

Owens-Illinois, Inc. Nominating/Corporate Governance Committee Charter

Purpose

The Nominating/Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) in fulfilling its responsibility to the share owners, potential share owners and investment community by:

- Identifying individuals qualified to become directors, consistent with the Committee’s Policies and Procedures Regarding the Identification and Evaluation of Candidates for Director (the “Policies and Procedures”);
- Selecting, or recommending that the Board select, the candidates for all directorships to be filled by the Board or by the share owners;
- Continuing to develop and recommend to the Board a set of corporate governance principles such as those contained in the Company’s Corporate Governance Guidelines and the O-I Global Code of Business Conduct and Ethics;
- Overseeing the evaluation of the Board and the management of the Company; and
- Otherwise taking a leadership role in shaping the corporate governance of the Company.

Membership

The Committee shall be composed of at least three directors, each of whom is determined by the Board to be “independent” under the listing standards of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless an independent member of the Board is elected by the Board to act as Chairman, the members of the Committee shall designate an independent member of the Committee to act as Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined above.

1. Review and revise as necessary the director qualification standards and criteria for the selection of new directors as contained in the Committee's Policies and Procedures and the Company's Corporate Governance Guidelines.
2. Identify individuals qualified to become members of the Board pursuant to the Committee's Policies and Procedures, and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the share owners at an annual or special meeting of share owners.
3. Review and make recommendations to the full Board regarding whether members of the Board should stand for re-election.
4. Review and make recommendations to the full Board regarding actions, if any, to be taken in connection with resignations that may be tendered by directors in accordance with the Company's Corporate Governance Guidelines. Consider matters relating to the retirement of Board members, including term limits or age caps.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of Board candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
7. Consider the adequacy of the Certificate of Incorporation and By-Laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the Certificate of Incorporation and By-Laws for consideration by the share owners.
8. Review and make recommendations to the Board regarding the composition and size of the Board in order to ensure the Board has the requisite diversity of backgrounds, skills, experience and expertise. Take into consideration the benefits of having Board members who also reflect a diversity of age, gender, ethnicity and country of citizenship.
9. At such times as the Board has elected to have in place a non-executive Chairman of the Board, recommend an independent member of the Board to serve as Chairman of the Board. At such times as the Board has elected to have in place a Lead Director, recommend an independent member of the Board to serve as Lead Director.
10. Oversee evaluation of the Board and management.

11. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board and the qualifications and criteria for membership on each committee of the Board.
12. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee. Periodically review the composition of each committee of the Board and make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
13. Recommend members of the Board to serve as the Chairs of the committees of the Board.
14. Periodically review the charter of each committee of the Board, or request such review by each committee, and consider what charter changes to recommend to the full Board for approval.
15. Make recommendations to the Board for the creation of additional committees or the elimination of Board committees.
16. Monitor corporate governance developments to enable the Committee to make recommendations to the Board in light of such developments.
17. Consider and recommend policies relating to meetings of the Board including, if necessary, policies regarding meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
18. Make regular reports to the Board regarding its activities and propose any necessary action to the Board regarding its functions as described above.
19. Review and reassess at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
20. Evaluate annually its own performance.
21. Oversee CEO succession planning and development. Review and evaluate the succession plans relating to the CEO position, including planning for contingencies such as the departure, death or disability of the CEO so that the Company has in place an emergency succession plan that addresses both interim and longer-term leadership for the Company. Make recommendations to the Board with respect to CEO succession planning and development.
22. Oversee the Ethics and Compliance function. Review regular reports from the Company's Chief Ethics and Compliance Officer and, when necessary, make recommendations to the Board regarding the utilization of other Board committees effectively to address issues arising in the Ethics and Compliance area.
23. Review and recommend to the full Board the approval or ratification of any transaction between the Company and a related person that is required to be disclosed under the rules of the United States Securities and Exchange Commission. (For purposes of this requirement, the terms "transaction" and "related person" have the meanings contained in Item 404 of Regulation S-K.)

24. Review annually the stock ownership of the Board Members in accordance with the Corporate Governance Guidelines.

Retention of Consulting Assistance and Delegation of Authority

The Committee shall have sole authority to retain and to terminate (i) any search firm used to assist it in identifying candidates to serve as directors of the Company, and (ii) any other advisor that the Committee believes to be desirable and appropriate, including sole authority to approve the fees payable to such search firm or advisor and any other terms of retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any firm or advisor employed by the Committee. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.