

COOPER-STANDARD HOLDINGS INC.

ANNUAL MEETING OF STOCKHOLDERS

May 16, 2019

RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual Meeting of Stockholders (the “Annual Meeting”) of Cooper-Standard Holdings Inc. (the “Company”). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company’s bylaws describe requirements for meetings of our stockholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements
2. Because this is a meeting of our stockholders, only our stockholders are permitted to ask questions during the Annual Meeting. You need to have held stock as of the close of business on the record date of March 22, 2019 to vote or submit questions while participating in the virtual Annual Meeting. To vote or submit questions, please login as a Stockholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
3. We will strictly follow the Agenda as we conduct the meeting.
4. A field is provided in the web portal for stockholders to submit questions at any time during the meeting. Following adjournment of the formal business of the Annual Meeting, the Company will address appropriate questions (including those questions submitted prior to the meeting) from stockholders regarding the Company in accordance with these Rules of Conduct.
5. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to two questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
6. Stockholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all stockholders will be paramount. The Company does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Annual Meeting;
 - related to material non-public information of the Company;
 - related to personal grievances;

- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another stockholder;
- in furtherance of the stockholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Corporate Secretary in their reasonable judgment.

7. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Investor Relations at (248) 596-6031.

8. Any questions pertinent to meeting matters that cannot be answered during the meeting due to time constraints will be posted online and answered at <http://www.ir.cooperstandard.com/investor-relations>. The questions and answers will be available as soon as practical after the meeting and will remain available until one week after posting.

9. Recording of the Annual Meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com/CPS2019 24 hours after the completion of the meeting.

Thank you for your cooperation and for joining the Company at the Annual Meeting.