

LIBBEY INC. AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Libbey Inc. (the “**Company**”) shall assist the Board with oversight of:

- the integrity of the Company's financial statements and the financial reporting process;
- the Company's compliance with legal and regulatory requirements;
- the independent auditor's qualifications and independence;
- the performance of the Company's internal audit function and independent auditors; and
- the Company's risk assessment process and those enterprise risks delegated to the Committee by the Board of Directors in the context of the Company's enterprise risk management (ERM) program.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on:

- management for the preparation and accuracy of the Company's financial statements;
- both management and the Company's internal auditors for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and
- the Company's independent auditors for an unbiased, diligent audit or review, as applicable of the Company's financial statements and the effectiveness of the Company's internal controls.

The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

In fulfilling its obligations, it is the responsibility of the Committee to provide for free and open communication between the Committee, independent auditors, internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered by the Board to investigate any matter brought to its attention. Such investigation will include but not be limited to full access to all books, records, facilities and personnel of the Company and the authority to retain outside counsel or other advisors for this purpose.

The Committee, in carrying out its responsibilities, believes that its policies and procedures should remain flexible in order to best react to changing conditions and circumstances.

Composition

Size. The Committee shall consist of the number of Directors fixed by the Board from time to time but at all times shall consist of no fewer than three members of the Board.

Qualifications. Each Committee member must be independent in accordance with the listing standards of the NYSE MKT stock exchange and Rule 10A-3 of the Securities Exchange Act of 1934, as amended. Each member of the Committee must be financially literate, as the Board interprets that qualification in its business judgment, or become financially literate within a reasonable period of time after appointment to the Committee, and at least one member of the

Committee must be an "audit committee financial expert," as defined by the rules of the Securities and Exchange Commission. In addition, at least one member of the Committee must have accounting or related financial management expertise, as the Board interprets that qualification in its business judgment. A member who satisfies the definition of "audit committee financial expert" will be presumed to have accounting or related financial management expertise.

Selection. The Board will select the members and Chair of the Committee based on recommendations made by the Nominating and Governance Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may from time to time decide or until such Committee member is no longer a Board member. The Board may remove any member from the Committee at any time for any reason.

Limitations on Service. No member of the Committee shall serve simultaneously on the audit committees of more than two other public companies.

Duties and Responsibilities

The following are the principal duties and responsibilities of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide, with the understanding that the Committee may supplement them as appropriate.

- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditors must report directly to the Committee.
- The Committee shall be directly responsible for selecting, retaining, compensating, overseeing and terminating, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- The Committee shall pre-approve all audit and permitted non-audit and tax services provided by the independent auditors, and shall not engage the independent auditors to perform non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- At least annually, the Committee shall obtain and review the scope and results of the internal audit program, including current and future budgets, programs, responsibilities and staffing of the Company's internal audit function, procedures for implementing accepted recommendations made by the internal auditor and any significant matters contained in reports from the internal audit function.
- At least annually, the Audit Committee Chair in consultation with the CFO, will review the performance of the chief audit executive and concur with the annual compensation and salary adjustment.
- At least annually, the Committee shall obtain and review a report by the independent auditors describing:
 - (1) the firm's internal quality control procedures;

- (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm, or by any other inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - (3) all relationships between the independent auditors and the Company or any of its subsidiaries (to assess the auditors' independence).
- After reviewing the foregoing report and the independent auditors' work throughout the year, the Committee shall discuss with the independent auditors the report and any relationships or services that may impact the objectivity and independence of the auditors and shall evaluate the auditors' qualifications, performance and independence. Such evaluation shall include the review and evaluation of the lead partner of the independent auditors and take into account the opinions of management and the internal auditors.
 - The Committee shall determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under the independence rules of the Securities and Exchange Commission, and shall consider whether, in order to assure continuing audit firm independence, there should be regular rotation of the audit firm itself.
 - The Committee shall review and discuss with the Company's independent auditors:
 - (1) The auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process;
 - (2) The overall audit strategy;
 - (3) The scope and timing of the annual audit;
 - (4) Any significant risks identified during the auditors' risk assessment procedures; and
 - (5) When completed, the results, including significant findings, of the annual audit.
 - The Committee shall regularly review and discuss with the independent auditors and management any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, any significant disagreements with management and management's response to these problems, difficulties or disagreements. The Committee shall review any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office with respect to significant auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company.
 - The Committee will keep the independent auditors informed of the Committee's understanding of the Company's relationship and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transaction with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

