

# Rogers Corporation Corporate Governance Guidelines

As approved by the Board of Directors on February 17, 2011

The following corporate governance guidelines, a copy of which is publicly available in a printable format on the Rogers website, have been approved by the Board of Directors of Rogers Corporation. These guidelines, together with the charters of our standing committees, provide the general framework for the governance of Rogers. The Board or a designated committee of the Board will review these guidelines and other aspects of Rogers corporate governance practices on an annual basis or more often if the Board or such committee deems it necessary or advisable.

**1. Role of Board and Management.** The Board of Directors is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served. The Board of Directors has established five standing committees to assist the Board in discharging its responsibilities: an Audit Committee, a Compensation and Organization Committee, a Finance Committee, a Nominating and Governance Committee, and a Safety and Environment Committee.

The Chief Executive Officer or if there is no CEO, the President of the Company, has general supervision and control of Rogers' business, subject to the direction of the Board of Directors. Rogers' officers, managers and other employees, under the general direction of the CEO (or President, if applicable), conduct Rogers' business to enhance the long-term value of the Company for its shareholders.

Both the Board of Directors and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, Rogers' communities and the public at large.

**2. Functions of the Board of Directors.** The Board of Directors generally has approximately five or six regularly scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as other issues facing the Company. Directors are expected to attend all scheduled Board and committee meetings and to have done such advance preparation, including reviewing meeting materials, as is necessary to fulfill their responsibilities. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- a. selecting the CEO and overseeing CEO succession planning;
- b. providing advice and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- d. evaluating significant risks facing the Company – and reviewing options for their mitigation;  
and
- e. assuring guidelines are in place for maintaining the integrity of the Company – the integrity of the financial statements and the integrity of compliance with laws and ethics.

The Board may delegate, and in a number of cases already has delegated, certain of the specific functions described above to a committee or committees of the Board.

**3. Qualifications.** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. They must also have an objective perspective and possess practical wisdom and the ability to exercise judgment in the fulfillment of their responsibilities. Rogers endeavors to have a Board with diverse experience at policy-making or strategic-planning levels in business or in other areas that are relevant to the Company's activities.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and must be committed to serve on the Board for an extended period of time. Directors should offer their resignation in the event of any significant change in their personal circumstances that negatively impacts the time they have available to devote to the Company, including a change in their principal job responsibilities.

Rogers' CEO may not become a director of a public company other than Rogers or any company on whose board of directors the CEO served on the date of adoption of these guidelines without the prior approval of the Nominating and Governance Committee. Rogers' CEO may not serve on the board of directors of more than two public companies in addition to the Rogers Board.

The Board does not believe that arbitrary term limits on Directors' service are appropriate, nor does it believe that Directors should expect to automatically be renominated annually until they choose to step down. Individuals will not be nominated for election to the Board after their 72nd birthday unless the Board deems it advisable to do so.

A non-management Director's ownership of Rogers Corporation capital stock should be equal to at least five times the base annual retainer by the fifth anniversary of the first annual meeting of shareholders after the individual becomes a non-management Director. For purposes of this stock ownership guideline, a non-management Director will be deemed to own shares of capital stock that he or she has earned as a non-management Director but the ownership of which has been deferred (without a requirement for additional payment or services) through a Rogers deferral plan. Unexercised stock options or restricted shares that require additional payments or services do not constitute shares that are owned for purposes of this stock ownership guideline.

**4. Independence of Directors.** A majority of the Directors will be independent Directors under the independence requirements set forth in Section 303A of the New York Stock Exchange (NYSE) Listed Company Manual.

It is the Board's goal that at least two-thirds of the Directors will be independent under the NYSE independence standards. Directors who do not meet the NYSE's independence standards also make valuable contributions to the Board and to the Company by reason of their experience and wisdom.

