

Cooper-Standard Holdings Inc.  
Form DEF 14A  
April 10, 2015  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Cooper-Standard Holdings Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)**

Payment of Filing Fee (Check the appropriate box):

.. No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Table of Contents**

April 10, 2015

Dear Cooper Standard Stockholder:

On behalf of the Board of Directors of Cooper-Standard Holdings Inc. ( Cooper Standard or the Company ), you are cordially invited to attend the 2015 Annual Meeting of Stockholders (the Annual Meeting ) to be held on May 7, 2015, at 9:00 a.m. (Eastern Time) at the Omni Berkshire Place, 21 East 52nd Street, New York, New York 10022.

The attached proxy statement provides you with detailed information about the Annual Meeting. We encourage you to read the entire proxy statement carefully. You may also obtain more information about Cooper Standard from documents we have filed with the Securities and Exchange Commission.

You are being asked at the Annual Meeting to elect the directors of the Company for a one-year term, to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015, and to transact any other business properly brought before the meeting.

Whether or not you plan to attend the Annual Meeting, your vote is important, and we encourage you to vote promptly. You may vote your shares via a toll-free telephone number, over the Internet or by completing, dating, signing and returning your proxy card, as described in the attached proxy statement and proxy card.

Thank you in advance for your cooperation and continued support.

Sincerely,

Jeffrey S. Edwards

*Chairman and Chief Executive Officer*

**Table of Contents**

**ANNUAL MEETING OF STOCKHOLDERS**

**2015**

**Meeting Notice**

**Proxy Statement**

**Cooper-Standard Holdings Inc.**

39550 Orchard Hill Place

Novi, Michigan 48375

**Table of Contents**

**2015 ANNUAL MEETING OF THE STOCKHOLDERS**

**Meeting Notice**

**WHERE**

Omni Berkshire Place

21 East 52nd Street

New York, New York 10022

**WHEN**

Thursday, May 7, 2015 at

9:00 a.m. Eastern Time

**WHY**

To elect the directors of the Company for a one-year term;

To ratify the appointment by the Audit Committee of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015; and

To conduct any other business if properly brought before the meeting.

**RECORD DATE:** The close of business on March 30, 2015.

You will find more information on the matters to be voted on at the meeting in the attached proxy statement. If you are a stockholder of record, you may vote by mail, by toll-free telephone number, by using the Internet or in person at the meeting.

**Your vote is important! We strongly encourage you to exercise your right to vote as a stockholder. Please sign, date and return the enclosed proxy card in the envelope provided, call the toll-free number or log on to the Internet - even if you plan to attend the meeting. You may revoke your proxy at any time before it is voted.**

You will find instructions on how to vote on page 6 of the attached proxy statement. As long as you were a stockholder on March 30, 2015, you are invited to attend the meeting or send a representative. Please note that only persons with evidence of stock ownership or who are guests of the Company will be admitted to the meeting.

By Order of the Board of Directors

Aleksandra A. Miziolek

*Senior Vice President, General Counsel & Secretary*

April 10, 2015

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 7, 2015:**

**This meeting notice, the 2015 proxy statement and our 2014 annual report on Form 10-K for the fiscal year ended December 31, 2014, and any amendments or supplements to the foregoing material that is required to be furnished to stockholders are available on our website at [www.cooperstandard.com/investor\\_home.php](http://www.cooperstandard.com/investor_home.php).**

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**Table of Contents**

**2015 ANNUAL MEETING OF STOCKHOLDERS**

**Proxy Statement**

April 10, 2015

**Contents**

**Proposals**

<u>Proposal 1: Election of Directors</u>	1
<u>Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm</u>	5

**Your Proxy Vote**

<u>Voting Instructions</u>	6
<u>Voting Rules</u>	7

**Company Information**

<u>The Board's Committees and Their Functions</u>	8
<u>Corporate Governance</u>	9
<u>Stock Ownership</u>	13
<u>Compensation Discussion and Analysis</u>	15
<u>Compensation Committee Report</u>	22
<u>Executive Compensation</u>	23
<u>Director Compensation</u>	42
<u>Certain Relationships and Related Transactions</u>	44
<u>Report of the Audit Committee</u>	45
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	46
<u>Submitting Stockholder Proposals and Nominations for the 2016 Annual Meeting</u>	46
<u>Additional Information</u>	46
<u>Discretionary Voting of Proxies on Other Matters</u>	47

This proxy statement is issued by Cooper-Standard Holdings Inc. in connection with the 2015 Annual Meeting of Stockholders scheduled for May 7, 2015. This proxy statement and accompanying proxy card are first being mailed to stockholders on or about April 10, 2015.



---

**Table of Contents**

**Proposals**

**Proposal 1: Election of Directors**

Upon the recommendation of our Governance Committee, the Board of Directors of the Company has nominated the eight individuals listed below to stand for election to the Board for a one-year term ending at the annual meeting of stockholders in 2016 or until their successors, if any, are elected or appointed, or until earlier resignation, removal, or death. All of these nominees have consented to being named in this proxy statement and to serve if elected. Messrs. Way and Jutte are not nominated for reelection to the Board and, accordingly, their terms as directors will end at the Annual Meeting.

The names of the nominees, along with their present positions, their principal occupations, directorships held with other public corporations currently and during the past five years, their ages, and the year first elected as a director are set forth below. Certain individual qualifications, experiences and skills of our nominees that contribute to the Board's effectiveness as a whole are also described below.

**Glenn R. August**

Director of the Company since October 2014. Mr. August also serves as a member of the Compensation Committee of our Board of Directors. He formerly served on the Company's Board from May 2010 until May 2011. Mr. August has overall management responsibility for Oak Hill Advisors and serves as global head of the firm's distressed and investment activities. He co-founded the predecessor investment firm to Oak Hill Advisors in 1987 and took over responsibility for the firm's credit and distressed investment activities in 1990. Mr. August co-founded each of Oak Hill Advisors' funds, where he currently serves as the managing partner of each of their management entities. He previously worked in the mergers and acquisitions department at Morgan Stanley in New York and London. He currently serves as the chairman of the board of directors of OHA Investment Corporation, a publicly traded business development company. He also serves on the board of directors of the 92nd St. Y and on the Board of Trustees of Horace Mann School and The Mount Sinai Medical Center. He earned a Masters in Business Administration from Harvard Business School, where he was a Baker Scholar, and a Bachelor of Science from Cornell University.

**Qualifications:** Mr. August has substantial experience in investment research and analysis. He has expertise in corporate financings, equity transactions and corporate restructurings.

**Current Directorships:** None

**Former Directorships:** iStar Financial Inc.

**Age:** 53

1

**Table of Contents**

**Jeffrey S. Edwards**

Director of the Company since October 2012 and Chairman of the Board since May 2013. Mr. Edwards has served as our Chief Executive Officer since October 2012 and served as our President from October 2012 to May 2013. Previously, Mr. Edwards served in positions of increasing responsibility at Johnson Controls, Inc., a global diversified technology and industrial company. He led the Automotive Experience Asia Group of Johnson Controls, serving as corporate vice president, group vice president and general manager from 2004 to 2012. Mr. Edwards served as Johnson Controls group vice president and general manager for Automotive Experience North America from 2002 to 2004. He completed an executive training program at INSEAD and earned a Bachelor of Science from Clarion University.

**Qualifications:** Mr. Edwards has substantial leadership experience in the automotive industry, having held key executive positions in his 28 years with Johnson Controls, Inc., in addition to his service as the Company's Chairman and Chief Executive Officer.

**Current Directorships:** Standex International Corp.

**Former Directorships:** None

**Age:** 52

**Sean O. Mahoney**

Nominated to the Board in April 2015. Mr. Mahoney is a private investor with over two decades of experience in investment banking and finance. Mr. Mahoney spent 17 years in investment banking at Goldman, Sachs & Co., where he was a partner and the head of the Financial Sponsors Group, followed by four years at Deutsche Bank Securities where he served as vice chairman, global banking. During his banking career, Mr. Mahoney acted as an advisor to companies across a broad range of industries and product areas. In addition to his other investment and director activities, Mr. Mahoney also currently serves as a consultant to Silver Point Capital. He earned his graduate degree from Oxford University, where he was a Rhodes Scholar, and his undergraduate degree from the University of Chicago.

**Qualifications:** Mr. Mahoney has a depth of expertise in capital markets and business strategy. He also has extensive experience in structuring and executing financing transactions, and mergers and acquisitions. Additionally, Mr. Mahoney has public company directorship and committee experience.

**Current Directorships:** Delphi Automotive PLC and post-bankruptcy Lehman Brothers Holdings Inc.

**Former Directorships:** None

**Age:** 52

**Table of Contents**

**David J. Mastrocola**

Director of the Company since May 2010, Lead Director since January 2011. Mr. Mastrocola was a partner and managing director of Goldman, Sachs & Co., a global investment banking, securities and investment management firm, where he worked from 1987 until his retirement in 2009. During that period, Mr. Mastrocola held a number of senior management positions in the Investment Banking Division, including heading or co-heading the corporate finance, mergers/strategic advisory and industrials/natural resources departments. Mr. Mastrocola also served as a member of Goldman, Sachs & Co.'s firmwide capital and commitments committees. From 1983 to 1985, Mr. Mastrocola was a senior auditor at Arthur Andersen & Co. Mr. Mastrocola currently serves as Co-Founder and Advisory Chairman of Pleasant Lake Partners LLC.

**Qualifications:** Mr. Mastrocola has extensive and varied expertise in corporate finance and mergers and acquisitions, having served in a number of senior management positions in the Investment Banking Division of Goldman, Sachs & Co. He also brings substantial experience in corporate accounting, having served as a senior auditor at Arthur Andersen & Co.

**Current Directorships:** Famous Dave's of America, Inc.

**Former Directorships:** None

**Age:** 53

**Justin E. Mirro**

Nominated to the Board in April 2015. Mr. Mirro is an operating partner at Wynnchurch Capital, Ltd. Mr. Mirro joined Wynnchurch in March 2015 as an advisor in the investment development group. He is the founder and president of Kensington Capital Partners LLC since January 2015. Mr. Mirro has over 19 years of automotive investment banking experience, most recently as a managing director and head of automotive investment banking at RBC Capital Markets from June 2011 to December 2014. Prior to that, Mr. Mirro was head of automotive investment banking at Moelis & Company from August 2008 to May 2011, and he was also head of North American automotive investment banking at Jefferies & Company from March 2005 to July 2008. Prior to his investment banking career, Mr. Mirro worked as an engineer for General Motors and Toyota. Mr. Mirro earned his Masters of Business Administration from New York University, Leonard N. Stern School of Business, and his undergraduate degree from The University of Michigan, College of Engineering.

**Qualifications:** Mr. Mirro has extensive experience in investment banking and mergers and acquisitions, particularly in the automotive segment.

**Current Directorships:** None

**Former Directorships:** None

**Age:** 46

**Table of Contents**

**Robert J. Remenar**

Nominated to the Board in April 2015. Mr. Remenar served as the president and chief executive officer of Chassis Inc. from July 2012 to June 2014, and from December 2010 to June 2012 he served as the president and chief executive officer of Nexteer Automotive. From April 2002 to November 2012, Mr. Remenar served as the president of Delphi Steering/Nexteer Automotive. Mr. Remenar held diverse executive positions within Delphi Corporation since 1998 and several executive and managerial positions within General Motors since 1985. Mr. Remenar earned his Masters of Business and Professional Accountancy from Walsh College and his undergraduate degree from Central Michigan University.

**Qualifications:** Mr. Remenar has extensive management and leadership experience, specifically in the automotive industry. Mr. Remenar has relationships with automotive customers, suppliers and capital markets.

**Current Directorships:** PKC Group Plc

**Former Directorships:** None

**Age:** 59

**Thomas W. Sidlik**

Director of the Company since January 2014. Mr. Sidlik also serves as Chairman of the Governance Committee and as a member of the Audit Committee of our Board of Directors. In 2007, Mr. Sidlik retired from the DaimlerChrysler AG Board of Management in Germany after a 34-year career in the automotive industry. He previously served as chairman and CEO of Chrysler Financial Corporation, chairman of the Michigan Minority Business Development Council and vice chairman of the National Minority Supplier Development Council. Mr. Sidlik has been on the board of directors of Delphi Automotive PLC and Delphi Automotive LLP since 2009. Previously he served on the Board of Regents of Eastern Michigan University, where he served as vice chairman and chairman of the board.

**Qualifications:** Mr. Sidlik's extensive experience in the automotive industry provides the Board with strategic, management and industry expertise.

**Current Directorships:** Delphi Automotive PLC

**Former Directorships:** Chrysler Financial Corporation

**Age:** 65



**Table of Contents**

**Stephen A. Van Oss**

Director of the Company since August 2008. Mr. Van Oss also serves as Chairman of the Audit Committee and as a member of the Governance Committee of our Board of Directors. Mr. Van Oss is the senior vice president and chief operating officer of WESCO International, Inc., a leading distributor of electrical construction and industrial maintenance products, a position he has held since September 2009. He has served as a director of WESCO since 2008. From 2004 to September 2009, Mr. Van Oss served as senior vice president and chief financial and administrative officer of WESCO. From 2000 to 2004, he served as vice president and chief financial officer of WESCO. He served as WESCO's director, information technology from 1997 to 2000 and as its director, acquisition management in 1997. He serves as a trustee of Robert Morris University and chairs its finance committee and is a member of its governance committee.

**Qualifications:** Mr. Van Oss has substantial leadership experience in business operations and finance, having served as both chief operating officer and chief financial and administrative officer of WESCO International, Inc. He has expertise in distribution and in information technology, having served as WESCO's director, information technology.

**Current Directorships:** WESCO International, Inc.

**Former Directorships:** William Scotsman International, Inc.

**Age:** 60

**The Board of Directors recommends that stockholders vote FOR each of our nominees.**

Election of the nominees for the eight director positions requires the affirmative vote of a plurality of all votes cast at the Annual Meeting. This means that the director nominee with the most votes for a particular seat is elected for that seat. Votes withheld from one or more director nominees will have no effect on the outcome of the vote with respect to the election of directors.

If any nominee does not stand for election, proxies voting for that nominee may be voted for a substitute nominee selected by the Board. The Board may also choose to reduce the number of directors to be elected at the meeting.

In 2014, the Board met 8 times. Each director of the Company in office during 2014 was present for at least 75% of the total number of meetings of the Board and those committees of which the director was a member during the period he served as a director.

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm**

Proposal 2 is the ratification of the Audit Committee's appointment of Ernst & Young LLP as the independent registered public accounting firm to audit the financial statements of the Company for fiscal year 2015. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment. The Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the Company's and its stockholders' best interests. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They are expected to be available to respond to your questions and may make a statement if they desire.

Ratification of the Audit Committee's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015 requires the affirmative vote of a majority of the votes cast by the stockholders present in person or represented by proxy at the Annual Meeting and entitled to vote. Abstentions are not counted as votes FOR or AGAINST ratification, and will therefore have no effect on such vote.

**The Board of Directors and the Audit Committee recommend that the stockholders vote FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.**

## **Table of Contents**

### **Your Proxy Vote**

### **Voting Instructions**

You are entitled to one vote on each proposal for each share of the Company's common stock that you own as of the record date, March 30, 2015. As of the record date, there were **17,081,158** shares of common stock outstanding. Each outstanding share is entitled to one vote on each proposal. Below are instructions on how to vote, as well as information on your rights as a stockholder as they relate to voting. Some of the instructions vary depending on how your stock is held. It is important to follow the instructions that apply to your situation.

**If your shares are registered in your name**, you may vote using the enclosed proxy card, by calling the toll-free number listed on your proxy card, or by logging on to the website listed on your proxy card and following the simple instructions provided. The telephone and Internet voting procedures are designed to allow you to vote your shares and to confirm that your instructions have been properly recorded consistent with applicable law. Please see your proxy card for specific instructions. Stockholders who wish to vote over the Internet should be aware that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, and that there may be some risk a stockholder's vote might not be properly recorded or counted because of an unanticipated electronic malfunction. Voting by telephone and the Internet will be closed at 11:59 p.m. Eastern Time on May 6, 2015.

**If your shares are held in street name**, you should give instructions to your broker on how to vote your shares. If you do not provide voting instructions to your broker, your broker has discretion to vote those shares only on matters that are routine. A broker cannot vote shares on non-routine matters without your instructions. This is referred to as a broker non-vote.

**If you plan to attend the meeting and vote in person**, your instructions depend on how your shares are held:

*Shares registered in your name* check the appropriate box on the enclosed proxy card and bring evidence of your stock ownership with you to the meeting.

