

ARVINMERITOR, INC.
BOARD OF DIRECTORS
GUIDELINES ON CORPORATE GOVERNANCE

(AS AMENDED THROUGH January 30, 2009)

1. Role of the Board

The Board of Directors is elected by the shareowners and is the ultimate decision-making body of the Corporation (except with respect to matters reserved to shareowners). The Board selects the Chairman, Chief Executive Officer and President, and, on the recommendation of the Chief Executive Officer, elects the officers, who are responsible for conducting the Corporation's business. The Board acts as advisor and counselor to the officers.

2. Selection of Chairman and CEO

The Chairman is, in most circumstances, the Chief Executive Officer. In the Chairman's absence or disability the Board may designate a person (who could be a director or an employee) to perform the Chairman's duties and exercise the Chairman's powers. The Board has no policy with respect to separation of the offices of Chairman and Chief Executive Officer.

3. Presiding Director

Unless an outside director is serving in the role of Chairman, the Board will appoint a Presiding Director who will (a) serve as a liaison between the Board and the Chief Executive Officer; (b) act as chair of private executive sessions of the Board and in other circumstances where the outside directors meet without the Chief Executive Officer; (c) advise management in developing Board meeting agenda; and (d) perform such other duties as shall be specified by the Board of Directors from time to time. The Presiding Director so appointed will serve in that capacity for a period to be specified by the Board at the time of appointment.

4. Number of Committees

It is the policy of the Corporation that, except as delegated to a Board committee, all significant decisions be considered by the Board as a

whole, and that Board committees be limited to those that the Board determines will be appropriate for the functioning of a publicly-owned company. The Board has the following standing committees: Audit, Compensation and Management Development, Corporate Governance and Nominating, and Environmental & Social Responsibility. The Board has the flexibility to form new committees and to disband any such committees. It is the policy of the Board that only independent directors serve on the Audit, Compensation and Management Development and Corporate Governance and Nominating Committees.

5. Assignment and Rotation of Committee Members

The Board after consultation with the Chairman designates the members of the committees taking into account their particular experience and knowledge of the Corporation and the preferences of individual Board members.

While rotating committee members should be considered periodically, the Board does not believe rotation should be mandated as a policy since there are significant benefits attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members.

6. Assignment and Rotation of Committee Chairs

The Board, after consultation with the Chairman and with the Corporate Governance and Nominating Committee, designates the Chair of each committee, taking into account each individual's particular experience and knowledge of the committee's duties and responsibilities.

As a matter of policy, (i) the Chair of each of the four standing committees will be rotated at least once every four years, with one committee Chair changing each year; (ii) a director shall have served on a committee for at least twelve months before appointment as Chair of that committee; and (iii) a director retiring from the position of Chair of a committee shall continue to serve as a member of that committee for at least twelve months thereafter, provided the director

continues to serve as a Board member. The Board may deviate from these policies where it determines that such deviation is in the best interest of the Board and of a particular committee.

7. Frequency and Length of Committee Meetings

The Chair of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee. The schedule for meetings of each committee will be distributed to the directors by September for the ensuing calendar year.

8. Committee Agenda and Reports

The Chair of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chair of each committee will also report at Board meetings where significant committee matters may warrant further information or discussion.

9. Selection of Agenda Items for Board Meetings

The Chairman will establish the agenda for each Board meeting; and the Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure Board members are apprised of the principal matters to be considered, so that each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

By September there will be distributed to the directors the schedule of meetings for the ensuing calendar year.

At least one Board meeting each year will review long-term strategic plans and discuss principal issues that are expected to affect the Corporation in the future.

10. Distribution of Board Materials

It is the sense of the Board that information and data important to the Board's understanding of the business be distributed regularly to the Board. This material is to include, without limitation, monthly financial information comparing results with plan and prior year, an operations report and a management letter discussing material factors affecting the business and its strategic plans and outlook. The Management will attempt to see that this material is as brief as possible consistent with providing the desired information.

11. Presentations

For particular matters that are likely to benefit from advance consideration by Board members, and to conserve meeting time and focus deliberations, presentations to be made at Board and committee meetings should be sent to Board members in advance unless the subject matter is too sensitive.

When there is no prior distribution of a presentation on a sensitive subject, it is the sense of the Board that (i) each Board or committee member, as applicable, be advised in advance of the meeting of the subject and the principal issues to be considered and (ii) the Board or committee, as applicable, be provided ample time to deliberate on any action to be taken.

12. Directors' Attendance and Participation in Board and Committee Meetings

Directors are expected to attend meetings of the Board and the committees on which they serve whenever possible, and to prepare for meetings by carefully reviewing materials sent between and in advance of meetings. The Corporate Governance and Nominating Committee will monitor each director's attendance and will address any issues when and as appropriate.

