

THE GOODYEAR TIRE & RUBBER COMPANY

COMMITTEE ON CORPORATE RESPONSIBILITY AND COMPLIANCE CHARTER

MEMBERSHIP

The Committee on Corporate Responsibility and Compliance (the “Committee”) shall be composed of no fewer than three Directors, none of whom shall be an officer or employee of the Company or any subsidiary of the Company.

PURPOSE

The primary purposes of the Committee are, on behalf of the Board of Directors, (1) to oversee the Company’s compliance program, including the Company’s compliance with the significant legal and regulatory requirements applicable to it, (2) to oversee the Company’s compliance with its major policies, including its policy of adherence to the highest legal and ethical standards, and (3) to monitor how the Company manages its business in a responsible manner. The primary responsibility for compliance matters relating to financial accounting and auditing shall, however, continue to be the responsibility of the Audit Committee rather than this Committee.

RESPONSIBILITIES

The Committee shall:

1. Monitor, at least annually, the design, effectiveness and administration of the Company’s legal compliance program (including periodic review of Hotline statistics and trends, the Company’s global training curriculum and the Business Conduct Manual) in order (1) to determine whether or not the program is reasonably designed to prevent and detect violations of law and (2) to recommend any appropriate changes to the program (or the Manual).
2. Monitor the Company’s compliance with applicable laws, regulations and its major policies.

3. Monitor the Company's objectives, policies and programs with respect to:
 - government relations and political contributions
 - community relations and charitable contributions
 - environmental sustainability and compliance
 - workplace health and safety
 - product technology and innovation, and
 - product qualityand recommend any appropriate changes.
4. Review the Company's Corporate Responsibility Report annually.
5. Receive regular reports from management personnel regarding the subjects above, and in addition, have the authority to retain and terminate outside legal or other advisors to assist the Committee in the performance of its responsibilities.

The Committee shall make such other reports and recommendations to the Board of Directors from time to time as the Committee may deem appropriate. In addition, the Committee shall perform such other responsibilities as may be delegated to it by the Board of Directors from time to time.

Pursuant to its Charter, the Audit Committee will review any matters involving fraud, whether or not material, that involve management or other employees who have a significant role in the Company's internal controls.

MEETINGS

Meetings of the Committee shall be held as called by the Chairman of the Committee; however, the Committee shall normally conduct at least three meetings each year. In addition to the members of the Committee, each meeting may be attended by the Lead Director, the Chairman of the Board and Chief Executive Officer, the General Counsel, the Senior Vice President, Global Human Resources, the Vice President, Compliance and Ethics, and the Director, Compliance and Ethics. Other officials shall attend meetings of the Committee when invited by the Committee. The Committee shall also conduct periodic private and separate meetings with

the Vice President, Compliance and Ethics, and the Director, Compliance and Ethics.

EVALUATIONS

The Committee shall annually (1) conduct a performance evaluation of its ability to effectively discharge its duties and responsibilities and (2) review the adequacy of this Charter and recommend any changes to the Board of Directors for approval.

APPROVED - 02/28/2017