

COOPER TIRE & RUBBER COMPANY
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee of the Board of Directors of Cooper Tire & Rubber Company shall consist of not less than three independent (as defined in the listing standards of the New York Stock Exchange) directors who shall be appointed and may be removed by the Board.

The Committee shall have two principal responsibilities -1) recommending candidates for membership on the Board of Directors, and 2) insuring that the Board acts within its governance guidelines and that the guidelines remain appropriate. In meeting the foregoing responsibilities, the Committee shall specifically do the following:

1. Establish a selection process for new directors that insures that appropriate candidates meeting the Board's assessment of its needs are identified and are attracted to membership on the Board. The Committee shall have the sole right to enter into agreements with search firms and other sources to identify appropriate candidates, upon such terms and conditions as are determined by the Committee.
2. Establish procedures for evaluating individuals who have been identified as candidates for Board membership, and recommend candidates for nomination as directors.
3. Review at least annually the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board and the nature of the Company.
4. Evaluate the structure and membership of the committees of the Board at least annually and make recommendations regarding appropriate changes in the structure and membership of the committees.
5. Monitor compliance with the Board's governance guidelines, review the guidelines on a periodic basis, and recommend changes to the guidelines as necessary or appropriate.
6. Conduct an annual assessment of the performance of the Board, using such criteria as it determines are appropriate, and report its assessment to the Board. The Committee shall perform an annual evaluation of its own performance and report the results of the evaluation to the Board. The Committee shall also oversee the evaluation of the Audit and Compensation Committees of their performance.
7. Establish objective criteria by which the performance of the Chief Executive Officer can be evaluated.

8. Report annually to the Board regarding trends in director compensation and the competitiveness of the Company's director compensation practices relative to those of similarly situated companies.
9. Perform such other duties as are delineated in the governance guidelines, or as are appropriate in monitoring the Board's governance processes.

The Committee shall make a report regarding activities taken at its meeting at the next meeting of the Board which follows the meeting of the Committee.