



**LIBBEY®**

# **Code of Business Ethics and Conduct**

## Table of Contents

---

### MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

|  |           |
|--|-----------|
| <b>INTRODUCTION</b> .....                                | <b>1</b>  |
| Purpose .....  | 1         |
| Seeking Help and Information .....                       | 1         |
| Violations of Law or the Code .....                      | 1         |
| Reporting Violations of the Code .....                   | 1         |
| Ethics Hotline .....                                     | 2         |
| Confidentiality and Policy Against Retaliation .....     | 2         |
| Waivers of the Code .....                                | 2         |
| <b>CONFLICTS OF INTEREST</b> .....                       | <b>3</b>  |
| Identifying Conflicts of Interest .....                  | 3         |
| Personal Relationships .....                             | 4         |
| Disclosing Conflicts of Interest .....                   | 4         |
| <b>CORPORATE OPPORTUNITIES</b> .....                     | <b>4</b>  |
| <b>GIFTS AND ENTERTAINMENT</b> .....                     | <b>4</b>  |
| Receiving Gifts and Entertainment .....                  | 5         |
| Providing Gifts and Entertainment .....                  | 6         |
| <b>CONFIDENTIAL AND PROPRIETARY INFORMATION</b> .....    | <b>7</b>  |
| Proprietary Information .....                            | 7         |
| Confidentiality of Personal Data .....                   | 7         |
| Inside Information .....                                 | 7         |
| Business Intelligence .....                              | 8         |
| <b>COMPETITION AND FAIR DEALING</b> .....                | <b>8</b>  |
| Relationships with Customers .....                       | 8         |
| Relationships with Suppliers .....                       | 8         |
| Relationships with Competitors .....                     | 8         |
| <b>PROTECTION AND PROPER USE OF COMPANY ASSETS</b> ..... | <b>9</b>  |
| <b>COMPANY RECORDS</b> .....                             | <b>9</b>  |
| <b>FINANCIAL REPORTING</b> .....                         | <b>10</b> |
| <b>POLITICAL CONTRIBUTIONS AND ACTIVITIES</b> .....      | <b>11</b> |
| <b>PUBLIC COMMUNICATIONS AND MEDIA</b> .....             | <b>11</b> |

|   |           |
|---|-----------|
| <b>COMPLIANCE WITH LAWS AND REGULATIONS .....</b> | <b>12</b> |
| <b>Compliance with Antitrust Laws .....</b>       | <b>12</b> |
| <b>Compliance with Insider Trading Laws .....</b> | <b>14</b> |
| <b>Compliance with Regulation FD .....</b>        | <b>14</b> |
| <b>Foreign Corrupt Practices Act .....</b>        | <b>15</b> |
| <b>Other Laws Governing Our Business .....</b>    | <b>15</b> |
| <b>ENVIRONMENT, HEALTH AND SAFETY .....</b>       | <b>15</b> |
| <b>Environment .....</b>                          | <b>16</b> |
| <b>Health and Safety .....</b>                    | <b>16</b> |
| <b>EMPLOYMENT PRACTICES .....</b>                 | <b>16</b> |
| <b>Diversity at Libbey .....</b>                  | <b>16</b> |
| <b>Equal Employment Opportunity .....</b>         | <b>17</b> |
| <b>Harassment and Discrimination .....</b>        | <b>17</b> |
| <b>MAINTAINING THE STANDARDS .....</b>            | <b>18</b> |
| <b>ACKNOWLEDGMENT FORM.....</b>                   | <b>19</b> |

April 1, 2016

Dear Libbey Employee:

As members of the Libbey team, we share a common goal of maintaining Libbey's long history of business integrity. Our pursuit of that goal requires not only that we comply with all laws and regulations that apply to us around the world, but also that we treat each other, and our customers, suppliers, shareholders and communities, fairly and ethically. The failure to honor our collective obligations to comply with these laws and regulations and to conduct business ethically may have serious consequences, including damage to Libbey's reputation and performance, and significant liability for Libbey and the noncompliant individual director, officer or employee.

We have developed this Code to help you navigate the complicated legal, regulatory and ethical landscape. This Code provides basic rules for ensuring that each of us meets or exceeds Libbey's legal and ethical obligations. When we are faced with legal and ethical issues in our work for Libbey, this Code should serve as a valuable resource for helping us make good decisions.

In addition to the Code, Libbey's officers, human resources personnel and your supervisor will help guide you through complex legal and ethical situations. Please do not hesitate to call upon us if you need guidance.

Upholding Libbey's reputation for integrity is critical to Libbey's success. We hope that this Code assists you in meeting our collective commitment to legal and ethical behavior.

