

**KEYSTONE AUTOMOTIVE INDUSTRIES, INC.
AMENDED AND RESTATED CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

This Corporate Governance and Nominating Committee Charter (this “**Charter**”) was revised by the Board of Directors (“**Board**”, with each member being referred to herein as a “**Director**”) of Keystone Automotive Industries, Inc. (the “**Company**”) to be effective as of June 19, 2007.

Purpose

The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) is to: (i) adopt, monitor and oversee compliance with good corporate governance principles, guidelines and practices (ii) identify and recommend qualified candidates to serve on the Board and any committee organized by the Board (a “**Board Committee**”) and propose the slate of Directors that will be nominated by the Board for election by shareholders at the annual meeting (or any special meeting of shareholders at which Directors are to be elected), (iii) appoint candidates to fill any vacancies or additional Director positions on the Board, and (iv) carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Bylaws.

Membership

The Committee shall be comprised of two or more Directors, each of whom (i) satisfies the criteria for independence established by the NASDAQ Marketplace Rules and the additional independent director and conduct requirements set forth from time to time in the Company’s Corporate Governance Principles (the “**Principles**”), and (ii) possesses, in the Board’s judgment, the experience, knowledge and business acumen that would be helpful in carrying out the duties of the Committee. The members and the Chairperson of the Committee (the “**Committee Members**”) shall be appointed by the Board. The Chairperson and any other Committee Member can be removed from the Chairperson position and/or the Committee, with or without cause, at any time, by the Board.

Meetings & Procedures

The following procedures and principles shall apply to meetings of the Committee:

- The Chairperson, or in his absence, a Committee Member designated by the Chairperson, shall be responsible for (i) calling and scheduling meetings, (ii) setting agendas, (iii) the preparation and distribution in advance of meetings of appropriate reports, documents and other information required by the Committee Members to make informed judgments and decisions on the issues on the agenda,

and (iv) presiding over meetings. A special meeting can be called by the Chairperson or by a majority of the Committee Members.

- The Committee shall have the authority to establish by resolution any procedures regarding the business of the Committee as it considers appropriate so long as they are not in conflict with any: (i) applicable law, rule, or regulation, (ii) applicable provision of the Company's bylaws, or (iii) any applicable rule, resolution, or procedure established by the Board.
- The Committee shall meet on a regularly scheduled basis at least two times a year and more frequently as the Committee deems necessary or desirable. Regular meetings of the Committee shall coincide with the regularly scheduled meetings of the Board, unless the Committee determines otherwise. Notwithstanding the above, at least one time annually, the Committee shall meet in executive session.
- The secretary of the Company shall record the minutes of the meeting in appropriate detail, unless: (i) the Chairperson appoints another person to record the minutes, (ii) the presence of the secretary at the meeting would create a conflict of interest, or (iii) the Committee is meeting in executive session, in which event the Chairperson or a Committee Member designated by the Chairperson shall record the minutes of such executive session.
- The Committee shall only act on the affirmative vote of a majority of the members at a meeting duly called and held (whether in person, by teleconference, or otherwise), by unanimous written consent, or by any other means allowed by applicable laws, rules, and regulations.
- The Committee may establish subcommittees consisting of one or more Committee Members to carry out such duties as the Committee shall delegate.
- Committee meetings are generally open to any member of the Board unless otherwise stipulated by the Chairperson of the Committee. Observing Board members shall not participate in any discussion or deliberation unless invited to do so by the Chairperson of the Committee, and in no event shall they be entitled to vote.
- The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor or the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management Director who is not a Committee Member.
- The Committee, without the approval of the Board or management, shall: (i) have complete access to Company officers and other managers to discuss the business

in general or specific issues, (ii) have access to administrative and secretarial services in the Company, and (iii) have the authority to engage independent legal, financial or other advisors (including a search firm to identify Director candidates) as they deem appropriate. The fees and related expenses incurred for such advisors and by Committee Members in carrying out the related activity shall be either paid directly by the Company or reimbursed to the Committee Members, as applicable.

