



## Nominating and Governance Committee Charter

### Purpose

The Nominating and Governance Committee of the Board of Directors of Rogers Corporation shall assist the board in (a) identifying qualified individuals to become board members, (b) determining the composition of the board and its committees, (c) monitoring a process to assess board effectiveness, (d) developing and implementing the company's corporate governance principles and practices, and (e) overseeing risks related to the company's governance structure and processes and risks arising from related party transactions.

### 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 appointed annually 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 satisfy the independence standards established by the New York Stock Exchange (NYSE) and the guidelines for independence of directors set forth in the company's Corporate Governance Guidelines.

### Authority and Responsibilities

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

#### Board and Committee Staffing

1. To lead the search for individuals qualified to become board members as appropriate.
2. To recommend to the board for its approval director nominees to be presented for shareholder approval at the annual meeting.
3. To develop and recommend to the board for its approval selection criteria or other qualifications for director candidates which may be reflected in the company's Corporate Governance Guidelines or other documents, and to review annually such criteria or qualifications.
4. To review the board's committee structure from time to time and to recommend to the board for its approval directors to serve as members of each committee as appropriate. The committee shall also recommend to the board for its approval directors to fill committee vacancies as appropriate.

#### Determinations and Disclosures Regarding Independence and Other Regulatory Requirements

5. To evaluate and present to the board on an annual basis its determination as to (a) the independence of each director and director nominee under the independence standards established by the NYSE and the company's Corporate Governance Guidelines on an annual basis, (b) the classification of each director and director nominee as "independent", "interested," "non-management" or similarly situated for purposes of committee assignments, and (c) whether the Audit Committee has an "audit committee financial expert."
6. To fulfill the committee's responsibilities set forth in the company's Code of Business Conduct and Ethics and Related Party Transactions Policy.

#### Corporate Governance Principles and Practices

7. To review the company's Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend to the board for its approval changes as necessary.

8. To consider matters of corporate governance and related legal requirements and periodically review the company's corporate governance policies, practices and procedures, including the company's articles of organization, bylaws and other arrangements affecting corporate governance and recommend to the board for its approval modifications to any of the foregoing as appropriate.

#### Board and Committee Evaluations, Orientation and Training

9. To develop and recommend to the board for its approval an annual self-evaluation process of the board and each of its committees and to oversee such process.
10. To oversee an orientation program for new directors and a continuing education program for current directors, including implementing and overseeing administration of the Directors Education and Training Allowance Policy, periodically reviewing these programs and updating them as appropriate.

#### Investor Relations

11. To consider any shareholder proposal submitted for inclusion in the company's proxy materials and determine whether the proposal (a) complies with substantive and procedural requirements for inclusion in the proxy materials under applicable law and the company's bylaws, (b) should or should not be included in the proxy materials, and (c) should be supported or opposed by the board.

#### Oversight of Certain Management Activities

12. To consider and, if appropriate, approve a request by the company's officers to serve on the board of directors of other public companies.

### **Committee 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 the authority and necessary funding to retain a search firm to assist in identifying director candidates and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

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.

*Approved by the Board of Directors on December 4, 2015*