- The Committee shall review and discuss the quarterly financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
- The Committee shall, prior to the filing of the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), review and discuss with management and the Company's independent auditors the annual audited financial statements, including the related notes, the form of audit opinion to be issued by the Company's independent auditors on the financial statements and the disclosure under Management's Discussion and Analysis of Financial Condition and Results of Operations. The Committee's review of the financial statements shall include:
 - (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the company's selection or application of accounting principles, and major issues as to the adequacy of the company's internal controls and any specific remedial actions or audit steps adopted in light of material control deficiencies;
 - (2) analyses prepared by management and/or the independent auditors regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (3) consideration of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements;
 - (4) consideration of the judgment of both management and the independent auditors about the quality, and not just the acceptability, of accounting principles; and
 - (5) the clarity of the disclosures in the financial statements.
- The Committee shall review and discuss with the Company's independent auditors any other matters required to be discussed by *PCAOB Auditing Standards No. 16, Communicating with Audit Committees*, or other professional standards.
- The Committee shall receive and review a report from the independent auditors, prior to the filing of the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), on all critical accounting policies and practices of the Company; all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditor; and other material written communications between the independent auditors and management.
- The Committee shall discuss with management and review generally the types of information to be discussed and the presentation to be made in earnings press releases, presentations to rating agencies and guidance provided to analysts.
- The Committee shall review management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent auditors' report on management's assessment.

- The Committee shall discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the Company's internal controls over financial reporting and the Company's disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls. In addition, the Committee shall discuss with management, the internal auditors and the independent auditors any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, in the Company's periodic filings with the SEC. Periodically, the Committee shall meet separately with management, the internal auditors and the independent auditors.
- The Committee shall review the Company's compliance systems with respect to legal and regulatory requirements and review the Company's code of conduct and programs to monitor compliance with such programs. The Committee shall receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
- The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management, including the risk of fraud. The Committee also shall discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Committee also shall discuss with management, and shall review and approve, any election that the Company may make to avail itself of the "end user" exception to the clearing requirements contemplated by rules promulgated pursuant to the Dodd-Frank Act with respect to interest rate swaps, foreign currency swaps, energy hedging and other applicable derivatives.
- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall review with the full Board any issues that arise with respect to the quality or integrity of the company's financial statements, the company's compliance with legal or regulatory requirements, the performance and independence of the company's independent auditors and the performance of the internal audit function.
- The Committee shall set clear hiring policies for employees or former employees of the independent auditors that meet the SEC regulations and stock exchange listing standards.
- The Committee shall determine the appropriate funding needed by the Committee for payment of:
 - (1) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (2) compensation to any advisers employed by the Committee; and
 - (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- The Committee shall perform such other duties as are assigned to it by the Board.
- The Committee shall prepare the audit committee report that the proxy rules of the Securities and Exchange Commission require to be included in the Company's annual proxy statement.

Meetings

The Committee will meet in person or telephonically as frequently as it determines to be appropriate to carry out its responsibilities under this Audit Committee Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee and establishing the agendas for, and supervising the conduct of, such meetings. Each Committee member may submit items to be included on the agenda. Committee members also may raise subjects that are not on the agenda at any meeting. The Committee Chairman or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at

a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws.

The Committee Chair will have other responsibilities as the Committee may designate from time to time.

The Committee may request any officer or other employees of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. However, the Committee shall meet

regularly without members of management being present. Any Board member may attend meetings for informational purposes unless the Committee objects to his or her attendance. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend that meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which that member's participation is not appropriate, and that member's absence shall not destroy the quorum for the meeting.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting solely of members of the Committee.

Outside Advisors

The Committee will have the authority, in its sole discretion, to select, retain and obtain the advice of such legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of such legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, to compensate any legal counsel and/or other advisors retained by the Committee.

Annual Review

At least annually, the Committee will (a) review this Audit Committee Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Audit Committee Charter and report the results of this evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Publication

Consistent with the listing requirements of the NYSE MKT stock exchange, this Audit Committee Charter will be included on the Company's website and will be made available upon request sent to the Company's Corporate Secretary. The Company's annual proxy statement or annual report will state that this Audit Committee Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.

Effective 5/10/2016