

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**THE GOODYEAR TIRE & RUBBER COMPANY**  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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**GO**

**Supplem**

**April 2021**

# Executive Summary

## **Temporary Executive Compensation Program Changes Due**

- Goodyear faced a very challenging operating environment i
- In July 2020, the Compensation Committee realigned our i support our financial position and to put us on a path to an

## **Compensation Outcomes and Realized Pay Demonstrate S**

- The performance goals in the revised plans were rigorous, a 77% of target
- The payout under the modified 2020 AIP was lower than w the program to align with our new business priorities (in ad
- The payout under the modified 2020 Long Term Incentive F before any revisions
- These results evidence our broader pay-for-performance ph price performance and CEO's realized pay

## **Governance Profile and Shareholder Rights Provide Oversig**

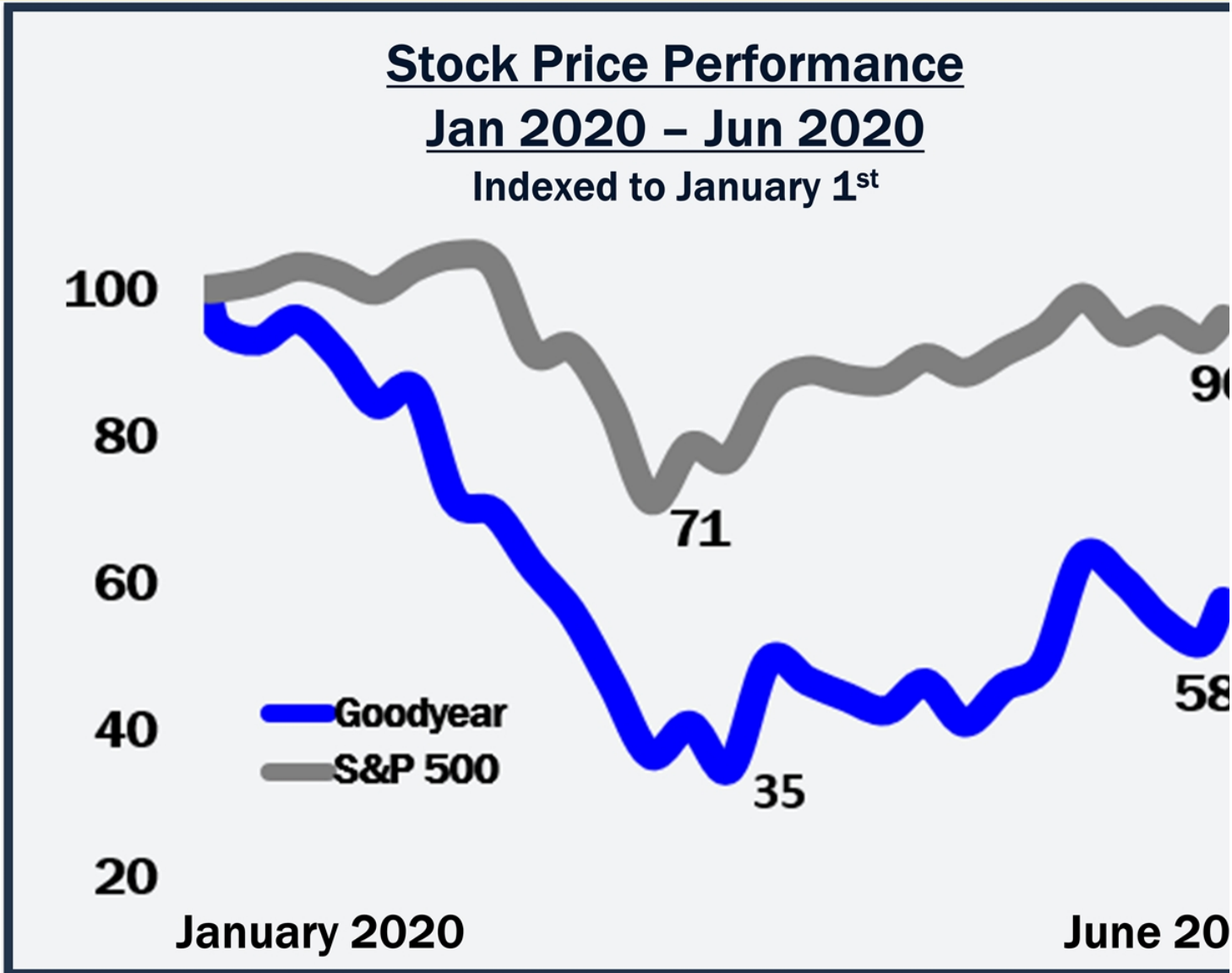
- Goodyear provides robust shareholder rights, including maj call a special meeting