*Shares registered in the name of your broker or other nominee* ask your broker to provide you with a broker's proxy card in your name (which will allow you to vote your shares in person at the meeting) and bring evidence of your stock ownership from your broker with you to the meeting.

Remember that attendance at the meeting will be limited to stockholders as of the record date with photo identification and an admission ticket or evidence of their share ownership and guests of the Company.

**If your shares are registered in your name, you may revoke your proxy at any time before it is exercised.** There are several ways you can do this:

By delivering a written notice of revocation to the Secretary of the Company;

By executing and delivering another proxy that bears a later date;

By voting by telephone at a later time;

By voting over the Internet at a later time; or

By voting in person at the meeting.

**If your shares are held in street name, you must contact your broker to revoke your proxy.**

In tallying the results of the voting, the Company will count all properly executed and unrevoked proxies that have been received in time for the Annual Meeting. To hold a meeting of stockholders, a quorum of the shares

## Table of Contents

(which is a majority of the shares outstanding and entitled to vote) is required to be represented either in person or by proxy at the meeting. Abstentions and broker non-votes are counted in determining whether a quorum is present for the meeting.

## **Voting Rules**

**When voting to elect directors**, you have two options:

Vote FOR a nominee; or

WITHHOLD authority to vote for such nominee.

**When voting to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015**, you have three options:

Vote FOR the proposal;

Vote AGAINST the proposal; or

ABSTAIN from voting on the proposal.

**If you return your proxy card with no votes marked**, your shares will be voted as follows:

FOR the election of all nominees for director; and

FOR the ratification of the appointment of the Company's independent registered public accounting firm for 2015.

**Broker non-votes occur when a broker lacks discretionary authority to vote on a proposal and the beneficial owner has not provided an indication as to how to vote.** We will treat broker non-votes as present to determine whether or not there is a quorum at the Annual Meeting, but they will not be treated as votes with respect to the proposals, if any, for which the broker indicates it does not have discretionary authority. This means that broker non-votes will not have any effect on whether any such proposal passes. We expect the proposal to ratify the appointment of Ernst & Young as our independent registered public accounting firm for 2015 to be the only routine matter being voted on at the Annual Meeting and, therefore, expect that brokers will be able to vote on that proposal in their discretion if you have not provided voting instructions.

**The Company actively solicits proxy participation.** All costs of this solicitation will be borne by the Company. The Company has hired Broadridge, 51 Mercedes Way, Edgewood, New York 11717, to help solicit proxies and has agreed to pay them \$16,000 plus out-of-pocket expenses for this service, subject to adjustment under certain circumstances. In addition, our officers, directors and employees may solicit proxies in person or by telephone,

facsimile or other means of communication but they will not receive any additional compensation in connection with such solicitation. The Company also encourages banks, brokers and other custodian nominees and fiduciaries to supply proxy materials to stockholders and reimburses them for their expenses.

## **Table of Contents**

### **Company Information**

### **The Board's Committees and Their Functions**

#### **Committees of the Board of Directors**

Our Board of Directors currently has an Audit Committee, a Compensation Committee, and a Governance Committee.

#### **Audit Committee**

Our Audit Committee currently consists of Messrs. Van Oss, Sidlik, and Way. Mr. Van Oss serves as the Chairman of the Audit Committee. The Board of Directors has determined that each member of the Audit Committee is financially literate and that Messrs. Van Oss and Way each qualify as an audit committee financial expert (as defined in Item 407(d)(5) of Regulation S-K). The Board of Directors has further determined that each member of the Audit Committee is independent under applicable New York Stock Exchange ( NYSE ) listing standards and the rules of the Securities and Exchange Commission (the SEC ). The Audit Committee is responsible for (i) reviewing and discussing with management and our independent auditors our annual audited financial statements and quarterly financial statements and any audit issues and management's response; (ii) reviewing and discussing with management and our independent auditors our financial reporting and accounting standards and principles and significant changes in such standards and principles or their application; (iii) reviewing and discussing with management and our independent auditors our internal system of financial controls and disclosure controls and our risk assessment and management policies and activities; (iv) reviewing and evaluating the independence, qualifications, and performance of our independent auditors; (v) investigating matters relating to management's integrity, including adherence to standards of business conduct established in our policies; and (vi) taking such actions as may be required or permitted under applicable law to be taken by an audit committee on behalf of us and our Board of Directors.

The Board of Directors has adopted an Audit Committee charter, a copy of which is available at [www.cooperstandard.com](http://www.cooperstandard.com). In 2014, the Audit Committee met 5 times.

#### **Compensation Committee**

Our Compensation Committee currently consists of Messrs. Way, August, and Jutte. Mr. Way serves as the Chairman of the Compensation Committee. The Board of Directors has determined that each member of the Compensation Committee is independent under applicable NYSE listing standards. The Compensation Committee is responsible for (i) the review and approval of corporate goals, objectives and other criteria relevant to the compensation of the Chief Executive Officer and other executive officers; (ii) together with the Lead Director, the evaluation of the performance of the Chief Executive Officer and other executive officers and the determination and approval of their compensation; (iii) the review and approval of executive compensation programs; (iv) the review and approval of contracts and transactions with executive officers; (v) the review and approval of equity-based compensation plans and awards made pursuant to such plans; (vi) the approval, review and oversight of employee benefit plans of the Company, including the delegation of responsibility for such programs to the Company's Benefit Plan Committee; and (vii) taking such actions as may be required or permitted under applicable law to be taken by a Compensation Committee on behalf of us and our Board of Directors.

The Board of Directors has adopted a Compensation Committee charter, a copy of which is available at [www.cooperstandard.com](http://www.cooperstandard.com). In 2014, the Compensation Committee met 6 times.

#### **Governance Committee**

Our Governance Committee currently consists of Messrs. Sidlik, Jutte, and Van Oss. Mr. Sidlik serves as the Chairman of the Governance Committee. The Board of Directors has determined that Messrs. Sidlik, Jutte, and



## **Table of Contents**

Van Oss are independent under applicable NYSE listing standards. The Governance Committee is responsible for (i) identifying and evaluating individuals qualified to become members of the Board, consistent with criteria approved by the Board; (ii) selecting, or recommending that the Board select, the director nominees to stand for election by stockholders or to fill vacancies on the Board and board committee memberships; (iii) developing and recommending to the Board corporate governance principles and practices applicable to the Company, including director access to management and management succession plans; (iv) reviewing the Company's legal compliance and ethics programs and monitoring compliance with the Company's governance principles, policies, and code of business conduct and ethics; (v) reviewing and approving director compensation and indemnification and insurance matters; and (vi) overseeing the annual performance evaluation of the Board and its committees.

The Board of Directors has adopted a Governance Committee charter, a copy of which is available at [www.cooperstandard.com](http://www.cooperstandard.com). In 2014, the Governance Committee met 5 times.

## **Lead Director**

Mr. Mastrocola is the Lead Director of the Board of Directors. The Lead Director (i) presides at meetings and sessions of the non-management members of the Board and communicates with management concerning the substance of such meetings and sessions; (ii) assists the Board's Chairman with the setting of agendas and other matters relating to meetings of the Board; (iii) in consultation with the Compensation Committee, assists the Board in connection with its evaluations of the performance of the Company's Chief Executive Officer; and (iv) undertakes such other activities as may be requested by the Board or required by applicable laws, regulations or rules.

## **Corporate Governance**

### **Independence of Directors**

The Board of Directors has determined that Messrs. August, Mahoney, Mirro, Remenar, Sidlik, and Van Oss are independent as determined pursuant to NYSE rules. In addition, the Board previously determined that Jeffrey E. Kirt, Kenneth L. Way, and Larry J. Jutte, each of whom served as a director during 2014, were independent pursuant to NYSE rules. Mr. Edwards is not independent as determined pursuant to NYSE rules because he is employed by the Company. Mr. Mastrocola is not independent as determined pursuant to NYSE rules because his brother is a partner at Ernst & Young LLP, the Company's independent auditors. Mr. Mastrocola's brother has no direct involvement of any kind in the relationship between Ernst & Young LLP and the Company or the review of the Company's financial statements.

### **Board Leadership**

Mr. Edwards serves as Chairman of the Board of Directors as well as Chief Executive Officer of the Company. It is the Board's belief that this structure is in the best interest of the Company's stockholders at this time as it promotes an efficient flow of communication between management and the Board, in particular with respect to the Board's oversight of the Company's strategic direction. The Board believes that the role of Mr. Mastrocola as Lead Director, together with the existence of a substantial majority of independent directors, fully independent Board committees, and the use of regular executive sessions of non-management directors, achieves an appropriate balance between the effective development of key strategic objectives and independent oversight of management's execution of strategic initiatives.

### **Executive Sessions**

Non-management directors meet regularly in executive sessions without management. Non-management directors are all those who are not Company officers, and include directors who are not independent. Executive sessions of non-management directors are led by Mr. Mastrocola, the Lead Director, and are held in conjunction with each regularly scheduled Board meeting. Each committee of the Board also meets in executive session without management in conjunction with regularly scheduled committee meetings, as appropriate. At least once a year, the independent directors meet in an executive session led by one of the independent directors who is selected by all of the independent directors to lead the session.

## **Table of Contents**

### **Board's Role in Risk Oversight**

The Board is actively involved in oversight of risks inherent in the operation of the Company's businesses and the implementation of its strategic plan. The Board performs this oversight role by using several different levels of review. In connection with its reviews of the operations of the Company's business units and corporate functions, the Board addresses the primary risks associated with those units and functions. In addition, the Board reviews the key risks associated with the Company's strategic plan as part of its consideration of the strategic direction of the Company.

The Board has delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee reviews with management (i) Company policies with respect to risk assessment and management of risks that may be material to the Company, (ii) the Company's system of disclosure controls and system of internal controls over financial reporting, and (iii) the Company's compliance with legal and regulatory requirements.

Each of the other Board committees also oversees the management of Company risks that fall within the committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors, and each committee reports back to the full Board. The Audit Committee oversees risks related to the Company's financial statements, the financial reporting process, other financial matters, certain compliance issues, and accounting and legal matters. The Audit Committee, along with the Governance Committee, is also responsible for reviewing certain legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks. The Governance Committee also oversees risks related to the Company's governance structure and processes, related persons transactions, compliance programs, succession planning, and Board and committee structure to ensure appropriate oversight of risk. The Compensation Committee considers risks related to the attraction and retention of key management and employees and risks relating to the design of compensation programs and arrangements.

### **Policy on Director Attendance at Stockholder Meetings**

Directors are expected to attend in person regularly scheduled meetings of stockholders, except when circumstances prevent such attendance. When such circumstances exist and in the judgment of the Chairman it is deemed critical that all directors participate, or in the case of special stockholder meetings, directors may participate by telephone or other electronic means and will be deemed present at such meetings if they can both hear and be heard. All of our directors then serving were present at the Company's 2014 annual meeting of stockholders.

### **Other Matters Concerning Directors, Nominees and Executive Officers**

SEC regulations require the Company to describe certain legal proceedings, including bankruptcy and insolvency filings involving directors, nominees for director or executive officers of the Company or companies of which a director, nominee for director or executive officer was an executive officer at the time of filing. Messrs. Keith D. Stephenson and Allen J. Campbell served as executive officers of the Company at the time the Company filed for protection under Chapter 11 of the United States Bankruptcy Code ( Chapter 11 ) in August 2009. Mr. Remenar, nominee for director, was an executive officer of Chassis Inc. approximately nine months before Chassis Inc. filed for protection under Chapter 11 in March 2015.

### **Corporate Governance and Code of Business Conduct and Ethics**

The Board of Directors has adopted Corporate Governance Guidelines that set forth the corporate governance practices of the Company. The Board has also adopted a Code of Business Conduct and Ethics that applies to all directors, officers, and employees of the Company and its subsidiaries, including our chief executive officer, our chief financial officer and our controller. All of our corporate governance documents, including the Corporate Governance Guidelines, the Code of Business Conduct and Ethics, and committee charters are available on our website at [www.cooperstandard.com](http://www.cooperstandard.com) or in printed form upon request by contacting Cooper Standard at 39550

## **Table of Contents**

Orchard Hill Place, Novi, Michigan 48375, Attention: Investor Relations. The Board regularly reviews corporate governance developments and modifies these documents as warranted. Any modifications will be reflected on our website. The information on our website is not part of this proxy statement and is not deemed to be incorporated by reference in this proxy statement.

## **Nomination of Directors**

It is the policy of the Governance Committee and Board to consider candidates for director recommended by stockholders. The committee will evaluate candidates recommended for director by stockholders using the same criteria that it uses in evaluating any other candidate. Stockholders wishing to make such a recommendation should send to the Governance Committee, at the address given below under Communications with the Board of Directors, all information that would be required were the stockholder nominating such candidate directly pursuant to the Company's By-Laws. In addition to nominees recommended by stockholders, the committee will consider candidates recommended by management, members of the Board, search firms, and other sources. Mr. August, a former director of the Company and chief executive officer of Oak Hill Advisors, a long-time substantial stockholder, was well-known to and recommended as a nominee by certain stockholders and directors. Messrs. Mahoney, Mirro, and Remenar were recommended as nominees by certain stockholders and directors.

In identifying and evaluating nominees for director, the committee takes into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended (the Exchange Act) and the listing rules of the NYSE. In addition, the committee considers other criteria as it deems appropriate and which may vary over time depending on the Board's needs, including certain core competencies and other criteria 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. The goal of the committee is to maintain a balanced and diverse Board, with members whose skills, viewpoint, background, and experience complement each other and together contribute to the Board's effectiveness as a whole.

## **Stockholder Nominations**

The Company's By-Laws provide certain procedures that a stockholder must follow to nominate persons for election to the Board of Directors. Nominations for director at an annual stockholder meeting must be submitted in writing to the Governance Committee in care of the Secretary at the Company's principal executive offices at 39550 Orchard Hill Place, Novi, Michigan 48375 in accordance with the procedures and deadlines outlined under Submitting Stockholder Proposals and Nominations for the 2016 Annual Meeting. The Secretary must receive the notice of a stockholder's intention to introduce a nomination at an annual stockholder meeting:

not later than the close of business on the 90th day nor earlier than the opening of business on the 120th day before the anniversary date of the immediately preceding annual meeting of stockholders; or

if the annual meeting is called for a date that is more than 30 days earlier or more than 60 days after such anniversary date, notice by the stockholder to be timely must be received not earlier than the opening of business on the 120th day before the meeting and not later than the later of (x) the close of business on the 90th day before the meeting or (y) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by the Company.

The By-Laws also provide, among other things, that the stockholder nomination notice must contain all information relating to such nominee that is required to be disclosed in solicitations of proxies for elections of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serve as director if elected).

#### **Communications with the Board of Directors**

The Board has established procedures for stockholders and other interested parties to communicate with the Board. A stockholder or other interested party may contact the Board by writing to the Lead Director or the non-

**Table of Contents**

management or independent members of the Board to their attention at the Company's principal executive offices at 39550 Orchard Hill Place, Novi, Michigan 48375. Any stockholder must include the number of shares of the Company's common stock he or she holds and any interested party must detail his or her relationship with the Company in any communication to the Board. Communications received in writing are distributed to the Lead Director or non-management or independent members of the Board as a group, as appropriate, unless such communications are considered, in the reasonable judgment of the Company's Secretary, improper for submission to the intended recipient(s). Examples of communications that would be considered improper for submission include, without limitation, customer complaints, solicitations, communications that do not relate directly or indirectly to the Company or the Company's business, or communications that relate to improper or irrelevant topics.

**Table of Contents****Stock Ownership****Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table and accompanying footnotes show information regarding the beneficial ownership of the issued and outstanding common stock of Cooper-Standard Holdings Inc. by (i) each person known by us to beneficially own more than 5% of the issued and outstanding common stock of Cooper-Standard Holdings Inc. as of the dates indicated in the footnotes and (ii) (A) each of our directors, (B) each named executive officer, and (C) all directors and executive officers as a group, each as of March 30, 2015.

