

**PPG INDUSTRIES, INC.**  
**OFFICERS-DIRECTORS COMPENSATION COMMITTEE CHARTER**

This Charter describes the composition, purposes and responsibilities of the Officers-Directors Compensation Committee (the “Committee”), a standing committee of the Board of Directors (the “Board”) of PPG Industries, Inc. (“PPG” or the “Company”). It incorporates those parts of PPG’s Bylaws and the rules, policies and guidelines adopted by PPG’s Board of Directors which are applicable to the Committee.

1. Composition. The Committee will be composed of non-employee Directors who are independent according to independence standards established by the Board of Directors and consistent with applicable laws, rules, regulations and stock exchange listing requirements. At least two members of the Committee shall also qualify as “outside directors” within the meaning of Internal Revenue Code Section 162(m) and as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. The members of the Committee, including the Chair of the Committee, shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee. Committee members may be replaced by the Board.
2. Purpose and Responsibilities. The purpose of the Committee is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s officers, Directors and certain other executives. The Committee has the following responsibilities:
  - A. Approve, adopt, administer, interpret, amend, suspend or terminate the compensation plans of the Company applicable to, and fix the compensation and benefits of (a) all officers of the Company serving as Directors of the Company, and (b) all executive officers (as defined under the Securities Exchange Act of 1934) of the Company.
  - B. Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, evaluate, based on full Board input, the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation.
  - C. Review, approve and, where appropriate, make recommendations to the Board of Directors with respect to the Company’s executive incentive compensation plans, equity based compensation plans and Director’s compensation.

- D. Review the Company's compensation practices to ensure that they do not encourage unnecessary and excessive risk taking.
  - E. Oversee actions taken by the Company to seek shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans.
  - F. Prepare the Committee's annual report to shareholders for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
  - G. Review and discuss with Company management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations.
  - H. Develop a schedule of agenda subjects for the year and furnish the schedule to each Director.
  - I. Conduct an annual evaluation of the Committee's performance and report on such evaluation to the Board of Directors.
  - J. Report to the Board of Directors regularly regarding the Committee's various activities.
3. Committee Operations. The Committee will have the sole authority to retain and terminate, and approve the fees and other retention terms of compensation consultants and other advisors as it deems necessary for the fulfillment of its responsibilities. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to compensation consultants and other advisors retained by the Committee. The Committee shall select or receive advice from a compensation consultant or other advisor (other than in-house counsel or a compensation consultant, legal counsel or advisor whose role is limited to certain activities specified in the New York Stock Exchange listing standards) only after taking into consideration the independence of the compensation consultant or other advisor using factors established by law, the rules and regulations of the Securities and Exchange Commission, and the New York Stock Exchange listing standards. Subject to the previous sentence, the Committee is not precluded from obtaining advice and assistance from compensation consultants and other advisors of its choosing, including ones that are not independent. The Committee shall have unrestricted access to management.

The Committee will also have the authority to designate and to delegate duties to such subcommittees as it deems necessary or desirable. To the

extent permitted by applicable law, the Committee may also delegate to one or more executive officers of the Company the authority, within guidelines established by the Committee, to approve equity compensation awards under established equity compensation plans of the Company to employees other than those subject to Section 16 of the Securities Exchange Act of 1934. The Committee may also delegate any non-discretionary administrative authority under Company compensation and benefit plans consistent with any limitations specified in the applicable plans.