- Any action duly taken by the Committee, the Chairperson or a Committee Member, shall be valid and effective, even if it is later determined that one or more Committee Members taking such action, do not meet the requirements for membership on the Committee as set forth above.
- The Chairperson of the Committee shall report regularly to the Board on the Committee's activities and actions taken.

Duties & Responsibilities

The Committee shall have the following duties and responsibilities:

- **Board Structure and Nomination:**
 - Review, periodically, the size, structure, composition, independence and skill set of the Board and the Board Committees to ensure that the proper skills, knowledge, experience, and level of independence exists on the Board and the Board Committees in the light of the Company's current and changing circumstances. In making such review or evaluating candidates, the Committee may consider the following criteria, among others that may be determined appropriate by the Committee:
 - personal and professional integrity, ethics and values;
 - experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
 - experience in the Company's industry and with relevant business and policy concerns;
 - experience as a board member of another publicly held company;
 - academic expertise in an area of the Company's operations; and
 - practical and mature business judgment, including ability to make independent analytical inquiries.
 - Identify, interview, screen and recommend candidates to fill vacant or additional Board positions, all in accordance with the applicable provisions of the Principles.

- Annually recommend to the Board: (i) the slate of Directors to be proposed for approval to the shareholders at the Annual Meeting, and (ii) the Chairperson and members of each Board Committee.
- Consider any candidates recommended by shareholders for election to the Board, provided the names of such nominees, together with appropriate biographical information, are properly submitted in writing to the secretary of the Company in accordance with the Company's bylaws.
- **Director Orientation, Education, and Evaluation:**
 - Establish a policy for the appropriate orientation for new Board members, and oversee the actual orientation process for newly appointed Board members.
 - Establish Company guidelines for continuing education of Directors.
 - Develop and recommend to the Board an annual performance evaluation process for the Board and each Board Committee, including the compliance of each Board Committee with its charter, oversee the annual evaluation process, summarize and report the results of the annual evaluation process, make recommendations to the Board based on those results, and follow up on the implementation of the agreed actions to be taken.
- **Corporate Governance:**
 - Develop and recommend to the Board for approval a set of the Principles, annually review the Principles and recommend any changes deemed necessary or desirable, and monitor the Board's and each Board Committee's compliance with the Principles.
 - Annually review and make any appropriate recommendations for changes to this Charter to the Board.
 - Consider and research any relationship, transaction, or conduct brought to the Committee's attention that may: constitute a conflict of interest, adversely affect a Director's independence (to the extent the Director must be independent), or otherwise violate the Principles; and recommend appropriate action to the Board, including, where considered appropriate, removing such Director or waiving such noncompliance.
 - Periodically review the Company's Code of Business Conduct and Ethics and make any appropriate recommendations to the Board or management.
 - Together with counsel, periodically review the Company's Articles of Incorporation and Bylaws and make appropriate recommendations to the Board.

- Make periodic evaluations of the independence of the Director's and report the results to the Board.
- Periodically review the services performed by directors on the boards of other public companies, with consideration to the required time commitment and make such recommendations to the Board as deemed appropriate.
- **Other:**
 - Annually review the compensation and benefits provided to the Directors and the Committee Members, and recommend to the Board the compensation and benefits to be provided to the Board and Committee Members for the ensuing year.
 - Periodically review and make any recommendations deemed appropriate to: the Company's Director and officer indemnification provisions contained in the Company's Bylaws (or Articles of Incorporation, as applicable) and the Director and officer indemnification agreements.
 - Annually recommend to the Board the structure, types of coverage and the amount of the Director's and officer's liability insurance and oversee the process of placing such insurance.
 - Take such other actions and do such other things as may be delegated to the Committee from time to time by the Board.

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without further Board approval, except where such approval is explicitly required by the Board, the Company's Bylaws, this Charter, or the Principles. While acting within the scope of the powers and responsibilities delegated to it in this Charter or otherwise, the Committee shall possess and may exercise all the powers and authorities of the Board. To the full extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.