

## **LIBBEY INC. CORPORATE GOVERNANCE GUIDELINES**

The following guidelines and the charters of the board committees have been adopted by the board of directors (the “Board”) of Libbey Inc. (the “Company”) to provide a framework for the governance of the Company. In addition, the Company, as a Delaware corporation, is subject to the General Corporation Law of Delaware and the By-Laws of the Company. The Board recognizes that there is an ongoing and energetic debate about corporate governance, and it will review these guidelines and other aspects of governance annually or more often if deemed necessary.

**Role of the Board and Management.** The Company’s business, affairs and operations are conducted by its employees, managers and officers under the direction of the chief executive officer (CEO) and the oversight of the Board.

**Functions of the Board.** The Board, which is elected by the Company’s shareholders, oversees and provides policy guidance for the business, affairs and operations of the Company. The Board selects the CEO of the Company and elects the officers of the Company. The Board monitors overall corporate performance, oversees and participates in the Company’s strategic and business planning process, reviews the annual business budget and reviews significant risks, issues and opportunities facing the Company and management’s approach to addressing such risks, issues and opportunities.

The Board has five scheduled meetings throughout the year and holds special meetings as necessary. Executive sessions of non-management directors without the presence of management are held in conjunction with the regularly scheduled meetings and at least one of the executive sessions each year will include only the independent directors.

At its meetings, the Board receives and discusses reports by management on the performance of the Company, its plans and prospects, and significant risks, issues and opportunities facing the Company. The Board encourages, and the Company has a long history of, having senior officers and other key employees attend Board and committee meetings in an endeavor to provide the Board with a more complete understanding of the business issues presented to the Board for its consideration. Access to management personnel, Company information and independent advisors is available to the Board as necessary and appropriate.

Directors are expected to attend Board meetings and applicable committee meetings and to review all materials received from management in advance of meetings to enable the board to understand the issues to be decided and to provide its oversight and advisory functions. Directors are encouraged to attend the Company’s annual meeting of shareholders.

In addition to its general oversight of management, on a periodic basis the Board routinely performs a number of specific functions including:

- Determination of the independence of Board members
- Establishment of Board committees and committee assignments
- Establishment of the criteria for Board membership
- Review and selection of new Board members
- Review of Board compensation
- Review and evaluation of the performance of the CEO
- Review of the Company’s succession planning and management development
- Review of the Board’s guidelines for corporate governance
- Review and evaluation of the performance of the Board

**Director Qualifications.** A majority of the Board shall consist of independent directors, as “independence” is defined by the applicable rules of the New York Stock Exchange. Currently the Board believes that no more than two directors should be employees of the Company.

Members of the Board should have the highest professional and personal ethics and values, consistent with longstanding Company values and standards. They should have broad experience at the policy-making level in business, government, education, technology or public interest. They should be committed to enhancing shareholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. Each director must represent the interests of all shareholders.

Members of the Board may serve on the boards of directors of no more than three (3) other public companies, and members of the audit committee of the Board may serve on the audit committees of no more than two (2) other public companies.

**Selection of Directors.** The shareholders at the annual meeting elect directors. Each year the Board proposes a slate of nominees for consideration by the shareholders following receipt of the recommendations of the Nominating and Governance Committee, which solicits input from all Board members. To enhance continuity and stability and to enable directors to build on past experience and plan for a foreseeable period into the future, the board is divided into three classes, and one class is elected at each annual meeting. Between annual meetings, the Board in accordance with the Company’s By-Laws may elect directors.

New directors are selected following review and evaluation by the Nominating and Governance Committee, which also proposes and reviews the criteria for membership at least biannually and the selection process. The Nominating and Governance Committee solicits input from all Board members and makes its recommendation to the Board. In addition to an individual meeting the qualifications for directors of the Company set forth above, the Nominating and Governance Committee looks at areas of expertise that will add strategic value to the Board, given the present composition of the Board. Desired qualifications, skills, attributes and experience include the following:

- Industry: Experience in the consumer products or foodservice industries, or industries with two-step distribution models, manufacturing or otherwise asset-intensive operations, or global sourcing
- Senior Leadership: Current or recent CEO of a public company; senior leader experience in a business that faces significant competition or operates on a global scale; transformative change management experience
- Technology / Cyber: Experience managing/mitigating risks associated with information security, cyber security or data privacy; experience assessing and implementing technology tools to enhance business operations and customer service
- Corporate Governance: Experience serving as a director for another public company; management and director succession planning experience; experience in the areas of investor relations, sustainability or corporate responsibility
- Sales and Marketing: Experience in new product development and innovation; experience managing categories, channels, or brands; consumer/end user insight expertise