Sincerely,

William A. Foley  
**Chairman and Chief Executive Officer**

## **INTRODUCTION**

### **Purpose**

This Code contains general guidelines for conducting Libbey's business consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards. This Code applies to all of Libbey's directors, officers and employees, wherever they are located and whether they work for Libbey or one of its subsidiaries on a full or part-time basis. We refer to all persons covered by this Code as "employees."

### **Seeking Help and Information**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you are faced with a difficult business decision that is not addressed in this Code, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of Libbey?
- How does this make me feel about Libbey and myself?
- How would my actions look if they were reported on the front page of the newspaper?
- If I were testifying in court and asked to explain what I had done, how would I respond?

If you feel uncomfortable about a situation or have any doubts about whether it is consistent with Libbey's high ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact any corporate officer, including the General Counsel.

### **Violations of Law or the Code**

If you violate the law or this Code, you will be subject to appropriate discipline, including potential termination of employment for cause. If you fail to report violations by another employee, you also may be subject to appropriate discipline. Furthermore, you may expose yourself to substantial civil damages, criminal fines and prison terms, and Libbey may face substantial fines and penalties, not to mention damage to Libbey's reputation and standing in the community.

In short, your conduct as an employee of Libbey, if it does not comply with the law or with this Code, can result in serious consequences for both you and Libbey.

### **Reporting Violations of the Code**

You have a duty to report any violation of this Code, including any violation of laws, rules, regulations or policies that apply to Libbey. If you report a violation of this Code by others, your report will not be considered an act of disloyalty, but an action to safeguard Libbey's reputation and integrity.

If you know of a violation of this Code, immediately report the conduct to the General Counsel or to the Ethics Hotline referred to below.

## **Ethics Hotline**

You may make good faith reports with respect to violations of this Code on a confidential or anonymous basis by:

- accessing Libbey's Ethics Hotline by calling 1-866-213-5173 from the U.S. and Canada or
  - 10-800-711-0713 from Northern China
  - 10-800-110-0656 from Southern China
  - 001-888-670-7859 from Mexico
  - 0800-023-2086 from The Netherlands
  - 800-8-11581 from Portugal
  
- writing to General Counsel, Libbey Inc., 300 Madison Avenue, P.O. Box 10060, Toledo, Ohio 43699-0060.

The company that operates Libbey's Ethics Hotline will provide to the Chair of the Audit Committee and the General Counsel, at least monthly, a summary of allegations received by the Ethics Hotline. All allegations will be reviewed under the direction of the General Counsel. Allegations pertaining to Accounting Matters will be reviewed under the oversight of the Audit Committee. See "**Financial Reporting**" below.

## **Confidentiality and Policy Against Retaliation**

All questions regarding and reports of violations of the law or this Code will be treated with sensitivity and discretion. Your supervisor, the Legal Department and Libbey will protect your confidentiality to the extent possible consistent with law and Libbey's need to investigate your concern. Libbey strictly prohibits retaliation against an employee who, in good faith, seeks help or reports violations.

## **Waivers of the Code**

Waivers of this Code with respect to employees who are not directors or executive officers of Libbey may be granted only if the noncompliance with this Code is or would be immaterial or in the event of extraordinary circumstances. In either case, waivers may be granted only with the written concurrence of the General Counsel.

Waivers of this Code with respect to executive officers or directors may be granted only by the Board of Directors and only if:

- the noncompliance with this Code is or would be immaterial; or
- the Board of Directors otherwise determines that extraordinary circumstances exist and the waiver is in the best interests of Libbey's shareholders.

Any waiver of this Code for noncompliance by an executive officer or director must be disclosed to the public in accordance with applicable law and the rules of the New York Stock Exchange.

## CONFLICTS OF INTEREST

### Identifying Conflicts of Interest

Every Libbey employee has a duty to base business decisions relating to Libbey upon Libbey's best interests. Therefore, you must avoid conflicts of interest that make it difficult for you to perform your work for Libbey objectively and effectively. Although occasionally it may be difficult to determine whether a particular situation represents a conflict of interest, there are some situations that obviously can result in a conflict of interest. For example, a conflict of interest may arise if you:

- are employed by, serve as a director of, or provide any services to a company that is or seeks to be a customer or supplier of Libbey (except that you may do so, if you are a director of Libbey whom the Board of Directors has determined is "independent," as defined under applicable securities laws, the rules of the New York Stock Exchange and the Corporate Governance Principles of Libbey, only if and to the extent that you remain "independent," and, if you are a non-management director of Libbey whom the Board of Directors has determined is not "independent," you may do so if disclosed to the Nominating and Governance Committee and the General Counsel);
- serve as a director of a company (other than a joint venture in which Libbey participates) that is a material competitor of Libbey;
- use your position with Libbey to obtain personal benefits or personal favors from any company that is or seeks to be a customer, supplier or competitor of Libbey;
- have a material financial interest (ownership or otherwise), either directly or indirectly, in any other business enterprise that competes, does business or seeks to do business with Libbey, except as permitted below and except that you may do so, if you are a director of Libbey whom the Board of Directors has determined is "independent," as defined under applicable securities laws, the rules of the New York Stock Exchange and the Corporate Governance Principles of Libbey, only if and to the extent that you remain "independent," and, if you are a non-management director of Libbey whom the Board of Directors has determined is not "independent," you may do so if disclosed to the Nominating and Governance Committee and the General Counsel);
- obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is or seeks to be a customer, supplier or competitor of Libbey;
- serve on a board of directors or trustees or on a committee of any for-profit entity if the interests of that entity reasonably could be expected to conflict with those of Libbey; or
- have a material interest in a transaction in which it is known that Libbey is or may be interested.

