

Commercial Vehicle Group, Inc.
Form DEF 14A
April 16, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

COMMERCIAL VEHICLE GROUP, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

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- (1) Amount Previously Paid:

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COMMERCIAL VEHICLE GROUP, INC.

7800 Walton Parkway

New Albany, Ohio 43054

Telephone: (614) 289-5360

April 16, 2015

Dear Stockholder:

You are cordially invited to attend our 2015 Annual Meeting of Stockholders, which will be held on Friday, May 15, 2015, at 1:00 p.m. (Eastern Time) at the Courtyard by Marriott Columbus-New Albany, located at 5211 Forest Drive, New Albany, OH 43054. With this letter, we have enclosed a copy of our 2014 Annual Report on Form 10-K, notice of annual meeting of stockholders, proxy statement and proxy card. These materials provide additional information concerning the annual meeting. If you would like another copy of the 2014 Annual Report, please contact Brent A. Walters, Senior Vice President, General Counsel, Chief Compliance Officer and Secretary, and one will be mailed to you.

As indicated in our 2014 Annual Report on Form 10-K and this proxy statement, 2014 was another year of transition for Commercial Vehicle Group. In the third quarter ended September 30, 2014, we concluded our long-term strategic planning process known as CVG 2020. CVG 2020 is a roadmap by product, geographic region, and end market to guide resource allocation and other decision making to achieve our 2020 goals. The overarching financial goal of CVG 2020 is to deliver top quartile total shareholder return.

At this year's annual meeting, the agenda includes:

1. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to declassify our Board of Directors and provide for the annual election of directors;
2. If Proposal 1 is approved by the Company's stockholders, election of two Class II directors to hold office until the 2016 Annual Meeting of Stockholders; or if Proposal 1 is not approved by the Company's stockholders, election of two Class II directors to hold office until the 2018 Annual Meeting of Stockholders;
3. Approval of an amendment to the Company's Amended and Restated By-Laws to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions;
4. A vote on a non-binding advisory proposal on the compensation of our named executive officers; and
5. A proposal to ratify the appointment of our independent registered public accounting firm.

The Board of Directors recommends that you vote FOR each of these proposals. Members of the Board of Directors and our executive officers will be present to discuss the affairs of the Company and to answer any questions you may have.

It is important that your shares be represented and voted at the annual meeting, regardless of the size of your holdings. Accordingly, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed envelope to ensure your shares will be represented. If you do attend the annual meeting, you may, of course, withdraw your proxy and vote in person.

As we turn to 2015, we are focused on executing our strategic plan. CVG remains well positioned to take advantage of long term growth opportunities in key markets. I look forward to seeing you at the annual meeting and sharing the results of our efforts with you throughout the

coming year.

Sincerely,

Richard P. Lavin

President and Chief Executive Officer

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COMMERCIAL VEHICLE GROUP, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on May 15, 2015

1:00 p.m. ET

The 2015 Annual Meeting of Stockholders of Commercial Vehicle Group, Inc. will be held on Friday, May 15, 2015, at 1:00 p.m. ET, at the Courtyard by Marriott Columbus-New Albany located at 5211 Forest Drive, New Albany, OH 43054.

The annual meeting is being held for the following purposes:

1. To adopt and approve an amendment to the Company's Amended and Restated Certificate of Incorporation to declassify our Board of Directors and provide for the annual election of directors;
2. If Proposal 1 is approved by the Company's stockholders, to elect two Class II directors to hold office until the 2016 Annual Meeting of Stockholders; or if Proposal 1 is not approved by the Company's stockholders, to elect two Class II directors to hold office until the 2018 Annual Meeting of Stockholders;
3. To adopt and approve an amendment to the Company's Amended and Restated By-Laws to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions;
4. To vote on a non-binding advisory proposal on the compensation of the named executive officers as disclosed in the proxy statement;
5. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of Commercial Vehicle Group, Inc. for the fiscal year ending December 31, 2015; and
6. To consider any other matters or transact such other business as may properly come before the annual meeting or any adjournment(s) or postponement(s) thereof.

These items are fully discussed in the following pages. Only stockholders of record at the close of business on March 26, 2015, will be entitled to vote at the annual meeting.

Enclosed with this Notice of Annual Meeting of Stockholders is a proxy statement, related proxy card with a return envelope and our 2014 Annual Report on Form 10-K. The 2014 Annual Report on Form 10-K contains financial and other information that is not incorporated into the proxy statement and is not deemed to be a part of the proxy soliciting material.

