

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-33100

**Owens Corning**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**43-2109021**

*(I.R.S. Employer Identification No.)*

**One Owens Corning Parkway, Toledo, OH**

*(Address of principal executive offices)*

**43659**

*(Zip Code)*

**(419) 248-8000**

*(Registrant's telephone number, including area code)*

N/A

*(Former name, former address and former fiscal year, if changed since last report)*

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class                      | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, par value \$0.01 per share | OC                | New York Stock Exchange                   |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large Accelerated Filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/>            |                           |                          |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of October 20, 2023, 88,874,956 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

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**PART I**  
**ITEM 1. FINANCIAL STATEMENTS**  
**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**  
**(unaudited)**  
**(in millions, except per share amounts)**

|                                                                                            | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|--------------------------------------------------------------------------------------------|-------------------------------------|----------|------------------------------------|----------|
|                                                                                            | 2023                                | 2022     | 2023                               | 2022     |
| NET SALES                                                                                  | \$ 2,479                            | \$ 2,529 | \$ 7,373                           | \$ 7,476 |
| COST OF SALES                                                                              | 1,752                               | 1,836    | 5,305                              | 5,430    |
| Gross margin                                                                               | 727                                 | 693      | 2,068                              | 2,046    |
| OPERATING EXPENSES                                                                         |                                     |          |                                    |          |
| Marketing and administrative expenses                                                      | 201                                 | 201      | 612                                | 586      |
| Science and technology expenses                                                            | 29                                  | 26       | 85                                 | 73       |
| Gain on equity method investment                                                           | —                                   | (130)    | —                                  | (130)    |
| Gain on sale of site                                                                       | —                                   | —        | (189)                              | —        |
| Other expense (income), net                                                                | 35                                  | (12)     | 77                                 | (18)     |
| Total operating expenses                                                                   | 265                                 | 85       | 585                                | 511      |
| OPERATING INCOME                                                                           | 462                                 | 608      | 1,483                              | 1,535    |
| Non-operating income                                                                       | (1)                                 | (2)      | (1)                                | (6)      |
| EARNINGS BEFORE INTEREST AND TAXES                                                         | 463                                 | 610      | 1,484                              | 1,541    |
| Interest expense, net                                                                      | 17                                  | 28       | 62                                 | 82       |
| EARNINGS BEFORE TAXES                                                                      | 446                                 | 582      | 1,422                              | 1,459    |
| Income tax expense                                                                         | 110                                 | 114      | 361                                | 340      |
| Equity in net earnings of affiliates                                                       | 1                                   | 1        | 2                                  | —        |
| NET EARNINGS                                                                               | 337                                 | 469      | 1,063                              | 1,119    |
| Net (loss) earnings attributable to non-redeemable and redeemable noncontrolling interests | —                                   | (1)      | (2)                                | 2        |
| NET EARNINGS ATTRIBUTABLE TO OWENS CORNING                                                 | \$ 337                              | \$ 470   | \$ 1,065                           | \$ 1,117 |
| EARNINGS PER COMMON SHARE ATTRIBUTABLE TO OWENS CORNING<br>COMMON STOCKHOLDERS             |                                     |          |                                    |          |
| Basic                                                                                      | \$ 3.74                             | \$ 4.88  | \$ 11.75                           | \$ 11.42 |
| Diluted                                                                                    | \$ 3.71                             | \$ 4.84  | \$ 11.64                           | \$ 11.32 |
| WEIGHTED AVERAGE COMMON SHARES                                                             |                                     |          |                                    |          |
| Basic                                                                                      | 90.0                                | 96.3     | 90.6                               | 97.8     |
| Diluted                                                                                    | 90.9                                | 97.1     | 91.5                               | 98.7     |

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS**  
(unaudited)  
(in millions)

|                                                                                                                                                                                                                                     | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------|--------------------------------------------|-------------|
|                                                                                                                                                                                                                                     | <b>2023</b>                                 | <b>2022</b> | <b>2023</b>                                | <b>2022</b> |
| <b>NET EARNINGS</b>                                                                                                                                                                                                                 | \$ 337                                      | \$ 469      | \$ 1,063                                   | \$ 1,119    |
| Other comprehensive (loss) income, net of tax:                                                                                                                                                                                      |                                             |             |                                            |             |
| Currency translation adjustment (net of tax of \$(2) and \$0 for the three months ended September 30, 2023 and 2022, respectively, and \$(2) and \$(1) for the nine months ended September 30, 2023 and 2022, respectively)         | (73)                                        | (161)       | (33)                                       | (243)       |
| Pension and other postretirement adjustment (net of tax of \$0 and \$0 for the three months ended September 30, 2023 and 2022, respectively, and \$0 and \$(1) for the nine months ended September 30, 2023 and 2022, respectively) | 2                                           | 6           | (1)                                        | 15          |
| Hedging adjustment (net of tax of \$(2) and \$(2) for the three months ended September 30, 2023 and 2022, respectively, and \$(4) and \$(9) for the nine months ended September 30, 2023 and 2022, respectively)                    | 5                                           | 6           | 11                                         | 29          |
| Total other comprehensive loss, net of tax                                                                                                                                                                                          | (66)                                        | (149)       | (23)                                       | (199)       |
| <b>COMPREHENSIVE EARNINGS</b>                                                                                                                                                                                                       | 271                                         | 320         | 1,040                                      | 920         |
| Comprehensive loss attributable to non-redeemable and redeemable noncontrolling interests                                                                                                                                           | (1)                                         | (2)         | (4)                                        | (2)         |
| <b>COMPREHENSIVE EARNINGS ATTRIBUTABLE TO OWENS CORNING</b>                                                                                                                                                                         | \$ 272                                      | \$ 322      | \$ 1,044                                   | \$ 922      |

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(unaudited)  
(in millions, except per share amounts)

|                                                                                         | September 30,<br>2023 | December 31,<br>2022 |
|-----------------------------------------------------------------------------------------|-----------------------|----------------------|
| <b>ASSETS</b>                                                                           |                       |                      |
| <b>CURRENT ASSETS</b>                                                                   |                       |                      |
| Cash and cash equivalents                                                               | \$ 1,323              | \$ 1,099             |
| Receivables, less allowance of \$12 at September 30, 2023 and \$11 at December 31, 2022 | 1,300                 | 961                  |
| Inventories                                                                             | 1,232                 | 1,334                |
| Assets held for sale                                                                    | —                     | 45                   |
| Other current assets                                                                    | 94                    | 117                  |
| Total current assets                                                                    | 3,949                 | 3,556                |
| Property, plant and equipment, net                                                      | 3,688                 | 3,729                |
| Operating lease right-of-use assets                                                     | 216                   | 204                  |
| Goodwill                                                                                | 1,378                 | 1,383                |
| Intangible assets                                                                       | 1,526                 | 1,602                |
| Deferred income taxes                                                                   | 19                    | 16                   |
| Other non-current assets                                                                | 293                   | 262                  |
| <b>TOTAL ASSETS</b>                                                                     | <b>\$ 11,069</b>      | <b>\$ 10,752</b>     |
| <b>LIABILITIES AND EQUITY</b>                                                           |                       |                      |
| <b>CURRENT LIABILITIES</b>                                                              |                       |                      |
| Accounts payable                                                                        | \$ 1,161              | \$ 1,345             |
| Current operating lease liabilities                                                     | 60                    | 52                   |
| Other current liabilities                                                               | 605                   | 707                  |
| Total current liabilities                                                               | 1,826                 | 2,104                |
| Long-term debt, net of current portion                                                  | 3,002                 | 2,992                |
| Pension plan liability                                                                  | 73                    | 78                   |
| Other employee benefits liability                                                       | 116                   | 118                  |
| Non-current operating lease liabilities                                                 | 156                   | 152                  |
| Deferred income taxes                                                                   | 430                   | 388                  |
| Other liabilities                                                                       | 316                   | 299                  |
| Total liabilities                                                                       | 5,919                 | 6,131                |
| Redeemable noncontrolling interest                                                      | 25                    | 25                   |
| <b>OWENS CORNING STOCKHOLDERS' EQUITY</b>                                               |                       |                      |
| Preferred stock, par value \$0.01 per share (a)                                         | —                     | —                    |
| Common stock, par value \$0.01 per share (b)                                            | 1                     | 1                    |
| Additional paid in capital                                                              | 4,152                 | 4,139                |
| Accumulated earnings                                                                    | 4,718                 | 3,794                |
| Accumulated other comprehensive deficit                                                 | (703)                 | (681)                |
| Cost of common stock in treasury (c)                                                    | (3,063)               | (2,678)              |
| Total Owens Corning stockholders' equity                                                | 5,105                 | 4,575                |
| Noncontrolling interests                                                                | 20                    | 21                   |
| Total equity                                                                            | 5,125                 | 4,596                |
| <b>TOTAL LIABILITIES AND EQUITY</b>                                                     | <b>\$ 11,069</b>      | <b>\$ 10,752</b>     |

(a) 10 shares authorized; none issued or outstanding at September 30, 2023 and December 31, 2022

(b) 400 shares authorized; 135.5 issued and 88.9 outstanding at September 30, 2023; 135.5 issued and 91.9 outstanding at December 31, 2022

(c) 46.6 shares at September 30, 2023 and 43.6 shares at December 31, 2022

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(unaudited)**  
**(in millions)**

|                                                                      | Common Stock Outstanding |             | Treasury Stock |                   |                 | Accumulated Earnings | AOCI (b)        | NCI (c)      | Total           |
|----------------------------------------------------------------------|--------------------------|-------------|----------------|-------------------|-----------------|----------------------|-----------------|--------------|-----------------|
|                                                                      | Shares                   | Par Value   | Shares         | Cost              | APIC (a)        |                      |                 |              |                 |
| <b>Balance at December 31, 2022</b>                                  | <b>91.9</b>              | <b>\$ 1</b> | <b>43.6</b>    | <b>\$ (2,678)</b> | <b>\$ 4,139</b> | <b>\$ 3,794</b>      | <b>\$ (681)</b> | <b>\$ 21</b> | <b>\$ 4,596</b> |
| Net earnings attributable to Owens Corning                           | —                        | —           | —              | —                 | —               | 383                  | —               | —            | 383             |
| Net earnings attributable to non-redeemable noncontrolling interests | —                        | —           | —              | —                 | —               | —                    | —               | —            | —               |
| Redeemable noncontrolling interest adjustment to redemption value    | —                        | —           | —              | —                 | (1)             | —                    | —               | —            | (1)             |
| Currency translation adjustment                                      | —                        | —           | —              | —                 | —               | —                    | 31              | —            | 31              |
| Pension and other postretirement adjustment (net of tax)             | —                        | —           | —              | —                 | —               | —                    | (1)             | —            | (1)             |
| Deferred loss on hedging transactions (net of tax)                   | —                        | —           | —              | —                 | —               | —                    | (1)             | —            | (1)             |
| Issuance of common stock under share-based payment plans             | 0.7                      | —           | (0.7)          | 23                | (22)            | —                    | —               | —            | 1               |
| Purchases of treasury stock                                          | (1.8)                    | —           | 1.8            | (161)             | —               | —                    | —               | —            | (161)           |
| Stock-based compensation expense                                     | —                        | —           | —              | —                 | 13              | —                    | —               | —            | 13              |
| Dividends declared (d)                                               | —                        | —           | —              | —                 | —               | (48)                 | —               | —            | (48)            |
| <b>Balance at March 31, 2023</b>                                     | <b>90.8</b>              | <b>\$ 1</b> | <b>44.7</b>    | <b>\$ (2,816)</b> | <b>\$ 4,129</b> | <b>\$ 4,129</b>      | <b>\$ (652)</b> | <b>\$ 21</b> | <b>\$ 4,812</b> |
| Net earnings attributable to Owens Corning                           | —                        | —           | —              | —                 | —               | 345                  | —               | —            | 345             |
| Net earnings attributable to non-redeemable noncontrolling interests | —                        | —           | —              | —                 | —               | —                    | —               | —            | —               |
| Redeemable noncontrolling interest adjustment to redemption value    | —                        | —           | —              | —                 | —               | —                    | —               | —            | —               |
| Currency translation adjustment                                      | —                        | —           | —              | —                 | —               | —                    | 10              | (1)          | 9               |
| Pension and other postretirement adjustment (net of tax)             | —                        | —           | —              | —                 | —               | —                    | (2)             | —            | (2)             |
| Deferred gain on hedging transactions (net of tax)                   | —                        | —           | —              | —                 | —               | —                    | 7               | —            | 7               |
| Issuance of common stock under share-based payment plans             | 0.1                      | —           | (0.1)          | 12                | —               | —                    | —               | —            | 12              |
| Purchases of treasury stock                                          | (1.1)                    | —           | 1.1            | (116)             | —               | —                    | —               | —            | (116)           |
| Stock-based compensation expense                                     | —                        | —           | —              | —                 | 14              | —                    | —               | —            | 14              |
| Dividends declared (d)                                               | —                        | —           | —              | —                 | —               | (47)                 | —               | —            | (47)            |
| <b>Balance at June 30, 2023</b>                                      | <b>89.8</b>              | <b>\$ 1</b> | <b>45.7</b>    | <b>\$ (2,920)</b> | <b>\$ 4,143</b> | <b>\$ 4,427</b>      | <b>\$ (637)</b> | <b>\$ 20</b> | <b>\$ 5,034</b> |
| Net earnings attributable to Owens Corning                           | —                        | —           | —              | —                 | —               | 337                  | —               | —            | 337             |
| Net earnings attributable to non-redeemable noncontrolling interests | —                        | —           | —              | —                 | —               | —                    | —               | —            | —               |
| Redeemable noncontrolling interest adjustment to redemption value    | —                        | —           | —              | —                 | —               | —                    | —               | —            | —               |
| Currency translation adjustment                                      | —                        | —           | —              | —                 | —               | —                    | (73)            | —            | (73)            |
| Pension and other postretirement adjustment (net of tax)             | —                        | —           | —              | —                 | —               | —                    | 2               | —            | 2               |
| Deferred gain on hedging transactions (net of tax)                   | —                        | —           | —              | —                 | —               | —                    | 5               | —            | 5               |
| Issuance of common stock under share-based payment plans             | 0.1                      | —           | (0.1)          | 2                 | (2)             | —                    | —               | —            | —               |
| Purchases of treasury stock                                          | (1.0)                    | —           | 1.0            | (145)             | —               | —                    | —               | —            | (145)           |
| Stock-based compensation expense                                     | —                        | —           | —              | —                 | 11              | —                    | —               | —            | 11              |
| Dividends declared (d)                                               | —                        | —           | —              | —                 | —               | (46)                 | —               | —            | (46)            |
| <b>Balance at September 30, 2023</b>                                 | <b>88.9</b>              | <b>\$ 1</b> | <b>46.6</b>    | <b>\$ (3,063)</b> | <b>\$ 4,152</b> | <b>\$ 4,718</b>      | <b>\$ (703)</b> | <b>\$ 20</b> | <b>\$ 5,125</b> |

(a) Additional Paid in Capital ("APIC")

(b) Accumulated Other Comprehensive Earnings (Deficit) ("AOCI")

(c) Noncontrolling Interests ("NCI")

(d) Quarterly dividend declaration of \$0.52 per share as of September 30, 2023, June 30, 2023 and March 31, 2023

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(unaudited)**  
**(in millions)**

|                                                                   | Common Stock Outstanding |               | Treasury Stock |                   | APIC (a)        | Accumulated Earnings | AOCI (b)        | NCI (c)      | Total           |
|-------------------------------------------------------------------|--------------------------|---------------|----------------|-------------------|-----------------|----------------------|-----------------|--------------|-----------------|
|                                                                   | Shares                   | Par Value     | Shares         | Cost              |                 |                      |                 |              |                 |
| <b>Balance at December 31, 2021</b>                               | <b>100.4</b>             | <b>\$ 1</b>   | <b>35.1</b>    | <b>\$ (1,922)</b> | <b>\$ 4,092</b> | <b>\$ 2,706</b>      | <b>\$ (581)</b> | <b>\$ 39</b> | <b>\$ 4,335</b> |
| Net earnings attributable to Owens Corning                        | —                        | —             | —              | —                 | —               | 304                  | —               | —            | 304             |
| Net earnings attributable to noncontrolling interests             | —                        | —             | —              | —                 | —               | —                    | —               | 3            | 3               |
| Currency translation adjustment                                   | —                        | —             | —              | —                 | —               | —                    | (27)            | (1)          | (28)            |
| Pension and other postretirement adjustment (net of tax)          | —                        | —             | —              | —                 | —               | —                    | 3               | —            | 3               |
| Deferred gain on hedging transactions (net of tax)                | —                        | —             | —              | —                 | —               | —                    | 24              | —            | 24              |
| Acquisitions of noncontrolling interest                           | —                        | —             | —              | —                 | 8               | —                    | —               | (17)         | (9)             |
| Issuance of common stock under share-based payment plans          | 0.4                      | —             | (0.4)          | 21                | (21)            | —                    | —               | —            | —               |
| Acquisitions of treasury stock                                    | (2.7)                    | —             | 2.7            | (243)             | —               | —                    | —               | —            | (243)           |
| Stock-based compensation expense                                  | —                        | —             | —              | —                 | 12              | —                    | —               | —            | 12              |
| Dividends declared (d)                                            | —                        | —             | —              | —                 | —               | (36)                 | —               | —            | (36)            |
| <b>Balance at March 31, 2022</b>                                  | <b>98.1</b>              | <b>\$ 1</b>   | <b>37.4</b>    | <b>\$ (2,144)</b> | <b>\$ 4,091</b> | <b>\$ 2,974</b>      | <b>\$ (581)</b> | <b>\$ 24</b> | <b>\$ 4,365</b> |
| Net earnings attributable to Owens Corning                        | —                        | —             | —              | —                 | —               | 343                  | —               | —            | 343             |
| Net loss attributable to noncontrolling interests                 | —                        | —             | —              | —                 | —               | —                    | —               | —            | —               |
| Currency translation adjustment                                   | —                        | —             | —              | —                 | —               | —                    | (52)            | (2)          | (54)            |
| Pension and other postretirement adjustment (net of tax)          | —                        | —             | —              | —                 | —               | —                    | 6               | —            | 6               |
| Deferred loss on hedging transactions (net of tax)                | —                        | —             | —              | —                 | —               | —                    | (1)             | —            | (1)             |
| Issuance of common stock under share-based payment plans          | 0.1                      | —             | (0.1)          | 9                 | 3               | —                    | —               | —            | 12              |
| Acquisitions of treasury stock                                    | (1.0)                    | —             | 1.0            | (87)              | —               | —                    | —               | —            | (87)            |
| Stock-based compensation expense                                  | —                        | —             | —              | —                 | 13              | —                    | —               | —            | 13              |
| Dividends declared (d)                                            | —                        | —             | —              | —                 | —               | (35)                 | —               | —            | (35)            |
| <b>Balance at June 30, 2022</b>                                   | <b>97.2</b>              | <b>\$ 1</b>   | <b>38.3</b>    | <b>\$ (2,222)</b> | <b>\$ 4,107</b> | <b>\$ 3,282</b>      | <b>\$ (628)</b> | <b>\$ 22</b> | <b>\$ 4,562</b> |
| Net earnings attributable to Owens Corning                        | —                        | —             | —              | —                 | —               | 470                  | —               | —            | 470             |
| Net loss attributable to noncontrolling interests                 | —                        | —             | —              | —                 | —               | —                    | —               | —            | —               |
| Redeemable noncontrolling interest adjustment to redemption value | —                        | —             | —              | —                 | (1)             | —                    | —               | —            | (1)             |
| Currency translation adjustment                                   | —                        | —             | —              | —                 | —               | —                    | (160)           | (1)          | (161)           |
| Pension and other postretirement adjustment (net of tax)          | —                        | —             | —              | —                 | —               | —                    | 6               | —            | 6               |
| Deferred loss on hedging transactions (net of tax)                | —                        | —             | —              | —                 | —               | —                    | 6               | —            | 6               |
| Issuance of common stock under share-based payment plans          | —                        | —             | —              | —                 | 5               | —                    | —               | —            | 5               |
| Acquisitions of treasury stock                                    | (2.5)                    | —             | 2.5            | (206)             | —               | —                    | —               | —            | (206)           |
| Stock-based compensation expense                                  | —                        | —             | —              | —                 | 13              | —                    | —               | —            | 13              |
| Dividends declared (d)                                            | —                        | —             | —              | —                 | —               | (33)                 | —               | —            | (33)            |
| <b>Balance at September 30, 2022</b>                              | <b>94.7</b>              | <b>\$ 1.0</b> | <b>40.8</b>    | <b>\$ (2,428)</b> | <b>\$ 4,124</b> | <b>\$ 3,719</b>      | <b>\$ (776)</b> | <b>\$ 21</b> | <b>\$ 4,661</b> |

(a) Additional Paid in Capital ("APIC")

(b) Accumulated Other Comprehensive Earnings (Deficit) ("AOCI")

