

**COOPER-STANDARD HOLDINGS INC.  
COOPER-STANDARD AUTOMOTIVE INC.**

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARDS OF DIRECTORS**

**As Adopted July 15, 2013 as amended as of July 29, 2015**

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**I. PURPOSE**

The Compensation 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 discharging the responsibilities of the Board with respect to the Company’s compensation programs and the compensation of the Company’s executive officers. In addition, each year the Committee shall deliver the report of the Committee required to be included in the Company’s annual report or proxy statement.

**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 (i) meets the independence requirements of the New York Stock Exchange (the “NYSE”), (ii) is an “outside director” for purposes of Section 162(m) of the Internal Revenue Code and (iii) is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. 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 twice a year. The Board shall designate one member of the Committee to serve as its chairperson. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be taken pursuant to and in accordance with the Company’s bylaws. The chairperson will preside, when present, at all meetings of the Committee. Each member of the Committee shall have one vote. A majority of the Committee 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.

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, the Committee is authorized and directed as follows:

#### ***Compensation 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.

#### ***Executive Officer Compensation and Benefits***

The Committee shall:

Review and approve corporate goals, objectives and other criteria relevant to Chief Executive Officer and other executive officer compensation.

Evaluate the performance of the Chief Executive Officer and other executive officers in light of such criteria and, based on such evaluation, determine and approve (either as a committee or together with the other independent directors, as directed by the Board) the annual salary, bonus and other compensation and benefits, direct and indirect, of the Chief Executive Officer and the other executive officers.

#### ***Executive Compensation Programs***

In connection with executive compensation programs, the Committee shall:

Establish, in consultation with the Board and senior management, the Company's overall compensation philosophy, and oversee the development and implementation of compensation programs and policies.

Develop and approve (either as a committee or together with the other independent directors) new executive compensation programs and amendments to such programs.

Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s).

Review on a periodic basis the Company's compensation arrangements and practices to assess the extent to which they encourage inappropriate risk-taking.

Review the results of any advisory shareholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

Review on a periodic basis the regulatory and compensation-related governance developments and propose policies, such as the executive stock ownership policy, to ensure that the Company's

executive compensation programs and policies are consistent with market and corporate governance best practices.

### ***Contracts with Current or Former Executive Officers***

The Committee shall review and approve (either as a committee or together with the other independent directors) any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, and severance, change-in-control or termination agreements.

### ***Equity-Based Compensation Plans***

The Committee shall:

- Approve (either as a committee or together with the other independent directors) all new equity-based compensation plans of the Company and any amendments thereto, subject, to the extent applicable, to any requirement of shareholder approval. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
- Review on a periodic basis the operations of the Company's equity-based compensation plans to determine whether they are properly coordinated and achieving their intended purpose(s).
- Approve (either as a committee or together with the other independent directors) all awards pursuant to the Company's equity-based compensation plans.

### ***Employee Benefit Plans***

The Committee is authorized to develop, approve, review and oversee all of the employee benefit plans maintained by or proposed for the Company, including but not limited to medical, pension, and other plans. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans. The Committee may also authorize the appropriate executives of the Company to review, administer, amend or approve such plans.

### ***Succession Planning***

The Committee is authorized to work with the CEO and the Board to plan for the succession of the CEO and other senior executive officers, as well as to develop plans for interim succession for the CEO in the event of retirement or an unexpected occurrence.

### ***Compensation Committee Report***

The Committee shall review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such annual report or proxy statement and shall deliver the report of the Committee required to be included in such annual report or proxy statement.

### ***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.

### ***Access to Information and Resources; External Advisers***

The Committee shall have the authority to engage consultants and authorize studies related to any matters within the scope of its responsibilities. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it determines appropriate to assist it in the conduct of such investigations and in fulfilling its responsibilities. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by such rules.

### ***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.

Last modified: July 29, 2015