# Impact of COVID-19 on Customer Demand

- Unprecedented decline in industry volume during Q2
  - OEMs suspended vehicle production
  - Shelter-in-place mandates impacted miles traveled and retail demand
  - Most major consumer tire distributors shuttered their businesses temporarily
- Limited visibility into full-year outlook
  - Risks of additional COVID-19 waves / additional mobility restrictions
  - Continued softness in vehicle miles traveled

**Significant industry changes**

# Investor Perspective: Q2 2020



Environment required reset of business

# New Strategic Priorities

The scale of the global shutdown, the severity of the uncertainty as to its duration required us to shift our focus to maintaining liquidity while positioning our business for recovery.

**Share**

Focus on relative performance in an uncertain volume environment

**Cost**








Focus on controlling costs in a low-volume market

**Cash**





Focus on maintaining financial strength and flexibility

**Recalibrated priorities around the**

# 2020 Annual Incentive Plan Change

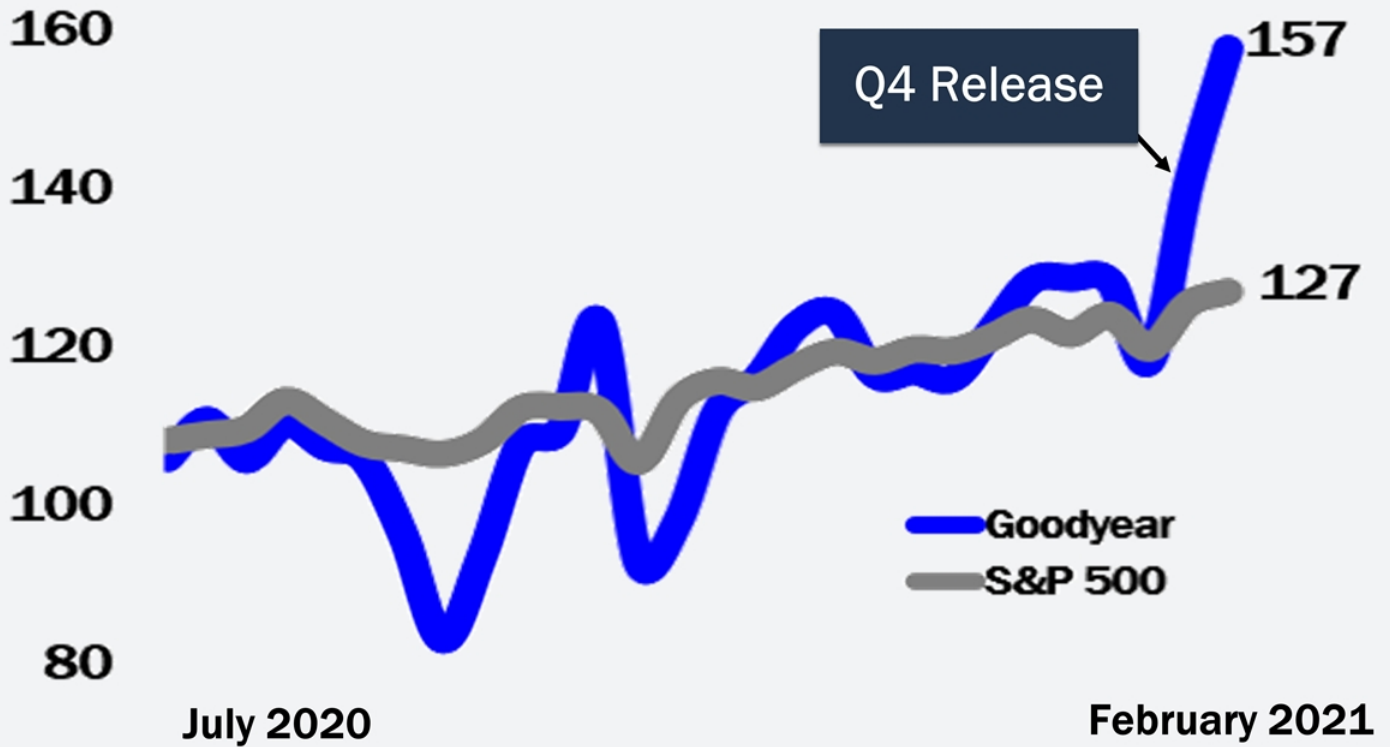
	Original Plan for 2020	Revised Plan
Plan Period	Jan. 1 – Dec. 31, 2020	July 1 – Dec. 31, 2020
Financial Payout Range	<ul style="list-style-type: none"> <li>• Max: 150%</li> <li>• Target: 100%</li> <li>• Threshold: 50%</li> </ul>	<ul style="list-style-type: none"> <li>• Max: 100%</li> <li>• Target: 50%</li> <li>• Threshold: 25%</li> </ul>
Metrics & Weightings	<ul style="list-style-type: none"> <li>  <ul style="list-style-type: none"> <li>• 40% EBIT</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 40% Free Cash Flow (FCF)</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 20% Strategic and Operational (Individual) Performance Goals</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>  <ul style="list-style-type: none"> <li>• 25% EBIT</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 25% Free Cash Flow (FCF)</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 25% Strategic and Operational (Individual) Performance Goals</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 25% Cash</li> </ul> </li> </ul>

