

**LIBBEY INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Libbey Inc. (the “Company”) is formed for the purposes of making recommendations to the Board regarding (a) appropriate corporate governance principles, (b) the nominees for election as directors at the next annual meeting of shareholders, (c) the identification and evaluation of prospective new board members, (d) the composition of the board, board committees and the chair of each committee, (e) the Committee’s evaluation of director compensation, (f) the review process for the board to evaluate its performance and (g) the evaluation of the performance of the Chief Executive Officer and management based on objective criteria established by the Committee. The Committee also is responsible for reviewing succession plans for the Chief Executive Officer.

**Composition**

The Committee shall consist of the number of members of the Board fixed by the Board from time to time, but at all times shall consist of no fewer than three members of the Board. Each Committee member must be independent in accordance with the rules of the NYSE MKT stock exchange.

**Selection**

The Board will select the members and the Chair of the Committee based on recommendations made by the 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 with or without cause.

**Duties and Responsibilities**

The duties and responsibilities of the Committee include the following:

- To develop appropriate corporate governance principles for consideration by the Board, review the corporate governance principles adopted by the Board from time to time and recommend modifications when appropriate.
- At least biannually, and with input solicited from all Board members, to propose and review the qualifications, qualities, skills and other expertise required to be a member of the Board and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for membership on the Board.
- With input solicited from all Board members, to establish a selection process for new members of the Board, identify and screen prospective candidates for membership on the Board consistent with the criteria approved by the Board, evaluate the individuals identified as candidates for membership on the Board and make recommendations to the Board. The Committee will consider any director candidates recommended by the Company’s shareholders pursuant to the procedures set forth in the Company’s Corporate Governance Guidelines and described in the Company’s proxy statement.

- To assist the Chief Executive Officer in developing an orientation program for new Board members.
- To recommend to the Board the appropriate Board committees and the composition (appointment and removal of committee members as necessary) and chair of each committee.
- To review the compensation provided by the Company for service as a Board member and report to the Board as to the competitiveness of the Company's board compensation practices relative to those of comparable size businesses.
- To recommend appropriate equity ownership to be attained by Board members.
- To recommend to the Board a review process for the Board to evaluate its overall performance as a Board and oversee the evaluation.
- To establish objective criteria and develop an approach for the entire Board to participate in annual evaluations of the Chairman of the Board and Chief Executive Officer of the Company and oversee the evaluations.
- To perform an annual evaluation of the performance and effectiveness of the Committee.
- To review plans for both emergency succession and orderly succession of the Chief Executive Officer.
- To perform such other duties as may be assigned to it by the Board.

### **Outside Advisors**

In the performance of its duties, the Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside 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 its outside 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, for the payment of compensation to its director search firms, outside counsel and other advisors.

### **Delegation**

The Committee shall have the authority to delegate any of its responsibilities to such subcommittees as it deems appropriate.

### **Committee Operations**

The Committee will meet in person or telephonically as frequently as it determines to be appropriate to carry out its responsibilities under this Charter. The chairman of the Committee will, in consultation with the other members of the Committee, the Chairman of the Board 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 chairman of the Committee 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 chairman of the Committee 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. 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.

#### **Publication**

Consistent with listing requirements of the NYSE MKT stock exchange, this 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 Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.

February 12, 2013