



COOPER TIRE & RUBBER COMPANY COMPENSATION COMMITTEE CHARTER

The Compensation Committee of the Board of Directors of Cooper Tire & Rubber

Company shall consist of not less than three independent (as defined in the listing standards of the New York Stock Exchange) directors. The Board will select the members and Chair of the Committee based on recommendations of the Governance and Nominating 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. The Committee shall be responsible for performing the duties of the Board of Directors relating to the compensation of the Company's officers and other senior management personnel. Such duties shall be performed in a manner consistent with the requirements of applicable Federal and state law, the By-laws of the Company and any guidelines or requirements of the Board of Directors. Those duties specifically consist of the following, in addition to such others as are delegated to the Committee by the Board of Directors:

1. Establish on an annual basis the total compensation level of the Chief Executive Officer, including base salary and annual and long-term cash and equity-based incentive compensation. The Committee shall be responsible for reviewing and approving the corporate financial goals and objectives relevant to the compensation of the Chief Executive Officer.

To determine the compensation of the Chief Executive Officer, the Chairman of the Committee shall receive each year from each independent director completed evaluation materials, based upon criteria determined by the Nominating and Governance Committee, including the corporate financial goals and objectives approved by the Committee. The evaluations shall be presented to the independent directors of the Company for their review and discussion, both among the Committee members and with all of the independent directors of the Company, and the Committee shall then determine the compensation of the Chief Executive Officer, based upon those discussions and its evaluation of the performance of the Chief Executive Officer in light of the relevant corporate goals and objectives established by the Committee.

2. Review with the Chief Executive Officer and approve recommendations for benefits, perquisites, annual levels of base salary, annual incentive compensation targets, long-term incentives and all equity-based incentive compensation and grants for the Company's officers and other key executives designated by the Committee. The Committee shall establish Stock Ownership Guidelines for the Company's officers and other key executive officers of the Company, and shall review compliance with those Guidelines on an annual basis. The Committee shall further review and approve the performance goals and objectives of the incentive compensation plans provided to such personnel.

3. Review generally the Company's cash and equity-based incentive compensation plans and programs for officers and senior management personnel and make or recommend to the Board changes to such plans as it determines are appropriate. The Committee shall determine whether exceptions should be made to compensation policies or plans under appropriate circumstances.
4. Monitor compensation trends for senior management personnel, including the Chief Executive Officer, specifically including, in determining the long-term incentive component of the Chief Executive Officer's compensation, the value of similar awards made to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Company in prior years, and take appropriate action with respect to compensation to maintain the competitiveness of the Company in attracting and retaining outstanding executive leadership.
5. Review and approve all executive employment agreements, severance pay plans, deferred compensation plans and similar plans and arrangements and the executives to whom they apply, and monitor these agreements and their participants annually 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 executive officer of the Company.
6. 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 whether performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code. In addition review each year the compliance of all designated officers to the guidelines for company stock ownership.
7. Will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also 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 other responsibilities as the Committee may specify from time to time.
8. 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. Any Committee member may be excused from a meeting to permit the remaining members of the Committee 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 may also elect to meet in executive session with the presence of any management representative.

9. May, in its discretion, delegate specific duties to a subcommittee or an individual Committee member to the extent permitted by applicable law.
10. Produce the "Compensation Committee Report on Executive Compensation" including the executive compensation guiding principles published in the Company's annual proxy statement. The Committee will also review and approve the "Compensation Discussion and Analysis" for the Company's Proxy Statement.
11. Report the actions of the Committee to the Board of Directors after each meeting of the Committee, and conduct and present to the Board an annual performance evaluation of the Committee.
12. Perform such other duties as may be delegated to the Committee by the Board of Directors.

In the performance of its duties, the Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any consultants or any other advisors retained by the Committee. The Committee will have the sole authority to retain and terminate compensation consultants to assist in the evaluation of executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Unless otherwise mandated by the Board of Directors, the Committee's responsibilities shall not extend to benefit plans and arrangements which cover all or a broad-based group of employees.