

THE GOODYEAR TIRE & RUBBER COMPANY

**COMPENSATION COMMITTEE
CHARTER**

MEMBERSHIP

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall be appointed by the Board of Directors and shall meet the independence requirements of the listing standards of the Nasdaq Stock Market and of applicable law, the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

PURPOSE

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s Directors, officers and such other employees as the Committee may determine.

RESPONSIBILITIES

The Compensation Committee shall:

1. Review and approve the Company’s goals and objectives relevant to compensation of the Chief Executive Officer of the Company, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and have the sole authority to determine the compensation level of the Chief Executive Officer based on such evaluation. In determining the incentive component of the compensation of the Chief Executive Officer, the Compensation Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, the relationship between the aggregate compensation to be received by the Chief Executive Officer and the aggregate compensation to be

received by the Company's other executive officers named in the proxy statement (including comparing the relationship to that found at comparable companies), and such other factors as the Committee deems appropriate;

2. Establish the compensation for services to the Company by the officers of the Company other than the Chief Executive Officer. In determining the incentive component of the compensation of these officers of the Company, the Compensation Committee should consider the recommendations of the Chief Executive Officer, the Company's performance and relative shareholder return, the value of similar incentive awards to comparable officers at comparable companies, the awards given to the officer in past years, the relationship between the aggregate compensation to be received by the officer and the aggregate compensation to be received by the Company's other officers, including the Chief Executive Officer (including comparing the relationship to that found at comparable companies), and such other factors as the Committee deems appropriate;
3. Periodically review and make recommendations to the Board of Directors with respect to Directors' compensation and related compensatory plans and arrangements, including fees, equity awards, perquisites and other benefits payable to the Directors. In reviewing Directors' compensation, the Compensation Committee should consider the compensation payable to directors of comparable companies and such other factors as the Committee deems appropriate;
4. Make recommendations to the Board of Directors with respect to incentive (including equity-based) compensation plans and other compensatory plans in which officers and other key employees participate, and administer such plans, including determining any awards to be granted under any such plan implemented by the Company;
5. Approve and periodically review other compensatory arrangements and employment-related policies specifically for officers;
6. Review and approve executive compensation disclosures, including the Compensation Discussion and Analysis, in the Company's annual report and proxy statement, and

- prepare a Compensation Committee report to be included in the annual proxy statement;
7. Consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote;
 8. Review an annual risk assessment of executive compensation policies, practices and plans pursuant to its role in overseeing management's identification and management of, and planning for, compensation-related risks;
 9. Between the Board of Director's succession planning reviews, periodically review the Company's talent management strategies and progress;
 10. Make regular reports to the Board of Directors; and
 11. Have the sole authority to retain (or obtain advice from) and terminate any legal counsel, compensation consultant retained to assist in the evaluation of the compensation of Directors, the Chief Executive Officer or other officers, or other advisors and to approve the fees and other retention terms of such legal counsel, compensation consultant or other advisors. Prior to selecting the advisors, the Compensation Committee shall consider their independence in accordance with the independence standards set forth in Exchange Act Rule 10C-1(b)(4) and the listing standards of the Nasdaq Stock Market. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any advisors retained by the Compensation Committee and for ordinary expenses of the Compensation Committee.

In addition, the Compensation Committee shall perform such other responsibilities as may be delegated to it by the Board of Directors from time to time.

DELEGATION

The Compensation Committee, in its discretion, may delegate authority to one or more of its members.

MEETINGS

Meetings of the Compensation Committee shall be as called by the Chairman of the Committee; however, the Committee shall normally conduct at least two meetings each year. The Senior Vice President, Global Human Resources, in consultation with the Chairman of the Committee, shall prepare an agenda for each meeting. In addition to the members of the Committee, Company officials may attend meetings at the discretion of the Committee. However, the Chief Executive Officer will not be present during the Committee's voting or deliberations on his or her compensation. The Compensation Committee shall conduct periodic private meetings with only its members present.

A quorum at any Compensation Committee meeting shall consist of a majority of the Committee members. The Compensation Committee may act by a majority of its members at a meeting or by unanimous written consent.

EVALUATIONS

The Compensation Committee shall conduct an annual performance evaluation of its ability to effectively discharge its duties and responsibilities. The Compensation Committee shall review at least annually the adequacy of this charter and recommend and propose changes to the Board of Directors for approval.

Approved – 06/04/19