# 2020-2022 LTIP Changes (2020 Performance)

	Original Plan for 2020	Revised Plan
Plan Period	Jan. 1 – Dec. 31, 2020	No
Financial Payout Range	<ul style="list-style-type: none"> <li>• Max: 150%</li> <li>• Target: 100%</li> <li>• Threshold: 50%</li> </ul>	<ul style="list-style-type: none"> <li>• Max: 100%</li> <li>• Target: 50%</li> <li>• Threshold:</li> </ul>
Metrics & Weightings	<ul style="list-style-type: none"> <li>  <ul style="list-style-type: none"> <li>• 50% Net Income</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>• 50% Cash Flow Return on Capital (CFROC)</li> </ul> </li> <li>• TSR Modifier (+- 20%)</li> </ul>	<ul style="list-style-type: none"> <li>  <ul style="list-style-type: none"> <li>•</li> </ul> </li> <li>  <ul style="list-style-type: none"> <li>•</li> </ul> </li> </ul>

# New Strategic Priorities: Result

**Stock Price Performance**  
**July 1, 2020 – Feb 12, 2021**  
Indexed to July 1<sup>st</sup>



**New strategic priorities were the right**

# 2020 Incentive Plan Pay Outcomes

## Annual Incentive Plan (AIP)

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77%

**Modified 2020 AIP Payout**

80%

**2020 AIP Payout under 2019  
plan design**

- The modifications enhanced management's focus on our pandemic-driven business priorities
- AIP payout would have been slightly higher under prior program design
- However, in that scenario, we may not have been as well-positioned to recover from the impacts of the COVID-19 pandemic on our business

**Revision to 2020 compensation p**

# Incentive Plan Pay Outcomes: Realized

In line with our pay for performance philosophy, compensation responds to our performance. The following table illustrates the alignment of the three-year average target and realized pay

Stock Price  
Dec. 31, 2017

Stock Price  
Dec. 31, 2020

\$10.91

CEO Target Pay  
(2018-2020 Average)

CEO Realized Pay  
(2018-2020 Average)

\$4.7M

**Realized pay aligned**

# Robust Governance and Shareholder

- Goodyear's Board is committed to best practice shareholder rights
- Goodyear's shareholders have robust mechanisms directly to the Company and Board
  - Annual election of Directors
  - Majority vote standard for uncontested
  - Shareholder proxy access right
  - Extensive shareholder engagement, including
  - Special meeting rights with 25% threshold

The Board believes reducing the threshold to call a special meeting is consistent with Goodyear's demonstrated track record of robust governance and the Company's already strong corporate governance.