In addition, a conflict of interest may arise if any of your spouse or life partner, brothers or sisters, parents, in-laws and children (a "family member") has a significant financial interest (ownership or otherwise), either directly or indirectly, in any other business enterprise that competes, does business or seeks to do business with Libbey.

The potential for a significant conflict of interest is limited, however, under certain circumstances. For example, you and your family members may own securities of an enterprise that competes, does business or seeks to do business with Libbey if:

- (1) The securities are listed on a securities exchange or traded nationally over the counter; and
- (2) The investment that you and your family members hold comprises less than 1% of the outstanding equity securities of the enterprise; and
- (3) Your duties do not include conducting or supervising Libbey's business relations with that enterprise.

Similarly, you and your family members may engage in arms-length transactions with, and/or own the publicly traded securities of, recognized banks or other financial institutions that do business with Libbey.

However, before you accept any board or committee position with a for-profit entity, or accept a position with a non-profit entity that pays you more than nominal compensation, you must obtain the prior written approval of the General Counsel. If Libbey approves your service on a board or committee of another entity, Libbey may revisit its approval at any time to determine whether your continued service in the position is appropriate.

### **Personal Relationships**

The employment by a company of relatives often creates a unique set of issues and considerations in the work environment. Generally, to avoid conflicts of interest, maintain objectivity in performance evaluations and ensure meritorious career advancement, Libbey will not employ relatives if the employment will result in a direct reporting or supervisory relationship between the relatives, unless the reporting relationship is between an hourly-paid employee and a salaried employee.

### **Disclosing Potential Conflicts of Interest**

You should report to a supervisor or the Legal Department any situation, including any situation involving any family member, that may give rise to a conflict of interest so that the Legal Department can determine the appropriate measures, if any, to be taken to mitigate the conflict of interest. In addition, if you have a question about whether or not you have a conflict of interest, please bring it to the attention of your supervisor or the Legal Department.

### **CORPORATE OPPORTUNITIES**

As a Libbey employee, you have an obligation to put Libbey's interests ahead of your personal interests and to advance Libbey's legitimate interests when the opportunity to do so arises. Accordingly, you may not take advantage of Libbey's corporate opportunities for personal gain, nor may you compete with Libbey either directly or indirectly.

### **GIFTS AND ENTERTAINMENT**

The giving and receiving of gifts and entertainment can be tricky. On the one hand, human interaction is not only essential for doing business; it also is valuable and healthy for both Libbey and its employees. Small tokens of appreciation and social gatherings often are a part of business interaction. On the other hand, the personal relationships you form with individuals who have or seek to have a business relationship with Libbey may make you lose sight of the



fact that your business decisions must be based solely on what is best for Libbey's shareholders.

In recognition of these competing concerns, Libbey does not prohibit you from giving or receiving gifts and entertainment to or from people or organizations that have or seek to have a business relationship with Libbey. However, gifts and entertainment must be moderate and reasonable in all instances and must never compromise your ability to make objective and fair business decisions. **Notwithstanding the foregoing, your department may have a policy that imposes stricter limits than are set forth above with respect to your receipt of gifts and entertainment. As indicated under "Receiving Gifts and Entertainment" below, you should check with the head of your department to determine whether there are stricter rules that apply to you.**

### **Receiving Gifts and Entertainment**

Your department may have a policy that prohibits you from accepting gifts and entertainment or that limits the gifts and entertainment that you may receive. You should check with the head of your department to determine whether it has such a policy. If your department does not have a policy with respect to gifts and entertainment, then the following applies to you:

You may receive entertainment in the form of golf outings, dinners and tickets to the theater, sporting events and similar entertainment as long as the entertainment is both legal and occasional and the cost to the donor is within reason. You may accept gifts of nominal value, such as promotional items, as long as it does not compromise your business judgment. Accepting personal gifts of cash or cash equivalents in any amount, or requesting or soliciting personal gifts, favors or entertainment, is prohibited.

You should make every effort to refuse or return a gift or entertainment that is beyond these permissible guidelines. If it would be uncomfortable or insulting to refuse or return a gift or entertainment, you should report the gift or entertainment promptly to your supervisor. Your supervisor will bring the matter to the attention of the Legal Department, which may require you to donate the gift to an appropriate community organization or to share it among coworkers. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Legal Department for additional guidance.