(c) Noncontrolling Interests ("NCI")

(d) Quarterly dividend declaration of \$0.35 per share as September 30, 2022, June 30, 2022 and March 31, 2022

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)  
(in millions)

|                                                                                      | Nine Months Ended<br>September 30, |               |
|--------------------------------------------------------------------------------------|------------------------------------|---------------|
|                                                                                      | 2023                               | 2022          |
| <b>NET CASH FLOW PROVIDED BY OPERATING ACTIVITIES</b>                                |                                    |               |
| Net earnings                                                                         | \$ 1,063                           | \$ 1,119      |
| Adjustments to reconcile net earnings to cash provided by operating activities:      |                                    |               |
| Depreciation and amortization                                                        | 446                                | 400           |
| Deferred income taxes                                                                | 40                                 | 48            |
| Provision for pension and other employee benefits liabilities                        | 3                                  | 2             |
| Stock-based compensation expense                                                     | 38                                 | 38            |
| Gains on sale of certain precious metals                                             | (2)                                | (18)          |
| Gain on equity method investment                                                     | —                                  | (130)         |
| Gain on sale of site                                                                 | (189)                              | —             |
| Other adjustments to reconcile net earnings to cash provided by operating activities | 20                                 | (1)           |
| Changes in operating assets and liabilities                                          | (384)                              | (333)         |
| Pension fund contribution                                                            | (4)                                | (5)           |
| Payments for other employee benefits liabilities                                     | (8)                                | (5)           |
| Other                                                                                | (2)                                | (30)          |
| Net cash flow provided by operating activities                                       | 1,021                              | 1,085         |
| <b>NET CASH FLOW USED FOR INVESTING ACTIVITIES</b>                                   |                                    |               |
| Cash paid for property, plant, and equipment                                         | (390)                              | (306)         |
| Proceeds from the sale of assets or affiliates                                       | 189                                | 103           |
| Investment in subsidiaries and affiliates, net of cash acquired                      | (6)                                | (417)         |
| Derivative settlements                                                               | —                                  | 52            |
| Other                                                                                | (12)                               | (5)           |
| Net cash flow used for investing activities                                          | (219)                              | (573)         |
| <b>NET CASH FLOW USED FOR FINANCING ACTIVITIES</b>                                   |                                    |               |
| Purchases of noncontrolling interest                                                 | —                                  | (9)           |
| Net decrease in short-term debt                                                      | (1)                                | (5)           |
| Dividends paid                                                                       | (142)                              | (103)         |
| Purchases of treasury stock                                                          | (419)                              | (536)         |
| Finance lease payments                                                               | (24)                               | (23)          |
| Other                                                                                | 1                                  | 1             |
| Net cash flow used for financing activities                                          | (585)                              | (675)         |
| Effect of exchange rate changes on cash                                              | 8                                  | (45)          |
| Net increase (decrease) in cash, cash equivalents and restricted cash                | 225                                | (208)         |
| Cash, cash equivalents and restricted cash at beginning of period                    | 1,107                              | 966           |
| <b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD</b>                   | <b>\$ 1,332</b>                    | <b>\$ 758</b> |

The accompanying Notes to the Consolidated Financial Statements are an integral part of these Statements.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**1. GENERAL**

Unless the context requires otherwise, the terms “Owens Corning,” “Company,” “we” and “our” in this report refer to Owens Corning, a Delaware corporation, and its subsidiaries.

The Consolidated Financial Statements included in this report are unaudited, pursuant to certain rules and regulations of the Securities and Exchange Commission, and include, in the opinion of the Company, normal recurring adjustments necessary for a fair statement of the results for the periods indicated, which, however, are not necessarily indicative of results which may be expected for the full year. The December 31, 2022 balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States (“U.S.”). In connection with the Consolidated Financial Statements and Notes included in this report, reference is made to the Consolidated Financial Statements and Notes contained in the Company’s annual report on Form 10-K for the year ended December 31, 2022 (the “2022 Form 10-K”). Certain reclassifications have been made to the periods presented for 2022 to conform to the classifications used in the periods presented for 2023.

**Revenue Recognition**

As of December 31, 2022, our contract liability balances (for extended warranties, down payments and deposits, collectively) totaled \$89 million, of which \$17 million was recognized as revenue in the first nine months of 2023. As of September 30, 2023, our contract liability balances totaled \$96 million.

As of December 31, 2021, our contract liability balances totaled \$76 million, of which \$16 million was recognized as revenue in the first nine months of 2022. As of September 30, 2022, our contract liability balances totaled \$86 million.

**Cash, Cash Equivalents and Restricted Cash**

On the Consolidated Statements of Cash Flows, the total of Cash, cash equivalents and restricted cash includes restricted cash of \$9 million as of September 30, 2023, \$8 million as of December 31, 2022, and \$7 million as of September 30, 2022 and December 31, 2021. Restricted cash primarily represents amounts received from a counterparty related to its performance assurance on an executory contract, which is included in Other current assets on the Consolidated Balance Sheets. These amounts are contractually required to be set aside, and the counterparty can exchange the cash for another form of performance assurance at its discretion.

**Related Party Transactions**

In the first quarter of 2021, a related party relationship was established as a result of a member of the Company’s Board of Directors being named an executive officer of one of the Company’s preexisting suppliers. The related party transactions with this supplier consist of the purchase of raw materials. Purchases from the related party supplier were \$22 million and \$72 million for the three and nine months ended September 30, 2023, respectively, and \$42 million and \$102 million for the three and nine months ended September 30, 2022, respectively. As of September 30, 2023 and December 31, 2022, amounts due to the related party supplier were \$5 million and \$3 million, respectively.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**1. GENERAL (continued)**

**Supplier Finance Programs**

We review supplier terms and conditions on an ongoing basis, and have negotiated payment terms extensions in recent years in connection with our efforts to reduce working capital and improve cash flow. Separate from those terms extension actions, certain of our subsidiaries have entered into paying agency agreements with third-party administrators. These voluntary supply chain finance programs (collectively, the “Programs”) generally give participating suppliers the ability to sell, or otherwise pledge as collateral, their receivables from the Company to the participating financial institutions, at the sole discretion of both the suppliers and financial institutions. The Company is not a party to the arrangements between the suppliers and the financial institutions. The Company’s obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted by the suppliers’ decisions to sell, or otherwise pledge as collateral, amounts under these arrangements. The Company’s payment terms to the financial institutions, including the timing and amount of payments, are based on the original supplier invoices. One of the Programs includes a parent guarantee to the participating financial institution for a certain U.S. subsidiary that, at the time of the respective program’s inception in 2015, was a guarantor subsidiary of the Company’s Credit Agreement. The obligations are presented as Accounts payable within Total current liabilities on the Consolidated Balance Sheets and all activity related to the obligations is presented within operating activities on the Consolidated Statements of Cash Flow.

The Company’s confirmed outstanding obligations under the Programs totaled \$205 million and \$234 million as of September 30, 2023 and December 31, 2022, respectively. The amounts of invoices paid under the Programs totaled \$454 million and \$481 million for the nine months ended September 30, 2023 and September 30, 2022, respectively.

**Accounting Pronouncements**

The following table summarizes recent Accounting Standards Updates (“ASUs”) issued by the Financial Accounting Standards Board (“FASB”) that had an impact or could have an impact on the Company’s Consolidated Financial Statements:

| Standard                                                                         | Description                                                                                                                                          | Effective Date for Company | Effect on the Consolidated Financial Statements                                                                       |
|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b><i>Recently issued standards:</i></b>                                         |                                                                                                                                                      |                            |                                                                                                                       |
| ASU 2023-05 "Business Combinations - Joint Venture Formations (Subtopic 805-60)" | This standard modifies the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. | January 1, 2025            | We do not believe the adoption of this guidance will have a material effect on our consolidated financial statements. |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

## 2. SEGMENT INFORMATION

The Company has three reportable segments: Composites, Insulation and Roofing. Accounting policies for the segments are the same as those for the Company. The Company's three reportable segments are defined as follows:

*Composites* – Within our Composites segment, the Company manufactures, fabricates and sells glass reinforcements in the form of fiber. Glass reinforcement materials are also used by the Composites segment to manufacture and sell high value applications in the form of fabrics, non-wovens and other specialized products.

*Insulation* – Within our Insulation segment, the Company manufactures and sells thermal and acoustical batts, loosefill insulation, spray foam insulation, foam sheathing and accessories. It also manufactures and sells glass fiber pipe insulation, energy efficient flexible duct media, bonded and granulated mineral wool insulation, cellular glass insulation, and foam insulation used in above- and below-grade construction applications.

*Roofing* – Within our Roofing segment, the Company manufactures and sells residential roofing shingles, oxidized asphalt materials, and roofing components used in residential and commercial construction and specialty applications.

### NET SALES

The following tables show a disaggregation of our Net sales by segment and geographic region (in millions). Corporate eliminations (shown below) largely reflect intercompany sales from Composites to Roofing. External customer sales are attributed to geographic region based upon the location from which the product is sold to the external customer.

| For the three months ended September 30, 2023 |               |               |                 |                |              |
|-----------------------------------------------|---------------|---------------|-----------------|----------------|--------------|
| Reportable Segments                           | Composites    | Insulation    | Roofing         | Eliminations   | Consolidated |
| <u>Disaggregation Categories</u>              |               |               |                 |                |              |
| U.S. residential                              | \$ 98         | \$ 351        | \$ 1,009        | \$ (82)        | 1,376        |
| U.S. commercial and industrial                | 201           | 218           | 49              | (2)            | 466          |
| Total United States                           | 299           | 569           | 1,058           | (84)           | 1,842        |
| Europe                                        | 115           | 191           | 5               | (1)            | 310          |
| Asia-Pacific                                  | 111           | 37            | —               | —              | 148          |
| Rest of world                                 | 42            | 116           | 21              | —              | 179          |
| <b>NET SALES</b>                              | <b>\$ 567</b> | <b>\$ 913</b> | <b>\$ 1,084</b> | <b>\$ (85)</b> | <b>2,479</b> |

| For the three months ended September 30, 2022 |               |               |                 |                |              |
|-----------------------------------------------|---------------|---------------|-----------------|----------------|--------------|
| Reportable Segments                           | Composites    | Insulation    | Roofing         | Eliminations   | Consolidated |
| <u>Disaggregation Categories</u>              |               |               |                 |                |              |
| U.S. residential                              | \$ 96         | \$ 400        | \$ 912          | \$ (75)        | 1,333        |
| U.S. commercial and industrial                | 222           | 204           | 54              | —              | 480          |
| Total United States                           | 318           | 604           | 966             | (75)           | 1,813        |
| Europe                                        | 141           | 201           | 5               | (2)            | 345          |
| Asia-Pacific                                  | 126           | 42            | 1               | —              | 169          |
| Rest of world                                 | 53            | 118           | 31              | —              | 202          |
| <b>NET SALES</b>                              | <b>\$ 638</b> | <b>\$ 965</b> | <b>\$ 1,003</b> | <b>\$ (77)</b> | <b>2,529</b> |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(unaudited)

**2. SEGMENT INFORMATION (continued)**

| For the nine months ended September 30, 2023 |                 |                 |                 |                 |                 |
|----------------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Reportable Segments                          | Composites      | Insulation      | Roofing         | Eliminations    | Consolidated    |
| <u>Disaggregation Categories</u>             |                 |                 |                 |                 |                 |
| U.S. residential                             | \$ 270          | \$ 1,045        | \$ 2,902        | \$ (230)        | \$ 3,987        |
| U.S. commercial and industrial               | 656             | 647             | 113             | (6)             | 1,410           |
| Total United States                          | 926             | 1,692           | 3,015           | (236)           | 5,397           |
| Europe                                       | 387             | 586             | 13              | (2)             | 984             |
| Asia-Pacific                                 | 334             | 109             | 1               | —               | 444             |
| Rest of world                                | 125             | 350             | 73              | —               | 548             |
| <b>NET SALES</b>                             | <b>\$ 1,772</b> | <b>\$ 2,737</b> | <b>\$ 3,102</b> | <b>\$ (238)</b> | <b>\$ 7,373</b> |

| For the nine months ended September 30, 2022 |                 |                 |                 |                 |                 |
|----------------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Reportable Segments                          | Composites      | Insulation      | Roofing         | Eliminations    | Consolidated    |
| <u>Disaggregation Categories</u>             |                 |                 |                 |                 |                 |
| U.S. residential                             | \$ 277          | \$ 1,125        | \$ 2,620        | \$ (204)        | \$ 3,818        |
| U.S. commercial and industrial               | 657             | 585             | 125             | (3)             | 1,364           |
| Total United States                          | 934             | 1,710           | 2,745           | (207)           | 5,182           |
| Europe                                       | 543             | 611             | 16              | (5)             | 1,165           |
| Asia-Pacific                                 | 422             | 118             | 5               | —               | 545             |
| Rest of world                                | 172             | 319             | 93              | —               | 584             |
| <b>NET SALES</b>                             | <b>\$ 2,071</b> | <b>\$ 2,758</b> | <b>\$ 2,859</b> | <b>\$ (212)</b> | <b>\$ 7,476</b> |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**2. SEGMENT INFORMATION (continued)**
**EARNINGS BEFORE INTEREST AND TAXES**

Earnings before interest and taxes (“EBIT”) by segment consist of net sales less related costs and expenses, and are presented on a basis that is used internally for evaluating segment performance. Certain items, such as general corporate expenses or income and certain other expense or income items, are excluded from the internal evaluation of segment performance. Accordingly, these items are not reflected in EBIT for our reportable segments and are included within Corporate, Other and Eliminations.

The following table summarizes EBIT by segment (in millions):

|                                                          | <b>Three Months Ended<br/>September 30,</b> |               | <b>Nine Months Ended<br/>September 30,</b> |                 |
|----------------------------------------------------------|---------------------------------------------|---------------|--------------------------------------------|-----------------|
|                                                          | <b>2023</b>                                 | <b>2022</b>   | <b>2023</b>                                | <b>2022</b>     |
| <b><u>Reportable Segments</u></b>                        |                                             |               |                                            |                 |
| Composites                                               | \$ 80                                       | \$ 126        | \$ 216                                     | \$ 434          |
| Insulation                                               | 150                                         | 173           | 469                                        | 459             |
| Roofing                                                  | 343                                         | 229           | 890                                        | 663             |
| Total reportable segments                                | 573                                         | 528           | 1,575                                      | 1,556           |
| Restructuring costs                                      | (41)                                        | (12)          | (106)                                      | (29)            |
| Gain on sale of Shanghai, China facility                 | —                                           | —             | —                                          | 27              |
| Gain on sale of Santa Clara, California site             | —                                           | —             | 189                                        | —               |
| Gains on sale of certain precious metals                 | —                                           | 7             | 2                                          | 18              |
| Paroc marine recall                                      | (14)                                        | —             | (14)                                       | —               |
| Acquisition and divestiture-related costs                | —                                           | (2)           | —                                          | (5)             |
| Impairment loss on Chambéry, France assets held for sale | —                                           | —             | —                                          | (29)            |
| Gain on remeasurement of Fiberteq equity investment      | —                                           | 130           | —                                          | 130             |
| General corporate expense and other                      | (55)                                        | (41)          | (162)                                      | (127)           |
| Total corporate, other and eliminations                  | (110)                                       | 82            | (91)                                       | (15)            |
| <b>EBIT</b>                                              | <b>\$ 463</b>                               | <b>\$ 610</b> | <b>\$ 1,484</b>                            | <b>\$ 1,541</b> |

**3. INVENTORIES**

Inventories consist of the following (in millions):

|                          | <b>September 30, 2023</b> | <b>December 31, 2022</b> |
|--------------------------|---------------------------|--------------------------|
| Finished goods           | \$ 771                    | \$ 843                   |
| Materials and supplies   | 461                       | 491                      |
| <b>Total inventories</b> | <b>\$ 1,232</b>           | <b>\$ 1,334</b>          |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

#### 4. DERIVATIVE FINANCIAL INSTRUMENTS

The Company is exposed to, among other risks, the impact of changes in commodity prices, foreign currency exchange rates, and interest rates in the normal course of business. The Company's risk management program is designed to manage the exposure and volatility arising from these risks, and utilizes derivative financial instruments to offset a portion of these risks. The Company uses derivative financial instruments only to the extent necessary to hedge identified business risks, and does not enter into such transactions for trading purposes.

The Company generally does not require collateral or other security with counterparties to these financial instruments and is therefore subject to credit risk in the event of nonperformance; however, the Company monitors credit risk and currently does not anticipate nonperformance by other parties. Contracts with counterparties generally contain right of offset provisions. These provisions effectively reduce the Company's exposure to credit risk in situations where the Company has gain and loss positions outstanding with a single counterparty. It is the Company's policy to offset on the Consolidated Balance Sheets the amounts recognized for derivative instruments with any cash collateral arising from derivative instruments executed with the same counterparty under a master netting agreement. As of September 30, 2023 and December 31, 2022, the Company did not have any amounts on deposit with any of its counterparties, nor did any of its counterparties have any amounts on deposit with the Company.

##### **Derivative Fair Values**

Our derivatives consist of natural gas forward swaps and foreign exchange forward contracts, all of which are over-the-counter and not traded through an exchange. The Company uses widely accepted valuation tools to determine fair value, such as discounting cash flows to calculate a present value for the derivatives. The models use Level 2 inputs, such as forward curves and other commonly quoted observable transactions and prices. The fair value of our derivatives and hedging instruments are all classified as Level 2 investments within the three-tier hierarchy.

The following table presents the fair value of derivatives and hedging instruments and their respective location on the Consolidated Balance Sheets (in millions):

|                                                                             | Location                  | Fair Value at      |                   |
|-----------------------------------------------------------------------------|---------------------------|--------------------|-------------------|
|                                                                             |                           | September 30, 2023 | December 31, 2022 |
| <b><u>Derivative assets designated as hedging instruments:</u></b>          |                           |                    |                   |
| <b><u>Cash flow hedges:</u></b>                                             |                           |                    |                   |
| Natural gas forward swaps                                                   | Other current assets      | \$ —               | \$ 2              |
| <b><u>Derivative liabilities designated as hedging instruments:</u></b>     |                           |                    |                   |
| <b><u>Cash flow hedges:</u></b>                                             |                           |                    |                   |
| Natural gas forward swaps                                                   | Other current liabilities | \$ 15              | \$ 32             |
| <b><u>Derivative assets not designated as hedging instruments:</u></b>      |                           |                    |                   |
| Foreign exchange forward contracts                                          | Other current assets      | \$ 1               | \$ 1              |
| <b><u>Derivative liabilities not designated as hedging instruments:</u></b> |                           |                    |                   |
| Foreign exchange forward contracts                                          | Other current liabilities | \$ 1               | \$ 2              |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**4. DERIVATIVE FINANCIAL INSTRUMENTS (continued)**
**Consolidated Statements of Earnings Activity**

The following table presents the impact and respective location of derivative activities on the Consolidated Statements of Earnings (in millions):

|                                                                                                 |                             | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |         |
|-------------------------------------------------------------------------------------------------|-----------------------------|-------------------------------------|---------|------------------------------------|---------|
|                                                                                                 | Location                    | 2023                                | 2022    | 2023                               | 2022    |
| <b><u>Derivative activity designated as hedging instruments:</u></b>                            |                             |                                     |         |                                    |         |
| <b><u>Natural gas cash flow hedges:</u></b>                                                     |                             |                                     |         |                                    |         |
| Amount of loss (gain) reclassified from AOCI (as defined below) into earnings (a)               | Cost of sales               | \$ 10                               | \$ (21) | \$ 42                              | \$ (47) |
| <b><u>Cross-currency swap net investment hedges:</u></b>                                        |                             |                                     |         |                                    |         |
| Amount of gain recognized in earnings on derivative amounts excluded from effectiveness testing | Interest expense, net       | \$ —                                | \$ —    | \$ —                               | \$ (1)  |
| <b><u>Derivative activity not designated as hedging instruments:</u></b>                        |                             |                                     |         |                                    |         |
| <b><u>Foreign currency:</u></b>                                                                 |                             |                                     |         |                                    |         |
| Amount of (gain) loss recognized in earnings (b)                                                | Other expense (income), net | \$ —                                | \$ (26) | \$ 4                               | \$ (54) |
| <b><u>Treasury interest rate lock:</u></b>                                                      |                             |                                     |         |                                    |         |
| Amount of gain recognized in earnings                                                           | Other expense (income), net | \$ —                                | \$ (6)  | \$ —                               | \$ (6)  |

(a) Accumulated Other Comprehensive Earnings (Deficit) ("AOCI")

(b) Gains related to foreign currency derivatives were substantially offset by net revaluation impacts on foreign currency denominated balance sheet exposures, which were also recorded in Other expense (income), net. Please refer to the "Other Derivatives" section below for additional detail.

