



COOPER TIRE & RUBBER COMPANY AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purposes of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Cooper Tire & Rubber Company (the "Company") are to (a) assist the Board in fulfilling the Board's oversight responsibilities with respect to (i) the integrity of the Company's financial statements, (ii) the effectiveness of the Company's internal control over financial reporting, (iii) the Company's compliance with legal and regulatory requirements, (iv) the independent auditors' qualifications and independence, and (v) the performance of the independent auditors and the Company's internal audit function; and (b) prepare the Committee's report to be included, pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"), in the Company's annual proxy statement (the "Audit Committee Report").

Committee Members

Number. The Committee shall consist of no fewer than three members.

Qualifications. Each Committee member shall have all of the following qualifications:

1. **Independence:** Each Committee member shall meet the independence criteria of (a) the rules of the New York Stock Exchange, Inc. ("NYSE"), as such requirements are interpreted by the Board in its business judgment and as set forth in the Company's Guidelines as to the Role, Organization and Governance of the Board of Directors, (b) Section 301 of the Sarbanes-Oxley Act of 2002 and the rules and listing requirements promulgated thereunder by the Securities and Exchange Commission ("SEC"), including Rule 10A-3 of the Exchange Act and the NYSE, and (c) any other applicable legal requirements.
2. **Financial Literacy and Expertise:** Each Committee member shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or shall become financially literate within a reasonable period of time after his or her appointment to the Committee. Additionally, at least one member of the Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment, sufficient to meet the criteria of an audit committee financial expert within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC. The Board shall determine, in its business judgment and upon the recommendation of the Nominating and Governance Committee, whether a member is financially literate and whether at least one member has the requisite accounting or financial management expertise and meets the audit committee financial expert criteria. The designation or identification of a person as an audit committee financial expert shall not (a) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence

of such designation or identification, or (b) affect the duties, obligations or liability of any other member of the Committee or Board.

3. **Compensation:** Each Committee member may receive as compensation from the Company only (a) director's fees (which includes all forms of compensation paid to directors of the Company for service as a director or member or chair of a Board committee) and/or (b) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company provided that such compensation is not contingent in any way on continued service. Additional directors' fees may be paid to Committee members to compensate them for the significant time and effort they expend in performing their duties as Committee members or as the Committee chair.
4. **Limitation on Service on Other Public Audit Committees:** Each Committee member may serve on no more than three audit committees of public companies (including the Company). The Board may permit an exception to this limitation if the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. The Company shall disclose any such exceptions and related determinations in its annual proxy statement.

Appointment. The Board will appoint the members and the Chairman of the Committee after considering recommendations made by the Company's Nominating and Governance Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine or until such Committee member is no longer a member of the Board.

Key Responsibilities

The Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements, assessing effectiveness of internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements.

The independent auditors report directly to the Committee. The Committee is directly responsible for the appointment, termination, compensation, retention, evaluation and oversight of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

In performing its responsibilities, the Committee shall:

Matters Relating to the Independent Auditors and the Audit

1. **Retain the Independent Auditors:** The Committee has the sole authority to (a) retain and terminate the independent auditors, (b) approve all audit engagement fees, terms and services, and (c) approve any non-audit engagements with the independent auditors. The Committee is to exercise this authority in a manner consistent with Sections 201, 202 and 301 of the Sarbanes-Oxley Act of 2002, the rules promulgated thereunder by the SEC and the listing standards of NYSE.

2. Establish Guidelines and Procedures for Approval of Non-audit, Audit, Audit-related, Tax and Other Services: The Committee shall pre-approve all audit and non-audit services provided by the independent auditors. The Committee may delegate the authority to grant any pre-approvals to one or more members of the Committee as it designates, subject to the delegated member or members reporting any such pre-approvals to the Committee at its next scheduled meeting.
3. Review and Discuss the Auditors' Quality-Control: The Committee is to, at least annually, obtain and review a report by the independent auditors describing (a) the audit firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with any such issues.
4. Review and Discuss the Independence of the Auditors: The Committee is to, at least annually, obtain and review a report by the independent auditors describing all relationships between the independent auditors and the Company and information related to the non-audit services provided and expected to be provided by the auditors. In evaluating the independence of the independent auditors, the Committee should take into account the opinions of management and the Company's internal auditing department. The Committee is responsible for (a) ensuring that the independent auditors submit at least annually to the Committee a formal written statement delineating all relationships between the auditors and the Company consistent with applicable independence standards, (b) actively engaging in a dialogue with the auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the auditors, and (c) taking appropriate action in response to the auditors' report to satisfy itself of the auditors' independence in connection with the Committee's evaluation of the auditors' independence.
5. Ensure Required Rotation of Lead Audit Partner and Evaluate Rotation of the Audit Firm: The Committee shall, at least annually, review and evaluate the lead partner of the independent auditors and take such steps as may be required by law with respect to the identification and regular rotation of the audit partners serving on the Company's audit engagement team. The Committee should further consider whether, in order to ensure continuing auditor independence, there should be regular rotation of the audit firm itself.
6. Report to the Board on the Qualifications, Independence and Performance of Auditors and Lead Audit Partner: At least annually, the Committee will evaluate the qualifications, independence and performance of the independent auditors and the lead audit partner and will present its conclusions to the Board. If so determined by the Committee, the Committee will recommend that the Board take additional action to satisfy itself of the qualifications, independence and performance of the independent auditors and the lead audit partner. In performing its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors or, if the Committee deems appropriate, other personnel responsible for the Company's internal audit function.

