



Corporate Governance Guidelines

General

Gentex Corporation (the "Company") has adopted a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professionalism and personal conduct, and assuring compliance with such responsibilities and standards. The business and affairs of the Company are managed by the Board of Directors (the "Board") which exercises power and authority of the Company (subject to delegation to the committees of the Board).

Committees of the Board

The Board has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, and, in accordance with the Company's Bylaws, may appoint other committees from time to time. Each committee shall have a written charter.

Attendance/Board Service

Each member of the Board and each member of the committees of the Board is expected to abide by the Gentex Corporation Attendance and Overboarding Policy.

Board of Directors Leadership Structure

- The Company acknowledges that independent board leadership is important, but believes such leadership can be provided by independent directors whether led by a Lead Independent Director or by having an independent Chair of the Board. As such, there is no necessity to separate the Chair and CEO roles as a matter of policy, although it could be appropriate to do so.
- The Board believes in having flexibility to determine the most qualified person to serve as Board Chair rather than unduly impairing such flexibility with a policy requiring an independent Board Chair.

Lead Independent Director/Independent Directors

- At any time when the Board does not have an independent Board Chair, the Company shall abide by the Gentex Corporation Lead Independent Director Policy and appoint an independent director to serve as Lead Independent Director.
- In addition to acting as a liaison between the independent directors and the Chair, the Lead Independent Director shall have such duties and responsibilities as set forth in the Lead Independent Director Policy and as the Board may assign to him or her.
- In accordance with the NASDAQ Stock Market Rules, in order for a director to qualify as "independent," the Board must affirmatively determine that the director has no material relationship with the Company that would impair the director's independence. A majority of the Board shall be comprised of independent directors as defined in the NASDAQ Stock Market Rules.
- A meeting of the independent directors, separate from management, shall be an agenda item at each Board meeting.

Audit Committee

- The members of the Audit Committee shall all meet the appropriate tests for independence, including those set forth in the NASDAQ Stock Market Rules.
- All Audit Committee members shall possess the required level of financial literacy and at least one member of the Audit Committee shall meet the standard of audit committee financial expert as required by the Sarbanes-Oxley Act.

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- The Audit Committee shall operate pursuant to the Gentex Corporation Audit Committee Charter.
- The Company's independent auditors shall report directly to the Audit Committee.
- The Audit Committee shall adopt and follow the "Revised Audit Committee Procedures for Approval of Audit and Non-Audit Services by Independent Auditors."
- The Audit Committee shall adopt and follow the "Complaint Submission and Handling Policy," which covers accounting and auditing matters and other matters.
- The Audit Committee shall review and approve all related-party transactions in accordance with the Gentex Corporation Audit Committee Charter.

Compensation Committee

- The members of the Compensation Committee shall all meet the appropriate tests for independence, including those set forth in the NASDAQ Stock Market Rules.
- The Compensation Committee is responsible for administering the Company's stock-based incentive plans and supervising other compensation arrangements for executive officers of the Company.
- The Compensation Committee shall operate pursuant to the Gentex Corporation Compensation Committee Charter.

Nominating and Corporate Governance Committee

- The members of the Nominating and Corporate Governance Committee shall all meet the appropriate tests for independence, including those set forth in the NASDAQ Stock Market Rules.
- The Nominating and Corporate Governance Committee shall operate pursuant to the Gentex Corporation Nominating and Corporate Governance Committee Charter.
- The Nominating and Corporate Governance Committee shall adopt and follow certain procedures contained in a document called "Selection Process for Board Candidates" to consider candidates for director nominations.
- The Nominating and Corporate Governance Committee shall establish minimum qualifications for director candidates, which are contained in a document called "Position Profile: Member of the Board of Directors."
- The Nominating and Corporate Governance Committee shall consider any potential director candidates for nomination from any shareholder that beneficially owns more than five percent of the Company's common stock.
- The Nominating and Corporate Governance Committee will consider nominees for the Board from a variety of sources, including current directors, management, retained third-party search firms, and shareholders, and will consider candidates from non-corporate environments.
- The Nominating and Corporate Governance Committee, in accordance with the Gentex Corporation Nominating and Corporate Governance Committee Charter, shall as appropriate develop, recommend to the Board, and assess corporate governance policies and practices for the Company.

Codes

- The Board has adopted a "Code of Ethics for Certain Senior Officers" that applies to the Company's chief executive officer, principal financial officer, and principal accounting officer. Information concerning any alleged violations is to be reported to the Audit Committee.
- The Company has also adopted a "Code of Business Conduct and Ethics." This Code applies to all directors, officers and employees of the Company.

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Shareholder Communication with Members of the Board of Directors

- The Company's directors can be contacted as follows: Board of Directors, c/o Corporate Secretary's Office, Gentex Corporation, 600 North Centennial, Zeeland, Michigan 49464.

Personal Loans to Executive Officers and Directors

- The Company shall comply with, and will operate in a manner consistent with, an act of legislation outlawing extensions of credit in the form of personal loans to or for its directors and executive officers.

Director and Executive Officer Stock Transactions

- Directors and executive officers shall comply with the regulations of the Securities and Exchange Commission (SEC) with respect to filing notice with the SEC within two (2) business days of any purchase or sale of the Company's stock.