**Consolidated Statements of Comprehensive Earnings Activity**

The following table presents the impact of derivative activities on the Consolidated Statements of Comprehensive Earnings (in millions):

| Hedging Type         | Derivative Financial Instrument | Amount of Gain Recognized in Comprehensive Earnings |        |                                    |         |
|----------------------|---------------------------------|-----------------------------------------------------|--------|------------------------------------|---------|
|                      |                                 | Three Months Ended<br>September 30,                 |        | Nine Months Ended<br>September 30, |         |
|                      |                                 | 2023                                                | 2022   | 2023                               | 2022    |
| Net investment hedge | Cross-currency swaps            | \$ —                                                | \$ —   | \$ —                               | \$ (5)  |
| Cash flow hedge      | Natural gas forward swaps       | \$ (6)                                              | \$ (4) | \$ (14)                            | \$ (17) |
| Cash flow hedge      | Treasury interest rate lock     | \$ —                                                | \$ (2) | \$ —                               | \$ (21) |

**Cash Flow Hedges**

The Company uses a combination of derivative financial instruments, which qualify as cash flow hedges, and physical contracts to manage forecasted exposure to electricity and natural gas prices. As of September 30, 2023, the notional amounts of these natural gas forward swaps was 7 million MMBtu (or MMBtu equivalent) based on U.S. and European indices. The Company has designated these natural gas forward swaps as cash flow hedges, with the last hedge maturing no later than December 2024. A net unrecognized loss of \$15 million related to these natural gas forward swaps was included in AOCI as of September 30, 2023, \$15 million of which is expected to be reclassified into earnings within the next twelve months.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

#### 4. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

In 2020, the Company entered into a \$175 million forward U.S. Treasury rate lock agreement to manage the U.S. Treasury portion of its interest rate risk associated with the anticipated issuance of certain 10-year fixed rate senior notes. The Company designated this forward U.S. Treasury rate lock agreement, which expired on December 15, 2022, as a cash flow hedge. The locked fixed rate of this agreement was 0.994%. In September 2022, a gain of \$6 million was recognized as a result of a change in the forecasted issuance of certain senior notes. In December 2022, the Company received cash of \$37 million upon the settlement of the rate lock agreement, of which \$31 million will be amortized as a component of interest expense upon the future issuance of senior notes. This unrecognized gain of \$31 million was included in AOCI as of September 30, 2023.

##### Net Investment Hedges

The Company has translation exposure resulting from translating the financial statements of foreign subsidiaries into United States Dollars, which is recognized in Currency translation adjustment (a component of AOCI). In the second quarter of 2022, the Company terminated the remaining cross-currency forward contracts related to the hedged portions of the net investment in foreign subsidiaries, resulting in cash proceeds of \$11 million.

##### Other Derivatives

The Company uses forward currency exchange contracts to manage existing exposures to foreign exchange risk related to assets and liabilities recorded on the Consolidated Balance Sheets. As of September 30, 2023, the Company had notional amounts of \$159 million for non-designated derivative financial instruments related to foreign currency exposures in United States Dollars primarily related to the Brazilian Real, Chinese Yuan, Indian Rupee, Hong Kong Dollar, South Korean Won, and the European Euro. In addition, the Company had notional amounts of \$30 million for non-designated derivative financial instruments related to foreign currency exposures in European Euro primarily related to the Polish Zloty and the British Pound Sterling.

#### 5. GOODWILL AND OTHER INTANGIBLE ASSETS

##### Goodwill

The Company tests goodwill and indefinite-lived intangible assets for impairment during the fourth quarter of each year, or more frequently should circumstances change or events occur that would more likely than not reduce the fair value of a reporting unit below its carrying value.

No testing was deemed necessary in the first nine months of 2023. The changes in the net carrying value of goodwill by segment are as follows (in millions):

|                                                     | <u>Composites</u> | <u>Insulation</u> | <u>Roofing</u> | <u>Total</u>    |
|-----------------------------------------------------|-------------------|-------------------|----------------|-----------------|
| Gross carrying amount at December 31, 2022          | \$ 425            | \$ 1,499          | \$ 394         | \$ 2,318        |
| Acquisitions and Divestitures                       | (1)               | —                 | —              | (1)             |
| Foreign currency translation                        | —                 | (10)              | (1)            | (11)            |
| Gross carrying amount at September 30, 2023         | 424               | 1,489             | 393            | 2,306           |
| Accumulated impairment losses at December 31, 2022  | —                 | (935)             | —              | (935)           |
| Foreign currency translation                        | —                 | 7                 | —              | 7               |
| Accumulated impairment losses at September 30, 2023 | —                 | (928)             | —              | (928)           |
| Balance, net of impairment, at September 30, 2023   | <u>\$ 424</u>     | <u>\$ 561</u>     | <u>\$ 393</u>  | <u>\$ 1,378</u> |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**5. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)**

**Other Intangible Assets**

The Company amortizes the cost of other intangible assets over their estimated useful lives which, individually, range up to 45 years. The Company's future cash flows are not materially impacted by its ability to extend or renew agreements related to its amortizable intangible assets.

Other intangible assets consist of the following (in millions):

|                                             | September 30, 2023    |                          |                     | December 31, 2022     |                          |                     |
|---------------------------------------------|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
|                                             | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Indefinite-lived trademarks and trade names | \$ 988                | \$ —                     | \$ 988              | \$ 989                | \$ —                     | \$ 989              |
| Amortizable intangible assets               |                       |                          |                     |                       |                          |                     |
| Customer relationships                      | 635                   | (295)                    | 340                 | 638                   | (243)                    | 395                 |
| Technology                                  | 328                   | (202)                    | 126                 | 330                   | (187)                    | 143                 |
| Trademarks                                  | 12                    | (1)                      | 11                  | 12                    | —                        | 12                  |
| Other (a)                                   | 63                    | (2)                      | 61                  | 66                    | (3)                      | 63                  |
| Total other intangible assets               | \$ 2,026              | \$ (500)                 | \$ 1,526            | \$ 2,035              | \$ (433)                 | \$ 1,602            |

(a) Other primarily includes emissions.

There are three indefinite-lived intangible assets that are at an increased risk of impairment. These intangible assets were partially impaired in the fourth quarter of 2022. If assumptions or estimates with respect to the Company's future performance vary from what is expected, including those assumptions relating to interest rates, forecasted revenue, and economic and geopolitical uncertainty in Europe, future impairment analyses could result in a decline in fair value that may trigger a future impairment charge.

The following table presents the carrying values of these assets as of September 30, 2023:

| Trade names and trademarks                            | September 30, 2023 |
|-------------------------------------------------------|--------------------|
| European building and technical insulation trade name | \$ 86              |
| Global cellular glass insulation trademark            | \$ 80              |
| Components branded roofing trademark                  | \$ 42              |

Amortization expense for intangible assets for the three and nine months ended September 30, 2023 was \$28 million and \$70 million, respectively. Amortization expense for intangible assets for the three and nine months ended September 30, 2022 was \$14 million and \$37 million, respectively. Amortization expense for intangible assets is estimated to be \$27 million for the remainder of 2023.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**5. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)**

The estimated amortization expense for intangible assets for the next five fiscal years ended December 31 is as follows (in millions):

| <b>Period</b> | <b>Amortization</b> |    |
|---------------|---------------------|----|
| 2024          | \$                  | 64 |
| 2025          | \$                  | 57 |
| 2026          | \$                  | 42 |
| 2027          | \$                  | 34 |
| 2028          | \$                  | 33 |

**6. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following (in millions):

|                                      | <b>September 30,<br/>2023</b> | <b>December 31, 2022</b> |
|--------------------------------------|-------------------------------|--------------------------|
| Land                                 | \$ 165                        | \$ 166                   |
| Buildings and leasehold improvements | 1,242                         | 1,221                    |
| Machinery and equipment              | 5,349                         | 5,220                    |
| Construction in progress             | 526                           | 522                      |
|                                      | 7,282                         | 7,129                    |
| Accumulated depreciation             | (3,594)                       | (3,400)                  |
| Property, plant and equipment, net   | \$ 3,688                      | \$ 3,729                 |

Machinery and equipment includes certain precious metals used in our production tooling, which comprise approximately 9% and 10% of total machinery and equipment as of September 30, 2023 and December 31, 2022, respectively. Precious metals used in our production tooling are depleted as they are consumed during the production process, which typically represents an annual expense of about 3% of the outstanding carrying value.

Our production tooling needs in our Composites segment are changing in response to economic and technological factors. As a result, we exchanged certain precious metals used in production tooling for certain other precious metals to be used in production tooling. These non-cash investing activities are not included in Net cash flow used for investing activities in the Consolidated Statements of Cash Flows. There were no non-cash exchanges during the three and nine months ended September 30, 2023. During the three and nine months ended September 30, 2022, these non-cash exchanges resulted in a net increase to Machinery and equipment of \$7 million and \$18 million, respectively, and gains totaling \$7 million and \$18 million, respectively. The gains are included in Other expense (income), net on the Consolidated Statements of Earnings and are reflected in the Corporate, Other and Eliminations reporting category. We do not expect these exchanges to materially impact our current or future capital expenditure requirements or rate of depletion.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

## **7. ACQUISITIONS**

On September 1, 2022, the Company acquired the remaining 50% interest in Fiberteq, LLC (“Fiberteq”), the joint venture between Owens Corning and IKO Industries, Ltd, which produces high-quality wet-formed fiberglass mat for roofing applications, for \$140 million, net of cash acquired. During the three months ended September 30, 2023, an additional \$6 million of consideration was paid as a result of final working capital adjustments. The acquisition advances the Composites strategy to focus on high-value material solutions and expands Owens Corning’s capacity to produce non-woven mat. The Company’s 50% interest in Fiberteq was accounted for as an equity-method investment and had a carrying value of \$17 million at the acquisition date. The Company used the discounted cash flow method to remeasure the previously held equity method investment to its fair value of \$147 million, resulting in the recognition of a gain of \$130 million, which was recorded in Gain on equity method investment on the 2022 Consolidated Statements of Earnings. The operating results for Fiberteq have been included in the Composites segment within the Consolidated Financial Statements since the date of the acquisition. The purchase price allocation included \$58 million in intangible assets, which primarily consists of customer relationships with an estimated weighted average life of 3 years, a \$62 million unfavorable contract liability and \$242 million in goodwill, of which 50% is tax deductible. The factors contributing to the recognition of the amount of goodwill are based on several strategic and synergistic benefits that are expected to be realized from the acquisition. The pro-forma effect of this acquisition on revenues and earnings was not material.

On August 1, 2022, the Company acquired Natural Polymers, LLC (“Natural Polymers”), an innovative manufacturer of spray polyurethane foam insulation for building and construction applications for \$111 million, net of cash acquired. The acquisition advances the Owens Corning strategy to strengthen the Company’s core building and construction products and expand its addressable markets into higher-growth segments. The operating results for Natural Polymers have been included in the Insulation segment within the Consolidated Financial Statements since the date of the acquisition. The purchase price allocation included \$44 million in intangible assets and \$62 million in goodwill, all of which is tax deductible. The intangible assets consist of definite-lived trademarks of \$5 million with an estimated weighted average life of 10 years, technology of \$12 million with an estimated weighted average life of 6 years and customer relationships of \$27 million with an estimated weighted average life of 17 years. The factors contributing to the recognition of the amount of goodwill are based on several strategic and synergistic benefits that are expected to be realized from the acquisition. The pro-forma effect of this acquisition on revenues and earnings was not material.

On June 1, 2022, the Company acquired all of the outstanding assets of WearDeck®, a premium producer of composite weather-resistant decking for commercial and residential applications, for approximately \$133 million, net of cash acquired. The acquisition advances the Composites business growth strategy to focus on high-value material solutions within the building and construction industry. The operating results for WearDeck® have been included in the Composites segment within the Consolidated Financial Statements since the date of the acquisition. The purchase price allocation included \$38 million in intangible assets and \$68 million in goodwill, of which \$61 million is tax deductible. The intangible assets consist of definite-lived trademarks of \$7 million with an estimated average life of 10 years, technology of \$10 million with an estimated weighted average life of 11 years and customer relationships of \$21 million with an estimated weighted average life of 15 years. The factors contributing to the recognition of the amount of goodwill are based on several strategic and synergistic benefits that are expected to be realized from the acquisition. The pro-forma effect of this acquisition on revenues and earnings was not material.

On May 23, 2022, Owens Corning and Pultron Composites (“Pultron”) formed a joint venture (“JV”) to manufacture and sell fiberglass rebar. The Company contributed approximately \$47 million to acquire a 65.5% controlling interest and has established a redeemable noncontrolling interest of \$25 million related to Pultron, the minority holder. The JV expands Owens Corning’s capability to produce high-value material solutions by combining the Company’s glass-fiber material technology, channel access and extensive industry experience with Pultron’s manufacturing expertise and process efficiency. The fully consolidated operating results for the JV have been included in the Company’s Composites segment within the Consolidated Financial Statements since the date of the formation of the JV. Subsequent to the JV formation, the JV acquired assets and technology from Pultron for approximately \$65 million. The purchase price allocation included \$15 million in intangible assets, consisting of technology, with an estimated weighted average life of 15 years and \$42 million in goodwill, of which \$37 million is tax deductible. The factors contributing to the recognition of the amount of goodwill are based on several strategic and synergistic benefits that are expected to be realized from the acquisition. The pro-forma effect of this acquisition on revenues and earnings was not material.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**8. DIVESTITURES**

On March 3, 2023, the Company finalized the sale of its Insulation site in Santa Clara, California for total proceeds of \$234 million, net of transaction fees. Total proceeds included a non-refundable deposit of \$50 million received in the third quarter of 2021. As a result of this sale, the Company recognized a pre-tax gain of \$189 million in the first quarter of 2023, which is recorded in Gain on sale of site on the Consolidated Statements of Earnings.

On November 24, 2022, the Company finalized the sale of its Russian operations within the Composites and Insulation segments. As a result of this sale, the Company received \$104 million, net of cash sold, in consideration and recorded a pre-tax loss of \$33 million in Other expense (income), net on the 2022 Consolidated Statements of Earnings.

On July 1, 2022, the Company finalized the sale of the European portion of the dry-use chopped strands (“DUCS”) product line located in Chambéry, France, within the Composites segment. As a result of this sale, the Company received \$80 million, net of cash sold, in consideration and recorded a pre-tax loss of \$30 million in Other expense (income), net on the 2022 Consolidated Statements of Earnings.

**9. WARRANTIES**

The Company records a liability for warranty obligations at the date the related products are sold. Adjustments are made as new information becomes available. Please refer to Note 1 of our 2022 Form 10-K for information about our separately-priced extended warranty contracts. A reconciliation of the warranty liability is as follows (in millions):

|                                  | <b>Nine Months Ended September 30,</b> |             |
|----------------------------------|----------------------------------------|-------------|
|                                  | <b>2023</b>                            | <b>2022</b> |
| Beginning balance                | \$ 88                                  | \$ 81       |
| Amounts accrued for current year | 18                                     | 16          |
| Settlements of warranty claims   | (10)                                   | (9)         |
| Ending balance                   | \$ 96                                  | \$ 88       |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

## **10. RESTRUCTURING, ACQUISITION AND DIVESTITURE-RELATED COSTS**

The Company may incur restructuring, transaction and integration costs related to acquisitions and divestitures, and may incur restructuring and other exit costs in connection with its global cost reduction, product line and productivity initiatives and the Company's growth strategy.

### **Protective Packaging Exit**

In May 2023, the Company made the decision to exit the Protective Packaging business within the Roofing segment, including the production and sale of wood packaging, metal packaging and custom products. Exiting Protective Packaging will allow the Company to focus resources on the growth of its building materials products, which supports the future growth aspirations of the enterprise. With the exit of the Protective Packaging business, the Company will be closing its plants in Dorval, Quebec and Mission, British Columbia, Canada. The Company will also be significantly scaling back operations at its Novia facility in Qingdao, China.

In connection with the exit of the Protective Packaging business, the Company estimates that it will incur cash charges of approximately \$20 million, primarily related to severance and other exit costs. Additionally, the Company expects to incur total non-cash charges in the range of \$65 to \$75 million, primarily related to accelerated depreciation of property, plant and equipment and accelerated amortization of definite-lived intangibles.

During the first nine months of 2023, the Company recorded \$61 million of charges, of which \$49 million were non-cash charges, primarily related to accelerated depreciation and amortization and \$12 million of cash charges, primarily related to severance.

### **Wabash Facility Closure**

In April 2023, the Company took actions to support its strategy to operate a flexible and cost-efficient manufacturing network through decisions to relocate the Wabash, Indiana mineral wool operations to Joplin, Missouri, and to exit the granulated mineral wool market. These actions are expected to result in cumulative incremental costs of approximately \$30 million, primarily related to severance and accelerated depreciation.

During the first nine months of 2023, the Company recorded \$23 million of charges, primarily related to accelerated depreciation and severance.

### **European Operating Structure Optimization**

In March 2023, the Company took actions to optimize the operating structure of its segments across Europe to increase its competitiveness. These actions are expected to result in cumulative incremental costs of approximately \$20 million, primarily related to severance and other exit costs. During the first nine months of 2023, the Company recorded \$12 million of charges primarily related to severance costs.

### **Composites Strategic Realignment Actions**

On July 1, 2022, the Company finalized the sale of the European portion of the DUCS product line located in Chambéry, France, within the Composite's segment. The Company recorded a pre-tax charge of \$30 million in Other expense (income), net on the Consolidated Statements of Earnings in 2022 to reflect the fair value less cost to sell the assets. The Company also took actions to convert the DUCS manufacturing facilities located in Anderson, South Carolina and Kimchon, Korea to produce other glass fiber products needed to support our growth strategy in building and construction applications. As a result, during the first nine months of 2023, the Company recorded \$3 million primarily related to other exit costs. The Company does not expect to recognize significant incremental costs related to these actions.

### **Roofing Restructuring Actions**

In December 2021, the Company took actions to restructure operations within the Roofing segment's components product line by relocating production assets from China to India, which allowed the business to optimize its manufacturing network and support a tariff mitigation strategy. During the first nine months of 2023, the Company recorded \$2 million of charges primarily related to other exit costs. The Company does not expect to recognize significant incremental costs related to these actions.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**10. RESTRUCTURING, ACQUISITION AND DIVESTITURE-RELATED COSTS (continued)**
**Santa Clara Insulation Site**

During the third quarter of 2021, the Company entered into a sales agreement for the Company's Insulation site in Santa Clara, California, as part of the Company's ongoing strategy to operate a flexible, cost-efficient manufacturing network and geographically locate its assets to better serve its customers. On March 3, 2023, the Company finalized the sale of this site for total proceeds of \$234 million, net of transaction fees. Total proceeds included a non-refundable deposit of \$50 million received in the third quarter of 2021.

During the first nine months of 2023, the Company recorded \$5 million of charges, primarily related to other exit costs, associated with this action. The Company does not expect to recognize significant incremental costs related to this action.

