

**TCP INTERNATIONAL HOLDINGS LTD.**  
**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Adopted as of June 25, 2014 (as amended through August 4, 2016)**

**I. Purpose of the Committee**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TCP International Holdings Ltd. (the “Company”) shall be to (i) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board with respect to the Board composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and maintain and update such guidelines, as appropriate, (iv) review, approve or ratify related party transactions and other matters which may pose conflicts of interest; (v) review annually the performance of the Committee; and (vi) oversee the evaluation of the Board and the Company’s management. The Board may amend or terminate this Charter at any time.

**II. Composition of the Committee**

The Committee shall consist of two or more directors as determined from time to time by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom otherwise qualifies as an “independent” director (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”) Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b3 promulgated under the Securities Exchange Act of 1934, as amended.

The members of the Committee, including the chairperson of the Committee (if there be one, the “Chairperson”), shall be designated by the Board; *provided* that if the Board does not so designate a Chairperson, the members of the Committee may designate a Chairperson.

Any vacancy on the Committee shall be filled by the Board in accordance with the terms of the Company’s Amended and Restated Articles of Association and Organizational Regulations, as have been and may, from time to time, be amended and/or restated (the “Articles of Association” and “Organizational Regulations,” respectively). No member of the Committee shall be removed except by the Board in accordance with the terms of the Company’s Articles of Association and Organizational Regulations.

### **III. Procedures and Meetings of the Committee**

The Committee shall fix its own rules of procedure, which shall be consistent with the Organizational Regulations of the Company and this Charter and which may be fixed orally and modified from time to time as the Committee deems appropriate. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may meet in executive session outside the presence of the Company's management.

A majority of the members of the Committee present in person or by means of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Following each of its meetings, the Committee shall deliver an oral report on the meeting to the Board at the Board meeting next following such Committee meeting, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **IV. Duties and Responsibilities of the Committee**

#### **A. *Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates in accordance with U.S. Federal Law and the rules of the NYSE.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the shareholders, as the case may be, pursuant to the Company's Articles of Association.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change or accepting an invitation to serve on another board of directors (other than accepting a re-nomination on a board of directors on which the director already serves), and to recommend whether or not the director should be re-nominated.

#### ***B. Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by the NYSE.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes subject to the provisions of the Articles of Association and Organizational Regulations of the Company.

(c) To make recommendations, if it deems appropriate, on the frequency and structure of Board meetings.

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance guideline.

All reviews and recommendations may take the form of an oral communication by the Committee to the Board.

#### ***C. Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, and to recommend individual directors to fill any vacancy that might occur on a committee.

(b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy (if any) with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

All reviews and recommendations may take the form of an oral communication by the Committee to the Board.

#### ***D. Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance guidelines developed and recommended by the Committee shall address the following:

- (i) Director qualification standards;
- (ii) Director responsibilities;
- (iii) Director access to management and, as necessary and appropriate, independent advisors;
- (iv) Director compensation, including guidelines for determining the form and amount of director compensation, and for reviewing those guidelines, as appropriate;
- (v) Director orientation and continuing education;
- (vi) Management succession, including policies and guidelines regarding succession in the event of an emergency or the retirement of the chief executive officer;
- (vii) Annual performance evaluation of the Board;

(b) To review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.

(c) To consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board.

(d) To assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

(e) Review the Company's program to monitor compliance with the Company's Code of Conduct, and meet periodically with the Company's General Counsel to discuss compliance with the Code of Conduct; all waivers of the Code of Conduct for directors and executive officers must be approved by the Committee unless otherwise approved by the Board as a whole.

(f) Review the Company's program to monitor compliance with the Company's Code of Ethics for Executive Officers, and meet periodically with the Company's General Counsel to discuss compliance with the Code of Ethics.

All recommendations may take the form of an oral communication by the Committee to the Board.

### ***E. Evaluation of the Board***

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function in any manner it deems appropriate.

### **V. Delegation of Authority**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

### **VI. Conflicts**

The Committee shall be responsible for reviewing and approving in advance (or ratifying, as the case may be) any related party transactions with directors and executive officers of the Company and with firms that engage directors or executive officers, and any other material related party transactions, other than related party transactions which are pre-approved pursuant to pre-approval guidelines or rules established by the Committee or the Board to cover specific categories of transactions. In addition, the Committee shall have the authority to establish pre-approval guidelines or rules covering specific categories of transactions, which guidelines and rules the Committee shall review, evaluate and update, as appropriate, from time to time.

The Committee shall be responsible for reviewing the results of any review of the Company's independent auditors of the Company's policies relating to the ethical handling of conflicts of interest and review of past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, when the results of such reviews are reported to the Audit Committee.

## **VII. Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address such matters that the Committee considers relevant to its performance in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VIII. Investigations and Studies; Outside Advisers**

In performing its duties and responsibilities, the Committee shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other experts and advisors. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts and advisors, as it deems appropriate. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any fees incurred in selecting or retaining any counsel, experts or advisors (including consultants).

## **IX. Communication with Non-Management Directors**

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Chairperson, or to the Independent Directors as a group, may do so by addressing such communications or concerns to the Lead Director of the Board of Directors, 325 Campus Drive, Aurora, Ohio, 44202, who will forward such communications to the appropriate party. Such communications may be done confidentially or anonymously.

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