

OWENS CORNING EXECUTIVE COMMITTEE CHARTER

AUTHORITY

The Executive Committee of the Board of Directors (the “Board”) of Owens Corning (the “Corporation”) shall be comprised of three or more members of the Board, including the Chief Executive Officer (for so long as the Chief Executive Officer is also a director on the Board of Directors of the Corporation), the Lead Independent Director, or if there is no Lead Independent Director, the Chair of the Board, and may act for the Board between meetings. The Committee and its Chair shall be nominated by the Chair of the Board and elected annually at the organization meeting of the Board.

RESPONSIBILITIES

The Executive Committee shall have, and may exercise when the Board is not in session, all of the powers of the Board in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have the power to:

- Amend the Certificate of Incorporation;
- Adopt an agreement of merger or consolidation;
- Amend the Bylaws; or
- Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation’s assets or the dissolution of the Corporation.

OUTSIDE ADVISORS

The Executive Committee may retain, at the Corporation’s expense, such independent counsel or other advisors as it deems necessary.