To be considered independent under the NYSE independence standards, the Board must determine that a Director does not have any direct or indirect material relationship with Rogers. The Board has established the following guidelines to assist it in determining Director independence in accordance with those standards:

- a. Relationships that will make a Director not independent: Consistent with the NYSE independence standards, a Director will not be independent if, within the preceding three years: (i) the Director was employed by Rogers (excluding having served as an interim chairman, interim CEO or interim other executive officer); (ii) an immediate family member of the Director was employed by Rogers as an executive officer; (iii) the Director or an immediate family member of the Director is a current partner of a firm that is Rogers' internal or external auditor; (iv) the Director is a current employee of such a firm; (v) the Director has an immediate family member who is a current employee of such a firm and who personally works on Rogers' audit; (vi) the Director or an immediate family member of the Director was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on Rogers' audit within that time; (vii) a Rogers' executive officer was on the compensation committee of the board of directors of a company which employed the Rogers Director, or an immediate family member of the Director, as an executive officer; (viii) the Director, or an immediate family member of the Director, received more than \$120,000 in any 12-month period in direct compensation from Rogers, other than Board and committee fees, pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), compensation received by the Director for former services as an interim chairman, interim CEO or interim other executive officer, or fees received by an immediate family member of the Director for service as an employee of Rogers (other than an executive officer); or (ix) the Director is currently an executive officer or employee, or an immediate family member of the Director is currently an executive officer, of a company that makes payments to, or receives payments from, Rogers for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues;
- b. Relationships that will not be material in determining a Director's independence: The following commercial or charitable relationships will not be considered to be material relationships that would impair a Director's independence: (i) if a Rogers Director (other than a member of the Audit Committee) receives direct or indirect annual compensation or other benefits (other than Board and committee fees) of not more than \$30,000, (ii) if a Rogers Director is an executive officer of another company that does business with Rogers and the annual sales to, or purchases from, Rogers are less than one percent of the revenues of the company he or she serves as an executive officer; (iii) if a Rogers Director is an executive officer of another company which is indebted to Rogers, or to which Rogers is indebted, and the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company he or she serves as an executive officer; and (iv) if a Rogers Director serves as an officer, director or trustee of a charitable organization, and Rogers' discretionary charitable contributions to the organization are less than one percent of that organization's total annual charitable receipts. (Rogers' matching of employee charitable contributions will not be included in the amount of Rogers' contributions for this purpose.) The Board will annually review all commercial and charitable relationships of Directors which involve Rogers or members of its management. Whether Directors meet these categorical independence tests, as well as whether they meet the standards set forth in subsection (a) above, will be reviewed annually and the determinations will be made public in connection with or prior to Rogers' annual meeting of shareholders.
- c. Directors who evaluate relationships: For relationships not covered by the guidelines in subsection (b) above, the determination of whether the relationship is material or not, and therefore whether the Director would be independent or not, shall be made by the Directors who satisfy the independence guidelines set forth in subsections (a) and (b) above. For example, if a Director is the CEO of a company that purchases products and services from Rogers that are more

**5. Size of Board and Selection Process.** The Directors are elected each year by the shareholders at the annual meeting of shareholders. The Board proposes a slate of nominees to the shareholders for election to the Board. The Board also determines the number of Directors on the Board. Between annual shareholder meetings, the Board may elect Directors to serve until the next annual meeting of shareholders. The Board believes that, given the size and breadth of Rogers and the need for diversity of Board views, the size of the Board should be in the range of eight to twelve Directors.

**6. Board Committees.** The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation and Organization; (iii) Finance; (iv) Nominating and Governance; and (v) Safety and Environment. The current charters of the Audit, Compensation and Organization and Nominating and Governance Committees are publicly available in a printable format on the Rogers website. In addition, the charters will be mailed to shareholders on written request. The charters of the other committees established by the Board may also be publicly available from time to time on the Rogers website. The committee Chairpersons summarize their committee meetings to the full Board at the first Board meeting following such committee meetings. The committees occasionally hold meetings in conjunction with the full Board.

**7. Independence of Committee Members.** In addition to the requirement that a majority of the Board satisfy the independence standards discussed in section 4 above, members of the Audit Committee must also satisfy an additional independence requirement. Specifically, they may not directly or indirectly receive any compensation from the Company other than their Directors' compensation.

**8. Meetings of Non-Management Directors.** The Board will hold regularly scheduled sessions for the non-management Directors without management present. These sessions must be presided over by a non-management Director. The Directors have determined that the Company's Lead Director, if one has been appointed, will be the presiding Director at these sessions. In the event the Company does not then have a Lead Director or he or she is not in attendance, the Chairperson of the Nominating and Governance Committee will be the presiding Director and, in his or her absence, the Chairperson of the Compensation and Organization Committee will be the presiding Director. The non-management Directors may meet without management present at such other times as determined by the Lead Director.

