

# **Rogers Corporation**

## **Audit Committee Charter**

As approved by the Board of Directors on February 9, 2011

### I. General Statement of Purpose

The Audit Committee of the Board of Directors (the “Audit Committee”) of Rogers Corporation (the “Company”) assists the Board of Directors (the “Board”) in general oversight and monitoring of: (i) the integrity of financial statements of the Company; (ii) the financial reporting process and systems of internal accounting and financial controls; (iii) the independent auditors’ qualifications, independence and performance, (iv) the performance of the Company’s internal audit function, and (v) the Company’s procedures for compliance with legal and regulatory requirements. In discharging its objectives, the Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain counsel, or other experts for this purpose.

### II. Audit Committee Composition

The membership of the Audit Committee shall consist of at least three members and shall consist solely of independent directors. A director’s “independence” will be determined in accordance with the rules of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the related rules and regulations of the Securities and Exchange Commission. At a minimum this will require directors who are independent of management and the Company and who are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as committee members. Each member of the Audit Committee shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to the Audit Committee, as such qualification is interpreted by the Board in its business judgment. At least one member of the Audit Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment. One or more members of the Audit Committee may qualify as an “Audit Committee Financial Expert” as defined by the Securities and Exchange Commission.

The Nominating and Governance Committee shall recommend nominees for appointment to the Audit Committee annually and as vacancies or newly created positions occur. The members of the Audit Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Audit Committee. Any vacancy on the Audit Committee, occurring for whatever reason, may be filled only by the Board.

The Board shall designate one member of the Audit Committee to be Chairperson of the Audit Committee.

Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

### III. Compensation

A member of the Audit Committee may not, other than in his or her capacity as a member of the Audit Committee, the Board or any other committee established by the Board, receive directly or indirectly any consulting, advisory or other compensatory fee from the Company. A member of the Audit Committee may receive additional directors' fees to compensate such member for the significant time and effort expended by such member to fulfill his or her duties as an Audit Committee member. The Chairperson of the Audit Committee may receive additional compensation for serving in this capacity.

### IV. Meetings

The Audit Committee will meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine, but not less frequently than quarterly. The Audit Committee will meet periodically with management, the internal auditors (or persons responsible for the internal audit function) and the independent auditors in separate executive sessions. The Audit Committee will record the actions taken at meetings and will report to the full Board with respect to its meetings.

The meetings of the Audit Committee may be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the committee shall constitute a quorum and the committee may act by a vote of a majority of the members present at such meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent as and to the extent that it deems appropriate.

In the absence of the Chairperson of the Audit Committee, the members may appoint any other member to preside.

### V. Responsibilities

The policies and procedures of the Audit Committee shall remain flexible, in order to permit the Audit Committee to react to changing conditions and circumstances.

The Audit Committee shall have the sole authority to appoint, retain, terminate or replace the Company's independent auditors (subject, if required or permitted by applicable law, to shareholder ratification). The Audit Committee shall be directly responsible for the oversight of the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, or performing other audit, review or attest services for the Company. The Audit Committee shall be directly responsible for the compensation of the independent auditors. The Audit Committee shall inform the independent auditors that the independent auditors shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services (which may include providing comfort letters in connection with securities underwritings) and permitted non-audit services, including, in each case, the fees and terms thereof, to be performed for the Company by its independent auditors in accordance with applicable rules and regulations. The Audit Committee may delegate the authority to one or more members to pre-approve

audit and permitted non-audited services, provided that decisions of such subcommittee to grant such pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee may establish policies and procedures for pre-approval of non-audit services; provided that such policies and procedures are detailed as to the particular service and the Audit Committee is promptly informed of each service in accordance with such policies and procedures.

The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.

The Audit Committee shall perform an annual self-evaluation of the performance of the Audit Committee and report to the Board on the results of such evaluation.

## VI. Audit Committee Principal Processes

The principal processes of the Audit Committee will generally include the following which are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate:

### A. Review of Charter and Preparation of Proxy Statement Report

The Audit Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to this Charter to the Board for its consideration and approval. This Charter shall be publicly available in a printable format on the Rogers website. The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

### B. Matters Relating to Selection, Independence and Performance of Independent Auditors

The Audit Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Audit Committee, as representatives of the Company's shareholders. The Audit Committee shall discuss with the independent auditors its independence from management and the Company and the matters included in the written disclosures required by the Independence Standards Board.

The Audit Committee (i) shall request that the independent auditors provide the Audit Committee with the written disclosures and the letter required by Independence Standards Board Standard No. 1, as modified or supplemented, (ii) require that the independent auditors submit to the Audit Committee on a periodic basis a formal written statement delineating all relationships between the independent auditors and the Company, (iii) discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and (iv) based on such disclosures, statements and discussions take or recommend that the Board take appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.

The Audit Committee shall, at least annually, obtain a report (the "Independent

Auditors' Annual Report") by the independent auditors describing: (i) the firm's internal quality-control procedures; (ii) material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company in order to assess the auditors' qualifications and independence.

The Audit Committee shall review with the independent auditors any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management.

The Audit Committee shall evaluate the independent auditors' qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the full Board. As part of such evaluation, at least annually, the Audit Committee shall:

- (i) review the Independent Auditors' Annual Report;
- (ii) review and evaluate the performance of the independent auditors and the lead partner (and the Audit Committee may review and evaluate the performance of other members of the independent auditors' audit staff); and
- (iii) assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.

In this regard, the Audit Committee shall also (1) seek the opinion of management and the internal auditors (or persons responsible for the internal audit function) of the independent auditors' performance and (2) consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm.

The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditors that, at a minimum, meet the requirements of applicable Securities and Exchange Commission rules and regulations and listing standards of the New York Stock Exchange.

