CORNING INCORPORATED
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of Corning Incorporated, acting on the recommendation of its Nominating and Corporate Governance Committee, has adopted these guidelines to promote the effective functioning of the Board and its committees. These guidelines acknowledge the leadership exercised by the Board's standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of Corning Incorporated and its stockholders or as required by applicable laws and regulations.

Role of the Board

The business and affairs of Corning Incorporated are managed by or under the direction of its Board of Directors in accordance with New York law.

Specifically, the directors' duty is to:

- exercise their business judgment in good faith;
- act in what they reasonably believe to be the best interest of all shareholders;
- become and remain well-informed about Corning Incorporated's business and operations and general business and economic trends affecting Corning Incorporated; and
- ensure that Corning Incorporated's business is conducted so as to further the long-term interests of its shareholders.

Board Structure and Composition

Board Size. The size of the Board will provide for diversity among non-employee directors while also facilitating substantive discussions in which each director can participate meaningfully. The Board size will be set by the Board on recommendation of the Nominating and Corporate Governance Committee, and within the limits prescribed by Corning Incorporated's by-laws.

Independent Directors. A substantial majority of the Board will consist of directors whom the Board has determined to be independent. In general, an independent director must have no material relationship with Corning Incorporated, directly or indirectly. For this purpose, Corning Incorporated will ensure that it complies with the independence requirements of SEC and the NYSE Listing Standards, as well as director qualification standards recommended by the Nominating and Corporate Governance Committee.

Notwithstanding the fact that an individual may not satisfy one or more of the above criteria, the Board may nevertheless determine that the director has no material relationship with the company that would interfere with independence and should be considered independent. In that case, the reasons for any such determination will be specifically set forth in the proxy statement for any meeting at which that director is standing for election.

Chairman and CEO. Currently, the Board believes it is appropriate for Corning Incorporated's Chief Executive Officer (CEO) also to serve as Chairman of the Board. However, the Board reviews the Board structure annually and retains the authority to separate those functions if it deems such action appropriate in the future.

Lead Director. If the Chairman is not an independent director, the independent directors shall designate from among them a lead independent director (Lead Director). The Board will designate and publicly disclose the independent director who will serve as Lead Director. The Lead Director's responsibilities include: presiding at meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; serving as liaison between the Chairman and the independent directors; convening meetings of the directors; meeting regularly with the CEO to provide feedback on director deliberations; consulting with the Chairman on matters relating to corporate governance; facilitating the CEO performance review and management succession planning reviews; and, when requested by major shareholders, ensuring that he/she is available for consultation and direct communication. The Lead Director, in advance of each Board meeting, provides comments, suggestions, and approval for the meeting schedule and timing, for each agenda, and for the types of information to be sent to the Board.

Term Limits. The Board believes that experience as a Corning Incorporated director is a valuable asset, especially in light of the size and global scope of the company's operations. Therefore, directors are not subject to term limits except as a result of reaching the Board's mandatory retirement age.

Mandatory Retirement. A director must retire from the Board at the annual meeting of shareholders following the director's 78th birthday. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement as to any Director if it deems a waiver to be in the best interests of the company.

Other Directorships. Recognizing the substantial time commitment required of directors, unless otherwise approved by the Nominating and Corporate Governance Committee: (a) an employee director of Corning will serve on the board of no more than two other public companies and (b) a non-employee director will serve on the board of no more than three other public companies. Each director will serve on the boards of other public and private companies and not-for-profit entities only to the extent that, in the judgment of the Nominating and Corporate Governance Committee, such services do not detract from the director's ability to devote the necessary time and attention to Corning Incorporated. The Nominating and Corporate Governance Committee will periodically review all directors' service on the boards of other public companies.

Change in Status. To avoid any potential for a conflict of interest, directors will not accept a seat on any additional public company board or any governmental position without first having the matter reviewed by the Nominating and Corporate Governance Committee.

