

COOPER-STANDARD HOLDINGS INC.
COOPER-STANDARD AUTOMOTIVE INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARDS OF DIRECTORS

I. PURPOSE

The Audit Committee (the “Committee”) has been established by the Boards of Directors (collectively, the “Board”) of Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. (collectively, the “Company”) for the purpose of assisting the Board in fulfilling its responsibility to oversee (i) the Company’s financial reporting process, (ii) the integrity of its financial statements, (iii) its compliance with legal and regulatory requirements, (iv) the independence and qualifications of its independent auditor, (v) the effectiveness of its internal controls and (vi) the performance of its internal audit function and its independent auditor. In addition, each year the Committee shall deliver the report of the Committee required to be included in the Company’s proxy statement relating to the election of directors.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

II. COMPOSITION AND MEETINGS

The Committee shall have as its members three or more directors as determined and appointed by the Board, each of whom meets the independence and financial literacy requirements of the New York Stock Exchange (the “NYSE”) and otherwise satisfies the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended and the Company’s independence guidelines; provided that, with respect to the number of Committee members, the Committee may have fewer than three directors for a transitional period to the extent permitted by the corporate governance standards of the NYSE. The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death.

Committee members shall not simultaneously serve on the audit committees of more than three other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee. At least one member of the Committee shall be an “audit committee financial expert” as defined by Securities and

Exchange Commission regulations. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board may fill vacancies on the Committee and remove a member of the Committee at any time with or without cause.

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities but, in any case, not less than four times a year. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum, and all actions of the Committee shall require the affirmative vote of a majority of those present at the meeting. The Committee shall maintain minutes and other appropriate records of meetings and activities of the Committee. The Committee shall meet separately, periodically, with management, internal auditors and the independent auditor.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing. Members of the Committee may participate in a meeting through the use of conference telephone or similar communications equipment, and such participation shall constitute presence at such meetings. The Committee may request any officer or employee of the Company or the Company's professional advisers to attend any meeting of the Committee.

III. RESPONSIBILITIES AND AUTHORITY

In furtherance of its purpose, in addition to any other specific responsibilities or authority that may be delegated to the Committee by the Board, the Committee is authorized and directed as follows:

Audit Committee Charter and Committee Performance Evaluation

The Committee shall review this charter annually for adequacy and recommend to the Board any changes it deems necessary or appropriate. The Committee shall conduct at least annually a review and evaluation of the performance of the Committee and its members, including a review of adherence to this charter.

Independent Auditor

The Committee shall:

- have responsibility for the selection, appointment, compensation, oversight, and, if necessary, termination and replacement of the Company's independent auditor, who shall report directly to the Committee;
- regularly review and evaluate the independence, qualifications and performance of the key partners and managers of the independent auditor who are responsible for the audit and quality control procedures the auditing firm has established. The Committee shall discuss with the

independent auditor and management the timing and process for implementing the rotation of the lead (or coordinating) partner and the reviewing (or concurring) audit partner. The Committee shall consider whether, in order to ensure continuing auditor independence, there should be a rotation of the independent auditor;

- at least annually obtain and review a report by the independent auditor describing (x) the independent auditor's internal quality control procedures; (y) any material issues raised by the most recent internal quality control review or peer review of the independent auditor, 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 independent auditor, and any steps taken to deal with any such issues; and (z) all relationships between the independent auditor and the Company. Discuss with the independent auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the independent auditor;
- review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit;
- review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit by management; (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the auditors and management;
- review with the independent auditor any audit issues, problems or difficulties and management's response;
- set the Company's policies for the hiring of current or former employees of the independent auditor, which shall meet or exceed standards required by law or applicable regulations;
- resolve disagreements between management and the independent auditor regarding financial reporting;
- keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties;
- pre-approve all audit and permitted non-audit and tax services to be provided to the Company by the independent auditor, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors;

- review and discuss with the Company's independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, Communications with Audit Committees, including, without limitation, the auditors' evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the auditors' evaluation of the Company's ability to continue as a going concern, and other applicable requirements of the PCAOB and the SEC; and
- instruct the independent auditors that they report directly to the Committee.

Financial Reports and Accounting Policies

The Committee shall at appropriate times meet to review and discuss with management and the Company's independent auditor:

- the annual audited financial statements and quarterly financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K;
- the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, before their release to the public; as well as financial information and earnings guidance provided to analysts and rating agencies, which may be done generally rather than individually;
- the Company's financial reporting and accounting standards and principles and significant changes in such standards and principles or their application, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory proposals and accounting rules and off-balance sheet arrangements on the Company's financial statements;
- risk assessment and risk management, the Company's major litigation, compliance, and financial risk exposures and the steps management has taken to monitor and control such exposures; and

Internal Controls and Internal Audit Function

The Committee shall:

- review and discuss with management, the internal audit department and the Company's independent auditor the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit controls adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required

management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable; and

- review, discuss, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, objectivity, budget and staffing; and to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports; and to review and approve the hiring or dismissal of the Vice President, Global Internal Audit.

Environmental, Social, and Governance ("ESG") Disclosures, Processes and Controls, and their Assurance

The Committee shall ensure:

- ESG disclosures (both qualitative and quantitative) are investor grade and following appropriate ESG frameworks and/or standards;
- processes and controls are in place to ensure ESG disclosures are accurate, comparable and consistent; and
- whether independent assurance is required.

Complaints and Issues Concerning Accounting or Auditing Matters

The Committee shall:

- review the process for the establishment of the procedures for (i) the receipt, retention and appropriate treatment and resolution of complaints or indications of concern received by the Company regarding accounting, internal controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies; and
- discuss with the Company's General Counsel and outside legal counsel any legal and regulatory matters, including legal cases against or regulatory investigations of the Company that may have a material impact on the Company's financial statements or compliance policies.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee to the extent consistent with the Company's certificate of incorporation, bylaws and corporate governance principles and practices. Such delegation may include the authority to grant pre-approvals of audit and permitted non-audit and tax services, provided that decisions of such subcommittee to grant pre-approvals and take any other actions shall be presented to the full Committee at its next scheduled meeting.

Access to Information and Resources; External Advisers

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities. The Committee shall have full, unrestricted access to the books, records, facilities and personnel of the Company. The Committee shall have the authority to retain, at the Company's expense but at funding levels determined by the Committee, such outside counsel, experts and other advisers as it determines appropriate to assist it in the conduct of such investigations and in fulfilling its responsibilities. In particular, the Committee shall have the sole authority to obtain advice and assistance from outside legal, accounting or other advisers.

Reports to the Board

The Committee shall regularly report its activities and findings to the Board. The Committee shall make recommendations to the Board as provided in this charter.

Limitations on Responsibilities

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to prepare financial statements, plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws. These are the responsibilities of management and the independent auditor. In carrying out its oversight responsibilities, the Committee is not providing any expert, professional or special assurance as to the Company's financial statements or any professional certification. Committee members are not deemed to have accepted a duty of care greater than the duty of other directors.

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