By Order of the Board of Directors

Brent A. Walters

Senior Vice President, General Counsel,

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Chief Compliance Officer and Secretary

April 16, 2015

Even if you expect to attend the Annual Meeting, please promptly complete, sign, date and mail the enclosed proxy card. A self-addressed envelope is enclosed for your convenience. No postage is required if mailed in the United States. Stockholders who attend the annual meeting may revoke their proxies and vote in person if they so desire.

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QUESTIONS AND ANSWERS ABOUT VOTING

Q: Why did you send me this proxy statement?

A: This proxy statement is being sent to you because our Board of Directors is soliciting your proxy to vote at the 2015 Annual Meeting of Stockholders. This proxy statement includes information required to be disclosed to you in connection with our solicitation of proxies in connection with the annual meeting. Stockholders of record as of the close of business on March 26, 2015 (the record date) are entitled to vote. This proxy statement and the related proxy card are first being sent on or about April 17, 2015 to those persons who are entitled to vote at the annual meeting.

Q: How many votes do I have?

A: Each share of our common stock that you own entitles you to one vote on each matter to come before the annual meeting.

Q: How do I vote?

A: You can vote on matters presented at the annual meeting in four ways:

- 1) You can vote by filling out, signing and dating your proxy card and returning it in the enclosed envelope, OR
- 2) You can vote over the internet, OR
- 3) By telephone, OR
- 4) You can attend the annual meeting and vote in person.

Q: How do I vote by proxy?

A: If you properly fill out your proxy card and send it to us in time to vote, your shares will be voted as you have directed. If you do not specify a choice on your proxy card, the shares represented by your proxy card will be voted FOR the amendment to our Amended and Restated Certificate of Incorporation to declassify our Board of Directors, FOR the election of all nominees named in this proxy statement, FOR the amendment to our Amended and Restated By-Laws to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions, FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement, and FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2015.

Whether or not you plan to attend the annual meeting, we urge you to complete, sign, date and return your proxy card in the enclosed envelope. Returning the proxy card will not affect your right to attend the annual meeting and vote in person.

Q: How do I vote by Internet?

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A: By logging onto www.investorvote.com/cvgi and following the instructions.

Q: How do I vote by telephone?

A: By dialing 1-800-652-VOTE(8683) and following the instructions.

Q: How do I vote in person?

A: If you attend the annual meeting, we will give you a ballot upon request.

Q: Who can attend the meeting?

A: All stockholders as of the record date, or their duly appointed proxies, may attend the meeting upon presentation of proper identification. Registration and seating will begin at 12:30 p.m., Eastern Time. Cameras, recording devices and other electronic devices will not be permitted at the meeting. You may obtain directions to the meeting place by calling our corporate offices at (614) 289-5360.

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Please note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of your voting instruction card or a brokerage statement reflecting your stock ownership as of the record date and check in at the registration desk at the meeting.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: Your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding instructions to vote your shares.

Q: Can I change my vote or revoke my proxy after I have mailed my proxy card?

A: You can change your vote at any time before your proxy is voted at the annual meeting. You can do this in one of three ways: First, you can send a written notice to the General Counsel and Secretary at our headquarters stating that you would like to revoke your proxy.

Second, you can complete and submit a new proxy card.

Third, you can attend the annual meeting and vote in person.

Simply attending a meeting, however, will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow the directions you received from your broker to change your vote.

Q: What items of business will be voted on at the Annual Meeting?

A: We are holding the Annual Meeting in order to: (1) adopt and approve an amendment to our Amended and Restated Certificate of Incorporation to declassify our Board and provide for the annual election of directors; (2) if Proposal 1 is approved by our stockholders, elect two directors for the ensuing year, or if Proposal 1 is not approved by our stockholders, elect two directors for the ensuing three years; (3) adopt and approve an amendment to the Company's Amended and Restated By-Laws to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions; (4) hold an advisory (non-binding) vote concerning our executive compensation program; and (5) ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2015.

Q: Will there be any matters voted upon at the annual meeting other than those specified in the Notice of Annual Meeting?

A: Our Board of Directors does not know of any matters other than those discussed in this proxy statement that will be presented at the annual meeting. If other matters are properly brought before the meeting and we do not have notice of these matters within a reasonable time prior to the annual meeting, all proxies will be voted in accordance with the recommendations of our Board of Directors. If for any reason any of the nominees is not available as a candidate for director, the person named as proxy holder will have the discretion to vote for such other candidate or candidates as may be nominated by the Board of Directors.

