

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

**Background:** The Board of Directors considers it to be useful and appropriate to designate an independent non-management Director to serve in a lead capacity to coordinate the activities of the other non-management/independent 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 to:

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

The Lead Independent Director shall have the authority to call meetings of the independent Directors.

**Appointment of Lead Director:** The Lead Independent 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 Independent Director, or is replaced as Lead Independent Director by a majority of the independent Directors.

**Qualifications of Lead Director:** The Lead Independent 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 Chair;
- 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 Chair 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.