

COOPER-STANDARD HOLDINGS INC.
COOPER-STANDARD AUTOMOTIVE INC.
CORPORATE GOVERNANCE GUIDELINES

The boards of directors of each of Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. (together, the “Boards,” and such companies together with their respective subsidiaries, the “Company”) have adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Boards in exercising their responsibilities. The Guidelines reflect the Boards’ commitment to monitor the effectiveness of policy and decision making at the Board and management level, with a view to enhancing stockholder value over the long term. The Guidelines also assure that the Boards will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The Guidelines are subject to modification from time to time as the Boards deem necessary or advisable. For purposes of these Guidelines, the term “Board” shall apply to the board of directors of Cooper-Standard Holdings Inc. or Cooper-Standard Automotive Inc., as applicable.

Board Composition

Responsibilities. The Board is elected by the stockholders to oversee the Company’s management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors that are reserved for the Company’s stockholders.

Board Size. The Board believes that it should have between 7 and 11 directors to allow for effective Board functioning. However, the Board may consider adjusting the size of the Board from time to time in order to accommodate the availability of an outstanding director candidate or otherwise.

Selection of Board Members. The Nominating and Corporate Governance Committee is responsible for recruiting, identifying and recommending candidates to the entire Board. The entire Board is responsible for nominating these members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders.

Board Membership Criteria. In evaluating the suitability of director candidates, the Nominating and Corporate Governance Committee and the Board take into account many factors such as general understanding of various business disciplines (e.g., marketing, finance, etc.), the Company’s business environment, educational and professional background, analytical ability, diversity of experience and viewpoint and willingness to devote adequate time to Board duties. In its recruitment process, the Nominating and Corporate Governance Committee and Board ensure that the potential pool of candidates reflects diversity in gender, race, ethnic background, country of citizenship and professional experience. The Board evaluates each individual in the context of the Board as a whole with the objective of retaining a group that can best enhance the Company’s success and represent stockholder interests through sound judgment.

Independent Directors. It is the policy of the Board, consistent with New York Stock Exchange listing standards, that at least a majority of the Board members shall be independent directors. The Board shall determine on an annual basis whether each director qualifies as an “independent director” pursuant to New York Stock Exchange listing standards.

Director Orientation and Continuing Education. The Board believes that director orientation is essential to valuable Board participation and decision making. To that end, the Company intends to conduct an orientation program for new Board members designed to familiarize each new Board member with the Company’s business operations, strategy and objectives, financial structure and corporate governance principles and practices. In addition, portions of certain Board meetings will be devoted to educational topics at which senior management and outside subject matter experts present information regarding matters such as the Company’s business operations, strategies, objectives, risks and opportunities. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly traded companies. The Company will reimburse directors for reasonable expenses associated with such programs, sessions and materials in accordance with Company policy.

Retirement Age and Tenure Policy. The mandatory retirement age for a director is 75. No director who is or would be over such age at the expiration of his or her current term may be nominated to a new term, unless the Board waives the retirement age for a specific director in exceptional circumstances. Once granted, such waiver must be renewed annually. The Board does not believe it should limit the number of terms an individual may serve as a director. Directors who have served on the Board for multiple terms are often able to provide valuable contributions and insight into the Company’s operations based on their experience with, and understanding of, the Company’s business, history and objectives.

Director Service on Other Boards. Directors should not serve on more than three other boards of public companies in addition to the Company’s Board. Any director seeking to serve on a board of another public company must first provide written notice to the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee of such proposed service and should obtain approval from the Nominating and Corporate Governance Committee prior to agreeing to serve on the board of another public company. The Company’s Chief Executive Officer (“CEO”) should not serve on more than one other board of a public company in addition to the Company’s Board and should obtain Board approval prior to agreeing to serve on the board of any public company. Audit Committee members shall not simultaneously serve on the audit committees of more than three other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

Change in Personal Circumstances. The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. However, any director who experiences a significant change in his or her personal circumstances, including retirement, a significant change to his or her principal employment or circumstances that reasonably may have an adverse effect on a director’s service on the Board or the Company’s business or reputation, should promptly tender a resignation to the Board. The Nominating and Corporate Governance Committee shall then review the appropriateness of that director’s continued service

on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

Chair of the Board; Lead Director. The Chair of the Board and CEO positions may be filled by the same individual. The Chair of the Board, among other things, (i) presides at, and chairs, Board meetings and meetings of stockholders, (ii) establishes agendas for each Board meeting in consultation with the chairs of applicable committees of the Board, (iii) leads executive sessions of the Board, (iv) leads the Board in discussions concerning the CEO's employment, performance and dismissal, and (v) performs such other duties and responsibilities as requested by the Board. However, if the Chair of the Board is the CEO, the non-employee directors of the Board shall elect a Lead Director who shall (i) lead executive sessions of the Board, (ii) lead the Board in discussions concerning the CEO's employment, performance and dismissal, and (iii) perform such other duties and responsibilities as requested by the Board. The Lead Director need not be an independent director within the meaning of New York Stock Exchange listing standards.

