Cooper Standard

Fourth Quarter & Full Year 2012 Earnings Call
February 26, 2013

Safe Harbor

This presentation includes “forward-looking statements” within the meaning of U.S. federal securities laws, and we intend that such forward-looking statements be subject to the safe harbor created thereby. We make forward-looking statements in this presentation and may make such statements in future filings with the SEC. We may also make forward-looking statements in our press releases or other public or stockholder communications. These forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenue or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, business trends, and other information that is not historical information. When used in this presentation, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts,” or future or conditional verbs, such as “will,” “should,” “could,” or “may,” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management’s examination of historical operating trends and data are based upon our current expectations and various assumptions. Our expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, no assurances can be made that these expectations, beliefs and projections will be achieved. Forward-looking statements are not guarantees of future performance and are subject to significant risks and uncertainties that may cause actual results or achievements to be materially different from the future results or achievements expressed or implied by the forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this presentation. Important factors that could cause our actual results to differ materially from the forward-looking statements we make herein include, but are not limited to: cyclicality of the automotive industry with the possibility of further material contractions in automotive sales and production effecting the viability of our customers and financial condition of our customers; global economic uncertainty, particularly in Europe; loss of large customers or significant platforms; supply shortages; escalating pricing pressures and decline of volume requirements from our customers; our ability to meet significant increases in demand; availability and increasing volatility in cost of raw materials or manufactured components; our ability to continue to compete successfully in the highly competitive automotive parts industry; risks associated with our non-U.S. operations; foreign currency exchange rate fluctuations; our ability to control the operations of joint ventures for our benefit; the effectiveness of our lean manufacturing and other cost savings plans; product liability and warranty and recall claims that may be brought against us; work stoppages or other labor conditions; natural disasters; our ability attract and retain key personnel; our ability to meet our customers’ needs for new and improved products in a timely manner or cost-effective basis; the possibility that our acquisition strategy may not be successful; our legal rights to our intellectual property portfolio; environmental and other regulations; legal proceedings or commercial and contractual disputes that we may be involved in; the possible volatility of our annual effective tax rate; our ability to generate sufficient cash to service our indebtedness, obtain future financing, and meet dividend obligations on our 7% preferred stock; our underfunded pension plans; significant changes in discount rates and the actual return on pension assets; the possibility of future impairment charges to our goodwill and long-lived assets; the ability of certain stockholders to nominate certain members of the board of directors; and operating and financial restrictions imposed on us by our bond indenture and credit agreement.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this presentation and are expressly qualified in their entirety by the cautionary statements included herein. We undertake no obligation to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

Executive Overview
Fourth Quarter and Full Year 2012

Jeff Edwards
Chief Executive Officer

Executive Overview

- Strategy
- Managing European downturn
- Emerging market expansions
- Key leadership appointments to facilitate growth

First 120 Day CEO Plan

Day 0-45 — Listen & Learn

- Met with Top 50 management
- Met with plant management teams
- Visited global tech centers
- Visited facilities in 9 countries
- Engaged with 11 customers
- Met with 6 business partners

Day 45-120 — Define the Vision / Path Forward

- Determine capabilities
- Analyze current portfolio performance
- Explore organization model
- Determine human capital needs

Day 120+ — Unwavering Execution

- Create vision
- Develop strategic priorities
- Install process capabilities
- Create priorities for capital and innovation
- Prioritize organizational resources

Key Elements to Success

- Make **shareholder value creation** our over-arching objective
- Have relentless **focus on our customers** – develop deep insight into their needs and consistently beat our competition in most effectively serving such needs
- Achieve **profitable growth –** grow the top line <u>and</u> expand margins
- Invest in our people and excel in the few **essential capabilities** required to win
- Build an **operating model** that enables and sustains success – transform our people into a distinct competitive advantage

