

**Charter of the  
Nominating and Corporate Governance Committee  
of the  
Board of Directors  
of  
STRATTEC SECURITY CORPORATION**  
(as amended and restated as of October 11, 2016)

**A. Purpose.**

The Nominating and Corporate Governance Committee (the "Committee") is established by the Board of Directors (the "Board") of STRATTEC SECURITY CORPORATION (the "Corporation") to (1) assist the Board by identifying individuals qualified to become members and Chairs of the Board and its committees, (2) recommend guidelines and criteria to the Board to determine the qualifications of potential directors, (3) make recommendations to the Board concerning the size and composition of the Board, (4) recommend to the Board nominees for the next annual meeting of shareholders, (5) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, (6) assist the Board in assessing director performance and the effectiveness of the Board as a whole and (7) assist the Board by planning for the succession of the CEO. In addition, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**B. Membership.**

The Committee will consist of at least two members of the Board who are "independent directors" within the meaning of the rules of the Nasdaq Stock Market, each of whom shall not be an officer or employee of the Corporation or its subsidiaries, shall not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board as members of the Committee until removed by the Board and/or until their successors have been duly appointed and qualified. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

**C. Responsibilities.**

The responsibilities of the Committee shall include:

1. Identifying and reviewing the criteria and qualifications of and recommending to the Board individuals qualified to become nominees for election as a director to be submitted to the shareholders for election at each annual meeting of shareholders and individuals qualified to become directors to be appointed by the Board to fill vacancies and newly created directorships. In identifying candidates for membership on the Board, the Committee shall take into account the criteria for selection recommended by the Committee and approved by the Board, and the extent to which the candidate would fill a present need on the Board. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board. The criteria and qualifications to be considered in selecting directors may include, without limitation, strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and background and industry knowledge.

2. Identifying, reviewing and considering candidates for election as directors submitted by the shareholders, taking into account in such review the criteria for selection recommended by the Committee and approved by the Board, and the extent to which the candidate would fill a present need on the Board.

3. Considering and making recommendations to the Board concerning the size and composition of the Board, including taking into account diversity in Board and Committee membership, to ensure that the Board is comprised of members possessing an appropriate level of expertise, skills, attributes and personal and professional backgrounds for service on the Board.

4. Developing and recommending guidelines and criteria to the Board to determine the qualifications of directors and make recommendations for changes that in its judgment are appropriate.

5. Reviewing and recommending Board committees and committee structure, together with committee members and Chairs for each of the committees.

6. Reviewing and assessing the independence of directors and committee members.

7. Recommending performance criteria and guidelines for the Board and overseeing the review of the procedures, the effectiveness and the performance of executive management, the Board, Board committees and individual directors, as applicable.

8. Reviewing the qualifications and effectiveness of existing Board members on an annual basis and making recommendations to the full Board. The full

Board shall then determine whether an existing Board member should stand for re-election.

9. Reviewing and recommending corporate governance practices and policies of the Corporation. In furtherance thereof, the Committee shall periodically review and reassess the adequacy of the Corporation's corporate governance framework, including its Articles of Incorporation, By-Laws and Corporate Governance Guidelines, and recommend any proposed changes to the Board for approval.

10. Recommending a plan and process for the selection of a successor to the CEO.

11. Annually reviewing and reassessing the adequacy of this Committee Charter and recommending changes to the Board.

12. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Board shall review annually the scope of responsibilities of the Committee and the effectiveness with which the Committee has carried out its responsibilities during the foregoing year. The Committee shall report to the Board and shall have such power and authority as is necessary for it to fulfill its responsibilities. The Committee shall perform such functions and retain such authority until otherwise provided by the Board or unless any such matter is specifically approved by the Board.

**D. Meetings.**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities provided the Committee shall meet at least once a year.

**E. Minutes.**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**F. Advisors.**

The Corporation shall provide the Committee with appropriate funding for payment of compensation, fees and expenses to any search firm or other advisors that the Committee may deem appropriate to engage.