

## **BOARD OF DIRECTORS AND EXECUTIVE OFFICERS CONFLICT OF INTEREST POLICY**

This policy shall apply to the Board of Directors and executive officers\* of The Goodyear Tire & Rubber Company. Goodyear has the right to expect that actions and decisions of its directors and executive officers will be made objectively and in the best interests of the company. Directors and executive officers must be free from undue influence of personal or outside business interests that may appear to, or actually, interfere with their working in Goodyear's best interests. Directors and executive officers must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that could reasonably be expected to influence their independent judgment regarding Goodyear matters. Likewise, they must not compete with any Goodyear business, they must not take for themselves a business opportunity which rightfully belongs to the company and they must not use corporate property, or information for personal gain. The Company prohibits such conflicts of interest on the part of its directors and executive officers. Accordingly, no director or executive officer shall knowingly become involved in a conflict of interest, or upon the discovery thereof, allow such a conflict to continue.

The following are examples of conflicts of interest:

- Diverting business away from Goodyear; using one's position within Goodyear to prevent or hinder its ability to compete with others; or receiving a commission, or otherwise personally profiting, from a company transaction.
- Passing on or selling inside information, or acting on inside information to personally take advantage of a business opportunity or transaction offered to Goodyear, or that Goodyear developed.

Given the size of Goodyear and the complexity of the modern business environment, it is inevitable that the directors and executive officers of Goodyear may, from time to time, and directly or indirectly, become connected with other corporations and firms with which Goodyear may currently, or in the future, have business dealings. While some of these connections could give rise to a conflict of interest, there are many usual and routine circumstances in which it would be unreasonable to conclude that a conflict of interest exists.

### ***Disclosure of Certain Relationships and Interests***

In order to assist in the effective operation of this policy, and recognizing that the appearance of a conflict can have a deleterious effect on the reputations of both Goodyear and the individual, directors and executive officers must promptly disclose the following to the General Counsel of Goodyear:

- (1) all material interests\*\* owned in major competitors, suppliers or customers of Goodyear;
- (2) any proposed transaction involving Goodyear or a subsidiary of Goodyear in which the director or executive officer may have a direct or indirect (as a result, for example, of a close family relationship) personal economic interest; and
- (3) any outside business relationships that may interfere with the director's or executive officer's independent judgment.

The above circumstances may or may not constitute a conflict of interest; however, they should be reviewed and will be disclosed internally or externally as appropriate.

***Policy Interpretation--Waiver***

This Board of Directors and Executive Officers Conflict of Interest Policy replaces the Conflict of Interest provision in the Goodyear Business Conduct Manual. Directors and executive officers remain subject to all other provisions of the Business Conduct Manual.

Questions involving the interpretation of this policy should be directed to the General Counsel of Goodyear, who may consult with the Chairman of the Nominating and Board Governance Committee on matters of interpretation. Directors and executive officers shall be entitled to rely on the advice of the General Counsel. Any decision to waive the application of the Business Conduct Manual or this policy to directors or executive officers must be made by the Board of Directors, and any such waivers will be promptly disclosed to shareholders.

Adopted: December 2, 2003

\* For purposes of this policy, "executive officer" shall mean any individual who the company determines to be an executive officer pursuant to Rule 3b-7 of the Securities Exchange Act of 1934.

\*\* For purposes of this policy, material interest shall mean greater than 1% of any class of a public corporation's outstanding securities.