

Rogers Corporation

Compensation and Organization Committee Charter

I. General Statement of Purpose

The Compensation and Organization Committee of the Board of Directors (the “Compensation and Organization Committee”) of Rogers Corporation (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s outside Directors and executives, oversees the Company’s overall compensation programs and is responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. The primary objective of the Compensation and Organization Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing enduring stockholder value.

II. Compensation and Organization Committee Composition

The number of individuals serving on the Compensation and Organization Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, all of whom (i) shall satisfy the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual, (ii) be “Non-Employee Directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) be “Outside Directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation and Organization Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation and Organization Committee to serve as Chairperson of the committee.

III. Meetings

The Compensation and Organization Committee will meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine. The meetings of the Compensation and Organization Committee may be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation and Organization Committee shall constitute a quorum for purposes of holding a meeting and the committee may act by a vote of a majority of members present at such meeting. In the absence of the Chairperson of the Compensation and Organization Committee, the members may appoint any other member to preside. In lieu of a meeting, the Compensation and Organization Committee may act by unanimous written consent.

IV. Compensation and Organization Committee Responsibilities

The Compensation and Organization Committee's specific purpose and responsibilities shall be to:

A. Recommendations Regarding Incentive-Compensation Plans and Equity-Based Plans

- Review and make such recommendations to the Board as the Compensation and Organization Committee deems advisable with regard to all equity-based plans.
- Approve the Annual Incentive Compensation Plan or other similar incentive-based compensation plans for executives, including the financial targets that determine bonus payments under any such plan.

B. Matters Related to Compensation of the Company's Chief Executive Officer ("CEO")

- Determine and approve the CEO's compensation (including salary changes, bonus awards, equity grants and other long-term incentive awards) based on the evaluation of the CEO's performance conducted by the Nominating and Governance Committee as such evaluation is reported to the Compensation and Organization Committee.
- In connection with determining the long-term incentive component of the CEO's compensation, the Compensation and Organization Committee should consider the Company's results and the other criteria for measuring CEO performance established by the Nominating and Governance Committee.

C. Matters Related to Compensation of Officers Other Than the Chief Executive Officer

- Review and approve the compensation of all elected corporate officers of the Company that regularly report to the CEO. Such review and approval will include consideration of the recommendations with respect to such compensation made by the CEO to the Compensation and Organization Committee (including with respect to stock option and other equity grants).

D. Matters Related to Retirement and Other Benefit Plans

- Review and, if appropriate, approve or make such recommendations to the Board as the Compensation and Organization Committee deems advisable with regard to the Company's retirement, deferred compensation and other similar plans in place from time to time.
- Exercise such other rights and perform such other functions with respect to retirement, deferred compensation and other similar plans, as the Board may from time to time delegate to the Compensation and Organization Committee, including any such delegations in effect on the date of adoption of this Charter.

E. Annual Self-Evaluation of the Performance of the Compensation and Organization Committee

- Perform an annual self-evaluation of the performance of the Compensation and Organization Committee and report to the Board on the results of such evaluation.

F. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for its consideration and approval.

G. Annual Report on Executive Compensation

- Produce an annual report on executive compensation for inclusion in the Company's proxy statement relating to its annual meeting of stockholders, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

V. Additional Compensation and Organization Committee Authority

The Compensation and Organization Committee is authorized, on behalf of the Board, to do any of the following, as the committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company's Outside Directors

- Annually review and make recommendations to the Board with respect to the compensation of all outside Directors, including with respect to awards under any incentive-compensation plans and equity-based plans.

B. Matters Related to Retention and Termination of Compensation Consulting Firm or Other Outside Advisors

- Exercise sole authority to retain and terminate any consulting firm or other similar outside advisor on compensation matters that is to be used by the Compensation and Organization Committee to assist in the evaluation of Director, CEO or management compensation. The Compensation and Organization Committee shall also have sole authority to approve such consultant's or such other advisor's fees and other retention terms.

C. Matters Relating to Management Succession Planning

- The Compensation and Organization Committee shall develop from time to time, and review with the Board, plans with regard to the succession of the CEO as well as, if requested by the Board, other members of management. The CEO and other members of management shall assist the Compensation and Organization Committee with such succession planning efforts as may be requested from time to time.

VI. General

- The Compensation and Organization Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation and Organization Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation and Organization Committee shall make regular reports to the Board regarding its responsibilities.
- In carrying out its responsibilities, the Compensation and Organization Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation and Organization Committee may consult. The Compensation and Organization Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation and Organization Committee or meet with any members of or advisors to the Compensation and Organization Committee. The Compensation and Organization Committee shall also have the authority to engage legal, accounting or other advisors to provide

it with advice and information in connection with carrying out its responsibilities.

- The Compensation and Organization Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: Approved and Adopted by the Board of Directors on October 27, 2005.