7. Set Hiring Policies: The Committee is to set clear hiring policies for employees or former employees of the independent auditors, which include the restrictions set forth in Section 206 of the Sarbanes-Oxley Act of 2002 and any rules promulgated thereunder by the SEC.
8. Review and Discuss the Audit Plan: The Committee is to review and discuss with the independent auditors the plan for, and the scope of, the annual audit and other examinations, including responsibilities, the adequacy of staffing and the audit fee.
9. Review and Discuss Conduct of the Audit: The Committee is to regularly review and discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 114, and other generally accepted auditing standards, relating to the conduct of the audit, as well as any audit problems or difficulties and management's response, including (a) any restrictions on audit scope or on access to requested information, (b) any disagreements with management, and (c) significant issues discussed with the independent auditors' national office. Among the items the Committee may want to review with the independent auditors are: any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise); any communications between the Company's audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company.
10. Review and Discuss the Audit Results: The Committee is to review and discuss with the independent auditors (a) the report of their annual audit, or proposed report of their annual audit, (b) the accompanying management letter, if any, (c) the reports of their reviews of the Company's interim financial statements, and (d) the reports of the results of such other examinations outside of the course of the independent auditors' normal audit procedures that the independent auditors may from time to time undertake. The foregoing includes the reports required by Section 204 of the Sarbanes-Oxley Act of 2002 and any rules promulgated thereunder by the SEC and, as appropriate, a review of (A) major issues regarding (i) accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and (ii) the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) 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 effects of alternative GAAP methods on the financial statements; (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; (D) consideration of the judgment of both management and the independent auditors about the quality, not just the acceptability of accounting principles; and (E) the completeness and clarity of the disclosures in the financial statements of the Company.
11. The Committee shall review and discuss with the independent auditors, prior to the filing of the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), all critical accounting policies and practices of the Company; all material alternative treatments of financial

information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditors; and other material written communications between the independent auditors and management.

12. Obtain Assurances under Section 10A(b) of the Exchange Act: The Committee is to obtain assurance from the independent auditors that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act.

Matters Regarding Financial Statements and Disclosures

13. Review and Discuss Financial Statements and Disclosures: The Committee shall review and discuss with appropriate officers of the Company and the independent auditors the annual audited and quarterly financial statements of the Company, including (a) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (b) the disclosures regarding internal controls and other matters required to be reported to the Committee under applicable legal, regulatory and NYSE requirements. The Committee will make a recommendation to the Board whether or not the financial statements be included in the Company's Form 10-K.
14. Review and Discuss Earnings Press Releases: The Committee is to review and discuss earnings and other financial press releases (including any use of "pro forma" or "adjusted" non-GAAP information).

Matters Regarding Internal Audit Function

15. Review and Discuss Internal Audit Plans: The Committee is to review and discuss with the senior internal auditing executive and appropriate members of the staff of the internal auditing department the plans for, and the scope of, their ongoing audit activities, including adequacy of staffing.
16. Review and Discuss Internal Audit Reports: The Committee is to review and discuss with the senior internal auditing executive and appropriate members of the staff of the internal auditing department the annual report of the audit activities, examinations and results thereof of the internal auditing department. The Committee shall also review the internal auditing department's activities periodically, including any plan changes, objective changes or resource updates. The Committee should also periodically review with the senior internal auditing executive any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the internal auditing department's work.
17. Review and Discuss the Recommendations of Independent Auditors with Internal Auditing Department: The Committee is to review and discuss with the senior internal auditing executive and the appropriate members of the staff of the internal auditing department recommendations made by the independent auditors and the senior internal auditing executive, as well as such other matters, if any, as such persons or other officers of the Company may desire to bring to the attention of the Committee.

