



PPG
One PPG Place, 39th Floor
Pittsburgh, Pennsylvania 15272 USA
Tel: (412) 434-2471
Fax: (412) 434-2490
foulkes@ppg.com

December 18, 2017

Anne M. Foulkes
Vice President, Associate General Counsel and Secretary

Via E-mail (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: PPG Industries, Inc.; Omission of Shareholder Proposals Submitted by John Chevedden; Securities Exchange Act of 1934 – Section 14(a), Rule 14a-8.

Ladies and Gentlemen:

I am writing on behalf of PPG Industries, Inc. (“PPG”) to inform you, pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that PPG intends to omit from its proxy solicitation materials for its 2018 annual meeting of shareholders a shareholder proposal (the “Proponent’s Proposal”) submitted by John Chevedden (the “Proponent”). In accordance with Rule 14a-8(j), PPG hereby respectfully requests that the staff (the “Staff”) of the Division of Corporation Finance of the Securities and Exchange Commission (the “Commission”) confirm that it will not recommend enforcement action against PPG if the Proponent’s Proposal is omitted from PPG’s proxy solicitation materials for its 2018 annual meeting of shareholders (the “2018 Annual Meeting”) in reliance on Rule 14a-8(i)(10). Copies of the Proponent’s Proposal, the Proponent’s revised proposal and accompanying materials are attached as Exhibit A.

PPG expects to file a preliminary proxy statement on or about February 16, 2018 due to the inclusion in the proxy solicitation materials of a proposal to amend PPG’s Articles of Incorporation, as described below. PPG expects to file its definitive proxy solicitation materials for the 2018 Annual Meeting on or about March 8, 2018. Accordingly, as contemplated by Rule 14a-8(j), this letter is being filed with the Commission more than 80 calendar days before the date upon which PPG expects to file the definitive proxy solicitation materials for the 2018 Annual Meeting.

Pursuant to Staff Legal Bulletin No. 14D (“SLB 14D”), I am submitting this request for no-action relief to the Commission under Rule 14a-8 by use of the Commission’s email address, shareholderproposals@sec.gov, and I have included my name and telephone number both in this letter and the cover email accompanying this letter. In accordance with the Staff’s instruction in Section E of SLB 14D, I am simultaneously forwarding by email and/or facsimile a copy of this letter to the Proponent. The Proponent is requested to copy the undersigned on any response he may choose to make to the Staff and concurrently submit to the undersigned any such response or other correspondence.

THE PROPONENT’S PROPOSAL

The Proponent’s Proposal sets forth the following resolution:

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company can adopt this proposal topic in one-year and the proponent is in favor of a one-year implementation, this proposal allows the option to phase it in over 3-years. It is critical to this proposal that our Company take all the steps necessary to reorganize the Board of Directors into one class.

BACKGROUND

PPG's Articles of Incorporation (the "Articles of Incorporation") currently provide for a classified board of directors that is divided into three classes, with each class of directors elected for a three-year term. PPG's Bylaws (the "Bylaws") also currently provide for a similarly classified board of directors.

Following PPG's receipt of the Proponent's Proposal, the Nominating and Governance Committee of PPG's Board of Directors (the "Committee") and PPG's Board of Directors (the "Board") as a whole each have considered the Board's classification structure, including the relative advantages and disadvantages of maintaining the current classified structure of the Board as provided in the Articles of Incorporation and the Bylaws. At its meeting held on December 14, 2017, the Board determined that the Company should eliminate its classified Board structure and determined to consider at its scheduled meeting on January 18, 2018 (the "January Board Meeting") a formal resolution approving and submitting for shareholder approval at the 2018 Annual Meeting a Board-sponsored proposal to amend the Articles of Incorporation to eliminate the current classified structure of the Board and instead to provide for a single class of directors, with each director subject to annual elections (the "PPG Proposal"). We expect that the Board will formally approve the PPG Proposal, as well as to recommend that PPG's shareholders vote "FOR" the PPG Proposal, at that time. We will supplement this request promptly following the Board's consideration of the PPG Proposal at the January Board Meeting. If the PPG Proposal is approved by the Board, the Board will include the PPG Proposal in the Company's proxy solicitation materials for the 2018 Annual Meeting and submit the PPG Proposal to a shareholder vote at the 2018 Annual Meeting. If the PPG Proposal receives the requisite shareholder approval at the 2018 Annual Meeting, the Articles of Incorporation and the Bylaws will be amended to eliminate the current classified structure of the Board and instead to provide for a single class of directors, with each director being subject to annual elections and with the declassification being phased in over a three-year period in accordance with the Proponent's Proposal. Pursuant to the terms of the Articles of Incorporation, the affirmative vote of the holders of at least 80% of the shares of PPG's outstanding common stock entitled to vote (including abstentions) at the 2018 Annual Meeting will be required for shareholder approval of the PPG Proposal.