If you are permitted to receive, and you do receive, gifts or entertainment provided by someone doing business with Libbey, make sure you comply with Libbey's Gift Registry Policy immediately below. You also must advise your supervisor with respect to any such gift or entertainment event.

### **Gift Registry Policy**

#### *What to register*

You must register, at [reportgifts@libbey.com](mailto:reportgifts@libbey.com), a gift or entertainment event that you accept for yourself, your family member(s) and/or your friend(s) if the gift or entertainment is provided by a customer or vendor of Libbey or any of its subsidiaries and:

- Either the cost to that customer or vendor, or the fair market value, of the gift or entertainment event exceeds U.S. \$50; or

- Within a period of three consecutive months immediately prior to your acceptance of the gift or entertainment, you have accepted for yourself, your family member(s) and/or your friend(s), one or more other gifts or entertainment events and the aggregate cost to the customer or vendor, or the fair market value, of all such gifts and/or entertainment events that you have accepted during that three-month period exceeds U.S. \$50.

Note that gifts or entertainment that must be registered to [reportgifts@libbey.com](mailto:reportgifts@libbey.com) include meals, golf outings, concerts, sporting events and similar entertainment.

However, you do not need to register at [reportgifts@libbey.com](mailto:reportgifts@libbey.com) the cost or fair market value of any meal that a customer or vendor provides at the customer or vendor's place of business, or at Libbey's place of business, if the meal is served immediately prior to, during or after a meeting, the primary purpose of which is to discuss legitimate business matters between Libbey and the customer or vendor.

#### *Information to include when you register*

Include the following information when you register a gift or entertainment at [reportgifts@libbey.com](mailto:reportgifts@libbey.com):

- A description of the gift or entertainment (for example, "tickets to Cleveland Cavaliers game and dinner");
- The identity of the individual and business entity providing the gift or entertainment, and a description of the relationship between Libbey and that business entity (for example, "XX Company provides tax consulting services to Libbey," or "XX Company is a BtoB customer" or "Libbey does not currently do business with XX Company, but XX Company is soliciting business from Libbey"); and
- An estimate of the cost to the customer or vendor of the gift or entertainment or, if the cost or fair market value of all gifts or entertainment furnished by the customer or vendor within the preceding three months exceeds \$50, the aggregate cost or value of all gifts or entertainment furnished by the customer or vendor within the preceding three-month period.

#### **Providing Gifts and Entertainment**

If you wish to give a gift, or provide entertainment, to an organization or individual with whom Libbey has or seeks to have a business relationship, Libbey first must make sure that it is permissible under the law and the policy of the recipient. You should never give a gift or provide entertainment to a government official or representative, unless the gift or entertainment is both legal and occasional and the cost of the gift or entertainment is within reason. If you have any questions as to whether giving a gift or entertainment to a government official or representative is legal, you should consult with the Legal Department.

## **CONFIDENTIAL AND PROPRIETARY INFORMATION**

### **Proprietary Information**

While you are employed with Libbey, you may have access to confidential information relating to Libbey, its suppliers and customers. You have a duty to safeguard all such confidential information, except when disclosure is authorized or legally mandated. Your obligation to protect confidential information continues after you leave Libbey. Unauthorized disclosure of confidential information could cause competitive harm to Libbey, its suppliers or customers and could result in legal liability to you and Libbey.

When discussing or in possession of confidential information, you always should be aware of your surroundings. You should not discuss confidential information relating to Libbey, its suppliers or customers in the presence of employees or others who do not have a right or need to know that confidential information. You should be particularly careful in public places, including restaurants, airplanes and commuter trains, while speaking on public pay phones or cellular telephones and while communicating over the internet.

In appropriate circumstances, your supervisor or other appropriate Libbey personnel may authorize disclosure of confidential information. Only authorized persons should handle outside requests for confidential information relating to Libbey, its suppliers or customers. You should refer promptly to the Legal Department any question or concern regarding whether disclosure of confidential information relating to Libbey, its suppliers or customers is legally mandated.

### **Confidentiality of Personal Data**

Confidentiality applies not only to business information, but also to the personal information of Libbey employees, former employees, job applicants and other persons. Libbey protects all such personal information in Libbey's possession by following these principles:

- Personal data is collected, processed, stored and transferred with adequate precautions to ensure confidentiality and is accessible only to individuals with legitimate reasons to know about or have access to it.
- When appropriate, individuals will be asked for the consent to the collection, processing, transfer and storage of their personal data.
- Employees will have the opportunity to review their own personal data held by Libbey and to correct any errors found.