13. Regular Attendance of Non-Directors at Board Meetings

The Board considers it desirable that senior officers selected by the Chairman regularly attend Board meetings. In addition, the Chairman may, as particular circumstances warrant, invite other executives to attend Board meetings or appropriate portions thereof.

14. Executive Sessions of the Board

The directors will meet in executive session in conjunction with regular meetings of the Board, such meetings to include a discussion with the Chairman. In addition, the non-management directors will meet in private executive session, without the presence of any corporate officer, in conjunction with each regular meeting of the Board, following which the Chair of the private executive session or a designated director will discuss with the Chairman, to the extent appropriate, matters emanating from the private meeting(s).

15. Board Access to Senior Management

Board members have complete access to the Management and the Corporation's outside counsel and auditors.

It is assumed that Board members will use judgment to be sure that such contact is not distracting to the business operation of the Corporation and that the Chairman is appropriately advised of any such contact.

Furthermore, the Board encourages bringing managers into Board meetings from time to time who: (a) can provide additional insight into the items being discussed or (b) senior Management believe have future potential as prospective leaders.

The Board may retain and have access to outside counsel, consultants and other independent advisors of its choice with respect to any issue relating to its activities.

16. Board Compensation Review

It is appropriate for the Management to report at least biennially to the Corporate Governance and Nominating Committee the status of Board compensation in relation to other large U.S. companies.

Changes in Board compensation, if any, should come at the suggestion of the Corporate Governance and Nominating Committee, but with full discussion and concurrence by the Board, after review of competitive compensation levels and the responsibilities and time involved in Board and committee membership.

The Board believes that a meaningful portion of director compensation should be in the form of equity-based awards to further the direct correlation of directors' and shareowners' economic interests.

17. Size of the Board

The Board should consist of a sufficient number of directors to represent appropriately various viewpoints and areas of expertise but should not exceed a number that can function efficiently as a body. It is the sense of the Board that a size of 9 to 13 members is currently appropriate; however, the Board would consider a somewhat larger size in order to address special circumstances.

18. Board Composition

The Board believes that as a matter of policy there should be a substantial majority of independent directors, as well as the Chief Executive Officer, on the Corporation's Board. In no event will independent directors constitute less than a majority of the Board. While the Board is willing to consider members of Management, in addition to the Chief Executive Officer, as directors, Board membership is not necessary or a prerequisite to any higher Management position in the Corporation.

The Board's composition shall also be consistent with the Board Membership Criteria recommended periodically by the Corporate Governance and Nominating Committee and adopted by the Board.

19. Board Definition of What Constitutes Independence

The Board has adopted the definition of independence contained in proposed Section 303A(2) of the New York Stock Exchange Listed Company Manual, with such additional requirements as are specified in the Board Membership Criteria, each as currently in effect. The Board believes that each present outside director is independent under the foregoing definition. If the New York Stock Exchange should adopt additional requirements or amend its requirements for independence of directors of listed companies, or if the Board Membership Criteria shall be amended, the Board shall be deemed to have adopted those additional or amended requirements, which shall become part of this Section 19.

The status of each director as independent under the foregoing definition is to be reviewed annually by the Corporate Governance and Nominating Committee.

The ownership of stock in the Corporation by directors is encouraged and the ownership of a substantial amount of stock is not in itself a basis for a director to be considered as not independent.

20. Former Chief Executive Officer's Board Membership

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the Chief Executive Officer no longer holds that position, resignation from the Board should be offered at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.

21. Board Membership Criteria

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board not less frequently than

every three years the criteria it believes appropriate for Board membership.

22. Limit on Other Board Memberships

Directors should not ordinarily serve on the boards of more than three other public companies in addition to the Corporation's Board, unless the Board of Directors determines that such simultaneous service would not impair the ability of such member to serve the Board effectively.

23. Selection of New Director Candidates

The Board is responsible, in fact as well as procedure, for recommending director candidates for election by shareowners and, between meetings of shareowners, for selecting its own members. The Board delegates the screening process involved to the Corporate Governance and Nominating Committee with the active participation of the Chairman.

24. Extending the Invitation to a New Potential Director to Join the Board

The invitation to join the Board should be extended by one or more directors designated by the Board.

25. Director Orientation and Continuing Education

The Corporate Governance and Nominating Committee is responsible for establishing, and working with Management to conduct, programs to familiarize new directors with the business and operations of the Corporation. In appropriate cases, the Corporate Governance and Nominating Committee may also determine that it is desirable to arrange for new directors to attend seminars or other informational meetings to acquaint them with the responsibilities and duties of directorship.

