

HAYES LEMMERZ INTERNATIONAL, INC.

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

**APPROVED BY THE BOARD OF DIRECTORS ON SEPTEMBER 24, 2003
AS AMENDED THROUGH SEPTEMBER 18, 2007**

I. ROLE AND PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee of the Board of Directors (the "Committee") of Hayes Lemmerz International, Inc. is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of Hayes Lemmerz International, Inc. and its subsidiaries (the "Corporation"), including, without limitation, (a) assisting the Board's oversight of (i) the integrity of the Corporation's financial statements, (ii) the Corporation's compliance with legal and regulatory requirements, (iii) the Corporation's independent auditors' qualifications and independence, and (iv) the performance of the Corporation's independent auditors and the Corporation's internal audit function, and (b) preparing the report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission (the "SEC") for inclusion in the Corporation's annual proxy statement.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market ("Nasdaq") or other exchange on which the Corporation's stock may be listed, the Sarbanes-Oxley Act of 2002 (the "Act") and the rules and regulations promulgated by the SEC pursuant to the Act. Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Committee may receive from the Corporation; *provided, however*, that a member of the Committee may also receive pension or other forms of deferred compensation from the Corporation for prior service so long as such compensation is not contingent in any way on continued service.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Each member of the Committee must be "able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement," as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee must have the "financial sophistication" required by the rules and regulations of Nasdaq. At least one member of the Committee must be an "audit committee financial expert," as such term is defined in the rules and regulations promulgated by the SEC pursuant to the Act, or if no member of the Committee is an "audit committee financial expert," the Committee shall so inform the Corporation.

Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the directors that are independent pursuant to the rules and regulations of Nasdaq, any other exchange on which the Corporation's stock may be listed, and the SEC.

III. MEETINGS OF THE COMMITTEE

The Committee shall meet once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall maintain minutes of its meetings and records relating to those meetings and provide copies of such minutes to the Board.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions. The following are within the authority of the Committee:

1. In its sole discretion (subject, if applicable, to stockholder ratification), appointing, retaining, determining funding and compensation for and overseeing (including receiving direct reports from) any firm of independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Corporation's Annual Report on Form 10-K is referred to herein as the "independent auditors");
2. Reviewing and, in its sole discretion, approving in advance the Corporation's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Act, all permitted non-audit engagements and relationships between the Corporation and such auditors (which approval should be made after

receiving input from the Corporation's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee, and the person granting such approval shall report such approval to the Committee at the next scheduled meeting;

3. Reviewing the performance of the Corporation's independent auditors, including the lead partner of the independent auditors, and, in its sole discretion (subject, if applicable, to stockholder ratification), making decisions regarding the replacement or termination of the independent auditors when circumstances warrant;

4. Obtaining and reviewing, at least annually, a report from the Corporation's independent auditors including:

(a) a description of the independent auditors' internal quality-control procedures;

(b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and

(c) a formal written statement delineating all relationships between the independent auditors and the Corporation (including a description of each category of services provided by the independent auditors to the Corporation and a list of the fees billed for each such category), consistent with the Independence Standards Board Standard;

5. Overseeing the independence of the Corporation's independent auditors by, among other things:

(a) actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking, or recommending that the full board take, appropriate action to oversee the independence of the independent auditors;

(b) monitoring compliance by the independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;

(c) monitoring compliance by the Corporation of the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and

(d) considering whether there should be a regular rotation of the Corporation's independent auditors;

6. Overseeing the accounting and financial reporting processes of the Corporation and the audits of the financial statements of the Corporation, including reviewing with management and the Corporation's independent auditors, the following:

(a) the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto;

(b) critical accounting policies and such other accounting policies of the Corporation as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body, including any financial reporting issues which could have a material impact on the Corporation's financial statements;

(c) major issues regarding accounting principles and financial statements presentations, including (A) any significant changes in the Corporation's selection or application of accounting principles and (B) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the ramifications and effects of alternative generally accepted accounting principles methods on the Corporation's financial statements;

(d) all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditors; and

(e) all other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences;

7. Reviewing on a regular basis with the Corporation's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and resolving all disagreements between the independent auditors and management regarding financial reporting.

