

Governance Guidelines

A. Board Functions and Responsibilities

The primary functions of the Board of Directors (the “Board”) of Garrett Motion Inc. (the “Company”) are to oversee management performance on behalf of the stockholders, to ensure that the long-term interests of the stockholders are being served, to monitor adherence to the Company’s standards and policies, to promote the exercise of responsible corporate citizenship and generally to perform the duties and responsibilities assigned to the Board by the laws of Delaware, the state of incorporation of the Company.

The Board fulfills these functions by, among other things:

- Selecting, evaluating and compensating the officers of the Company and planning for senior management succession;
- Reviewing and monitoring implementation of the Company’s strategic plans and annual operating plans;
- Reviewing and approving significant corporate actions and major transactions;
- Reviewing assessments of, and advising management with respect to, significant risks and issues facing the Company; and
- Ensuring the establishment of, and monitoring compliance with, processes designed to ensure the integrity of the Company’s actions, including its financial statements and financial reporting, its relationships with customers, suppliers and other constituencies, and its compliance with law and its Code of Business Conduct.

B. Board Composition

Requisite Skills and Characteristics. The Nominating and Governance Committee, in recommending directors and director candidates for election to the Board, and the Board, in nominating directors and director candidates, will consider individuals who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments. Directors are expected to constructively challenge management through their active participation and questioning.

In evaluating directors and director candidates, the Nominating and Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant: independence, age, skills, experience in corporate management, and industry background, as well as the ability of directors and director candidates to devote sufficient time to performing their duties in an effective manner. The Board will also consider diversity criteria, including gender, culture and ethnicity, age, sexual orientation, ability and disability and geographic background and will strive to maintain a Board in which each gender represents at least 33% of independent directors. The Company believes that a Board made up of highly

qualified individuals from diverse backgrounds promotes better corporate governance and performance, and effective decision-making.

To ensure that the Board continues to evolve and be refreshed in a manner that serves the changing business and strategic needs of the Company, before recommending for re-nomination a slate of incumbent directors for an additional term, the Nominating and Governance Committee will evaluate whether incumbent directors possess the requisite skills, perspective and time to devote to Company matters, both individually and collectively. The composition of the Board, as well as the perspective and skills of its individual members, needs to effectively support the Company's growth and commercial strategy. Collectively, the Board must also be capable of overseeing risk management, capital allocation and leadership succession. Board composition and the members' perspective and skills should evolve at an appropriate pace to meet the challenges of the Company's changing commercial and strategic goals.

Selection of Director Candidates

The Nominating and Governance Committee has responsibility for periodically identifying and recruiting new members to the Board. Through discussions with the Chairperson of the Board (the "Chairperson"), Chief Executive Officer ("CEO"), Lead Director (if any) and other Board members, specific skill sets, experience and knowledge important for the new Board member are identified and prioritized. Potential candidates meeting these criteria are then identified either by professional recruiting agencies, reputation or existing Board members. Candidates are interviewed by the Chairperson, CEO, Lead Director (if any), the Nominating and Governance Committee, and other members of the Board, as appropriate, to ensure that candidates not only possess the requisite skills and characteristics but also the personality, leadership traits, and work ethic to effectively contribute as a member of the Board. After this process, the Nominating and Governance Committee may recommend, and the Board may nominate, a candidate for election to the Board at the Annual Meeting of Stockholders. From time to time, the Board fills vacancies in its membership that arise between annual meetings of stockholders, using the same process described above.

Independence. The Nominating and Governance Committee will conduct an annual review of the independence of the directors (and candidates for membership on the Board), taking into account all relevant facts and circumstances. The Board intends that, at all times, a substantial majority of its directors will be considered independent under applicable rules of the national securities exchange on which the Company's common stock is listed.

Each independent director of the Board shall promptly notify the Nominating and Governance Committee of any developments that may create a potential conflict of interest or otherwise impair such director's independence for evaluation by the Nominating and Governance Committee. If a conflict exists and cannot be resolved, it is expected that the director would resign.