Strategic Priorities

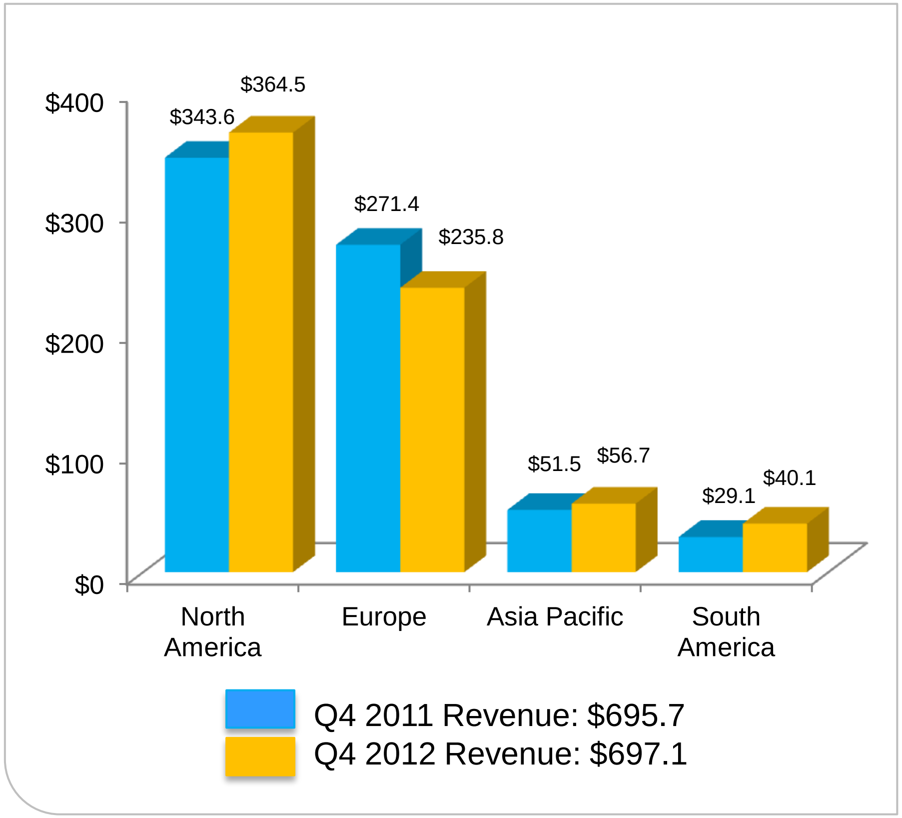
- **Focus on our customers, develop deep insight into their needs and how to most effectively serve them**
- **Finalize product growth strategy**
- **Accelerate profitable growth … Brazil, India, China, Southeast Asia**
- **North America – continue to invest in infrastructure to support growth**
- **Restructure Europe manufacturing footprint**
  - Serbia, Romania (complete), Turkey and Poland
- **Focus on building centers of excellence within our global functional organizations**
- **Invest in Russia and Indonesia footprint**

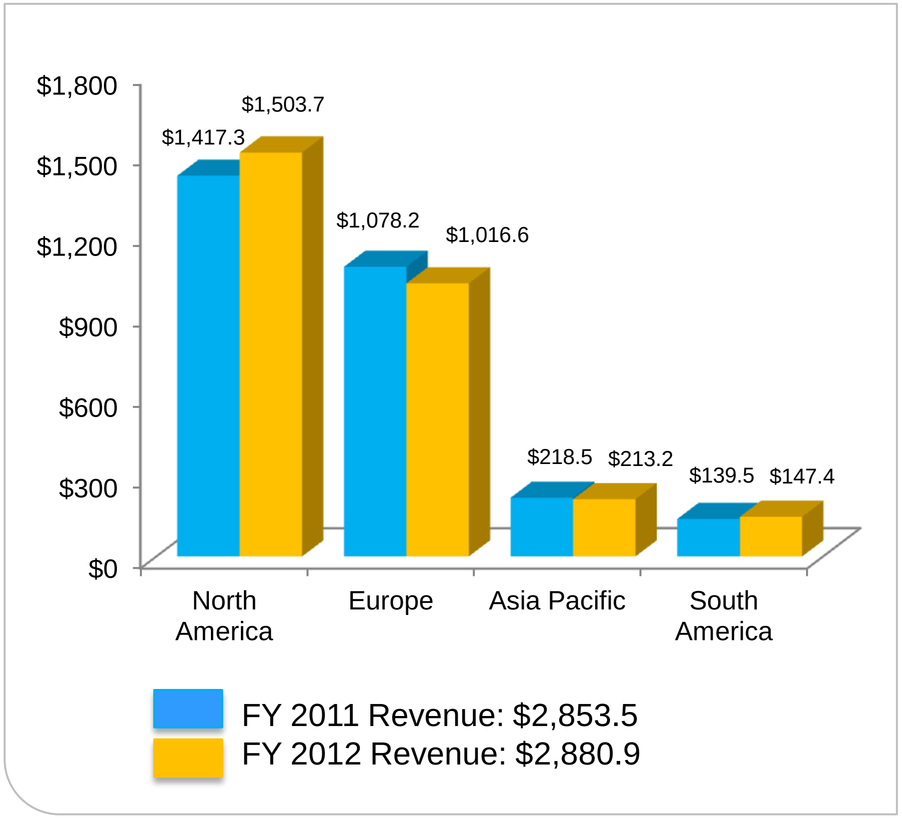
Financial Overview
Fourth Quarter and Full Year 2012

