

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

CHARTER

This Charter describes the composition, purposes and responsibilities of the Nominating and Governance Committee (the “Committee”), a standing committee of the Board of Directors of PPG Industries, Inc. (the “Company”). It incorporates those parts of the Company’s Bylaws and the rules, policies and guidelines adopted by the Company’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 Committee 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 or newly-created directorship and to recommend to the Board of Directors assignment of Directors to classes in accordance with the Company’s Articles of Incorporation;
 - (B) to consider persons nominated as Director candidates by shareholders pursuant to the Company’s Bylaws using the same criteria that is used when considering candidates identified by the Committee;
 - (C) to identify and recommend to the Board of Directors those persons (1) to be elected by the Board of Directors to the offices of Chair of the Board of Directors, Vice Chair of the Board of Directors, Chief Executive Officer, 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 and other management committees established by the Board of Directors, unless the responsibility for the appointment of the members of such committees shall have been delegated by the Board of Directors to another committee or person;

- (D) to recommend to the Board of Directors actions to be taken regarding the structure, organization and functioning of the Board of Directors;
- (E) to recommend to the Board of Directors those Directors to be appointed to serve as members, and as chairs, of the standing and, as appropriate, other committees established by the Board of Directors;
- (F) 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 of Directors;
- (G) 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;
- (H) to periodically review corporate governance developments, regulatory changes and trends applicable to the corporate governance of the Company and make recommendations regarding such matters to the Board of Directors, and to consider, resolve and handle all matters relating to the corporate governance of the Company as are, from time to time, delegated to the Committee by the Board of Directors;
- (I) in conjunction with matters reviewed by the Board of Directors and its other committees, to review the Company's environmental, social and governance programs and practices; and
- (J) to review the Company's policies and practices regarding government affairs, public policy advocacy, and political spending and activities.

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, leadership, technology, strategy, sustainability, global affairs or law;
 - (2) candidates for Director should have a knowledge of the global operations of industrial businesses such as those of the Company;

- (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 the affairs of the Board of Directors. 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 matters considered by the Board of Directors;
 - (5) in accordance with the Company's retirement policy for Directors in the Corporate Governance Guidelines, 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 of Directors' guidance of the Company's affairs; and
 - (6) the Board of Directors will be comprised of a majority of independent Directors.
- (B) The Committee 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 diversity of the Company's shareholders, associates, operations and other stakeholder interests;
 - (4) be comprised principally of active or retired senior executives of publicly held corporations or financial institutions, with consideration given to those individuals whose skills are complementary to the existing Directors' skills and the Board's needs for particular expertise in fields such as manufacturing, technology, strategy, finance, marketing, international business, human capital management, sustainability or other areas of expertise relevant to the Company's business, 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 the Company provide for no less than 9 nor more than 17 Directors.
- (C) The preliminary search for candidates for the Board of Directors shall be undertaken by the Committee by:
- (1) soliciting recommendations for potential Directors from Committee members and incumbent Directors and considering recommendations from Company shareholders;
 - (2) promoting or creating opportunities to have Director candidates meet as many Committee members and incumbent Directors as are possible;
 - (3) making all recommendations to the Board of Directors 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 Committee may deem pertinent; and
 - (b) be reviewed and revised periodically by the Committee in consultation with the Company's Secretary.
- (D) The Committee shall consider the retention of, and Committee assignments for, all incumbent Directors.
- (1) Prior to the renomination of any incumbent Director, the Committee 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 of Directors (note: the Committee shall consider and make a recommendation to the Board of Directors 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);

- (b) attendance record for Board of Directors and Committee meetings during the Director's term; and
 - (c) any other known limitations to continued active involvement as a Director or other considerations deemed relevant by the Committee.
 - (2) The Committee shall obtain the resignation of the retiring Company Chief Executive Officer or any other retiring officer serving as a Director in accordance with the retirement policy for Directors in the Corporate Governance Guidelines.
 - (E) The Committee should develop and recommend to the Board of Directors a set of corporate governance guidelines.
 - (F) The Committee should recommend to the Board of Directors the process and criteria to be used in evaluating the performance of the Board of Directors and oversee the evaluation of the Board of Directors and its standing committees.
 - (G) The Committee should conduct and present to the Board of Directors an annual performance evaluation of the Committee.
 - (H) The Committee 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 of Directors.
 - (I) The Committee will review with management the Company's engagement with shareholders on corporate governance matters, and the Committee should make recommendations to the Board of Directors regarding proposals received from shareholders concerning matters such shareholder proposes to present for action by the Company's shareholders.
- IV. General. In carrying out these responsibilities, the Committee 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 Committee deems appropriate. The Committee shall have the authority to retain and terminate any search firms engaged to assist in identifying director candidates as the Committee deems appropriate, including authority to approve any such search firms' fees and other retention terms. The Committee will also have the authority to designate and to delegate its duties to such subcommittees and committees of management as it deems necessary or desirable.