DISCUSSION

The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(10) Because the Proponent's Proposal Has Been Substantially Implemented by PPG.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy solicitation materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of

shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were fully effected by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the rule] defeated its purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the “1983 Release”). Therefore, in 1983, the Commission adopted a revised interpretation to the rule to permit the omission of proposals that had been “substantially implemented,” and the Commission codified this revised interpretation in Exchange Act Release No. 40018 at n.30 (May 21, 1998). Thus, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objectives of a shareholder proposal, the Staff has concurred that the proposal has been “substantially implemented” and may be excluded as moot under Rule 14a-8(i)(10). See, e.g., *Apple Inc.* (Dec. 12, 2017); *QUALCOMM Incorporated* (Dec. 8, 2017); *Korn/Ferry International* (July 6, 2017); *The Southern Company* (Feb. 24, 2017); *Windstream Holdings* (Feb. 14, 2017); *Brocade Communications Systems, Inc.* (Dec. 19, 2016); *NETGEAR, Inc.* (Mar. 31, 2015); *Exxon Mobil Corp.* (Mar. 17, 2015, recon. denied Mar. 25, 2015); *PPG Industries, Inc.* (Jan. 21, 2015); *Pfizer, Inc.* (Jan. 11, 2013, recon. avail. Mar. 1, 2013); *McKesson Corporation* (Apr. 8, 2011); *Exelon Corp.* (Feb. 26, 2010); *Express Scripts, Inc.* (Jan. 28, 2010); *Exxon Mobil Corp.* (March 23, 2009). The Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (March 28, 1991).

The Staff consistently has concurred that shareholder proposals calling for the elimination of classified boards of directors, like the Proponent’s Proposal, are excludable under Rule 14a-8(i)(10) where the company’s board of directors lacks unilateral authority to adopt amendments to the company’s governing documents but has taken all of the steps within its power to eliminate the classified board provisions in those documents and determined to submit the issue for shareholder approval. For instance, in *AbbVie Inc.* (Dec. 22, 2016), the company, which had a classified board of directors divided into three classes with each class of directors elected for three-year terms, received a shareholder proposal substantially similar to the Proponent’s Proposal, requesting that the company “take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year.” The company’s board of directors approved amendments to its Amended and Restated Certificate of Incorporation and its Amended and Restated By-Laws to declassify its board of directors, but the amendments would only become effective upon shareholder approval of the proposed amendments to the company’s Amended and Restated Certificate of Incorporation at the company’s 2017 annual meeting of shareholders. The company argued, and the Staff concurred, that no-action relief was appropriate based on the actions taken by its board of directors and the forthcoming submission of the matter for the requisite approval by the company’s shareholders. For additional examples where the Staff granted no-action relief with respect to a proposal similar to the Proponent’s Proposal based on action by the company’s board of directors and a forthcoming shareholder vote on the matter, see also *Ryder System, Inc.* (Feb. 11, 2015); *St. Jude Medical, Inc.* (Feb. 3, 2015); *LaSalle Hotel Properties* (Feb. 27, 2014); *Dun & Bradstreet Corp.* (Feb. 4, 2011); *Baxter International Inc.* (Feb. 3, 2011); *Allergan, Inc.* (Jan. 18, 2011); *AmerisourceBergen Corporation*

(Nov. 15, 2010); *Textron Inc.* (Jan. 21, 2010); *Del Monte Foods Company* (June 3, 2009); *Visteon Corp.* (Feb. 15, 2007); *Northrup Grumman Corp.* (Mar. 22, 2005).