8. Reviewing:

(a) the adequacy and effectiveness of the Corporation's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Corporation's internal audit function, through inquiry and periodic meetings with the Corporation's independent auditors, management and head of internal audit of the Corporation;

(b) the yearly report prepared by management, and attested to by the Corporation's independent auditors, assessing the effectiveness of the Corporation's internal control over financial reporting and stating management's responsibility for establishing and maintaining

adequate internal control over financial reporting prior to its inclusion in the Corporation's Annual Report; and

(c) the Committee's level of involvement and interaction with internal audit, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function.

9. Reviewing with the Chief Executive Officer and Chief Financial Officer of the Corporation and independent auditors, periodically, the following:

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting;

10. Meeting separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the Corporation's independent auditors;

11. Establishing clear hiring policies by the Corporation for employees or former employees of the Corporation's independent auditors;

12. Discussing policies with respect to risk assessment and risk management;

13. Establishing and maintaining procedures, as set forth in Annex A hereto, for the receipt, retention and treatment of complaints received by the Corporation from its employees regarding financial statement disclosures, accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable financial statement disclosures, accounting, internal accounting controls or auditing matters;

14. Establishing and implementing policies and procedures for the Committee's review and approval or disapproval of all proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K);

15. Securing independent expert advice to the extent the Committee determines it to be appropriate, including retaining and determining funding for, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Corporation;

16. Reporting regularly to the Board on its activities, as appropriate;

17. Preparing and reviewing with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter, set forth the goals and objectives of the Committee for the upcoming year and include a review and assessment of the adequacy of the Committee's charter; and

18. Performing such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

Annex A

Procedures for the Anonymous Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls or Auditing Matters

The following is the procedure for the confidential, anonymous submission by employees of Hayes Lemmerz International, Inc. and its subsidiaries (the “Corporation”) of concerns regarding questionable accounting, internal control, auditing or related matters (“Concerns”):

1. The Corporation shall forward to the Audit Committee of the Board of Directors (the “Audit Committee”) any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Corporation may submit, on a confidential, anonymous basis if the employee so desires, any Concerns through the Company’s Ethicspoint anonymous reporting system at www.ethicspoint.com or by using the appropriate toll-free numbers provided to employees. The Company will conduct an investigation of any such Concerns and shall report to the Audit Committee at the next scheduled meeting with respect to any Concerns received or resolved since the last meeting; *provided, however*, that if the Company receives a Concern related to fraud or other activity that could result in a material misstatement of the Company’s financial statements, the Company shall promptly notify the Chair of the Audit Committee of such Concerns and of any significant developments in the investigation of such concerns. If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. If an employee is unable to submit Concerns using the Ethicspoint system, then the employee may submit, on a confidential, anonymous basis if the employee so desires, any Concerns by setting forth such Concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee, in care of the Corporation’s Corporate Secretary, such envelope to be labeled with a legend such as: “Anonymous Submission of Complaint or Concern.” Any such envelopes received by the Secretary shall be forwarded promptly to the Chair of the Audit Committee.
3. The Secretary shall prepare an executive summary of the contents of each submission with respect to Concerns that do not specifically allege participation in wrongdoing by the Corporation’s Chief Executive Officer (the “CEO”) and send it to the CEO. The CEO shall promptly investigate the subject of each such executive summary and report his findings in writing to the Chairman of the Audit Committee with recommendations, if any. The Secretary shall send a copy of each submission with respect to Concerns that specifically allege participation in wrongdoing by the CEO both to the Chairman of the Audit Committee and to the CEO.
4. At each of its meetings, including any special meeting called by the Chair of the Audit Committee following the receipt of any information pursuant to this Annex, the Audit Committee shall review and consider any such complaints or concerns that it has received and take any action that it deems appropriate in order to respond thereto.

5. The Audit Committee shall retain any such complaints or concerns for a period of no less than 7 years.

6. This Annex A shall appear on the Corporation's website as part of this Charter.