

**COOPER-STANDARD HOLDINGS INC.**

**COOPER-STANDARD AUTOMOTIVE INC.**

**CHARTER OF THE INNOVATION AND BUSINESS DIVERSIFICATION  
COMMITTEE OF THE BOARD OF DIRECTORS**

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**I. PURPOSE**

The Innovation and Business Diversification 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 evaluating and advising on the Company's pursuit of new and innovative processes, products, markets and business models that support the company's vision, mission and values.

**II. COMPOSITION AND MEETINGS**

The Committee shall be comprised of at least three Board members appointed by the Board. Committee members shall serve at the pleasure of the Board and for such term as the Board determines. The Board shall designate one Committee member as the Committee’s chair. 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 hold regular meetings at least three times per year and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities. The Committee may meet periodically in executive sessions, including with members of management, as appropriate. The Committee shall have direct access to, and complete and open communication with, the Company’s management and may obtain advice and assistance from internal legal or other advisors to assist it. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) compensation to legal and other advisors retained by the Committee.

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 and required internal stakeholders.

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 DUTIES**

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:

#### ***Megatrends***

The Committee shall work to understand megatrends affecting the automotive industry and its adjacent markets as well as materials science industry, provide insights, and together with Company management assess any impacts on the Company's innovation and business diversification strategy, competitive landscape, and opportunities and risks, including start-up investments and M&A activities.

#### ***Strategy and Implementation Plans***

The Committee shall review and advise management regarding the Company's innovation and business diversification strategy (products and processes), implementation plans and performance targets. The Committee shall also oversee the Company's innovation and business diversification progress in support of its overall business strategy, and offer relevant best practices, benchmarks, and metrics to assist management to successfully implement the innovation and business diversification strategy.

#### ***Commercialization Strategy and Implementation Plans***

The Committee shall review and advise management regarding the Company's commercialization strategy for new products in its core market, adjacent markets, and business model innovations. The Committee shall also offer insights, new ideas and introductions as appropriate to help management implement a successful commercialization strategy, and oversee Company's progress towards implementing the innovation and business diversification commercialization strategy, including major transactions and commercial arrangements.

#### ***Other Authority***

The Committee shall have such other authority, duties or responsibilities as may be delegated to the Committee by the Board and make such recommendations with respect to any of the above and any other matters as the Committee deems necessary or appropriate.

#### ***Charter Review***

The Committee shall review the committee Charter from time to time for adequacy and recommend any changes to the Board.

### ***Annual Review***

The Committee shall annually review and evaluate its own performance.

### ***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 conduct or authorize studies 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 studies and in fulfilling its responsibilities. In particular, the Committee shall have the sole authority to obtain advice and assistance from outside legal, finance, 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.

September 17, 2020