Q: How are votes counted?

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A: Stockholders of record of our common stock as of the close of business on March 26, 2015 are entitled to vote at the annual meeting. As of March 26, 2015, there were 30,026,360 shares of common stock outstanding. The presence in person or by proxy of a majority of the outstanding shares of common stock will constitute a quorum for the transaction of business. Each share of common stock is entitled to one vote on each matter to come before the annual meeting. Under Delaware law, if you have returned a valid proxy or attend the meeting in person, but abstain from voting, your stock will nevertheless be treated as present and entitled to vote. Your stock, therefore, will be counted in determining the existence of a quorum and, even though you have abstained from voting, will have the effect of a vote against any matter requiring the affirmative vote of a majority of the shares present and entitled to vote at the annual meeting, such as amending the Amended and Restated Certificate of Incorporation, approval of the compensation of our named executive officers, and the ratification of the appointment of KPMG LLP as our independent

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registered public accounting firm for the 2015 fiscal year. Under Delaware law, broker non-votes are also counted for purposes of determining whether a quorum is present, but are not counted in determining whether a matter requiring a majority of the shares present and entitled to vote has been approved or whether a plurality of the vote of the shares present and entitled to vote has been cast.

Q: How are proxies being solicited and who pays for the solicitation of proxies?

A: Initially, we will solicit proxies by mail. Our directors, officers and employees may also solicit proxies in person or by telephone without additional compensation. We will pay all expenses of solicitation of proxies.

Q: Can I access this proxy statement and CVG's 2014 Annual Report on Form 10-K electronically?

A: The proxy statement and our 2014 Annual Report on Form 10-K are available through the investor page on our website at www.cvgrp.com/proxy and through our transfer agent's website at www.edocumentview.com/cvgi.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON FRIDAY, MAY 15, 2015.

This proxy statement and our 2014 Annual Report are available at www.cvgrp.com/proxy and at www.edocumentview.com/cvgi.

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PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the Board) of Commercial Vehicle Group, Inc., a Delaware corporation (CVG), of proxies for use in voting at the Annual Meeting of Stockholders scheduled to be held on May 15, 2015 and at any postponement(s) or adjournment(s) thereof (the Annual Meeting). This Proxy Statement and the related proxy card are being mailed to holders of our common stock, commencing on or about April 17, 2015. References in this Proxy Statement to Company, we, our, or us refer to CVG, unless otherwise noted.

Special Procedures at the Annual Meeting Regarding Board Declassification

At the Annual Meeting, our stockholders will be asked to vote on a proposal to adopt and approve an amendment to our Amended and Restated Certificate of Incorporation to declassify the Board and provide for the annual election of directors (which we refer to as Proposal 1 or the Board Declassification Proposal). Our Board is currently divided into three classes, with each class of directors serving a staggered term, so that the term of only one class expires at each annual meeting of stockholders and each class is elected to a three-year term. In order to commence the transition to a declassified Board at the Annual Meeting, we intend to present and vote upon Proposal 1 (the Board Declassification Proposal) prior to voting on Proposal 2 (the election of directors). If our stockholders approve the Board Declassification Proposal, immediately after the vote on the Board Declassification Proposal, the Annual Meeting will be recessed briefly so that a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation (the Certificate of Amendment), reflecting the amendments that the stockholders have approved at the Annual Meeting, may be filed with the Secretary of State of the State of Delaware. After the Certificate of Amendment is accepted for record by the Secretary of State of the State of Delaware, the Annual Meeting will be reconvened and the directors standing for re-election at the Annual Meeting will be elected for one-year terms.

Voting and Revocability of Proxies

When proxies are properly dated, executed and returned, the shares they represent will be voted as directed by the stockholder on all matters properly coming before the Annual Meeting.

Where specific choices are not indicated on a valid proxy, the shares represented by such proxies received will be voted:

1. FOR the amendment to the Company's Amended and Restated Certificate of Incorporation to declassify the Board of Directors and provide for the annual election of directors;
2. FOR the nominees for directors named in this proxy statement;
3. FOR the amendment to the Company's Amended and Restated By-Laws to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions;
4. FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement; and
5. FOR the ratification of the appointment of KPMG LLP as independent registered public accounting firm for 2015.

In addition, if other matters come before the Annual Meeting and we do not have notice of these matters within a reasonable time prior to the Annual Meeting, the persons named in the accompanying form of proxy will determine how to vote on those matters in their discretion.

