

## **Charter of the Sustainability and Innovation Committee of the Board of Directors**

### **I. Purpose**

The Sustainability and Innovation Committee (the “Committee”) shall evaluate and advise on the Company’s pursuit of innovative practices and technologies, as set forth in Section IV of this Charter, that improve environmental and social sustainability, and that seek to enrich our customers’ experiences, increase shareholder value, and lead to a better world.

### **II. Structure and Operations**

#### *Composition and Qualifications*

The 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 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 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 Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set agendas for Committee meetings.

#### *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 and, to the extent not expressly reserved to the 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 Committee.

### **III. Meetings**

The 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 Committee may attend meetings of the Committee; provided, however, that any director who is not a member of the Committee may not vote on any matter coming before the Committee for a vote. The 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 Committee may meet in executive session, as the Committee deems necessary or appropriate.

#### **IV. Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

##### *Principal Functions*

##### Sustainability

- (1) Discuss and advise management regarding the development of strategies, policies, and practices that assist the Company in addressing public sentiment and shaping policy in the areas of energy consumption, climate change, greenhouse gas and other criteria pollutant emissions, waste disposal, and water use.
- (2) Discuss and advise management on maintaining and improving sustainability strategies, the implementation of which create value consistent with the long-term preservation and enhancement of shareholder value and social well-being, including human rights, working conditions, and responsible sourcing.
- (3) Review trends in global mobility areas such as mobility infrastructure, vehicle ownership and business models, vehicle connectivity, and automation in order to help provide accessible, personal mobility throughout the world.

##### Innovation

- (4) Discuss and advise on the innovation strategies and practices used to develop and commercialize the technologies that contribute to the Company's efforts to: (i) improve the fuel efficiency of our products, (ii) reduce the environmental impact of our facilities, (iii) provide products of the highest quality, (iv) improve the safety performance of our vehicles, and (v) continuously deliver industry-leading technology solutions that enrich customer experiences.
- (5) Monitor and review the competitiveness of the Company's existing, new and emerging technologies, and other innovations and trends that will permit the Company to strengthen its brands, enhance customer experiences, and achieve profitable growth for all and to build a better world.
- (6) Discuss and advise on the Company's strategies and practices used to enhance overall brand strength, reputation, favorability opinion, and customer sentiment through the development and integration of innovations and technologies that meet the mobility needs

of consumers, fulfill their aspirations, capture their imaginations, drive strong positive brand differentiation, and accelerate our plan to deliver profitable growth.

### *Reporting Process*

#### Sustainability Report

(7) Annually review the Sustainability Report Summary and Company initiatives related to innovation.

#### Board Reports

(8) Report regularly to the Board (i) following meetings 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 Chair or any other member of the Committee designated by the Committee to make such report.

### *Other Matters*

#### Performance Evaluation

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

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