

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee of the board of directors of Libbey Inc. is formed for the purposes of making recommendations to the board regarding (a) appropriate corporate governance principles, (b) the nominees for election as directors at the next annual meeting of shareholders, (c) the identification and evaluation of prospective new board members, (d) the composition of the board, board committees and the chair of each committee, (e) the Nominating and Governance Committee's evaluation of director compensation, (f) the review process for the board to evaluate its performance and (g) the evaluation of the performance of the Chief Executive Officer based on objective criteria established by the Nominating and Governance Committee.

The purposes and responsibilities of the Nominating and Governance Committee include the following:

- Develop appropriate corporate governance principles for consideration by the board and review the corporate governance principles adopted by the board from time to time and recommend modifications when appropriate.
- With input solicited from all board members, propose and review the criteria for board membership and assess any changing needs of the board at least biannually.
- With input solicited from all board members, establish a selection process for new members of the board, identify prospective candidates for membership on the board consistent with the criteria approved by the board, evaluate the individuals identified as candidates for membership on the board and make recommendations to the board.
- Assist the Chief Executive Officer in developing an orientation program for new board members.
- Recommend to the board the appropriate board committees and the composition (appointment and removal of committee members as necessary) and chair of each committee.
- Review the compensation provided by the company for service as a board member and report to the board as to the competitiveness of the company's board compensation practices relative to those of comparable size businesses.
- Recommend appropriate equity ownership to be attained by board members.

- Recommend to the board a review process for the board to evaluate its overall performance as a board and oversee the evaluation.
- Establish objective criteria and develop an approach for the entire board to participate in an annual evaluation of the Chief Executive Officer of the Company and oversee the evaluation.
- Perform an annual evaluation of the performance and effectiveness of the Nominating and Governance Committee.
- Perform such other duties as may be assigned to it by the board.

The Nominating and Governance Committee shall consist entirely of non-employee directors who meet the applicable requirements of the New York Stock Exchange for membership on the Nominating and Governance Committee and the independence standards of the board. The board appoints the committee members after receipt of the recommendation of the Nominating and Governance Committee.

The chairman of the committee is responsible for the frequency and duration of the committee meetings, for establishing the agenda for the committee meetings in consultation with the other committee members and for providing a report of the committee meeting to the board at the next board meeting.

In the performance of its duties, the Nominating and Governance Committee shall have the authority to delegate any of its responsibilities to such subcommittees as it deems appropriate. The Nominating and Governance Committee also shall have the sole authority to retain, and terminate the retention of, such director search firms as the committee deems appropriate to locate competent directors, at such fees and upon such terms as the Nominating and Governance Committee in its sole discretion shall determine.

April 26, 2004