**Consolidated Statements of Earnings Classification**

The following table presents the impact and respective location of total restructuring, acquisition and divestiture-related costs on the Consolidated Statements of Earnings, which are included within Corporate, Other and Eliminations (in millions):

| Type of cost                                                           | Location                              | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |         |
|------------------------------------------------------------------------|---------------------------------------|-------------------------------------|----------|------------------------------------|---------|
|                                                                        |                                       | 2023                                | 2022     | 2023                               | 2022    |
| Accelerated depreciation                                               | Cost of sales                         | \$ 23                               | \$ 9     | \$ 46                              | \$ 22   |
| Other exit costs                                                       | Cost of sales                         | 7                                   | 1        | 15                                 | 4       |
| Other exit costs                                                       | Marketing and administrative expenses | —                                   | —        | 1                                  | —       |
| Acquisition and divestiture-related costs                              | Marketing and administrative expenses | —                                   | 2        | —                                  | 5       |
| Severance                                                              | Other expense (income), net           | —                                   | —        | 25                                 | 1       |
| Other exit costs                                                       | Other expense (income), net           | —                                   | 2        | 1                                  | 4       |
| Accelerated amortization                                               | Other expense (income), net           | 11                                  | —        | 18                                 | —       |
| Gain on sale of Santa Clara, California site                           | Gain on sale of site                  | —                                   | —        | (189)                              | —       |
| Acquisition-related costs                                              | Gain on equity method investment      | —                                   | (130)    | —                                  | (130)   |
| Total restructuring, acquisition and divestiture-related costs (gains) |                                       | \$ 41                               | \$ (116) | \$ (83)                            | \$ (94) |

**Summary of Unpaid Liabilities**

The following table summarizes the status of the unpaid liabilities from the Company's restructuring activities (in millions):

|                                                   | Protective<br>Packaging Exit | Wabash<br>Facility Closure | European<br>Operating<br>Structure<br>Optimization | Composites<br>Strategic<br>Realignment<br>Actions | Roofing<br>Restructuring<br>Actions | Santa Clara<br>Insulation<br>Site |
|---------------------------------------------------|------------------------------|----------------------------|----------------------------------------------------|---------------------------------------------------|-------------------------------------|-----------------------------------|
| Balance at December 31, 2022                      | \$ —                         | \$ —                       | \$ —                                               | \$ 1                                              | \$ —                                | \$ 7                              |
| Restructuring costs                               | 61                           | 23                         | 12                                                 | 3                                                 | 2                                   | 5                                 |
| Payments                                          | —                            | —                          | (4)                                                | (3)                                               | (2)                                 | (11)                              |
| Accelerated depreciation and other non-cash items | (49)                         | (20)                       | —                                                  | —                                                 | —                                   | (1)                               |
| Balance at September 30, 2023                     | \$ 12                        | \$ 3                       | \$ 8                                               | \$ 1                                              | \$ —                                | \$ —                              |
| Cumulative charges incurred                       | \$ 61                        | \$ 23                      | \$ 12                                              | \$ 12                                             | \$ 10                               | \$ 65                             |

As of September 30, 2023, the remaining liability balance was comprised of \$24 million of severance, which the Company expects to pay over the next twelve months.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**11. DEBT**

Details of the Company's outstanding long-term debt, as well as the fair values, are as follows (in millions):

|                                                                   | September 30, 2023 |            | December 31, 2022 |            |
|-------------------------------------------------------------------|--------------------|------------|-------------------|------------|
|                                                                   | Carrying Value     | Fair Value | Carrying Value    | Fair Value |
| 4.200% senior notes, net of discount and financing fees, due 2024 | \$ 399             | 98 %       | \$ 398            | 99 %       |
| 3.400% senior notes, net of discount and financing fees, due 2026 | 398                | 94 %       | 398               | 94 %       |
| 3.950% senior notes, net of discount and financing fees, due 2029 | 447                | 91 %       | 446               | 90 %       |
| 3.875% senior notes, net of discount and financing fees, due 2030 | 298                | 88 %       | 298               | 89 %       |
| 7.000% senior notes, net of discount and financing fees, due 2036 | 368                | 106 %      | 368               | 107 %      |
| 4.300% senior notes, net of discount and financing fees, due 2047 | 589                | 76 %       | 589               | 78 %       |
| 4.400% senior notes, net of discount and financing fees, due 2048 | 391                | 76 %       | 390               | 78 %       |
| Various finance leases, due through 2050 (a)                      | 142                | 100 %      | 131               | 100 %      |
| Other                                                             | 1                  | N/A        | 2                 | N/A        |
| Total long-term debt                                              | 3,033              | N/A        | 3,020             | N/A        |
| Less – current portion (a)                                        | 31                 | 100 %      | 28                | 100 %      |
| Long-term debt, net of current portion                            | \$ 3,002           | N/A        | \$ 2,992          | N/A        |

(a) The Company determined that the book value of the above noted long-term debt instruments approximates fair value.

The fair values of the Company's outstanding long-term debt instruments were estimated using market observable inputs, including quoted prices in active markets, market indices and interest rate measurements. Within the hierarchy of fair value measurements, these are Level 2 fair values.

**Senior Notes**

The Company issued \$300 million of 2030 senior notes on May 12, 2020. Interest on the notes is payable semiannually in arrears on June 1 and December 1 each year, beginning on December 1, 2020. The proceeds from these notes were used for general corporate purposes.

The Company issued \$450 million of 2029 senior notes on August 12, 2019. Interest on the notes is payable semiannually in arrears on February 15 and August 15 each year, beginning on February 15, 2020. The proceeds from these notes were used to repay \$416 million of our 2022 senior notes and \$34 million of our 2036 senior notes.

The Company issued \$400 million of 2048 senior notes on January 25, 2018. Interest on the notes is payable semiannually in arrears on January 30 and July 30 each year, beginning on July 30, 2018. The proceeds from these notes were used, along with borrowings on a \$600 million term loan commitment and borrowings on the Receivables Securitization Facility (as defined below), to fund the purchase of Paroc in the first quarter of 2018.

The Company issued \$600 million of 2047 senior notes on June 26, 2017. Interest on the notes is payable semiannually in arrears on January 15 and July 15 each year, beginning on January 15, 2018. A portion of the proceeds from these notes was used to fund the purchase of Pittsburgh Corning in 2017 and for general corporate purposes. The remaining proceeds were used to repay \$144 million of our 2019 senior notes and \$140 million of our 2036 senior notes.

The Company issued \$400 million of 2026 senior notes on August 8, 2016. Interest on the notes is payable semiannually in arrears on February 15 and August 15 each year, beginning on February 15, 2017. A portion of the proceeds from these notes was used to repay \$158 million of our 2016 senior notes. The remaining proceeds were used to pay down portions of our Receivables Securitization Facility and for general corporate purposes.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**11. DEBT (continued)**

The Company issued \$400 million of 2024 senior notes on November 12, 2014. Interest on the notes is payable semiannually in arrears on June 1 and December 1 each year, beginning on June 1, 2015. A portion of the proceeds from these notes was used to repay \$242 million of our 2016 senior notes and \$105 million of our 2019 senior notes. The remaining proceeds were used to pay down our Senior Revolving Credit Facility (as defined below), finance general working capital needs, and for general corporate purposes.

The Company issued \$550 million of 2036 senior notes on October 31, 2006. Interest on the notes is payable semiannually in arrears on June 1 and December 1 each year, beginning on June 1, 2007. The proceeds of these notes were used to pay certain unsecured and administrative claims, finance general working capital needs and for general corporate purposes.

Collectively, the senior notes above are referred to as the “Senior Notes.” The Senior Notes are general unsecured obligations of the Company and rank *pari passu* with all existing and future senior unsecured indebtedness of the Company. The Company has the option to redeem all or part of the Senior Notes at any time at a “make-whole” redemption price. The Company is subject to certain covenants in connection with the issuance of the Senior Notes that it believes are usual and customary. The Company was in compliance with these covenants as of September 30, 2023.

**Senior Revolving Credit Facility**

The Company has an \$800 million senior revolving credit facility (the “Senior Revolving Credit Facility”) with a maturity date in July 2026 that includes both borrowings and letters of credit. Borrowings under the Senior Revolving Credit Facility may be used for general corporate purposes and working capital. The Company has the discretion to borrow under multiple options, which provide for varying terms and interest rates including the United States prime rate, federal funds rate plus a spread or the Secured Overnight Financing Rate (“Term SOFR”) plus a spread.

The Senior Revolving Credit Facility contains various covenants, including a maximum allowed leverage ratio, that the Company believes are usual and customary for a senior unsecured credit agreement. The Company was in compliance with these covenants as of September 30, 2023. Please refer to the Credit Facility Utilization section below for liquidity information as of September 30, 2023.

In May 2023, the Senior Revolving Credit Facility was amended to formally adopt Term SOFR plus a spread as the benchmark reference rate in anticipation of the June 30, 2023 discontinuation of the London Interbank Offered Rate (“LIBOR”).

**Receivables Securitization Facility**

The Company has a Receivables Purchase Agreement (“RPA”) that is accounted for as secured borrowings in accordance with Accounting Standards Codification (“ASC”) 860, “Accounting for Transfers and Servicing.” Owens Corning Sales, LLC and Owens Corning Receivables LLC, each a subsidiary of the Company, have a \$280 million RPA with certain financial institutions. The Company has the ability to borrow at the lenders’ cost of funds, which approximates A-1/P-1 commercial paper rates vs. Term SOFR, plus a spread. As of the June 30, 2023 discontinuation of LIBOR, fallback language in the RPA took effect to transition the facility to Term SOFR plus a spread. The RPA has been amended from time to time, with a maturity date in April 2024.

The RPA contains various covenants, including a maximum allowed leverage ratio that the Company believes are usual and customary for a securitization facility. The Company was in compliance with these covenants as of September 30, 2023. Please refer to the Credit Facility Utilization section below for liquidity information as of September 30, 2023.

Owens Corning Receivables LLC’s sole business consists of the purchase or acceptance through capital contributions of trade receivables and related rights from Owens Corning Sales, LLC and the subsequent retransfer of or granting of a security interest in such trade receivables and related rights to certain purchasers who are party to the RPA. Owens Corning Receivables LLC is a separate legal entity with its own separate creditors who will be entitled, upon its liquidation, to be satisfied out of Owens Corning Receivables LLC’s assets prior to any assets or value in Owens Corning Receivables LLC becoming available to Owens Corning Receivables LLC’s equity holders. The assets of Owens Corning Receivables LLC are not available to pay creditors of the Company or any other affiliates of the Company or Owens Corning Sales, LLC.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**11. DEBT (continued)****Credit Facility Utilization**

The following table shows how the Company utilized its primary sources of liquidity (in millions):

|                                                | <b>Balance at September 30, 2023</b>        |                                                |
|------------------------------------------------|---------------------------------------------|------------------------------------------------|
|                                                | <b>Senior Revolving<br/>Credit Facility</b> | <b>Receivables<br/>Securitization Facility</b> |
| Facility size or borrowing limit               | \$ 800                                      | \$ 280                                         |
| Collateral capacity limitation on availability | N/A                                         | —                                              |
| Outstanding borrowings                         | —                                           | —                                              |
| Outstanding letters of credit                  | 4                                           | 1                                              |
| Availability on facility                       | \$ 796                                      | \$ 279                                         |

**Short-Term Debt**

Short-term borrowings were less than \$1 million and \$1 million as of September 30, 2023 and December 31, 2022, respectively. Short-term borrowings consisted of various operating lines of credit. The weighted average interest rate on all short-term borrowings was approximately 3.0% and 2.8% as of September 30, 2023 and December 31, 2022, respectively.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

## 12. PENSION PLANS AND OTHER POSTRETIREMENT BENEFITS

### Pension Plans

The Company sponsors defined benefit pension plans. Under the plans, pension benefits are based on an employees' years of service and, for certain categories of employees, qualifying compensation. Company contributions to these pension plans are determined by an independent actuary to meet or exceed minimum funding requirements. In our U.S. plans, the unrecognized cost of any retroactive amendments and actuarial gains and losses are amortized over the average remaining life expectancy of the inactive participants as substantially all of the plan participants are inactive. In our non-U.S. plans, the unrecognized cost of any retroactive amendments and actuarial gains and losses are amortized over the average future service period of plan participants expected to receive benefits.

The following table presents the components of net periodic pension cost (in millions):

| <b>Three Months Ended September 30,</b>        |             |                 |              |             |                 |              |
|------------------------------------------------|-------------|-----------------|--------------|-------------|-----------------|--------------|
| <b>2023</b>                                    |             |                 | <b>2022</b>  |             |                 |              |
|                                                | <b>U.S.</b> | <b>Non-U.S.</b> | <b>Total</b> | <b>U.S.</b> | <b>Non-U.S.</b> | <b>Total</b> |
| <u>Components of Net Periodic Pension Cost</u> |             |                 |              |             |                 |              |
| Service cost                                   | \$ 1        | \$ —            | \$ 1         | \$ 3        | \$ 1            | \$ 4         |
| Interest cost                                  | 8           | 4               | 12           | 6           | 3               | 9            |
| Expected return on plan assets                 | (10)        | (4)             | (14)         | (9)         | (4)             | (13)         |
| Amortization of actuarial loss                 | 1           | 1               | 2            | 2           | —               | 2            |
| Net periodic pension cost                      | \$ —        | \$ 1            | \$ 1         | \$ 2        | \$ —            | \$ 2         |

| <b>Nine Months Ended September 30,</b>         |             |                 |              |             |                 |              |
|------------------------------------------------|-------------|-----------------|--------------|-------------|-----------------|--------------|
| <b>2023</b>                                    |             |                 | <b>2022</b>  |             |                 |              |
|                                                | <b>U.S.</b> | <b>Non-U.S.</b> | <b>Total</b> | <b>U.S.</b> | <b>Non-U.S.</b> | <b>Total</b> |
| <u>Components of Net Periodic Pension Cost</u> |             |                 |              |             |                 |              |
| Service cost                                   | \$ 2        | \$ 2            | \$ 4         | \$ 5        | \$ 3            | \$ 8         |
| Interest cost                                  | 24          | 12              | 36           | 18          | 8               | 26           |
| Expected return on plan assets                 | (30)        | (11)            | (41)         | (27)        | (12)            | (39)         |
| Amortization of actuarial loss                 | 4           | 2               | 6            | 8           | 1               | 9            |
| Net periodic pension cost                      | \$ —        | \$ 5            | \$ 5         | \$ 4        | \$ —            | \$ 4         |

The Company expects to contribute \$20 million in cash to its defined benefit pension plans during 2023. Actual contributions to the plans may change as a result of a variety of factors, including changes in laws that impact funding requirements. The Company made cash contributions of \$4 million to its defined benefit pension plans during the nine months ended September 30, 2023.

On October 12, 2023, the Company entered into an agreement to purchase a non-participating annuity contract from an insurance company to transfer \$291 million of the Company's outstanding pension projected benefit obligation related to certain U.S. and non U.S. pension plans. The transaction is expected to close in the fourth quarter of 2023 and will be funded with pension plan assets of \$268 million. As a result of this transaction, the Company will recognize a pre-tax settlement charge in the range of approximately \$135 million to \$150 million in the fourth quarter of 2023 from the accelerated recognition of a pro rata portion of plan actuarial losses. This charge will be recorded in Non-operating (income) expense on the Consolidated Statements of Earnings. The transaction is not expected to have a material impact on the plans' funded statuses.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**12. PENSION PLANS AND OTHER POSTRETIREMENT BENEFITS (continued)**

**Postemployment and Postretirement Benefits Other than Pensions (“OPEB”)**

The Company maintains healthcare and life insurance benefit plans for certain retired employees and their dependents. The health care plans in the United States are non-funded and pay either (1) stated percentages of covered medically necessary expenses, after subtracting payments by Medicare or other providers and after stated deductibles have been met, or (2) fixed amounts of medical expense reimbursement.

The following table provides the components of net periodic postretirement benefit income for U.S. plans for the periods indicated (in millions):

|                                                                 | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |        |
|-----------------------------------------------------------------|-------------------------------------|--------|------------------------------------|--------|
|                                                                 | 2023                                | 2022   | 2023                               | 2022   |
| <u>Components of Net Periodic Postretirement Benefit Income</u> |                                     |        |                                    |        |
| Service cost                                                    | \$ —                                | \$ —   | \$ —                               | \$ 1   |
| Interest cost                                                   | 1                                   | 1      | 4                                  | 3      |
| Amortization of actuarial gain                                  | (2)                                 | (2)    | (6)                                | (6)    |
| Net periodic postretirement benefit income                      | \$ (1)                              | \$ (1) | \$ (2)                             | \$ (2) |

There was no significant net periodic postretirement income attributable to non-U.S. plans.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

### **13. CONTINGENT LIABILITIES AND OTHER MATTERS**

The Company may be involved in various legal and regulatory proceedings relating to employment, antitrust, tax, product liability, environmental, contracts, intellectual property and other matters (collectively, "Proceedings"). The Company regularly reviews the status of such Proceedings along with legal counsel. Liabilities for such Proceedings are recorded when it is probable that the liability has been incurred and when the amount of the liability can be reasonably estimated. Liabilities are adjusted when additional information becomes available. Management believes that the amount of any reasonably possible losses in excess of any amounts accrued, if any, with respect to such Proceedings or any other known claim, including the matters described below under the caption Environmental Matters (the "Environmental Matters"), are not material to the Company's financial statements, except as noted below. Management believes that the ultimate disposition of the Proceedings and the Environmental Matters will not have a material adverse effect on the Company's financial condition. While the likelihood is remote, the disposition of the Proceedings and Environmental Matters could have a material impact on the results of operations, cash flows or liquidity in any given reporting period.

#### **Litigation and Regulatory Proceedings**

The Company is involved in litigation and regulatory proceedings from time to time in the regular course of its business. The Company believes that adequate provisions for resolution of all contingencies, claims and pending matters have been made for probable losses that are reasonably estimable.

During the second quarter of 2023, the Company's subsidiary, Paroc Group OY ("Paroc"), which the Company acquired in 2018, notified the appropriate European maritime regulatory authorities that specific insulation products in its marine insulation product line may not meet certain fire safety requirements in accordance with their certifications. Paroc has voluntarily withdrawn these specific products from the market, issued recalls, and suspended distribution and sales of these products. Paroc is cooperating with the applicable regulatory and government authorities and continues to work with its customers and end-users to assist with remediation. We established an estimated liability for expected future costs related to this matter on our Consolidated Balance Sheet as of September 30, 2023. The estimated liability is primarily based on assumptions related to the estimated costs of the remedy for the recall. We will reevaluate these assumptions each period, and the related liability may be adjusted when factors indicate that the liability is either not sufficient to cover or exceeds the estimated product recall costs. Based on the factors currently known, we believe the appropriate liability has been established at this time. It is reasonably possible that additional product recall costs could be incurred that exceed the estimated liability by amounts that could be material to our consolidated financial statements.

#### **Environmental Matters**

The Company has established policies and procedures designed to ensure that its operations are conducted in compliance with all relevant laws and regulations and that enable the Company to meet its high standards for corporate sustainability and environmental stewardship. Our manufacturing facilities are subject to numerous foreign, federal, state and local laws and regulations relating to the presence of hazardous materials, pollution and protection of the environment, including emissions to air, reductions of greenhouse gases, discharges to water, management of hazardous materials, handling and disposal of solid wastes, use of chemicals in our manufacturing processes, and remediation of contaminated sites. All Company manufacturing facilities are required to use an ISO 14001 or equivalent environmental management system. The Company's 2030 Sustainability Goals include significant global reductions in energy use, water consumption, waste to landfill, and emissions of greenhouse gases, fine particulate matter, and volatile organic air emissions, and protection of biodiversity.

Owens Corning is involved in remedial response activities and is responsible for environmental remediation at a number of sites, including certain of its currently owned or formerly owned plants. These responsibilities arise under a number of laws, including, but not limited to, the Federal Resource Conservation and Recovery Act, and similar state or local laws pertaining to the management and remediation of hazardous materials and petroleum. The Company has also been named a potentially responsible party under the U.S. Federal Superfund law, or state equivalents, at a number of disposal sites. The Company became involved in these sites as a result of government action or in connection with business acquisitions. As of September 30, 2023, the Company was involved with a total of 22 sites worldwide, including 10 Superfund and state or country equivalent sites and 12 owned or formerly owned sites. None of the liabilities for these sites are individually significant to the Company.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**13. CONTINGENT LIABILITIES AND OTHER MATTERS (continued)**

Remediation activities generally involve a potential range of activities and costs related to soil, groundwater, and sediment contamination. This can include pre-cleanup activities such as fact-finding and investigation, risk assessment, feasibility studies, remedial action design and implementation (where actions may range from monitoring to removal of contaminants, to installation of longer-term remediation systems). A number of factors affect the cost of environmental remediation, including the number of parties involved in a particular site, the determination of the extent of contamination, the length of time the remediation may require, the complexity of environmental regulations, variability in clean-up standards, the need for legal action, and changes in remediation technology. Taking these factors into account, Owens Corning reasonably estimates the costs of remediation to be paid over a period of years. The Company accrues an amount on an undiscounted basis, when a liability is probable and reasonably estimable. Actual cost may differ from these estimates for the reasons mentioned above. At September 30, 2023, the Company had an accrual totaling \$4 million for these costs, of which the current portion is \$1 million. Changes in required remediation procedures or timing of those procedures, or discovery of contamination at additional sites, could result in material increases to the Company's environmental obligations.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

#### 14. STOCK COMPENSATION

##### Description of the Plan

On April 20, 2023, the Company's stockholders approved the Owens Corning 2023 Stock Plan (the "2023 Stock Plan"), which authorizes grants of stock options, stock appreciation rights, stock awards (including restricted stock awards, restricted stock units and bonus stock awards), performance share awards and performance share units. At September 30, 2023, the number of shares remaining available under the 2023 Stock Plan for all stock awards was approximately 3.4 million.

Prior to the 2023 Stock Plan, employees were eligible to receive stock awards under the Owens Corning 2019 Stock Plan.

##### Total Stock-Based Compensation Expense

Stock-based compensation expense included in Marketing and administrative expenses in the accompanying Consolidated Statements of Earnings is as follows (in millions):

|                                        | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|----------------------------------------|---------------------------------------------|-------------|--------------------------------------------|-------------|
|                                        | <b>2023</b>                                 | <b>2022</b> | <b>2023</b>                                | <b>2022</b> |
| Total stock-based compensation expense | \$ 11                                       | \$ 13       | \$ 38                                      | \$ 38       |

##### Stock Options

The Company has granted stock options under its stockholder approved stock plans. The Company calculates a weighted-average grant-date fair value using a Black-Scholes valuation model for options granted. Compensation expense for options is measured based on the fair market value of the option on the date of grant, and is recognized on a straight-line basis over a four year vesting period. In general, the exercise price of each option awarded was equal to the closing market price of the Company's common stock on the date of grant and an option's maximum term is 10 years. The volatility assumption was based on a benchmark study of our peers prior to 2014. Starting with the options granted in 2014, the volatility was based on the Company's historic volatility.