#### C. Matters Related to Company Policies and Procedures

The Audit Committee shall receive regular reports from the independent auditors on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.

The Audit Committee shall review, if such assertions and/or assessments are required by applicable law, management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on its own assessment of the effectiveness of those internal controls.

The Audit Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall discuss policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

The Audit Committee shall assist the Board in its oversight of the Company's compliance with the legal and regulatory requirements applicable to the Company and its subsidiaries.

The Audit Committee shall (i) discuss with management legal matters (including pending or threatened litigation) that may have a material effect on the Company's financial statements or its compliance policies and procedures, and (ii) take such action as the Audit Committee deems necessary or appropriate, including having discussions with management and/or other employees of Rogers, in the event the Audit Committee receives a report pursuant to Section 307 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission promulgated thereunder from an attorney appearing and practicing before the Securities and Exchange Commission on Rogers' behalf.

D. Audited Financial Statements and Related Audits

The Audit Committee shall discuss with the internal auditors (or persons responsible for the internal audit function) and the independent auditors the overall scope and plans for their respective audits including the adequacy of staffing and compensation and the matters required to be discussed pursuant to Statement on Auditing Standards No. 61. The Audit Committee shall include in these discussions, to the extent it deems appropriate, the members of management who are responsible for preparing the Company's financial statements.

The Audit Committee shall review and discuss with management, the internal auditors (or persons responsible for the internal audit function), and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage major business risks, and legal and ethical compliance programs. Further, the Audit Committee shall periodically meet separately with management, with the internal auditors (or persons responsible for the internal audit function) and with the independent auditors to discuss the results of their reviews and examinations.

The Audit Committee shall meet to review and discuss with management and the independent auditors the annual audited financial statements including (a) all critical accounting policies and practices used or to be used by the Company, (b) the Company's specific disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including the independent auditors' judgment about the

quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements, and (c) any significant financial reporting issues that have arisen in connection with the preparation of such audited financial statements. Also, the Audit Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Audit Committee by the independent auditors under generally accepted auditing standards. The Audit Committee shall review:

- (i) analyses prepared by management, the internal auditors (or persons responsible for the internal audit function) and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Audit Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, and the treatment preferred by the independent auditors. The Audit Committee may also consider other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences;
- (ii) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
- (iii) major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
- (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company.

The Audit Committee shall review and, if it deems necessary or appropriate, discuss with the independent auditors (outside of the presence of management) how the independent auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the independent auditors that the obligations under Section 10A of the Private Securities Litigation Reform Act of 1995 have not been incurred.

The Audit Committee shall review and discuss with the independent auditors any audit problems or difficulties and management's response thereto. This review shall include (1) any difficulties encountered by the independent auditors in the course of performing their audit work, including any restrictions on the scope of their activities or their access to information, (2) any significant disagreements with management and (3) a discussion of the responsibilities, budget and staffing of the Company's internal audit function.

The Audit Committee shall discuss with the independent auditors those matters brought to the attention of the Audit Committee by the independent auditors pursuant to Statement on Auditing Standards No. 61 ("SAS 61").

The Audit Committee shall also review and discuss with the independent auditors the report required to be delivered by such auditors pursuant to Section 10A(k) of the Exchange Act.

The Audit Committee shall discuss with the Chief Executive Officer and Chief Financial Officer of the Company (1) all significant deficiencies and material weaknesses in the design or operation of internal controls and procedures for financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other employees who have a significant role in the Company's internal controls and procedures for financial reporting.

Based on the Audit Committee's review and discussions (1) with management regarding the audited financial statements, (2) with the independent auditors of the matters required to be discussed by SAS 61, and (3) with the independent auditors concerning the independent auditors' independence, the Audit Committee shall make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the last fiscal year.

E. Internal Audit

At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal auditors (or persons responsible for the internal audit function) and review the internal audit plan. Such evaluation may include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors.

F. Interim Financial Statements, Earnings Releases and Other Financial Information

The Audit Committee shall meet to review and discuss (i) earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, prior to their release, (ii) such other material financial information and earnings guidance provided to ratings agencies and similar entities prior to their issuance, and (iii) the interim financial statements and specific disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q, including the results of the independent auditors' review of the quarterly financial statements and any other matters required to be communicated to the Audit Committee by the independent auditors under generally accepted auditing standards.

VII. General

The Audit Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Audit Committee deems it appropriate to do so in order to carry out its responsibilities.

The Audit Committee shall make regular reports to the Board regarding its responsibilities.

In carrying out its responsibilities, the Audit Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Audit Committee may consult. The Audit 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 Audit Committee or meet with any members of or advisors to the Audit Committee. The Audit Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

The Audit Committee's responsibility is one of oversight. In carrying out its oversight role, the Audit Committee and Board of Directors recognize that the Company's management is responsible for (1) implementing and maintaining internal controls and disclosure controls; (2) the preparation, presentation and integrity of the Company's financial statements; and (3) the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditor reports directly to the Audit Committee and is responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. The Audit Committee also recognizes that the Company's financial management, as well as the independent auditor and internal auditor (or persons responsible for the internal audit function), have more knowledge and detailed information about the Company's financial accounting practices and policies and the application of generally accepted accounting principles to the Company's financial statements, than do the Audit Committee members. Consequently, while carrying out its oversight responsibilities, the Audit Committee is not serving as an auditor, and it is not the duty of the Audit Committee to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Therefore, the Audit Committee is not providing any expert or special assurances as to the Company's financial statements or any professional certification as to the independent auditor's work, and each member of the Audit Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Audit Committee by such persons or organization. For purposes of this Charter, the use of the word "review" shall be read in the context of the Audit Committee's oversight role and shall not imply obligations on the Audit Committee which go beyond such responsibilities.