

CORE MOLDING TECHNOLOGIES, INC.
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS

I. Structure of Committee

This Charter governs the structure and operation of the Nominating and Corporate Governance Committee (the "Committee"). The Committee's role, as more specifically described below, is to identify and evaluate persons qualified for presentation as Director nominees, to present to the Board of Directors (the "Board") qualified slates of nominees for election to the Board by the Company's shareholders, to recommend candidates to fill vacancies occurring between annual shareholder meetings, to carry out all obligations imposed upon a nominating committee pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and of the NYSE American as the same may be applicable from time to time and to review and recommend corporate governance practices and policies of the Company.

The Committee shall be comprised of at least three independent members of the Board of Directors (under NYSE American rules). Each member shall serve for a term expiring at the next annual meeting of Directors and may be removed by the Board at any time.

II. Meetings

The Committee shall meet as often as deemed necessary. Electronic participation in meetings is acceptable if effected in compliance with the Company's Bylaws. The Committee shall have authority, in its areas of responsibility, to retain at Company expense independent advisors and to approve and require payment of fees charged by such advisors. In the performance of its duties, the Committee and its Members shall have unrestricted access to management.

The Committee shall cause appropriate minutes to be prepared and preserved with respect to its proceedings and shall report its actions to the next following meeting of the Board.

III. Duties and Responsibilities

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of then applicable rules and regulations of the SEC and NYSE American:

- A. To identify and review candidates for the Board of Directors and to recommend to the Board candidates for election to the Board. Such recommendation shall disclose the source from which the recommendation of such candidate came.
- B. To evaluate and measure those skills and accomplishments which should be possessed by a prospective member of the Board given the then membership of the Board, including such factors as the ethical values, personal integrity and business reputation of the candidate, his or her financial acumen, reputation for effective exercise of sound business judgment, strategic planning capability, indicated interest in providing attention to the duties of a member of the Board, contribution of a diverse frame of reference, personal skills in finance, marketing, manufacturing

processes, technology or in other areas where such person's talents may contribute to the effective performance by the Board of its responsibilities.

- C. To review the Committee Charter from time to time for adequacy in light of current conditions and to recommend any appropriate changes to the Board, including, without limitation, those changes which may be required by the SEC with respect to the process of receipt and review of recommendations from shareholders regarding possible Board candidates.
- D. To consider and review the qualifications of those Director candidates recommended by shareholders in a fair and unbiased manner and by application of the same tests and standards which are considered in connection with candidates independently identified by the Committee or otherwise brought to its attention including, without limitation, those factors described in III. B., above. In order to allow the Committee sufficient time to evaluate candidates relative to the standards set forth in this Charter, recommendations from shareholders regarding candidates must be delivered to the Company's Secretary at least 90 days prior to the Company's annual meeting, provided that recommendations received after such deadline may still be considered if the Committee determines that their review process will not be compromised by such delinquent notice. Such recommendations must be in writing and must include a biographical description of the prior relevant activities of the proposed candidate and the views of the recommending shareholder regarding his or her qualifications. Such recommendations must be accompanied a written statement from the proposed candidate agreeing to be identified in the proxy statement as a nominee and, if elected, to serve as a Director.
- E. To report to the Board regarding the number and identity of Directors who were present and who were absent at the most recent annual shareholders meeting and to encourage attendance by Board Members at all shareholder annual meetings.
- F. To develop and, following approval thereof by the Board, to implement a process for the receipt of communications from shareholders to Directors.
- G. To review and recommend corporate governance practices and policies of the Company. In furtherance thereof, the Committee shall periodically review and reassess the adequacy of the Company's corporate governance framework, including its Certificate of Incorporation and By-Laws, and recommend any proposed changes to the Board for approval.
- H. To administer the Company's Related Party Transactions Policy.
- I. To periodically review, recommend changes, consider exceptions, and monitor compliance with the Code of Ethics and Business Conduct.
- J. To, at least annually, review and assess the adequacy of this Charter and conduct a performance evaluation of the Committee. The Committee shall recommend any proposed changes to the Board for approval.