

LKQ CORPORATION

GOVERNANCE/NOMINATING COMMITTEE CHARTER

(adopted on September 10, 2003; amended on March 4, 2012, March 3, 2013, July 28, 2014, and August 3, 2015)

I. Purpose

The Governance/Nominating Committee of LKQ Corporation (the “Company”) is responsible for making recommendations regarding corporate governance policies and principles to the Board of Directors (the “Board”), identifying, evaluating, and recommending candidates for election to the Board, and overseeing the independence and effective functioning of the Board.

II. Compliance Obligation

In the course of performing the goals and responsibilities set forth in this Charter, the Committee shall oversee compliance with the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (the “1934 Act”), and the applicable requirements of the Nasdaq Stock Market (“NASDAQ”).

III. Membership

The Committee shall consist of at least two directors of the Company all of whom shall be independent, with one of such independent directors elected as chair of the Committee. For purposes of this Charter, “independent” shall be determined in accordance with the applicable rules and regulations of the Securities and Exchange Commission and NASDAQ. The Board may remove any member of the Committee at any time with or without cause.

IV. Meetings

The Committee shall meet as is necessary or advisable at the call of the Committee chairperson. The subject matter of each meeting shall be determined by the Committee chairperson in advance of each meeting to afford the members sufficient notice to prepare for the meeting and to ensure that the purpose of the meeting shall be fulfilled.

V. Responsibilities and Duties: Governance

- A. The Committee shall develop and recommend to the Board policies and processes designed to provide for effective and efficient governance of the Company by the Board. Specifically, the Committee shall consider policies and processes addressing:
 - (i) conflicts of interest of Board members;
 - (ii) regular executive sessions in which Board members meet without management participation; and
 - (iii) the function and performance of the Company’s senior officers.
- B. The Committee shall conduct a regular review of the corporate bylaws, governance policies and principles, and this Charter and make recommendations for changes to the Board.

- C. The Committee shall monitor the performance of legal counsel, and any other service providers (other than the independent auditors, which are monitored by the Audit Committee) that are chosen by the Board, and shall supervise counsel for the independent directors.
- D. The Committee shall periodically review and make recommendations about ongoing education for incumbent directors and about appropriate orientation for new directors.
- E. The Committee shall periodically review and make recommendations about the organization of Board meetings, including the frequency, timing and agendas of the meetings.
- F. The Committee shall periodically review and make recommendations regarding succession plans for the chief executive officer and other executive officers.
- G. The Committee shall have the resources and authority to discharge its responsibilities, including authority to retain and terminate special counsel and other experts or consultants (such as search firms or recruiters) at the expense of the Company and to approve the terms of any such engagement and the fees of any such counsel, experts or consultants.
- H. The Committee shall undergo an annual performance evaluation.

VI. Responsibilities and Duties: Nominating

- A. The Committee shall identify qualified individuals and make nominations for membership on, or reelection to, the Board and all committees thereof, with input from various sources as appropriate. The Committee shall evaluate all candidates for Board membership, including those candidates validly nominated by stockholders in accordance with applicable law, rules or regulations, in each case, including evaluation of their independence.
- B. The Committee shall periodically review the composition of the Board, including its size and mix of skill sets, experience, and background, and define and clarify the duties and responsibilities of Board members. Included among these shall be legal and fiduciary duties, and expectations regarding preparation, attendance, and participation at meetings.
- C. The Committee shall periodically review and make recommendations to the Board regarding the performance, responsibilities and charters of the Board and of any committees (other than the Audit Committee) of the Board, with a view towards enhancing effectiveness, and conduct a succession planning process for the Board. The Committee shall also consider whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized.
- D. The Committee shall periodically review and make recommendations with regard to the tenure of the directors, including term limits and/or age limits.

- E. The Committee shall develop and recommend to the Board a statement of the competencies and personal attributes required of a member of the Board or any committee to be used as a guideline for recruitment and election of Board and committee members (see example attached hereto as Exhibit A).

EXHIBIT A

STATEMENT OF COMPETENCIES AND PERSONAL ATTRIBUTES OF BOARD/COMMITTEE CANDIDATES

1. **Representation of Shareholders:** Clearly recognizes the role of Directors to represent the interests of Shareholders. Understands the difference between function of the Board and that of management.
2. **Judgment and Knowledge:** Demonstrates judgment and knowledge in the ability to assess Company strategy, business plans, management evaluation and other key issues. Sufficiently informed and knowledgeable to contribute effectively to Board's monitoring responsibilities. Makes individual expertise available to the Board. Draws on relevant experience in addressing issues facing Company.
3. **Meaningful Participation:** Comfortable being an active, inquiring participant. Participates in Board process in a meaningful way. Has confidence and willingness to express ideas and engage in constructive discussion. Actively participates in decision-making and is willing to make tough decisions. Is diligent and faithful in attending Board and Committee meetings.
4. **Communications:** Communicates freely with other Board members. Willing to challenge fellow Directors. Asks insightful questions and raises thought provoking perspectives. Willing to hold management accountable for performance and results. Mindful not to get overly involved in operational details and the management process. Finds the proper balance between dominating the deliberations and making no contribution at all. Team player; works well with other Directors while not necessarily sharing their view. Listens with an open mind.
5. **Vision and Leadership:** Understands Company's philosophy and strategy. Oriented toward the future, and sensitive to future direction of industry. Fulfills legal and fiduciary responsibilities. Supports the Company's mission and values, and is open, honest and direct. Makes appropriate time commitment for Board service. Has no conflict of interest in serving on Board. Must be able to think through what senior management of the Company should do.