In addition, a director will tender his or her resignation for consideration by the Nominating and Corporate Governance Committee in the event of retirement or other substantial change the director's employment or other significant responsibilities. If the Nominating and Corporate Governance Committee determines that the resignation should be accepted, the Committee will refer that recommendation to the Board.

Failure to Receive Majority Vote. Any incumbent nominee for director who does not receive the affirmative vote of a majority of the votes cast in any uncontested election must promptly offer to resign. The Nominating and Corporate Governance Committee will make a recommendation on the offer and the

Board must accept or reject the offer and publicly disclose its decision and rationale.

Director Selection; Qualifications; Independence; Education

Director Candidates. The Board, acting on the recommendation of the Nominating and Corporate Governance Committee, will nominate a slate of director candidates for election at each annual meeting of shareholders and will elect directors to fill vacancies, including vacancies created as a result of any increase in the size of the Board, between annual meetings.

Qualifications. In connection with the selection and nomination process, the Nominating and Corporate Governance Committee will review the desired experience, mix of skills and other qualities to determine appropriate Board composition, considering the current Board members and the specific needs of the company and the Board. The Nominating and Corporate Governance Committee considers the following attributes of candidates for the Board of Directors: (1) relevant knowledge, diversity of background and experience in areas including business, finance, accounting, science and technology, marketing, manufacturing, operations, international business, government, and human capital management; (2) personal qualities of leadership, character, judgment and whether the candidate possesses a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (3) roles and contributions valuable to the business community and ability to act on behalf of shareholders; and (4) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at meetings. Final approval of a candidate is determined by the full Board.

Diversity. In addition, the Nominating and Corporate Governance Committee seeks to achieve diversity within the Board and adheres to the company's philosophy of maintaining an environment free from discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity, age, national origin, disability, veteran status or any protected category under applicable law. This process is designed to provide that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the company. Accordingly, the Nominating and Corporate Governance Committee is committed to actively seeking out highly qualified women and minority candidates, as well as candidates with diverse backgrounds, skills and experiences, to include in the pool from which Board nominees are chosen.

Independence. The Board adopted a formal set of director qualification standards under the NYSE Listing Standards approved by the SEC concerning determination of director independence. To be considered independent, a director must be determined by resolution of the Board after due deliberation, to have no material relationship with the company other than as a director. In each case, the Board will broadly consider all relevant facts and circumstances and apply the following standards:

1. A director will not be independent if within the preceding three years: (a) the director was employed by the company or any of its subsidiaries; (b) an immediate family member of the director was an executive officer of the company; (c) the director was employed by or affiliated with the company's independent internal or external auditor; (d) an immediate family member of the director was employed in a professional capacity by the company's independent internal or external auditor; or (e) an executive officer of the company was on the board compensation committee of a second company that employed either the director or an immediate family member as an executive officer.

2. A director will not be independent if within the preceding three years: (a) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in

any way on continued service); (b) the director is a current partner or employee of a firm that is the listed company's internal or external auditor, or the director has an immediate family member who is a current partner of such a firm, or the director has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company's audit within that time; (c) the director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the listed company's present executive officers at the same time serves or served on that company's compensation committee; or (d) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues. The Board shall consider the materiality of any such relationships, even if they are below the dollar thresholds. "Immediate family member" includes a person's spouse, parents, children, siblings, in- laws, and anyone (other than employees) who shares such person's home. Materiality for this purpose will be evaluated both from the standpoint of Corning Incorporated and from the standpoint of the director or the persons or entities with which the director is affiliated.

3. If the relationship is below the dollar thresholds in set forth in Section 2 above, the determination of whether such relationship is material or not (and whether a director is independent or not) shall be made by those directors on the Board who satisfy the independence guidelines.

4. For independence, all directors must deal at arms' length with the company and its subsidiaries and disclose circumstances that are material to the director if they might be viewed as a conflict of interest.