Allen Campbell
Chief Financial Officer

Q4 and FY 2012 Revenue

$ USD Millions





Note: Numbers subject to rounding

Q4 and FY 2012 Performance

$ USD Millions, except per share amounts

	Q4 2011	Q4 2012	FY 2011	FY 2012
Sales	695.7	697.1	2,853.5	2,880.9
Gross Profit	97.6	99.7	450.6	438.9
SGA	66.7	74.8	257.6	281.3
Operating Profit	22.9	(2.1)	125.2	103.3
Net Income	23.2	(9.9)	102.8	102.8
Fully Diluted EPS	*$0.84*	*($0.70)*	*$3.93*	*$4.14*
Adjusted EBITDA	66.6	70.9	324.1	298.0
% Margin	9.6%	10.2%	11.4%	10.3%

Note: Numbers subject to rounding

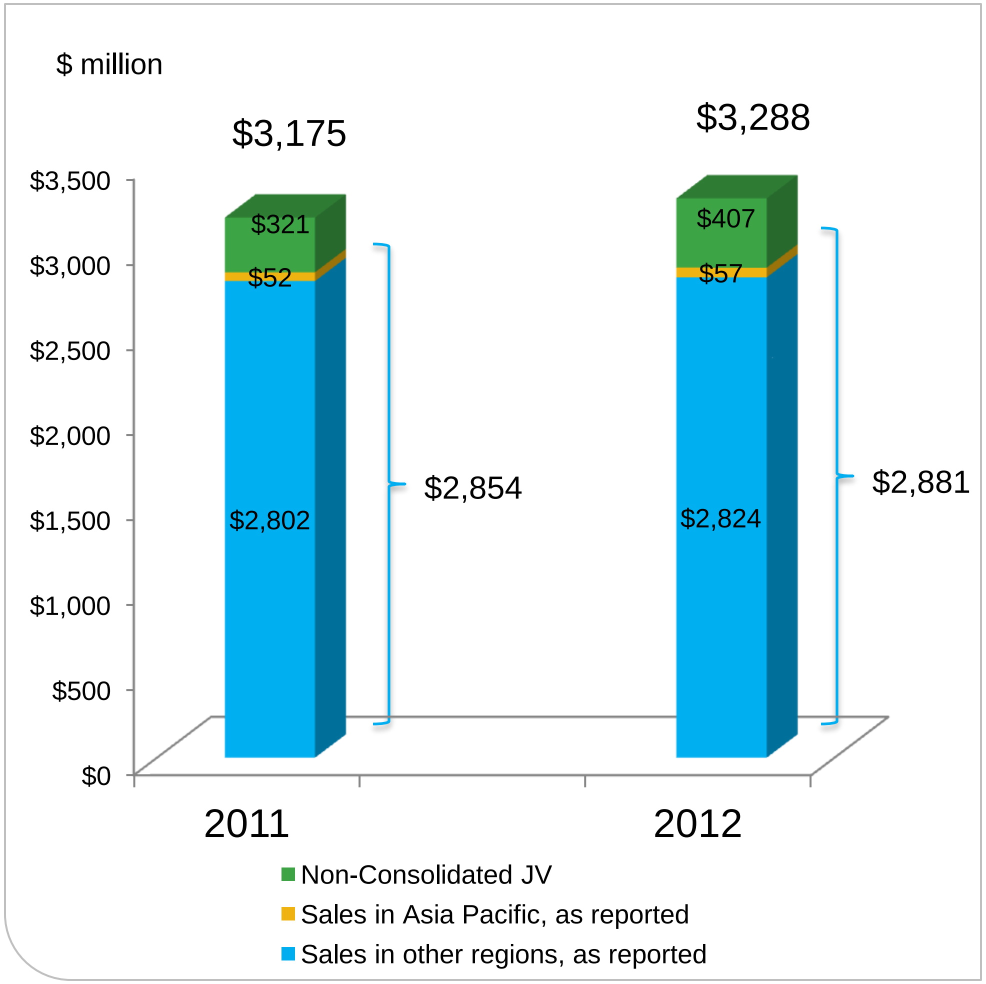
EBITDA and Adjusted EBITDA Reconciliation