TABLE OF STOCK OWNERSHIP

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Rule 13d-3 Fully Diluted	
		Percentage <sup>(1)</sup>	Percentage <sup>(2)</sup>
<b>Significant Owners:</b>	Shares	%	%
Silver Point Capital L.P. <sup>(3)</sup>	5,373,444	31.5	28.8
Oak Hill Advisors, L.P. <sup>(4)</sup>	3,048,622	17.6	16.3
Capital World Investors <sup>(5)</sup>	2,614,094	15.3	14.0
<b>Directors and named executive officers:</b>			
Allen J. Campbell <sup>(6)</sup>	172,037	1.0	0.9
Juan Fernando de Miguel Posada <sup>(7)</sup>	3,900*		
Jeffrey S. Edwards <sup>(8)</sup>	110,633*		
Song Min Lee <sup>(9)</sup>	3,600*		
Keith D. Stephenson <sup>(10)</sup>	182,921	1.1	1.0
Glenn R. August <sup>(4)</sup>			
Larry J. Jutte <sup>(11)</sup>	19,022*		
David J. Mastrocola <sup>(11)</sup>	19,022*		
Thomas W. Sidlik	4,750*		
Stephen A. Van Oss <sup>(11)</sup>	19,022*		
Kenneth L. Way <sup>(11)</sup>	19,022*		
Directors and executive officers as a group (16 persons)	664,063	3.9	3.6

\* Less than 1% of issued and outstanding shares of common stock.

(1) SEC rules require that the Company disclose beneficial ownership percentages calculated in the manner prescribed by Rule 13d-3 under the Exchange Act. Under the terms of Rule 13d-3, shares of common stock that may be acquired within 60 days are deemed to be beneficially owned. Percentage ownership of the common



stock under the terms of Rule 13d-3 is based on the assumption that the person or entity whose ownership is being reported has converted all instruments held by such person or entity convertible into common stock within 60 days, but that no other holder of such convertible instruments has done so. Therefore, the percentage ownership set forth in this column assumes that the person or entity whose ownership is reported has exercised all options or warrants to purchase our common stock, but that no other person or entity has done so.

- (2) Fully-diluted percentage is based upon **17,081,158** shares of common stock outstanding as of March 30, 2015, plus **1,574,743** shares of common stock issuable upon exercise of warrants to purchase our common stock, but does not include shares of common stock issuable upon vesting of RSUs or exercise of options to purchase our common stock issued pursuant to our employee benefit plans.
  
- (3) Based solely on the Schedule 13G/A filed with the SEC on February 17, 2015. As of December 31, 2014: Silver Point Capital, L.P. had sole voting and dispositive power with respect to 5,273,444 shares of

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**Table of Contents**

common stock; Edward A. Mulé, co-founder and partner of Silver Point Capital, L.P., had sole voting and dispositive power with respect to 100,000 shares of common stock and shared voting and dispositive power with respect to 5,273,444 shares of common stock; and Robert J. O Shea, manager of Silver Point Capital, L.P., had shared voting and dispositive power with respect to 5,273,444 shares of common stock. The address for Silver Point Capital, L.P. is Two Greenwich Plaza, 1st Floor, Greenwich, Connecticut 06830.

- (4) Based solely on information provided by Mr. August in a Supplement to Cooper Standard Director and Officer Questionnaire as of February 2, 2015. The amount shown includes, as of February 2, 2015: (i) 206,276 shares of common stock held by Oak Hill Credit Opportunities Master Fund, Ltd. ( OHCOF ); (ii) 393,371 shares of common stock held by Oak Hill Credit Alpha Master Fund, L.P. and related accounts ( Alpha ); (iii) 1,558,720 shares of common stock held by OHA Strategic Credit Master Fund, L.P. ( SCF ); (iv) 149,701 warrants held by SCF; (v) 430,197 shares of common stock held by OHA Strategic Credit Master Fund II, L.P. ( SCF II ); (vi) 29,834 warrants held by SCF II; (vii) 107,633 shares of common stock held by Future Fund Board of Guardians; (viii) 24,498 warrants held by Future Fund Board of Guardians; (ix) 141,129 shares of common stock held by Lerner Enterprises, LLC; and (x) 7,263 warrants held by Lerner Enterprises. Oak Hill Advisors, L.P. ( OHA ) is the investment advisor to Separate Accounts, OHCOF, Alpha, SCF and SCF II, and certain of its affiliates and principals, either directly or indirectly, exercise voting and dispositive power over the securities owned by them. OHA and its affiliates and principals disclaim beneficial ownership of such securities, except to the extent of their direct pecuniary interest therein. Mr. August is the founder and Chief Executive Officer of Oak Hill Advisors, L.P. and may be deemed to have beneficial ownership of the foregoing securities. Mr. August disclaims beneficial ownership of the foregoing securities except to the extent of his pecuniary interest in such securities. The address for Oak Hill Advisors, L.P. is 1114 Avenue of the Americas, 27th Floor, New York, New York 10036.
- (5) Based solely on a Schedule 13G/A filed with the SEC on February 13, 2015. As of December 31, 2014, Capital World Investors had sole voting and investment power with respect to 2,614,094 shares of common stock, including 48,411 shares of common stock issuable upon exercise of warrants, as a result of Capital Research and Management Company acting as an investment advisor registered under the Investment Advisers Act of 1940. The address for Capital World Investors is 333 South Hope Street, Los Angeles, California 90071.
- (6) Includes 6,667 shares of common stock issuable upon exercise of warrants and 119,500 shares of common stock underlying stock options.
- (7) These are 3,900 shares of common stock underlying stock options.
- (8) These are 110,633 shares of common stock underlying stock options.
- (9) These are 3,600 shares of common stock underlying stock options.
- (10) Includes 6,676 shares of common stock issuable upon exercise of warrants and 129,667 shares of common stock underlying stock options.

(11) Includes 9,731 shares of common stock underlying stock options.

## **Table of Contents**

### **Compensation Discussion and Analysis**

This Compensation Discussion and Analysis describes the key principles and material elements of the Company's compensation policies applicable in 2014 to the Named Executive Officers of the Company identified in the Executive Compensation section. Much of what is discussed below, however, applies generally to the Company's executives and is not limited to the Named Executive Officers.

#### **Executive Summary**

The executive compensation programs established in 2011 remained in effect through 2013.

In the first quarter of 2013, the Committee engaged Frederic W. Cook & Co., Inc. (Cook & Co.) as its independent consultant. Cook & Co. assisted the Committee in undertaking a comprehensive review of the Company's executive compensation programs which resulted in a number of changes that became effective in 2014.

A new peer group of companies was identified against which the Company benchmarked the competitiveness of the Company's programs and practices and was used in redesigning some features of the programs.

The annual incentive program was modified to provide for a second criterion (operation cash flow) to complement Adjusted EBITDA as an applicable performance metric; to take into account specific business unit performance as well as company-wide performance in appropriate cases; and to permit the Committee full latitude in making discretionary downward adjustments to award payouts when deemed appropriate.

The Company's long-term incentive program was modified to provide for the establishment of target award amounts in terms of absolute value levels rather than as a percentage of base salary; to change the criterion applicable to performance-based awards from operating cash flow to return on invested capital; to increase the percentage of long-term incentive awards denominated in the Company's stock to 100%; to permit the Committee full latitude in making discretionary downward adjustments to award payouts when deemed appropriate; to modify the vesting schedule applicable to stock options; and to add performance-based restricted stock units to our long-term incentive compensation program as a new form of equity-based compensation.

The Committee and Board, in consultation with Cook & Co., implemented stock ownership policies applicable to Company officers.

The Committee and Board adopted a claw-back policy.

The Company achieved 87% of the Adjusted EBITDA and 77% of the operation cash flow performance targets for the Company as a whole that was applicable to the annual incentive award for 2014 for the Named Executive Officers. This resulted in payouts to Named Executive Officers that ranged from 48% to 69% of their target awards for the year, reflecting the regional performance results. The Company achieved 74% of the operating cash flow performance target applicable to long-term cash incentive awards granted in 2012 for the three-year performance period ending December 31, 2014, resulting in no payout under those awards to executive officers, including Named Executive

Officers, who were employed by the Company in 2012.

**Compensation Philosophy and Objectives**

The objective of the Company's compensation program is to link executive compensation to Company performance in a manner that accomplishes the following:

enables the Company to attract and retain a highly qualified executive leadership team;

aligns the interests of executives with those of stockholders; and

motivates the Company's leadership team to implement its long-term growth strategy while delivering consistently strong financial results.

**Table of Contents**

In 2013, the Compensation Committee in consultation with the Board reaffirmed the philosophy that the target compensation of the Company's executives, including the Named Executive Officers, based on the achievement of target-level performance, should be at approximately the 50<sup>th</sup> percentile among the peer group of companies and recognizing that actual compensation levels could fall below median levels or reach higher levels commensurate with actual financial performance. The Committee and Board also affirmed that executive pay should be based on market data, but that pay positioning for individuals can be above or below the market median based on criticality to the organization, the difficulty and cost of replacement, the expected future contribution to the organization, tenure at current position, and skill-set relative to the external marketplace.

The executive compensation program is designed to reward sustained enterprise value growth through incentives based on the achievement of performance objectives over varying time periods. As detailed below, the Company's incentive programs emphasize specific Company objectives over subjective, individual goals.

**Processes Relating to Executive Compensation**

It is the responsibility of the Compensation Committee to assist in discharging the Board's responsibilities relating to the compensation of the Company's executive officers and the oversight of compensation plans, policies and benefit programs. The Company's human resources executives and professionals support the Committee in its work. In evaluating and determining the salary and incentive compensation of the Company's executive officers, the Committee receives information from the Company's Chief Human Resources Officer and the consulting firm engaged by the Committee as well as recommendations from the Company's Chief Executive Officer. The Committee as a whole, following discussions with the Chief Executive Officer, meets privately and determines the salary and incentive compensation of the Chief Executive Officer and the other executive officers of the Company. Executives whose compensation is under consideration are not present during the Committee's review meetings. The considerations, criteria and procedures applicable to these determinations are discussed under Executive Compensation Components.

*Executive Compensation Review for 2014*

As part of its engagement, Cook & Co. benchmarked the compensation levels of the Company's executives in order to assess the competitiveness of the Company's executive compensation programs in the markets in which the Company competes for executives, focusing in particular on base salaries, target annual incentive opportunities and target long-term incentive opportunities. Cook & Co. compared the Company's programs in these areas with a comparator group: a group of 16 publicly traded automotive suppliers with 2013 annual revenues between \$0.8 billion and \$7.5 billion, with a median of \$2.7 billion. Cook & Co. supplemented its analyses of peer group proxy data with general industry surveys.

The following is a list of the companies constituting the automotive supplier comparator group.

Accuride	Martinrea International Inc.	Tenneco Inc.
American Axle & Mfg.	Meritor Inc.	Tower International
Dana Holding Corporation	Modine Manufacturing Co.	Visteon Corp.
Drew Industries	Remy International	WABCO Holdings
Federal-Mogul Corporation	Stoneridge	
Harmon International	Superior Industries International	

Based on its competitive analysis, Cook & Co. concluded that base salaries are generally at or above the median and within the competitive range. Target bonus percentages are at or near the market median, and although the CEO and

CFO are somewhat below the median, when combined with the base salaries this results in target cash compensation positioning at or near the median. The target total compensation approximates the median of the peer group and survey data.

As discussed above, the Compensation Committee engaged Cook & Co. to assist it with its executive compensation determinations for 2014. Cook & Co. did not provide any other services to the Company, and the Committee has concluded that the engagement and services of Cook & Co. in 2014 did not raise any conflict of interest.

**Table of Contents***2014 Say-on-Pay Vote*

In May 2014, the Company held a stockholder advisory vote on the compensation of the Named Executive Officers. The Company's stockholders overwhelmingly approved the compensation of the Named Executive Officers as disclosed in the 2014 Proxy Statement, with approximately 99% of stockholder votes cast in favor of the say on pay resolution. The Compensation Committee determined that the Company's executive compensation philosophy, compensation objectives, and compensation elements continued to be appropriate and did not make any specific changes to the Company's executive compensation program in response to the 2014 say on pay vote.

**Executive Compensation Components**

The following describes the elements of the Company's 2014 executive compensation program.

*Base Salary*

The Company's senior executives are paid a base salary that is determined prior to or early in each fiscal year, or upon changes in roles or positions within the Company. The Compensation Committee determines the salary of the Chief Executive Officer and, taking into account recommendations from the Chief Executive Officer, the salaries of the other executive officers of the Company. The determinations of the Compensation Committee are subject to the approval of the Board. The Company's policy is to pay base salaries that are competitive in the markets in which it competes for executives and that take into account the responsibilities and contributions

of each executive. Base salary provides executives with a regular stream of income. The five Named Executive Officers were eligible for base salary adjustments in 2014 and received salary increases averaging 3.26%, as follows.

	<b>2013 Base Salary</b>	<b>2014 Base Salary</b>	<b>Increase</b>
Mr. Edwards	\$800,000	\$825,000	3.1%
Mr. Stephenson	\$590,000	\$610,000	3.4%
Mr. Campbell	\$530,000	\$550,000	3.8%
Mr. de Miguel	400,000	412,000	3.0%
Mr. Lee	\$500,000	\$515,000	3.0%

*Annual Incentive Award*

Prior to or early in each fiscal year, the Compensation Committee has normally determined target annual incentive amounts payable to the executive officers of the Company, including the Named Executive Officers, upon the achievement of performance targets established by the Committee for the year. Target annual incentives for 2014 were split into two distinct components such that 70% of each executive officer's incentive was evaluated on the achievement of Adjusted EBITDA performance goals, and the remaining 30% was evaluated on the achievement of operation cash flow performance goals. In determining payouts under each of the two components (Adjusted EBITDA and operation cash flow), actual payouts for executive officers with corporate-wide responsibilities were based on the result of the Company as a whole; for the executive officers in the regional business units actual payouts under each component were based on a blend, weighted 80% of the results of the Company as a whole and 20% of the results of each executive officer's regional business unit. Adjusted EBITDA and operation cash flow are deemed by the Compensation Committee to be an appropriate objective measurement of the financial performance of the Company.



The annual incentive award program is designed to focus the executive leadership team on the achievement of strong financial performance over a one-year period. In addition to establishing Adjusted EBITDA and operation cash flow performance targets, the achievement of which entitles senior executives to annual incentive payments at the target levels, the Committee establishes a threshold performance target, the achievement of which entitles executives to an annual incentive payment equal to 50% of the target amounts. No annual incentive award is payable if the Company fails to meet the threshold performance target. In addition, the Committee sets a superior performance target, the achievement of which entitles executives to a maximum annual incentive payment equal to 200% of the target amounts. The superior performance level represents a goal deemed difficult to achieve at the beginning of the year based on the

**Table of Contents**

assumptions underlying the Company's business plan except upon performance substantially exceeding expectations. Actual annual incentive payments are determined on a linear basis for Adjusted EBITDA and operation cash flow attainment above the threshold level but not precisely at the target or superior performance level. In the first quarter following the end of the fiscal year to which an annual incentive award applies, the Committee determines whether, and to what extent, the applicable performance targets were achieved based on the Company's financial results for the fiscal year. With respect to the Named Executive Officers, award amounts may be subject to downward adjustment of up to 100% by the Committee based upon overall individual performance and attainment of goals.

For 2014, the Compensation Committee granted annual incentive awards under the AIP to the Company's executive officers in the manner described above, establishing target award amounts for each executive based on a percentage of base salary. With respect to the Named Executive Officers, the percentage was 105% for Mr. Edwards, 75% for Mr. Stephenson, and 65% for Messrs. Campbell, de Miguel, and Lee. The target award amount for Mr. Edwards was increased from 100% in 2013. The Committee set Adjusted EBITDA and operation cash flow performance targets applicable to the Company as a whole in accordance with the 2014 business plan of the Company as approved by the Company's Board of Directors, as follows:

<b>2014 Achievement Level</b>	<b>Adjusted EBITDA</b>	
	<b>70% (000)</b>	<b>Award Payout as % of Award Target</b>
Below threshold		0 %
At threshold (80% of target performance)	\$ 288,000	50 %
At target	\$ 360,000	100 %
At superior (120% of target performance)	\$ 432,000	200 %

<b>2014 Achievement Level</b>	<b>Operation Cash Flow</b>	
	<b>30% (000)</b>	<b>Award Payout as % of Award Target</b>
Below threshold		0 %
At threshold (80% of target performance)	\$ 94,000	50 %
At target	\$ 117,000	100 %
At superior (120% of target performance)	\$ 141,000	200 %

In 2014, for purposes of the AIP, the actual consolidated Adjusted EBITDA was \$314.4 million and the actual operation cash flow was \$89.9 million. This performance resulted in cash AIP award payments to executive officers for 2014, including the Named Executive Officers, that ranged from 48% to 69% of their target award amounts. The percentage of target payable was 47.8% for Messrs. Edwards, Stephenson, and Campbell; 46.2% for Mr. de Miguel; and 69.2% for Mr. Lee. The percentages for Messrs. de Miguel and Lee reflect the business performance of the regions.

