

**PPG INDUSTRIES, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**CHARTER**

This Charter describes the composition, purposes and responsibilities of the Nominating and Governance Committee (the “NGC” or the “Committee”), a standing committee of the Board of Directors of PPG Industries, Inc. (“PPG” or the “Company”). It incorporates those parts of PPG’s Bylaws and the rules, policies and guidelines adopted by PPG’s Board of Directors which are applicable to the Committee.

- I. Composition. The Committee will be composed solely of non-employee Directors who are independent according to the categorical independence standards established by the Board of Directors and applicable laws, rules, regulations and stock exchange listing requirements.
  
- II. Purpose and Responsibilities. In addition to any other duty delegated to it by the Board of Directors, the NGC shall be responsible:
  - (A) to identify and recommend to the Board of Directors those persons (1) to be nominated and stand for election to the Board of Directors at the Annual Meeting of Shareholders and (2) to be elected by the Board of Directors to fill any vacancy in its number and to assign Directors to classes in accordance with the Company’s Articles of Incorporation;
  
  - (B) to identify and recommend to the Board of Directors those persons (1) to be elected by the Board of Directors to the offices of Chairman of the Board of Directors, Vice Chairman of the Board of Directors, President and any other office of the Company which would cause such person to be an executive officer (as defined in the Securities Exchange Act of 1934) and (2) to be appointed by the Board of Directors to membership on the Executive Committee;

- (C) to recommend to the Board of Directors actions to be taken regarding the structure, organization and functioning of the Board of Directors;
- (D) to recommend to the Board of Directors those Directors to be appointed to serve as members, and as chairs, of the standing and other committees established by the Board of Directors;
- (E) to determine whether there is an "interlocking directorate" issue or other conflict for any Director who is considering accepting an invitation to join the board of directors of any other business corporation (whether publicly or privately held) and to communicate such determination, and any related recommendation, to such Director and to the Board;
- (F) to consider, approve or deny approval to any application by a Company officer to serve on the board of directors of other publicly or privately held business corporations; and
- (G) to consider, resolve and handle all other matters relating to the corporate governance of the Company as are, from time to time, delegated to the NGC by the Board of Directors.

### III. Committee Operations:

- (A) The following criteria shall be used in considering any candidates for Director:
  - (1) age shall be considered only in terms of experience of the candidate, seeking candidates who have broad experience in business, finance, the sciences, administration, government affairs or law;
  - (2) candidates for Director should have a knowledge of the national and international operations of industrial businesses such as those of the Company with special emphasis, whenever possible, on the United States, Canada, Europe, the Far East and Latin America;

- (3) candidates for Director should be cognizant of the Company's societal responsibilities in conducting its operations;
  - (4) each candidate should have sufficient time available to be a meaningful participant in Board affairs. Candidates should not be considered if there is either a legal impediment to service or a foreseeable conflict of interest which might materially hamper full and objective participation in all matters considered by the Board of Directors;
  - (5) in accordance with the Company's Retirement Policy for Directors, absent unforeseen health problems, each candidate should be able to serve as Director for a sufficient period of time to make a meaningful contribution to the Board's guidance of the Company's affairs; and
  - (6) the Board will be comprised of a majority of independent Directors.
- (B) The NGC should seek to establish a Board of Directors that, when taken as a whole, should
- (1) be representative of the broad scope of shareholder interests, without orientation to any particular constituencies;
  - (2) challenge Company management, in a constructive way, to reach the Company's goals and objectives;
  - (3) be sensitive to the cultural and geographical diversity of the Company's shareholders, associates, operations and interests;
  - (4) be comprised principally of active or retired senior executives of publicly held corporations or financial institutions, with consideration given to those individuals who are scientifically-oriented, educators and government officials having corporate experience,

whenever the needs of the Company indicate such membership would be appropriate;

- (5) include Directors of varying ages, but whose overriding credentials reflect maturity, experience, insight and prominence in the community; and
  - (6) be small enough to promote open and meaningful Board room discussion, but large enough to staff the necessary Board Committees. The Restated Articles of Incorporation and Bylaws of PPG provide for no less than 9 nor more than 17 board members.
- (C) The preliminary search for candidates for the Board of Directors shall be undertaken by the NGC by:
- (1) soliciting recommendations for potential Directors from NGC members and incumbent Directors and considering recommendations from Company stockholders;
  - (2) promoting or creating opportunities to have Director candidates meet as many NGC members and incumbent Directors as are possible;
  - (3) making all recommendations to the Board for Director candidate nominations; and
  - (4) requiring the Company Secretary to maintain a central file of all candidates under consideration from time to time to serve as Directors. Such files shall:
    - (a) contain biographical and other data about each candidate as the NGC may deem pertinent; and
    - (b) be reviewed and revised periodically by the NGC in consultation with the Company's Secretary.
- (D) The NGC shall consider the retention of, and Committee assignments for, all incumbent Directors.

- (1) Prior to the renomination of any incumbent Director, the NGC shall examine such Director's:
    - (a) change in position of principal employment by retirement or otherwise and the concomitant effect such change shall have on the incumbent's ability to continue to make meaningful contributions to the Board (note: the NGC shall consider and make a recommendation to the Board on the disposition of any offer of resignation received from a Director by reason of such Director's retirement from, or change in, his or her principal occupation or primary business affiliation); and
    - (b) attendance record for Board and Committee meetings during the Director's term; and
    - (c) health, as a possible impediment to continued active involvement as a Director.
  - (2) The NGC shall obtain the resignation of the retiring Company Chief Executive Officer or any other retiring officer in accordance with the retirement policy for Directors.
- (E) The NGC should develop and recommend to the Board a set of corporate governance guidelines.
  - (F) The NGC should recommend to the Board the process and criteria to be used in evaluating the performance of the Board and oversee the evaluation of the Board and management.
  - (G) The NGC should conduct and present to the Board an annual performance evaluation of the NGC.
  - (H) The NGC will annually assess the adequacy of the charter of each committee of the Board of Directors and report its assessment of each committee's charter to that committee and to the full Board.

(I) The NGC should make recommendations to the Board regarding any proposal received from any shareholder concerning matters a shareowner proposes to present for action by the Company's shareowners.

IV. General. In carrying out these responsibilities, the NGC shall have full access to the Company's independent registered public accounting firm, internal auditors, general counsel, any of the Company's outside counsel and advisors and such executive and other personnel in the Company as the NGC deems appropriate. The NGC shall have the authority to retain and terminate any search firms engaged to assist in identifying director candidates as the NGC deems appropriate, including authority to approve any such search firms' fees and other retention terms. The NGC will also have the authority to designate and to delegate duties to such subcommittees as it deems necessary or desirable.