



## **COMMERCIAL VEHICLE GROUP, INC.**

### **Policy on Stockholder Rights Plans Adopted March 8, 2011**

The Board of Directors of the Company (the “Board”) shall seek and obtain prior stockholder approval of any new stockholder rights plan; provided, however, that the Board may adopt a stockholder rights plan without prior stockholder approval if, under the circumstances, a majority of the independent directors, in the exercise of their fiduciary duties, deem it to be in the best interests of the Company and its stockholders to adopt a stockholder rights plan without the delay in adoption that would arise from obtaining stockholder approval. If the Board so adopts a stockholder rights plan without obtaining prior stockholder approval, the Board will submit the stockholder rights plan to the stockholders for ratification and approval within one year of the Board’s adoption of the plan, or else the stockholder rights plan will automatically expire, without being renewed or replaced, on the first anniversary of the adoption of the stockholder rights plan by the Board. If presented by the Board for stockholder approval at a meeting of the stockholders and not approved by the stockholders, the plan will expire upon the certification of the voting results of such stockholders meeting.

The Nominating and Corporate Governance Committee of the Board shall review this Policy at least on an annual basis and report to the Board on any recommendations it may have concerning this Policy.