

**Corning Incorporated**  
**Nominating and Corporate Governance Committee of the Board of Directors**  
**Committee Charter**

## **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to:

- A. Consider and report periodically to the Board of Directors of Corning Incorporated (the “Board”) on matters relating to the identification, evaluation, and selection of Board members and candidates for election to the Board;
- B. Advise and make recommendations to the Board with respect to corporate governance matters; and
- C. Assist the Board in its oversight of the Corporation’s strategies, policies, and practices relating to sustainability matters.

## **Committee Membership**

The Committee shall consist of three or more directors, all of whom, in the judgment of the Board, shall be "independent" under the New York Stock Exchange listing standards.

The members shall be appointed by the Board. They shall serve at the pleasure of the Board and for such term as the Board may determine.

## **Committee Structure and Operations**

The Board shall designate one member of the Committee to serve as chairperson of the Committee. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The Committee may form and delegate its authority to one or more subcommittees when it deems appropriate and in the best interest of the company.

## **Committees Duties and Responsibilities**

To fulfill its responsibilities and duties the Committee shall:

1. Make recommendations to the Board concerning the size, structure and composition of the Board and its Committees.
2. Establish the criteria for Board membership which should include, among other things, diversity, experience, skill set and the ability to act on behalf of shareholders.
3. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
4. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Corporation for consideration at the Corporation’s annual meeting of shareholders.

5. Evaluate the independence of nominees to be elected as directors at any meeting of shareholders and recommend to the Board the Committee's determination regarding independence within the New York Stock Exchange listing standards.
6. Evaluate proposals and recommendations of shareholders and directors to remove individual members of the Board, subject to the Corporation's Bylaws, governance policies and applicable law.
7. Review the outside activities of, and consider possible conflicts of interest of, Board members and senior executives.
8. Review and approve transactions between the company and related persons that are to be disclosed under Item 404 of SEC Regulation S-K, using the definitions of "transactions" and "related person" in Item 404.
9. Oversee the Board in conducting an annual performance evaluation through a method deemed suitable by the Committee. This may involve gathering feedback from individual Board members. The results of the annual assessment should be presented and discussed with all members of the Board at the conclusion of each fiscal year.
10. Oversee matters of corporate governance and shareholder engagement, conduct an annual review of the Corporate Governance Guidelines, and propose any suggested modifications to the Board.
11. Annually review and reassess this Charter's adequacy and conduct an annual performance evaluation of the Committee.
12. Establish director retirement policies and review and recommend to the Board whether to accept or reject the resignation tendered by a director in compliance with (a) the company's majority voting policy upon the director's failure to receive the affirmative vote of a majority of votes cast in an uncontested election or (b) a director's change in employment, each as outlined in the Corporation's Corporate Governance Guidelines.
13. Oversee the Corporation's policies on significant corporate environmental, social and governance issues and review related objectives and practices to ensure strategic alignment with corporate business goals and stakeholder interests.
14. Oversee the Corporation's dealings with governmental bodies and its involvement in public policy formulation. This includes managing relationships with key governmental entities and monitoring political contributions and lobbying expenditures.

## **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.