Orientation. New directors will receive a comprehensive orientation from responsible executives regarding Corning Incorporated's business and affairs, including written materials, meetings with key management and visits to facilities.

Continuing Education. Reviews of aspects of Corning Incorporated's operations will be presented by responsible executives from time to time as part of the agenda of regular Board meetings. As appropriate, directors will have opportunities for additional educational sessions on matters relevant to Corning Incorporated and its business.

Board Meetings and Director Responsibilities

Functions of the Board. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- selecting, evaluating and compensating the CEO/senior management,
- reviewing and monitoring fundamental financial and business strategies and major corporate actions,

- assessing major risks facing the company, and
- ensuring integrity of financial statements, compliance with laws and ethics, among other functions.

Number of Meetings. The Board will meet no less than four times per year. In addition, special meetings may be called from time to time as determined by the needs of the business

Agenda and Briefing Material. An agenda for each Board meeting and briefing materials will, to the extent practicable in light of the timing of matters that require Board attention, be distributed to each director prior to each meeting. Briefing materials should be concise and yet sufficiently detailed to permit directors to make informed judgments. The Chairman, after consultation with the Lead Director, will normally determine the agenda for Board meetings, but any director may request the inclusion of particular items. Meeting Attendance. It is expected that each director will make every effort to attend each Board meeting, each annual meeting of shareholders, and each meeting of any committee on which he or she sits. Attendance in person is preferred but attendance by teleconference is permitted if necessary, under the circumstances.

Director Preparedness. Each director should be familiar with the agenda for each meeting, should have carefully reviewed all other materials distributed in advance of the meeting, and should be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Non-employee Director Executive Sessions

Our non-management directors meet at regularly scheduled executive sessions without management. The Lead Director or other non-employee director as chosen by the Board will preside at the executive sessions and will be disclosed in the proxy statement per the NYSE Listing Standards. Any non-employee director may raise issues for discussion at an executive session.

Board Evaluation

Annually, the Board will evaluate its performance and effectiveness as a Board, as well as the performance and effectiveness of its committees, and will abide by NYSE Listing Standards for self-evaluation for selected Committees.

Committees

Committees. The Board will appoint from among its members an executive committee and other committees it determines are necessary or appropriate to conduct its business. Currently, the standing committees of the Board are the Executive Committee, Audit Committee, Nominating and Corporate Governance Committee (which serves as the nominating and corporate governance committee within the meaning of the New York Stock Exchange rules), Compensation Committee, Corporate Responsibility and Sustainability Committee, Finance Committee, and Information Technology Committee.

Committee Composition. The Nominating and Corporate Governance Committee, Audit Committee, and Compensation Committee will consist solely of independent directors. Except for the Executive Committee where the Chairman of the Board will be the Chair, the Nominating and Corporate Governance Committee will recommend committee Chairs to the Board for approval.

In addition:

- the membership of the Audit Committee must meet such additional requirements as may apply under the rules of the New York Stock Exchange and the Securities and Exchange Commission;

- the membership of the Compensation Committee must meet such additional requirements as may apply under the rules of the New York Stock Exchange and must qualify as an independent "non-employee directors" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934; and no member of the Compensation Committee may be part of a compensation committee interlock within the meaning of Regulation S-K of the Securities and Exchange Commission.

Committee Charters. Each of the committees will have a written charter setting forth its responsibilities if they are not stated in the company's by-laws. Charters will be adopted by the Board based on the recommendation of the applicable committee.

Committee Self-evaluation. Annually, each of the Board committees will conduct an evaluation of its performance and effectiveness and will consider whether any changes to the committee's charter are appropriate.

Committee Assignments. Membership of each committee will be determined by the Board on the recommendation of the Nominating and Corporate Governance Committee. Consideration will be given to rotating committee memberships periodically.

Committee Reports. The Chair of each Board committee will report to the full Board on the activities of his or her committee, including the results of the committee's self-evaluations and any recommended changes to the committee's charter.

