

Owens-Illinois, Inc.

Risk Management Committee Charter

Purpose

The Risk Management Committee (the “Committee”) shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders, potential shareholders and investment community by:

- A. Assessing, and providing oversight to management relating to the identification and evaluation of, major strategic, operational, regulatory, information and external risks inherent in the business of the Company (the “Risks”) and the control processes with respect to such risks;
- B. Overseeing the risk management, compliance and control activities of the Company;
- C. Overseeing the integrity of the Company’s systems of operational controls regarding legal and regulatory compliance; and
- D. Overseeing compliance with legal and regulatory requirements, including, without limitation, with respect to the conduct of the Company’s business.

The Committee shall not have responsibility for matters subject to the jurisdiction of another committee of the Board of Directors pursuant to that committee’s charter.

Membership

The Committee shall be composed of at least three directors. The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

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

Meetings

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

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

order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Responsibilities and Duties

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

1. Review and evaluate management's identification of all major Risks to the business and their relative weight;
2. Assess the adequacy of management's Risk assessment, its plans for Risk control or mitigation, and disclosure;
3. Review the Company's disclosure of Risks in all filings with the Securities and Exchange Commission (including the Form 10-K Annual Report);
4. Together with the Audit Committee, review, assess and discuss with the General Counsel, the Chief Financial Officer and the Independent Auditor (as defined in the Company's Certificate of Incorporation): (i) any significant risks or exposures (ii) the steps management has taken to minimize such risks or exposures; and (iii) the Company's underlying policies with respect to risk assessment and risk management.

Structure and Operation

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

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.