

**COOPER-STANDARD HOLDINGS INC.
COOPER-STANDARD AUTOMOTIVE INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARDS OF DIRECTORS**

I. PURPOSE

The Audit Committee (the “Committee”) has been established by the Boards of Directors (collectively, the “Board”) of Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. (collectively, the “Company”) for the purpose of assisting the Board in fulfilling its responsibility to oversee (i) the Company’s financial reporting process, (ii) the integrity of its financial statements, (iii) its compliance with legal and regulatory requirements, (iv) the independence and qualifications of its independent auditor, (v) the effectiveness of its internal controls and (vi) the performance of its internal audit function and its independent auditor. In addition, each year the Committee shall deliver the report of the Committee required to be included in the Company’s proxy statement relating to the election of directors.

II. COMPOSITION AND MEETINGS

The Committee shall have as its members three or more directors as determined and appointed by the Board, each of whom meets the independence and financial literacy requirements of the New York Stock Exchange (the “NYSE”) and otherwise satisfies the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended; provided that, with respect to the number of Committee members, the Committee may have fewer than three directors for a transitional period to the extent permitted by the corporate governance standards of the NYSE. 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. At least one member of the Committee shall be an “audit committee financial expert” as defined by Securities and Exchange Commission regulations. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board may fill vacancies on the Committee and remove a member of the Committee at any time with or without cause.

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities but, in any case, not less than four times a year. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum, and all actions of the Committee shall require the affirmative vote of a majority of those present at the meeting. The Committee shall maintain minutes and other appropriate records of meetings and activities of the Committee. The Committee shall meet separately, periodically, with management, internal auditors and the independent auditor.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing. Members of the Committee may participate in a meeting through the use of conference telephone or similar communications equipment, and such participation shall constitute presence at such meetings. The Committee may request any officer or employee of the Company or the Company's professional advisers to attend any meeting of the Committee.

III. RESPONSIBILITIES AND AUTHORITY

In furtherance of its purpose, in addition to any other specific responsibilities or authority that may be delegated to the Committee by the Board, the Committee is authorized and directed as follows:

Audit Committee Charter and Committee Performance Evaluation

The Committee shall review this charter annually for adequacy and recommend to the Board any changes it deems necessary or appropriate. The Committee shall conduct at least annually a review and evaluation of the performance of the Committee and its members, including a review of adherence to this charter.

Independent Auditor

The Committee shall:

- have responsibility for the selection, appointment, compensation, oversight, and, if necessary, termination and replacement of the Company's independent auditor, who shall report directly to the Committee;
- regularly review and evaluate the independence, qualifications and performance of the key partners and managers of the independent auditor who are responsible for the audit and quality control procedures the auditing firm has established. The Committee shall discuss with the independent auditor and management the timing and process for implementing the rotation of the lead (or coordinating) partner and the reviewing (or concurring) audit partner. The Committee shall consider whether, in order to ensure continuing auditor independence, there should be a rotation of the independent auditor;
- at least annually obtain and review a report by the independent auditor describing (x) the independent auditor's internal quality control procedures; (y) any material issues raised by the most recent internal quality control review or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (z) all relationships between the independent

auditor and the Company. Discuss with the independent auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the independent auditor;

- review with the independent auditor any audit issues, problems or difficulties and management's response;
- set the Company's policies for the hiring of current or former employees of the independent auditor, which shall meet or exceed standards required by law or applicable regulations;
- resolve disagreements between management and the independent auditor regarding financial reporting;
- pre-approve all audit and permitted non-audit and tax services to be provided to the Company by the independent auditor, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit; and
- instruct the independent auditors that they report directly to the Committee.

Financial Reports and Accounting Policies

The Committee shall at appropriate times meet to review and discuss with management and the Company's independent auditor:

- the annual audited financial statements and quarterly financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K;
- the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, which may be done generally rather than individually;
- the Company's financial reporting and accounting standards and principles and significant changes in such standards and principles or their application; and
- policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures.

The Committee shall deliver annually the report of the Committee required to be included in the Company's proxy statement relating to the election of directors.

Internal Controls and Internal Audit Function

The Committee shall:

- review and discuss with management and the Company's independent auditor the Company's internal system of financial controls and disclosure controls and elicit recommendations for improvement of existing controls or the addition of new controls, including with respect to the planned scope of the internal audit function and internal audit department responsibilities, budget and staffing; and
- review the performance of the Company's internal audit function.

Complaints and Issues Concerning Accounting or Auditing Matters

The Committee shall:

- review the process for the establishment of the procedures for (i) the receipt, retention and appropriate treatment and resolution of complaints or indications of concern received by the Company regarding accounting, internal controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies; and
- discuss with the Company's General Counsel any legal matters that may have a material impact on the Company's financial statements or compliance policies.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee to the extent consistent with the Company's certificate of incorporation, bylaws and corporate governance principles and practices. Such delegation may include the authority to grant pre-approvals of audit and permitted non-audit and tax services, provided that decisions of such subcommittee to grant pre-approvals and take any other actions shall be presented to the full Committee at its next scheduled meeting.

Access to Information and Resources; External Advisers

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities. The Committee shall have full, unrestricted access to the books, records, facilities and personnel of the Company. The Committee shall have the authority to retain, at the Company's expense but at funding levels determined by the Committee, such outside counsel, experts and other advisers as it determines appropriate to assist it in the conduct of such investigations and in fulfilling its responsibilities. In particular, the Committee shall have the sole authority to obtain advice and assistance from outside legal, accounting or other advisers.

Reports to the Board

The Committee shall regularly report its activities and findings to the Board. The Committee shall make recommendations to the Board as provided in this charter.

Limitations on Responsibilities

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to prepare financial statements, plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws. These are the responsibilities of management and the independent auditor. In carrying out its oversight responsibilities, the Committee is not providing any expert, professional or special assurance as to the Company's financial statements or any professional certification. Committee members are not deemed to have accepted a duty of care greater than the duty of other directors.

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