The Company has not granted stock options since the year ended December 31, 2014. As of September 30, 2023, there was no unrecognized compensation cost related to stock options and the exercise price on outstanding stock options was \$37.65.

The following table summarizes the Company's stock option activity:

|                                 | <b>Number of<br/>Options</b> | <b>Weighted-Average</b> |                                                      | <b>Intrinsic Value (in<br/>millions)</b> |
|---------------------------------|------------------------------|-------------------------|------------------------------------------------------|------------------------------------------|
|                                 |                              | <b>Exercise Price</b>   | <b>Remaining<br/>Contractual Life<br/>(in years)</b> |                                          |
| Outstanding, December 31, 2022  | 27,000                       | \$ 37.65                | 1.1                                                  | \$ 1                                     |
| Exercised                       | (17,900)                     | 37.65                   |                                                      |                                          |
| Outstanding, September 30, 2023 | 9,100                        | \$ 37.65                | 0.4                                                  | \$ 1                                     |
| Exercisable, September 30, 2023 | 9,100                        | \$ 37.65                | 0.4                                                  | \$ 1                                     |

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**14. STOCK COMPENSATION (continued)**Restricted Stock Units

The Company has granted restricted stock units (“RSUs”) under its stockholder approved stock plans. All outstanding RSUs will fully settle in stock. Compensation expense for RSUs is measured based on the closing market price of the stock at date of grant and is recognized on a straight-line basis over the vesting period, which is typically three or four years. The stock plans allow alternate vesting schedules for death, disability, and retirement. The weighted-average grant date fair value of RSUs granted in 2023 was \$101.19.

The following table summarizes the Company’s RSU activity:

|                               | Number of RSUs | Weighted-Average<br>Fair Value |
|-------------------------------|----------------|--------------------------------|
| Balance at December 31, 2022  | 1,276,160      | \$ 69.16                       |
| Granted                       | 353,809        | 101.19                         |
| Vested                        | (355,975)      | 68.82                          |
| Forfeited                     | (64,489)       | 86.96                          |
| Balance at September 30, 2023 | 1,209,505      | \$ 77.37                       |

As of September 30, 2023, there was \$41 million of total unrecognized compensation cost related to RSUs. That cost is expected to be recognized over a weighted-average period of 2.43 years. The total grant date fair value of shares vested during the nine months ended September 30, 2023 and 2022 was \$24 million and \$21 million, respectively.

Performance Share Units

The Company has granted performance share units (“PSUs”) as a part of its long-term incentive plan program under its stockholder approved stock plans. All outstanding performance share units will fully settle in stock. The amount of stock ultimately distributed from all performance share units is contingent on meeting internal Company-based metrics or an external-based stock performance metric.

In the nine months ended September 30, 2023, the Company granted both internal Company-based and external-based metric PSUs.

Internal Company-based metrics

The internal Company-based metric PSUs are based on various Company metrics and typically vest over a three-year period. The amount of stock distributed will vary from 0% to 200% of PSUs awarded depending on each award’s design and performance versus the internal Company-based metrics.

The initial fair value for all internal Company-based metric PSUs assumes that the performance goals will be achieved and is based on the grant date stock price. This assumption is monitored quarterly and if it becomes probable that such goals will not be achieved or will be exceeded, compensation expense recognized will be adjusted and previous surplus compensation expense recognized will be reversed or additional expense will be recognized. The expected term represents the period from the grant date to the end of the vesting period. Pro-rata vesting may be utilized in the case of death, disability or approved retirement and awards, if earned, will be paid at the end of the vesting period.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**14. STOCK COMPENSATION (continued)***External-based metrics*

The external-based metric PSUs vest after a three-year period. Outstanding grants issued in or after 2018 until 2022 were based on the Company's total stockholder return relative to the performance of the Dow Jones U.S. Construction & Materials Index. Outstanding grants issued in 2023 are based on the Company's total stockholder return relative to a peer group. The amount of stock distributed will vary from 0% to 200% of PSUs awarded depending on the relative stockholder return performance. The fair value of external-based metric PSUs has been estimated at the grant date using a Monte Carlo simulation that uses various assumptions.

The following table provides a summary of the assumptions for PSUs granted in 2023 and 2022:

|                                        | <b>Nine Months Ended September 30,</b> |             |
|----------------------------------------|----------------------------------------|-------------|
|                                        | <b>2023</b>                            | <b>2022</b> |
| Expected volatility                    | 44.66%                                 | 41.65%      |
| Risk free interest rate                | 3.75%                                  | 1.36%       |
| Expected term (in years)               | 2.91                                   | 2.91        |
| Grant date fair value of units granted | \$ 119.33                              | \$ 122.69   |

The risk-free interest rate was based on zero-coupon United States Treasury bills at the grant date. The expected term represents the period from the grant date to the end of the three-year performance period.

*PSU Summary*

As of September 30, 2023, there was \$21 million total unrecognized compensation cost related to PSUs. That cost is expected to be recognized over a weighted-average period of 1.75 years.

The following table summarizes the Company's PSU activity:

|                               | <b>Number of PSUs</b> | <b>Weighted-Average Grant-Date Fair Value</b> |
|-------------------------------|-----------------------|-----------------------------------------------|
| Balance at December 31, 2022  | 303,716               | \$ 91.47                                      |
| Granted                       | 164,128               | 101.76                                        |
| Vested                        | (24,120)              | 76.58                                         |
| Forfeited                     | (52,491)              | 94.94                                         |
| Balance at September 30, 2023 | 391,233               | \$ 95.80                                      |

**Employee Stock Purchase Plan**

The Owens Corning Employee Stock Purchase Plan ("ESPP") is a tax-qualified plan under Section 423 of the Internal Revenue Code. The purchase price of shares purchased under the ESPP is equal to 85% of the lower of the fair market value of shares of Owens Corning common stock at the beginning or ending of the offering period, which is a six-month period ending on May 31 and November 30 of each year. On April 16, 2020, the Company's stockholders approved the Amended and Restated Owens Corning Employee Stock Purchase Plan, which increased the number of shares available for issuance under the plan by 4.2 million shares. As of September 30, 2023, 3.4 million shares remain available for purchase.

Included in total stock-based compensation expense is \$1 million and \$5 million of expense related to the Company's ESPP recognized during the three and nine months ended September 30, 2023, respectively. During the three and nine months ended September 30, 2022, the Company recognized expense of \$1 million and \$4 million, respectively, related to the Company's ESPP. As of September 30, 2023, there was \$1 million of total unrecognized compensation cost related to the ESPP.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**15. EARNINGS PER SHARE**

The following table is a reconciliation of weighted-average shares for calculating basic and diluted earnings per share (in millions, except per share amounts):

|                                                                                                                | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|----------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------|--------------------------------------------|-------------|
|                                                                                                                | <b>2023</b>                                 | <b>2022</b> | <b>2023</b>                                | <b>2022</b> |
| Net earnings attributable to Owens Corning                                                                     | \$ 337                                      | \$ 470      | \$ 1,065                                   | \$ 1,117    |
| Weighted-average number of shares outstanding used for basic earnings per share                                | 90.0                                        | 96.3        | 90.6                                       | 97.8        |
| Non-vested restricted stock units and performance share units                                                  | 0.9                                         | 0.8         | 0.9                                        | 0.9         |
| Weighted-average number of shares outstanding and common equivalent shares used for diluted earnings per share | 90.9                                        | 97.1        | 91.5                                       | 98.7        |
| Earnings per common share attributable to Owens Corning common stockholders:                                   |                                             |             |                                            |             |
| Basic                                                                                                          | \$ 3.74                                     | \$ 4.88     | \$ 11.75                                   | \$ 11.42    |
| Diluted                                                                                                        | \$ 3.71                                     | \$ 4.84     | \$ 11.64                                   | \$ 11.32    |

For the three and nine months ended September 30, 2023 and September 30, 2022, there were no non-vested RSUs or PSUs that had an anti-dilutive effect on earnings per share.

The Board of Directors approved two share repurchase programs in 2022 under which the Company is authorized to repurchase up to an aggregate of 20 million shares of the Company's outstanding common stock (the "Repurchase Authorization"). The Repurchase Authorization enables the Company to repurchase shares through the open market, privately negotiated, or other transactions. The actual number of shares repurchased will depend on timing, market conditions and other factors and will be at the Company's discretion. The Company repurchased 3.6 million shares of its common stock for \$391 million, inclusive of applicable taxes, during the nine months ended September 30, 2023, under the Repurchase Authorization. As of September 30, 2023, 10.8 million shares remain available for repurchase under the Repurchase Authorization.

**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**16. INCOME TAXES**

The following table provides the Income tax expense (in millions) and effective tax rate for the periods indicated:

|                    | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended September<br/>30,</b> |             |
|--------------------|---------------------------------------------|-------------|--------------------------------------------|-------------|
|                    | <b>2023</b>                                 | <b>2022</b> | <b>2023</b>                                | <b>2022</b> |
| Income tax expense | \$ 110                                      | \$ 114      | \$ 361                                     | \$ 340      |
| Effective tax rate | 25 %                                        | 20 %        | 25 %                                       | 23 %        |

The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the three months ended September 30, 2023 is primarily due to U.S. state and local income tax expense, offset slightly by U.S. federal taxes on foreign earnings and U.S. federal income tax credits. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the nine months ended September 30, 2023 is primarily due to U.S. state and local income tax expense and foreign rate differential.

On August 16, 2022, the U.S. government enacted the Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) into law, which includes a new corporate alternative minimum tax and an excise tax of 1% on the fair market value of net stock repurchases. Both provisions are effective for years after December 31, 2022. The Company does not anticipate being subject to the corporate alternative minimum tax in 2023 and continues to evaluate the potential future impact of the Inflation Reduction Act on its financial position and results of operations.

The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the three months ended September 30, 2022 is primarily due to U.S. state and local income tax expense, non-taxable gain on acquisition, foreign rate differential and other discrete adjustments. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the nine months ended September 30, 2022 is primarily due to U.S. state and local income tax expense, non-taxable gain on acquisition, U.S. federal taxes on foreign earnings, adjustments to valuation allowances against certain deferred tax assets, excess tax benefits related to stock compensation, and other discrete adjustments.

The Company continues to assert indefinite reinvestment in accordance with ASC 740 based on the laws as of enactment of the tax legislation.

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**OWENS CORNING AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**17. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE DEFICIT**

The following table summarizes the changes in accumulated other comprehensive income (deficit) (in millions):

|                                                                | <b>Three Months Ended<br/>September 30,</b> |                 | <b>Nine Months Ended<br/>September 30,</b> |              |
|----------------------------------------------------------------|---------------------------------------------|-----------------|--------------------------------------------|--------------|
|                                                                | <b>2023</b>                                 | <b>2022</b>     | <b>2023</b>                                | <b>2022</b>  |
| <b>Currency Translation Adjustment</b>                         |                                             |                 |                                            |              |
| Beginning balance                                              | \$ (339)                                    | \$ (358)        | \$ (380)                                   | (279)        |
| Net investment hedge amounts classified into AOCI, net of tax  | —                                           | —               | —                                          | 4            |
| Loss on foreign currency translation                           | (73)                                        | (160)           | (32)                                       | (243)        |
| Other comprehensive loss, net of tax                           | (73)                                        | (160)           | (32)                                       | (239)        |
| Ending balance                                                 | \$ (412)                                    | \$ (518)        | \$ (412)                                   | (518)        |
| <b>Pension and Other Postretirement Adjustment</b>             |                                             |                 |                                            |              |
| Beginning balance                                              | \$ (304)                                    | \$ (309)        | \$ (301)                                   | (318)        |
| Amounts reclassified from AOCI to net earnings, net of tax (a) | —                                           | —               | —                                          | 2            |
| Amounts classified into AOCI, net of tax                       | 2                                           | 6               | (1)                                        | 13           |
| Other comprehensive income (loss), net of tax                  | 2                                           | 6               | (1)                                        | 15           |
| Ending balance                                                 | \$ (302)                                    | \$ (303)        | \$ (302)                                   | (303)        |
| <b>Hedging Adjustment</b>                                      |                                             |                 |                                            |              |
| Beginning balance                                              | \$ 6                                        | \$ 39           | \$ —                                       | 16           |
| Amounts reclassified from AOCI to net earnings, net of tax (b) | 8                                           | (16)            | 32                                         | (35)         |
| Amounts classified into AOCI, net of tax                       | (3)                                         | 22              | (21)                                       | 64           |
| Other comprehensive income, net of tax                         | 5                                           | 6               | 11                                         | 29           |
| Ending balance                                                 | \$ 11                                       | \$ 45           | \$ 11                                      | 45           |
| <b>Total AOCI ending balance</b>                               | <b>\$ (703)</b>                             | <b>\$ (776)</b> | <b>\$ (703)</b>                            | <b>(776)</b> |

- (a) These AOCI components are included in the computation of total Pension and Other postretirement expense and are recorded in Non-operating income. See Note 12 for additional information.
- (b) Amounts reclassified from (loss) gain on cash flow hedges are reclassified from AOCI to income when the hedged item affects earnings and is recognized in Cost of sales or Interest expense, net depending on the hedged item. See Note 4 for additional information.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This Management's Discussion and Analysis ("MD&A") is intended to help investors understand Owens Corning, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying Notes thereto contained in this report. Unless the context requires otherwise, the terms "Owens Corning," "Company," "we" and "our" in this report refer to Owens Corning and its subsidiaries.*

**GENERAL**

Owens Corning is a global building and construction materials leader committed to building a sustainable future through material innovation. The Company has three reporting segments: Composites, Insulation and Roofing. Through these lines of business, the Company manufactures and sells products worldwide. We maintain leading market positions in many of our major product categories.

**EXECUTIVE OVERVIEW**

Net earnings attributable to Owens Corning were \$337 million in the third quarter of 2023, compared to \$470 million in the same period of 2022. The Company generated \$518 million in adjusted earnings before interest and taxes ("Adjusted EBIT") for the third quarter of 2023, compared to \$487 million in the same period of 2022. See the Adjusted Earnings Before Interest and Taxes paragraph of the MD&A for further information regarding Adjusted EBIT, including the reconciliation to net earnings attributable to Owens Corning. Third quarter of 2023 earnings before interest and taxes ("EBIT") performance compared to the same period of 2022 increased \$114 million in our Roofing segment, and decreased \$46 million and \$23 million in our Composites and Insulation segments, respectively. Within our Corporate, Other and Eliminations category, General corporate expense and other increased by \$14 million.

Cash and cash equivalents were \$1,323 million as of September 30, 2023, compared to \$751 million as of September 30, 2022. In the nine months ended September 30, 2023, the Company's operating activities provided \$1,021 million of cash, compared to providing \$1,085 million of cash in the same period in 2022.

During the second quarter of 2023, the Company's subsidiary, Paroc Group OY ("Paroc"), which the Company acquired in 2018, notified the appropriate European maritime regulatory authorities that specific insulation products in its marine insulation product line may not meet certain fire safety requirements in accordance with their certifications. Paroc has voluntarily withdrawn these specific products from the market, issued recalls, and suspended distribution and sales of these products. Paroc is cooperating with the applicable regulatory and government authorities and continues to work with its customers and end-users to assist with remediation. We established an estimated liability for expected future costs related to this matter on our Consolidated Balance Sheet as of September 30, 2023.

In May 2023, the Company made the decision to exit the Protective Packaging business within the Roofing segment, including the production and sale of wood packaging, metal packaging and custom products. Exiting Protective Packaging will allow the Company to focus resources on the growth of its building materials products, which supports the future growth aspirations of the enterprise. With the exit of the Protective Packaging business, the Company will be closing its plants in Dorval, Quebec and Mission, British Columbia, Canada. The Company will also be significantly scaling back operations at its Novia facility in Qingdao, China. In connection with the exit of the Protective Packaging business, the Company estimates that it will incur cash charges of approximately \$20 million, primarily related to severance and other exit costs. Additionally, the Company expects to incur total non-cash charges in the range of \$65 to \$75 million, primarily related to accelerated depreciation of property, plant and equipment and accelerated amortization of definite-lived intangibles. The Company expects to exit the majority of the business by the end of 2023 and expects to generate savings of approximately \$7 million annually by 2024. During the first nine months of 2023, the Company recorded \$61 million of charges, primarily related to accelerated depreciation, accelerated amortization and severance.

On March 3, 2023, the Company finalized the sale of its Insulation site in Santa Clara, California for total proceeds of \$234 million, net of transaction fees. Total proceeds included a non-refundable deposit of \$50 million received in the third quarter 2021. As a result, the Company recognized a pre-tax gain of \$189 million in the first quarter of 2023, which is recorded in Gain on sale of site on the Consolidated Statements of Earnings.

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## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

The Board of Directors approved two share repurchase programs in 2022 under which the Company is authorized to repurchase up to an aggregate of 20 million shares of the Company’s outstanding common stock (the “Repurchase Authorization”). The Repurchase Authorization enables the Company to repurchase shares through the open market, privately negotiated, or other transactions. The actual number of shares repurchased will depend on timing, market conditions and other factors and will be at the Company’s discretion. The Company repurchased 1.0 million shares of its common stock for \$141 million, inclusive of applicable taxes, in the third quarter of 2023 under the Repurchase Authorization. As of September 30, 2023, 10.8 million shares remained available for repurchase under the Repurchase Authorization.

### RESULTS OF OPERATIONS

#### Consolidated Results (in millions)

|                                            | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|--------------------------------------------|-------------------------------------|----------|------------------------------------|----------|
|                                            | 2023                                | 2022     | 2023                               | 2022     |
| Net sales                                  | \$ 2,479                            | \$ 2,529 | \$ 7,373                           | \$ 7,476 |
| Gross margin                               | \$ 727                              | \$ 693   | \$ 2,068                           | \$ 2,046 |
| <i>% of net sales</i>                      | 29 %                                | 27 %     | 28 %                               | 27 %     |
| Marketing and administrative expenses      | \$ 201                              | \$ 201   | \$ 612                             | \$ 586   |
| Gain on equity method investment           | \$ —                                | \$ (130) | \$ —                               | \$ (130) |
| Gain on sale of site                       | \$ —                                | \$ —     | \$ (189)                           | \$ —     |
| Other expense (income), net                | \$ 35                               | \$ (12)  | \$ 77                              | \$ (18)  |
| Earnings before interest and taxes         | \$ 463                              | \$ 610   | \$ 1,484                           | \$ 1,541 |
| Interest expense, net                      | \$ 17                               | \$ 28    | \$ 62                              | \$ 82    |
| Income tax expense                         | \$ 110                              | \$ 114   | \$ 361                             | \$ 340   |
| Net earnings attributable to Owens Corning | \$ 337                              | \$ 470   | \$ 1,065                           | \$ 1,117 |

The Consolidated Results discussion below provides a summary of our results and the trends affecting our business, and should be read in conjunction with the more detailed Segment Results discussion that follows.

#### NET SALES

In the third quarter and year-to-date 2023, net sales decreased \$50 million and decreased \$103 million, respectively, compared to the same periods in 2022. For the third quarter and year-to-date, the decrease in net sales was primarily driven by lower sales volumes in both the Insulation and Composites segments partially offset by higher selling prices.

#### GROSS MARGIN

In the third quarter and year-to-date 2023, gross margin increased \$34 million and increased \$22 million, respectively, compared to the same periods in 2022. For the third quarter, the increase was primarily driven by higher selling prices, lower input costs and favorable delivery offset by lower sales volumes and increased production downtime in both the Composites and Insulation segments. For year-to-date, the increase was primarily driven by higher selling prices across all three segments, offset by lower sales volumes, higher production downtime and unfavorable manufacturing costs. The unfavorable net impact of acquisitions and divestitures and higher input costs were slightly offset by favorable delivery.

#### MARKETING AND ADMINISTRATIVE EXPENSES

In the third quarter of 2023, marketing and administrative expenses were flat compared to the same period in 2022. For year-to-date 2023, marketing and administrative expenses increased \$26 million compared to the same period in 2022, driven primarily by ongoing inflationary pressures throughout the organization as well as higher general corporate expenses.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)****GAIN ON SALE OF SITE**

In the first quarter of 2023, the Company finalized the sale of the Company's Insulation site in Santa Clara, California resulting in the recognition of a pre-tax gain of \$189 million.

**OTHER EXPENSE (INCOME), NET**

In the third quarter and year-to-date 2023, other expenses increased \$47 million and increased \$95 million, respectively, compared to the same periods in 2022. For the third quarter and year-to-date, the increase was driven primarily by higher restructuring costs, lower gains on the sale of certain precious metals, and the establishment of the estimated liability for the Paroc marine recall matter.

**INTEREST EXPENSE, NET**

In the third quarter and year-to-date 2023, interest expense, net, decreased \$11 million and decreased \$20 million, respectively, compared to the same periods in 2022, driven by higher interest income and capitalized interest.

**INCOME TAX EXPENSE**

Income tax expense for the three and nine months ended September 30, 2023 was \$110 million and \$361 million, respectively. For the third quarter of 2023 and the nine months ended September 30, 2023, the Company's effective tax rate was 25%. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the three months ended September 30, 2023 is primarily due to U.S. state and local income tax expense, offset slightly by U.S. federal taxes on foreign earnings and U.S. federal income tax credits. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the nine months ended September 30, 2023 is primarily due to U.S. state and local income tax expense and foreign rate differential.

