

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF AUTOLIV, INC.**

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Autoliv, Inc. (the "Corporation") shall be to recommend to the Board individuals qualified to serve as directors of the Corporation and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; and to oversee the evaluation of the Board and the Corporation's management.

II. CHARTER

The charter will be reviewed and reassessed by the Committee at least annually and any proposed changes will be submitted to the Board for approval.

III. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be nominated by the Committee and elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office. The Board shall designate one member of the Committee as its Chairperson.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as provided by its rules, at least two times annually or more frequently as circumstances require. The Chairperson, or a majority of the members of the Committee, may also call a special meeting of the Committee. A majority of the members of the Committee present in person, or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Corporation and this Charter.

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, however*, that no subcommittee shall consist of fewer than two members; and *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.

The Committee may request that any directors, officers or employees of the Corporation, or

other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, 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 Corporation.

V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Board Candidates and Nominees

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

- (a) To establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- (b) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-laws and the Corporate Governance Guidelines of the Corporation, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria shall include the possession of such experience, knowledge, skills, expertise, integrity, diversity of background, gender, race, ethnicity and age, understanding of the Corporation's business environment and other such qualifications to enhance the Board's ability to manage and direct the affairs and business of the Corporation, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing requirement. The Committee shall also consider to the extent practicable, the background and experiences of the director nominees so that the members of the Board shall reflect the global operations of the Corporation.
- (c) 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 significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be nominated for reelection to the Board.

B. Board Composition and Procedures

The Committee shall have the following goals 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, attributes, qualifications, expertise, and diversity of gender, race, ethnicity and age appropriate 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.
- (c) To make recommendations 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 Corporation rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

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

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

- (a) To develop and recommend to the Board a set of corporate governance principles for the Corporation, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
 - i. Director qualification standards. The qualification standards established by the Committee must reflect at a minimum the independence requirements of the NYSE. The Committee shall also develop policies regarding director tenure, retirement, removal and succession, and shall consider whether it is in the best

interest of the Corporation to limit the number of corporate boards on which a director may serve.

- ii. Director responsibilities.
 - iii. Director access to management and, as necessary and appropriate, independent advisors.
 - iv. Director orientation and continuing education.
- (b) To review annually the corporate governance principles adopted by the Board to assure that they are appropriate for the Corporation, 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 consider any request for waivers of conduct by Board members or executive management team members under the Standards of Business Conduct and Ethics and to ensure that any requests to be granted be publicly disclosed as required by law or regulation. To review periodically the significant sustainability, social, ethical, and environmental activities of the Corporation.
 - (e) Review the Corporation's practices and policies with respect to communication and engagement with stockholders.

E. Evaluation of the Board and Management

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the management of the Corporation, including the Chief Executive Officer of the Corporation. The Committee shall establish procedures to allow it to exercise this oversight function.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

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

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain or obtain the advice of independent counsel or other advisers as it deems necessary or appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent legal counsel or other adviser retained by the Committee, including sole authority to approve the adviser's fees and other retention terms. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an independent legal counsel or any other adviser retained by the Committee.

In discharging its responsibilities, the Committee is entitled to full access to all books, records, facilities and personnel of the Corporation. The Committee may request that any director, officer or employee of the Corporation, or other person whose advice and counsel are sought by the Committee, attend a meeting of the Committee or meet with any members of, or consultants to the Committee.

The Committee may retain a search firm to be used to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such search firm, including sole authority to approve the search firm's fees and other retention terms. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm.

AS AMENDED BY THE BOARD OF DIRECTORS ON August 19, 2019