CEO Performance Review

At least annually, the Lead Director will lead an executive session of the non-employee directors to review the performance of the CEO in light of Corning's goals and objectives. The non-employee directors will meet annually with the CEO to receive his or her recommendations concerning such goals.

Management Succession Planning and Performance Review

At least annually, the Board will review and approve succession plans for the CEO and other senior executives. Succession planning will address both succession in the ordinary course of business and contingency planning in case of emergencies or unforeseen events. To assist the Board, the CEO will annually provide the Board with an assessment of senior managers and of their potential to succeed him or her. The CEO will also provide the Board with an assessment of persons considered potential successors to certain senior management positions.

The function of the Board in monitoring the performance of senior management is fulfilled by the presence of outside directors who have a substantive knowledge of the business. The Board will select the senior management team, which is charged with the conduct of the company's business. Having selected the senior management team, the Board will act as an advisor to senior management and ultimately monitor its performance. The Compensation Committee also is responsible for setting performance goals and compensation for the direct reports to the CEO. These decisions will be approved or ratified by action of the non-employee directors of the Board at a meeting or executive session.

Board Resources

Access to Employees. Non-employee directors will have full access to the senior management and other employees of Corning Incorporated. The Board expects that there will be regular opportunities for directors to meet with the CEO and other members of senior management in Board and committee meetings and in other formal or informal settings.

Authority to Retain Advisors. It is normally expected that information regarding the company's business and affairs will be provided to the Board by Corning Incorporated management and staff and by the company's independent auditor. However, the Board and each committee have the authority to retain such outside independent advisors, including accountants, legal counsel, or other experts, as it deems appropriate. Non-employee directors will have full access to such outside independent advisors to ask questions regarding Corning Incorporated. The fees and expenses of any such advisors will be paid by Corning Incorporated.

Code of Conduct; Code of Conduct for Directors and Executive Officers

Corning Incorporated has adopted a comprehensive "Code of Conduct" that applies to all directors and employees of the company and has supplemented the Code of Conduct with a "Code of Conduct for Directors and Executive Officers." These standards include policies calling for strict observance of all laws applicable to Corning Incorporated's business and describes conflicts of interest policies which, among other things, requires that directors and executive officers avoid any conflict between their own interests and the interests of the company in dealing with suppliers, customers, and other third parties, and in the conduct of their personal affairs, including transactions in securities of the company, any affiliate, or any nonaffiliated organization. Each director and executive officer are expected to be familiar with and to follow these policies to the extent applicable to them.

Policy on Transactions with Related Persons

The Board has adopted a written policy requiring that any transaction (a) involving the company (b) in which one of our directors, nominees for director, executive officers, or greater than 5% shareholders, or their immediate family members, have a direct or indirect material interest and (c) where the amount involved exceeds $120,000 in any fiscal year, be approved or ratified by a majority of independent directors of the full Board or by a designated committee of the Board. The Board has designated the Nominating and Corporate Governance Committee with responsibility for reviewing and approving any such transactions.

In determining whether to approve or ratify any such transaction, the independent directors or relevant committee must consider, in addition to other factors deemed appropriate, whether the transaction is on terms no less favorable to the company than those involving unrelated parties. No director may participate in any review, approval or ratification of any transaction if he or she, or his or her immediate family member, has a direct or indirect material interest in the transaction.

Communication by Interested Parties with the Non-employee Directors

The Nominating and Corporate Governance Committee will maintain procedures for interested parties to communicate directly with the non-employee directors. The Board believes that it is management's role to speak for the company. These procedures will be published in the proxy statement for each annual meeting of shareholders and posted on Corning Incorporated's Internet site.

In the fall of 2015, our Board adopted the principles embodied in the Shareholder-Director Exchange (SDX) Protocol, as a guide for effective, mutually beneficial engagement between shareholders and directors.