Returning your completed proxy will not prevent you from voting in person at the Annual Meeting should you be present and desire to do so; provided that if you have instructed a broker to vote your shares, you must follow the directions you received from your broker to change your vote. In addition, the proxy may be revoked at any time prior to its exercise either by giving written notice to our General Counsel and Secretary prior to the Annual Meeting, by submission of a later-dated proxy or attending the Annual Meeting and voting in person.

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At the Annual Meeting, inspectors of election shall determine the presence of a quorum and shall tabulate the results of the stockholders' voting. The presence of a quorum is required to transact the business proposed to

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be transacted at the Annual Meeting. The presence in person or by proxy of holders of a majority of the outstanding shares of common stock entitled to vote will constitute the necessary quorum for any business to be transacted at the Annual Meeting. In accordance with the General Corporation Law of the State of Delaware (the "DGCL"), properly executed proxies marked "abstain" as well as proxies held in street name by brokers that are not voted on all proposals to come before the Annual Meeting ("broker non-votes"), will be considered "present" for the purposes of determining whether a quorum has been achieved at the Annual Meeting.

The two nominees for director receiving the greatest number of votes cast at the Annual Meeting in person or by proxy shall be elected. Consequently, any shares of common stock present in person or by proxy at the Annual Meeting but not voted for any reason, including abstentions and "broker non-votes," have no impact in the election of directors, except to the extent that the failure to vote for an individual may result in another individual receiving a larger number of votes. Stockholders have no right to cumulative voting as to any matter, including the election of directors.

The proposal to amend the Company's Amended and Restated Certificate of Incorporation and the proposal to amend the Company's Amended and Restated By-Laws both require the favorable vote of at least 66-2/3% of the shares of our common stock outstanding on the record date entitled to vote at the Annual Meeting. All other matters to be considered at the Annual Meeting require the favorable vote of a majority of the shares present either in person or by proxy at the Annual Meeting. If any proposal at the Annual Meeting must receive a specific percentage of favorable votes for approval, abstentions in respect of such proposal are treated as present and entitled to vote under the DGCL and, therefore, have the effect of a vote against such proposal. "Broker non-votes" in respect of any proposal are not counted for purposes of determining whether such proposal has received the requisite approval under the DGCL.

Record Date and Share Ownership

Only stockholders of record of the common stock on our books at the close of business on March 26, 2015 will be entitled to vote at the Annual Meeting. On that date, we had 30,026,360 shares of common stock outstanding. A list of our stockholders will be open to the examination of any stockholders, for any purpose germane to the meeting, at our headquarters, located at 7800 Walton Parkway, New Albany, OH 43054, for a period of ten (10) days prior to the meeting. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders.

PROPOSAL NO. 1: ADOPTION AND APPROVAL OF AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS

Currently, the Company's Amended and Restated Certificate of Incorporation divides Board members into three classes. One class of directors is elected at each annual meeting of stockholders, with each director in that class to hold office for a term ending on the third annual meeting of stockholders following the annual meeting of stockholders at which that director was elected.

After careful consideration, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that it is advisable and in the best interests of the Company's stockholders to amend the Company's Amended and Restated Certificate of Incorporation to declassify the Board to allow stockholders, following the completion of the declassification, to vote on the election of the entire Board each year, rather than on a staggered basis. The proposed amendments to the Certificate are set forth in Appendix A to this Proxy Statement.

If Proposal 1 is approved by the stockholders, a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Amendment"), reflecting the amendments that the stockholders have approved at the Annual Meeting, will be filed with the Secretary of State of the State of Delaware, and the directors elected at this year's Annual Meeting, will each serve for a one-year term expiring at the 2016 annual meeting of stockholders. To comply with Delaware law, the amendments to our Amended and Restated Certificate of Incorporation would not change the unexpired three-year terms of directors elected prior to the effectiveness of the Certificate of Amendment. Accordingly, all directors elected at or prior to the 2014

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Annual Meeting will serve the remainder of their current terms, but that class of directors will become subject to election on an annual basis for a one-year term following the expiration of their current terms. Vacancies which may occur in between annual meetings as a result of the death, resignation, removal or disqualification of any director may be filled by the Board and each director so appointed shall serve for the remainder of the term of his or her predecessor in office. The Board may fill any vacancy resulting from an increase in the total number of directors comprising the Board, and any director so appointed should serve for a term expiring at the next annual meeting following such appointment.