Codes of Business Conduct and Ethics. Each director is expected to comply with the Company's Code of Conduct and the Company's Code of Business Conduct and Ethics for Members of the Board of Directors. In addition, each director is expected to complete the Company's online Code of Conduct training and certify its completion on an annual basis.

Unsuccessful Incumbent Directors. An incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the By-Laws) and who tenders his or her resignation pursuant to the By-Laws shall remain active and engaged in Board activities while the Nominating and Corporate Governance Committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Nominating and Corporate Governance Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

Board Meetings; Involvement of Senior Management

Board Meetings—Attendance. Board members are expected to attend Board meetings and meetings of the committees on which they serve. Each director is also encouraged and expected to attend the Company's annual meeting of stockholders.

Board Meetings—Agenda. Six regularly scheduled Board meetings generally are held each year, with additional regular or special meetings being held as circumstances warrant as determined by the Chair of the Board or the Board. The Chair of the Board sets the agenda for each Board meeting in consultation with the Lead Director and distributes it to all the directors in advance.

Advance Distribution of Materials; Review by Board Members. Information that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed to the members of the Board sufficiently in advance of meetings to permit meaningful review. Advance information materials should generally be kept as concise as possible while giving directors sufficient information to make informed decisions. Board and committee members should review materials provided

to them prior to Board and committee meetings and arrive at such meetings prepared to discuss the issues presented.

Access to Employees; Independent Advisors. The Board has access to Company employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. With the approval of the Chair of the Board, management should invite Company personnel to Board meetings at which their presence and expertise would help the Board have a full understanding of matters being considered. In addition, the Board and its committees have access to, and authority to engage, at the Company's expense, independent financial, legal, accounting and other advisors.

Executive Sessions. Each regular meeting of the Board shall include an executive session at which no employee directors or other employees are present. If the non-employee directors include one or more directors who is not independent under New York Stock Exchange listing standards, the independent directors will themselves meet in executive session at least once per year.

Performance Evaluations and Succession Planning

Board Evaluation. The Board evaluates its performance on an annual basis through an evaluation process administered by the Nominating and Corporate Governance Committee. The Board should discuss each evaluation to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof.

CEO Evaluation. The Lead Director, in consultation with the Compensation Committee, (i) conducts a review at least annually of the performance of the CEO, (ii) establishes the evaluation process and (iii) determines the criteria by which the CEO is evaluated.

Succession Planning. The Compensation Committee works with the CEO and the Board to plan for the succession of the CEO and other senior executive officers, as well as to develop plans for interim succession for the CEO in the event of retirement or an unexpected occurrence.

Compensation and Stock Ownership

Board Compensation Review. The Nominating and Corporate Governance Committee periodically reviews how the Company's director compensation practices compare with those of other comparable companies. The Board determines its director compensation practices after the Nominating and Corporate Governance Committee completes this review. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Directors who are also members of management will receive no additional compensation for their service as directors.

Stock Ownership by Directors. The Board believes that an ownership stake in the Company strengthens the alignment of interests between directors and stockholders. Accordingly, each director should own common stock (or equivalents) in accordance with the Company's stock ownership policies and guidelines as may be in effect from time to time.

Committees

Number and Type of Committees. The Board has three standing committees—an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The composition, duties and responsibilities of each committee are set forth in a charter approved by the Board and each of the respective committees. The Board may add new committees or eliminate existing committees as it deems advisable, subject to applicable laws and New York Stock Exchange listing standards.

Composition of Committees; Committee Chairs. Each of the Audit, Compensation and Nominating and Corporate Governance Committees is constituted so as to comply with the New York Stock Exchange listing standards concerning director independence. The Board is responsible for appointing committee members and committee chairs, pursuant to recommendations made by the Nominating and Corporate Governance Committee and subject to applicable laws and listing standards. The Board considers the rotation of committee members and committee chairs from time to time and makes adjustments as it deems necessary or advisable.

Communications

Board Interaction with Third Parties. It is the policy of the Board that the CEO or his designee act as the spokesperson for the Company, although management may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with the Company.

Stockholder Access to Directors. It is the policy of the Board that stockholders shall have reasonable access to directors at annual meetings of stockholders and an opportunity to communicate directly with members of the Board on appropriate matters. The Board will generally respond, or cause the Company to respond, in writing to bona fide communications from stockholders addressed to one or more members of the Board.

Confidentiality. In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a director or committee member.

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