$ USD Millions	Twelve Months Ended Dec 31, 2012
Net income	**102.8**
Provision (benefit) for income tax expense	(31.5)
Net interest expense	44.8
Depreciation and amortization	122.7
EBITDA	**238.8**
Restructuring	25.8
Net gain on partial sale of joint venture	-
Inventory fair value	-
Acquisition costs	-
Impairment charges	10.1
Payments to former CEO and transition cost	11.5
Stock based compensation	9.8
Noncontrolling interest deferred tax valuation reversal	2.0
Others	-
Adjusted EBITDA	**298.0**

EBITDA and Adjusted EBITDA are Non-GAAP measures. Reference comments on slide 20

Note: Numbers subject to rounding

Cooper Standard Non-Consolidated Joint Venture Sales



Joint Venture	Partner	Product	Country
Huayu-Cooper Sealing	SAIC/HASCO	Sealing	China
Nishikawa Cooper	Nishikawa Rubber	Sealing	U.S.
Nishikawa Tachaplalert Cooper	Nishikawa Rubber	Sealing	Thailand
Sujan CSF India	Magnum Elastomers	AVS	India

Non-Consolidated Sales up 27%

Q4 and FY 2012 Cash Flow and Key Financial Ratios

($ USD Millions)	Q4 2012	FY 2012
Cash from business	$38.9	$204.3
Pension funding - US	(3.3)	(30.1)
Changes in operating assets & liabilities	70.8	(89.8)
Cash from operations	**106.4**	**84.4**
Capital expenditures	(39.6)	(131.1)
Cash from (used) in operations including CAPEX	**66.8**	**(46.7)**
Acquisition of business, net cash acquired	-	(1.1)
Purchase of noncontrolling interest	(2.0)	(2.0)
Proceeds from sale of assets	5.6	14.6
Dividends – Preferred Stock	(1.7)	(6.8)
Financing activities	1.6	(5.5)
Repurchase of preferred stock	(1.9)	(6.8)
Repurchase of common stock	(16.3)	(36.9)
Foreign exchange/other	0.7	0.1
Net cash used	**$52.8**	**$(91.1)**

Key Financial Ratios

- Net leverage = $212.8 million
- Net leverage ratio = 0.7
- Interest coverage ratio = 6.7
- No major debt maturity until 2018

Cash Balance as of December 31, 2011	$ 361.7
Cash used	(91.1)
Cash Balance as of December 31, 2012	$ 270.6
ABL Revolver	125.0
Letters of Credit	(27.0)
Total Liquidity	$ 368.6

Note: Numbers subject to rounding

2013 Guidance

- Sales growth: 1% to 2%
- Capital expenditures: $150 million - $170 million
- Cash restructuring: $40 million - $50 million
- Cash taxes: $35 million - $45 million

Guidance assumptions:

• North American production:	15.6 million units
• Europe (including Russia) production:	18.7 million units
• Average full exchange rate:	$1.25 / 1 Euro

Questions & Answers

Summary

- **Complete 120 day plan**
- **Align organization to support customer**
- **Leverage footprint and capabilities to win global platforms**
- **Attract and retain key talent to drive growth**
  - Appointed Asian and European Presidents
  - Appointed executive to oversee emerging markets
- **Continue a relentless focus on our customers through global support and innovation**