**Long-Term Incentive Compensation***Awards under the Prior Cash-Based Long-Term Incentive Plan*

In early 2011 the Compensation Committee approved a Long-Term Incentive Plan (the LTIP) under which long-term cash incentive awards would be granted to designated participants. For 2014, the long-term cash awards were replaced

with performance-based restricted stock units, which are described in the Long-Term Incentive Program section below.

In 2012, the Committee established target award amounts of \$522,500 and \$392,000 each for the two Named Executive Officers who were employed by the Company at the time (Messrs. Stephenson and Campbell) for the three-year period ending December 31, 2014. The other Named Executive Officers commenced their employment with the Company after 2012 and did not receive awards under the LTIP pertaining to this period.

**Table of Contents**

The cash LTIP awards for the three-year performance period ending December 31, 2014, were based on the achievement of operating cash flow targets covering the years ending December 2012, 2013, and 2014. The annual operating cash flow targets for 2012, 2013, and 2014 were \$190 million, \$110 million, and \$100 million, respectively. Pursuant to the terms of the awards, payouts were to be determined as follows:

<b>Achievement Level (Average)</b>	<b>Operating Cash Flow (000)</b>	<b>Award Payout as % of Award Target</b>
Below threshold		0 %
At threshold (80% of target performance)	\$ 320,000	50 %
At target	\$400,000	100 %
At superior (120% of target performance)	\$480,000	200 %

The actual average operating cash flow performance of the Company for the performance period was below the threshold performance level, which resulted in no payouts under the cash LTIP awards for the performance period ending December 31, 2014.

*2014 Long-Term Incentive Program*

The Omnibus Plan provides for the grant of stock options, stock appreciation rights, shares of common stock, restricted stock, restricted stock units ( RSUs ), incentive awards and certain other types of awards to key employees and directors of the Company and its affiliates. Except in the case of newly hired or promoted executives, it has been the normal practice of the Compensation Committee under the Omnibus Plan to grant incentive awards, including equity-based incentive awards, during the first quarter of the calendar year so that all or most elements of executive compensation can be considered in a coordinated, comprehensive manner.

For the 2014 equity-based awards to our Named Executive Officers, the Compensation Committee and Board applied a strategy whereunder 2014 equity-based grants under the Omnibus Plan would have a value approximately equal to median total long-term incentive awards granted in a year to executives in similar positions at comparable companies. The equity-based awards we granted in 2014 consisted of options to purchase shares of the Company's common stock, time-vesting RSUs, and a new form of equity-based compensation, performance-based RSUs ( Performance RSUs ). The Committee added Performance RSUs to our equity-based compensation mix in 2014 to more align with typical market practice, to provide a stronger linkage to shareholder experience as compared to cash denominated programs, and to drive executive ownership. The value-based mix of the three LTIP vehicles granted in 2014 were 50%, 30%, and 20% for Performance RSUs, stock options, and time-vesting RSUs, respectively.

*2014 Stock Option Awards*

On March 20, 2014, we granted options to purchase shares of the Company's common stock at an exercise price equal to the fair market value of a share of common stock on the date of grant to Named Executive Officers, as follows: Mr. Edwards, 31,900 shares; Mr. Stephenson, 17,900 shares; Mr. Campbell, 13,500 shares; Mr. de Miguel, 11,700 shares; and Mr. Lee, 10,800 shares. Historically, we have granted options with a three-year cliff vesting schedule, under which the options vest with respect to all shares covered by the options after three years. For the options granted in 2014, the Compensation Committee changed to ratable vesting over a three-year period. The Committee made this change to enhance the competitiveness of our option awards based on its belief that three-year ratable vesting is a more common vesting schedule for similar awards granted by other publicly traded companies. The options expire on the tenth anniversary of the date of grant or earlier upon certain events involving the termination of the optionee's

employment. The size of these option grants was determined by the Committee following its review of the benchmarking analysis of Cook & Co. It was the intention of the Committee and Board that the value of stock options granted in 2014 constitute approximately 30% of the total value of the long-term incentive awards granted during the year. The use of stock options as an important element of the equity-based component of the 2014 long-term incentive grants was deemed an effective way of promoting the continued alignment of the interests of the Company's executives with those of its stockholders, as the value of stock options depends on the growth in value of the Company's common stock over time.

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**Table of Contents***2014 Time-Vesting Restricted Stock Unit Awards*

On March 20, 2014, we granted time-vesting RSUs to Named Executive Officers under the Omnibus Plan, as follows: Mr. Edwards, 6,600 RSUs; Mr. Stephenson, 3,700 RSUs; Mr. Campbell, 2,800 RSUs; Mr. de Miguel, 2,400 RSUs; and Mr. Lee, 2,200 RSUs. The RSUs granted cliff vest after three years to drive executive retention. The size of these RSU grants was determined by the Compensation Committee following its review of the benchmarking analysis of Cook & Co. It was the intention of the Committee and Board that the value of RSUs granted in 2014 constitute approximately 20% of the total value of the target long-term incentive opportunity granted during the year. The use of RSUs as an element of the equity-based component of the 2014 long-term incentive grants was deemed an effective means of supporting the desired alignment of the interests of the Company's executives with those of the Company's stockholders, as the value of RSUs increases with the growth in value of the Company's common stock, and their value continues to be impacted by changes in value of the Company's common stock even at levels below the fair market value of the Company's common stock on the date of grant.

*2014 Performance-Based Restricted Stock Units*

On March 20, 2014, we granted a target number of Performance RSUs to Named Executive Officers under the Omnibus Plan, as follows: Mr. Edwards, 16,600 Performance RSUs; Mr. Stephenson, 9,300 Performance RSUs; Mr. Campbell, 7,000 Performance RSUs; Mr. de Miguel, 6,100 Performance RSUs; and Mr. Lee, 5,600 Performance RSUs. The Performance RSUs cliff vest after three years if the Company achieves pre-established performance goals and if the Named Executive Officer remains in employment until December 31, 2016. The performance goal is met at target, and the number of Performance RSUs previously described will vest, if the Company's return on invested capital for the 3-year performance period ending December 31, 2016, is 10%. If 80% of the target performance goal is met, then one-half of the Performance RSUs will vest. If 120% of the target performance goal is met, then two times the number of Performance RSUs will vest. Achievement of the performance goal between threshold and target, and between target and superior will be linearly interpolated. The size of these Performance RSU grants was determined by the Compensation Committee following its review of the benchmarking analysis of Cook & Co. Performance RSUs that vest will be settled 50% in cash and 50% in shares of our common stock.

It was the intention of the Committee and the Board that the value of the Performance RSUs granted in 2014 constitute approximately 50% of the total value of the target long-term incentive opportunity granted during the year. The use of Performance RSUs as an element of the equity-based component of the 2014 long-term incentive program was deemed an effective means of supporting the desired alignment of the interests of the Company's executives with those of the Company's stockholders for several reasons, including the corresponding increase in the value of Performance RSUs with the growth in value of the Company's common stock; the continued impact of changes in the value of the Company's common stock on the value of the Performance RSUs, even at levels below the fair market value of such common stock on the date of grant. In addition, the use of a return on invested capital performance goal introduces a capital efficiency metric in the Company's incentive program and further enhances the focus on long-term performance.

*Retirement Plan Benefits*

The Named Executive Officers other than Mr. de Miguel participate in our 401(k) savings plan and our nonqualified retirement plan. Benefits under these plans provide executives with an income source during their retirement years and reward executives for long service to the Company. Messrs. Stephenson and Campbell are also covered under our Qualified Defined Benefit Plan, which was frozen January 31, 2009. Mr. de Miguel, who is employed primarily in Germany, receives a percentage of his annual base salary as a defined contribution retirement benefit. We believe that our retirement plans are generally competitive in the industries in which we compete for executives and assist the

Company in attracting and retaining a high caliber executive leadership team. Please see the 2014 Pension Benefits table, the 2014 Nonqualified Deferred Compensation table, and the accompanying narratives for further information regarding the Company's retirement plans.

**Table of Contents**

***Termination and Change in Control Benefits***

Two of our Named Executive Officers, Messrs. Stephenson and Campbell, receive certain benefits under their employment agreements with the Company upon certain termination of employment events, including following a change in control of the Company. Two of our Named Executive Officers, Messrs. Edwards and Lee, who are not party to formal employment agreements are entitled to such benefits through the Company's Executive Severance Pay Plan. These benefits, described in detail under Terms Applicable to Payments upon Termination of Employment below, are intended to ensure that the executive leadership team is able to objectively evaluate potential change in control transactions by addressing the potential personal impact of such transactions on our executives.

***Health Benefits***

The Company provides the Named Executive Officers other than Mr. de Miguel with health and welfare benefits under its Health & Well-Being Benefit Plan that is made available generally to its salaried employees. The Health & Well-Being Benefit Plan is a flexible plan which permits participants to choose among various co-pay options and available benefits, including medical, prescription drug, dental, long-term disability and life insurance, and other benefits, depending on the needs of the participant and his or her dependents. These benefits help the Company remain competitive in attracting and retaining a high caliber management team. Mr. de Miguel, who is employed primarily in Germany, is provided with health insurance comparable in value to that provided the other Named Executive Officers under the Health & Well-Being Benefit Plan.

***Perquisites***

The Company provides each of its senior executives with a vehicle for business and personal use through the Company's vehicle lease program or through a vehicle allowance. The Company regards this program to be of benefit in attracting and retaining a high caliber management team, as it is a common industry perquisite. This benefit is treated by the Company as taxable income to the participant to the full extent of its value, and participants, including the Named Executive Officers, are not entitled to any full or partial gross up payment or similar compensation relating to this tax effect.

***Relocation and Expatriate Benefits***

Messrs. de Miguel and Lee commenced their employment with the Company in 2013 as presidents of the Company's business units in the Europe and Asia Pacific regions, respectively. In addition to the base salary and incentive compensation described above, the Company also agreed to provide certain relocation and expatriate benefits. With respect to Mr. de Miguel, who relocated to Germany, the Company agreed to provide Company-leased housing at his assignment location and a monthly allowance for additional living expenses. With respect to Mr. Lee, the Company agreed to provide Company-leased housing at his assignment location and other amounts associated with his assignment, including a goods and services allowance. Mr. Lee's expatriate benefits also include tax equalization payments and tax preparation services. These considerations were deemed by the Committee as appropriate means of attracting highly qualified candidates to accept key leadership positions in competitive markets for executive talent.



**Table of Contents*****Stock Ownership Policy***

In March 2014, the Board adopted a policy requiring that corporate officers of the Company achieve specified levels of ownership of the Company's common stock. The required ownership levels are based on multiples of each officer's base salary. Under the new policy, officers are required to hold 50% of the net shares resulting from stock option exercises or vesting of other stock-based awards until they reach their applicable stock ownership level. This policy is intended to align the interests of the Company's key executives with the interests of stockholders by maintaining a strong link between the Company's long-term success and the ultimate compensation of key executives. The stock ownership levels that must be achieved by the Company's officers are as follows:

<b>Positions</b>	<b>Stock Ownership Level (Multiple of Base Salary)</b>
Chief Executive Officer	6X
Chief Operating Officer; Chief Financial Officer	3X
Regional President; General Counsel; Chief Human Resources Officer; Chief Accounting Officer	2X
Other Corporate Officers	1X

All Named Executive Officers are in compliance at the required multiple of Base Salary or are retaining their acquired amounts until they reach the required multiple.

***Policy Concerning Transactions Involving Company Securities***

The Company has a policy applicable to all directors, officers, and employees that prohibits certain transactions involving the Company's securities, including engaging in short-term speculative transactions involving the Company's securities, such as hedging transactions and buying or selling put or call options, holding the Company's securities in a margin account, pledging the Company's securities as collateral for a loan, or engaging in short sales of the Company's securities.

***Compensation Recovery Policy***

The Compensation Committee and Board of Directors approved a compensation recovery policy in 2014. The policy provides the Board the ability to recoup incentive compensation upon a financial restatement. The policy applies to all of the executive officers of the Company. Recoverable compensation is any cash or equity-based compensation for which the grant, payment, or vesting was predicated upon the achievements of financial results that were impacted by the restatement.

***Compensation Committee Report***

The Compensation Committee of the Board of Directors of Cooper-Standard Holdings Inc. oversees the Company's compensation program on behalf of the Board. In fulfilling its oversight responsibilities, the Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis set forth in this proxy statement.

In reliance on the review and discussions referred to above, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be incorporated in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and the Company's Proxy Statement to be filed in connection with the

Company's 2015 Annual Meeting.

Compensation Committee

Kenneth L. Way

Larry J. Jutte

Glenn R. August

**Table of Contents****Executive Compensation**

Set forth below is information regarding compensation for services to the Company in all capacities of the following executive officers of the Company (the Named Executive Officers ) during the year ended December 31, 2014: (i) our Chief Executive Officer; (ii) our Chief Financial Officer; and (iii) the three most highly compensated executive officers other than the Chief Executive Officer and Chief Financial Officer who were serving as executive officers at December 31, 2014.

**2014 SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(2)</sup>	Option Awards <sup>(3)</sup>	Non-Equity Incentive Compensation Plan <sup>(4)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(5)</sup>	All Other Compensation <sup>(i)</sup>	Total <sup>(j)</sup>
Jeffrey S. Edwards, Chairman and Chief Executive Officer	2014	\$824,808	\$0	\$1,536,536	\$667,986	\$414,525	\$0	\$139,479 <sup>(6)</sup>	\$3,583,334 <sup>(11)</sup>
	2013	\$800,000	\$0	\$416,223	\$557,614	\$562,104	\$0	\$93,470	\$2,429,411
	2012	\$153,846	\$170,492	\$0	\$3,898,041	\$0	\$0	\$6,723	\$4,229,102
Keith D. Stephenson, Executive Vice President and Chief Operating	2014	\$609,846	\$0	\$860,990	\$374,826	\$218,926	\$2,766	\$167,052 <sup>(7)</sup>	\$2,234,406 <sup>(11)</sup>
	2013	\$586,308	\$0	\$224,692	\$303,096	\$310,914	\$0	\$202,698	\$1,627,708
	2012	\$550,000	\$0	\$211,500	\$376,479	\$507,495	\$0	\$279,190	\$1,924,664

Officer									
Song Min	2014	\$514,885	\$0	\$516,594	\$226,152	\$231,883	\$0	\$652,020 <sup>(8)</sup>	\$2,141,534 <sup>(11)</sup>
Lee,	2013	\$469,231	\$75,000	\$135,590	\$182,688	\$228,355	\$0	\$408,343	\$1,499,207
Senior Vice									
President and									
President, Asia									
Pacific									
Allen J.	2014	\$549,846	\$0	\$649,054	\$282,690	\$171,074	\$16,620	\$180,403 <sup>(9)</sup>	\$1,849,687 <sup>(11)</sup>
Campbell,	2013	\$526,308	\$0	\$170,456	\$229,744	\$242,056	\$0	\$218,554	\$1,387,118
Executive Vice	2012	\$490,000	\$0	\$157,500	\$282,891	\$442,042	\$282	\$308,210	\$1,680,925
President and									
Chief Financial									
Officer									
Fernando de	2014	\$498,942	\$0	\$562,955	\$244,998	\$149,791	\$0	\$248,614 <sup>(10)</sup>	\$1,705,300 <sup>(11)</sup>
Miguel,	2013	\$459,205	\$344,404	\$143,450	\$203,775	\$251,668	\$0	\$192,543	\$1,595,045
Senior Vice									
President and									
President, Europe <sup>(1)</sup>									

<sup>(1)</sup> Compensation for Mr. de Miguel (full name: Juan Fernando de Miguel Posada), a Germany-based employee, is delivered in Euro. In calculating the dollar equivalent for items that are not denominated in U.S. dollars, the Company converts compensation into dollars based on mid-market currency exchange rates in effect at year-end.

For 2014, the currency conversion rate utilized equaled 1.2110232823.

- (2) The amounts shown in column (e) represent the aggregate grant-date fair value of time-vesting RSUs and Performance RSUs granted under the Omnibus Plan and are computed in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Stock Compensation ( ASC Topic 718 ). In the case of Performance RSUs, the amounts shown are based on the probable outcome of performance conditions at the time of the grant, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under ASC Topic 718 as follows: Mr. Edwards - \$1,099,418; Mr. Stephenson - \$615,939; Mr. Campbell - \$463,610; Mr. de Miguel - \$404,003; and Mr. Lee - \$370,888. Assuming the highest level of performance is achieved for the Performance RSUs, the maximum value of these awards at the grant date would be as follows: Mr. Edwards - \$2,198,836; Mr. Stephenson - \$1,231,878; Mr. Campbell - \$927,220; Mr. de Miguel - \$808,006; and Mr. Lee - \$741,776.

