

THE GOODYEAR TIRE & RUBBER COMPANY

COMPENSATION COMMITTEE CHARTER

MEMBERSHIP

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

PURPOSE

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

RESPONSIBILITIES

The Compensation Committee shall:

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

named in the proxy statement (including comparing the relationship to that found at comparable companies), and such other factors as the Committee deems appropriate;

2. Consult with the Chief Executive Officer of the Company regarding executive and Director compensation policies, practices and plans;
3. Establish the reasonable compensation, which may include pension, disability and death benefits, for services to the Company by the officers of the Company other than the CEO. In determining the incentive component of the compensation of these officers of the Company, the Compensation Committee should consider the recommendations of the Chief Executive Officer, the Company's performance and relative shareholder return, the value of similar incentive awards to comparable officers at comparable companies, the awards given to the officer in past years, the relationship between the aggregate compensation to be received by the officer and the aggregate compensation to be received by the Company's other executive officers, including the Chief Executive Officer (including comparing the relationship to that found at comparable companies), and such other factors as the Committee deems appropriate;
4. Make recommendations to the Board of Directors with respect to Directors' compensation;
5. Make recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans and administer such plans, including determining any awards to be granted under any such plan implemented by the Company;
6. Review and approve executive compensation disclosures, including the Compensation Discussion and Analysis, in the Company's annual report and proxy statement, and prepare a Compensation Committee report to be included in the annual proxy statement;
7. Consult with the Chief Executive Officer of the Company regarding management development and succession plans;
8. Make regular reports to the Board of Directors; and

9. Have the sole authority to retain and terminate any compensation consultant retained to assist in the evaluation of the compensation of a Director, Chief Executive Officer or senior executive and to approve the consultant's fees and other retention terms.

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

DELEGATION

The Compensation Committee may delegate authority to one or more of its members when appropriate.

MEETINGS

Meetings of the Compensation Committee shall be as called by the Chairman of the Committee; however, the Committee shall normally conduct two meetings each year. The Vice President Human Resources, in consultation with the Chairman of the Committee, shall prepare an agenda for each meeting. In addition to the members of the Committee, each meeting shall be attended by the Chairman of the Board and Chief Executive Officer. Other officials, including the Vice President Human Resources, may attend when invited by the Committee. A quorum at any Compensation Committee meeting shall consist of a majority of the Committee members. The Compensation Committee may act by a majority of its members at a meeting or by unanimous written consent.

EVALUATIONS

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