18. Review and Discuss the Systems of Internal Accounting Controls: The Committee is to review and discuss with the independent auditors, the senior internal auditing executive, the General Counsel and, if and to the extent deemed appropriate by the Chairman of the Committee, members of their respective staffs the adequacy of the Company's internal accounting controls, the Company's financial, auditing and accounting organizations and personnel, and the Company's policies and compliance procedures with respect to business practices which shall include (a) the disclosures regarding internal controls and matters required by Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 and any rules promulgated thereunder by the SEC, and (b) a review with the independent auditors of their opinion on the effectiveness of management's assessment of internal controls over financial reporting and the independent auditor's analysis of matters requiring modification to management's certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
19. The Committee shall review the appointment, replacement, reassignment, or dismissal of the senior internal auditing executive, who shall have direct access to the Committee.
20. The Committee shall review the performance of the internal audit function at least annually.

Matters regarding Internal Controls

21. The Committee shall discuss with management and the internal auditors management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified.
22. The Committee shall review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the independent auditors' report on the effectiveness of internal control over financial reporting.
23. The Committee shall discuss with the independent auditors the characterization of deficiencies in internal control over financial reporting. The Committee shall also discuss with management its remediation plan to address internal control deficiencies, and review any disclosures describing any identified material weaknesses and management's remediation plans.
24. The Committee shall discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Chief Executive Officer and Chief Financial Officer.
25. The Committee shall review with senior management the Company's anti-fraud programs and controls.
26. The Committee shall discuss with management, the internal auditors, and the independent auditors any (a) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed and (b) any

other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

Matters Regarding Risk Management and Ethical and Legal Compliance

27. Discuss Risk Management Policies: The Committee is to discuss guidelines and policies with respect to risk assessment and risk management to assess and manage the Company's exposure to risk. The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control these exposures.
28. Obtain Reports Regarding Conformity With Legal Requirements and the Company's Code of Business Conduct and Ethics: The Committee is to periodically obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. The Committee should advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
29. Establish Procedures for Complaints Regarding Financial Statements or Accounting Policies: The Committee is to establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act of 2002 and the rules and listing requirements promulgated thereunder by the SEC and the NYSE; and (c) the confidential receipt, retention and consideration of any report of evidence of a material violation (within the meaning of Rule 205 of the Rules of Practice of the SEC).
30. Discuss Legal Affairs: The Committee will periodically discuss with the Company's General Counsel, management and the independent auditors the Company's legal affairs, including (a) any actions taken by, and correspondence with, any governmental authorities, (b) any governmental matters that may have a material impact on the Company, and (c) any other significant outstanding legal matters involving the Company or any of its subsidiaries that may have a material impact on the financial statements or the Company's compliance policies.
31. Review Conflicts of Interest and Related Party Transactions: The Committee is to obtain and review reports and disclosures of material conflicts of interests and insider and /or related-party transactions.

Other Matters

32. Review and Discuss Other Matters: The Committee should review and discuss such other matters that relate to the accounting, auditing and financial reporting practices and procedures of the Company as the Committee may, in its own discretion, deem desirable in connection with the review functions described above. Additionally, the Committee will advise and consult with management and the Board from time to time in its discretion or as requested by management or the Board on other financial

issues affecting the Company including matters such as capital structure, dividend policy, credit ratings and pension obligations.

33. Prepare Audit Committee Report: The Committee will prepare, with the assistance of management, the independent auditors and legal counsel, the Audit Committee Report to be included in the Company's annual proxy statement.
34. Review of Charter: The Committee will periodically conduct, and review with the Board, an evaluation of this Charter and recommend any changes to the Board. The Committee may conduct this charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.
35. Board Reports: The Committee should report its activities regularly to the Board in such manner and at such times as the Committee and the Board deem appropriate, but in no event less than once a year. Such report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors or the performance of the internal audit function.
36. Maintain Flexibility: The Committee, in carrying out its responsibilities, policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

Meetings of the Committee

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The Committee Chair, in consultation with the other members of the Committee and appropriate officers of the Company, shall establish the agenda for each Committee meeting. Committee members may raise subjects that are not on the agenda at any meeting. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

The Committee may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall meet with the Company's management, the internal auditors and the independent auditors at least once each quarter in separate private sessions to discuss any matter that the Committee, management, the independent auditors or such other persons believe should be discussed privately.

Delegation

The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, to the extent permitted by applicable law.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities as required by law, including the authority to engage independent counsel and other advisors as the Committee deems necessary to carry out its duties. The Committee may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers or financial analysts who follow the Company.

The Company will provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to the independent auditors engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company, (b) compensation to independent counsel or any other advisors employed by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Restated and adopted by the Board of Directors on May 11, 2012