**Table of Contents**

Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 18 to the Company's audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

- (3) The amounts shown in column (f) represent the aggregate grant-date fair value of stock option awards granted under the Omnibus Plan and are computed in accordance with ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 18 to the Company's audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.
- (4) The amounts shown in column (g) represent bonus payments for 2014 under the Company's annual incentive bonus program. No payments were made under the Company's Long-Term Incentive Plan for the performance period ending December 31, 2014, as threshold performance required for payment under this program was not reached.
- (5) The amount shown in column (h) represents for each Named Executive Officer the sum of the aggregate annualized change in the actuarial present value of accumulated benefits under all defined benefit and actuarial pension plans (qualified and non-qualified, including supplemental plans) from the plan measurement date used for financial statement reporting purposes with respect to the prior completed fiscal year to the plan measurement date used for financial statement reporting purposes with respect to the covered fiscal year.
- (6) The amount shown in column (i) for Mr. Edwards represents Company contributions under the qualified 401(k) CSA Savings Plan (\$15,600) and nonqualified Supplemental Executive Retirement Plan (\$109,222); the cost of a Company-provided vehicle (\$11,238); and life insurance premiums paid by the Company.
- (7) The amount shown in column (i) for Mr. Stephenson represents Company contributions under the qualified 401(k) CSA Savings Plan (\$18,200) and nonqualified Supplemental Executive Retirement Plan (\$142,933); the cost of a Company-provided vehicle; and life insurance premiums paid by the Company.
- (8) The amount shown in column (i) for Mr. Lee represents Company contributions under the qualified 401(k) CSA Savings Plan (\$18,200) and nonqualified Supplemental Executive Retirement Plan (\$59,840); the value of Company-paid costs associated with Mr. Lee's expatriate assignment (totaling \$568,171); and life insurance premiums paid by the Company. The expatriate benefits include home leave expenses representing travel expenses between South Korea and the United States (\$28,370), a goods and services allowance (\$89,406), housing costs (\$81,129), the cost of a Company-provided vehicle, and tax preparation services. The expatriate benefits also include payment of Korean income and social taxes (\$147,217) and a tax gross-up on U.S. federal income taxes (\$132,800). The expatriate benefits were valued on the basis of the aggregate incremental cost to the Company and represent the amount paid to the service provider or Mr. Lee, as applicable.
- (9) The amount shown in column (i) for Mr. Campbell represents Company contributions under the qualified 401(k) CSA Savings Plan (\$18,200) and nonqualified Supplemental Executive Retirement Plan (\$148,099); the cost of a

Company-provided vehicle (\$10,189); and life insurance premiums paid by the Company.

- <sup>(10)</sup> The amount shown in column (i) for Mr. de Miguel represents Company contributions to defined contribution pension scheme (\$72,661); a monthly living allowance (\$69,166); housing and relocation expenses associated with Mr. de Miguel living in Germany (\$51,556); a tax gross-up associated with housing expenses and other benefits-in-kind (\$30,875); the cost of a Company-provided vehicle (\$12,216); personal travel; and a monthly health insurance benefit allowance. The expatriate benefits were valued on the basis of the aggregate incremental cost to the Company and represent the amount paid to the service provider or Mr. de Miguel, as applicable.
- <sup>(11)</sup> The percentages of total compensation in 2014 that were attributable to base salary and total bonus (the amounts identified in columns (d) and (g)) were as follows: for Mr. Edwards, base salary 23.0%, bonus 11.6%; for Mr. Stephenson, base salary 27.3%, bonus 9.8%; for Mr. Campbell, base salary 29.7%, bonus 9.2%; for Mr. de Miguel, base salary 29.3%, bonus 8.8%; and for Mr. Lee, base salary 24.0%, bonus 10.8%.

**Table of Contents****2014 GRANTS OF PLAN-BASED AWARDS**

The following table sets forth information regarding plan-based awards made to the Named Executive Officers during 2014.

Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(5)</sup>			All Other Stock Awards: Number of Shares or Units of Stock (#)	All Other Option Awards; Number of Securities Underlying Options (j)	Exercise or Base Price of Options Awards (\$/sh) (k)
		Threshold (c)	Target (d)	Maximum (e)	Threshold (f)	Target (g)	Maximum (h)			
Annual Bonus	1/1/2014	\$433,125	\$866,250	\$1,732,500						
(1) Options	3/20/2014								31,900	66.23
(2) Restricted Stock Units	3/20/2014							6,600		
(3) Performance Stock Units	3/20/2014				8,300	16,600	33,200			
RSUs										
(4) Annual Bonus	1/1/2014	\$228,750	\$457,500	\$915,000						
(1) Options	3/20/2014								17,900	66.23
(2) Restricted Stock Units	3/20/2014							3,700		
(3) Performance Stock Units	3/20/2014				4,650	9,300	18,600			



RSUs

(4)

Annual 1/1/2014 \$167,375 \$334,750 \$669,500

Bonus

(1)

Options 3/20/2014 10,800 66.23

(2)

Restricted 3/20/2014 2,200

Stock Units

(3)

Performance 3/20/2014 2,800 5,600 11,200

RSUs

(4)

Annual 1/1/2014 \$178,750 \$357,500 \$715,000

Bonus

(1)

Options 3/20/2014 13,500 66.23

(2)

Restricted 3/20/2014 2,800

Stock Units

(3)

Performance 3/20/2014 3,500 7,000 14,000

RSUs

(4)

Annual 1/1/2014 \$162,156 \$324,312 \$648,624

Bonus

(1)

Options 3/20/2014 11,700 66.23

(2)

Restricted 3/20/2014 2,400

Stock Units

(3)  
 Performance 3/20/2014 3,050 6,100 12,200

RSUs

(4)

- (1) For 2014, the Compensation Committee approved target annual incentive awards for executive officers and, as the basis for determining the entitlement of executives to actual payment of annual incentive awards, set Adjusted EBITDA and Operation Cash Flow performance targets for the year in accordance with the 2014 business plan of the Company approved by the Company's Board in December 2014. The determination of annual incentive award payments is described under "Annual Incentive Award" under the Executive Compensation Components section. The amounts set forth in footnote (4) under column (g) of the Summary Compensation Table refer to actual payments for 2014 annual incentive awards based on the achievement by the Company of Adjusted EBITDA and Operation Cash Flow in 2014 as compared to the established targets.
- (2) Represents time-based options granted under the Omnibus Plan. The options granted vest ratably with respect to one-third of the shares covered by the options on each of the first three anniversaries of the date of

**Table of Contents**

grant and expire on the earliest to occur of: (i) the tenth anniversary of the date of grant; (ii) the first anniversary of the date of the optionee's termination of employment due to death or disability, or in connection with a Change of Control; (iii) the third anniversary of the date of the optionee's termination of employment due to retirement after attaining age 65 or attaining age 60 with at least 5 years of service; or (iv) 90 days following the date of the optionee's termination of employment by the Company and its affiliates for any reason not described in clauses (ii) through (iv) above.

- (3) Represents RSUs granted under the Omnibus Plan. These RSUs cliff vest on the third anniversary of the date of grant.
- (4) Represents Performance RSUs granted under the Omnibus Plan. These Performance RSUs vest if the executive continues in employment with the Company until the end of the performance period ending on December 31, 2016, and will be subject to the achievement of a return on invested capital performance goal during the performance period commencing on January 1, 2014, and ending on December 31, 2016. As soon as practical after the end of the performance period, a determination as to the extent the performance goal has been achieved will be made, and the Company will settle such vested Performance RSUs by (i) delivering an amount of cash equal to the fair market value of a number of shares of common stock of the Company equal to one-half of the number of Performance RSUs that have vested and (ii) issuing in the executive's name a number of shares of common stock of the Company equal to one-half the number of Performance RSUs that have vested. The determination of the amounts vesting is described under "Long-Term Incentive Compensation" under the Executive Compensation Components section of the Compensation Discussion and Analysis.
- (5) Represents the range of potential payouts under the Performance RSUs granted under the Omnibus Plan in 2014. The number of Performance RSUs that are earned, if any, will be based on performance for fiscal years 2014 to 2016 and will be determined after the end of fiscal year 2016.
- (6) Represents the exercise price of options granted under the Omnibus Plan.
- (7) Represents the grant-date fair value of RSUs, Performance RSUs and stock option awards granted under the Omnibus Plan, computed in accordance with ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 18 to the Company's audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Table of Contents**OUTSTANDING EQUITY AWARDS AT 2014 FISCAL YEAR END**

The following table sets forth information concerning outstanding equity awards held by the Named Executive Officers at December 31, 2014.

Name	Option Awards <sup>(1)</sup>					Stock Awards			Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(21)</sup>	
	Number of Securities Underlying Unexercised Options (#) Exercisable <sup>(2)</sup>	Equity Incentive Plan Awards Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested <sup>(18)</sup>	Equity Incentive Plan Awards; Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(19)</sup>			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
Jeffrey S. Edwards	50,000	75,000 <sup>(3)</sup>	\$ 45.00	10/15/2019 <sup>(9)</sup>	10,744 <sup>(13)</sup>	\$621,863				
	0	40,290 <sup>(4)</sup>	\$ 38.74	2/15/2023 <sup>(10)</sup>	6,600 <sup>(14)</sup>	\$382,008	16,600 <sup>(20)</sup>	\$ 960,808		
	0	31,900 <sup>(5)</sup>	\$ 66.23	3/20/2024 <sup>(11)</sup>						
Keith D. Stephenson	93,000	0	\$ 25.52	5/27/2020 <sup>(12)</sup>	4,964 <sup>(15)</sup>	\$287,316				
	4,108	7,833 <sup>(6)</sup>	\$ 25.52	5/27/2020 <sup>(12)</sup>	4,700 <sup>(16)</sup>	\$272,036				
	13,000	0	\$ 46.75	3/15/2021 <sup>(10)</sup>	5,800 <sup>(13)</sup>	\$335,704				
	0	17,700 <sup>(7)</sup>	\$ 45.00	3/9/2022 <sup>(10)</sup>	3,700 <sup>(14)</sup>	\$214,156				
	0	21,900 <sup>(4)</sup>	\$ 38.74	2/15/2023 <sup>(10)</sup>			9,300 <sup>(20)</sup>	\$ 538,284		
	0	17,900 <sup>(5)</sup>	\$ 66.23	3/20/2024 <sup>(11)</sup>						
Song Min	0	13,200 <sup>(4)</sup>	\$ 38.74	2/15/2023 <sup>(10)</sup>	3,500 <sup>(13)</sup>	\$202,580				
Lee	0	10,800 <sup>(5)</sup>	\$ 66.23	3/20/2024 <sup>(11)</sup>	2,200 <sup>(14)</sup>	\$127,336	5,600 <sup>(20)</sup>	\$ 324,128		

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Allen J.	93,000	0	\$ 25.52	5/27/2020	(12)	4,964	(15)	\$287,316		
Campbell	4,108	7,833	(6) \$ 25.52	5/27/2020	(12)	3,500	(16)	\$202,580		
	8,700	0	\$ 46.75	3/15/2021	(10)	4,400	(13)	\$254,672		
	0	13,300	(7) \$ 45.00	3/9/2022	(10)	2,800	(14)	\$162,064		
	0	16,600	(4) \$ 38.74	2/15/2023	(10)				7,000	(20) \$ 405,160
	0	13,500	(5) \$ 66.23	3/20/2024	(11)					
Fernando	0	14,300	(8) \$ 37.75	3/1/2023	(10)	3,800	(17)	\$219,944		
de Miguel	0	11,700	(5) \$ 66.23	3/20/2024	(11)	2,400	(14)	\$138,912		
									6,100	(20) \$ 353,068

- (1) All of the amounts presented in this portion of the table relate to options to purchase shares of the Company's common stock granted to the Named Executive Officers under the Omnibus Plan (for awards granted in 2011, 2012, 2013, and 2014) and under the Management Incentive Plan (for awards granted in 2010).
- (2) Represents time-based options and options in respect of warrants, which have vested and were exercisable as of December 31, 2014.
- (3) Represents outstanding time-based options granted October 15, 2012, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to two grants of 125,000 options for Mr. Edwards. These options vest ratably over five years.
- (4) Represents outstanding time-based options granted February 15, 2013, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to the following number of granted options: for Mr. Edwards, 40,290; for Mr. Stephenson, 21,900; for Mr. Campbell, 16,600; and for Mr. Lee, 13,200. These options cliff vest on the third anniversary of the grant date.

**Table of Contents**

- (5) Represents outstanding time-based options granted March 20, 2014, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to the following number of granted options: for Mr. Edwards, 31,900; for Mr. Stephenson, 17,900; for Mr. Campbell, 13,500; for Mr. de Miguel, 11,700; and for Mr. Lee, 10,800. These options vest ratably over three years.
- (6) Represents outstanding options in respect of warrants granted May 27, 2010, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to the following number of granted options in respect of warrants: for Mr. Stephenson, 11,941; and for Mr. Campbell, 11,941. These options vest ratably over four years but only in proportion and to the extent that warrants of the Company held by third parties have been exercised.
- (7) Represents outstanding time-based options granted March 9, 2012, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to the following number of granted options: for Mr. Stephenson, 17,700; and for Mr. Campbell, 13,300. These options cliff vest on the third anniversary of the grant date.
- (8) Represents outstanding time-based options granted March 1, 2013, which have not been earned or vested and were unexercisable as of December 31, 2014, with respect to a grant of 14,300 options for Mr. de Miguel. These options cliff vest on the third anniversary of the grant date.
- (9) Options listed were granted to Mr. Edwards on October 15, 2012, and expire on the earliest to occur of: (i) the seventh anniversary of the date of grant; (ii) the first anniversary of the date of the optionee's termination of employment due to death, disability, retirement after attaining age 65 or attaining age 60 with at least 5 years of service, by the Company without cause, by the optionee for good reason, or in connection with a change in control; or (iii) 90 days following the date of the optionee's termination of employment without good reason.
- (10) Time-based options listed expire on the earliest to occur of: (i) the tenth anniversary of the date of grant; (ii) the first anniversary of the date of the optionee's termination of employment due to death, disability, retirement after attaining age 65 or attaining age 60 with at least 5 years of service, by the Company without cause, by the optionee for good reason, or in connection with a change in control; or (iii) 90 days following the date of the optionee's termination of employment by the Company with cause or by the optionee without good reason.
- (11) Time-based options listed expire on the earliest to occur of: (i) the tenth anniversary of the date of grant; (ii) the first anniversary of the date of the optionee's termination of employment due to death or disability, or in connection with a Change of Control; (iii) the third anniversary of the date of the optionee's termination of employment due to retirement after attaining age 65 or attaining age 60 with at least 5 years of service; or (iv) 90 days following the date of the optionee's termination of employment by the Company and its affiliates for any reason not described in clauses (ii) through (iv) above.
- (12)

Time-based options and options in respect of warrants listed expire on the earliest to occur of: (i) the tenth anniversary of the date of grant; (ii) the first anniversary of the date of the optionee's termination of employment due to death, disability, retirement at normal retirement age under the Company's qualified retirement plan, by the Company without cause, by the optionee for good reason, or in connection with a change in control; or (iii) 90 days following the date of the optionee's termination of employment without good reason.

- (13) Represents RSUs granted on February 15, 2013, under the Omnibus Plan that had not yet become vested as of December 31, 2014, with respect to the following number of RSUs: for Mr. Edwards, 10,744; for Mr. Stephenson, 5,800; for Mr. Campbell, 4,400; and for Mr. Lee, 3,500. These RSUs cliff vest on the third anniversary of the date of grant.
  
- (14) Represents RSUs granted on March 20, 2014, under the Omnibus Plan that had not yet become vested as of December 31, 2014, with respect to the following number of RSUs: for Mr. Edwards, 6,600; for Mr. Stephenson, 3,700; for Mr. Campbell, 2,800; for Mr. de Miguel, 2,400; and for Mr. Lee, 2,200. These RSUs cliff vest on the third anniversary of the date of grant.

