

FERRO CORPORATION
BOARD OF DIRECTORS
CHARTER OF THE
GOVERNANCE, NOMINATION
& COMPENSATION COMMITTEE

A. Purpose

The Governance, Nomination & Compensation Committee will have responsibility for –

1. Recommending to the Board corporate governance principles for the Corporation and overseeing the Corporation's adherence to corporate governance principles adopted by the Board,
2. Recommending to the Board criteria and qualifications for new Board members and recommending to the Board nominees for appointment or election as Directors,
3. Recommending to the Board the composition of committees and the chairs of each and policies for compensation of directors, and
4. Setting the compensation of the Corporation's executive management.

B. Composition

1. The Committee will consist of such number of directors as the Board determines from time to time, but the Committee shall have at least three members at all times.
2. The Board will appoint the members of the Committee and have the power to remove or replace members of the Committee.
3. Each member of the Committee must be "independent" as determined by the Board in compliance with SEC Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 and the New York Stock Exchange (NYSE) listing standards.
4. The Chair of the Committee will be responsible for its operation and conduct and will have the power to designate such subcommittees as the Committee deems appropriate.
5. The Committee will report to the Board.

C. Responsibilities

In addition to other duties and responsibilities that may be assigned to the Committee from time to time by the Board or that the Committee itself may determine are required in order for it to achieve its stated purpose, the Committee will have the following goals and responsibilities:

1. Corporate Governance Policies and Oversight of Board Evaluations

- a. The Committee will develop, recommend to the Board and review periodically a set of corporate governance principles applicable to the Corporation, and will oversee compliance with the principles in effect from time to time.
- b. The Committee will oversee periodic Board and Committee self-evaluations.

2. Nomination of Directors

- a. The Committee will develop and recommend to the Board the criteria to be used and qualifications required in the selection of candidates for nomination to the Board.
- b. The Committee will identify and evaluate the qualifications of prospective Director candidates, including incumbents whose terms will expire at the next Annual Meeting, and when vacancies on the Board occur, recommend to the Board suitable candidates for appointment and/or election to the Board.
- c. The Committee will consider recommendations for nomination made in writing by shareholders.
- d. The Committee will review periodically the Board's Guidelines for Determining Director Independence and make recommendations as to any changes in the definition the Committee believes are or may be appropriate.
- e. Each year the Committee will assess on a director-by-director basis which directors, in the Committee's judgment, meet the Board's definition of "independence" and make recommendations to the Board concerning the Board's determinations with respect thereto.
- f. The Committee will periodically review Director and committee member and committee chair compensation and make recommendations to the Board as the Committee deems appropriate.

3. Committee Composition

- a. The Committee will review annually the general scope of responsibilities and assignments of the committees of the Board and recommend appropriate modifications as appropriate.
- b. The Committee will review annually member qualifications for each of the committees of the Board and recommend to the Board the appointment of Committee members and Committee chairs, with a view toward rotating members of each committee every three years, except for the chairs, whose terms may be longer as deemed in the Corporation's best interest.

4. Compensation of Executive Management

- a. The Committee will review periodically the principal components of the Corporation's salary and incentive compensation programs for the Corporation's executive management and make recommendations to the Board concerning changes the Committee deems appropriate.
- b. The Committee will annually assess the performance of the Corporation's chief executive officer against the goals and objectives established by the Committee, review in detail the chief executive officer's compensation, and set salary and incentive components of such compensation. The Committee will consider the following with respect to long-term incentives:
 - i. The Company's performance and relative shareholder return,
 - ii. The value of similar incentive awards to the chief executive officers of comparable companies, and
 - iii. The awards made to the chief executive officer in prior years.
- c. The Committee will annually review the chief executive officer's evaluations of the performance of other executive officers of the Corporation against the established goals and objectives, make its own assessment of the performance of such officers and set salary and incentive components of the compensation for such officers.
- d. The Committee will be responsible for the administration, implementation and interpretation of the Corporation's long-term incentive plans, including stock options, stock appreciation rights, performance incentives, and similar plans and arrangements.
- e. The Committee will issue a report for inclusion in the proxy statement which contains the disclosures about the Corporation's executive compensation as are required under NYSE listing standards and SEC regulations and will report at least annually to the Board on its evaluation of the overall performance of executive management and the status of succession planning.
- f. The Committee will participate with management in the selection and hiring of the Corporation's executive officers.

E. Other Duties and Authorities

1. The Committee will have sole authority to retain (and terminate) any search firms used to identify director candidates, including sole authority to approve the fees and other retention terms.
2. The Committee will have sole authority to retain (and terminate) any executive compensation consulting firms used to evaluate the Corporation's executive management compensation, including sole authority to approve the fees and other retention terms.

3. The Committee will assess its own performance annually.