Appendix

Net Leverage Ratio as of Dec 31, 2012

($ USD Millions)	Three Months Ended Mar 31, 2012	Jun 30, 2012	Sep 30, 2012	Dec 31, 2012	Twelve Months Ended Dec 30, 2012
Net income	$ 23.8	$ 77.3	$ 11.6	$ (9.9)	$ 102.8
Provision for income tax expense	8.1	(46.2)	5.4	1.2	(31.5)
Interest expense, net of interest income	11.2	10.8	11.3	11.5	44.8
Depreciation and amortization	31.6	30.5	29.1	31.5	122.7
EBITDA	$ 74.7	$ 72.4	$ 57.4	$ 34.3	$ 238.8
Restructuring (1)	6.1	(0.5)	10.2	13.0	28.8
Noncontrolling interest restructuring (2)	(0.3)	-	(0.2)	(2.5)	(3.0)
Stock-based compensation (3)	2.7	2.2	2.4	2.5	9.8
Impairment charges (4)	-	-	-	10.1	10.1
Payment to former CEO and transition cost (5)	-	-	-	11.5	11.5
Noncontrolling deferred tax valuation reversal (6)	-	-	-	2.0	2.0
Adjusted EBITDA	**$ 83.2**	**$ 74.1**	**$ 69.8**	**$ 70.9**	**$ 298.0**
Net Leverage					
Debt payable within one year					32.6
Long-term debt					450.8
Less: cash and cash equivalents					(270.6)
Net Leverage					**212.8**
Net Leverage Ratio					**0.7**

(1) Includes cash and non-cash restructuring.
(2) Proportionate share of restructuring costs related to FMEA joint venture.
(3) Non-cash stock amortization expense and non-cash stock option expense for grants issued at emergence from bankruptcy.
(4) Impairment charges related to goodwill ($2.8 million) and fixed assets ($7.3 million)
(5) Executive compensation for retired CEO and recruiting costs related to search for new CEO
(6) Noncontrolling interest deferred tax valuation reversal

Note: Numbers subject to rounding

Adjusted EBITDA as a Percent of Sales as of Dec 31,2012

($ USD Millions)

	Three Months Ended				Twelve Months Ended
	Mar 31, 2012	Jun 30, 2012	Sep 30, 2012	Dec 31, 2012	Dec 30, 2012
Net income	$ 23.8	$ 77.3	$ 11.6	$ (9.9)	$ 102.8
Provision for income tax expense	8.1	(46.2)	5.4	1.2	(31.5)
Interest expense, net of interest income	11.2	10.8	11.3	11.5	44.8
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EBITDA	$ 74.7	$ 72.4	$ 57.4	$ 34.3	$ 238.8
Restructuring (1)	6.1	(0.5)	10.2	13.0	28.8
Noncontrolling interest restructuring (2)	(0.3)	-	(0.2)	(2.5)	(3.0)
Stock-based compensation (3)	2.7	2.2	2.4	2.5	9.8
Impairment charges (4)	-	-	-	10.1	10.1
Payment to former CEO and transition cost (5)	-	-	-	11.5	11.5
Noncontrolling deferred tax valuation reversal (6)	-	-	-	2.0	2.0
Adjusted EBITDA	**$ 83.2**	**$ 74.1**	**$ 69.8**	**$ 70.9**	**$ 298.0**
Sales	**765.3**	**734.5**	**684.0**	**697.1**	**2,880.9**
Adjusted EBITDA as a percent of Sales	**10.9%**	**10.1%**	**10.2%**	**10.2%**	**10.3%**

(1) Includes cash and non-cash restructuring.
(2) Proportionate share of restructuring costs related to FMEA joint venture.
(3) Non-cash stock amortization expense and non-cash stock option expense for grants issued at emergence from bankruptcy.
(4) Impairment charges related to goodwill ($2.8 million) and fixed assets ($7.3 million)
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Non-GAAP Financial Measures

EBITDA and adjusted EBITDA are measures not recognized under Generally Accepted Accounting Principles (GAAP) which exclude certain non-cash and non-recurring items.

When analyzing the company's operating performance, investors should use EBITDA and adjusted EBITDA in addition to, and not as alternatives for, net income (loss), operating income, or any other performance measure derived in accordance with GAAP, or as an alternative to cash flow from operating activities as a measure of the company's performance. EBITDA and adjusted EBITDA have limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of the company's results of operations as reported under GAAP. Other companies may report EBITDA and adjusted EBITDA differently and therefore Cooper Standard's results may not be comparable to other similarly titled measures of other companies.