The Company will not make any loans to directors or executive officers.

Independent Chairperson. The Company has no fixed rule as to whether the offices of Chairperson and CEO should be vested in the same person or two different people, or whether the Chairperson should be an employee of the Company or should be elected from among the non-employee directors. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company to make such a determination as it deems appropriate.

Lead Director. If the Chairperson is not an independent director, a Lead Director shall be elected from among the independent directors. In electing the Lead Director, the independent directors shall consider the following selection criteria:

- Qualifies as independent, in accordance with relevant listing rules;
- Able to commit the time and level of engagement required to fulfill the substantial responsibilities of the role;
- Effective communication skills to facilitate discussions among members of the Board, including between the non-employee directors and the CEO and Chairperson, and engage with key stakeholders;
- Possesses a strong rapport with other members of the Board;
- Demonstrates high personal integrity and ethical character; and
- Has skills and experience broadly in line with the Company's corporate strategy, including, as relevant:
 - Leadership experience within a large, complex organization; ○
International experience and exposure to a variety of markets; and
 - Expertise aligned with key growth initiatives.

The Lead Director will have the following duties and responsibilities:

- Review and approve Board meeting agendas and Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;
- Review and approve presentation material and other written information provided to directors for Board meetings;
- Preside at all meetings at which the Chairperson is not present including executive sessions of the non-employee or independent directors and apprise the Chairperson of the issues considered;
- Serve as liaison between the Chairperson and the independent directors;

- Be available for consultation and direct communications with the Company's stockholders;
- Call meetings of the non-employee or independent directors when necessary and appropriate;
- Retain outside professionals on behalf of the Board;
- Consult with management about what information is to be sent to the Board;
- Identify key strategic direction and operational issues upon which the Board's annual core agenda is based;
- As and when the Board considers adding new members, work with the CEO, Chairperson, Nominating and Governance Committee and the full Board to ensure that candidates not only possess the requisite skills and characteristics but also the personality, leadership traits, and work ethic to effectively contribute as a member of the Board; and
- Perform such other duties as the Board may determine from time to time.

Board Size. In accordance with the Company's certificate of incorporation, the authorized number of directors is fixed from time to time by the Board. The Nominating and Governance Committee and the Board periodically review the size of the Board and assess its ability to function effectively and with appropriate diversity and expertise.

Term Limits. The Board does not believe in the establishment of arbitrary term limits. While term limits may help ensure that fresh ideas and viewpoints are available to the Board, they may force the Company to lose the contribution of directors who, over time, have developed increased insight into the Company's businesses and operations. The Board seeks to maintain a balance of directors who have longer terms of service and directors who have joined more recently.

The Nominating and Governance Committee conducts an annual review of each director's continuation on the Board. Per Board policy, unless the Board otherwise determines, nonemployee directors shall serve only until the Annual Meeting of Stockholders immediately following their 75th birthday.

Occupations and Memberships on Other Boards. An individual member of the Board should not sit on more than four public company boards (including service on the Company's Board). If a member of the Company's Board serves as an executive officer of a publicly traded company, that member should not serve on the boards of more than two public companies (including their own company). No Audit Committee member shall simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service does not impair the ability of such member to effectively serve on the Audit Committee.

In selecting nominees for membership, the Board takes into account the other demands on the time of a candidate, and with respect to current members of the Board, their attendance at, preparedness for and participation in Board and Committee meetings. Directors should advise the chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. Directors should offer to tender their resignation from the Board and each of the committees on which they serve in the event of a change in the principal job responsibilities they held at the time of their election to the Board or upon their resignation, removal or retirement as an employee of the Company.

