



## Compensation and Organization Committee Charter

### Purpose

The Compensation and Organization Committee of the Board of Directors of Rogers Corporation shall assist the board in carrying out certain of its responsibilities relating to executive compensation, organizational development and succession planning.

### Composition

The committee shall consist of a minimum of three directors or such greater number as fixed by the board from time to time. Committee members shall be annually appointed by the board and may be removed by the board in its discretion. The board shall designate one committee member to serve as chairperson of the committee. All members of the committee shall be independent directors and shall satisfy the independence standards established by the New York Stock Exchange (NYSE), including the more rigorous independence requirements for compensation committee members required under rules of the Securities and Exchange Commission (SEC), and the guidelines for independence of directors set forth in the company's Corporate Governance Guidelines. In addition, each member of the committee shall qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (Exchange Act).

### Authority and Responsibilities

In furtherance of its purpose, the committee shall have the following authority and responsibilities:

#### Executive Compensation

1. To review and evaluate on an annual basis the company's compensation philosophy for executive officers.
2. To review and approve on an annual basis the corporate and personal goals and objectives with respect to compensation for the chief executive officer (CEO); evaluate at least once a year the CEO's performance in light of these established goals and objectives; and, based upon these evaluations and other relevant factors, set the CEO's annual compensation, including salary, bonus, and equity and any non-equity incentive compensation.
3. To review and approve on an annual basis the compensation structure for the company's executive officers, and, based upon the CEO's recommendations and input, approve the company's non-CEO executive officers' annual compensation, including salary, bonus, and equity and non-equity incentive compensation.

#### Compensation plans

4. To review on an annual basis the compensation structure for the company's non-executive management employees.
5. To review the company's equity incentive compensation and other stock-based plans and recommend to the board for its approval changes in such plans as needed, and to have and exercise all the authority of the board with respect to the administration of such plans.
6. To review and approve, or make recommendations to the board for its approval, all material company employee benefit plans other than those set forth in paragraph 5 above, which includes the ability to adopt, amend and terminate such plans.

#### Compensation and risk management

7. To review incentive compensation arrangements periodically to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation.
8. Periodically review the company's stock ownership guidelines for executive officers and annually assess compliance with such guidelines.

#### Compensation Discussion and Analysis (CD&A) and Compensation Committee Report

9. To review and discuss with management the company's Compensation Discussion and Analysis (CD&A) and recommend to the board that the CD&A be included in the company's Annual Report on Form 10-K or proxy statement. As part of its CD&A review, the committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by section 14A of the Exchange Act.
10. To prepare a compensation committee report for inclusion in the company's Annual Report on Form 10-K or proxy statement.

#### Succession Planning

11. To assist the board in developing and evaluating potential candidates for executive officer positions, including the CEO, as appropriate, and to oversee the development of executive succession plans and the evaluation of management.

#### Director Compensation

12. To review and make recommendations to the board for its approval on an annual basis with respect to the compensation of non-management directors.

### **Procedures and Administration**

In carrying out its responsibilities, the committee shall be entitled to rely upon advice and information that it receives from management and such experts, advisors and professionals with whom the committee may consult. The committee shall have the authority to request that any officer or employee of the company, the company's outside legal counsel, the company's independent auditors or any other professional retained by the company to render advice to the company attend a meeting of the committee or meet with any members of or advisors to the committee. The committee shall have authority and necessary funding to retain such compensation consultants, outside counsel or other advisors as the committee may deem appropriate in its sole discretion after considering all factors relevant to the advisor's independence, including the factors specified by applicable NYSE listing requirements. The committee shall have sole authority to approve related fees and retention terms and oversee the work of the compensation consultant or other advisors. Any compensation consultant engaged by the committee to advise on executive compensation shall not at the same time advise the company on any compensation or other human resources matter.

The committee will meet as often as necessary or appropriate and at such times and places as it shall determine. The committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the board. In the absence of the chairperson, the members of the committee may appoint any other member to preside.

The committee shall report its actions and any recommendations to the board after each committee meeting and shall conduct and present to the board an annual self-assessment and performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.