### **Inside Information**

You are prohibited from using or disclosing material, non-public information that you may acquire during the course of your employment with Libbey. This applies to material, non-public information (including information regarding potential acquisitions or dispositions) acquired with respect to any company, including Libbey. See “**Compliance with Laws and Regulations – Compliance with Insider Trading Laws**” below.

## **Business Intelligence**

In today's business environment, we have access to a great amount of public information about other companies and their products and services. It generally is not unethical or illegal to have and make use of public information in conducting our business.

You are free to gather intelligence about companies from public sources such as their websites, published articles, price bulletins, advertisements, brochures, public presentations and customer conversations. You also may contract with an outside vendor to gather business information, but only if the selection and contracting process is approved by the Legal Department. You should accept business information about other companies only when you believe that the receipt and use of it are lawful and ethical and do not violate anyone's confidentiality obligations. You must never use, or ask any third party to use, unlawful means such as misrepresentation, deception, theft, spying or bribery to gather any such information. If you need assistance in this area, contact the Legal Department.

## **COMPETITION AND FAIR DEALING**

Libbey competes vigorously but fairly. All employees are obligated to deal fairly with Libbey's customers, suppliers and competitors. Accordingly, you are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair-dealing practice.

### **Relationships with Customers**

Libbey's business success depends upon our ability to foster lasting customer relationships. Trust is the cornerstone of these relationships. To build trust, Libbey is committed to dealing with customers fairly, honestly and with integrity.

### **Relationships with Suppliers**

Libbey also deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. You must carefully guard your objectivity when dealing with suppliers. Specifically, you should not accept or solicit any personal benefit from a supplier or potential supplier that would compromise your objective assessment of the supplier's products and prices. See "**Gifts and Entertainment**" above.

### **Relationships with Competitors**

Libbey is committed to free and open competition in the marketplace and throughout all business dealings. You are responsible for avoiding all actions that are anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws and the laws of any foreign jurisdiction in which Libbey does business. For example, you are prohibited from engaging in misappropriation of a competitor's confidential information, tampering with a competitor's products or making false statements about the competitor's business and business practices. For a further discussion of appropriate and inappropriate business conduct with respect to competitors, see "**Compliance with Laws and Regulations -- Compliance with Antitrust Laws**" below.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

It is your responsibility to protect Libbey's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on Libbey's profitability. The use of the funds or assets of Libbey, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of Libbey's assets, you should:

- exercise reasonable care to prevent theft, damage or misuse of Libbey's property;
- promptly report the actual or suspected theft, damage or misuse of Libbey's property to a supervisor;
- use Libbey's voicemail, other electronic communication services or written materials for business-related purposes and in a manner that does not reflect negatively on Libbey or its customers;
- safeguard all electronic programs, data, communications and written materials from inadvertent access by others; and
- use Libbey's property for legitimate business purposes, as authorized in connection with your job responsibilities.

You should be aware that Libbey's property includes all data and communications transmitted to or received by, or contained in, Libbey's electronic or telephonic systems or by written media. Accordingly, to the extent permitted by law, Libbey has the right to monitor any electronic or telephonic communications in which you participate while using Libbey's electronic or telephone systems or devices. These communications also may be subject to disclosure to law enforcement or government officials.

## **COMPANY RECORDS**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public. In addition, our records are the source of essential data that guide business decision-making and strategic planning. Libbey's company records include booking information, payroll, timecards, sales data, engineering drawings, production set-up data, artwork, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the course of our business.

All Libbey records must be complete, accurate and reliable in all respects. There is never a reason to make false or misleading entries. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our record-keeping policy.

In addition, Libbey has a formal records management policy for each employee to follow with respect to Libbey records within the employee's control. If you have any questions regarding either Libbey's record-keeping policy or its records management policy, ask your supervisor or the Legal Department.

## FINANCIAL REPORTING

Libbey is a public company and is required to report its financial results and a great deal of other financial information to the public and the Securities and Exchange Commission. Libbey also is subject to various securities laws and regulations. It is our policy to promptly disclose accurate and complete information regarding Libbey's finances. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage and cause legal liability to Libbey.

You should be on guard for, and promptly report, evidence of improper financial reporting. Examples of suspicious activities that should be reported include:

- Financial results that seem inconsistent with the performance of underlying business transactions;
- Inaccurate Libbey records, such as overstated expense reports, or erroneous time sheets or invoices;
- Transactions that do not seem to have a good business purpose; and
- Requests to circumvent ordinary review and approval procedures.

Libbey's senior financial officers and other employees working in the Accounting Departments have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

The Audit Committee of the Board of Directors (the "**Audit Committee**") has established the following procedures for the receipt, retention and treatment of allegations regarding Accounting Matters and the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters:

**Accounting Matters Covered by Policy.** Accounting Matters covered by this policy include, but are not limited to, the following:

- Fraud or deliberate error in the presentation, evaluation, review or audit of any of Libbey's financial statements;
- Fraud or deliberate error in the recording or maintaining of Libbey's financial records;
- Deficiencies in or noncompliance with Libbey's internal accounting controls;
- Misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in Libbey's financial records, financial reports or audit reports; or
- Deviation from full and fair reporting of Libbey's financial condition.

