

# THE GOODYEAR TIRE & RUBBER COMPANY

## FINANCE COMMITTEE

### CHARTER

#### MEMBERSHIP

The Finance Committee shall be composed of not fewer than three members appointed by the Board of Directors, a majority of whom shall constitute a quorum. Each member shall be a director who is neither a current nor a former officer of the Company or any of its subsidiaries, except that, notwithstanding the foregoing, the Chairman of the Board of Directors may serve as a member of the Finance Committee.

#### RESPONSIBILITIES

The Finance Committee shall:

1. Review, advise and consult with management, and make recommendations to the Board of Directors with respect to the Company's:
  - capital structure
  - dividend policy
  - evaluation methods for making capital expenditures
  - tax strategies
  - compliance with financing arrangements
  - risk management strategies
  - banking arrangements and lines of credit
  - pension plan funding
2. Annually review management's plan for significant financing transactions, including the issuance of debt and equity securities and borrowings from banks and other financial institutions, and make recommendations to the Board of Directors with respect thereto.
3. Review, and advise and consult with management regarding, the Company's policies regarding interest rate and foreign exchange risk, liquidity management, counterparty risk and derivative usage.

4. Review, and consult with management regarding, the Company's credit ratings, financial public relations and communications practices and investor relations activities.

In addition, the Finance Committee shall perform such other responsibilities as may be delegated to it by the Board of Directors from time to time.

The Finance Committee may retain the services of financial advisors, independent accountants, attorneys and other advisors and consultants to assist the Committee in the performance of its responsibilities.

#### MEETINGS

Meetings of the Finance Committee shall be held from time to time as called by the Chairman of the Committee. In addition, any two members of the Committee may call a meeting of the Committee to be held at such time and place and for such purpose or purposes as such members shall deem appropriate. The Chairman of the Board, Chief Executive Officer, Chief Financial Officer and General Counsel shall attend meetings of the Finance Committee; however, the Committee may meet in executive session at any time if it desires. The Finance Committee may meet at any time by telephone. The Finance Committee may act by a majority of its members at a meeting or by unanimous written consent.