

**Corning Incorporated**  
**Compensation Committee of the Board of Directors**  
**Committee Charter**

**Purpose**

The Compensation 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. The Compensation 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. Except as otherwise required by applicable laws, regulations or New York Stock Exchange ("NYSE") listing standards, all major decisions are considered by the Board of Directors as a whole.

**Committee Membership**

The Compensation 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 Compensation 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; satisfies the requirements of "outside director" under Section 162(m) of the Internal Revenue Code; and meets the independence requirements in the NYSE listing standards. One member of the Compensation Committee will serve as the Chairperson of the Compensation Committee.

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

**Committee Authority and Responsibilities**

1. The Compensation 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 Compensation 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 Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Compensation 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 Compensation Committee, for payment of reasonable compensation to such consultant, counsel or other adviser retained by the Compensation Committee

and any other ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. The Compensation 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 Compensation 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 Compensation 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 Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of all directors, elected officers and other key executives, including annual or multi-year incentive-compensation plans and equity-based incentive plans. The Compensation Committee does not, and shall not, cause or permit stock option grants to be backdated.
4. The Compensation Committee shall annually review and approve, for the CEO and 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 Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of a subcommittee may include directors of the Company, employees of the Company, consultants or any other parties as determined by the Compensation Committee in its sole discretion.
6. The Compensation 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 Compensation Committee shall make regular reports to the Board. The Compensation Committee shall meet at each regularly scheduled meeting of the Board (currently established at six meetings per year). Additional special meetings of the Compensation Committee will be convened at such other times as it deems necessary to fulfill its responsibilities.
8. The Compensation 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 Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A"). Based on such review and discussion, the Compensation Committee shall determine whether to recommend to the Board that the CD&A be included in the Company's annual report or proxy statement. Relating to this section, the Compensation 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.