The Corporation has a continuing education process for Board members that includes extensive informational materials, meetings with key management and visits to Corporation facilities. The Board

may also request presentations on particular topics, by Management or outside speakers, and specific facility visits, to educate them and update their knowledge as to the Corporation, its industry and markets, the responsibilities of directorship, and other topics of interest. Individual directors are encouraged to attend seminars and other informational meetings intended to improve their expertise or their effectiveness as directors.

In each fiscal year, at least one director shall participate in a director education program accredited by Institutional Shareholder Services.

26. Assessing the Board's Performance

The Corporate Governance and Nominating Committee, using such resources or methods as it determines, is responsible for conducting an annual self-evaluation of the Board and reporting to the Board the results of this assessment of the Board's performance. Its report will be discussed with the full Board before or at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting.

This annual self-evaluation may relate to the Board's functioning and contribution as a whole, or to the effectiveness and contributions of individual Board members.

27. Directors who Change their Present Job Responsibility

Directors whose job responsibilities change meaningfully, or who retire, from the positions they held when they were elected to the Board should offer to resign from the Board.

It is not the sense of the Board that such directors should necessarily leave the Board. There should, however, be an opportunity for the Board via the Corporate Governance and Nominating Committee to review the continued appropriateness of Board membership under these circumstances.

28. Term Limits and Retirement Age

In considering the desirability of term limits and mandatory retirement age, the Board recognizes that it is important to balance the benefits of fresh ideas and viewpoints against the benefits of continuity and increased insight into the Corporation and its operations.

The Board finds that term limits are generally desirable, as long as the maximum term is sufficiently long to reap the benefits of each director's increasing knowledge and contribution to the Board as a whole. Each director shall serve no more than twelve consecutive years, beginning the later of the date of adoption of this requirement (November 12, 2003) or the date of a director's initial election to the Board. The Board, by affirmative vote of at least two-thirds of the directors (excluding the director whose term is under consideration), may authorize exceptions to this requirement in appropriate cases.

While the Board does not believe it should establish a retirement age, directors who are age 70 or would reach age 70 during a new term should offer not to stand for reelection as a director. The Corporate Governance and Nominating Committee will consider whether each such director should stand for re-election and if so whether the individual's term should be for one, two or three years.

29. Formal Evaluation of the Chief Executive Officer

The Compensation and Management Development Committee is responsible for establishing the Chief Executive Officer's annual and long-term goals and objectives, based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and development of Management. The Committee should meet with the Chief Executive Officer each year to discuss his recommendations in this regard. These goals and objectives should then be submitted to the outside directors for consideration in a private executive session.

The outside directors should evaluate the performance of the Chief Executive Officer against these goals and objectives annually, and the results of the evaluation should be communicated to the Chief

Executive Officer by the Chair of the Compensation and Management Development Committee.

The evaluation will be used by the Compensation and Management Development Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

30. Succession Planning

There should be an annual report by the Chief Executive Officer to the Board on succession planning.

There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to a successor in the event of unexpected disability.

31. Management Development

There should be an annual report to the Board on the Corporation's program for Management development.

This report should be given to the Board at the same time as the succession planning report.

32. Board Interaction with Institutional Investors, the Press, Customers, Etc.

The Board believes that the Management speaks for the Corporation. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, it is expected that Board members would do so only with the prior knowledge of Management, or at the request of Management.

33. Stock Ownership Guidelines for Outside Directors

The Board believes that each outside director should own equity in the Corporation to further the direct correlation of directors' and shareowners' economic interests. Each outside director is required to own 18,500 shares of common stock, restricted stock or restricted

stock units effective the later of (i) five years from the date of his or her initial election to the Board and (ii) five years from the date of adoption of this Section 33 (January 30, 2009).

34. Compliance with Corporate Policies Regarding Ethics

The Board believes that each outside director should be expected to observe the same high standards of integrity and ethical conduct as the employees of the Corporation. The Board is required to comply with the applicable provisions of the Corporation's policies regarding ethics, including, without limitation, the Corporate Policy on Standards of Business Conduct and the Corporate Policy on Conflicts of Interest. The Corporate Governance and Nominating Committee shall be responsible for monitoring compliance by outside directors with such policies and sanctions for noncompliance. In any case where disclosure or approval of a particular activity or relationship is required under the policies, such disclosure shall be made to, and approval shall be obtained from, the Corporate Governance and Nominating Committee.

35. Voting for Directors

Any nominee for Director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation promptly after certification of the election results. The Corporate Governance and Nominating Committee shall consider and shall recommend to the Board whether to accept or reject such resignation or whether other action shall be taken. The Board shall act on the Committee's recommendation and shall publicly disclose its decision and the supporting rationale within 90 days after the date of certification of the election results. The director who tendered the resignation shall not participate in the Corporate Governance and Nominating Committee's deliberations and recommendation or in the Board's decision.