

## **CHARTER OF LEAD INDEPENDENT DIRECTOR FOR OWENS CORNING**

**Background:** The Board of Directors considers it to be useful and appropriate to designate a non-employee Director to serve in a lead capacity to coordinate the activities of the other non-employee Directors and to perform such other duties and responsibilities as the Board of Directors may determine.

**Responsibilities:** The specific responsibilities of the Lead Director are:

- 1) Preside at meetings of the Board in the absence of, or upon the request of, the Chairman.
- 2) Serve as designated member of the Executive Committee.
- 3) Preside over all executive meetings of non-employee Directors and independent Directors and report to the Board, as appropriate, concerning such meetings.
- 4) Review board meeting agendas in collaboration with the Chairman and recommend matters for the Board to consider and information to be provided to the Board.
- 5) Serve as a liaison and supplemental channel of communication between non-employee/independent Directors and the Chairman without inhibiting direct communications between the Chairman and other Directors.
- 6) Serve as the principal liaison for consultation and communication between the non-employee/independent Directors and stockholders.
- 7) Advise the Chairman concerning the retention of advisors and consultants who report directly to the Board.

**Appointment of Lead Director:** The Lead Director shall be elected by a majority of the independent Directors of the Board for a renewable term of two years (and until such time as her or his successor is elected) or until such earlier time as she or he ceases to be a Director, resigns as Lead Director, or is replaced as Lead Director by a majority of the independent Directors.

**Qualifications of Lead Director:** The Lead Director must:

- 1) qualify as an independent Director under applicable securities laws, rules or guidelines, and applicable stock exchange requirements or guidelines and any other regulatory rules;

- 2) be available to effectively work closely with and in an advisory capacity to the Chairman;
- 3) be available to effectively discuss with other Directors any concerns about the Board or the Corporation and to relay those concerns, where appropriate, to the Chairman or the Board;
- 4) help optimize the effectiveness of the Board and ensure that it operates independently of management; and
- 5) be familiar with Board governance and related procedures through experience as an independent Director at Owens Corning or at another Company that presents a breadth and level of complexity comparable to Owens Corning, with a preference for experience as a Committee Chair.

**Absence of Lead Director:** If the Lead Director is not present at any meeting of the Board, a majority of the independent Directors present shall select a Director to act as Lead Director for the purpose and duration of such meeting.