

# **OWENS CORNING COMPENSATION COMMITTEE CHARTER**

## **AUTHORITY AND PURPOSE**

The Compensation Committee (the “Committee”) of Owens Corning (the “Corporation”) is responsible for the oversight of the Corporation's compensation of Executive Officers, including authority to determine the compensation of the Executive Officers, and for producing the Compensation Committee Report on executive compensation for inclusion in the Corporation's proxy statement, or, if the Corporation does not file a proxy statement, in the Corporation's annual report on Form 10-K filed with the SEC, in accordance with applicable rules and regulations. For purposes of this Charter, “Executive Officers” means the Corporation’s Section 16 "officers" as defined under Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, who report directly to the Chief Executive Officer.

## **COMPOSITION OF THE COMMITTEE**

The Committee shall have at least three members, with one member serving as the Chair, who are appointed by the Board of Directors (the “Board”) on the recommendation of the Governance and Nominating Committee. Members of the Committee shall be directors who satisfy the independence-related requirements for service on the Committee ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"). Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and shall satisfy any other necessary standards of independence under the federal securities laws.

Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the remaining Independent Directors.

## **MEETINGS AND PROCEDURE**

The Committee shall hold regular meetings at such dates, times and places as it may determine from time to time, but not less than twice per year. The Committee Chair, or a majority of the members of the Committee, may also call a special meeting of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Corporation.

### RESPONSIBILITIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions, and the Committee may supplement them as directed by the Board or as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

- Review and approve the Corporation's executive compensation philosophy for pay opportunities for each major element of pay, taking into account roles of similar scale and complexity in the peer group, which review may involve a range around an established target that reflects experience, impact and performance.
- Review and approve the compensation peer group used for comparative executive and director pay levels, design practices and relative performance.
- Oversee the Corporation's policies concerning compensation for directors and Executive Officers, including the following:
  - Review at least annually the goals and objectives of the Corporation's executive compensation plans, including those relevant to Chief Executive Officer compensation, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
  - Review at least annually the Corporation's executive compensation plans, including those relevant to Chief Executive Officer compensation, in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.
- Review the compensation of the Corporation's directors, including an evaluation of how such compensation relates to director compensation of companies of comparable size, industry and complexity and, if the Committee deems it appropriate, adopt, or propose to the Board for consideration, any changes to compensation.

- Review the Corporation's stock ownership guidelines applicable to directors and Executive Officers and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, any amendments.
- Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans and, either alone as a Committee or together with the other Independent Directors, set his or her compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee shall have authority to determine the Chief Executive Officer's compensation level.
- Approve the pay structure, salaries and incentive payments of all other Executive Officers of the Corporation, as well as the funding level of the Corporation's annual and long term incentive plans.
- Review and approve any severance or termination arrangements to be made with any current or prospective Executive Officer of the Corporation.
- Produce the Compensation Committee Report on executive compensation required for inclusion in the Corporation's proxy statement, or, if the Corporation does not file a proxy statement, in the Corporation's annual report on Form 10-K filed with the SEC, in accordance with applicable rules and regulations.
- Review Say on Pay outcomes and any other executive compensation feedback garnered through the Corporation's ongoing shareholder outreach that may be in effect from time-to-time, and consider program design implications.
- Review and, as deemed appropriate, make recommendations to the Board with respect to, non-CEO Executive Officer compensation, and incentive-compensation and equity-based plans, including the following:
  - Review at least annually the goals and objectives of the annual Corporate Incentive Plan and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
  - Review at least annually the Corporation's non-CEO Executive Officer compensation, and incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
  - Review all equity-compensation plans that are not subject to stockholder approval under the listing standards of the NYSE, and approve such plans in its sole discretion.

- Perform such duties and responsibilities as may be assigned to the Committee under the terms of any non-CEO Executive Officer compensation, incentive-compensation or equity-based plan.
- Review the Corporation's executive compensation programs on a continuing basis to determine that they are properly integrated and that payments and benefits are reasonably related to executive and Corporation performance and operate in a manner consistent with that contemplated when such programs were established.
- Review the Corporation's compensation program design to assess any risks that may arise from such programs that are reasonably likely to have a material adverse effect on the Corporation.
- Monitor liabilities associated with the Corporation's Non-Qualified Deferred Compensation Plan and determine when funding for such liabilities is appropriate.
- Review the Corporation's policies in the area of executive perquisites and recommend any changes to the Board.
- Review Executive Officers' travel and entertainment expenses.
- Regularly report its activities to the Board.
- Review and approve the implementation or revision of any clawback policy allowing the Corporation to recoup compensation paid to Executive Officers.
- Review and oversee shareholder proposals relating to executive compensation and related compensation governance matters.
- Perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.
- Review and discuss the results of the Corporation's biennial pay equity study.

#### EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's

or the Board's policies or procedures. Any such recommended amendments and changes shall also be communicated to the Governance and Nominating Committee. The report to the Board may take the form of an oral report by the Committee Chair or any other member of the Committee designated by the Committee to make this report.

#### OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor (a “Committee Advisor”) as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating, and overseeing the work of any Committee Advisor retained by the Committee and shall receive appropriate funding from the Corporation, as determined by the Committee, for payment of reasonable compensation to such Committee Advisor. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Advisor taking into account the factors specified by such rules.