in the corporate governance principles that the Committee considers necessary or valuable. The Committee shall conduct such reviews in such manner as it deems appropriate.
12. Periodically review and reassess the adequacy of the Company's code of ethics that applies to its directors and executive officers (its Standards of Conduct) and approve any changes therein that the Committee considers necessary or valuable. The Committee shall conduct such reviews in such manner as it deems appropriate. The Committee shall consider requests for waivers of or exceptions to the Company's code of ethics and make a recommendation to the full Board for decision.
13. Review and make recommendations to the Board regarding any stockholder proposals received.
14. Oversee and evaluate risks arising from corporate governance and related issues.
15. Oversee and evaluate risks arising from the Company's global operations with respect to health, safety and environmental issues.

Reports

16. Report regularly to the Board (i) following meetings or actions by written consent of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
17. Keep minutes of the meetings of, and records of other actions by, the Committee.
18. Coordinate with the General Counsel of the Company with respect to activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation at least annually, such as through a self-evaluation, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.