# We Request Your Support at Our Annual Meeting

- Amid the COVID-19 pandemic, the Compensation Committee has focused its attention around our near-term business priorities to stabilize the company and support recovery
- The pay outcomes in our modified 2020 AIP and LTI plan are consistent with the plan set, particularly amid unprecedented industry and economic challenges
- Goodyear has a track record of pay-for-performance, with executive realized pay and the performance of our share price closely aligned
- Goodyear's Board is composed of Directors who are independent and objective, and ensuring shareholders have robust rights and protections

- ✓ **FOR** the election of Directors
- ✓ **FOR** the advisory vote on executive compensation
- ✓ **FOR** the ratification of Goodyear's independent compensation consultant
- ✓ **AGAINST** the shareholder proposal requesting that the Board ask shareholders to call a special meeting



**APPE**

# Sustainability Framework: Goodyear

## Building a better future for

### Pillars of our Corporate

Pillar



Topic

**Sustainable Raw Materials and Sourcing**  
**Supply Chain Management**

**Safety and Health**  
**Operational Impacts**  
**Product Quality**  
**End-of-Life Tires**  
**Business Continuity**

Focus Areas

- Source sustainable natural rubber
- Increase sustainable material usage
- Pursue raw material traceability
- Remove materials of concern
- Manage supply chain ESG risks

- Culture of safety and health
- Reduce environmental impact
- Produce high-quality products
- Drive ELT to beneficial reuse
- Risk analysis and mitigation

**Material topics developed with**

# Inspiring Culture: Diversity & Inclusion



Goodyear recognizes  
a diverse workforce as

# Use of Non-GAAP Financial Measures

**This presentation contains historical non-GAAP financial measures, are important financial measures for the company but are not financial alternatives to corresponding financial measures presented in accordance with U.S. GAAP.**

**Total Segment Operating Income is the sum of the individual segment operating incomes, calculated in accordance with U.S. GAAP. Management believes that Total Segment Operating Income is a useful measure of the value of income created by the company's SBUs and exclude items not included in U.S. GAAP. The most directly comparable U.S. GAAP financial measures to Total Segment Operating Income are Earnings Before Interest and Taxes (EBIT) and Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA).**

**Free Cash Flow is the company's Cash Flows from Operating Activities less capital expenditures. Management believes that Free Cash Flow is useful for evaluating the company's ability to fund ongoing operations, after taking into consideration capital expenditures and other cash requirements. The most directly comparable U.S. GAAP financial measure to Free Cash Flow is Cash Flows from Operating Activities.**

**It should be noted that other companies may calculate similarly-titled financial measures presented herein may not be comparable to such similarly-titled financial measures.**

# Reconciliation for Segment Operating

*(\$ in millions)*

## **Total Segment Operating Income**

Rationalizations

Interest expense

Other income (expense)

Asset write-offs and accelerated depreciation

Corporate incentive compensation plans

Retained expenses of divested operations

Other

## **Income before Income Taxes**

United States and Foreign Tax Expense

Less: Minority Shareholders' Net Income (Loss)

**Goodyear Net Income (Loss)**

# Reconciliation for Free Cash Flow

*(\$ in millions)*

**Cash Flow from Operating Activities (GAAP)**

Capital Expenditures

**Free Cash Flow (non-GAAP)**

**Cash Flow from Investing Activities (GAAP)**

**Cash Flow from Financing Activities (GAAP)**

**GOODY!**