**Reporting.** If you have a concern about any Accounting Matters, you may report your concerns to:

1. Libbey's General Counsel;
2. The Chairperson of the Audit Committee; or
3. The Ethics Hotline.

**Investigation and Resolution.** As indicated under “**Introduction – Ethics Hotline**” above, the company that operates Libbey’s Ethics Hotline will provide to the General Counsel and the Chair of the Audit Committee, at least monthly, a summary of allegations received by the Ethics Hotline. All allegations will be reviewed under the direction of the General Counsel, and if an allegation pertains to an Accounting Matter, it will be reviewed by under the oversight of the Audit Committee. Libbey will make available to the Audit Committee sufficient resources to conduct its investigations with respect to allegations regarding Accounting Matters. Prompt and appropriate corrective action will be taken with respect to allegations regarding Accounting Matters when and as warranted in the judgment of the Audit Committee.

## **POLITICAL CONTRIBUTIONS AND ACTIVITIES**

Libbey encourages its employees to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions Libbey can make to political parties or candidates. Any contributions by Libbey will be made only within the framework of all appropriate laws and regulations and in a manner consistent with the highest standards of business integrity. Libbey will not seek improper advantage by rendering gifts, benefits or contributions to public officials, political parties, political groups or candidates. All political contributions of Libbey must be approved by, or made in accordance with guidelines approved by, the Legal Department.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- **Contribution of Funds.** You may contribute your personal funds to political parties or candidates. Libbey will not reimburse you for personal political contributions.
- **Volunteer Activities.** You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours without the prior written approval of your plant manager or of an officer of the Company.
- **Use of Libbey Facilities.** Libbey’s facilities may not be used for political meetings or fundraisers. Libbey may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the written approval of the Legal Department.
- **Use of Company Name.** When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and are not made on behalf of Libbey. For instance, Libbey letterhead should not be used to send out personal letters in connection with political activities.

Please contact the Legal Department if you have any questions about this section of the Code.

## **PUBLIC COMMUNICATIONS AND MEDIA**

Libbey places a high value on its credibility and reputation across the globe. What is written or said about Libbey in the media and investment community directly impacts our reputation. It is Libbey’s policy to provide timely, accurate and complete information in response to public requests and at the same time, uphold our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive

information. See “**Compliance with Laws and Regulations – Compliance with Regulation Fair Disclosure (FD)**” below.

To ensure compliance with this policy, all news media or other public requests for information regarding Libbey should be directed to Corporate Communications. All financial inquiries from the media and/or investor community should be directed to Treasury.

Q. A newspaper reporter called me looking for some basic information about Libbey. Can I answer the questions?

- A. No, you should direct all inquiries to Corporate Communications. No employee of Libbey Inc. may engage in discussion or share information with any member of the media without advance notice and approval by Corporate Communications. This includes press releases, public announcements including speeches and presentations to external audiences which may include members of the media, interviews and all other contact with members of the media.

All inquiries regarding financial statements or announcements should be directed to Treasury.

The purpose of this policy is to ensure a consistent approach regarding media responses across the company. The policy is designed to protect the reputation of Libbey Inc. when releasing information to the public or interacting with members of the media.

A designated site/regional/country spokesperson, together with Corporate Communications and Treasury will manage proactive and reactive replies for their respective areas. All Financial and Investor inquiries will be managed by Treasury. For more information, see Libbey’s Public Communications/Media Policy.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

It is Libbey’s intention that Libbey comply with all laws (whether foreign, domestic, state or local) that apply to Libbey and its business. Accordingly, you are expected to endeavor to comply with all laws, rules and regulations that apply to your job function. If you work in one of Libbey’s international business units, you are expected to endeavor to comply not only with the laws of the United States applicable to your job function, but also with the laws of any foreign government that apply to your job function. Libbey will not tolerate any activity that intentionally violates any laws, rules or regulations applicable to Libbey. This includes, without limitation, laws covering commercial bribery and kickbacks, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Legal Department.

### **Compliance with Antitrust Laws**

Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while endeavoring to comply with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which Libbey



conducts business.