In order that interested parties may be able to make their concerns known to the non-management Directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the Lead Director or with the non-management Directors as a group.

**9. Self-Evaluation.** The Board and each of its standing committees will perform an annual self-evaluation. Annually, the Directors will be requested to provide to the Board their assessments of the effectiveness of the Board and the committees on which they serve.

**10. Ethics and Conflicts of Interest.** The Board expects Rogers Directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the requirements set forth in Rogers' code of business conduct and ethics, a copy of which is publicly available in a printable format on the Rogers website. If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the CEO and the Lead Director. If a significant conflict exists and cannot be resolved, the Director should resign. All Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests, excluding Director compensation matters. The Board shall resolve any conflict of interest question involving the CEO or an officer appointed by the Board who regularly reports to the CEO, and the CEO shall resolve any conflict of interest issue involving any other officer of the Company. In addition, the Board expects Rogers Directors, nominees for the Board, executive officers, beneficial owners of 5% or more of Rogers' stock and immediate family members of all such persons, to abide by the approval, ratification and disclosure requirements set forth in Rogers' related party transactions policy, a copy of which is publicly available in a printable format on the Rogers website.

The Company will not make any personal loans or extensions of credit to Directors or executive officers.

**11. Reporting of Concerns to Non-Management Directors or the Audit Committee.** Anyone who has a concern about Rogers' conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Lead Director, to the non-management Directors, or to the Audit Committee. Concerns relating to accounting, internal controls, auditing or officer conduct that are sent to someone other than the Lead Director or the Chairperson of the Audit Committee shall be sent immediately by the person who receives such a concern to the Lead Director and to the Chairperson of the Audit Committee. The Audit Committee has established a toll free hotline for employees to report such concerns. The status of all outstanding concerns addressed to the non-management Directors, the Lead Director, or the Audit Committee will be reported to the Lead Director and the Chairperson of the Audit Committee on a quarterly basis. The Lead Director, or the Audit Committee Chairperson may direct that certain matters be presented to the Audit Committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them.

The Company's code of business conduct and ethics prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

**12. Compensation of Board.** The Compensation and Organization Committee shall have the responsibility for reviewing and recommending to the Board compensation and benefits for non-management Directors. In discharging this duty, the committee shall be guided by three goals: compensation should fairly pay Directors for work required in a company of Rogers' size and scope; compensation should align Directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand.

**13. Succession Plan.** Based upon recommendations from the Compensation and Organization Committee, the Board shall review and ensure the maintenance of a succession plan for the CEO and other senior executives.

**14. Annual Compensation Review of Senior Management.** The Compensation and Organization Committee shall annually approve the goals and objectives for compensating the CEO. This committee shall evaluate the CEO's performance in light of these goals and use this information to help determine the CEO's salary, bonus and other incentive and equity compensation. The Compensation and Organization Committee shall also annually approve the compensation of the Company's other Board

appointed officers. In carrying out these responsibilities, the Compensation and Organization Committee may seek input from other members of the Board and other members of the Board may offer their input to the committee for its consideration as and to the extent the committee deems appropriate.

**15. Access to Senior Management.** Non-management Directors may contact senior managers of the Company without senior corporate management present.

**16. Access to Independent Advisors.** The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

**17. Director Orientation and Continuing Education.** The CEO, in consultation with such other members of the Board of Directors or management as he or she deems appropriate or such persons as otherwise directed by the Board of Directors or the Nominating and Governance Committee, shall be responsible for providing an orientation for new Directors, and for periodically providing materials or briefing sessions for all Directors on subjects that would assist them in discharging their duties. Each new Director shall complete an orientation program as soon as practical after election to the Board. The orientation program will include presentations by management designed to familiarize the new Director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes, its code of business conduct and ethics, its related party transactions policy, or similar documents.

**18. Annual Meeting Attendance Policy For Directors.** All Directors are expected to attend the annual meeting of shareholders absent an unavoidable conflict.