

THE GOODYEAR TIRE & RUBBER COMPANY

GOVERNANCE COMMITTEE CHARTER

The Governance Committee shall consist of three or more Directors, all of whom meet the requirements as to independence established by the New York Stock Exchange. The Committee is appointed by the Board of Directors and meets at least four times per year. Members of the Committee may call additional meetings as circumstances require.

The purpose of the Committee is to oversee matters relating to the composition and organization of the Board of Directors and to recommend to the Board how its effectiveness can be improved by changes in composition and organization. The Committee's responsibilities shall include the following:

1. The Committee shall make recommendations to the Board of Directors regarding the composition, organization, structure and operations of the Board and its committees.
2. The Committee shall identify, and review shareholder suggestions for, individuals qualified to serve on the Board and shall recommend to the Board nominees to be presented for shareholder approval at the annual meeting, or, in the event of vacancies between shareholder meetings, nominees for election by the Board until the next annual meeting. The Committee shall evaluate potential candidates against the Board membership criteria set forth in the Company's Corporate Governance Guidelines.
3. The Committee shall recommend continuing qualification standards for members of the Board, including standards for independence, and policies regarding director tenure, retirement and succession.
4. The Committee shall annually review the Board's committee structure and shall recommend the functions of the Board committees. The Committee shall recommend criteria for committee membership and shall annually recommend to the Board for its approval directors to serve on each committee and a chairperson for each committee. In the event of a vacancy, the Committee shall recommend additional committee members as appropriate.

5. The Committee shall recommend candidates for the position of Lead Director and shall assist the Board in evaluating the qualifications of candidates for this position.
6. The Committee shall oversee matters relating to corporate governance, including orientation of new directors and continuing education of directors, and the respective roles of the Board, the Board committees and the individual directors in the Company's governance process.
7. The Committee shall annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. The Committee shall develop and oversee the administration of an annual self-evaluation process of the Board and its committees. The Committee shall report to the Board on the annual self-evaluations of the Board and of all committees.
9. The Committee shall review, consider and make recommendations to the Board regarding shareholder proposals.
10. The Committee shall have the sole authority to retain and terminate any search firm that may be used to assist in the identification of director candidates, including sole authority to determine any compensation and other retention terms of such firms or consultants. The Committee also has authority to engage legal, accounting, or other advisors, at Company expense.
11. The Committee shall review, from time to time, the succession plan with respect to the Chief Executive Officer between the annual succession planning review conducted by the Board of Directors.
12. The Committee shall periodically review its scope, policies, and procedures, including annually reviewing this Charter and recommending any proposed changes to the Board for approval.
13. The Committee may form subcommittees and delegate authority to such subcommittees when appropriate.

14. The Committee shall perform such other responsibilities as may be delegated to it by the Board from time to time.

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