

Rogers Corporation
Nominating and Governance Committee Charter

As approved by the Board of Directors on February 19, 2004

I. General Statement of Purpose

The Nominating and Governance Committee of the Board of Directors (the “Nominating and Governance Committee”) of Rogers Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for:

- Identifying individuals qualified to become Board members, and recommending that the Board select the Director nominees for election (including Directors standing for reelection) at each annual meeting of stockholders.
- Overseeing the Company’s corporate governance policies and practices and for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and periodically reviewing such guidelines and recommending any changes thereto.
- Overseeing the evaluation of the Board and management.

II. Nominating and Governance Committee Composition

The number of individuals serving on the Nominating and Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual.

The members of the Nominating and Governance 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, of such Director from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating and Governance Committee to serve as Chairperson of the committee.

III. Meetings

The Nominating and Governance 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 Nominating and Governance 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 Nominating and Governance Committee shall constitute a quorum for purposes of holding a meeting and the committee may act by a vote of a majority of the members

present at such meeting. In the absence of the Chairperson of the Nominating and Governance Committee, the members may appoint any other member to preside. In lieu of a meeting, the Nominating and Governance Committee may act by unanimous written consent.

IV. Nominating and Governance Committee Responsibilities

The Nominating and Governance Committee's purpose and responsibilities shall be to:

A. Director Criteria

- Develop and recommend to the Board for its consideration and approval criteria for Board and committee membership, which criteria may include consideration of such matters as the nature of any Director candidate's experience and qualifications, as well as such Director candidate's past or anticipated contributions to the Board and its committees.
- Annually reassess the adequacy and/or relevance of such criteria and recommend any proposed changes to the Board for its consideration and approval.

B. Director Nominees

- Consider proposed Director nominees in light of the requirement that a majority of the Board be comprised of Directors who meet the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the Director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such Director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating and Governance Committee.
- From time to time consider and, if appropriate, establish and publicly disclose a policy with regard to the consideration of director candidates recommended by stockholders, as well as procedures to be followed by such stockholders in submitting recommendations.

C. Director Independence and Audit Committee Financial Expert Determination

- Gather and evaluate such information as it deems necessary or advisable to assist the Board in its annual determination of each Director's and, if applicable, each potential Director nominee's independence under standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual. The Nominating and Governance Committee will report the results of any such evaluation to the Board together with its recommendation to the Board as to such Director's or potential Director nominee's independence.
- Determine whether any Director is an "interested," "non-management" or similar Director for purposes of committee assignments that require members of such committee to hold such status.
- Gather and evaluate such information as it deems necessary or advisable to assist the Board in its annual determination of whether the Audit Committee has an "audit committee financial expert" as defined in Item 401(h) of Regulation S-K of the Securities and Exchange Commission. The Nominating and Governance Committee will report the results of any such evaluation to the Board together with its recommendation to the Board as to any such Director's status as an "audit committee financial expert."

D. Committee Assignments

- Recommend a committee structure and committee assignments for Board approval. In performing this function, the Nominating and Governance Committee shall consult with Rogers' Chief Executive Officer ("CEO") and may consult with such other members of the Board as it deems appropriate. The Nominating and Governance Committee will take into account such factors as the Committee deems necessary or advisable which may include workload, qualifications (including critical skills) and overall priorities. In addition, the Nominating and Governance Committee will also consider the independence of Directors when considering Directors that it will recommend to the Board for appointment to the Audit Committee, Compensation and Organization Committee and Nominating and Governance Committee.

E. Corporate Governance

- Provide general guidance to the Board with regard to corporate governance matters and perform such tasks with respect to corporate governance as the committee may deem necessary or advisable and such tasks as may be delegated from time to time by the Board.

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Section 303A.09 of the New York Stock Exchange Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for its consideration and, if appropriate, approval.

F. Performance of, and Other Matters Relating to, the Chief Executive Officer

- Develop performance goals and objectives, including corporate goals and objectives, for the CEO for consideration in evaluating the CEO's performance, including performance for compensation purposes. In this regard, such performance goals and objectives may represent a blend of strategic and short-term goals and may be based upon or be prepared with reference to the Company's strategic plan and yearly operating plan. Such performance goals and objectives should generally be measurable quantitatively or qualitatively and, if appropriate have relevant milestones noted.
- Evaluate, at least annually, the CEO's performance in light of the goals and objectives that were set for the CEO.
- Report the results of this evaluation to the Compensation and Organization Committee for its consideration in fulfilling its responsibilities with respect to compensation of the CEO. This report may be made to the Compensation and Organization Committee by making such report to the full Board.
- In carrying out those responsibilities with respect to the performance of the CEO, the Nominating and Governance Committee may seek input from other members of the Board and other members of the Board may offer their input to the committee for its consideration as and to the extent the committee deems appropriate.
- Consider and, if appropriate, approve a request by Rogers' CEO to serve on the board of directors of other public companies in addition to the Rogers' Board and any board of directors on which the CEO served on the date of adoption of Rogers' corporate governance guidelines.

G. Evaluation of Board of Directors and Management

- Oversee the annual self-evaluations of the performance of the Board and of the committees of the Board.¹⁴
- Lead the full Board in its annual self-evaluation.

- Oversee the evaluations of the Company’s senior management as and to the extent that the committee may deem appropriate from time to time.
- Gather and evaluate such information as it deems necessary or advisable to assist the Board in its annual self-evaluation of the performance of the Board as a unit. In gathering and evaluating information, the Nominating and Governance Committee may ask questions of individual members of the Board, and of the committee itself, to consider issues such as:
 - (1) How well is the Board as a unit functioning?
 - (2) How can the Board improve its performance?
 - (3) Does the Board appear to be in compliance with the governance standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual?

In gathering information to assist the Board with the annual self-evaluation of its performance, the Nominating and Governance Committee may provide a Board and committee self-assessment questionnaire to each Director to complete. The committee may also conduct interviews with members of the Board, as well as management.

H. Board of Directors Succession Planning

- The Nominating and Governance Committee shall develop and present to the Board of Directors from time to time as it or the Board deems necessary or advisable succession plans with respect to the Board of Directors.

I. Director Orientation and Continuing Education

- The Nominating and Governance Committee may, and if directed by the Board it will, consult with the CEO, or direct that the CEO consult with such persons as the committee may direct, regarding orientation for new Directors and continuing education for existing Directors.

J. Annual Self-Evaluation of the Performance of the Nominating and Governance Committee

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

K. 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.

L. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company and/or the Nominating and Governance Committee to assist in identifying Director candidates. The Nominating and Governance Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

- The Nominating and Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating and Governance Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating and Governance Committee shall make regular reports to the Board regarding its responsibilities.
- In carrying out its responsibilities, the Nominating and Governance 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 Nominating and Governance Committee may consult. The Nominating and Governance 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 auditors or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating and Governance Committee or meet with any members of or advisors to the Nominating and Governance Committee. The Nominating and Governance 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 and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating and Governance Committee may perform such other functions as may be requested by the Board from time to time.