

**Owens-Illinois, Inc.**  
**Risk Oversight**  
**Committee Charter**

***Purpose***

The Risk Oversight Committee (the “Committee”) shall represent and assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities with respect to the Company’s risk management process. While the overall responsibility for risk oversight rests with the Board, the Committee is responsible for determining which risks need to be included on the Board’s agenda for discussion. The Committee:

- A. Provides oversight of management’s policies and activities relating to the identification, evaluation, management and monitoring of the Company’s critical enterprise risks, including the major strategic, operational, financial, regulatory, compliance, reporting, reputational, governance and human resources and labor risks inherent in the business of the Company (the “Enterprise Risks”);
- B. Oversees compliance with legal and regulatory requirements with respect to the conduct of the Company’s business, except for those specific compliance matters under the jurisdiction of other Committees of the Board, as determined by the Board; and
- C. Reports to the Board the Enterprise Risks which have the potential to significantly impact the Company’s ability to execute its strategic priorities and achieve its performance goals.

The Committee shall not have responsibility for matters subject to the jurisdiction of another committee of the Board of Directors pursuant to that committee’s charter. However, to fulfill its responsibility to determine which risks should be included on the Board’s agenda, it is expected that all significant risks be communicated to the Committee, through either direct communication or reporting from other Board committees.

***Membership***

The Committee shall be composed of at least three directors. The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the

Committee may be removed, with or without cause, by a majority vote of the Board.

***Chairman***

Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

## ***Meetings***

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

## ***Responsibilities and Duties***

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined above.

- A. Review and submit for Board approval the Company's Risk Management Philosophy, Risk Management Policy and Statement of Risk Appetite, as developed by management;
- B. Review management's processes designed to identify, assess, manage, monitor and report the Company's significant Enterprise Risks, including the Company's progress in developing and maintaining the appropriate risk management culture;
- C. Review, monitor and discuss with management the Company's significant Enterprise Risks and opportunities including steps management is taking to assess and manage such risks and opportunities;
- D. Provide the Board an overview of the results of the Committee's oversight activities and recommend specific critical Enterprise Risks that warrant the Board's oversight and attention;
- E. Review and discuss with management the adequacy of the Company's resources and infrastructure to fulfill its risk management responsibilities in accordance with its Risk Management Policy;
- F. Review periodic updates on all critical Enterprise Risks, including appropriate information regarding potential exposure, status of risk management action plans and actual risk events;
- G. Review the Company's disclosure of Enterprise Risks in all filings with the Securities and Exchange Commission (including the Form 10-K Annual Report); and
- H. Together with the Audit Committee, review, assess and discuss with the General Counsel, the Chief Financial Officer and the Independent Auditor: (i) any significant

risks or exposures (ii) the steps management has taken to minimize such risks or exposures; and (iii) the Company's underlying policies with respect to risk assessment and risk management.

***Structure and Operation***

The Committee shall have authority to retain outside counsel, risk management consultants or other experts, including authority to approve the fees payable to such advisors and any other terms of retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

Rev. January 25, 2011