

Global Policy	Related-Party Transaction Policy	
	LCPOL-10-GL	REV: C

PURPOSE:

The purpose of this policy is to ensure the proper approval and reporting of transactions between the Company and any of its directors, nominees for director, Executive Officers, Significant Stockholders or certain entities or persons related to them. Such transactions are appropriate only if they are in the best interests of the Company and its stockholders and are consistent with the Company's policy for determining director independence and our Code of Conduct.

SCOPE:

The Board of Directors (the "**Board**") of Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. (collectively, the "**Company**") acting upon the recommendation of its Nominating and Corporate Governance Committee (the "**Committee**") has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Committee will review and may amend this policy from time to time.

RESPONSIBILITIES:

Each director, nominee for director and Executive Officer is responsible for providing written notice to the Chief Legal Officer of any potential Related Party Transaction involving him or her, or his or her Immediate Family Member, including any additional information about the transaction that the Chief Legal Officer may reasonably request. The Chief Legal Officer in consultation with other members of management and outside counsel, as appropriate, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

In addition, each director, nominee for director and Executive Officer is required to complete a questionnaire in connection with the annual proxy statement that asks about their Immediate Family Members and any current, past, and proposed Related Party Transactions.

POLICY:

All potential Related Party Transactions must be reported to the Chief Legal Officer and, if determined by the Chief Legal Officer to constitute a Related Party Transaction, referred for approval or ratification by the Committee in accordance with this policy.

This policy is in addition to the Company's Conflict of Interest Policy and the provisions dealing with conflicts of interest in the Code of Conduct..

PROCEDURE:

Identification of Potential Related Party Transactions

Each director, nominee for director and Executive Officer is responsible for providing written notice to the Chief Legal Officer of any potential Related Party Transaction involving him or her, or

his or her Immediate Family Member, including any additional information about the transaction that the Chief Legal Officer may reasonably request. The Chief Legal Officer in consultation with other members of management and outside counsel, as appropriate, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy. The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Chief Legal Officer has adequate time to obtain and review information about the proposed transaction and to refer it to the Committee for approval. Ratification of a Related Party Transaction after its commencement or even its completion may be appropriate in some circumstances, however.

Review and Approval of Related Party Transactions

All Related Party Transactions will be referred to the Committee for review and approval or ratification. Any member of the Committee who has a potential interest in any Related Party Transaction will recuse himself or herself and abstain from voting on the approval or ratification of the Related Party Transaction, but may participate in all or a portion of the Committee's discussions of the Related Party Transaction, if requested by the Chair of the Committee.

To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In determining whether to approve or ratify a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- Whether the terms of the Related Party Transaction are fair to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would impair the independence of an otherwise independent director or nominee for director;
- Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought, and whether subsequent ratification would be detrimental to the Company; and
- Whether the Related Party Transaction would present an improper conflict of interest of any director, nominee for director or Executive Officer, taking into account the size of the transaction, the overall financial position of the director, nominee for director, Executive Officer or other Related Party, the direct or indirect nature of the director's, nominee's for

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director, Executive Officer's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other relevant factors.

In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction or modification of the transaction to make it acceptable for ratification. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirement of this Policy.

If the Committee or its Chair determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

FLOW CHART: None.

RELATED DOCUMENTS:

1. Conflict of Interest Policy
2. Code of Conduct

RECORDS: None.

GLOSSARY / DEFINITIONS:

“Executive Officer” means any person who is subject to the provisions of Section 16 of the Securities Exchange Act of 1934, as amended, as designated by the Board

“Immediate Family Member” means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law of a director, nominee for director, Executive Officer or Significant Stockholder, and any person (other than a tenant or employee) sharing the household of such director, nominee for director, Executive Officer or Significant Stockholder.

“Related Party” means any person who is or at any time since the beginning of the Company's last fiscal year was:

- any director, nominee for director or Executive Officer of the Company;
- a Significant Stockholder; or

- an Immediate Family Member of any of the foregoing persons.

“Related Party Transaction”

- Any transaction directly or indirectly involving any Related Party that would be required to be disclosed under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended. Item 404(a) currently requires the Company to disclose any transaction occurring since the beginning of this last fiscal year, or any currently proposed transaction, involving the Company in which the amount involved exceeds \$120,000, and in which any Related Party had or will have a direct or indirect material interest.
- Any material amendment or modification to an existing Related Party Transaction regardless of whether such transaction has previously been approved or ratified in accordance with this policy.

Notwithstanding the foregoing, the following shall not be deemed Related Party Transactions:

- Any transaction that involves the providing of compensation to a director or Executive Officer in connection with his or her duties to the Company or any of its subsidiaries or affiliates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- Indemnification and advancement of expenses made pursuant to the applicable Charter and Bylaws of the Company’s or pursuant to any agreement.
- Contributions by the Company or any of its affiliates to a charitable organization, foundation or university at which a Related Party is a trustee, director, or employee other than an officer (or comparable position), provided that the contribution does not exceed the lesser of \$1 million or 2 percent of the organization’s annual total revenues including contributions.
- Any transaction in which the Related Party’s Interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

“Significant Stockholder” means an entity or person known by the Company to be the beneficial owner of more than 5 percent of any class of the Company’s voting securities.

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REVISION SUMMARIES:

Revision Level	Revision Date	Change Description
A	01/08/16	<ul style="list-style-type: none"> • New
B	Oct. 2017	<ul style="list-style-type: none"> • Minor Revisions
C	December 17, 2020	<ul style="list-style-type: none"> • Approval process was modified so that all Related Party Transactions are approved by the Committee