



COOPER TIRE & RUBBER COMPANY NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose of the Committee

The purposes of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Cooper Tire & Rubber Company (the "Company") are to (a) identify and recommend candidates for membership on the Board, consistent with criteria approved by the Board; (b) develop and recommend to the Board corporate governance guidelines applicable to the Company; and (c) oversee the evaluation of the Board and management.

Committee Membership

The Committee shall consist of not less than three Directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange and applicable law, regulations and rules. The members of the Committee and the Committee Chair shall be appointed and may be removed by the Board, after considering the recommendations of the Committee.

Key Responsibilities

In addition to such other duties as may be delegated to the Committee by the Board, the duties of the Committee include the following:

1. Establish a selection process for Director nominees to identify and attract appropriate candidates demonstrating experience and other attributes and skills that qualify the candidate to serve as a Director of the Company in light of the Company's business and structure and the Board's criteria for Board membership.
2. Establish procedures for evaluating individuals who have been identified as candidates for Board membership, and review the qualifications of and recommend to the Board candidates for nomination as Directors.
3. Evaluate whether an incumbent Director should be nominated for re-election to the Board in light of such Director's qualifications and performance as a Board member and in consideration of such other factors as the Committee deems appropriate.
4. Review at least annually the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board and the current governance needs of the Company.
5. Evaluate the structure and membership of the committees of the Board at least annually and make recommendations to the Board regarding appropriate changes in the structure and membership of the committees.
6. Monitor compliance with the Board's governance guidelines, periodically review the guidelines, and recommend changes to the guidelines as necessary or appropriate.
7. Conduct an annual assessment of the performance of the Board, using such criteria as it determines are appropriate, and report its assessment to the Board.

8. Perform an annual evaluation of the Committee's performance and report the results of the evaluation to the Board.
9. Evaluate any conditional resignation submitted by a Director and make a recommendation to the Board as to the continued appropriateness of such Director's Board membership.
10. Oversee the Board and other Board Committees' self-evaluations of their performance.
11. Establish objective criteria by which the performance of the Chief Executive Officer can be evaluated by the Compensation Committee and other independent Directors.
12. Maintain oversight of the Risk Management Metrics Process.
13. Report annually to the Board regarding trends in Director compensation, the competitiveness of the Company's Director compensation practices relative to those of similarly situated companies and, if necessary, recommend actual Board compensation practices to the full Board.
14. Annually review independent Director compliance with the standards of independence set forth in the NYSE rules and other applicable laws, rules and regulations.
15. 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.
16. Regularly report the Committee's activities and any recommendations to the Board in such manner and at such times as the Committee or the Board deems appropriate.
17. Perform such other duties as are delineated in the governance guidelines, or as are appropriate in monitoring the Board's governance processes.

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 other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Resources and Authority of the Committee

To fulfill its responsibilities, the Committee shall have the sole authority to retain and terminate any search firms and other advisors to identify appropriate Director candidates, including sole authority to approve fees and other terms and conditions.

The Company will provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any search firms or other advisors, including independent counsel, employed by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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.

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