

Corning Incorporated
Compensation and Talent Management Committee of the Board of Directors
Committee Charter

Purpose

The Compensation and Talent Management Committee (the “Committee”) is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other elected officers and directors and to prepare the disclosure required by Item 407(e)(5) of Regulation S-K and to periodically receive updates and discuss those elements of the Company’s talent management strategies it deems appropriate. The Committee has overall responsibility for evaluating and approving the director, elected officer and other key executive compensation, benefit and perquisite plans, policies and programs of the Company. The Committee shall perform any other activities consistent with this Charter, the Company’s charter and Bylaws and governing law, as the Committee or Board deems necessary or appropriate.

Committee Membership

The Committee shall consist of no fewer than three directors, all of whom in the judgment of the Board of Directors shall be independent. A person may serve on the Committee only if the Board of Directors determines he or she: is a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934 and meets the independence requirements in the NYSE listing standards. One member of the Committee will serve as the Chairperson of the Committee.

The members of the Committee, including the Chairperson, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall annually review and approve corporate goals and objectives relevant to CEO and other officer compensation, evaluate the CEO’s performance in light of those goals and objectives, and as a Committee or together with the independent members of the Board, determine and approve the CEO’s compensation levels based on this evaluation. In determining the base salary, annual incentive and long-term incentive components of CEO compensation, the Committee may consider multiple factors including the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

2. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, counsel or other adviser retained by the compensation committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such consultant, counsel or other adviser retained by the Committee and any other ordinary administrative expenses of the

Committee that are necessary or appropriate in carrying out its duties. The Committee shall not, however, be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Prior to retaining or seeking advice (and at least annually thereafter) from a compensation consultant, legal counsel or other advisor to the Compensation Committee (other than the Company's in-house counsel) the Compensation Committee shall consider all factors relevant to that person's independence, including:

- (a) the provision of other services performed for the Company by the consultant, counsel or adviser's employer;
- (b) the amount of fees received from the Company by the consultant, counsel or adviser's employer for services to the Compensation Committee as a percentage of such employer's total revenue;
- (c) the policies and procedures of the consultant, counsel or adviser's employer that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the consultant, counsel or adviser with a member of the Committee;
- (e) any Company stock owned by the consultant, counsel or adviser; and
- (f) any business or personal relationship of the consultant, counsel or adviser or their respective employer with an executive officer of the Company.

There is no obligation that such consultant, legal counsel or advisers be independent.

3. The Committee shall: annually review and make recommendations to the Board with respect to the compensation of the CEO and all non-employee directors; and review and approve compensation for all other elected officers and other key executives, including annual or multi-year incentive-compensation plans and equity-based incentive plans.
4. The Committee shall annually review and recommend to the Board for the CEO and review and approve for the other elected officers and key executives of the Company:
 - (a) the annual base salary;
 - (b) the annual incentive opportunity;
 - (c) the long-term incentive opportunity;
 - (d) the material terms of employment offers, employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and
 - (e) any special, supplemental or nonqualified benefits or other perquisites.
5. The Committee may form and delegate authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company. Members of a subcommittee may include directors of the Company, employees of the Company, consultants or any other parties as determined by the Committee in its sole discretion.
6. The Committee may delegate authority to management to make off-cycle equity awards (e.g., stock options and/or restricted stock) for new hires, promotions, employee retention and recognition. Such awards may be made to eligible individuals other

than directors and executive officers, subject to limitations on the class of employee to whom such awards may be made and the maximum individual and aggregate awards permitted.

7. The Committee shall make regular reports to the Board. The Committee shall meet at each regularly scheduled meeting of the Board. Additional special meetings of the Committee will be convened at such other times as it deems necessary to fulfill its responsibilities. The Committee shall keep minutes of its meetings and make such minutes available to the Board.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee also shall conduct an annual evaluation of the Committee's performance of its duties under this Charter and shall present the results of the evaluation to the Board.
9. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A"). Relating to this section, the Committee shall have the following responsibilities:
 - (a) Review, evaluate and discuss with management the results of the shareholder advisory Say on Pay vote and the proxy statement discussion and resolution for the advisory Say on Pay vote by shareholders;
 - (b) Periodically review the Company's compensation plans, policies and practices for all employees to assist the Board in determining whether such policies and practices involve risks that are reasonably likely to have a material adverse effect on the Company; and
 - (c) Adopt and amend stock ownership and retention guidelines and oversee other key policies (e.g., clawback, hedging, pledging);
 - (d) As appropriate, review and discuss with management any disclosure related to executive compensation not contained in the CD&A but provided elsewhere in the Company's annual report or proxy statement.

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