We are submitting this no-action request now to address the timing requirements of Rule 14a-8(j). We will supplement this request promptly following the Board's consideration of the PPG Proposal at the January Board Meeting. The Staff consistently has granted no-action relief under Rule 14a-8(i)(10) where a company has notified the Staff that it intends to exclude a proposal on the grounds that its board of directors is expected to take certain action that will substantially implement the proposal and then supplements its request for no-action relief by notifying the Staff after the action has been taken by the board of directors. See, e.g., *The Southern Company* (Feb. 24, 2017); *OEG Energy Corp.* (Feb. 24, 2017); *Windstream Holdings, Inc.* (Feb. 14, 2017); *Dun & Bradstreet Corp.* (Feb. 10, 2017); *United Continental Holdings, Inc.* (Feb. 26, 2016); *Reliance Steel & Aluminum Co.* (Feb. 26, 2016); *Huntington Ingalls Industries, Inc.* (Feb. 12, 2016); *Medivation, Inc.* (Mar. 13, 2015); *The Wendy's Company* (Mar. 2, 2016); *NETGEAR, Inc.* (Mar. 31, 2015); *Visa Inc.* (Nov. 14, 2014); *Hewlett-Packard Co.* (Dec. 19, 2013); *Starbucks Corp.* (Nov. 27, 2012); *Applied Materials, Inc.* (Dec. 19, 2008); *Sun Microsystems, Inc.* (Aug. 28, 2008); *H.J. Heinz Company* (May 20, 2008); *NiSource, Inc.* (Mar. 10, 2008); *Johnson & Johnson* (Feb. 19, 2008); *Intel Corp.* (Mar. 11, 2003).

The Articles of Incorporation and the Bylaws currently provide for the Board to be classified into three classes, with each class of directors elected for a three-year term. At the January Board Meeting, the Board is expected to approve the inclusion of the PPG Proposal, a Board-sponsored proposal to replace PPG's current classified board structure and instead to provide for a single class of directors, with each director being subject to annual elections, in PPG's proxy solicitation materials for the 2018 Annual Meeting. The PPG Proposal also will contemplate a related amendment to the Bylaws to eliminate the classified board structure reflected therein. If the PPG Proposal is approved by the Board at the January Board Meeting and receives the requisite shareholder approval at the 2018 Annual Meeting, the Articles of Incorporation and the Bylaws will be amended promptly thereafter by filing a Certificate of Amendment with the Secretary of State of the Commonwealth of Pennsylvania. Upon effectiveness of that Certificate of Amendment, PPG's classified board provisions in the Articles of Incorporation will be replaced with provisions for a three-year phase-in at the conclusion of which all of PPG's directors will be elected for one-year terms and will be subject to annual elections. The amendments to the Certificate of Incorporation that will be the subject of the PPG Proposal are wholly consistent with the essential objectives of the Proponent's Proposal. In particular, subject to receipt of the requisite Board approval of the PPG approval, which is expected to occur at the January Board Meeting, and the requisite shareholder approval of the PPG Proposal at the 2018 Annual Meeting, PPG will be taking the steps necessary to reorganize the Board into one class during a three-year phase-in period, with each PPG director being subject to election each year at the end of the three-year phase-in period, exactly as requested in the Proponent's Proposal. Therefore, the Board's expected forthcoming approval of the PPG Proposal and determination to submit the PPG Proposal for shareholder approval at the 2018 Annual Meeting will substantially implement the Proponent's Proposal's objective. As such, we respectfully request that the Staff concur in our view that the Proponent's Proposal may be excluded from PPG's proxy solicitation materials for the 2018 Annual Meeting.

CONCLUSION

Based upon the foregoing, PPG believes that the Proponent's Proposal may be properly omitted from its proxy solicitation materials for the 2018 Annual Meeting under Rule 14a-8(i)(10) because the Proponent's Proposal has been substantially implemented by PPG as a result of the decision taken by the Board at its December meeting that the Company should eliminate its classified Board structure and its determination to consider at the January Board Meeting the submission of the PPG Proposal for a vote by PPG's shareholders at the 2018 Annual Meeting, with a recommendation by the Board that PPG's shareholders vote "FOR" the PPG Proposal. As noted above, we will supplement this request promptly following the Board's consideration of the PPG Proposal at the January Board Meeting.

