

Charter of the Sustainability Committee of the Board of Directors

I. Purpose

The Sustainability Committee shall provide assistance to the Board of Directors of the Company in fulfilling its responsibility to the shareholders in respect of the policies and practices that relate to the sustainable growth of the Company on a world-wide basis. The Sustainability Committee also shall perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board of Directors.

II. Structure and Operations

Composition and Qualifications

The Sustainability Committee shall be comprised of three or more directors as determined by the Board (upon the recommendation of the Nominating and Governance Committee).

Appointment and Removal

The members of the Sustainability Committee shall be designated by the Board annually and shall serve until their successors shall be duly designated or until such member's earlier resignation or removal. Any member of the Sustainability Committee may be removed from the Committee, with or without cause, by a majority vote of the Board. Unless a Chair is designated by the full Board, the members of the Sustainability Committee shall designate a Chair by majority vote of the full Sustainability Committee membership. The Chair will chair all regular sessions of the Sustainability Committee and set agendas for Sustainability Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Sustainability Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Sustainability Committee and, to the extent not expressly reserved to the Sustainability Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of the Company appointed by it, which may or may not be composed of members of the Sustainability Committee.

III. Meetings

The Sustainability Committee shall ordinarily meet at least three times annually, or more frequently as circumstances dictate.

Any director of the Company who is not a member of the Sustainability Committee may attend meetings of the Sustainability Committee; provided, however, that any director who is not a member of the Sustainability Committee may not vote on any matter coming before the Sustainability Committee for a vote. The Sustainability Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Sustainability Committee may meet in executive session, as the Sustainability Committee deems necessary or appropriate.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Sustainability Committee shall:

Principal Functions

- (1) Assist management in the formulation and implementation of policies, principles and practices to foster the sustainable growth of the Company on a world-wide basis. "Sustainable Growth" means the ability to meet the needs of present motor vehicle customers while taking into account the needs of future generations. "Sustainable Growth" shall also encompass a business model that creates value consistent with the long-term preservation and enhancement of financial, environmental and social capital.
- (2) Assist management in the formulation and implementation of policies, principles and practices to permit the Company to respond to evolving public sentiment and government regulation in the area of motor vehicle and stationary source emissions, especially in the area of greenhouse gas emissions and fuel economy and CO2 regulation.
- (3) Assist management in setting strategy, establishing goals and integrating sustainability into the daily business activities across the Company.
- (4) Review on a continuing basis new and innovative technologies that will permit the Company to achieve sustainable growth and Company actions to protect those technologies.
- (5) Review on a continuing basis partnerships and relationships, both current and proposed, with customers and others that support the Company's sustainable growth.
- (6) Review on a continuing basis the Company's communication and marketing strategies relating to sustainable growth.

Reporting Process

- (7) Review the Company's annual sustainability report prior to its issuance.
- (8) Report regularly to the Board (i) following meetings of the Sustainability Committee, (ii) with respect to such other matters as are relevant to the Sustainability Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Sustainability Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Sustainability Committee designated by the Sustainability Committee to make such report.

Other Matters

- (9) The Sustainability Committee shall perform a review and evaluation, at least annually, of the performance of the Sustainability Committee and its members, including a review of adherence of the Sustainability Committee to this Charter. In addition, the Sustainability Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Nominating and Governance Committee any improvements to this Charter that the Sustainability Committee considers necessary or appropriate. The Sustainability Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.

- (10) Perform any other activities consistent with this Charter, the By-Laws of the Company and other applicable law, rules or regulations as the Sustainability Committee or the Board deems necessary or appropriate.

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