**Table of Contents**

- (15) Represents shares of restricted common stock in respect of warrants granted on May 27, 2010, under the Company's Management Incentive Plan that had not yet become vested as of December 31, 2014, with respect to the following number of shares of the Company's common stock: for Mr. Stephenson, 7,566; and for Mr. Campbell, 7,566. These shares vest ratably over four years but only in proportion and to the extent that warrants of the Company held by third parties have been exercised.
- (16) Represents RSUs granted on March 9, 2012, under the Omnibus Plan that had not yet become vested as of December 31, 2014, with respect to the following number of RSUs: for Mr. Stephenson, 4,700; and for Mr. Campbell, 3,500. These RSUs cliff vest on the third anniversary of the date of grant.
- (17) Represents RSUs granted on March 1, 2013, under the Omnibus Plan that had not yet become vested as of December 31, 2014, with respect to 3,800 RSUs for Mr. de Miguel. These RSUs cliff vest on the third anniversary of the date of grant.
- (18) The values in column (g) equal the total number of shares of stock or RSUs listed in column (f) for each Named Executive Officer multiplied by the value of Company common stock as of December 31, 2014. The value of common stock as of December 31, 2014, was \$57.88 per share.
- (19) Target awards of Performance RSUs were granted in March 2014, to be earned in a multiple ranging from zero to two times the target awards based on our performance during 2014 to 2016. The Performance RSUs earned will be settled in 2017. Performance for 2014 was above the threshold level but below target; therefore, the target amounts are shown in accordance with SEC rules.
- (20) Represents Performance RSUs granted on March 20, 2014, under the Omnibus Plan that had not yet become vested as of December 31, 2014, with respect to the following number of Performance RSUs: for Mr. Edwards, 16,600; for Mr. Stephenson, 9,300; for Mr. Campbell, 7,000; for Mr. de Miguel, 6,100; and for Mr. Lee, 5,600. These Performance RSUs vest if the executive continues in employment with the Company until the end of the performance period ending on December 31, 2016, and will be subject to the achievement of the performance goals during the performance period commencing on January 1, 2014, and ending on December 31, 2016.
- (21) The values in column (i) equal the total number of Performance RSUs listed in column (h) for each Named Executive Officer multiplied by the value of Company common stock as of December 31, 2014. The value of common stock as of December 31, 2014, was \$57.88 per share.



**Table of Contents****2014 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth information concerning the exercise of stock options and vesting of stock for each Named Executive Officer during 2014.

Name (a)	Option Awards	Value Realized on Exercise (\$)	Stock Awards	Value Realized on Vesting (\$)
	Number of Shares Acquired on Exercise (#)		Number of Shares Acquired on Vesting (#)	
(b)	(c)	(d)	(e)	
Jeffrey S. Edwards				
Keith D. Stephenson			13,713 <sup>(1)</sup>	866,662 <sup>(4)</sup>
			1,643 <sup>(2)</sup>	105,666 <sup>(5)</sup>
			3,408 <sup>(3)</sup>	215,386 <sup>(4)</sup>
Song Min Lee				
Allen J. Campbell			13,713 <sup>(1)</sup>	866,662 <sup>(4)</sup>
			1,643 <sup>(2)</sup>	105,666 <sup>(5)</sup>
			3,408 <sup>(3)</sup>	215,386 <sup>(4)</sup>
Fernando de Miguel				

(1) Represents shares of common stock acquired, which are the portions of the restricted common stock awards granted on May 27, 2010, through the Company's Management Incentive Plan that became vested on May 27, 2014, with respect to the following number of shares: for Mr. Stephenson, 54,851; and for Mr. Campbell, 54,851. These shares vest ratably over a four-year period.

(2) Represents shares of common stock acquired, which are the portions of the restricted common stock in respect of warrants awards granted on May 27, 2010, through the Company's Management Incentive Plan that became vested during 2014 following the exercise of warrants of the Company held by third parties, with respect to the following number of granted shares: for Mr. Stephenson, 7,566; and for Mr. Campbell, 7,566. These shares vest ratably over a four-year period, but only in proportion and to the extent the warrants of the Company held by third parties have been exercised.

- (3) Represents shares of common stock acquired, which are the portions of the restricted preferred stock awards granted on May 27, 2010, through the Company's Management Incentive Plan converted to common shares on November 15, 2013, that became vested on May 27, 2014, with respect to the following number of granted preferred shares: for Mr. Stephenson, 3,142; and for Mr. Campbell, 3,142. These shares vest ratably over a four-year period.
  
- (4) Represents the fair market value of the shares of common stock acquired, which are the portions of the awards granted on May 27, 2010, that became vested on May 27, 2014. The fair market value of common stock on May 27, 2014, was \$63.20.
  
- (5) Represents the fair market value of the shares of common stock acquired, which are the portions of the awards granted on May 27, 2010, that became vested during 2014 following exercise of warrants of the Company held by third parties.

**Table of Contents****2014 PENSION BENEFITS**

The following table sets forth the actuarial present value of each Named Executive Officer's accumulated benefit under the Cooper-Standard Automotive Inc. Salaried Retirement Plan (CSA Retirement Plan) as described in the narrative following this table, assuming benefits are paid at normal retirement age or the earliest retirement age at which participants receive unreduced benefits. The table also shows the number of years of credited service under each plan, computed as of the same pension plan measurement date used in the Company's audited financial statements for the year ended December 31, 2014.

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years Credited Service (#)</b>	<b>Present Value of Accumulated Benefit (\$) <sup>(3)</sup></b>	<b>Payments During Last Fiscal Year (\$)</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(e)</b>
Jeffrey S. Edwards	CSA Retirement Plan <sup>(1)</sup>	N/A	N/A	\$0
Keith D. Stephenson	CSA Retirement Plan <sup>(2)</sup>	1.58	\$23,653	\$0
Song Min Lee	CSA Retirement Plan <sup>(1)</sup>	N/A	N/A	\$0
Allen J. Campbell	CSA Retirement Plan <sup>(2)</sup>	10.33	\$170,562	\$0
Fernando de Miguel	CSA Retirement Plan <sup>(1)</sup>	N/A	N/A	\$0

(1) Mr. Edwards, who was hired in 2012, and Messrs. Lee and de Miguel, who were hired in 2013, are not eligible to participate in the CSA Retirement Plan or the Supplementary Benefit Plan.

(2) Messrs. Stephenson and Campbell are covered under the cash balance design for purposes of the qualified CSA Retirement Plan, which was frozen January 31, 2009.

(3) Present values determined using a December 31, 2014, measurement date and reflect benefits accrued based on service and pay earned through such date. Figures are determined based on no pre-retirement mortality and commencement of benefits at age 65 as a lump sum. The assumed discount rate as of the measurement date is 3.95%.

**CSA Retirement Plan**

The CSA Retirement Plan is a defined benefit plan that covers all non-union employees of the Company in the United States, including certain of the Named Executive Officers. The applicable provisions of the CSA Retirement Plan for Named Executive Officers (cash balance provisions) state benefits in the form of a hypothetical account established for each participant. Prior to the freeze of the CSA Retirement Plan effective February 1, 2009, annual pay credits were added to a participant's cash balance account at the end of each year, based on the participant's compensation for the year and the sum of the participant's age and service as of the beginning of that year. Subsequent to the freeze, participants continue to receive interest credits each year equal to their cash balance account value on the last day of each plan year, multiplied by an applicable interest rate for such year. The applicable interest rate is equal to the rate of interest on 30-year Treasury securities as of the third calendar month preceding the first day of the plan year.

The normal form of retirement benefit is defined as a monthly life annuity amount that is actuarially equivalent to the cash balance account projected to normal retirement age with interest credits. Other optional forms were available as well.

**Table of Contents****2014 NONQUALIFIED DEFERRED COMPENSATION**

The following table sets forth annual executive and Company contributions under the deferred compensation provisions of the Company's non-qualified Supplemental Executive Retirement Plan (SERP), as well as each Named Executive Officer's withdrawals, earnings and fiscal-year end balances in the SERP.

Name (a)	Executive Contribution in Last FY (b)	Registrant Contributions in Last FY (2) (c)	Aggregate Earnings in Last FY (d)	Aggregate Withdrawals/ Distributions (e)	Aggregate Balance at Last FYI (f)
Jeffrey S. Edwards	-	109,222	4,799	-	186,065
Keith D. Stephenson	-	142,933	62,055	-	1,254,253
Song Min Lee	-	59,840	2,244	-	95,764
Allen J. Campbell	-	148,099	98,534	-	2,099,722
Fernando de Miguel (1)	-	-	-	-	-

(1) Mr. de Miguel is not covered under the SERP.

(2) Amounts are included in column (i) of the Summary Compensation Table and represent nonqualified Company contributions under the SERP for the 2014 plan year.

**CSA Savings Plan**

The Company maintains a tax-qualified 401(k) retirement savings plan (the CSA Savings Plan) pursuant to which all U.S. non-union employees, including the Named Executive Officers, may contribute the lesser of up to 50% of their compensation or the limit prescribed by the Internal Revenue Code. The CSA Savings Plan provides a 40% fixed matching on employee contributions of up to 5% of compensation and permits additional discretionary contributions depending on Company performance. An additional non-matching employer contribution of 3% to 5% of compensation (depending on a participant's age plus service with the Company) is also made to the plan. The Named Executive Officers' account balances under the CSA Savings Plan are not reflected in the table above, which reflects only defined benefits.

**SERP**

The benefits provided under the SERP fall into two categories:

For Messrs. Edwards and Lee (participants hired after January 1, 2011), the SERP provides a benefit equal to one and one-half times the percentage of Company contributions actually credited to the participant's account under the CSA Savings Plan, multiplied by the participant's compensation (without regard to qualified plan limits prescribed by the Internal Revenue Code), but offset by the amount of Company contributions made for such participant under the CSA Savings Plan.

For Messrs. Stephenson and Campbell (participants as of January 1, 2011), the SERP provides a benefit equal to a multiple of between two and three times the percentage of Company contributions actually credited to the participant's account under the CSA Savings Plan, multiplied by the participant's compensation (without regard to qualified plan limits prescribed by the Internal Revenue Code), but offset by the amount of Company contributions made for such participant under the CSA Savings Plan. In addition, the SERP provides such participants with an opening account balance under the SERP equal to the lump sum value of their account balance benefit, including their cash balance benefit, which had accrued under the Supplementary Benefit Plan as of December 31, 2010.

**Table of Contents**

Under the SERP, benefits are payable after a period of six months from the date of termination. Benefits vest under the SERP at the same time as Company contributions under the CSA Savings Plan vest (generally after 2 years of service). Accounts under the SERP are generally credited with investment returns based hypothetical investments elected by the participants. The current investment alternatives available under the SERP are the same as those available under the CSA Savings Plan.

***German Pension Scheme***

For Mr. de Miguel, the Company contributes 15% of his annual basic salary to Mr. de Miguel's defined contribution pension scheme.

**Table of Contents****POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL**

Certain of the Named Executive Officers (Messrs. Stephenson, Campbell, and de Miguel) entered into employment agreements with the Company which specifically provide for certain benefits upon termination of employment, including termination following a change in control. Messrs. Edwards and Lee each signed letter agreements upon the commencement of their employment with the Company that do not specifically provide for benefits upon termination of employment, but which confirm that these Named Executive Officers are covered by the Cooper-Standard Automotive Inc. Executive Severance Pay Plan (the "Severance Plan") which provides for benefits upon termination of employment for officers of the Company who are not parties to employment agreements that provide for such benefits.

The table below shows estimates of the value of compensation that would be payable to each Named Executive Officer upon termination of employment with the Company under certain circumstances. As indicated in the table, compensation upon termination of employment varies depending on the circumstances of the termination and whether or not it occurred following a change in control. Amounts presented in the table are calculated as if the employment of the executive terminated effective December 31, 2014. Payments due to any one of the Named Executive Officers upon actual termination of employment can only be determined at the time of termination. There can be no assurance that an actual termination or change in control would produce the same or similar results as those described below if it were to occur on any other date or if the actual circumstances at the time of termination were different. Amounts accrued under the normal terms of our pension and deferred compensation plans are not included in this table. Information concerning pension benefits and deferred compensation disclosures is presented under "Pension Benefits," and "Nonqualified Deferred Compensation." Similarly, information concerning vested equity awards is not included in the table and is presented under "Outstanding Equity Awards at Fiscal Year End."

Name	Pension		Health/Life Outplacement Services <sup>(4)</sup>	Accelerated Vesting of Equity Awards <sup>(5)</sup>	280G Treatment / Gross Up <sup>(6)</sup>	Totals
	Severance Payment <sup>(1) (2)</sup>	Enhancement				
<b>Jeffrey S. Edwards</b>						
Change in Control Without Termination				\$1,755,075		\$1,755,075
Termination Without Cause or Resignation for Good Reason, After Change in Control	\$3,701,725	\$0	\$14,708 \$50,000	\$3,483,467	\$0	\$7,249,900
Termination Without Cause or Resignation for Good Reason, with no Change in Control	\$3,250,000	\$0	\$14,708 \$50,000	\$388,433	N/A	\$3,703,141
Termination for Cause or Resignation Without Good Reason					N/A	
Termination due to Death	\$547,083	\$0		\$1,731,249	N/A	\$2,278,332
	\$547,083	\$0		\$1,731,249	N/A	\$2,278,332



Termination due to Disability								
<b>Keith D. Stephenson</b>								
Change in Control Without Termination					\$323,571			\$323,571
Termination Without Cause or Resignation for Good Reason, After Change in Control	\$3,021,640	\$382,622	\$849,924	\$50,000	\$1,685,797	\$1,946,651		\$7,936,634
Termination Without Cause or Resignation for Good Reason, with no Change in Control	\$2,105,000	\$273,451	\$29,473		\$464,834	N/A		\$2,872,758
Termination for Cause or Resignation Without Good Reason						N/A		
Termination due to Death	\$306,640				\$1,217,274	N/A		\$1,523,914
Termination due to Disability	\$306,640				\$1,217,274	N/A		\$1,523,914
<b>Song Min Lee</b>								
Change in Control Without Termination					\$126,324			\$126,324
Termination Without Cause or Resignation for Good Reason, After Change in Control	\$1,362,867	\$0	\$39,655	\$50,000	\$704,112	\$0		\$2,156,634
Termination Without Cause or Resignation for Good Reason, with no Change in Control	\$1,260,000	\$0	\$39,655	\$50,000	\$126,526	N/A		\$1,476,181
Termination for Cause or Resignation Without Good Reason						N/A		
Termination due to Death	\$184,640				\$577,990	N/A		\$762,630
Termination due to Disability	\$184,640				\$577,990	N/A		\$762,630

**Table of Contents**

Name	Severance Payment <sup>(1)(2)</sup>	Pension Enhancement <sup>(3)</sup>	Health/Life Insurance <sup>(3)</sup>	Outplacement Services <sup>(4)</sup>	Accelerated Vesting of Equity Awards <sup>(5)</sup>	280G Treatment / Gross Up <sup>(6)</sup>	Totals
<b>Allen J. Campbell</b>							
Change in Control Without Termination					\$244,514		\$244,514
Termination Without Cause or Resignation for Good Reason, After Change in Control	\$2,570,963	\$431,908	\$828,596	\$50,000	\$1,342,467		\$5,223,934
Termination Without Cause or Resignation for Good Reason, with no Change in Control	\$1,789,000	\$290,505	\$40,719		\$349,074	N/A	\$2,469,298
Termination for Cause or Resignation Without Good Reason						N/A	
Termination due to Death	\$231,963				\$916,298	N/A	\$1,148,261
Termination due to Disability	\$231,963				\$916,298	N/A	\$1,148,261
<b>Fernando de Miguel</b>							
Change in Control Without Termination					\$143,930		\$143,930
Termination Without Cause or Resignation for Good Reason, After Change in Control	\$1,220,711	\$108,992	\$12,735		\$779,839		\$2,122,277
Termination Without Cause or Resignation for Good Reason, with no Change in Control	\$1,220,711	\$108,992	\$12,735		\$134,571	N/A	\$1,477,009
Termination for Cause or Resignation Without Good Reason						N/A	
Termination due to Death	\$200,506				\$626,551	N/A	\$827,057
Termination due to Disability	\$200,506				\$626,551	N/A	\$827,057

(1) Cash severance is generally paid in a lump sum at termination. Cash severance amounts estimated above are based on providing executives with prorated outstanding incentive awards and a multiple of the sum of (i) their annual base rate of salary at date of termination plus (ii) their target annual bonus for the year prior to

termination, with such multiple equal to two (2) for Messrs. Campbell and Stephenson. If the termination occurs following a change of control, Mr. Campbell's and Mr. Stephenson's cash severance is increased by one additional year's base salary. Further description of the terms applicable to cash severance payments is included under Terms Applicable to Payments Upon Termination of Employment. Pursuant to the January 1, 2011, Executive Severance Pay Plan, Mr. Edwards and Mr. Lee's cash severance for termination without cause prior to a change of control is two times for Mr. Edwards and one-and-a-half times for Mr. Lee the sum of (i) their annual base rate of salary at date of termination plus (ii) their target annual bonus for the year prior to termination, plus the prorated annual incentive award based on actual performance for the year of termination; for termination without cause after a change of control, Mr. Edwards and Mr. Lee's cash severance is two times the sum of (i) their annual base rate of salary at date of termination plus (ii) their target annual bonus for the year prior to termination, plus the prorated target annual incentive for the year of termination; for disclosure purposes we have only reported the incremental value by which the target annual incentive exceeds the actual annual incentive, if any. For Mr. de Miguel, cash severance for termination without cause, pursuant to his Service Contract, is 18 months of base salary; cash values for Mr. de Miguel have been converted to USD from Euros using a conversion factor of 1.2110232823 as of December 31, 2014.

