

**COOPER TIRE & RUBBER COMPANY  
LEAD DIRECTOR  
Responsibilities and Qualifications**

The Lead Director is a non-employee, independent Board member, elected by the independent members of the Board whenever there is not an independent Chairman of the Board, who performs duties on behalf of the Board or as determined by the Board.

**Specific Responsibilities of the Lead Director**

1. Preside at meetings of the Board in the absence of, or upon the request of, the Chairman, including Executive Sessions of the independent Directors, subject to the by-laws of the company.
2. Serve as principle liaison to facilitate communications between other members of the Board and the Chairman and Chief Executive Officer, without inhibiting direct communications between the Chairman and other Directors.
3. Consult with the Chairman in the preparation of the Board meeting agendas and in determining the need for special meetings of the Board.
4. Lead the evaluation process and provide feedback to the Chairman related to his/her performance, in collaboration with the Chair of the Compensation Committee.
5. Advise and consult with the Chairman and Chief Executive Officer on matters related to corporate governance and Board performance.
6. Serve as a liaison to stockholders who request direct communications with the Board.
7. Perform such other duties as the Board may from time to time delegate, e.g. Board leadership in a crisis situation, timely discussions and communications with company management, etc.
8. Assist in optimizing the effectiveness of the Board and ensure that it operates independently of management.

**Qualifications**

1. Cooper Board Experience of three years minimum
2. Chairman and/or Chief Executive Officer career experience would be beneficial

3. Willingness and ability to devote the necessary time to the position, during ordinary and extraordinary circumstances
4. In-depth understanding of Cooper and its business
5. Ability to achieve not just consensus (willingness to agree) but alignment (willingness to actively support) among independent Directors
6. Ability to sense actual or potential lack of alignment between independent Directors and Chairman and Chief Executive Officer, and interact with both to achieve congruence
7. Possesses subtlety and tact
8. Ability to maintain fine balance between conflicting objectives and requirements

#### **Election of Lead Director**

The Lead Director shall be elected by a majority of the independent Directors of the Board annually (and until such time as his/her successor is elected) or until such earlier time as he/she ceases to be a Director, resigns as Lead Director, or is replaced as Lead Director by a majority of the independent Directors.

#### **Absence of Lead Director**

If the Lead Director is not present at any meeting of the Board, a majority of the independent Directors present may select a Director to act as Lead Director for the purpose and duration of the meeting.

Restated and adopted by the Board of Directors on May 6, 2016.