- Business Development and Strategic Planning: Strategic planning experience, including developing growth strategies, assessing geographies in which to operate, evaluating competitive positioning and/or analyzing "make vs. buy" decisions; M&A and joint venture experience
- Finance: Knowledge of financial/SEC reporting and controls; capital structure/treasury experience; tax expertise
- Supply Chain: Experience in high-volume, high-mix manufacturing, distribution/logistics, planning or sourcing
- Risk Management: Experience overseeing risk management matters in a large organization, in a similar industry, or in the geographies in which we operate
- Human Resources: Experience in organizational development and/or executive compensation
- Diversity: Diversity of race, ethnicity, gender, age, cultural background or professional experience

An invitation to join the board is extended by the Chairperson of the Board on behalf of the Board. A shareholder who wishes to recommend a prospective nominee for the Board may notify the Corporate Secretary or any member of the Nominating and Governance Committee in writing, including such written supporting material as the shareholder deems appropriate.

**Board Leadership.** The directors shall elect on an annual basis a Chairperson from among the directors. The Board believes that it is in the best interests of the Company and its shareholders for the Board to determine which director is best qualified to serve as Chairperson. The Chairperson, with input from the CEO, Committee Chairs, and Secretary, will establish the agenda for Board meetings.

**Director Resignation Policy.** It is a policy of the Board that in an uncontested election of directors, any nominee for election as a director who fails to receive the vote required by Section 1 of Article III of the Company's By-Laws (the "Requisite Vote") is expected to tender his or her resignation to the Board promptly following the certification of the results for such election.

The Nominating and Governance Committee shall consider each resignation tendered under this policy and recommend to the Board whether to accept or reject it. The Board will act on each tendered resignation, taking into account the Nominating and Governance Committee's recommendation, within 90 days following the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board in making its determination, may consider any factors or other information that it considers appropriate, including, without limitation, the reasons (if any) given by stockholders as to why they withheld their votes, the qualifications of the tendering director and his or her contributions to the Board. The Board will promptly disclose (1) its decision whether to accept or reject each tendered resignation and (2) if applicable, the reasons for rejecting any tendered resignation, in a press release to be disseminated in the manner the Company's press releases are typically distributed.

Any director who tenders his or her resignation pursuant to this policy shall not participate in the Nominating and Governance Committee recommendation or Board determination regarding whether to accept or reject his or her tendered resignation. If, however, each member of the Nominating and Governance Committee failed to receive the Requisite Vote at the same election, then the Board shall create a committee comprised solely of independent directors who did not

fail to receive the Requisite Vote to consider the tendered resignations and recommend to the Board whether or not to accept them. Further, if the only directors who did not fail to receive the Requisite Vote in the same election constitute three or fewer directors, all directors may participate in the Board determination regarding whether or not to accept the tendered resignations.

If a director's resignation tendered under this policy is rejected by the Board, such director will continue to serve for the remainder of his or her term and until his or her successor is duly elected and qualified, or until his or her death, resignation, retirement or removal.

If a director's tendered resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board in each case pursuant to the applicable provisions of the Company's By-Laws.

The Board shall consider as candidates for nomination for election or re-election to the Board, or to fill vacancies and new directorships on the Board, only those individuals who agree to tender, promptly following their election, re-election or appointment, an irrevocable resignation that will be effective upon (1) the director's failure to receive the Requisite Vote in his or her election as a director and (2) the acceptance of such tendered resignation by the Board.

The Board will have the exclusive power and authority to administer and interpret this policy and to make all determinations deemed necessary or advisable for the administration of this provision, including any determination as to whether any election of directors is contested. All such actions, interpretations and determinations that are done or made by the Board in good faith will be final, conclusive and binding.

**Director Retirement Policy.** The Board has no arbitrary term limits. The board intends to maintain a balance between independent directors who have longer terms of service and over time have developed greater insight into the Company's business and directors who have more recently joined the Board. Directors are required to retire from the Board when they reach the age of 75; a Director elected to the Board prior to his or her 75th birthday may continue to serve until the annual shareholders meeting coincident with or next following his or her 75th birthday. On the recommendation of the Nominating and Governance Committee, the Board may waive this requirement as to any Director if it deems such waiver to be in the best interests of the Company.

**Changes in Professional Responsibility.** The Board should have the opportunity to consider whether a change in an individual director's principal occupation or employment or other similarly significant change in professional occupation or association impacts that person's suitability as a director of the Company. Non-employee directors will submit a notification to the Chairperson of the Board and to the Chair of the Nominating and Governance Committee, with a copy to the Corporate Secretary, describing the change in circumstances. Any employee director should submit his or her resignation upon retirement, resignation or termination from the Company. The Board may accept or reject any such resignation in its discretion after consultation with the Nominating and Governance Committee. The Nominating and Governance Committee will consider, among other things, the director's qualifications and any new potential conflicts of interests as a result of the change in circumstances.