In general, U.S. antitrust laws forbid agreements or actions "in restraint of trade." You should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are clear violations of U.S. antitrust laws:

- **Price Fixing.** Libbey may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms. In addition, Libbey may not set the prices at which customers resell Libbey's products.
- **Limitation of Supply.** Libbey may not agree with its competitors to limit its production or restrict the supply of its services.
- **Allocation of Business.** Libbey may not agree with its competitors to divide or allocate markets, territories or customers.
- **Boycott.** Libbey may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, Libbey may not prevent a customer from purchasing or using non-Libbey products or services.
- **Tying.** Libbey may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

You should exercise extreme caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. You always should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. You are responsible for fully documenting the contents of your meeting. Except in the context of negotiations with a competitor regarding a potential acquisition relating to the competitor, the purchase of products from the competitor or the sale of products to the competitor, you should avoid communications with a competitor in which a material part of the communications consists of discussions regarding:

- Prices (unless the prices are the prices that Libbey is charging in connection with sales made by Libbey to the competitor in question);
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Supplier's terms and conditions;
- Product or service offerings (except with respect to sales made by Libbey to the competitor in question);
- Terms and conditions of sale (except the terms and conditions of sales made by Libbey to the competitor in question);
- Production facilities or capabilities (except with respect to sales made by Libbey to the competitor in question);
- Bids for a particular contract or program (except with respect to sales made by Libbey to the competitor in question);
- Selection, retention or quality of customers; or
- Distribution methods or channels.

Antitrust laws are complex, and violations may carry severe consequences and expose Libbey and its employees to substantial civil damages, criminal fines and, in the case of individuals, prison terms. You are expected to contact the Legal Department promptly for assistance before you act.

## **Compliance With Insider Trading Laws**

Libbey employees are strictly prohibited from trading in the stock or other securities of Libbey or any other company while in possession of material, non-public information about Libbey or the other company, as the case may be. In addition, Libbey employees are strictly prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of Libbey or any other company on the basis of material, non-public information about Libbey or the other company, as the case may be.

Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered "material" include:

- Unpublished financial results or forecasts, or any information that indicates that a company's financial results may exceed or fall short of forecasts or expectations;
- Important new products, services, research or technical programs and innovations;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- Possible management changes or changes of control;
- Pending or contemplated public or private sales of debt or equity securities;
- Acquisition or loss of a significant customer or contract;
- Significant write-offs;
- Initiation or settlement of significant litigation; and
- Changes in a company's auditors or a notification from its auditors that the company no longer may rely on the auditor's report.

The laws against insider trading are specific and complex. Government agencies are able to monitor trading violations through computerized records searches, and violations can result in severe fines and criminal penalties. Any questions about information you may possess or about any dealings you have had in Libbey's securities should be brought promptly to the attention of the Legal Department.

## **Compliance with Regulation FD**

In connection with its public communications, Libbey is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when Libbey discloses information to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), Libbey also must disclose that information to the public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

To ensure compliance with Regulation FD, we have designated the following officials as "Libbey Spokespersons":

- Chief Executive Officer – Bill Foley
- Chief Financial Officer – Sherry Buck
- Treasurer – Kim Hunter

Only Libbey Spokespersons are authorized to disclose information about Libbey in response to requests from securities market professionals or stockholders. Accordingly, if you receive a request for information from any securities market professionals or stockholders, promptly contact the Treasurer to coordinate a response to the request.

Libbey employees who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the Legal Department if you have any questions about the scope or application of Regulation FD.

### **Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act (the "**FCPA**") prohibits Libbey and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties.

For more information regarding the FCPA and the anti-bribery laws of other countries, see Libbey's Anti-Bribery Compliance Policy and related documents. No variations from that policy are permitted without the prior written approval of the Legal Department.

### **Other Laws Governing our Business**

Libbey is also subject to U.S. anti-boycott laws and regulations that prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States. Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the Legal Department.

### **ENVIRONMENT, HEALTH AND SAFETY**

Libbey is committed to providing a safe and healthy working environment for its employees and avoiding adverse impact and injury to the environment and the communities in which we do business. It is your responsibility to endeavor to comply with all applicable environmental, health and safety laws, regulations and policies that are relevant to your job function. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability to you and Libbey. You should contact the Legal Department, Robert St. John (Environmental Health & Safety Corporate Manager) or Terry Hartman (Vice President, Engineering, Research & Development) if you have any questions about the laws, regulations and policies that apply to you.

## **Environment**

Libbey is committed to conducting its operations in compliance with all applicable environmental laws and regulations. Consistent with this commitment, Libbey will:

- Integrate environmental considerations into the everyday business decision-making process;
- Make investments in its facilities consistent with good environmental practices;
- Keep employees informed of Libbey's environmental responsibilities, and provide the training and resources necessary to meet these obligations; and
- Encourage cooperation with our customers and suppliers to facilitate good environmental practices, and within our operations to promote the recycling of glass and other reusable materials.

It is your responsibility to practice environmental stewardship and to report issues of environmental concern to your supervisor, the Legal Department, Robert St. John (Environmental Health & Safety Corporate Manager) or Terry Hartman (Vice President, Engineering, Research & Development).