The realization of deferred tax assets depends on achieving a certain minimum level of future taxable income. Management currently believes that it is not reasonably possible that the minimum level of taxable income will be met within the next 12 months to reduce the valuation allowances of certain foreign jurisdictions.

On August 16, 2022, the U.S. government enacted the Inflation Reduction Act of 2022 (the "Inflation Reduction Act") into law, which includes a new corporate alternative minimum tax and an excise tax of 1% on the fair market value of net stock repurchases. Both provisions are effective for years after December 31, 2022. The Company does not anticipate being subject to the corporate alternative minimum tax in 2023 and continues to evaluate the potential future impact of the Inflation Reduction Act on its financial position and results of operations.

Income tax expense for the three and nine months ended September 30, 2022 was \$114 million and \$340 million, respectively. For the third quarter of 2022, the Company's effective tax rate was 20% and for the nine months ended September 30, 2022, the Company's effective tax rate was 23%. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the three months ended September 30, 2022 is primarily due to U.S. state and local income tax expense, non-taxable gain on acquisition, foreign rate differential and other discrete adjustments. The difference between the effective tax rate and the U.S. federal statutory tax rate of 21% for the nine months ended September 30, 2022 is primarily due to U.S. state and local income tax expense, non-taxable gain on acquisition, U.S. federal taxes on foreign earnings, adjustments to valuation allowances against certain deferred tax assets, excess tax benefits related to stock compensation, and other discrete adjustments.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**
**Restructuring, Acquisition and Divestiture-Related Costs**

The Company has incurred restructuring, transaction and integration costs related to acquisitions and divestitures, along with restructuring and other exit costs in connection with its global cost reduction, productivity initiatives and growth strategy. These costs are recorded within Corporate, Other and Eliminations. Please refer to Note 10 of the Consolidated Financial Statements for further information on the nature of these costs.

The following table presents the impact and respective location of these income (expense) items on the Consolidated Statements of Earnings (in millions):

|                                                                        | Location                              | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |         |
|------------------------------------------------------------------------|---------------------------------------|-------------------------------------|---------|------------------------------------|---------|
|                                                                        |                                       | 2023                                | 2022    | 2023                               | 2022    |
| Restructuring costs                                                    | Cost of sales                         | \$ (30)                             | \$ (10) | \$ (61)                            | \$ (26) |
| Restructuring costs                                                    | Marketing and administrative expenses | —                                   | —       | (1)                                | —       |
| Severance                                                              | Other expense (income), net           | —                                   | —       | (25)                               | (1)     |
| Other exit costs                                                       | Other expense (income), net           | (11)                                | (2)     | (19)                               | (2)     |
| Gain on sale of Santa Clara, California site                           | Gain on sale of site                  | —                                   | —       | 189                                | —       |
| Acquisition and divestiture-related costs                              | Marketing and administrative expenses | —                                   | (2)     | —                                  | (5)     |
| Gain on sale of Shanghai, China facility                               | Other expense (income), net           | —                                   | —       | —                                  | 27      |
| Impairment loss on Chambéry, France assets held for sale               | Other expense (income), net           | —                                   | —       | —                                  | (29)    |
| Gain on remeasurement of Fiberteq equity investment                    | Gain on equity method investment      | —                                   | 130     | —                                  | 130     |
| Total restructuring, acquisition and divestiture-related (costs) gains |                                       | \$ (41)                             | \$ 116  | \$ 83                              | \$ 94   |

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**
**Adjusted Earnings Before Interest and Taxes**

Adjusted EBIT is a non-GAAP measure that excludes certain items that management does not allocate to our segment results because it believes they are not representative of the Company's ongoing operations. Adjusted EBIT is used internally by the Company for various purposes, including reporting results of operations to the Board of Directors of the Company, analysis of performance and related employee compensation measures. Although management believes that these adjustments result in a measure that provides a useful representation of our operational performance, the adjusted measure should not be considered in isolation or as a substitute for Net earnings attributable to Owens Corning as prepared in accordance with accounting principles generally accepted in the United States.

Adjusting income (expense) items to EBIT are shown in the table below (in millions):

|                                                          | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |         |
|----------------------------------------------------------|-------------------------------------|---------|------------------------------------|---------|
|                                                          | 2023                                | 2022    | 2023                               | 2022    |
| Restructuring costs                                      | \$ (41)                             | \$ (12) | \$ (106)                           | \$ (29) |
| Gain on sale of Shanghai, China facility                 | —                                   | —       | —                                  | 27      |
| Gain on sale of Santa Clara, California site             | —                                   | —       | 189                                | —       |
| Gains on sale of certain precious metals                 | —                                   | 7       | 2                                  | 18      |
| Gain on remeasurement of Fiberteq equity investment      | —                                   | 130     | —                                  | 130     |
| Paroc marine recall                                      | (14)                                | —       | (14)                               | —       |
| Acquisition and divestiture-related costs                | —                                   | (2)     | —                                  | (5)     |
| Impairment loss on Chambery, France assets held for sale | —                                   | —       | —                                  | (29)    |
| Total adjusting items                                    | \$ (55)                             | \$ 123  | \$ 71                              | \$ 112  |

The reconciliation from Net earnings attributable to Owens Corning to Adjusted EBIT is shown in the table below (in millions):

|                                                                                            | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |          |
|--------------------------------------------------------------------------------------------|-------------------------------------|--------|------------------------------------|----------|
|                                                                                            | 2023                                | 2022   | 2023                               | 2022     |
| NET EARNINGS ATTRIBUTABLE TO OWENS CORNING                                                 | \$ 337                              | \$ 470 | \$ 1,065                           | \$ 1,117 |
| Net (loss) earnings attributable to non-redeemable and redeemable noncontrolling interests | —                                   | (1)    | (2)                                | 2        |
| NET EARNINGS                                                                               | 337                                 | 469    | 1,063                              | 1,119    |
| Equity in net earnings of affiliates                                                       | 1                                   | 1      | 2                                  | —        |
| Income tax expense                                                                         | 110                                 | 114    | 361                                | 340      |
| EARNINGS BEFORE TAXES                                                                      | 446                                 | 582    | 1,422                              | 1,459    |
| Interest expense, net                                                                      | 17                                  | 28     | 62                                 | 82       |
| EARNINGS BEFORE INTEREST AND TAXES                                                         | 463                                 | 610    | 1,484                              | 1,541    |
| Less: Adjusting items from above                                                           | (55)                                | 123    | 71                                 | 112      |
| ADJUSTED EBIT                                                                              | \$ 518                              | \$ 487 | \$ 1,413                           | \$ 1,429 |

**Segment Results**

EBIT by segment consists of net sales less related costs and expenses and is presented on a basis that is used internally for evaluating segment performance. Certain items, such as general corporate expenses or income and certain other expense or income items, are excluded from the internal evaluation of segment performance. Accordingly, these items are not reflected in EBIT for our reportable segments and are included in the Corporate, Other and Eliminations category, which is presented following the discussion of our reportable segments.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Earnings before interest, taxes, depreciation and amortization ("EBITDA") by segment is a non-GAAP measure that consists of EBIT plus depreciation and amortization. Segment EBITDA is used internally by the Company for analysis of performance.

### Composites

The table below provides a summary of net sales, EBIT, depreciation and amortization expense and EBITDA for the Composites segment (in millions):

|                                              | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |          |
|----------------------------------------------|-------------------------------------|--------|------------------------------------|----------|
|                                              | 2023                                | 2022   | 2023                               | 2022     |
| <b>Net sales</b>                             | \$ 567                              | \$ 638 | \$ 1,772                           | \$ 2,071 |
| <i>% change from prior year</i>              | -11 %                               | 8 %    | -14 %                              | 20 %     |
| <b>EBIT</b>                                  | \$ 80                               | \$ 126 | \$ 216                             | \$ 434   |
| <i>EBIT as a % of net sales</i>              | 14 %                                | 20 %   | 12 %                               | 21 %     |
| <b>Depreciation and amortization expense</b> | \$ 43                               | \$ 40  | \$ 130                             | \$ 131   |
| <b>EBITDA</b>                                | \$ 123                              | \$ 166 | \$ 346                             | \$ 565   |
| <i>EBITDA as a % of net sales</i>            | 22 %                                | 26 %   | 20 %                               | 27 %     |

### NET SALES

In our Composites segment, net sales in the third quarter of 2023 decreased \$71 million compared to the same period in 2022. The decrease was driven primarily by lower sales volumes of approximately 9%, unfavorable customer mix and \$10 million of lower selling prices. The favorable impact of translating sales denominated in foreign currencies into United States dollars was partially offset by the net impact of divestitures and acquisitions.

For year-to-date 2023, net sales in our Composites segment decreased \$299 million compared to the same period in 2022. The decrease was driven primarily by lower sales volumes of approximately 13%. Higher selling prices of \$29 million were more than offset by the net impact of divestitures and acquisitions. The remaining variance was driven by unfavorable customer mix and the unfavorable impact of translating sales denominated in foreign currencies into United States dollars.

### EBIT

In our Composites segment, EBIT in the third quarter of 2023 decreased \$46 million compared to the same period in 2022. The decrease was driven by higher production downtime of \$23 million, lower sales volumes, and unfavorable customer mix. The remaining variance was driven by favorable manufacturing costs and \$10 million of favorable delivery which more than offset lower selling prices of \$10 million.

For the year-to-date 2023, EBIT in our Composites segment decreased \$218 million compared to the same period in 2022. The decrease was driven by lower sales volumes and \$57 million of higher production downtime. Higher selling prices of \$29 million and favorable delivery slightly offset input cost inflation of \$44 million. The remaining variance was driven by the net unfavorable impact of divestitures and acquisitions of \$35 million and unfavorable customer mix.

### OUTLOOK

Global glass reinforcements market demand has several economic indicators including residential, non-residential construction and manufacturing production indices, as well as global wind installations. The Company anticipates continued impacts of economic uncertainty in a dynamic global environment, as well as competitive pricing pressure. The Company remains focused on managing costs, capital expenditures, and working capital.

**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**
**Insulation**

The table below provides a summary of net sales, EBIT, depreciation and amortization expense and EBITDA for the Insulation segment (in millions):

|                                              | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |          |
|----------------------------------------------|-------------------------------------|--------|------------------------------------|----------|
|                                              | 2023                                | 2022   | 2023                               | 2022     |
| <b>Net sales</b>                             | \$ 913                              | \$ 965 | \$ 2,737                           | \$ 2,758 |
| <i>% change from prior year</i>              | -5 %                                | 18 %   | -1 %                               | 19 %     |
| <b>EBIT</b>                                  | \$ 150                              | \$ 173 | \$ 469                             | \$ 459   |
| <i>EBIT as a % of net sales</i>              | 16 %                                | 18 %   | 17 %                               | 17 %     |
| <b>Depreciation and amortization expense</b> | \$ 51                               | \$ 52  | \$ 159                             | \$ 156   |
| <b>EBITDA</b>                                | \$ 201                              | \$ 225 | \$ 628                             | \$ 615   |
| <i>EBITDA as a % of net sales</i>            | 22 %                                | 23 %   | 23 %                               | 22 %     |

**NET SALES**

In our Insulation segment, net sales in the third quarter of 2023 decreased \$52 million compared to the same period in 2022. The decrease was driven primarily by lower sales volumes of approximately 10% partially offset by higher selling prices of \$35 million and the favorable impact of translating sales denominated in foreign currencies into United States dollars. Favorable product and customer mix more than offset \$5 million from the unfavorable net impact of acquisitions and divestitures.

For year-to-date 2023, net sales in our Insulation segment decreased \$21 million compared to the same period in 2022. The decrease was driven by lower sales volumes of approximately 11%, which more than offset higher selling prices of \$220 million and favorable customer and product mix. The favorable net impact of acquisitions and divestitures more than offset \$6 million of the unfavorable impact of translating sales denominated in foreign currencies into United States dollars.

**EBIT**

In our Insulation segment, EBIT in the third quarter of 2023 decreased \$23 million compared to the same period in 2022. The decrease was driven by lower sales volumes which more than offset higher selling prices of \$35 million. Higher manufacturing costs of \$11 million and higher production downtime more than offset favorable delivery of \$7 million and favorable customer and product mix.

For the year-to-date 2023, EBIT in our Insulation segment increased \$10 million compared to the same period in 2022. Higher selling prices of \$220 million more than offset lower sales volumes and \$56 million of input cost inflation. Higher manufacturing costs of \$34 million and higher production downtime were partially offset by favorable customer and product mix, as well as favorable delivery of \$15 million.

**OUTLOOK**

The outlook for Insulation demand is driven by North American new residential construction and remodeling and repair activity, as well as commercial and industrial construction activity in the United States, Canada, Europe, Asia-Pacific and Latin America. Demand in commercial and industrial insulation markets is most closely correlated to industrial production growth and overall economic activity in the global markets we serve. Demand for residential insulation is most closely correlated to U.S. housing starts.

During the third quarter of 2023, the average Seasonally Adjusted Annual Rate (“SAAR”) of U.S. housing starts was approximately 1.359 million, down from an annual average of approximately 1.461 million starts in the third quarter of 2022.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

The Company expects both the North American new residential construction market and global commercial and industrial construction markets to remain soft temporarily with the weaker macro-economic outlook, higher interest rates and continued input cost inflation. The Company remains focused on managing costs, capital expenditures, and working capital.

**Roofing**

The table below provides a summary of net sales, EBIT, depreciation and amortization expense and EBITDA for the Roofing segment (in millions):

|                                              | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|----------------------------------------------|-------------------------------------|----------|------------------------------------|----------|
|                                              | 2023                                | 2022     | 2023                               | 2022     |
| <b>Net sales</b>                             | \$ 1,084                            | \$ 1,003 | \$ 3,102                           | \$ 2,859 |
| <i>% change from prior year</i>              | 8 %                                 | 15 %     | 8 %                                | 14 %     |
| <b>EBIT</b>                                  | \$ 343                              | \$ 229   | \$ 890                             | \$ 663   |
| <i>EBIT as a % of net sales</i>              | 32 %                                | 23 %     | 29 %                               | 23 %     |
| <b>Depreciation and amortization expense</b> | \$ 16                               | \$ 15    | \$ 48                              | \$ 46    |
| <b>EBITDA</b>                                | \$ 359                              | \$ 244   | \$ 938                             | \$ 709   |
| <i>EBITDA as a % of net sales</i>            | 33 %                                | 24 %     | 30 %                               | 25 %     |

**NET SALES**

In our Roofing segment, net sales in the third quarter of 2023 increased \$81 million compared to the same period in 2022 due to higher sales volumes of 5% and higher selling prices of \$21 million. Favorable product mix was partially offset by lower third-party asphalt sales of \$19 million and unfavorable customer mix.

For year-to-date 2023, net sales in our Roofing segment increased \$243 million compared to the same period in 2022. Higher selling prices of \$147 million, higher sales volumes of 3% and favorable product mix were partially offset by lower third-party asphalt sales of \$34 million and unfavorable customer mix.

**EBIT**

In our Roofing segment, EBIT in the third quarter of 2023 increased \$114 million compared to the same period in 2022 due to lower input costs, including delivery, \$21 million of higher selling prices and higher sales volumes. Favorable customer and product mix and \$9 million of lower manufacturing costs more than offset higher selling, general and administrative expenses.

For year-to-date 2023, EBIT in our Roofing segment increased \$227 million compared to the same period in 2022 driven primarily by higher selling prices of \$147 million. The remaining improvement was driven about equally by higher sales volumes, lower input costs, favorable delivery, and favorable customer and product mix, which were partially offset by higher production costs of \$23 million and higher selling, general and administrative expenses.

**OUTLOOK**

In our Roofing segment, the Company expects the North American new residential construction market to remain soft temporarily. Other uncertainties that may impact Roofing demand include demand from storms and other weather-related events, demand from repair and remodeling activity, competitive pricing pressure and the cost and availability of raw materials, particularly asphalt. The Company will continue to focus on managing costs, capital expenditures and working capital.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)*****Corporate, Other and Eliminations***

The table below provides a summary of EBIT and depreciation and amortization expense for the Corporate, Other and Eliminations category (in millions):

|                                                          | <b>Three Months Ended<br/>September 30,</b> |              | <b>Nine Months Ended<br/>September 30,</b> |                |
|----------------------------------------------------------|---------------------------------------------|--------------|--------------------------------------------|----------------|
|                                                          | <b>2023</b>                                 | <b>2022</b>  | <b>2023</b>                                | <b>2022</b>    |
| Restructuring costs                                      | \$ (41)                                     | \$ (12)      | \$ (106)                                   | \$ (29)        |
| Gain on sale of Shanghai, China facility                 | —                                           | —            | —                                          | 27             |
| Gain on sale of Santa Clara, California site             | —                                           | —            | 189                                        | —              |
| Gains on sale of certain precious metals                 | —                                           | 7            | 2                                          | 18             |
| Acquisition and divestiture-related costs                | —                                           | (2)          | —                                          | (5)            |
| Impairment loss on Chambéry, France assets held for sale | —                                           | —            | —                                          | (29)           |
| Gain on remeasurement of Fiberteq equity investment      | —                                           | 130          | —                                          | 130            |
| Paroc marine recall                                      | (14)                                        | —            | (14)                                       | —              |
| General corporate expense and other                      | (55)                                        | (41)         | (162)                                      | (127)          |
| <b>EBIT</b>                                              | <b>\$ (110)</b>                             | <b>\$ 82</b> | <b>\$ (91)</b>                             | <b>\$ (15)</b> |
| Depreciation and amortization                            | \$ 50                                       | \$ 23        | \$ 109                                     | \$ 67          |

**EBIT**

In Corporate, Other and Eliminations, EBIT expenses for the third quarter of 2023 were higher by \$192 million compared to the same period in 2022. For year-to-date 2023, EBIT expenses in Corporate, Other and Eliminations were higher by \$76 million. Please reference the table above for information related to the significant quarter over quarter and year over year variances.

General corporate expense and other for the third quarter of 2023 were higher by \$14 million compared to the same period in 2022. For year-to-date, general corporate expense and other were higher by \$35 million compared to the same period in 2022.

**OUTLOOK**

In 2023, we estimate general corporate expenses to be in the range of \$215 million and \$225 million.

**LIQUIDITY, CAPITAL RESOURCES AND OTHER RELATED MATTERS****Liquidity**

The Company's primary sources of liquidity are its balance of Cash and cash equivalents of \$1.3 billion as of September 30, 2023, its Senior Revolving Credit Facility and its Receivables Securitization Facility (each as defined below).

The Company has an \$800 million senior revolving credit facility (the "Senior Revolving Credit Facility") that has been amended from time to time, which matures in July 2026.

The Company has a \$280 million receivables securitization facility (the "Receivables Securitization Facility") that has been amended from time to time, which matures in April 2024.

**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

The following table shows how the Company utilized its primary sources of liquidity (in millions):

|                                                | <b>Balance at September 30, 2023</b>        |                                                |
|------------------------------------------------|---------------------------------------------|------------------------------------------------|
|                                                | <b>Senior Revolving<br/>Credit Facility</b> | <b>Receivables<br/>Securitization Facility</b> |
| Facility size or borrowing limit               | \$ 800                                      | \$ 280                                         |
| Collateral capacity limitation on availability | N/A                                         | —                                              |
| Outstanding borrowings                         | —                                           | —                                              |
| Outstanding letters of credit                  | 4                                           | 1                                              |
| Availability on facility                       | \$ 796                                      | \$ 279                                         |

The Receivables Securitization Facility and Senior Revolving Credit Facility mature in April 2024 and July 2026, respectively. The Company has no significant debt maturities of senior notes before the fourth quarter of 2024. As of September 30, 2023, the Company had \$3.0 billion of total debt and cash and cash equivalents of \$1.3 billion. The agreements governing our Senior Revolving Credit Facility and Receivables Securitization Facility contain various covenants that we believe are usual and customary. These covenants include a maximum allowed leverage ratio. We were in compliance with these covenants as of September 30, 2023.

In May 2023, the Senior Revolving Credit Facility was amended to formally adopt Term SOFR plus a spread as the benchmark reference rate in anticipation of the June 30, 2023 discontinuation of LIBOR.

Cash and cash equivalents held by foreign subsidiaries may be subject to foreign withholding taxes upon repatriation to the U.S. As of September 30, 2023, and December 31, 2022, the Company had \$120 million and \$188 million, respectively, in cash and cash equivalents in certain of our foreign subsidiaries. The Company continues to assert indefinite reinvestment in accordance with Accounting Standards Codification (“ASC”) 740 based on the laws as of enactment of the tax legislation.