**Affiliations of Directors.** It is the responsibility of each Director to advise the Chair of the Nominating and Governance Committee of any affiliation with public or privately held commercial enterprises that may create a potential conflict of interest, potential embarrassment to the Company or possible inconsistency with the Company's policies or values.

**Board Committees.** The Board currently has three committees: the Audit Committee; the Compensation Committee; and the Nominating and Governance Committee. All members of each of these committees shall be independent directors as determined by the New York Stock Exchange listing standards and as determined by the board based on the facts and circumstances of each director nominee.

The Board annually on the recommendation of the Nominating and Governance Committee determines committee membership and the chair of each committee. The committee chair determines the agenda, frequency and length of committee meetings. The Board committees have access to management, Company information and independent advisors as appropriate.

Each committee's purposes and responsibilities are detailed in its written charter. Committee charters will be posted on the company's web site and will be mailed to any shareholder on written request to the Corporate Secretary.

**Director Compensation.** The Nominating and Governance Committee is responsible for reviewing and reporting to the Board annually trends in director compensation practices and the competitiveness of the Company's director compensation practices relative to comparable-sized businesses. The Nominating and Governance Committee is responsible for making recommendations to the Board with respect to the amount and form of compensation to be paid to non-employee members of the Board, taking into account the Board's philosophy that the amount of compensation should be comparable to that paid to non-employee directors of comparable-sized businesses and that approximately 50% of the annual compensation payable to non-employee directors should be in the form of equity in the Company. As part of its review, the Nominating and Governance Committee considers the appropriateness of establishing minimum stock ownership guidelines for directors.

**Director Orientation and Continuing Education.** The Nominating and Governance Committee works with the CEO to maintain an orientation program for new directors that includes written material, oral presentations and site visits, as appropriate based upon the circumstances, background, prior knowledge and experience of the individual new director. In addition, the Board supports continuing director education and will provide opportunities on a rotating basis to participate in such programs at Company expense each year.

**Management Succession.** The Board places great importance on the development of the management team and a thorough succession process. Annually, the Board will review with the CEO the Company's succession plan for senior management, considering whether a replacement becomes necessary immediately for any reason, in the near term or in the longer term and the process by which successors for such positions may be developed.

**Strategic Planning.** The Board annually will review the Company's strategic plan with the CEO and other appropriate members of management. The CEO shall determine the timing and agenda of the strategic planning meeting.

**Risk Oversight.** The Board has overall responsibility for enterprise risk oversight, including reviewing and understanding the Company's process for evaluating and managing risks. The Board, together with senior management, should agree on the appropriate risk profile for the Company on the Company's risk appetite, and the Board should be comfortable that the Company's strategic plans are consistent with that profile. The Board, with assistance from its committees, should establish an appropriate structure for overseeing financial and regulatory risks.

**Annual Performance Evaluation of the CEO.** The Nominating and Governance Committee establishes objective criteria and develops an approach for the annual evaluation of the CEO. All Board members participate in the evaluation. The Chair of the Compensation Committee reviews the results of the evaluation with the CEO.

**Annual Performance and Evaluation of the Board and the Board Committees.** The Nominating and Governance Committee is responsible to recommend to the Board a process for the Board to evaluate its overall performance. The Board conducts a self-evaluation annually. Each committee also conducts a self-evaluation of its overall performance during the year relative to its charter.

**Board Interaction with Investors, Media and Others.** The Board believes that senior management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board other than the CEO would do so only with the prior knowledge of the Chairperson, CEO or General Counsel and, in most instances, at the request of management. If a Director is authorized to speak on behalf of the Company and plans on speaking privately with a shareholder or group of shareholders, then the Director shall pre-clear with the CEO, CFO and General Counsel all topics to be discussed with the shareholder and, if determined appropriate by the CEO, CFO or General Counsel, shall have legal counsel for the Company participate in the meeting. If a Director discloses material, nonpublic information to any third party, including a shareholder or investor analyst, the Director immediately shall report such disclosure to the CEO and General Counsel.

**Access to Management and Employees.** Directors have full and unrestricted access to the management and employees of the Company. In addition, at the request of the Board, members of management may be invited to attend meetings of the Board from time to time, to present information about the business and operations of the business within their areas of responsibility.

**Internal Reporting.** The Company's Code of Business Ethics and Conduct (the "Code") establishes procedures for the submission and confidential treatment of complaints and concerns of employees regarding accounting and auditing matters and alleged violations of the Code.

**Whistleblower Protection.** As set forth in the Company's Code, any employee who in good faith reports a violation or possible violation of the Code or the underlying corporate policy is protected against retaliatory behavior.

**February 18, 2020**