- (2) Messrs. Stephenson and Campbell are entitled to receive a lump sum amount equal to the contribution they would have received under the CSA Savings Plan and SERP had they continued working for 24 months and is determined based on pay credited at the highest pensionable compensation during any calendar year for the five years immediately preceding the year in which the date of termination occurs under change in control and pay credited in the year prior to termination without change in control. This includes the case of termination either by Cooper Standard without cause or by the employee for good reason with or without a change in control. Messrs. Edwards and Lee are not entitled to any additional benefit from the Enhanced Investment Savings Plan. Upon termination without cause or by the employee for good reason with or without a change in control, Mr. de Miguel is entitled to the contributions he would have received per his Service Contract had he continued to work for 18 months. The values for Mr. de Miguel have been converted to USD from Euros using a conversion factor of 1.2110232823 as of December 31, 2014.

**Table of Contents**

- (3) Health and life insurance benefits are continued for the Named Executive Officers and their covered dependents after termination of employment under certain circumstances. In such cases, the commitment is generally to provide for coverage for these benefits in a manner such that (i) benefits provided are substantially similar to those at termination and (ii) recipients of such benefits will not pay a higher share of cost for such benefits than had been required prior to termination of employment based on elections in place at that time. Further description of the terms applicable to health and life insurance benefits is included under Terms Applicable to Payments Upon Termination of Employment. For Mr. de Miguel, upon termination without cause or by the employee for good reason with or without change in control, he is entitled to continue to receive his health allowance for 18 months. The values for Mr. de Miguel have been converted to USD from Euros using a conversion factor of 1.2110232823 as of December 31, 2014.
- (4) Upon termination without cause (or resignation for good reason) after a change of control, all Named Executive officers are entitled to payment of the cost of outplacement services in an amount equal to the lesser of 15% of annual base salary at the time of termination, or \$50,000. Pursuant to the January 1, 2011, Executive Severance Pay Plan, Mr. Edwards and Mr. Lee are also entitled to payment of the cost of outplacement services in an amount equal to the lesser of 15% of annual base salary at the time of termination, or \$50,000 upon termination without cause (or resignation for good reason) prior to a change of control.
- (5) Represents effect of accelerated vesting related to time-based stock options, restricted stock in respect of warrants (based on Deemed Warrant Factor), stock options in respect of warrants (based on Deemed Warrant Factor), time-based RSUs, and Performance RSUs.

In the event of a change in control without termination: 50% of outstanding and unvested time-based stock options, restricted stock in respect of warrants, and stock options in respect of warrants granted on May 27, 2010 become fully vested and exercisable, and the remaining 50% are subject to continued vesting restrictions. For time-based stock options granted in March 2012 and February 2013 (March 2013 for Mr. de Miguel), 50% of outstanding and unvested time-based stock options become fully vested and exercisable, and the remaining 50% are subject to continued vesting restrictions. For Mr. Edwards' time-based stock options granted in October 2012, 100% of the stock options, to the extent outstanding, immediately become vested and exercisable. For the time-based stock options, time-based RSUs, and Performance RSUs granted in March 2014, pursuant to the award agreements, 100% of all outstanding and unvested options and stock units would become immediately vested and exercisable if the Survivor in the Change of Control does not assume the options or stock units or does not issue replacement awards. For purposes of this disclosure, we have assumed that the awards will be assumed or replaced by the Survivor of the Change in Control and, therefore, have not reflected 100% immediate vesting (at target for Performance RSUs) on the March 2014 awards.

In the event of a change in control with termination within two years of the change in control: 100% of the outstanding and unvested time-based stock options, restricted stock in respect of warrants, stock options in respect of warrants, time-based RSUs (except the February 2013 and March 2013 RSUs), and Performance RSUs at target become fully vested and exercisable.

In the event of a termination without cause (or resignation for good reason) prior to a change in control: for RSUs granted in March 2012 and February 2013 (March 2013 for Mr. de Miguel), a prorated portion equal to (x) the total number of shares multiplied by (y) a fraction, the numerator of which is the number of the executive's days of employment from the date of grant through the date of termination and the denominator of which is 1,095 days shall be deemed vested.

In the event of a termination upon death or disability prior to a change in control: For RSUs granted in March 2012 and February 2013 (March 2013 for Mr. de Miguel), a prorated portion equal to (x) the total number of shares multiplied by (y) a fraction, the numerator of which is the number of the executive's days of employment from the date of grant through the date of termination and the denominator of which is 1,095 days shall be deemed vested. For time-based RSUs, Performance RSUs at target, and stock options granted in March 2014, 100% of the awards become fully vested and exercisable.

**Table of Contents**

- (6) Upon a change of control of the Company, each executive may be subject to certain excise taxes pursuant to Section 280G of the Internal Revenue Code. Pursuant to Mr. Stephenson's and Mr. Campbell's employment agreements, the Company has agreed to reimburse the executive for all excise taxes that are imposed on the executive pursuant to Section 280G and any income and excise taxes that are payable by the executive as a result of this reimbursement. These amounts assume that no amounts will be discounted as attributable to reasonable compensation and no value will be attributed to the non-competition covenants included in the agreement. Amounts will be discounted to the extent the Company can demonstrate by clear and convincing evidence that the non-competition covenants included in the agreement substantially constrains the executive's ability to perform services and there is a reasonable likelihood that the non-competition covenants will be enforced against the individual. Pursuant to the January 1, 2011, Executive Severance Pay Plan, Mr. Edwards and Mr. Lee will receive the treatment that provides the best after-tax benefit (taking into account the applicable federal, state, and local income taxes and the excise tax) between (i) total payments being delivered in full, or (ii) total payments cut back to such amount so that no portion of such total payments would be subject to the excise tax. As of December 31, 2014, Mr. Edwards would receive the best after-tax benefit if his benefits were not cut back to safe harbor, and Mr. Lee would receive the best after-net tax benefit if his benefits were cut back as reflected in the table. Mr. de Miguel is not covered by a severance plan and is subject to an employment agreement that does not provide any treatment under Section 280G of the Internal Revenue Code.

***Terms Applicable to Payments Upon Termination of Employment***

As indicated above, two of the Named Executive Officers, Messrs. Campbell and Stephenson, have entered into employment agreements with the Company which specifically provide for certain benefits upon termination of their employment under various circumstances. The terms applicable to payments upon termination of employment with respect to two of the other Named Executive Officers, Messrs. Edwards and Lee, are governed by the Severance Plan. The terms applicable to Mr. de Miguel upon termination are pursuant to his Service Contract.

***Named Executive Officers with Employment Agreements Entered into in 2009***

The Company's employment agreements with Messrs. Stephenson and Campbell had an initial term ending December 31, 2009. These agreements provide for successive one-year extension periods thereafter unless the Company or Named Executive Officer provides a notice of termination at least 60 days prior to the end of any term. Messrs. Stephenson and Campbell (the Named Executive Officers under Contract ) remain employed by the Company. Under the agreements, each of the Named Executive Officers under Contract is paid an annual base salary. Mr. Stephenson's annual base salary is currently \$610,000, and Mr. Campbell's annual base salary is currently \$550,000. The agreements provide that the Compensation Committee may increase the base salary from time to time, based upon the recommendation of the Chief Executive Officer. The agreements also provide that the Named Executive Officers under Contract are entitled to participate in such annual and long-term incentive compensation programs and benefit plans and programs as are generally provided to senior executives.

***Termination of Employment Prior to a Change of Control***

If a Named Executive Officer under Contract terminates employment for "Good Reason" or the Company terminates his employment without Cause, as those terms are defined in the agreement and described below, and in each case prior to a change of control of the Company, then the Company will pay or provide to the Named Executive Officer under Contract: (i) his accrued but unpaid salary, annual and long-term incentive compensation amounts; (ii) a pro rata payment of any annual incentive compensation amounts for which the performance period has not ended; (iii) a lump sum payment equal to the sum of the executive's current annual base salary plus his annual target bonus amount for the year preceding the year of his termination, multiplied by two; (iv) a lump sum payment equal to the value of two

additional years of Company contributions under the Company's qualified and nonqualified defined contribution retirement plans, assuming the executive's compensation under such plans for such period was the same as the compensation paid to him during the year

## Table of Contents

preceding his termination of employment; and (v) two years of continued coverage under the life and health plans sponsored by the Company at the same cost to the executive as is being charged to active employees.

Termination for Cause under the employment agreements of these executives means termination for any of the following reasons: (i) the executive's willful failure to perform duties or directives which is not cured following written notice; (ii) the executive's commission of a felony or crime involving moral turpitude; (iii) the executive's willful malfeasance or misconduct which is demonstrably injurious to the Company; or (iv) material breach by the executive of the non-competition, non-solicitation or confidentiality provisions of the agreement.

Termination of employment by the Named Executive Officers under Contract for Good Reason means termination following any of the following: (i) a substantial diminution in the executive's position or duties, adverse change in reporting lines, or assignment of duties materially inconsistent with the executive's position; (ii) any reduction in the executive's base salary or annual bonus opportunity; (iii) any reduction in the executive's long-term cash incentive compensation opportunities, other than reductions generally affecting other senior executives participating in the applicable long-term incentive compensation programs or arrangements; (iv) the failure of the Company to pay the executive any compensation or benefits when due; (v) relocation of the executive's principal place of work in excess of 50 miles from the executive's current principal place of work; or (vi) any material breach by the Company of the terms of the Agreement; in each case if the Company fails to cure such event within 10 calendar days after receipt from the executive of written notice of the event which constitutes Good Reason.

If a Named Executive Officer under Contract's employment terminates due to disability or death, then he is entitled to a pro rata payment of the target amounts payable under any annual and long-term incentive compensation awards then in effect. In the event of any other termination of employment, no amounts are payable under the agreement.

If the Company elects not to extend the Named Executive Officer under Contract's employment agreement for any year after expiration of the initial term, then the Named Executive Officer will be treated as if he were terminated by the Company without Cause and entitled to the severance pay and other benefits described above, except that such pay and benefits will not be paid until his actual termination of employment and if his actual termination occurs between ages 64 and 65, his severance multiplier is reduced to one, and if after age 65, the executive will not be entitled to any severance payment or other benefits under the agreement.

In exchange for the benefits provided under their agreements, the Named Executive Officers under Contract have agreed not to compete with the Company or solicit or interfere with any Company employee or customer for a two-year period following termination of employment, and not to disclose confidential and proprietary Company information. The Named Executive Officers under Contract are also required to execute a release of all claims against the Company as a condition to receiving the severance payment and benefits, if applicable.

### *Termination of Employment Following a Change of Control*

If the Named Executive Officers under Contract are terminated following a change of control of the Company, then in lieu of the severance payments and benefits described above, the executives are entitled to the severance pay and benefits provided under the Company's Change of Control Severance Pay Plan (the Old CoC Plan), which is an addendum to and part of their employment agreements. The Old CoC Plan covers only executives specifically designated therein, including the Named Executive Officers under Contract, all of whom entered into employment agreements with the Company in or before 2009. The Company does not intend to apply the Old CoC Plan to any other executives in the future. Under the Old CoC Plan, if within two years following a Change of Control of the Company as defined in the plan and described below, a Named Executive Officer under Contract is terminated by the



Company (or its successor in the change of control transaction) without Cause as defined in the plan and described below, or terminates his employment for certain reasons, then the Company (or its successor) will pay or provide to the Named Executive Officer under Contract: (i) an amount equal to one year of his annual base salary; (ii) a pro rata payment of any annual and long-term incentive compensation amounts for which the performance periods have not ended; (iii) a lump sum payment equal to two times his current annual base salary plus his annual target bonus amount (for the year preceding the year of the change of control); (iv) a lump sum payment equal to the value of two additional years of Company contributions under the

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**Table of Contents**

Company's qualified and nonqualified defined contribution retirement plans, assuming the executive's compensation under such plans for such period was equal to the highest amount of eligible compensation paid to the executive in any of the five calendar years immediately preceding the year in which such termination of employment occurs; (v) two years of continued coverage under the life and health plans sponsored by the Company and in which the executive was covered immediately prior to his termination; (vi) medical and life insurance coverage for the Named Executive Officer under Contract and his spouse for their lifetimes, and for his dependent children until they cease to qualify as dependents, at the same cost as was being charged to the Named Executive Officer under Contract immediately prior to the change of control; and (vii) outplacement services for up to two calendar years following the year of termination, not to exceed a cost equal to the lesser of 15% of the executive's annual base pay or \$50,000. If, during the first 24 months of life and medical benefit continuation, the Company is unable to provide what are otherwise intended to be non-taxable benefits to the Named Executive Officer and his covered family members on a tax-free basis, then the Company will make an additional payment to the Named Executive Officer under Contract to reimburse him for the taxes due on such benefits.

A Change of Control under the Old CoC Plan means the occurrence of any of the following events: (i) the sale or disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any person or group (as such terms are defined in Sections 13(d)(3) and 14(d)(2) of the Securities Exchange Act of 1934 (the Exchange Act)) other than certain permitted entities affiliated with the Company or (ii) any person or group, other than such permitted entities, becomes the beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of greater than or equal to 50% of the total voting power of the voting stock of the Company, including by way of merger, consolidation or otherwise. A transaction or series of transactions that would otherwise not constitute a Change of Control is treated as a Change of Control for purposes of the Named Executive Officer under Contract's entitlements under the Old CoC Plan if clause (i), above, is satisfied in respect of the business or division in which such executive is principally engaged.

Termination for Cause under the Old CoC Plan means termination for any of the following reasons: (i) any act or omission of the executive constituting a material breach of any of his significant obligations or agreements with the Company or continued failure or refusal to adequately perform the duties reasonably required of him which is materially injurious to the Company and is not corrected within thirty (30) days of notice to him thereof by the Company's board of directors; (ii) the conviction for a felony or the conviction for or finding by civil verdict of the commission by the executive of a dishonest act or common law fraud against the Company; or (iii) any other willful act or omission which is materially injurious to the financial condition or business reputation of, or is otherwise materially injurious to, the Company which is not corrected after notification by the Board of any such act or omission. The circumstances that constitute reasons under the Old CoC Plan for which a Named Executive Officer under Contract may terminate his employment and be entitled to severance benefits as if he was terminated without Cause are as follows: (i) a significant adverse change in the nature or scope of the authorities, powers, functions, responsibilities or duties attached to the position held by the executive immediately prior to the Change in Control; (ii) a reduction in the executive's base salary or opportunities for incentive compensation under applicable Company plans and programs; (iii) the termination or denial of the executive's rights to employee benefits or a reduction in the scope or aggregate value thereof; (iv) any material breach of its obligations under the plan by the Company or any successor; or (v) a requirement by the Company that the executive move his principal work location more than 50 miles (or in the case of Mr. Campbell, relocation of the executive's principal work location outside of Asia or a 50-mile radius of the Company's headquarters in the United States); in each case, other than under the above clause (v), unless remedied by the Company within ten calendar days following notice from the executive of such circumstances.

The Old CoC Plan also provides that if any payment or the amount of benefits due under the plan or otherwise would be considered an excess parachute payment that subjects the Named Executive Officer under Contract to excise tax

under Internal Revenue Code Section 4999, then the Company will make an additional gross-up payment to the Named Executive Officer under Contract to reimburse him for such taxes (and any taxes due on the gross-up payment) except that, with respect to Mr. Campbell, the benefits will either be delivered in full or delivered in an amount such that no portion of the benefits would be subject to the excise tax, whichever would result in the greatest benefit to him on an after-tax basis.

**Table of Contents**

Mr. Campbell will receive the treatment that provides the best after-tax benefit (taking into account the applicable federal, state, and local income taxes and the excise tax) between (i) total payments being delivered in full or (ii) total payments cut back to such amount so that no portion of such total payments would be subject to the excise tax.

