



Cooper Tire & Rubber Company


CTB NYSE

Tires / Rubber Products

Market Capitalization USD:

\$677.99 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Roy V. Armes**Age: 59****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$850,000	\$888,038	\$949,750
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,700,000	\$1,236,450	\$0
Benefits and Perquisites	\$210,427	\$294,499	\$133,509
TOTAL ANNUAL COMPENSATION	\$2,760,427	\$2,418,987	\$1,083,259
Increase in Post-Retirement Benefits	\$31,613	\$7,303	\$7,631
Stock Option Awards	\$748,800	\$957,042	\$1,191,710
Stock Awards	\$417,075	\$1,334,882	\$734,351
TOTAL COMPENSATION	\$3,957,915	\$4,718,214	\$3,016,951
Median of Other Named Executive Officers Total Compensation	\$1,597,102	\$1,203,327	\$1,288,377
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$10,678,570	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$10,678,570	\$0

Proxy Date: 27 Mar 2012

Annual Meeting Date: 11 May 2012

Equity Reserves: 9.04%

Stock Option Run Rate: 0.95%

Cooper Tire & Rubber Company

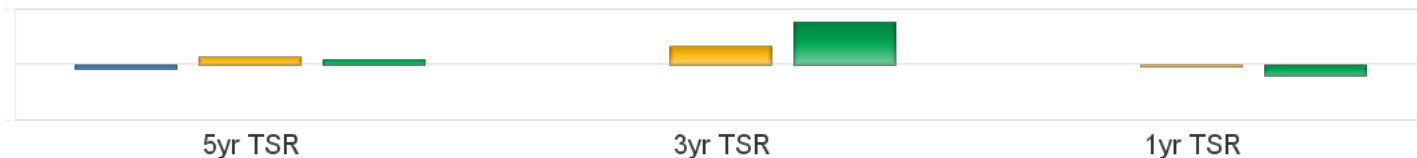
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Performance Comparison

■ S&P500 ■ Industry ■ CTB



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CTB	Cooper Tire & Rubber Company	\$3,957,915	\$4,718,214	\$3,016,951	\$677,986,886
NPK	National Presto Industries, Inc.	\$441,188	\$631,372		\$597,247,953
NYT	New York Times Company (The)	\$6,262,755	\$5,279,209	\$11,252,720	\$851,896,083
ODP	Office Depot, Inc.	\$3,394,551	\$15,268,483	\$6,816,935	\$571,796,439
OXM	Oxford Industries, Inc.	\$537,279	\$1,288,922		\$565,568,858
LHO	LaSalle Hotel Properties	\$459,223	\$2,784,937	\$2,728,465	\$1,633,620,825
MIDD	Middleby Corporation (The)	\$13,373,946	\$10,490,888	\$27,689,584	\$1,320,956,177

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Briggs & Stratton Corporation, Lennox International, Exide Technologies, NACCO Industries, Inc., Flowserve Corporation, The Scotts Miracle-Gro Company, Harley-Davidson, Inc., Snap-on Incorporated, Harsco Corporation, Stanley Black & Decker, HNI Corporation, Steelcase Inc., Kennametal Inc., The Toro Company, Leggett & Platt Incorporated.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Richard L. Wambold	Chairman	60	Male	9	Outside
John F. Meier	Member	64	Male	15	Outside Related
John J. Holland	Member	62	Male	9	Outside
Robert D. Welding	Member	63	Male	5	Outside

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