If the stockholders do not approve Proposal 1, then the Board will remain classified, with directors of each class serving a term of three years, and the term of the directors standing for election at this year's Annual Meeting, if elected, will expire at the 2018 annual meeting of stockholders.

Notwithstanding the foregoing, in all cases, each director will hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, removal or disqualification.

Considerations of the Board

The Board recognizes that a classified structure may offer several advantages, such as promoting board continuity and stability, encouraging directors to take a long-term perspective, and ensuring that a majority of the Board will always have prior experience with the Company. Additionally, classified boards may motivate potential acquirors seeking control of the Company to initiate arms-length discussions with the Board, rather than engaging in unsolicited or coercive takeover tactics.

While the Board continues to believe these are important considerations, the Board also recognizes that a classified structure may reduce directors' accountability to stockholders because such a structure does not enable stockholders to evaluate directors' performances annually. Moreover, many stockholders believe that the annual election of directors is important for them to influence corporate governance policies and ensure that directors hold management accountable.

In determining whether to support declassification of the Board, the Board considered the arguments in favor of and against continuation of the classified board structure and determined that it would be advisable and in the best interests of the Company and its stockholders to amend the Certificate to declassify the Board.

This description of the proposed amendment to our Certificate is qualified in its entirety by reference to, and should be read in conjunction with, the full text of our Certificate, as amended by the attached proposed amendment to this proxy statement as Appendix A, and the Certificate attached has been marked to show the proposed changes to declassify the Board.

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR ADOPTION AND APPROVAL OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.

Vote Required

The proposal to amend the Company's Amended and Restated Certificate of Incorporation requires the favorable vote of at least 66-2/3% of the shares of our common stock outstanding on the record date entitled to vote at the meeting.

PROPOSAL NO. 2 ELECTION OF DIRECTORS

The Board currently consists of seven directors and is divided into three classes, with two directors in Class I, two directors in Class II and three directors in Class III, and the term of each class expires in a different year. Our Class I directors are David R. Bovee and Richard P. Lavin, with a term of office expiring at our 2017 annual meeting of stockholders, our Class II directors are Harold C. Bevis and Roger L. Fix, with a term of office expiring at the Annual Meeting, and our Class III directors are Scott C. Arves, Robert C. Griffin and Richard A. Snell, with a term of office expiring at our 2016 annual meeting of stockholders.

As explained in further detail in Proposal 1, we are proposing an amendment to the Company's Amended and Restated Certificate of Incorporation to declassify the Board and provide for the annual election of directors.

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If our stockholders approve the Board Declassification Proposal, immediately after the vote to declassify the Board, the Annual Meeting will be recessed briefly so that the Certificate of Amendment, reflecting the amendments that the stockholders approved at the Annual Meeting, may be filed with the Secretary of State of the State of Delaware. After the Certificate of Amendment is accepted for record by the Secretary of State of the State of Delaware, the Annual Meeting will be reconvened and the directors standing for re-election at the Annual Meeting will be elected for one-year terms.

If Proposal 1 is approved by the Company's stockholders, Harold C. Bevis and Roger L. Fix, the nominees standing for election at the Annual Meeting, will, if elected, serve for a term expiring at the annual meeting in 2016. If Proposal 1 is not approved by the Company's stockholders, the Company's Amended and Restated Certificate of Incorporation will not be amended, and the nominees will, if elected, serve for a term expiring at the annual meeting in 2018 and until their successors are elected and qualified or until their earlier death, removal, disqualification or resignation.

The Board has nominated two nominees set forth below, each of whom has agreed to be named in this proxy statement and to serve as a director if elected and each of whom has been nominated by a non-management director of the Nominating and Corporate Governance Committee. The nominees currently serve as directors of CVG. In the event any nominee is unable or unwilling to serve as a director at the time of the Annual Meeting (which events are not anticipated), the persons named on the enclosed proxy card may substitute another person as a nominee or may add or reduce the number of nominees to such extent as they shall deem advisable.

Subject to rights of holders of any series of preferred stock to fill newly created directorships or vacancies, any newly created directorships resulting from an increase in the authorized number of directors or any vacancies on the Board resulting from death, resignation, disqualification or removal for cause shall be filled by the Board provided that a quorum is then in office and present, or by a majority of the directors then in office, if less than a quorum is then in office, or by the sole remaining director.