PPG respectfully requests that the Staff concur that it will not recommend enforcement action against PPG if PPG omits the Proponent's Proposal from its proxy solicitation materials for the 2018 Annual Meeting. The directly applicable precedents cited in this letter demonstrate the validity of PPG's request. If the Staff does not concur with the positions of PPG discussed above, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of its Rule 14a-8 response.

If you have any questions or require any additional information, please do not hesitate to contact me by telephone at 412-434-2471. Consistent with Staff Legal Bulletin No. 14F (July 14, 2001), please respond to this letter via email to foulkes@ppg.com. I would appreciate if the Staff also would send a copy of any response to Greg E. Gordon, Senior Counsel, Corporate Law, PPG Industries, Inc., at gordon@ppg.com.

Sincerely,



Anne M. Foulkes
Vice President, Associate General Counsel and Secretary

Attachment

Exhibit A

From: ***
Sent: Monday, October 09, 2017 12:45 AM
To: Foulkes, Anne
Cc: Gordon, Greg; Stull, Laura; Morales, Vince (General Office)
Subject: <EXT>Rule 14a-8 Proposal (PPG)`

Dear Ms. Foulkes,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost.

Sincerely,

John Chevedden

JOHN CHEVEDDEN

Ms. Anne M. Foulkes
Corporate Secretary
PPG Industries, Inc. (PPG)
One PPG Place
Pittsburgh PA 15272
PH: 412 434-3131
FX: 412-434-2011
FX: 412-434-2125

Dear Ms. Foulkes,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

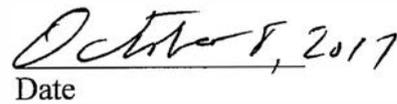
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to

Sincerely,


John Chevedden


Date

cc: Greg Gordon <gordon@ppg.com>
Laura Stull <lstull@ppg.com>
Vince Morales <vmorales@ppg.com>
PH: 412-434-2471
FX: 412-434-2490

[PPG: Rule 14a-8 Proposal, October 8, 2017]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company can adopt this proposal topic in one-year and the proponent is in favor of a one-year implementation, this proposal allows the option to phase it in over 3-years. It is critical to this proposal that our Company take all the steps necessary to reorganize the Board of Directors into one class.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, worth more than one trillion dollars, also adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

It is important that directors like Michele Hooper stand for election every year. Ms. Hooper has an excessive 22-years of long tenure (which compromises her independence). Plus Ms. Hooper is on 2 key board committees.

It is important to vote for this proposal because our management failed to get the necessary vote for their 2015 proposal for a simple majority voting standard for shareholders. Our management could have given tepid support for its own proposal simply as a game at shareholder expense.

Management apparently likes supermajority voting provisions because these provisions entrench management. Management meanwhile wanted to scuttle a 2015 shareholder proposal for simple majority voting. As a result PPG shareholders have a diminished role after the failed management proposal because in certain cases a PPG shareholder majority vote is worthless.

PPG shareholders also have a diminished role because they do not have the right to call a special meeting or to act by written consent.

Please vote for this proposal which will enhance the role of shareholders and improve management accountability:

Elect Each Director Annually – Proposal [4]

[The above line – *Is* for publication.]

John Chevedden,
proposal.

sponsors this

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email [].



PPG Industries, Inc.
One PPG Place, 39th Floor
Pittsburgh, Pennsylvania 15272 USA
Tel: (412) 434-2471
Fax: (412) 434-2490
foulkes@ppg.com

Anne M. Foulkes
Vice President, Associate General Counsel and Secretary

October 9, 2017

Via E-mail

Mr. John Chevedden

Re: Shareholder Proposal

Dear Mr. Chevedden:

On October 9, 2017, we received from you a shareholder proposal for inclusion in PPG Industries, Inc.'s 2018 proxy statement and we are currently reviewing it.

Pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, in order to be eligible to submit a proposal, you must (a) have been the record or beneficial owner of at least \$2,000 in market value of PPG Industries, Inc. common stock on October 9, 2017, the day you submitted your shareholder proposal to PPG and (b) have continuously held your shares for at least one year prior to October 9, 2017. Therefore, in accordance with Rule 14a-8, please provide us with documentary support that these requirements have been met. If your shares are held by a broker, bank or other record holder, the broker, bank or other record holder must be a Depository Trust Company participant and provide us with a written statement as to when the shares were purchased and that the minimum number of shares has been continuously held for the required one-year period. *You must provide the required documentation to us no later than 14 calendar days after your receipt of this letter.*

Please do not hesitate to contact me with any questions.

Sincerely,

A handwritten signature in black ink that reads 'Anne M. Foulkes' with a small 'es' at the end.

Anne M. Foulkes

AMF:ls

From: ***
Sent: Friday, October 13, 2017 7:02 PM
To: Foulkes, Anne
Cc: Gordon, Greg; Stull, Laura
Subject: <EXT>Rule 14a-8 Proposal (PPG) blb

Dear Ms. Foulkes,
Please see the attached broker letter.
Sincerely,
John Chevedden

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045



October 13, 2017

John R. Chevedden

PPG

Post-it® Fax Note	7671	Date	10-13-17	# of pages▶
To	Anne Foulkes	From	John Chevedden	
Co./Dept.		Co.		
Phone #		Phone #	***	
Fax #	412-434-2490	Fax #		

To Whom It May Concern:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in each of the following securities, since October 1, 2016:

Security name	CUSIP	Trading symbol	Share quantity
Citigroup, Inc.	172967424	C	50
Norfolk Southern Corp.	655844108	NSC	50
PPG Industries, Inc.	693506107	PPG	100
Spirit Aerosystems Holdings, Inc.	848574109	SPR	100
Paccar, Inc.	693718108	PCAR	100
United Parcel Service	911312106	UPS	50

The securities referenced in the preceding table are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Central Time (Monday through Friday) and entering my extension 15838 when prompted.

Sincerely,

George Stasinopoulos
Personal Investing Operations

Our File: W497107-12OCT17

Fidelity Brokerage Services LLC, Members NYSE, SIPC.

From: ***
Sent: Thursday, November 09, 2017 11:27 AM
To: Foulkes, Anne
Cc: Gordon, Greg; Stull, Laura; Morales, Vince (General Office)
Subject: <EXT>Rule 14a-8 Proposal (PPG)`

Dear Ms. Foulkes,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company..

Sincerely,
John Chevedden

JOHN CHEVEDDEN

Ms. Anne M. Foulkes
Corporate Secretary
PPG Industries, Inc. (PPG)
One PPG Place
Pittsburgh PA 15272
PH: 412 434-3131
FX: 412-434-2011
FX: 412-434-2125

REVISED 9 NOV 2017

Dear Ms. Foulkes,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to

Sincerely,


John Chevedden


Date

cc: Greg Gordon <gordon@ppg.com>
Laura Stull <lstull@ppg.com>
Vince Morales <vmorales@ppg.com>
PH: 412-434-2471
FX: 412-434-2490

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It is important that directors like Michele Hooper stand for election every year. Ms. Hooper had an excessive 22-years of long tenure (which compromises her independence). Plus Ms. Hooper had oversized influence with seats on 2 important board committees.

It is important to vote for this proposal because our management failed to get the necessary vote for their 2015 proposal for a simple majority-voting standard for shareholders. Our management may have given tepid support for its own proposal simply as a game at shareholder expense to scuttle the topic of the proposal. In response to this 2018 proposal management could disclose any steps it took beyond publishing the 2015 proposal and then letting it die.

Management apparently likes supermajority voting provisions because these provisions entrench management. As a result PPG shareholders have a diminished role after the failed 2015 management proposal because in certain cases a shareholder majority vote is worthless at PPG.

PPG shareholders also have a diminished role because they do not have the right to call a special meeting or to act by written consent.

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[The above line – *Is* for publication.]

John Chevedden,
proposal.

sponsors this

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

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- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email [***].