

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

MASCO CORPORATION

JULY 22, 2010

I. MISSION

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Masco Corporation shall serve in an advisory capacity to the Board on the governance and leadership structures and conduct of the Board and shall develop and recommend to the Board the Corporate Governance Guidelines of the Company. The Committee shall also identify individuals qualified to become Board members, and recommend to the Board Director nominees for election at the next annual or special meeting of shareholders at which Directors are to be elected or to fill any vacancies or newly created Directorships that may occur between such meetings. The Committee shall recommend Directors for appointment to Board committees, and evaluate current Directors for re-nomination to the Board or re-appointment to any Board committees.

II. MEMBERSHIP AND AUTHORITY

The Committee shall consist of at least three members. The membership of the Committee shall qualify under the independence and experience requirements of applicable law and the New York Stock Exchange. The Board shall recommend nominees for appointment to the Committee annually. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall appoint the Chairperson of the Committee.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee will meet from time to time in executive sessions without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee has the authority to retain and terminate, and shall have sole authority over any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities under this charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and terminate any search firm used to identify Director candidates and sole authority to approve the search firm’s fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.

III. RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board and Committee Nominees. The Committee shall recommend to the Board criteria for Board and Board committee membership and shall oversee searches for, identify and recommend individuals for membership on the Company's Board of Directors, and recommend Directors for appointment to the committees of the Board. In making its recommendations, the Committee shall:

- review candidates' qualifications for membership on the Board or a committee of the Board (including as appropriate the independence of the candidate) based on the criteria approved by the Board; and
- consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Evaluating the Board. The Committee shall oversee the Board's annual self-evaluation and assist and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

The Committee shall periodically review the size and responsibilities of the Board and its Committees and recommend any proposed changes to the Board.

The Committee shall evaluate the independence of each Director on an annual basis, and shall report such evaluation to the Board.

Director Compensation. The Committee shall review current Director compensation and recommend to the Board Director compensation based on such review and such other factors as the Committee deems appropriate and in the best interests of the Company. The Committee shall review and recommend to the Board perquisites, if any, for the Company's Directors.

The Committee shall determine any long-term incentive compensation component of Director compensation by considering the Company's performance and relative shareholder return, the value of similar incentive awards to directors at comparable companies, the awards given to Directors in past years and such other factors as the Committee deems appropriate and in the best interests of the Company.

The Committee shall review director and officer indemnification and insurance for members of the Board, and officers and employees of the Company.

Corporate Governance Matters. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. Periodically the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board. The Committee shall also periodically review and reassess the adequacy of the Company's Code of Business Ethics as it relates to Directors, and shall oversee

compliance with the Code of Business Ethics by Directors. Any waiver of the Code of Business Ethics for Directors may only be authorized by the Board or the Nominating and Corporate Governance Committee, and will be promptly disclosed to the Company's shareholders. The Committee shall keep abreast of and consider developments with regard to corporate governance and shall generally advise the Board on corporate governance and leadership structures, and on the conduct of the Board. The Committee shall periodically review and discuss with management significant risks related to corporate governance. The Committee shall also periodically consider the adequacy of the By-Laws and Restated Certificate of Incorporation of the Company and recommend to the Board, as conditions dictate, that it adopt amendments to the By-Laws and that it propose amendments to the Restated Certificate of Incorporation for consideration by the stockholders.

Director Orientation and Continuing Education. The Committee shall develop and review an orientation and continuing education program for Directors.

Committee Charter. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

IV. REPORTING

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance and any other matters that the Committee deems appropriate or is requested to be included by the Board. When presenting any recommendation or advice to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.