Information regarding our director nominees and our directors not subject to reelection at the Annual Meeting is set forth below:

Name	Age	Position
Richard A. Snell(4)	73	Chairman and Director
Richard P. Lavin	62	President, Chief Executive Officer and Director
Scott C. Arves(1)(3)(4)	58	Director
Harold C. Bevis(1)(2)(4)	55	Director
David R. Bovee(2)(3)(4)	65	Director
Roger L. Fix(1)(3)(4)	61	Director
Robert C. Griffin(1)(2)(4)	67	Director

(1) Member of the Compensation Committee.

(2) Member of the Audit Committee.

(3) Member of the Nominating and Corporate Governance Committee.

(4) Independent Director as defined in Rule 5605(a)(2) of the NASDAQ marketplace rules.

There are no family relationships between or among any of our directors or executive officers. Stock ownership information is shown under the heading "Security Ownership of Certain Beneficial Owners and Management" and is based upon information furnished by the respective individuals.

Our directors draw on their leadership experience from a wide variety of industries and their expertise in manufacturing, operations, financial and compliance matters to serve our company and our stockholders. The directors also serve as counselors and critics to management.

Class II Directors Director Nominees

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Harold C. Bevis has served as a Director since June 2014. He has 30 years of experience including 20 years of experience as a business leader with leadership assignments at GE and Emerson Electric; and 14 years of experience as a CEO, President and Director of global manufacturing companies. He has worked in public

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companies for 15 years and private companies for 15 years. Mr. Bevis is currently President, Chief Executive Officer and Director of Xerium Technologies, Inc. (NYSE:XRM) since August 2012. Prior to that from August 2010 to April 2012, he served as the Chairman and Chief Executive Officer of Prolamina Corporation. Prior to that from October 2003 to December 2009, he served as Chief Executive Officer, President and director of Pliant Corporation. He has led three successful multi-year operational turnarounds and has started one company. He has led 114 manufacturing plants and operating teams in 21 countries. He has extensive experience in global mergers, acquisitions and divestiture transactions, as well as many types of capital market transactions. He has received many personal leadership awards including the Illinois Community Service Award for his work with the Special Olympics. Mr. Bevis also serves on the State of North Carolina Chamber of Commerce Manufacturing Council, and the City of Raleigh, North Carolina Chamber of Commerce Board of Advisors. Mr. Bevis earned a BS degree in engineering from Iowa State University and an MBA degree from Columbia University.

Roger L. Fix has served as a Director since June 2014. Mr. Fix currently serves as the non-executive chairman of the board of directors of Standex International Corporation. Mr. Fix was previously President and Chief Executive Officer of Standex from 2003 to 2014. He was Standex's President and Chief Operating Officer from 2001 to 2003. Mr. Fix has served as a director of Flowserve Corporation since 2006 and serves as the Chairman of the Corporate Nominating and Governance Committee and a member of the Audit Committee. In his role as CEO, Mr. Fix has extensive experience in P&L management, international business, M&A transactions, restructuring programs and operational improvement programs. Mr. Fix has a BS in Mechanical Engineering from the University of Nebraska and a MS in Mechanical Engineering from the University of Texas.

Directors Continuing in Office

Class I Directors

David R. Bovee has served as a Director since October 2004. Mr. Bovee served as Vice President and Chief Financial Officer of Dura Automotive Systems, Inc. (Dura) from January 2001 to March 2005 and from November 1990 to May 1997. In October 2006, subsequent to Mr. Bovee's 2005 retirement, Dura filed a voluntary petition for reorganization under the federal bankruptcy laws. From May 1997 until January 2001, Mr. Bovee served as Vice President of Business Development for Dura. Mr. Bovee also served as Assistant Secretary for Dura. Prior to joining Dura, Mr. Bovee served as Vice President at Wickes in its Automotive Group from 1987 to 1990. Mr. Bovee's relevant experience includes more than 10 years as a Chief Financial Officer and 15 years as an executive officer of a major automotive supplier, and nearly 10 years of experience in a publicly traded company. Mr. Bovee's career spans 32 years in the manufacturing and transportation sectors, servicing a footprint similar to CVG. Mr. Bovee has spent his entire career in finance roles, which suits him well to his position on our Board.