In exchange for the benefits provided under the Old CoC Plan, the Named Executive Officers under Contract must agree not to compete with the Company and not to solicit or interfere with any Company employee or customer for a two-year period after his termination of employment, and agree not to disclose confidential and proprietary Company information. Each Named Executive Officer under Contract is also required to execute a release of all claims against the Company as a condition to receiving the severance payment and benefits.

*Named Executive Officers Covered by the Severance Plan*

The Severance Plan, adopted in 2011, applies to officers of the Company, including certain of the Named Executive Officers (currently Messrs. Edwards and Lee, the Covered Named Executive Officers ) who are not covered by employment agreements that specifically provide for benefits upon termination of employment. Under the Severance Plan, if a Named Executive Officer without an employment agreement providing severance benefits is terminated by the Company without Cause, as the term is defined in the Severance Plan and described below, prior to a change of control of the Company, then the Company will pay or provide to the Covered Named Executive Officer the following:

In the case of Mr. Edwards, as Chief Executive Officer of the Company, the sum of his current base salary and the previous year's target annual bonus multiplied by two; in the case of Mr. Lee (and other executive officers of the Company) the sum of his current base salary and the previous year's target annual bonus multiplied by one and one-half;

A pro rata portion of the Covered Named Executive Officer's annual cash incentive compensation award for the year in which the termination occurs, based on actual performance;

Continued health insurance coverage at the active employee rate for 18 months following the termination; and

Outplacement services.

If either of the Covered Named Executive Officers terminates employment for Good Reason, as the term is defined in the Severance Plan and described below, or is terminated by the Company without Cause during the two-year period following a change of control of the Company, then the Company will pay or provide to the Covered Named Executive Officer the following:

The sum of the Covered Named Executive Officer's current base salary and the previous year's target annual bonus, multiplied by two;

A pro rata portion of the Covered Named Executive Officer's annual cash incentive compensation award for the year in which the termination occurs, based on target performance;

Continued health insurance coverage at active employee rates for 18 months following the termination; and

Outplacement services.

Termination for Cause under the Severance Plan means termination for any of the following reasons: (i) the executive's material breach of his or her significant obligations to, or agreements with, the Company or its affiliates, if the breach is or may be materially injurious to the Company or its affiliates (and is not cured within 30 days of notice); (ii) the executive's commission of and indictment for a felony, or certain other criminal or civil verdicts against the executive; or (iii) any other willful act or omission which is or may be materially injurious to the financial condition or business reputation of, or otherwise is or may be materially injurious to, the Company or its affiliates (and that is not cured within 30 days of notice).

**Table of Contents**

Termination by an executive for **Good Reason** under the Severance Plan means termination during the two-year period following a change of control of the Company after any of the following: (i) a significant adverse change in the nature or scope of the authorities, powers, functions, responsibilities or duties compared to immediately prior to the change of control (subject to cure within 30 days of notice); (ii) a reduction in base pay or opportunities for incentive compensation other than a reduction that is applied generally to other executives in a similar manner (subject to cure within 30 days of notice); or (iii) a requirement that the executive change his or her principal location of work by more than 50 miles.

In exchange for these benefits, the Covered Named Executive Officers would be required to agree to (i) non-competition and non-solicitation provisions for the period represented by the applicable severance multiple, (ii) confidentiality and non-disparagement provisions, and (iii) a release of claims.

A **Change of Control** under the Severance Plan means the occurrence of any of the following events: (i) the sale or disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any person or group (as such terms are defined in Sections 13(d)(3) and 14(d)(2) of the Exchange Act) other than certain permitted entities affiliated with the Company; or (ii) any person or group, other than such permitted entities, becomes the beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of greater than or equal to 50% of the total voting power of the voting stock of the Company, including by way of merger, consolidation or otherwise. A transaction or series of transactions that would otherwise not constitute a Change of Control is treated as a Change of Control for purposes of the Covered Named Executive Officer's entitlements under the plan if clause (i) above is satisfied in respect of the business or division in which such executive is principally engaged.

The Severance Plan also provides that if any payment or the amount of benefits due under the plan or otherwise would be considered an excess parachute payment that subjects the Covered Named Executive Officer to excise tax under Internal Revenue Code Section 4999, then the benefits will either be delivered in full or delivered in an amount such that no portion of the benefits would be subject to the excise tax, whichever would result in the receipt by the executive of the greatest benefit on an after-tax basis.

If a Covered Named Executive Officer's employment is terminated for any other reason, then no amounts are payable under the Severance Plan.

**Table of Contents****Director Compensation****Summary of Compensation**

Members of the Board of Directors who are not employees of the Company are compensated with a base director fee in the amount of \$80,000 per year and, if they serve as chair of a committee of the Board of Directors, an additional fee of \$10,000 per year. The Company's Lead Director receives an additional fee of \$15,000 per year, less any amount the Lead Director may receive in fees as chair of a committee of the Board. Our directors who are not employees of the Company are also eligible to receive equity grants under the Company's 2011 Omnibus Incentive Plan. In 2014, the value of the equity awards granted to non-employee directors were designed to be approximately equal in value to the annual base director fee.

The following table sets forth information regarding the compensation received by each of the Company's non-employee directors during the year ended December 31, 2014.

<b>Name (a)</b>	<b>Fees Earned or Paid in Cash (b)</b>	<b>Stock Awards<sup>(7)</sup> (c)</b>	<b>Option Awards<sup>(8)</sup> (d)</b>	<b>All Other Compensation (g)</b>	<b>Total (h)</b>
Glenn R. August <sup>(8)</sup>	\$20,000 <sup>(1)</sup>				\$20,000
Larry J. Jutte <sup>(8)</sup>	\$80,000	\$75,393			\$155,393
Jeffrey E. Kirt	\$60,000 <sup>(2)</sup>	\$75,393			\$135,393
David J. Mastrocola <sup>(8)</sup>	\$95,000 <sup>(3)</sup>	\$75,393			\$170,393
Thomas W. Sidlik	\$85,000 <sup>(4)</sup>	\$75,393			\$160,393
Stephen A. Van Oss <sup>(8)</sup>	\$90,000 <sup>(5)</sup>	\$75,393			\$165,393
Kenneth L. Way <sup>(8)</sup>	\$90,000 <sup>(6)</sup>	\$75,393			\$165,393

(1) Mr. August became a director on October 30, 2014. His annual director fee of \$80,000 was prorated from October 30, 2014, through December 31, 2014. Mr. August's director fee was paid to Oak Hill Advisors, LP.

(2) Mr. Kirt resigned from the Board of Directors on October 30, 2014. His annual director fee of \$80,000 was prorated from January 1, 2014, through October 29, 2014. Mr. Kirt's director fee was paid to Oak Hill Advisors, LP.

(3) Represents \$80,000 for Mr. Mastrocola's outside director fee and \$15,000 for his services as the Lead Director.

(4) Represents \$80,000 for Mr. Sidlik's outside director fee and a prorated fee of \$5,000 for his service as chairman of the Governance Committee for part of the year.

(5)

Represents \$80,000 for Mr. Van Oss's outside director fee and \$10,000 for his service as chairman of the Audit Committee.

- (6) Represents \$80,000 for Mr. Way's outside director fee and \$10,000 for his service as chairman of the Compensation Committee.
- (7) The amount shown in column (c) represents the grant-date fair value of 1,176 RSUs granted to each of the non-employee directors who were directors on the grant date, May 8, 2014, under the Company's 2011 Omnibus Incentive Plan. The RSUs granted to Mr. Kirt were forfeited upon his resignation.
- (8) As of December 31, 2014, the Company's non-employee directors had equity awards outstanding as follows: for each of Messrs. August (held by Oak Hill Advisors, LP), Jutte, Mastrocola, Van Oss, and Way options to purchase 9,731 shares of the Company's common stock at an exercise price of \$25.52 per share.

***Stock Ownership Policy for Non-Employee Directors***

In March 2014, the Board adopted a policy requiring that non-employee directors of the Company achieve a level of ownership of the Company's common stock equal to five times their base annual director fee. Under this



**Table of Contents**

policy, non-employee directors are required to hold 75% of the net shares resulting from stock option exercises or vesting of other stock-based awards until they reach their applicable stock ownership level. The policy is intended to align the interests of the Company's non-employee directors with the interests of stockholders by maintaining a strong link between the Company's long-term success and the ultimate compensation of non-employee directors.

**Table of Contents****Certain Relationships and Related Transactions****Related Transactions**

The Company does not have a formal written policy specifically relating to the review or approval of transactions with related persons in excess of \$120,000 as defined under Item 404(a) of Regulation S-K. Our Code of Business Conduct and Ethics prohibits our directors, officers, employees, and associates from participating in transactions involving conflicts of interest and requires disclosure of any potential conflicts of interest. In the case of our directors or the Chief Executive Officer, such disclosures are made to the Audit Committee of the Board of Directors. Other employees disclose such matters to the Company's Corporate Responsibility Committee.

There have been no related person transactions as defined under Item 404(a) of Regulation S-K since January 1, 2014.

**Fees and Services of Independent Registered Public Accounting Firm**

During 2014 and 2013, we retained Ernst & Young LLP as the Company's independent registered public accounting firm to provide services in the following categories and amounts (dollar amounts in thousands):

	<b>2014</b>	<b>2013</b>
Audit fees <sup>(1)</sup>	\$ 3,110	\$ 3,176
Audit-related fees <sup>(2)</sup>	183	601
Tax fees <sup>(3)</sup>	980	672
All other fees		

(1) Audit fees include services related to the annual audit of our consolidated financial statements, the audit of our internal controls over financial reporting, the reviews of our Quarterly Reports on Form 10-Q, international statutory audits and other services that are normally provided by the independent accountants in connection with our regulatory filings.

(2) Audit related fees include services related to the audits of our employee benefit plans and due diligence in connection with acquisitions and divestitures.

(3) Tax fees include services related to tax compliance, tax advice, and tax planning.

The Audit Committee has considered whether the provision of services described under the line item "Tax fees" is compatible with maintaining Ernst & Young LLP's independence. In light of the nature of work performed and amount of the fees paid to Ernst & Young LLP for those services, the Audit Committee concluded that the provision of such services is compatible with maintaining Ernst & Young LLP's independence.

The Audit Committee has adopted procedures for pre-approving audit and non-audit services provided by Ernst & Young LLP. The Audit Committee is required to pre-approve all services Ernst & Young LLP provides to the Company. All services provided are to conform with SEC and Public Company Accounting Oversight Board permitted services guidelines. All fee and billing arrangements are reviewed with management of the Company prior to the commencement of services. Ernst & Young LLP regularly reports to the Audit Committee on services performed and to be performed by it with respect to which pre-approval is required. All of the audit, audit-related and tax services performed by Ernst & Young LLP were pre-approved by the Audit Committee pursuant to its pre-approval policies and procedures.

**Table of Contents**

**Report of the Audit Committee**

The Audit Committee has reviewed and discussed with management the Company's 2014 audited financial statements. The committee has discussed with Ernst & Young LLP, the Company's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of the Company's audited financial statements with generally accepted accounting principles, the matters required to be discussed by Auditing Standard No. 16, as amended, including their evaluation of, and conclusions about, the qualitative aspects of the significant accounting principles and practices applied in the Company's financial reporting. The Audit Committee is responsible for the appointment, compensation, and oversight of the Company's independent registered accounting firm. As part of its oversight of the independent registered public accounting firm, the Audit Committee considers the quality and efficiency of the services provided, the firm's global capability, the technical expertise and knowledge of the Company's global operations and industry. In connection with the mandatory rotation of the independent registered public accounting firm's lead engagement partner, the Audit Committee is directly involved in the selection of the lead engagement partner. The committee has received from the independent registered public accounting firm written disclosures and a letter as required by the applicable requirements of the Public Company Accounting Oversight Board and discussed with the independent registered public accounting firm its independence from management and the Company. In considering the independence of the Company's independent registered public accounting firm, the committee took into consideration the amount and nature of the fees paid to the firm for non-audit services, as described above.

Based on the review and discussions described above, the committee recommended to the Board of Directors that the year-end audited financial statements be included in the Company's 2014 Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

Audit Committee

Stephen A. Van Oss

Kenneth L. Way

Thomas W. Sidlik

## **Table of Contents**

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than ten percent of the common stock of the Company, to file with the SEC and the NYSE reports of ownership of Company securities and changes in reported ownership. Officers, directors and greater than ten percent stockholders are required by SEC rules to furnish the Company with copies of all Section 16(a) reports they file. To our knowledge, based solely on a review of copies of such reports received by the Company, we believe that during 2014 our officers, directors and greater than ten percent stockholders complied with their Section 16(a) filing requirements on a timely basis, except that due to technical difficulties, a report showing the acquisition of common stock by Mr. Sidlik was filed one day late.

### **Submitting Stockholder Proposals and Nominations for the 2016 Annual Meeting**

Proposals received from stockholders will be given careful consideration by the Company. Any proposal should be directed to the attention of the Company's Secretary at 39550 Orchard Hill Place, Novi, Michigan 48375. Stockholder proposals are eligible for consideration for inclusion in the proxy statement for the 2016 annual meeting of stockholders in accordance with Rule 14a-8 under the Exchange Act if they are received by the Company on or before December 9, 2015. In order for a stockholder proposal submitted outside of Rule 14a-8 to be considered timely within the meaning of Rule 14a-4(c), such proposal must be delivered to the Company's Secretary at the Company's principal offices not later than the last date for submission of stockholder proposals under the Company's By-Laws. In order for a proposal to be timely under the Company's By-Laws, it must be received not less than 90 days (February 7, 2016) nor more than 120 days (January 8, 2016) prior to the first anniversary of the date of the 2015 Annual Meeting (May 7, 2016); provided, however, that in the event that the date of the 2016 Annual Meeting is advanced or delayed by more than 30 days earlier or more than 60 days later than such anniversary date, notice by stockholders to be timely must be received not earlier than the 120<sup>th</sup> day prior to the date of the 2016 Annual Meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to the 2016 Annual Meeting or the 10<sup>th</sup> day following the day on which disclosure of the date of the 2016 Annual Meeting is made.

### **Additional Information**

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials, delivering a single proxy statement and annual report to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or the Company that your broker or the Company will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, please notify your broker if your shares are held in a brokerage account or the Company if you hold registered shares. You can notify the Company by phone at (248) 596-5900 or by sending a written request to the Company at 39550 Orchard Hill Place, Novi, Michigan 48375, Attention: Secretary. If your household has received multiple copies of proxy statements and annual reports, you can request the delivery of single copies in the future by notifying the Company as listed above.

**Table of Contents**

**Discretionary Voting of Proxies on Other Matters**

The Company's management does not currently intend to bring any proposals to the Annual Meeting other than the election of directors and ratification of the appointment of the Company's independent registered accounting firm and does not expect any stockholder proposals. If new proposals requiring a vote of the stockholders are brought before the meeting in a proper manner, the persons named in the accompanying proxy card intend to vote the shares represented by them in accordance with their best judgment.

By order of the Board of Directors

Aleksandra A. Miziolek

*Senior Vice President, General Counsel & Secretary*

Novi, Michigan, April 10, 2015

**Table of Contents**

***COOPER-STANDARD HOLDINGS INC.***

***ATTN: MATTHEW W. HARDT***

***39550 ORCHARD HILL PLACE***

***NOVI, MI 48375***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends you vote FOR the following:**

<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark <b>For All Except</b> and write the number(s) of the nominee(s) on the line below.
..	..	..	

Election of  
**1. Directors Nominees**

- |                        |                       |                      |
|------------------------|-----------------------|----------------------|
| 01 Glenn R. August     | 02 Jeffrey S. Edwards | 03 Sean O. Mahoney   |
| 04 David J. Mastrocola | 05 Justin E. Mirro    | 06 Robert J. Remenar |
| 07 Thomas W. Sidlik    | 08 Stephen A. Van Oss |                      |

**The Board of Directors recommends you vote FOR the following proposal:**

**For Against Abstain**

**2. Ratification of the appointment of Ernst & Young LLP as the Independent Registered Public Accounting Firm for 2015.**

.. .. .

**NOTE:** Conduct such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate



or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Signature (Joint Owners) Date

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**Table of Contents**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Form 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**COOPER-STANDARD HOLDINGS INC.**

**Annual Meeting of Stockholders**

**May 7, 2015 9:00 AM**

**This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoints Jeffrey S. Edwards and Aleksandra A. Miziolek, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of COOPER-STANDARD HOLDINGS INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 AM, EDT on 5/7/2015, at the Omni Berkshire Place, 21 East 52nd Street, New York, NY 10022, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**

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