

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

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This Charter describes the composition, purposes and responsibilities of the Officers-Directors Compensation Committee (the "Committee"), a standing committee of the Board of Directors 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.

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 Corporation.

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. Prepare the Committee's annual report to shareholders for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

E. Develop a schedule of agenda subjects for the year and furnish the schedule to each Director.

F. Conduct an annual evaluation of the Committee's performance and report on such evaluation to the Board of Directors.

G. Report to the Board of Directors regularly regarding the Committee's various activities.

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