As a holding company, we have no operations of our own and most of our assets are held by our direct and indirect subsidiaries. Dividends and other payments or distributions from our subsidiaries will be used to meet our debt service and other obligations and to enable us to pay dividends to our stockholders. Please refer to page 16 of the Risk Factors disclosed in Item 1A of the Company’s annual report on Form 10-K for the year ended December 31, 2022 (the “2022 Form 10-K”) for details on the factors that could inhibit our subsidiaries’ ability to pay dividends or make other distributions to the parent company.

**Material Cash Requirements**

Our anticipated uses of cash include capital expenditures, working capital needs, share repurchases, meeting financial obligations, payments of any dividends authorized by our Board of Directors, acquisitions, restructuring actions and pension contributions. We expect that our cash on hand, coupled with future cash flows from operations and other available sources of liquidity, including our Senior Revolving Credit Facility and our Receivables Securitization Facility, will provide ample liquidity to enable us to meet our cash requirements.

Please refer to Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, included in our 2022 Form 10-K for more details on these material cash requirements. During the third quarter of 2023, there have been no material changes to our expected uses of cash and contractual obligations.

**Supplier Finance Programs**

We review supplier terms and conditions on an ongoing basis, and have negotiated payment terms extensions in recent years in connection with our efforts to reduce working capital and improve cash flow. Separate from those terms extension actions, certain of our subsidiaries have entered into paying agency agreements with third-party administrators. These voluntary supply chain finance programs (collectively, the “Programs”) generally give participating suppliers the ability to sell, or otherwise pledge as collateral, their receivables from the Company to the participating financial institutions, at the sole discretion of both the suppliers and financial institutions. The Company is not a party to the arrangements between the suppliers and the financial institutions. The Company’s obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

by the suppliers' decisions to sell, or otherwise pledge as collateral, amounts under these arrangements. The Company's payment terms to the financial institutions, including the timing and amount of payments, are based on the original supplier invoices. One of the Programs includes a parent guarantee to the participating financial institution for a certain U.S. subsidiary that, at the time of the respective program's inception in 2015, was a guarantor subsidiary of the Company's Credit Agreement. The obligations are presented as Accounts payable within Total current liabilities on the Consolidated Balance Sheets and all activity related to the obligations is presented within operating activities on the Consolidated Statements of Cash Flow.

The desire of suppliers and financial institutions to participate in the Programs could be negatively impacted by, among other factors, the availability of capital committed by the participating financial institutions, the cost and availability of our suppliers' capital, a credit rating downgrade or deteriorating financial performance of the Company or its participating subsidiaries, or other changes in financial markets beyond our control. We do not expect these risks, or potential long-term growth of our Programs, to materially affect our overall financial condition, as we expect a significant portion of our payments to continue to be made outside of the Programs. Accordingly, we do not believe the Programs have materially impacted our current period liquidity, and do not believe that the Programs are reasonably likely to materially affect liquidity in the future.

Please refer to the *Supplier Finance Programs* section in Note 1 of the Consolidated Financial Statements for a description of outstanding obligations and payments under the supplier finance programs.

**Cash Flows**

The following table presents a summary of our cash balance, cash flows, and availability on credit facilities (in millions):

|                                                         | Nine Months Ended<br>September 30, |        |
|---------------------------------------------------------|------------------------------------|--------|
|                                                         | 2023                               | 2022   |
| Cash and cash equivalents                               | \$ 1,323                           | \$ 751 |
| Net cash flow provided by operating activities          | 1,021                              | 1,085  |
| Net cash flow used for investing activities             | (219)                              | (573)  |
| Net cash flow used for financing activities             | (585)                              | (675)  |
| Availability on the Senior Revolving Credit Facility    | 796                                | 796    |
| Availability on the Receivables Securitization Facility | 279                                | 279    |

*Operating activities:* For the nine months ended September 30, 2023, the Company's operating activities provided \$1,021 million of cash compared to \$1,085 million provided in the same period of 2022. The decrease in cash provided by operating activities was primarily due to decreases in accounts payable partially offset by decreases to inventory when compared to the same period in 2022.

*Investing activities:* Net cash flow used for investing activities decreased by \$354 million for the nine months ended September 30, 2023 compared to the same period in 2022. The decrease was primarily driven by lower spending on acquisitions and increased proceeds from the sale of assets for 2023 compared to the same period in 2022. These were partially offset by higher capital spending for 2023.

*Financing activities:* Net cash flow used for financing activities decreased by \$90 million for the nine months ended September 30, 2023 compared to the same period of 2022, resulting from lower treasury stock purchases for the period which more than offset increased dividend payments.

**Derivatives**

Please refer to Note 4 of the Consolidated Financial Statements.

**Fair Value Measurement**

Please refer to Notes 4, 11, and 12 of the Consolidated Financial Statements.

**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)****SAFETY**

One of our primary objectives is the safety and well-being of our employees. Working safely is an unconditional, organization-wide expectation at Owens Corning, which we believe directly benefits employees’ lives, improves our manufacturing processes and reduces our costs. The Company maintains comprehensive safety programs focused on identifying hazards and eliminating risks that can lead to severe injuries. One of our primary safety measures is the Recordable Incident Rate (“RIR”) as defined by the United States Bureau of Labor Statistics. For the three months ended September 30, 2023, our RIR was 0.66, compared to 0.64 as reported in the same period a year ago. For the nine months ended September 30, 2023, our RIR was 0.65, compared to 0.72 as reported in the same period a year ago.

**ACCOUNTING PRONOUNCEMENTS**

Please refer to Note 1 of the Consolidated Financial Statements.

**ENVIRONMENTAL MATTERS**

Please refer to Note 13 of the Consolidated Financial Statements.

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**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)****CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Our disclosures and analysis in this report, including Management’s Discussion and Analysis of Financial Condition and Results of Operations, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Forward-looking statements present our current forecasts and estimates of future events. These statements do not strictly relate to historical or current results and can be identified by words such as “anticipate,” “appear,” “assume,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “plan,” “project,” “seek,” “should,” “strategy,” “will” and other terms of similar meaning or import in connection with any discussion of future operating, financial or other performance. These forward-looking statements are subject to risks, uncertainties and other factors and actual results may differ materially from those results projected in the statements. These risks, uncertainties and other factors include, without limitation:

- levels of residential and commercial or industrial construction activity;
- demand for our products;
- industry and economic conditions including, but not limited to, supply chain disruptions, recessionary conditions, inflationary pressures, interest rate and financial markets volatility, and the viability of banks and other financial institutions;
- availability and cost of energy and raw materials;
- levels of global industrial production;
- competitive and pricing factors;
- relationships with key customers and customer concentration in certain areas;
- issues related to acquisitions, divestitures and joint ventures or expansions;
- climate change, weather conditions and storm activity;
- legislation and related regulations or interpretations, in the United States or elsewhere;
- domestic and international economic and political conditions, policies or other governmental actions, as well as war and civil disturbance;
- changes to tariff, trade or investment policies or laws;
- uninsured losses, including those from natural disasters, catastrophes, pandemics, theft or sabotage;
- environmental, product-related or other legal and regulatory liabilities, proceedings or actions;
- research and development activities and intellectual property protection;
- issues involving implementation and protection of information technology systems;
- foreign exchange and commodity price fluctuations;
- our level of indebtedness;
- our liquidity and the availability and cost of credit;
- our ability to achieve expected synergies, cost reductions and/or productivity improvements;
- the level of fixed costs required to run our business;
- levels of goodwill or other indefinite-lived intangible assets;
- price volatility in certain wind energy markets in the U.S.;
- loss of key employees and labor disputes or shortages; and
- defined benefit plan funding obligations.

All forward-looking statements in this report should be considered in the context of the risks and other factors described herein, and in Item 1A - Risk Factors in Part I of our 2022 Form 10-K. Users of this report should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. Any forward-looking statements speak only as of the date the statement is made and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by federal securities laws. It is not possible to identify all of the risks, uncertainties and other factors that may affect future results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results may differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this report are cautioned not to place undue reliance on the forward-looking statements.

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### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There has been no material change in our exposure to market risk during the nine months ended September 30, 2023. Please refer to “Quantitative and Qualitative Disclosures about Market Risk” contained in Part II, Item 7A of our 2022 Form 10-K for a discussion of our exposure to market risk.

### **ITEM 4. CONTROLS AND PROCEDURES**

The Company maintains (a) disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), and (b) internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company’s disclosure controls and procedures are effective.

There has been no change in the Company’s internal control over financial reporting during the quarter ended September 30, 2023 that materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

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**PART II****ITEM 1. LEGAL PROCEEDINGS**

Information required by this item is incorporated by reference to Note 13 of the Consolidated Financial Statements, Contingent Liabilities and Other Matters.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors disclosed in Item 1A of the Company's 2022 Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES****Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities.**

None.

**Issuer Purchases of Equity Securities**

The following table provides information about Owens Corning's purchases of its common stock for each month during the quarterly period covered by this report:

| Period               | Total Number of<br>Shares (or<br>Units)<br>Purchased | Average<br>Price Paid<br>per Share<br>(or Unit) | Total Number of<br>Shares (or<br>Units)<br>Purchased as<br>Part of Publicly<br>Announced<br>Plans or<br>Programs** | Maximum Number (or<br>Approximate Dollar Value)<br>of Shares (or Units) that May<br>Yet Be Purchased Under the<br>Plans or Programs** |
|----------------------|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| July 1-31, 2023      | 1,408                                                | \$ 131.23                                       | —                                                                                                                  | 11,767,634                                                                                                                            |
| August 1-31, 2023    | 573,579                                              | 141.10                                          | 570,000                                                                                                            | 11,197,634                                                                                                                            |
| September 1-30, 2023 | 453,168                                              | 141.25                                          | 430,000                                                                                                            | 10,767,634                                                                                                                            |
| Total                | 1,028,155 *                                          | \$ 141.15                                       | 1,000,000                                                                                                          | 10,767,634                                                                                                                            |

\* The Company retained an aggregate of 28,155 shares surrendered to satisfy tax withholding obligations in connection with the vesting of restricted share units granted to our employees.

\*\* The Board of Directors approved two share repurchase programs in 2022 under which the Company is authorized to repurchase up to an aggregate of 20 million shares of the Company's outstanding common stock (the "Repurchase Authorization"). The Repurchase Authorization enables the Company to repurchase shares through the open market, privately negotiated, or other transactions. The actual number of shares repurchased will depend on timing, market conditions and other factors and will be at the Company's discretion. The Company repurchased 3.6 million shares of its common stock for \$391 million, inclusive of applicable taxes, during the nine months ended September 30, 2023, under the Repurchase Authorization. As of September 30, 2023, 10.8 million shares remain available for repurchase under the Repurchase Authorization.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION****10b5-1 Plans**

On September 14, 2023, Marcio Sandri, the Company's President, Composites, entered into a written plan for the sale of 6,111 shares of Company common stock, intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934. This plan is scheduled to terminate no later than September 16, 2024.

**ITEM 6. EXHIBITS**

|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1 | <a href="#">Retirement Transition Agreement, dated as of August 4, 2023, by and between Owens Corning and Dan Smith (filed herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                      |
| 10.2 | <a href="#">Form of Owens Corning Restricted Stock Unit Award Agreement (filed herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 31.1 | <a href="#">Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) (filed herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                              |
| 31.2 | <a href="#">Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) (filed herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                              |
| 32.1 | <a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 (furnished herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                                              |
| 32.2 | <a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 (furnished herewith).</a>                                                                                                                                                                                                                                                                                                                                                                                                              |
| 101  | The following materials from the Quarterly Report on Form 10-Q for Owens Corning for the period ended September 30, 2023, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Statements of Earnings, (ii) Consolidated Statements of Comprehensive Earnings, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Stockholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) related notes to these financial statements and (vii) document and entity information. |
| 104  | The cover page from this Quarterly Report on Form 10-Q, formatted as Inline XBRL.                                                                                                                                                                                                                                                                                                                                                                                                                                              |

Owens Corning agrees to furnish to the U.S. Securities and Exchange Commission, upon request, copies of all instruments defining the rights of holders of long-term debt of Owens Corning where the total amount of securities authorized under each issue does not exceed 10% of the total assets of Owens Corning and its subsidiaries on a consolidated basis.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Owens Corning has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OWENS CORNING

Registrant

Date: October 25, 2023

By: /s/ Todd W. Fister  
Todd W. Fister  
Chief Financial Officer

Date: October 25, 2023

By: /s/ Mari K. Doerfler  
Mari K. Doerfler  
Vice President and  
Controller

## RETIREMENT TRANSITION AGREEMENT

This Retirement Transition Agreement (the “Agreement”) is made as of August 4, 2023 by and between OWENS CORNING, a Delaware corporation and its related entities (the “Company”), and Dan Smith, an employee of the Company (“Executive”). Executive has 21 days to consider and execute this Agreement and 7 days to revoke this Agreement after Executive has executed this Agreement.

**WHEREAS**, Executive has expressed the desire to retire (representing a voluntary termination of Executive’s employment) within the next six to twelve months, and the Company has expressed the desire for an orderly transition of responsibilities; and

**WHEREAS**, The parties have identified February 15, 2024 as Executive’s final day of employment (the “Retirement Date”); and

**WHEREAS**, the Company has agreed to allow Executive to transition to part-time work consistent with its Phased Retirement Program under the limited circumstances identified below, with the intent to fully comply with Section 409A of the Internal Revenue Code (“Section 409A”);

**NOW THEREFORE**, the parties hereto agree as follows:

**1. Continued Provision of Services.** Executive agrees to provide services through the Retirement Date, with changes to his responsibilities and work schedule effective September 1, 2023 (the “Transition Date”). Notwithstanding anything in this Agreement or otherwise to the contrary, Executive and the Company agreed that the operation of this Agreement and Executive’s cessation of service to the Company under this Agreement (including any changes in Executive’s employment, duties, and responsibilities hereunder) shall not be considered any kind of Company-initiated termination of employment or any kind of constructive termination of Executive’s employment, including for purposes of any compensation plans, programs, arrangements, or agreements regarding the Company and Executive. As of the Transition Date, Executive’s responsibilities will permanently change, as follows:

- **Hours reduction** of at least 80%; Executive will transition from a full-time Executive Vice President (50 hours per week) to a part-time Executive Consultant (no more than 8 hours per week);
- **Base salary reduction** of 80% to new annualized salary of \$124,000 per year;
- **Annual Incentive Rate** of 75% of new base salary in the Owens Corning 2021 Corporate Incentive Plan (CIP) award for 2023;
- **No new equity grants** under the Company’s Stock Plan, with continued vesting of existing equity grants through the Retirement Date, and treatment of such existing equity grants as required by existing grant agreements, including any continued vesting beyond the Retirement Date only as required by existing grant agreements;
- **Continued access to Company benefits** while employed through the Retirement Date, consistent with the standard terms of the Company’s “Phased Retirement Program,” which exists for employees at all levels of the Company and is designed to reduce hours/pay (but not benefits) during a transition toward an irrevocable retirement date. Upon request, Executive agrees to separately execute a standard Phased Retirement letter, with the parties’ understanding that it cannot supersede the terms of this Agreement; and
- **Executive shall no longer serve as an Executive Officer** as of the Transition Date due to the change in Executive’s responsibilities, which will no longer include leading any of the Company’s businesses or setting Company policy

**2. Types of Services.** The types of services provided by Executive will change as of the Transition Date. He will no longer be an Executive Vice President and will function as an employee serving in the role of Executive Consultant, providing transition advice and consultation to the leaders of his existing teams and to the Chief Executive Officer, each as more fully described in the separate document describing such services and provided to Executive in conjunction with this Agreement (“Description of Services”). Executive and the Company intend to treat the Transition Date as the date of Executive’s “separation from service” for the purposes of Section 409A.

**3. Retirement Benefits.** Executive’s eligibility for the Company’s retirement benefits, including payments and vestings under the Non-Qualified Deferred Compensation Plan and the Company’s Stock Plan, shall each continue to be governed by the applicable Plan Documents and award Agreements. The Parties also agree the Company will provide Executive with access to unsubsidized retiree health care until he becomes eligible for Medicare, and that Executive will not participate in the CIP for any award in 2024 or thereafter.

**4. Location.** The parties agree Executive will travel to the WHQ (or where he is needed) at the Company’s request.

**5. Restrictive Covenants.** Executive acknowledges that he is bound by existing covenants to not: (1) compete with the Company; (2) solicit employees away from the Company; and/or, (3) disclose the Company’s confidential information. Executive agrees to continue to honor these restrictive covenants. Notwithstanding anything in this Agreement or otherwise to the contrary, nothing in this Agreement or otherwise prevents Executive from providing, without prior notice to the Company, information to governmental authorities regarding possible legal violations or otherwise testifying or participating in any investigation or proceeding by any governmental authorities regarding possible legal violations (and, for the purpose of clarity, Executive is not prohibited from providing information voluntarily to the Securities and Exchange Commission pursuant to section 21F of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)).

**6. Release.** Executive fully and forever releases and discharges the Company and its affiliates and agents from any and all claims and actions of every kind, nature and description, including by way of illustration and not limitation, any claim of discrimination, harassment or discriminatory treatment, including any claim under the Age Discrimination In Employment Act as amended, the Older Worker's Benefit Protection Act, Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, and similar state or local laws, breach of express or implied contract, wrongful or constructive discharge, interference with contract, breach of public or corporate policy, practice or procedure, negligence, violation of ERISA, loss of consortium, loss of pension or other benefits, fraud, misrepresentation, defamation, libel, slander, intentional infliction of emotional distress, and/or all other claims or derivative claims of tortious conduct, statutory or constitutional violation, whether in law or equity, known or unknown, of every kind, nature and description, including all claims arising out of or in connection with Executive's employment or separation from employment with the Company, from the beginning of the world up to the date of the signing of this Agreement. Likewise, Executive affirms he is not aware of any circumstances that would form the basis of such claims. Executive agrees to execute an additional Release upon Retirement Date. Executive also agrees to return all Company property upon Retirement Date.

**7. Clawback.** Notwithstanding anything in this Agreement to the contrary, Executive acknowledges and agrees that this Agreement and any compensation or other benefits or amounts described herein are subject to the terms and conditions of the Company's clawback policy or policies as may be in effect from time to time, including specifically to implement Section 10D of the Exchange Act and any applicable rules or regulations promulgated thereunder (including applicable rules and regulations of any national securities exchange on which the Company's securities may be traded) (collectively, the "Compensation Recovery Policy"). Applicable sections of this Agreement and/or any related documents shall be deemed superseded by and subject to the terms and conditions of the Compensation Recovery Policy from and after the effective date thereof. By signing this Agreement, Executive acknowledges and agrees that Executive consents to be bound by the terms of this Agreement, and including its clawback provisions (and consents to fully cooperate with the Company in connection with any of the undersigned obligation pursuant to the Agreement and its clawback provisions).

**Acknowledgment.** By signing below, the parties are acknowledging that they have read this Agreement consisting of seven (7) numbered paragraphs, they understand this Agreement, and they agree to be legally bound by this Agreement.

**AGREED TO AND ACCEPTED:**

|                             |                             |
|-----------------------------|-----------------------------|
| <u>/s/ Paula Russell</u>    | <u>/s/ Dan Smith</u>        |
| Paula Russell, EVP & CHRO   | Dan Smith                   |
| Date: <u>August 4, 2023</u> | Date: <u>August 4, 2023</u> |

## RESTRICTED STOCK UNIT AWARD AGREEMENT

pursuant to the

### OWENS CORNING 2023 STOCK PLAN

#### RESTRICTED STOCK UNIT AWARD

OWENS CORNING, a Delaware corporation (the “Company”), hereby grants to [Participant Name] (the “Holder”), as of [Grant Date] (the “Grant Date”), pursuant to the provisions of the Owens Corning 2023 Stock Plan (the “Plan”), [Number of Shares Granted] restricted stock units (the “Units”) relating to shares of the Company’s Common Stock, \$0.01 par value (“Stock”), upon and subject to the restrictions, terms and conditions set forth below (the “Award”). Each Unit shall provide for the issuance and transfer to the Holder of one share of Stock upon the lapse of the restrictions set forth in Section 1 hereof. Upon issuance and transfer of the shares of Stock subject to the Units following the lapse of the Restriction Period, the Holder shall have all rights incident to ownership of such shares, including but not limited to voting rights and the right to receive dividends. References to employment by the Company shall also mean employment by a Subsidiary. Capitalized terms not defined herein shall have the meanings specified in the Plan.

#### 1. Restriction Period and Vesting.

(a) The Units shall vest and the restrictions shall lapse on: (i) the third anniversary of the grant date or (ii) earlier pursuant to this Agreement or in accordance with Section 6.8 of the Plan (the “Restriction Period”). As used herein, the term “vest” shall mean no longer subject to a substantial risk of forfeiture.

(b) If, prior to the end of the Restriction Period, the Holder’s employment with the Company terminates by reason of death or Disability, the Units that are then unvested shall vest in full, and restrictions shall lapse, as of the date of such termination.

(c) If, prior to the end of the Restriction Period, the Holder’s employment with the Company terminates for any reason other than death or Disability, the Units that are then unvested as of the effective date of the Holder’s termination of employment shall be forfeited by the Holder and such portion shall be cancelled by the Company.