Richard P. Lavin has served as director since August 2013 and as President and Chief Executive Officer since May 2013. Prior to joining us in May 2013, Mr. Lavin was the Group President of Construction Industries and Growth Markets at Caterpillar Inc. from December 2007 to December 2012. Mr. Lavin served as Vice President of Human Resources for Caterpillar Inc. from 2001 to 2004 and served as its Vice President of Operations for Asia Pacific Division from July 2004 to December 2007. From 1984 to 2001, Mr. Lavin served in a number of key leadership roles at Caterpillar including Product Manager, Director of Corporate Human and Labor Relations, Director of Compensation and Benefits and Attorney. Mr. Lavin has been a Director for USG Corporation since November 2009 and ITT Corporation since May 2013. Mr. Lavin served as a Director of the US-China Business Council, the US-India Business Council and the US-Korea Business Council. Mr. Lavin also was a member of The Conference Board and the Chicago Council on Global Affairs. Mr. Lavin served on the International Advisory Council of Guanghua School of Management at Peking University and serves on the Board of Trustees at Bradley University.

Class III Directors

Scott C. Arves has served as a Director since July 2005. Since January 2007, Mr. Arves has served as President and Chief Executive Officer of Transport America, a truckload, intermodal and logistics provider. Prior to joining Transport America, Mr. Arves was President of Transportation for Schneider National, Inc., a provider

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of transportation, logistics and related services, from May 2000 to July 2006. Mr. Arves brings nearly 33 years of transportation experience to his role as Director, including 20 years of profit and loss responsibility and 16 years as a Division President or Chief Executive Officer.

Robert C. Griffin has served as a Director since July 2005. His career spanned over 25 years in the financial sector, including Head of Investment Banking Americas and Management Committee Member for Barclays Capital from 2000 to 2002. Prior to that, Mr. Griffin served as the Global Head of Financial Sponsor Coverage for Banc of America Securities LLC and a member of its Montgomery Securities Subsidiary Management Committee from 1998 to 2000 and as Group Executive Vice President of Bank of America and a member of its Senior Management Committee from 1997 to 1998. Mr. Griffin served as a Director of Sunair Services Corporation from February 2008 until its sale in December 2009 and as a member of their Audit Committee and Chairman of their Special Committee. Mr. Griffin served as a Director of GSE Holding, Inc., from December 2011 to August 2014 where he was Chairman of the Board and a member of the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Griffin currently serves as a Director of Builders FirstSource, Inc., where he is Chairman of the Audit Committee, a member of the Nominating Committee and was Chairman of their Special Committee in 2009, and as a Director of The J. G. Wentworth Company where he is currently Chairman of the Audit Committee. Mr. Griffin brings strong financial and management expertise to our Board through his experience as an officer and director of a public company, service on other boards and his senior leadership tenure within the financial industry.

Richard A. Snell has served as a Director since August 2004 and as Chairman since March 2010. He has served as Chairman and Chief Executive Officer of Qualitor, Inc. since May 2005 and as an Operating Partner at HCI Partners since 2003. Mr. Snell served as Chairman and Chief Executive Officer of Federal-Mogul Corporation, an automotive parts manufacturer, where he served from 1996 to 2000, and as Chief Executive Officer at Tenneco Automotive, also an automotive parts manufacturer, where he was employed from 1987 to 1996. Mr. Snell served as a Director of Schneider National, Inc., a multi-national trucking company, and as a member of their Compensation and Governance Committees from 1996 to 2011.

Resignation of a Director

On February 5, 2014, Arnold B. Siemer, 76 years old, a Class II director of the Board of Directors of the Company since November 2011, informed the Company that he is resigning from the Board of the Company effective immediately. Mr. Siemer's resignation from the Board was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Siemer was of the opinion that his other business endeavors were beginning to take time away from his ability to serve on the Board of the Company. Prior to Mr. Siemer's resignation, Mr. Siemer served on our Compensation Committee and Nominating and Corporate Governance Committee.

Passing of a Director

S.A. (Tony) Johnson, a Class II director of the Board of Directors of the Company since 2000, passed away on November 16, 2014 at the age of 74. Prior to Mr. Johnson's passing, Mr. Johnson served on our Compensation Committee and Nominating and Corporate Governance Committee.

Corporate Governance

Independent Directors and Leadership Structure

The Board has determined that Messrs. Arves, Bevis, Bovee, Fix, Griffin, and Snell are independent directors, as independence is defined in Rule 5605(a)(2) of the NASDAQ Stock Market LLC (NASDAQ) marketplace rules. In determining that Mr. Snell is independent, the board of directors considered that Mr. Snell is an operating partner of HCI Equity Partners, the controlling shareholder of Roadrunner Transportation Systems, Inc. (RRTS), to which we made payments (net of pass through payments to other third party freight service providers) for the year ended December 31, 2014, and concluded that these transactions did not impair Mr. Snell's independence. The Board has not adopted categorical standards in making its determination of independence and instead relies on standards set forth in the NASDAQ marketplace rules. In making this determination, the Board considered all provisions of the definition in the standards set forth in the NASDAQ

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marketplace rules. Each member of the Audit Committee of the Board meets the heightened independence standards required for audit committee members under the NASDAQ marketplace rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act).