Corning Incorporated Non-Employee Director Compensation

Compensation for non-employee directors will be determined by the independent members of the Board on the recommendation of the Compensation Committee and will be reviewed annually at a minimum. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the company's business and the responsibilities of its directors. In considering benefits and compensation of non-employee directors, the Board will consider whether questions regarding directors' independence may be raised by any compensation that would be considered non-customary, or the company providing indirect forms of compensation or benefits to a director or any substantial charitable contributions to organizations in which a director is affiliated.

Non-employee Director Stock Ownership Requirements

Within five years of joining the Board, each non-employee director will own stock in the company with a value of at least five times the annual cash retainer paid to such director. Non-employee directors have up to three years to return to this required stock ownership level if the company stock price drops by over twenty percent in any calendar year.

Management Stock Ownership Requirements

These requirements shall apply to members of the company's Senior Leadership Team, which includes named executive officers (each, a "Senior Manager"). However, in the event a Senior Manager is a citizen or resident of a country where the company settles equity compensation in cash only, then these requirements will not apply to that Senior Manager.

Each Senior Manager, within five years of hire as or promotion to Senior Manager, will own stock in the company with a value of at least the following levels:

- Chief Executive Officer - six times annual salary
- All other Senior Managers - three times annual salary

If the company stock price drops by twenty percent or more between two consecutive review dates, and such price drop causes a Senior Manager to fall below the applicable ownership level, such Senior Manager have up to two years to return to this required stock ownership level.

Stock Ownership Calculation. Ownership is reviewed the first business day of April each year. The following are included for determining share ownership:

- Shares owned either individually or jointly with his or her spouse and/or children
- Shares held in the Company 401(k) Plan
- Share units held in the nonqualified Supplemental Investment Plan
- Earned but unvested restricted stock or RSUs (adjusted for shares expected to be withheld for taxes (using a 47% tax rate) at vesting)

Unexercised stock options *do not* count as actual ownership until exercised, converted to shares, and held. Performance Share Units (PSUs) do not count as actual ownership until shares are earned, converted to shares and held.

Bonus Recoupment Policy

The Compensation Committee of the Board of Directors has discretion to recoup bonuses from officers and other key employees in certain circumstances and may supplement any recoupment required by the Sarbanes-Oxley Act of 2002. The Committee will, to the extent permitted by governing law, have the sole and absolute authority to make retroactive adjustments to any cash or equity-based incentive compensation paid to executive officers and other key employees where such payment was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement.

Where applicable, the company will seek to recover any amount determined to have been inappropriately received by the individual executive.

Option Repricing

The company will not, without shareholder approval, amend any employee stock option to reduce the exercise price (except for appropriate adjustments in the case of a stock split or similar change in capitalization); or offer to exchange outstanding employee stock options for options having a lower exercise price; or offer to exchange options having an exercise price below the current market price for cash, restricted stock, or other consideration.

Stock Option Pricing

The company will grant employee stock options approved by the Compensation Committee of the Board and reported to the Board, with the option exercise price determined by the NYSE closing price on one or more of these grant dates:

- on the day the stock option grant is reported to the Board after Compensation Committee approval, or on the first business day of the month following date of hire for a newly hired employee granted stock options, or

- on a fixed, future grant date or dates as approved by the Committee and reported to the Board.

Upon delegation by the Compensation Committee, specified senior Officers may grant limited numbers of stock options to non-officer active employees in special situations. These grants shall be effective when signed jointly by those Officers. The option exercise price shall be determined by the NYSE closing price on the effective grant date or on a fixed, future date. Grants awarded under this authority shall be reported to the Compensation Committee on or before its next regular meeting.

Shareholder Matters

Shareholder matters, such as voting rights, nomination of directors, submission of shareholder proposals, and others are contained within, and governed by Corning Incorporated's by-laws and charter.

Re-evaluation of Corporate Governance Guidelines

The Board will review and revise these Corporate Governance Guidelines as appropriate from time to time based on the recommendation of the Nominating and Corporate Governance Committee.