(d) In the event of a Change in Control, as defined in the Plan, the Units shall immediately vest in full and the restrictions shall lapse as provided in Section 6.8 of the Plan; provided, however, that in the event that (i) the Units constitute the payment of nonqualified deferred compensation within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) the Change in Control does not constitute a “change in control event” within the meaning of Section 409A of the Code, the Units shall not immediately vest upon such Change in Control, but instead shall vest and be payable in accordance with the vesting schedule set forth in clause (i) of Section 1(a) hereof, or earlier pursuant to Section 1(b) hereof.

#### 2. Rights as a Stockholder.

During the Restricted Period, the Holder shall have the right to accrue cash dividends and other distributions (including, without limitation, a Stock dividend or a Stock split), unless the award is subject to a deferral election as described in Section 4.13 below, in which case dividend equivalents will be accrued in the form of additional Units, with the increase in the number of Units equal to the number of shares of Stock or fractional shares of Stock that could be purchased with the dividends based on the value of the Stock at the time such dividends are paid (“Credited Units”). Such cash dividends or Credited Units shall be subject to the restrictions set forth in Section 1 hereof and shall be paid to the Holder in the time and manner as provided under this Agreement. No dividends will be credited or accrued with respect to record dates occurring prior to the Grant Date, or with respect to record dates occurring after the Holder forfeits the Units. The Holder shall not be a shareholder of record with respect

to the shares of Stock underlying the Units and shall have no voting rights with respect to such Stock during the Restricted Period.

### 3. Withholding Taxes.

As a condition precedent to the delivery to the Holder of any shares of Stock upon the lapse of the Restriction Period, the Holder agrees that all income or other withholding taxes required under all applicable federal, state, local or other laws or regulations (the "Required Tax Payments") with respect to such Units shall be satisfied by the Company withholding from the Stock otherwise to be delivered to the Holder pursuant to the Units having a Fair Market Value, determined as of the Tax Date, equal to the Required Tax Payments.

No certificate representing a share of Stock shall be delivered to the Holder until the Required Tax Payments have been satisfied in full.

### 4. Additional Terms and Conditions of Units.

4.1 Award Subject to Acceptance of Agreement. The Award shall be null and void unless the Holder shall accept this Agreement by executing it in an enforceable manner, including through an electronic acceptance, in such form as is determined to be acceptable within the discretion of the Committee.

#### 4.2 Agreement Not To Compete and Not To Solicit

(a) In exchange for the consideration provided by the Company in this Agreement, Holder agrees that, during the Covenant Period, Holder shall not, without the prior written consent of the Company: i) become directly or indirectly engaged or involved, as an owner, principal, employee, officer, director, manager, independent contractor, consultant, representative, seller, distributor, agent, advisor, , lender or in any other capacity, with or for any Competitor of the Company or any Subsidiary; ii) participate in the research or development, manufacture, and/or any business, fabrication, marketing, sale or distribution of any products or services that are competitive with or similar to any products or services then being developed, manufactured, fabricated, marketed, sold or distributed by the Company or any Subsidiary; iii) directly or indirectly, on behalf of Holder or any other person or entity, offer, market, sell or distribute, or participate in offering, marketing, selling or distributing any products or services that are competitive with or similar to any products or services then offered , marketed, sold or distributed by the Company or any Subsidiary to any customer of the Company or any Subsidiary, or to Holder's knowledge, potential customer of the Company or any Subsidiary; or iv) directly or indirectly engage, or attempt to engage, on behalf of any Competitor of the Company or any Subsidiary, any employee, independent contractor, consultant, sales representative, vendor, supplier, distributor, independent contractor, agent or other business relationship of the Company or any Subsidiary, or engage in any other action that would reasonably be expected to terminate or negatively impact any such business relationship of the Company or any Subsidiary; provided, however, that Holder's direct or indirect ownership of less than 1% of the outstanding capital stock of a company whose capital stock is listed on a national securities exchange or regularly traded in an over-the-counter market, shall not be deemed to be a violation of this Agreement. Notwithstanding any provision of the Plan or of this Agreement to the contrary, any violation of this section by Holder shall result in the immediate forfeiture and cancellation of the portion of the Award which is not vested as of such date.

(b) If any covenant or other term in this Agreement (including without limitation any covenant in Section 4.2 hereof) is determined by a court of competent jurisdiction to be wholly or partially unenforceable , Holder agrees that: i) this Agreement or any portion hereof may be reformed so that such covenant or other term is enforceable to the maximum extent permitted by law; ii) such determination shall not be a bar to or in any way diminish the Company's right to enforce any such covenant or other term in any other jurisdiction; and iii) the unaffected provisions of this Agreement shall be unimpaired and shall remain in full force and effect. Without limiting the generality of the foregoing, if any covenant in this Agreement shall be determined by a court of competent jurisdiction to be unenforceable by reason of its extending for too great a period of time or over too great a geographical area or by reason of its being too extensive in any other respect, it will be interpreted to extend only over the maximum period of

time for which it may be enforceable, over the maximum geographical area as to which it may be enforceable, or to the maximum extent in all other respect as to which it may be enforceable, all as determined by such court..

c) Holder agrees that money damages would not be a sufficient remedy for any breach of this Section 4.2 by Holder and that, in addition to all other remedies which may be available to the Company, the Company shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach. Holder further agrees to waive any requirement for the securing or posting of any bond in connection with any such remedy.

(d) Holder agrees and acknowledges that (i) the services rendered by Holder to the Company are special and of great value to the Company, (ii) the market for the Company's products and services is worldwide and the Company regularly transacts business on a worldwide basis, (iii) the covenants contained in this Section 4.2 are reasonable and necessary for the protection of the Company's legitimate business interests, (iv) the grant of the Award to Holder is good and sufficient consideration for such covenants, and (v) Holder's compliance with such covenants will not preclude or unreasonably restrict Holder from engaging in other activities for the purpose of earning a livelihood.

e) As used herein, i) the term "Competitor" means any person, or entity that A) is engaged in, or that has plans to become engaged in the research, development, manufacture, fabrication, marketing, sale or distribution of products or services that are the same as, or serve a substantially similar purpose or function as any products or services that were researched, developed, manufactured, fabricated, marketed, sold, or distributed by any business unit of the Company or any Subsidiary for which Holder performed any work or services at any time during the last twenty-four (24) months during which Holder was employed by Company or any Subsidiary and B) directly or indirectly conducts any business operations anywhere within North America or anywhere else in the world where Holder has engaged in business activities on behalf of the Company or any Subsidiary; and ii) the term "Covenant Period" means the period ending on the second anniversary of the date Holder's termination of employment with the Company or any Subsidiary, regardless of the circumstances relating to such termination of employment (e.g., resignation, retirement, disability, termination by the Company for cause, or termination by the Company without cause).

4.3 Nontransferability of Units. During the Restriction Period, the Units subject to the Award and not then vested may not be transferred by the Holder other than by will, the laws of descent and distribution or pursuant to beneficiary designation procedures approved by the Company. Except to the extent permitted by the foregoing, during the Restriction Period, the shares of Stock subject to the Award and not then vested may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process. Upon any attempt to sell, transfer, assign, pledge, hypothecate or encumber, or otherwise dispose of such Units, the Award shall immediately become null and void.

4.4 Adjustment. In the event of any stock split, stock dividend, recapitalization, reorganization, merger, consolidation, combination, exchange of shares, liquidation, spin-off or other similar change in capitalization or event, or any distribution to holders of Stock other than a regular cash dividend, the number and class of securities subject to the Units shall be appropriately adjusted by the Committee. If any adjustment would result in a fractional security being subject to the Units, the Company shall pay the Holder in connection with the vesting, if any, of such fractional security an amount in cash determined by multiplying such fraction (rounded to the nearest hundredth) by the Fair Market Value on the Vesting Date. The decision of the Committee regarding any such adjustment shall be final, binding and conclusive.

4.5 Compliance with Applicable Law. The Award is subject to the condition that if the listing, registration or qualification of the shares subject to the Units upon any securities exchange or under any law, or the consent or approval of any governmental body, or the taking of any other action is necessary or desirable as a condition of, or in connection with, the vesting or delivery of shares hereunder, the shares of Stock subject to the Units shall not vest or be delivered, in whole or in part, unless such listing, registration, qualification, consent or approval shall have been effected or obtained, free of any conditions not acceptable to the Company. The Company agrees to use reasonable efforts to effect or

obtain any such listing, registration, qualification, consent or approval. Further, Holder agrees that to the extent issuance of shares in the Holder's jurisdiction is impossible, illegal, unauthorized, or in the Company's discretion is imprudent or is otherwise impracticable for any reason, that the Company may, in its discretion, either deem the Award to be a cash award of equivalent cash value or may direct the sale of all shares subject to the Award and settle the Award in cash locally with the Holder.

4.6 Delivery of Certificates. Subject to the foregoing paragraph, promptly following the vesting of the Units, in whole or in part, but in any event not more than two and one-half months thereafter, the Company, subject to the withholding provisions of Section 3, shall deliver or cause to be delivered one or more certificates representing the number of shares of Stock represented by the vested Units. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such delivery, except as otherwise provided in Section 3.

4.7 Award Confers No Rights to Continued Employment. The granting of the Units does not entitle the Holder to any award other than that specifically granted under the Plan, nor to any future award under the Plan or any similar plan. The Award does not become part of the contract of employment or any other employment relationship with the Holder's employer, and the Award is not a guarantee of continued employment. Moreover, the Award or any future awards do not become a term or condition of employment. The Holder understands and accepts that the Units granted under the Plan are entirely at the discretion of the Company and that the Company retains the right to amend or terminate the Plan and/or the Holder's participation therein, at any time, at the Company's sole discretion and without notice. The benefits and rights provided under the Plan are not, and should not be considered part of the Holder's salary or compensation for purposes of any other calculation, including calculating any severance, resignation, redundancy or other end of service payments, vacation, bonuses, long-term service awards, indemnification, pension or retirement benefits, or any other payments, benefits or rights of any kind, except as required by applicable law. The Holder hereby waives any and all rights to compensation or damages as a result of the termination of employment with the Company for any reason whatsoever insofar as those rights result or may result from: (a) the loss or diminution in value of any rights under the Plan; or (b) the Holder ceasing to have any rights under, or ceasing to be entitled to any rights under, the Plan as a result of such termination.

4.8 Decisions of Board or Committee. The Board or the Committee shall have the right to resolve all questions which may arise in connection with the Award. Administration of the Awards has been delegated to the Company. Any interpretation, determination or other action made or taken by the Board or the Committee, or the Company as its delegate, regarding the Plan or this Agreement shall be final, binding and conclusive.

4.9 Incorporation of the Plan. The Plan, as it exists on the date of this Agreement and as amended from time to time, is hereby incorporated by reference and made a part hereof, and the Award and this Agreement shall be subject to all terms and conditions of the Plan and any subsequent amendments to the Plan. In the event of any conflict between the provisions of this Agreement and the provisions of the Plan, the terms of the Plan shall control, except as expressly stated otherwise. The Holder hereby acknowledges receipt of a copy of the Plan.

4.10 Value of Units and Common Stock. The Company makes no representation as to the value of the Units. The Company is not responsible for any fluctuations in the value of the Company's Common Stock.

4.11 Investment Representation. The Holder hereby represents and covenants that (a) any shares of Stock acquired upon the vesting of the Units will be acquired for investment and not with a view to the distribution thereof within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), unless such acquisition has been registered under the Securities Act and any applicable state securities law; (b) any subsequent sale of any such shares shall be made either pursuant to an effective registration statement under the Securities Act and any applicable state securities laws, or pursuant to an exemption from registration under the Securities Act and such state securities laws; and (c) if requested by the Company, the Holder shall submit a written statement, in form satisfactory to the Company, to the effect that such representation (i) is true and correct as of the date of acquisition of any shares hereunder or (ii) is true and correct as of the date of any sale of any such shares, as applicable. As a further condition precedent to the delivery to the Holder of any shares subject to the Units, the Holder shall

comply with all regulations and requirements of any regulatory authority having control of or supervision over the issuance of the shares and, in connection therewith, shall execute any documents which the Board or any committee authorized by the Board shall in its sole discretion deem necessary or advisable.

4.12 Notices and Electronic Delivery. The Company may, in its sole discretion, deliver any documents (other than certificates), notices or other communications related to the Units and the Holder's participation in the Plan by electronic means. The Holder hereby consents to receive such documents by electronic delivery and, if requested, agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

Any documents, notices or other communications which are not delivered electronically pursuant to this section shall be in writing, and shall be deemed to have been duly given when received, if delivered personally, or when mailed, if sent by first class mail, postage paid, addressed as follows:

(a) if to the Company or the Committee, to the attention of the Vice President, Total Rewards, Owens Corning World Headquarters, One Owens Corning Parkway, Toledo, Ohio 43659, or to the attention of such other person or at such other address as the Company, by notice to the Holder, may designate in writing from time to time, and

(b) if to the Holder, at his or her address as shown on the records of the Company, or at such other address as the Holder, by notice to the Company, may designate in writing from time to time.

#### 4.13 Deferral of Units

(a) Deferral Election. If the Holder made an election, in accordance with the terms and conditions prescribed by the Company and Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), to defer the receipt of the Units that would have otherwise vested pursuant to Section 1, such Units shall be payable at the time and form elected by the Holder.

(b) Dividend Equivalents. Until the distribution of Units deferred pursuant to this Section 4.13 (the "Deferral Period"), the Units shall continue to be credited with dividend equivalents, as described in Section 2 hereof.

#### 4.14 Miscellaneous.

(a) Successors. This Agreement shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall, upon the death of the Holder, acquire any right hereunder in accordance with the Plan.

(b) Counterparts. This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one agreement.

(c) Entire Understanding. The Plan and this Agreement constitute the entire agreement and understanding between the parties with respect to the matter described herein and supersede all prior and contemporaneous agreements and understandings, oral and written, between the parties with respect to such subject matter; provided, however, that the covenants contained in Section 4.2 shall complement and shall be in addition to, and shall not supersede similar covenants made by Holder to the Company or any Subsidiary, including covenants made in the Agreement-Protection of Owens Corning Proprietary Interests or the Intellectual Property Agreement if Holder has executed such an agreement(s)

(d) Modification. No modification or waiver of any of the provisions of this Agreement shall be effective unless in writing and signed by the party against whom it is sought to be enforced, and specifically references this Restricted Stock Unit Award Agreement by name.

(e) Waiver. The failure of any party hereto at any time to require performance by another party of any provision of this Agreement shall not affect the right of such party to require performance of that provision, and any waiver by any party of any breach of any provision of this Agreement shall not be

construed as a waiver of any continuing or succeeding breach of such provision, a waiver of the provision itself, or a waiver of any right under this Agreement.

(f) Fees and Expenses; Legal Compliance. The Company shall pay all fees and expenses necessarily incurred by the Company in connection with this Agreement and will from time to time use its reasonable efforts to comply with all laws and regulations which, in the opinion of counsel to the Company, are applicable thereto.

(g) Governing Law. This Agreement shall be governed and construed and the legal relationships of the parties determined in accordance with the laws of the State of Delaware without reference to principles of conflict of laws.

(h) Data Privacy. By signing this Agreement, including by way of electronic acceptance by means acceptable to the Company of the Agreement, the Holder explicitly consents to the collection, processing, and transfer (electronically or otherwise) of personal data by the Company, the Holder's employer, and any third parties as necessary. Moreover, the Holder explicitly acknowledges and agrees that personal data (including but not limited to Holder's name, home address, telephone number, employment status, tax identification number, and data for tax withholding purposes) may be transferred to third parties assisting the Company with the implementation of the Plan. The Holder expressly authorizes such transfer to and processing by third parties. Furthermore, the Holder explicitly consents to the transfer of the Holder's personal data to countries other than his or her country of employment. The Company will take reasonable measures to keep the Holder's personal data private, confidential, and accurate. The Holder may obtain details with respect to the collection and transfer of his or her personal data in relation to the Plan participation and may also request access to and updates of such personal data, if needed, by contacting his or her local Human Resources contact.

(i) Award Subject to Clawback. The Holder hereby acknowledges that these Units are subject to forfeiture, recovery by the Company or other action pursuant to any clawback or recoupment policy which the Company may adopt and maintain from time to time, including without limitation any such policy which the Company may be required to adopt under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or as otherwise required by law.

(j) Company to Reserve Shares. The Company shall at all times prior to the expiration or termination of the Units reserve and keep available, either in its treasury or out of its authorized but unissued shares of Stock, the full number of shares subject to the Units from time to time.

(k) Compliance with Section 409A of the Code.

(i) To the extent applicable, it is intended that the Agreement and the Plan comply with the provisions of Section 409A of the Code, so that the income inclusion provisions of Section 409A(a)(1) of the Code do not apply to the Holder. The Agreement and the Plan shall be administered in a manner consistent with this intent, and any provision that would cause the Agreement or the Plan to fail to satisfy Section 409A of the Code shall have no force and effect until amended to comply with Section 409A of the Code (which amendment may be retroactive to the extent permitted by Section 409A of the Code and may be made by the Company without the consent of the Holder).

(ii) To the extent the Holder has a right to receive payment pursuant to this Agreement, the payment is subject to Section 409A, and the event triggering the right to payment does not constitute a permitted distribution event under Section 409A(a)(2) of the Code, then notwithstanding anything to the contrary in this Agreement, issuance of shares in payment of the Units will be made, to the extent necessary to comply with Section 409A of the Code, to the Holder on the earliest of: (1) the date of the end of the Restriction Period with respect to such shares; (2) the Holder's "separation from service" with the Company (determined in accordance with Section 409A of the Code), provided, that if the Holder is a "specified employee" (within the meaning of Section 409A of the Code), the Holder's date of payment of the Award pursuant to this clause (ii) shall be the date that is six months after the date of the Holder's separation of service with the Company; (3) the Holder's death; (4) the Holder's permanent disability

(within the meaning of Section 409A(a)(2)(C) of the Code); or (5) a change in control event (within the meaning of Section 409A of the Code).

(iii) Reference to Section 409A of the Code will also include any regulations, or any other guidance, promulgated with respect to such Section by the U.S. Department of the Treasury or the Internal Revenue Service.

#### 4.15 Provisions Relating to Non-U.S. Jurisdictions.

(a) Local Compliance. The Holder remains personally responsible for any local compliance requirements resulting from his or her receipt, ownership, and subsequent sale of Common Stock, as well as the transfer of funds abroad, the making of a foreign investment, and the opening or use of a U.S. brokerage account in relation to his or her receipt of Common Stock. If the Award to the Holder under this Agreement is subject to China SAFE regulations, the Holder agrees to abide by applicable requirements for disposal of vested shares following termination of employment and hereby affirmatively authorizes the Company to direct the sale or disposal of shares within 6 months following termination of employment in order to comply with these requirements.

(b) Exchange Rate Fluctuation. The Company is not responsible for any foreign exchange fluctuations between the Holder's local currency and the U.S. dollar.

(c) Language Translation. To the extent that the Holder has been provided with a translation of this Agreement, the English language version of this Agreement shall prevail in case of any discrepancies or ambiguities due to translation.

(d) Cash Settlement Relating to Holders in certain Jurisdictions. The delivery of shares of Stock under this Agreement, if any, shall be effective only at any applicable time as counsel to the Company shall have determined that the issuance and delivery of such Stock is in compliance with all applicable laws and regulations of such jurisdiction and the requirements of any securities exchange on which such Stock is traded. Notwithstanding any other provision of the Plan or this Agreement to the contrary, if at any time it is determined by counsel to the Company that the issuance and delivery of shares of Stock pursuant to this Agreement to a Holder in such jurisdiction would for any reason be unenforceable or prohibited as a matter of law or would result in material adverse consequences for the Company or the Holder, then the Award shall instead be settled in cash in an amount equal to the value of the shares of Stock, determined using the closing price on the Vesting Date, that would have been delivered under the Award.

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Sign Name

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Print Name

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Date

**CERTIFICATION**

I, Brian D. Chambers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owens Corning;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 25, 2023

/s/ Brian D. Chambers  
Brian D. Chambers  
Chief Executive Officer

**CERTIFICATION**

I, Todd W. Fister, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owens Corning;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 25, 2023

/s/ Todd W. Fister

Todd W. Fister  
Chief Financial Officer

**SECTION 1350 CERTIFICATION**

In connection with the Quarterly Report on Form 10-Q of Owens Corning (the “Company”) for the quarterly period ended September 30, 2023 (the “Report”), I, Brian D. Chambers, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian D. Chambers  
Brian D. Chambers  
Chief Executive Officer

October 25, 2023

**SECTION 1350 CERTIFICATION**

In connection with the Quarterly Report on Form 10-Q of Owens Corning (the “Company”) for the quarterly period ended September 30, 2023 (the “Report”), I, Todd W. Fister, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Todd W. Fister

Todd W. Fister  
Chief Financial Officer

October 25, 2023