

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

**As Adopted July 15, 2013 and amended May 7, 2015**

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**I. PURPOSE**

The Governance 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 (i) identifying and evaluating individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) selecting, or recommending for selection by the Board, the director nominees to stand for election by stockholders or to fill vacancies on the Board, (iii) recommending to the Board directors eligible for appointment to its committees or to other Board positions, (iv) overseeing the annual performance evaluation of the Board and its committees, (v) developing and recommending to the Board corporate governance principles and practices applicable to the Company, and (vi) monitoring compliance with the corporate governance principles and practices of the Company.

**II. COMPOSITION AND MEETINGS**

The Committee shall have as its members three or more directors as determined and appointed by the Board. The composition of the Committee shall be in accordance with applicable law and the requirements of the New York Stock Exchange (the “NYSE”). 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. 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:

#### ***Director Qualifications***

The Committee shall recommend to the Board the criteria and policies for consideration and selection of directors to the Board and the Board committees. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account the listing standards of the NYSE and any other applicable law, regulation or rule.

#### ***Director Recruitment, Nomination, Orientation and Education***

The Committee shall:

- assist in recruiting, identifying and interviewing candidates that the Committee believes are qualified to become Board members;
- select, or recommend for selection by the Board, the director nominees (i) to stand for election at each annual meeting of stockholders of the Company in which directors will be elected or (ii) to fill vacancies on the Board if and when they arise;
- recommend to the Board directors eligible for appointment to its committees or to other Board positions; and
- develop and oversee an orientation program for new directors and a continuing education program for all directors.

#### ***Director Compensation***

The Committee shall review and recommend to the Board compensation of directors as well as review and make recommendations in connection with directors' and officers' indemnification and insurance matters.

#### ***Board and Committee Structures and Evaluations***

The Committee shall:

- review and recommend policies with respect to the composition, organization and size of the Board and the Board committees;

- lead the Board through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board;
- 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; and
- review this charter from time to time for adequacy and recommend to the Board any changes it deems necessary or appropriate.

### ***Governance Principles and Compliance Programs***

The Committee shall develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company which shall, in addition to addressing director qualification standards, responsibilities, orientation, education and evaluation in a manner consistent with the other provisions of this Charter, address:

- director access to management;
- management succession; and
- such other subjects as may be determined by the Board, required by NYSE rules or applicable law, or otherwise deemed necessary and appropriate by the Committee.

The Committee shall:

- monitor compliance with the Company's corporate governance principles and code of business conduct and ethics;
- review and oversee the Company's legal compliance programs and investigate matters relating to management's integrity, including adherence to standards of business conduct established in the policies of the Company; and
- review and oversee the procedures for the receipt, retention and appropriate treatment of complaints received by the Company regarding alleged violations of applicable law or the Company's corporate governance principles or code of business conduct and ethics.
- consider questions of possible conflicts of interest of members of the Board, executive officers and senior financial officers of the Company and make recommendations to the Board regarding any actual findings of a conflict of interest.

### ***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 Advisors***

The Committee shall have the authority to conduct or authorize studies related to any matters within the scope of its responsibilities. The Committee shall have access to the books, records, facilities, and personnel of the Company and 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 retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms.

***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.

Effective: 5/7/2015