## **Health and Safety**

Numerous laws and regulations cover employee health and safety. Libbey is committed to conducting business in a manner that protects the safety of its employees, as well as endeavoring to comply with all relevant health and safety laws. You are required to comply with all applicable health and safety laws, regulations and policies relevant to your job. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor, the Human Resources Department or Robert St. John (Environmental Health & Safety Corporate Manager).

## **EMPLOYMENT PRACTICES**

Libbey pursues fair employment practices in every aspect of its business. Copies of our detailed policies are available from the Human Resources Department. Libbey employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws relating to freedom of association, privacy and collective bargaining. Failure to comply with labor and employment laws can result in civil and criminal liability against you and Libbey. You should contact the Legal Department or the Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

## **Diversity at Libbey**

We welcome and proudly hire people of diverse viewpoints and backgrounds.

Diversity in the workforce provides Libbey with diversity of thought, unique perspectives and wide-ranging skills and expertise.

## **Equal Employment Opportunity**

Libbey values all associates and the contributions they make. Consistent with this value, the Company reaffirms its long-standing commitment to equal opportunity and affirmative action in employment. The Company strives to create an inclusive work environment free of discrimination and physical or verbal harassment with respect to race, gender, color, national origin/ ancestry/ citizenship, veteran status, religion, marital status, pregnancy, age, abilities/ disabilities, sexual orientation or any classification protected by applicable law.

## **Harassment and Discrimination**

Libbey is committed to providing a work environment that is free of unlawful discrimination and harassment.

Harassment can be defined as unwelcome advances, requests for favors and other verbal or physical conduct that is unwelcome. These actions constitute harassment when:

- Submission to the conduct is made either an explicit or implicit condition of employment;
- Submission to or rejection of the conduct is used as the basis for an employment decision affecting the harassed employee; or
- The harassment substantially interferes with an employee's work performance or creates an intimidating, hostile or offensive work environment.

Harassment may take many forms, but the most common forms include:

- Verbal harassment such as jokes, epithets, slurs, negative stereotyping and unwelcome remarks about an individual's body, color, physical characteristics, appearance or talents; questions about a person's sexual practices; and patronizing terms or remarks;
- Physical harassment such as physical interference with normal work; impeding or blocking movement; assault; unwelcome physical contact; staring at a person's body; and threatening, intimidating or hostile acts that relate to a protected characteristic; and
- Visual harassment, such as offensive or sexual photographs, calendars, posters, cards, cartoons, drawings and gestures; display of sexually suggestive or lewd objects; unwelcome notes or letters; and any other written or graphic material that denigrates or shows hostility or aversion toward an individual, because of a protected characteristic, that is placed on walls, bulletin boards or elsewhere on the employer's premises or circulated in the workplace.

Sexual harassment includes unlawful harassment of women by men and of men by women, as well as same-sex gender-based harassment.

Libbey strictly prohibits harassment based on sex, race, religion, age, national origin, veteran's status, disability or sexual preference.

If you believe that you have been harassed, you should report such incidents immediately to your supervisor, any member of management or any manager in the Human Resources Department. Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department or Corporate Human Resources immediately.

The Human Resources Department, in concert with Corporate Human Resources, is responsible for investigating and resolving complaints of harassment in accordance with Libbey's Corporate Policy on Harassment dated March 1, 2012.

## **MAINTAINING THE STANDARDS**

All employees are expected to comply with the Code. If you violate the Code, disciplinary action may range up to and include termination of employment for cause. Our goal is to make sure that each Libbey director, officer and employee knows the essential points of our Code, and, if uncertain about any aspect of the Code, understands that he or she should make appropriate inquiries before decisions are made and actions are taken that might violate the Code. You are encouraged to consult with your supervisor, the Legal Department or any corporate officer as appropriate, whenever you have specific questions.

Companies that maintain high standards of ethical conduct have a competitive advantage. Business relationships built on mutual trust, respect and honesty form a foundation for long-term success -- not only in achieving personal and business objectives, but also in meeting the needs of society.

Libbey's reputation for ethical conduct is invaluable and one that is sustained by the actions and decisions of each of us. As associates of Libbey, let's work together to maintain and enhance, for Libbey and ourselves, this deserved reputation for high standards of ethical conduct.

**ACKNOWLEDGMENT OF CODE OF BUSINESS ETHICS AND CONDUCT  
TRAINING**

I acknowledge that I have been given a copy of the Libbey Code of Business Ethics and Conduct.

I acknowledge that it is my responsibility to read and become familiar with the contents of this document.

\_\_\_\_\_  
EMPLOYEE NAME (PLEASE PRINT)

\_\_\_\_\_  
EMPLOYEE SIGNATURE

\_\_\_\_\_  
DATE OF SIGNATURE

**NOTE TO THE EMPLOYEE:** The original of this form will go into your personnel file. A copy of the form will be sent to you by a representative of the Human Resources Department upon request.