Election of Directors. The By-laws of the Company (the “By-laws”) provide that in any uncontested election of directors, any director nominee who receives a majority of the votes cast shall be deemed elected (for purposes of this paragraph, a “majority of the votes cast” shall mean that the number of votes cast “for” a director must exceed the number of votes cast “against” that director (with “abstentions” and “broker non-votes” not counted as a vote cast with respect to that director). The By-laws also provide that a director shall not qualify for service unless he or she submits upon appointment, election or re-nomination to the Board an irrevocable resignation that will be effective upon (x) such person’s failure to receive a majority of the votes cast in an uncontested election and (y) the acceptance of such resignation by the Board. Any such resignation shall be promptly considered in accordance with the By-laws.

C. Board Meetings

Meetings. Regular meetings of the Board are scheduled well in advance. Special meetings of the Board may be called by the Chairperson, the CEO or by a majority of the non-employee directors.

Attendance. Board members are expected to prepare for, attend and participate in meetings of the Board and committees on which they serve. Information and data that are important to an understanding of the business to be conducted at a Board or committee meeting is generally distributed in writing to the directors before the meeting so as to provide directors with sufficient time to review the materials and consider key issues in advance of the meeting.

Agendas. The Chairperson (and the Lead Director, if any) establishes the agenda for Board meetings, although each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting and to suggest items for inclusion on future Board agendas.

Presentations to the Board. The Board welcomes regular attendance at each Board meeting of senior officers of the Company. The Board encourages presentations at its meetings by employees whose direct involvement in a particular area can bring key insight into a topic being reviewed with the Board or who have leadership potential of which the Board should be aware. Management presentations should be scheduled on the agenda so as to allow for question-and-answer sessions and open discussions of key policies and practices.

Meetings of Non-Employee Directors. The Board will hold executive sessions of its nonemployee directors on at least a quarterly basis.

If there is a Lead Director, the Lead Director will serve as the chairperson for these executive sessions. Following an executive session of non-employee directors, the Lead Director should meet with the Chairperson to provide feedback on matters discussed in the executive session, and/or input regarding agenda items or information requests for future Board and committee meetings.

D. Board Committees

Committees. The Board currently has the following committees: Audit Committee, Compensation Committee and Nominating and Governance Committee. The Board may, from time to time, establish or maintain additional or alternative committees that it determines to be necessary or appropriate.

Committee Assignments. Committee members and chairpersons will be appointed by the Board upon the recommendation of its Nominating and Governance Committee. There are no fixed terms for service on committees.

Charters. Each committee operates under a written charter setting forth its purpose, duties and responsibilities and providing for an annual self-evaluation of its performance. These charters are published on the Company's website.

Meetings. Committee meetings are generally held in conjunction with full Board meetings. The chairperson of each committee, with the assistance of appropriate members of management, develops the agenda for committee meetings. Each committee will establish a schedule of agenda subjects (to the extent these can be foreseen) to be discussed during the year. The schedule for each committee will be furnished to all directors. Board members who are not members of a particular committee are welcome to attend meetings of that committee.

E. Access to Management, Employees and Independent Advisors

Management and Employees. Directors have full and free access to management and employees of the Company. Meetings or contacts may be arranged through the Company's CEO or Secretary or directly by the director.

Independent Advisors. The Lead Director (if any), the Board and the Board's committees have the right to retain independent outside financial, legal or other advisors as they may deem necessary.

F. Director Orientation and Continuing Education

The Board's new director orientation and continuing education program is overseen by its Nominating and Governance Committee. Each new director, upon joining the Board, is provided with an orientation session regarding the Board and the Company's operations. Board members may attend, at the Company's expense, seminars, conferences and other continuing education programs designed for directors of public companies.

G. Director Compensation

The Nominating and Governance Committee periodically reviews and makes recommendations to the Board regarding the form and amount of compensation for non-employee directors. The Nominating and Governance Committee may request information from Company staff or outside consultants on the compensation of boards of comparable companies. The Company's director compensation program is designed to enable continued attraction and retention of highly qualified directors by ensuring that director compensation is in line with peer companies competing for director talent and to address the increased time, effort, expertise and accountability required of active Board membership in light of evolving corporate governance requirements.

