

COOPER TIRE & RUBBER COMPANY COMPENSATION COMMITTEE CHARTER

Purpose of the Committee

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Cooper Tire & Rubber Company (the "Company") and shall be responsible for performing the duties of the Board relating to the compensation of the Company's officers and other senior executives and the oversight of broad-based employee benefit plans and programs. Such duties shall be performed in a manner consistent with the requirements of applicable Federal and state law, the Company's Certificate of Incorporation, By-laws, the listing standards of the New York Stock Exchange ("NYSE") and any guidelines or requirements of the Board.

Committee Membership

The Committee shall consist of at least three members, all of whom shall qualify as independent directors as defined in the listing standards of the NYSE (including under the additional independence requirements set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual) and applicable law, regulations and rules, as "outside" directors within the meaning of Internal Revenue Code Section 162(m), and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board will select the members and Chair of the Committee based on recommendations of the Nominating and Governance Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Committee Meetings

The Committee shall meet on a regularly scheduled basis, in person or telephonically, and as frequently as circumstances dictate to carry out the responsibilities under this Charter. The Committee shall establish its own schedule and rules of procedure. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each meeting. Any Committee member may submit items to be included on the agenda and raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The Committee Chair will supervise the conduct of the meetings and will have such 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 compensation consultant, legal counsel or other advisers, to attend a meeting or to meet with members of the Committee as needed or desired. Any Committee member may be excused from a meeting to permit the remaining members to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting. The Committee shall regularly meet in executive session to discuss Chief Executive Officer ("CEO") compensation matters and other Committee business.

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. Determine and approve on an annual basis the total compensation level of the CEO, including base salary, annual and long-term cash and equity-based incentive compensation, executive benefits, perquisites, and stock ownership guidelines. The Committee shall be responsible for reviewing and approving the corporate financial goals and objectives relevant to the compensation of the CEO.

To determine the compensation of the CEO, the Committee Chair shall receive each year from the Chairman of the Board or the Lead Director, as applicable, a summary of the CEO's performance as reviewed and evaluated by each member of the Board (excluding the CEO) in accordance with the process established by the Nominating and Governance Committee. The Committee shall then establish the compensation of the CEO, based upon the summarized performance evaluation considering the relevant corporate goals and objectives established by the Committee. Compensation adjustments made by the Committee will be shared with the full Board, and the Chairman of the Board or the Lead Director, as applicable, and Committee Chair will have the responsibility to communicate performance results and compensation changes to the CEO.

2. Review with the CEO and approve recommended annual levels of base salary, annual incentive compensation targets, long-term incentives, benefits, perquisites, stock ownership guidelines and all equity-based incentive compensation and grants for the Company's named executive officers and other key executives designated by the Committee. The Committee shall further review and approve the performance goals and objectives of the incentive compensation plans provided to such personnel.
3. Review with management and independent consultants, as appropriate, the Company's cash and equity-based incentive compensation plans and programs for named executive officers and other key executives designated by the Committee and make or recommend to the Board changes to such plans and programs as it determines are appropriate. The Committee shall provide for the oversight of such plans and programs as the Committee deems appropriate and determine whether exceptions should be made to compensation policies or plans under appropriate circumstances.
4. Monitor compensation trends for senior management personnel, including the CEO. This is to include the long-term incentive component, the value of similar awards made to similar positions of comparable companies and the awards made to the CEO and Company officers in prior years. The Committee is to take appropriate action with respect to senior management compensation to maintain the competitiveness of the Company in attracting and retaining outstanding executive leadership.
5. Review and discuss the general compensation structure and practices of the Company, including incentive compensation and equity-based plans or programs, in light of the Company's risk profile and risk management and shall determine whether the Company's compensation policies and practices for employees create risks that are reasonably likely to have a material adverse effect on the Company.
6. Review and approve all employment agreements, severance pay plans, deferred compensation plans and similar plans and arrangements covering named executive officers or other key executives designated by the Committee, including former executive

officers or other key executives. The Committee shall provide for the oversight of these agreements, plans and arrangements as the Committee deems appropriate and monitor them periodically to assure competitiveness and adherence to the purposes for which they were intended. The Committee shall review and approve any severance or other termination payments to be made to any named executive officers or other key executives designated by the Committee.

7. In consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and, as may be required, establishing performance goals and determining and certifying whether performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code. In addition, regularly review compliance of designated officers to Company stock ownership guidelines.
8. Oversee (or provide for the oversight of) broad-based and ERISA-governed benefit plans and programs on behalf of the Board and delegate plan administration to management or plan administrative committees as appropriate or as contemplated by the plan documents. Review and approve the adoption, termination, or material amendment to a retirement plan or any material change to a broad-based benefit plan.
9. In its discretion, delegate specific duties to a subcommittee or an individual Committee member to the extent permitted by applicable law.
10. Review and approve the Compensation Discussion and Analysis, as prepared by management for the Company's annual Proxy Statement, and prepare the Compensation Committee Report published in the Company's annual Proxy Statement.
11. Review and recommend to the Board the Company's approach to say-on-pay matters, taking into account the results of shareholder votes regarding this subject and any implications on the Company's policies and practices.
12. Monitor and remain current with new legislative matters and trends in executive compensation through continuous education that may include attendance at seminars, workshops, or in conjunction with executive compensation consultants.
13. After each meeting of the Committee, report the activities, findings and actions of the Committee to the Board and maintain minutes or other records of Committee actions and activities.
14. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
15. Conduct an annual review of the Committee Charter and recommend changes as deemed necessary or appropriate to Committee effectiveness and good corporate governance. Delegate to management the responsibility for posting the Committee Charter to the Company website.

Resources and Authority of the Committee

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to reasonably compensate any compensation consultants, legal counsel or other advisers retained by the

Committee. Management shall provide to the Committee such assistance as the Committee may request to assist the Committee in fulfilling its duties.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee, and as a result the Committee shall have the sole authority to retain and terminate, or obtain the advice of, any compensation consultants, legal counsel or other advisers and the sole authority to set the fees and other retention terms of such advisers.

In selecting and retaining, or obtaining the advice of, a compensation consultant, legal counsel or other adviser, the Committee will first consider all factors relevant to that person's independence from management, including the following factors:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any Company common stock owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee is not required to consider the above factors in connection with obtaining the advice of in-house legal counsel or any compensation consultant, legal counsel or other adviser in those situations where not so required by the NYSE.

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