Our Board structure provides for an independent, non-executive chairman whose principal responsibility for our Company is leading the Board, thereby allowing our President and CEO to focus on running our Company. We are confident that this structure is optimal at this time as it allows the President and CEO to devote his full attention and energy to the challenges of managing the business while the chairman facilitates board activities and the flow of information between management and directors.

Our Board currently has six independent members and only one non-independent member, the President and CEO. Collectively, these individuals offer decades of relevant industry expertise, executive management experience and governance expertise. A number of our independent board members also serve, or have served, as members of senior management or as directors of other public companies. We have three board committees consisting entirely of independent directors, each of which is chaired by a different director. We believe the independence of all but the President and CEO and background of the individuals who comprise our Board, along with the oversight of a non-executive chairman, offers our Company and our stockholders diverse leadership and governance experience across various business sectors, including manufacturing, transportation, logistics, and finance.

Our independent directors hold regularly scheduled meetings in executive session, at which only independent directors are present. As provided in our Nominating and Corporate Governance Committee charter, the Chairman of the Nominating and Corporate Governance Committee serves as chairman of the meetings of the independent directors in executive session. Stockholders and third parties may communicate with our independent directors through the Chairman of the Nominating and Corporate Governance Committee, c/o Brent A. Walters, General Counsel and Secretary, Commercial Vehicle Group, Inc., 7800 Walton Parkway, New Albany, Ohio 43054. During 2014, our independent directors met in executive session four times. Since fiscal year end, our independent directors have met in executive session one time.

Corporate Governance Guidelines

The Board adopted corporate governance guidelines on March 8, 2011, upon the recommendation of the Nominating and Corporate Governance Committee, which guidelines were amended on March 19, 2013. The guidelines are posted on our website at www.cvgrp.com.

We will continue to review and examine our corporate governance policies and leadership structure on an annual basis in light of our changing needs.

The Role of the Board in Risk Oversight

As provided in our Audit Committee Charter, the Audit Committee is primarily responsible for overseeing our risk management processes on behalf of the full Board. The Audit Committee reviews and evaluates our risk management policies with respect to our business strategy, capital strength and overall risk tolerance. On a periodic basis, the Audit Committee evaluates and discusses with management our risk assessment and risk management policies, including the internal system to review operational risks, procedures for investment and trading and safeguards to ensure compliance with procedures. The Audit Committee reports regularly to the full Board about these matters. The Audit Committee and the full Board consider our risk profile and focus on the most significant risk factors facing us to ensure that all material risks are identified and appropriate risk mitigation measures are implemented. The Audit Committee and the full Board work with management to oversee the day-to-day application of risk management policies and protocols, including controls over cash and investments, currency exposures and interest rate and commodities risks.

Meetings of the Board and its Committees

The Board held four regular quarterly meetings during fiscal year 2014. The Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each director is expected to attend each meeting of the Board and those committees on

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which he serves. In addition to meetings, the Board and its committees review and act upon matters through written consent actions. All of the directors who were then serving on the Board attended 75% or more of the total number of meetings of the Board and committees for which they served, except for Mr. Johnson, who passed away in November 2014.

The Board has a policy that members of the Board are encouraged to attend the annual meetings of stockholders. All of the directors who were then serving on the Board attended the 2014 Annual Meeting of Stockholders, except for Mr. Johnson who passed away in November 2014.

Audit Committee

Our Audit Committee is comprised of Messrs. Bevis, Bovee and Griffin (Chairman), all of whom are independent under the heightened independence standard required for audit committee members by the NASDAQ marketplace rules and Rule 10A-3 under the Exchange Act. Mr. Griffin has been named as our audit committee financial expert as such term is defined in Item 407(d)(5) of Regulation S-K. The Audit Committee is responsible for:

The appointment, compensation, retention and oversight of the work of the independent registered public accounting firm engaged for the purpose of preparing and issuing an audit report;

Reviewing the independence of the independent registered public accounting firm and taking, or recommending that our Board take, appropriate action to oversee their independence;

Approving, in advance, all audit and non-audit services to be performed by the independent registered public accounting firm