Director stock ownership guidelines have been adopted under which each non-employee director, while serving as a director of the Company, must hold shares of Company common stock (including restricted shares) and/or common stock equivalents with a market value of at least five times the annual cash retainer payable to the non-employee director. Until the applicable ownership guideline is achieved, each non-employee director is required to retain at least 50% of the shares acquired from Company restricted stock unit grants, other than any shares required to be sold to pay applicable taxes. Once the applicable ownership guideline is achieved, the aforementioned retention ratio will no longer apply. If a non-employee director's share ownership subsequently falls back below the applicable ownership guideline and remains below the ownership guideline on a continuous basis for a period of more than 24 months, the non-employee director will be required to comply again with the retention ratio until such time as the non-employee director again achieves the ownership guideline.

The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Nominating and Governance Committee will critically evaluate each of these matters when determining the form and amount of director compensation and will ensure that such payments do not violate the applicable independence requirements of the national securities exchange on which the Company's common stock is listed.

H. Management Compensation and Succession

Succession Plan. The Nominating and Governance Committee, in coordination with the Compensation Committee, shall periodically review the Company's management development program (including overseeing the Company's executive succession plans) and make recommendations to the Board for approval.

I. Annual Performance Evaluation

The Board will conduct an annual self-evaluation led by the Nominating and Governance Committee to determine whether it and its committees are functioning effectively and to solicit

feedback from directors as to whether the Board is continuing to evolve and be refreshed in a manner that serves the business and strategic needs of the Company.

J. Political Contributions

The Company's Code of Business Conduct provides that Company property should not be used for personal political activities. Further, no political activities, or government contact undertaken to influence legislation, regulation, policy or other governmental actions, may be conducted on Garrett's behalf unless authorized by the Government Relations function.

K. Board Communication Policy

The Board believes that management should speak for the Company and that the Chairperson should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the Chairperson or the Board.

L. Confidentiality

The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be handled confidentially and used solely in furtherance of the Company's business.

M. Disinterested Directors

No disinterested director shall obtain beneficial ownership of any shares of the Company's Series A Cumulative Convertible Preferred Stock ("Series A") during such disinterested director's term of office.

For purposes of this section:

"Affiliate" means, with respect to any person, any person who, directly or indirectly, controls, is controlled by or is under common control with that person, and the term "control" (including the terms "controlled", "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities or partnership or other ownership interests, by contract (including proxy) or otherwise.

"Associate" means, when used to indicate a relationship with any person, (i) a corporation or organization (other than the Company or any of its subsidiaries) of which such person is an officer or director or is, directly or indirectly, the owner of ten percent (10%) or more of any class of voting or equity securities, (ii) any trust or other estate in which such person has a substantial beneficial interest or as to which such Person serves as trustee or in a similar capacity and (iii) any family member of such person who lives in the same home as such person.

“Beneficial owner” or “beneficially own” have the meanings assigned to such terms in Rule 13d-3 under the U.S. Securities Exchange Act of 1934, as amended.

“Disinterested director” means each member of the Board other than any member of the Board who is, or is an employee, director, officer, partner, member or stockholder of, or is otherwise affiliated or associated with, any person who beneficially owns shares of Series A with an aggregate Series A fair market value greater than or equal to \$50,000.

“Series A fair market value” means, with respect to each share of Series A, the arithmetic average of the volume-weighted average prices for a share on the principal United States securities exchange or automated quotation system on which shares of Series A trade, as reported by Bloomberg (or, if Bloomberg ceases to publish such price, any successor service chosen by the Company) in respect of the ten (10) trading days preceding the date of determination or, if the Series A is not traded on any such exchange or automated quotation system, such value as is determined in good faith by the Board.

N. Review and Modification of Governance Guidelines

The Nominating and Governance Committee will periodically review these guidelines , and will recommend any changes to the Board for approval.