

CTS CORPORATION
BOARD OF DIRECTORS
NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating, Governance and Sustainability Committee (the “Committee”) of the Board of Directors (“Board”) of CTS Corporation (the “Company”) is to seek, evaluate and recommend to the Board, qualified candidates for election to the Board and to develop, recommend and monitor the Company’s corporate governance framework and activities, as well as the sustainability of its business and related policies and practices.

COMPOSITION

The Committee shall be composed of a minimum of three members of the Board appointed from time to time by the Board. The Board may designate one of such members as the Chair of the Committee. Each member of the Committee will be “independent” under the rules of the New York Stock Exchange.

RESPONSIBILITIES AND AUTHORITY

Nominations

Depending on the circumstances the nominating-related responsibilities of the Committee may include the following:

1. Oversee the process to seek and evaluate candidates for election to the Board and recommend to the Board persons to be elected as directors of the Company at each annual meeting of shareholders or at any special meeting of shareholders at which directors are to be elected.
2. Evaluate and recommend to the Board candidates to fill any vacancy from time to time on the Board.
3. Retain and terminate the services of any search firms used to identify director candidates and have sole authority to approve the search firm’s fees and other retention terms.
4. Recommend criteria and qualifications for the selection of directors.
5. In cooperation with the Compensation and Talent Committee, consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company when the need arises.

6. In cooperation with the Compensation and Talent Committee, consider and recommend to the Board officer candidates for election.

Governance

The governance-related responsibilities of the Committee include the following:

1. Oversee the regular evaluation of and recommend action to the Board or its committees where appropriate regarding, (a) the quality, sufficiency and timeliness of information furnished by management to the Board and its committees, (b) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (c) tenure and other policies related to the directors' service on the Board, and (d) corporate governance matters generally.
2. Recommend for adoption Corporate Governance Guidelines for the Company and periodically review and make recommendations to the Board regarding those guidelines.
3. Evaluate and present to the Board on an annual basis its determination as to (a) the independence of each director and director nominee under the independence standards established by the NYSE listing standards and applicable law and (b) whether the Audit Committee has an "audit committee financial expert". The Committee will use the following standards to assist in making the independence determination. An independent director is one who:
 - (i) Is not an employee of CTS and has not been an employee of CTS for a period deemed sufficient by the Committee and the Board;
 - (ii) Is not an affiliate of CTS other than in the capacity as a director and has not been an affiliate of CTS for a period deemed sufficient by the Committee and the Board ;
 - (iii) Is not an employee or affiliate of CTS' present auditing firm or an auditing firm retained by CTS within the past five years and has not been an employee or affiliate of such a firm for a period deemed sufficient by the Committee and the Board ;
 - (iv) Is not an employee of a company on whose board an executive of CTS presently serves as a director or has served as a director for a period deemed sufficient by the Committee and the Board and has not been an employee of such a company for that period;
 - (v) Is not an employee of any company which made payments to or received payments from CTS which exceeded 2% or \$1 million, whichever is greater, of that company's consolidated gross revenues and has not been an employee of such a company for a period deemed sufficient by the Committee and the Board;
 - (vi) Is not an employee or director of any company that makes direct material investments or trades in CTS stock or that regularly advises investors concerning CTS stock;

- (vii) Does not presently receive any material indirect compensation from CTS other than compensation attributable to the director's service as a member of the Board and its committees;
- (viii) Has not received more than \$10,000 per year in direct compensation from CTS during a period deemed sufficient by the Committee and the Board , excluding compensation attributable to the director's service as a director of the Company;
- (ix) Does not have any other relationship with CTS or any other entity, including charitable and civic organizations that in the opinion of the Board could be considered to effect the director's ability to exercise his independent judgment as a director; and
- (x) Is not an immediate family member of any individual who would fail to meet the criteria for independence set forth above.

Additionally, for purposes of determining whether a director has a material relationship with CTS apart from his service as a director, any transaction that is not required to be disclosed pursuant to Item 404(a) of Regulation S-K shall be deemed categorically immaterial.

4. Review any potential conflicts of interest of current or prospective directors and recommend appropriate action to the Board concerning such conflicts.
5. Consider and recommend Board action with respect to offers of resignation submitted by directors and the removal of directors.
6. Review the succession planning process for executive officers.
7. Monitor the orientation and training needs of directors.
8. Review and recommend to the Board guidelines and procedures to be used by directors in evaluating the performance of the Board and oversee the performance review process.
9. Oversee and periodically review the adequacy of the Company's directors' and officers' liability insurance.
10. Review, evaluate and consult with the Company regarding the sustainability of the Company's business and policies and initiatives related thereto and to advise the Board regarding such matters.
11. Such other responsibilities as may be assigned to the Committee from time to time by resolution of the Board.

GENERAL

Meetings of the Committee

The Committee shall meet in person, by videoconference or telephonically at least quarterly or more frequently as it may determine necessary to comply with its responsibilities as set forth herein. One-third of the members, but no fewer than two members, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a duly convened meeting. The Committee may meet in executive session as it deems necessary.

The Committee may request any officer or employee of the Company or the Company's outside legal counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an executive officer to the extent permitted by applicable law.

Resources and Authority of the Committee

The Committee shall have the authority appropriate to discharge its responsibilities and carry out its duties herein specified, including the authority to engage independent counsel and other advisors, experts or consultants. The Company shall provide appropriate funding and other resources as required by the Committee to fulfill its responsibilities, including compensation of advisors retained under this section and the ordinary expenses of the Committee.

Reporting to the Board of Directors

The Committee shall report its actions and any recommendations to the Board on a regular basis.

Annual Review of Charter

The Committee shall conduct and review with the Board annually an evaluation of this Charter and recommend any changes to the Board. The Charter evaluation shall be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Annual Performance Evaluation

The Committee shall conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. The performance evaluation shall be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.