

THE GOODYEAR TIRE & RUBBER COMPANY
NOMINATING AND BOARD GOVERNANCE COMMITTEE
CHARTER

MEMBERSHIP

The Nominating and Board Governance Committee shall consist of no fewer than three members. The members of the Nominating and Board Governance Committee shall be appointed by the Board of Directors and shall meet the independence requirements of the listing standards of the New York Stock Exchange.

PURPOSE

The purpose of the Nominating and Board Governance Committee is to identify individuals qualified to become members of the Board, to recommend to the Board of Directors Director nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board and to address related matters. The Nominating and Corporate Governance Committee shall also develop and recommend to the Board corporate governance guidelines applicable to the Company.

RESPONSIBILITIES

The Nominating and Board Governance Committee shall:

1. Recommend to the Board of Directors criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, particular needs for expertise on the Board, the diversity present in the Company's constituent populations, as well as a candidate's character, judgment and business experience;
2. Identify and recommend candidates to fill positions on the Board;
3. Consider candidates submitted by shareholders for nomination for election to the Board of Directors;
4. From time to time recommend to the Directors policies and standards with respect to the evaluation by the Directors of the overall effectiveness of the Board of Directors;

5. Develop and recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its Committees, including its oversight of management and consultations with management. The Nominating and Board Governance Committee shall review the guidelines periodically and recommend changes as necessary;
6. Make regular reports to the Board of Directors; and
7. Have the sole authority to retain and terminate any search firm retained to identify Director candidates and to approve the search firm's fees and other retention terms.

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

DELEGATION

The Nominating and Board Governance Committee may delegate authority to one or more of its members when appropriate.

MEETINGS

Meetings of the Nominating and Board Governance Committee shall be as called by the Chairman of the Committee or the Chairman of the Board; however, the Committee shall normally conduct two meetings each year. In addition to the members of the Committee, other Company officials may attend when invited by the Committee. A quorum at any Nominating and Board Governance Committee meeting shall consist of a majority of the Committee members. The Nominating and Board Governance Committee may act by a majority of its members at a meeting or by unanimous written consent.

EVALUATIONS

The Nominating and Board Governance Committee shall conduct an annual performance evaluation of its ability to effectively discharge its duties and responsibilities. The Nominating and Board Governance Committee shall review at least annually the adequacy of this charter and recommend and propose changes to the Board of Directors for approval.

2/3/04